

The
Electoral
Commission

Electoral Commission Corporate Governance Framework

Updated February 2016

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1 Vision, approach, principles and accountability

The Commission

1.1 The Electoral Commission (in Welsh, Comisiwn Etholiadol) is an independent body corporate, established by the United Kingdom Parliament under the provisions of the Political Parties, Elections and Referendums Act 2000 (the Act), amended by subsequent legislation. The Commission¹ has the statutory functions given to it by that and other legislation (a summary of applicable legislation is at Appendix B of this document).

1.2 The Commission is accountable to the UK Parliament, and specifically to the Speaker's Committee of the House of Commons which is appointed in accordance with the provisions of the Act. The Commission also reports to the Scottish Parliament on some of its functions². The role of the Speaker's Committee and its relationship with the Commission is described in Appendix B.

1.3 The Commission's duties as defined in statute can be found in Part 4, which also describes which powers are delegated from the Board to sub-committees of the Board or to the Chief Executive. The following is a summary of the Commission's main activities:

- Register political parties and other campaigners at elections and referendums
- Make sure people understand and follow the rules on party and election finance
- Publish details of where parties and candidates and other campaigners get money from and how they spend it
- Set standards for electoral registration and running elections and report on how well this is done
- Make sure people understand that it is important to register to vote, and know how to vote
- Run any referendums held in accordance with the Political Parties, Elections and Referendums Act 2000

¹ In this document to distinguish between 'the Commission' as the whole organisation and the 'Commission' meaning the body of Commissioners together, the term 'Electoral Commission', or 'Commission' refers to the former, and 'Board' refers to the latter.

² That is in relation to Scottish local government elections and the referendum on independence of Scotland. *This is likely to change further under Smith Commission proposals.*

Vision

1.4 Our principles for free elections that support a healthy democracy

Trust: people should be able to **trust** the way our elections and our political finance system work

Participation: it should be straightforward for people to **participate** in our elections and our political finance system, whether voting or campaigning; and people should be confident that their vote counts

No undue influence: there should be **no undue influence** in the way our elections and our political finance system work

1.5 Our objectives for free elections that support a healthy democracy

1: Well-run elections, referendums and electoral registration

We want people throughout the United Kingdom to be confident that: registering to vote and taking part in elections is straightforward, accessible and secure; and they will receive a consistently high quality of service, wherever they live and whichever elections or referendums are being held.

2: Transparency in party and election finance, with high levels of compliance

We want people throughout the United Kingdom to be confident that: There is transparency about party and election finance, so that people know where money comes from and how it is spent; People who want to stand for election, and people and organisations that want to campaign at elections, can easily find out how to get involved, what the rules are, and what they need to do to comply with those rules; The rules on party and election finance are followed, and those who do not follow them are dealt with appropriately and effectively; and Political parties, candidates and campaigners can participate in elections without unnecessary barriers

Our Approach

1.6 The Electoral Commission is committed to the United Kingdom's strong tradition of **free elections**, which are an essential support to a **healthy democracy**.

We:

- work to **serve the people** of the United Kingdom
- are committed to **protecting and promoting** democracy
- put voters first.

We will **seek change** where the evidence shows that it is needed to better serve the people of the United Kingdom, and their democracy.

Our Values

1.7 Our governance procedures aim at all times to reflect our values – making an impact, engaged, authoritative, independent, and transparent.

Governance

1.8 In its governance, the Commission will at all times:

- Observe the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds, the management of Commission business and the conduct of its business, maintaining at all times the Commission's independence.
- Pursue the Commission's vision for free elections that support a healthy democracy.
- Maximise value for money through ensuring that its work is performed in the most economical, efficient and effective way, within available resources.
- Be accountable to Parliament for the activities of the Commission and the extent to which performance targets and objectives have been met.
- Reflect the Commission's wider commitments to carry out its work and the use of money and resources made available to it in the interests of voters.
- Be consultative in style, and transparent and responsive to all stakeholders.
- Ensure that there is in place an effective system of internal control to enable the Commission to meet its corporate objectives.
- Act lawfully, consistent with the Commission's statutory duties and responsibilities.

1.9 The Board will review its governance arrangements annually to ensure that they remain fit for purpose, support delivery of the Commission's vision, and reflect the Commission's values and principles.

Accountability

1.10 The Commission demonstrates its accountability to its stakeholders by:

- submitting to the Speaker's Committee a five-year plan and estimated requirements for resources during that five-year period, both of which are published
- laying its Report and Accounts annually before Parliament
- the appointment of the Chief Executive as Accounting Officer
- audit of its accounts, and of the efficiency and effectiveness with which it uses resources, by the National Audit Office
- consultation on new areas and programmes of work
- a clear complaints process covering services provided by us to our stakeholders which includes independent review of complaints by the Parliamentary Ombudsman.

2 The Commission Board and Committees

The Commission Board

2.1 Together the Commissioners constitute the Board of the Commission and ensure that the Commission discharges its functions as set out in the Act and other associated legislation. They set the strategic direction, monitor the Commission's performance and are responsible for ensuring that it acts within its statutory remits.

2.2 The Chair and Commissioners are appointed by Her Majesty the Queen on the recommendation of the House of Commons. Commissioners are appointed for a period not exceeding ten years with the possibility of re-appointment for a further period. There shall be nine or ten Commissioners.

2.3 A Commissioner may cease to hold office or be removed in accordance with the grounds set out in Schedule 1, paragraphs 3-5 of the Act. Appointments will terminate at the end of the period specified for each Commissioner, unless the Commissioner is reappointed before the period expires. Appointments may also be terminated at the request of the Commissioner.

Committees reporting to the Commission Board

The Audit Committee

2.4 The Board has established an Audit Committee to support it, and to support the Chief Executive as Accounting Officer in her/his responsibilities for ensuring the adequacy of risk management, internal controls, efficient and effective use of public funds and financial governance arrangements within the Commission. This includes:

- accounting policies
- the annual report and accounts of the Electoral Commission, including the process for review of the accounts prior to submission for audit; and management's letter of representation to the National Audit Office;
- matters relating to the National Audit Office;
- the adequacy of management response to issues identified by audit activity;
- expenses; and
- proposals for tendering for audit services, or for the purchase of non-audit services from contractors who provide audit services.

2.5 The Audit Committee comprises three members and meets at least three times a year. Three Commissioners are appointed by the Board to the Audit

Committee. The Board appoints an Independent Adviser to the Audit Committee who is a suitably qualified independent person who has no connection with the Commission. The Commission Board also appoints the Chair of the Committee, and this may be the independent adviser. The Chair of the Audit Committee (if not a Commissioner) will have the right to attend any meeting of the Electoral Commissioners.

2.6 The Chair of the Commission may not be appointed as a member of the Audit Committee.

2.7 Members of the Audit Committee and the independent adviser will normally serve for three years, unless a member ceases to be a Commissioner or asks to stand down. They may be re-appointed for a further period normally not exceeding three years.

2.8 The Audit Committee minutes will be circulated to the Board and a report of the work of the Audit Committee will be presented annually to the Board.

2.9 The Audit Committee's terms of reference are attached at Appendix G.

The Remuneration and Human Resources Committee

2.10 The Commission's Remuneration and Human Resources Committee comprises three Commissioners and meets at least twice a year.

2.11 The Remuneration and Human Resources Committee has responsibility for:

- approval of significant changes to organisational structure and/or overall staff terms and conditions of employment and any impact of the change such as termination of contracts.
- approval of significant changes to the structure of the Executive Team;
- supporting the Chair in the recruitment of the Chief Executive, including recommending to the Board the composition and membership of the Appointment Panel;
- recommending to the Board the framework for the remuneration of the Chief Executive, if different from the framework applying to all other staff;
- agreeing the annual negotiating remit for staff pay awards (including the Executive Team);
- recommending to the Board the composition and membership of the Appointment Panel for the Independent Adviser/Chair to the Audit Committee; and
- setting the fee of the Independent Adviser to the Audit Committee.

2.12 It also acts as an advisory group on the extent to which organisational development and strategic Human Resource matters support the Board's strategic direction for the Commission.

2.13 Members of the Remuneration and Human Resources Committee will serve for three years, unless a member ceases to be an Electoral Commissioner or asks to stand down. They may be re-appointed for a further period not exceeding three years.

2.14 The minutes of the Remuneration and Human Resources Committee will be circulated to all members of the Board at its next available meeting, for information.

2.15 The Committee's terms of reference are included at Appendix H.

Commissioner Sounding Groups

2.16. Periodically the Board may invite Commissioners to be a point of contact or sounding board for staff on an issue or project. In such circumstances Commissioners do not have delegated powers and are not acting as a decision making body. The membership, terms of reference, and life of such a request are decided by the Board, and progress monitored and reported for the information of the Board.

3 Roles, responsibilities and code of conduct for Commissioners

The Chair

3.1 The Chair leads the Board. The Board regulates its own proceedings, and has approved Standing Orders for that purpose (see Appendix A). The Chair has particular responsibilities for the following matters:

- Strategic leadership – leading the development and implementation of the Commission's Corporate Plan
- Corporate governance – encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources throughout the Commission. The Chair presides at Board meetings and ensures that these are held at regular intervals throughout the year and are accurately recorded. The Chair will also ensure that the Board's effectiveness is reviewed annually in accordance with this framework
- External communication - representing the views of the Commission to key stakeholders including government ministers, leaders of political parties and other senior politicians, Chairs of public bodies and other organisations, leaders of local government and the media
- Agreeing the objectives and undertaking annual appraisals of the Chief Executive, following consultation with other Commissioners.

3.2 The Chair is also responsible for:

- Taking a lead in identifying the skills and experience required to fill vacancies among the Commissioners, with a view to seeking a proper balance of expertise; and that this is represented to the Speaker's Committee as part of the process for recruiting new Commissioners
- Ensuring that new Commissioners receive a full, formal and tailored induction on joining the Commission
- Assessing the performance of individual Commissioners
- Seeking feedback on the Chair's performance.

3.3 In the absence of the Chair the other Commissioners act as necessary to ensure the continuity of Commission business in accordance with the procedures outlined in the Standing Orders in Appendix A of this Framework.

3.4 Commissioners with serious concerns about the Chair's conduct or ability to carry out the role, who feel unable to raise this with the Chair, may raise their concerns with the Independent Adviser to the Audit Committee. The Independent Adviser to the Audit Committee will, on the basis of information gathered, decide whether or not to pursue the matter further. If considered necessary he/she may commission an independent investigation.

Code of Conduct for Electoral Commissioners

3.5 Commissioners must act in accordance with the provisions of the Code of Conduct for Electoral Commissioners, which forms part of the Corporate Governance Framework. They must sign the declaration agreeing to the principles and procedures of the Code of Conduct and return it to the Secretary to the Commission Board. (The Code is at Appendix I to this Framework).

Corporate responsibilities of Commissioners

3.6 Commissioners act collectively: they do not have individual authority other than may be accorded in a specific role (such as Chair of a Committee) or by the Board on a particular occasion (see 3.7 below). The Commissioners have corporate responsibility for ensuring that the Commission fulfils its aims and objectives and for promoting the efficient and effective use of staff and other resources.

3.7 The Board can decide to delegate a decision to the Chief Executive in consultation with the Chair, and where appropriate another Commissioner or Commissioners nominated by the Board. When, in the opinion of the Board, an issue has particular significance for Scotland, Wales or Northern Ireland, the relevant Commissioner(s) will be consulted.

3.8 Other responsibilities of Commissioners include:

- Ensuring that high standards of corporate governance are observed at all times
- Ensuring that the Commission identifies and manages its risks effectively
- Establishing and maintaining effective arrangements for the discharge of the Commission's functions, including delegating to staff within a clear framework of strategic control, consulting interested bodies on major developments and responding to their views, where appropriate establishing advisory and consultative bodies to inform the Commission's work, and facilitating good communication with external organisations and the public.

3.9 As individuals Commissioners are responsible for upholding the values and principles of the Commission, should act in good faith and in accordance with the Code of Conduct for Electoral Commissioners, and follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life - the 'Nolan Principles' - (see Appendix C).

Responsibilities of individual Commissioners

3.10 All Commissioners have a UK-wide remit. In addition the Commission allocates additional responsibilities to individual Commissioners. This can encompass:

- Chair of the Remuneration and Human Resources Committee
- Chair of the Audit Committee (when the Chair of that Committee is a Commissioner)
- Lead Commissioners with responsibility for Northern Ireland, Scotland and Wales respectively and called '*Electoral Commissioner, Northern Ireland*' (accordingly, for each country)
- Taking a lead in contributing to and/or reviewing work on particular projects eg as part of a sounding group

Complaints

3.10 The Commission shall approve, publish and maintain a Complaints Policy and Procedure covering the services provided by us to our stakeholders which includes independent review of our complaints via the Parliamentary Ombudsman (with a separate review procedure for freedom of information matters), the details of which shall be made available on the Commission's website.

Review of Board effectiveness

3.11 The Board will review annually its performance and that of its committees and sounding groups.

3.12 Commissioners will have individual meetings with the Chair at least annually at which issues may be raised, which may include how to support individual contribution, commitment to the role (including commitment of time for Board and committee meetings and any other duties), and any learning and development needs identified by the Commissioner. The Chair also seeks feedback on her own performance at these meetings.

3.13 During the Board's review of its effectiveness, an independent evaluation of the Chair's performance may also be carried out.

3.14 The Chair will act on the results of the performance evaluation by recognising the strengths, and addressing the weaknesses, of the Board as a whole and, where appropriate, seek the resignation of Commissioners or make recommendation to the Speaker's Committee concerning the removal of members or the qualities to be sought when considering new members to be appointed to the Commission.

Review of the corporate governance framework

Duty to monitor and review the Framework, including the Code of Conduct for Electoral Commissioners

3.15 The Board will review the corporate governance framework on an annual basis. The Secretary to the Commission Board is responsible for the operation of the scheme of corporate governance to ensure that the aims and principles of the framework are given full effect.

Changes to the framework

3.16 Changes to the framework will only be approved by the Board, provided that the Secretary to the Commission Board may from time to time make and publish the following changes:

- Such changes as may be necessary to reflect or as may be necessary to comply with or give effect to any legislative changes or requirements
- Such other changes of an editorial or consequential nature as may seem appropriate to make the framework of governance internally consistent, up-to-date and readily understandable (following the review of this Framework in February 2015 changes are likely to flow from the Smith Commission, and the Deregulation Bill).

The Secretary to the Commission Board shall ensure that Commissioners are informed of the changes in addition to any other means of publishing changes.

Publication

3.17 The Secretary to the Commission Board will ensure that the framework is made widely available to Commissioners and staff, is published on the Commission website and is updated as necessary.

The Chief Executive

3.18 The Chief Executive is responsible for ensuring that the Chair and Board have timely, accurate and clear information, as required, to carry out their responsibilities.

3.19 The Board has delegated authority (see paragraph 4.2 below) for the day-to-day management of the Commission to the Chief Executive. S/he therefore has responsibility for the overall organisation, management and staffing 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 Principles. Commissioners should support the Chief Executive in undertaking this responsibility.

3.20. The Commission's Delegated Powers are the arrangements described in Part 4 of this document.

3.21. The Chief Executive is in turn authorised to delegate matters to other Commission staff, and those delegations are set out in an Executive Scheme of Delegation.

3.22 The Chief Executive is the Commission's Accounting Officer as designated by the Speaker's Committee pursuant to paragraph 19 Schedule 1 of the Act. This role carries with it personal responsibility to ensure that appropriate advice is given to the Commission on all matters relating to financial propriety and regularity, for keeping proper accounts and for the efficient and effective use of resources. As Accounting Officer the Chief Executive is answerable to the UK Parliament for ensuring that all the resources available are used properly and give good value for money.

Political activity

3.23 For the Commission to perform effectively the functions given to it by Parliament, it must command wide confidence that it is independent of government and of political parties.

3.24 Commissioners and the Chief Executive must provide full details of any activities that might lead to claims that they are or have been an active supporter of one political party or another, or of a particular policy which is associated with the objectives of a political party, or of an outcome that is (or may be) the subject of a referendum, recognising that Commissioners appointed under the amendments to PPERA brought about by the Political Parties and Elections Act 2009 are entitled to be members of a political party.

3.25 Failure to provide all relevant information regarding political activity may be grounds for removal from office or post. A Commissioner or the Chief Executive may be regarded as unfit to continue in that office or post should they engage in any activity that might call into question the Commission's political impartiality or cause risk to public confidence in the Commission, whether actual or perceived.

3.26 Further details of prohibited activity are set out in the Code of Conduct for Electoral Commissioners at Appendix I to this Framework.

3.27 The appointments of Commission staff, including the Chief Executive, are also subject to statutory requirements set out in PPERA. The Chief Executive is subject to an additional disqualification to other staff, which effectively means that s/he is subject to the same disqualifications as Commissioners who are not nominated by political parties (the disqualifications are set out at PPERA Schedule 1, paragraph 3, which is included in Appendix 1 of the Electoral Commissioners' Code of Conduct).

4 Commission's business and delegated powers

4.1 This section describes the roles and powers reserved to the Board in relation to the activities and statutory functions of the Commission and those delegated to committees of the Board and to the Chief Executive. The arrangements in Part 4 are referred to as the Commission's Delegated Powers. Schedule 1, paragraph 12 of the Act provides that the Commission, or any committee or sub-committee of the Commission, or the Chief Executive, may delegate functions to the Commission's staff. The Board has delegated certain of its functions to the Audit Committee and the Remuneration and Human Resources Committee.

4.2 The Board by approval of this corporate governance framework delegates to the Chief Executive all responsibility for the day-to-day management of the Commission. Where a matter is not specifically reserved to the Board, or a Committee or sub-committee, the Chief Executive has authority to act subject to the following conditions:

- any relevant approved Commission policy shall be complied with, and
- any expenditure shall be within the agreed budget.

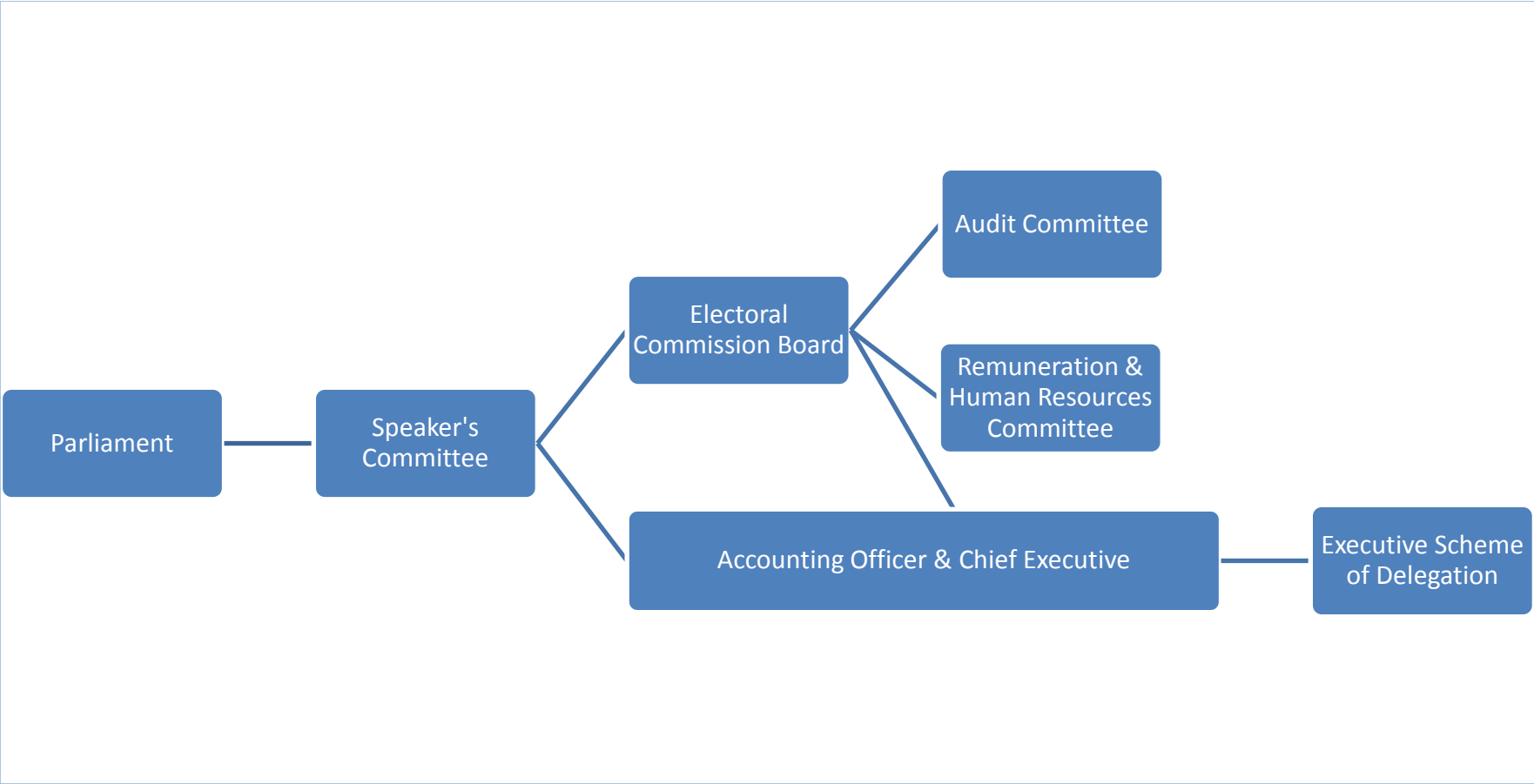
4.3 In addition, the Board by approval of this corporate governance framework authorises the Chief Executive to appoint another officer of the Commission to act on the Chief Executive's behalf. References in these arrangements to the Chief Executive include any person(s) to whom the Chief Executive has delegated their authority.

4.4 The Commission has an Executive Scheme of Delegation which sets out the authority for various levels of staff and decision-making. This is reviewed periodically, and not less than annually, by the Executive Team.

4.5 The Commission delivers the majority of its work through a series of programmes and projects. Our approach to programme and project management helps to ensure that a consistent approach is applied to work across the Commission, and supports delivery through the development of detailed plans. Members of the Executive Team in their roles as Programme and Project Directors are responsible for the overall delivery and achievement of objectives for each programme and/or project. Decision-making within our programme and project management arrangements takes place variously at Strategic Programme Board (Executive Team), Programme Board or Project Board level, but will in any event be consistent with the Board Scheme of Delegation and the Executive Scheme of Delegation.

4.6 The Commission has a Schedule of Policies, which sets out in table form our key policies, whether statutory or discretionary, their purpose, the policy 'owner', and when due each policy is due for review.

4.5 Electoral Commission – delegation of powers and duties



4.6 Powers reserved to the Board

Reference/heading	Decision	Relevant specific provisions in PPERA
Corporate Governance	Consideration and approval of the Corporate Governance Framework including delegated powers, Standing Orders and Prime Financial Policies.	
	Consideration and approval of the Code of Conduct for Electoral Commissioners.	
	Establishment of committees of the Board; appointment of members of committees, and the Independent Adviser and the Chair of the Audit Committee (who may be the same person) and agreement of terms of reference of committees.	Schedule 1 paragraphs 8,9 and 10
Strategy	Setting the strategic direction.	
	Periodic review of key Commission policy positions.	
Corporate plans and budget	Consideration and approval of the key principles and approach to informing the content of the Commission's budget, and Corporate Plan.	Schedule 1 paragraphs 14 and 15
	Variations to the approved budget where the variation would have a significant impact on the overall approved levels of income and expenditure. A financial variation shall be treated as significant if it involves incurring one-off expenditure of £1 million or more, or recurring expenditure of £250,000 or more per annum.	

Reference/heading	Decision	Relevant specific provisions in PPERA
Annual reports and accounts	Approval of key messages in annual reports and adoption of accounts (includes reporting on use of investigatory powers and civil sanctions and the annual report for the performance of the Commission in relation to the local government elections (or related matters) in Scotland).	Schedule 1 paragraphs 17 and 20 and 20A Schedule 19B paragraph 15 and Schedule 19C paragraph 27 Local Administration (Scotland) Act 2011
Appointment of Assistant Commissioners	Approve appointment of Assistant Commissioners when relevant.	Schedule 1 paragraph 7
Performance management	Consideration of regular performance and finance monitoring reports.	
Risk management	Satisfy itself that there are appropriate risk management arrangements in place for the Commission.	
	Determine the Commission's risk appetite.	
Human Resources	Approval of significant changes to overall staff terms and conditions of employment.	Schedule 1 paragraph 11
	Appointment and termination of employment of the Chief Executive including approval of remuneration recommendations from the Remuneration and Human Resources Committee. Decisions relating to the Chief Executive's contract terms, remuneration and any bonus, if different from the framework applying to all other staff, will be taken by the Board, on the recommendation of the Remuneration and HR Committee.	Schedule 1 paragraph 11

Reference/heading	Decision	Relevant specific provisions in PPERA
Significant publications³	Where the Chair and Chief Executive have identified a significant publication that merits consideration by the Board, agreement in advance to the key messages, the plan for the publication, and for communication and implementation.	
Promotion of public awareness of UK electoral and democratic systems	Approval of strategies and expenditure to meet this statutory duty.	Section 13
Responses to Government and other consultations, or public positions, beyond existing policy	Approve approach to consultation responses or other public positions which are either beyond agreed policy or of major public or political significance.	
Performance standards issues (Electoral Administration) for Returning Officers and Electoral Registration Officers	Approval of the overall framework of performance standards and reviewing the development of performance standards.	Sections 9A and 9B
Party finance regulation issues	Decisions to refer matters to the Police/Crown Prosecution Service (England), Police/Procurator Fiscal (Scotland), or Public Prosecution Service (N. Ireland) are reserved to the Board unless otherwise delegated by a Board approved policy.	Includes the general monitoring and compliance function under section 145, schedule 20 listed offences, section 58 forfeiture, also applications to courts under sections 62,63,71I, 71S, and Schedule 7A

² Significant publications means any work of sufficient significance to merit consideration by the Chair and the Chief Executive, and, in some instances, by the Board. This includes: Corporate Plan, Annual Report, statutory reports including election reports and significant policy reports, significant published guidance and significant research reports

Reference/heading	Decision	Relevant specific provisions in PPERA
		paragraphs 5 and 12).
	Approval of enforcement policy.	Schedule 19B paragraph 14
	Approval of disclosure policy and any significant changes to it.	
	Receive emerging and final recommendations to Secretary of State for review of candidate spending limit review	
	Receive periodically for the purpose of monitoring and review a summary of PEF statutory decisions taken	
Policy Development Grants and assistance to parties	Approve and keep under review the scheme for the allocation of policy development grants to political parties, submitting recommendations for terms and change to the Secretary of State.	Section 12
Commission Administration	Approve minutes of Board meetings.	
Litigation	Approval of decisions to initiate or defend litigation in respect of matters which are of public, political, financial or reputational significance	
Election pilot reports	Agree participation in and reporting on pilot schemes	Section 9
European Parliament elections – distribution of MEPs	When required by notice of the Secretary of State, make a recommendation as to the distribution between the electoral regions of a total number of MEPs.	Section 3 of the European Parliament (Representation) Act 2003)

Reference/heading	Decision	Relevant specific provisions in PPERA
Secretary of State electoral administration direction power to Electoral Registration Officers – only exercisable on recommendations of the Commission	Approve any recommendations of the Commission to the Secretary of State.	Section 8
Referendums	Approve the approach to question assessment, and the assessment itself.	Section 104 (and if applicable Section 10)
	Approve the approach and budget for public awareness campaigns.	Section 13
	Agree the framework for designating lead campaign organisations for each referendum, and designate.	Sections 108 and 109
	Approve the framework for allocation of grants to campaign organisations.	Section 110

4.7 Decisions/duties delegated by the Board to committees

Committee	Decision/duty
Audit	Provision to the Board of assurance that appropriate risk, internal control and governance processes are in place across the Commission.
	Approval of the Risk Management Framework and regular review of the Commission's strategic, corporate and directorate risks.
	Confirmation of the Annual Assessment of Information Risk Management.
	Review of the Annual Governance Statement and to recommend approval of the Statement by the Accounting Officer as appropriate.

Committee	Decision/duty
	Review of the accounting and financial policies and the annual accounts of the Commission and to recommend to the Commission Board that it adopts the accounts and to the Accounting Officer that s/he sign the accounts as appropriate.
	Recommend to the Commission Board any amendments of the financial policies.
	Review the plans and reports of the National Audit Office and management responses to any proposals.
	Approval of the process of appointment of an internal audit service for the Commission.
	Agreement of the strategic and annual internal audit plans.
	Review the reports of the internal audit service and management responses to any proposals.
	Approval of any proposals for the purchase of non-audit services from contractors who provide audit services.
	Approval of the Whistleblowing Policy.
	Approval of the Anti-fraud Policy.
	Approval of the Anti-bribery Policy.
Remuneration and Human Resources	Approve the framework for the total benefits package (remuneration and employee benefits) for all staff of the Electoral Commission (including the Executive Team)
	Recommend to the Board the remuneration of the Chief Executive, if different from the framework applying to all other staff, together with decisions (recommendations) relating to the Chief Executive's contract terms, remuneration and any bonus.
	Review the on-going appropriateness and relevance of the total benefits framework and propose amendments to the Board as appropriate.

Committee	Decision/duty
	<p>In determining frameworks and policies for the total benefits package, take into account that:</p> <ul style="list-style-type: none"> • members of staff should be provided with appropriate incentives to encourage enhanced individual and collective performance in a fair and responsible manner; • members of staff should be rewarded for their individual contributions to the success of the Commission • the Commission must observe its obligations under PPERA.
	<p>Approve significant changes to organisational structure and/or overall staff terms and conditions of employment and any impact of the change such as termination of contracts.</p>
	<p>Review an annual report to the Committee of any terms, or payments made on termination of employment to ensure that failure is not rewarded and that the duty to mitigate loss is fully recognised. The Chair of the Committee will be notified in advance of making such terms and payments (e.g. settlement agreements).</p>
	<p>Request any reports or surveys which the Committee deems necessary to help it fulfil its obligations, for example salary benchmarking reports or information about remuneration in other bodies.</p>
	<p>Recommend to the Board any changes to the fee for the Independent Adviser to the Audit Committee. It is anticipated that any increase will be in line with that awarded to Commissioners.</p>
	<p>Recommend to the Board the composition and membership of the Appointment Panel for recruitment of the Independent Advisor/Chair of the Audit Committee.</p>
	<p>Support to the Chair in the recruitment of the Chief Executive, including recommending to the Board the composition and membership of the Appointment Panel for recruitment of the Chief Executive</p>
	<p>Report annually to the Board on the work of the Committee.</p>

Committee	Decision/duty
	<p>To act as an advisory group as required on such matters as:</p> <ul style="list-style-type: none"> • the overall approach and scope of the HR strategy particularly relating to organisational design, significant restructuring or change programmes • major trade union or industrial relations issues affecting the whole Commission; • organisational development relating to the beliefs, values, culture and effectiveness of the Commission

4.8 Decisions/duties delegated by the Board to the Chief Executive and decisions/duties of the Chief Executive as accounting officer

Appointment	Decision/duty
Chief Executive	<p>All responsibility for the day-to-day management of the Commission. Where a matter is not specifically reserved to the Board, or a sub-committee, the Chief Executive has authority to act subject to the following conditions:</p> <ul style="list-style-type: none"> • any relevant approved Commission policy shall be complied with, and • any expenditure shall be within the agreed budget.
	<p>The Board authorises the Chief Executive to appoint other members of staff of the Commission to act on the Chief Executive's behalf. Delegations should be recorded in an Executive Scheme of Delegation</p>
Accounting officer	<p>Approval of the policy for payment of Commissioner fees and travel and subsistence claims (annually, as part of the review of the Corporate Governance Framework).</p>
	<p>The accounting officer has personal responsibility for:</p> <ul style="list-style-type: none"> • regularity and propriety • selection and appraisal of programmes and projects • affordability and sustainability

Appointment	Decision/duty
	<ul style="list-style-type: none"> • value for money • management of opportunity and risk • learning from experience • accounting for the organisation's financial position and transactions
	<p>The accounting officer must personally sign: within the annual report and accounts</p> <ul style="list-style-type: none"> • the statement of financial position • the strategic report (management commentary) • the governance statement • the remuneration report <p>the annual accounting officer's certificate confirming his satisfaction with the administration of pensions</p> <p>And, having been satisfied that they have been properly prepared to reflect the business of the organisation, must personally approve:</p> <ul style="list-style-type: none"> • voted budget limits; and • the associated Estimates Memorandum.
	<p>The Chief Executive as Accounting Officer or the Deputy Chief Executive may authorise employee severance payments which fall outside of the Civil Service Compensation Schemes, subject to advance notice to the Chair of the Remuneration and HR Committee, and an annual report to the Committee of any such payments.</p>
	<p>When the accounting officer is absent and cannot readily be contacted, another senior member of staff should deputise. If a significant absence is planned, the accounting officer, or the Deputy Chief Executive, may invite the Speaker's Committee to appoint a temporary acting accounting officer</p>

Appendix A – Standing Orders

1 Introduction

- 1.1 Standing Orders, together with the Delegated Powers and Financial Policies, provide a procedural framework within which the Commission discharges its business. They deal with the business of the Commission, procedure at meetings of the Board and any committees, delegation of powers, declaration of interests and standards of conduct.

2 Place of business

- 2.1 The principal place of business of the Commission is 3 Bunhill Row, London, EC1Y 8YZ.

3 Meetings of the Board

3.1 Calling meetings

The Board shall meet on such dates and at such times and places as the Board shall from time to time determine. Such meetings shall be known as ordinary meetings.

An extraordinary meeting may be called at any time by the Chair or the Chief Executive, or by no fewer than five Board members lodging with the Chair or Chief Executive a written request for such a meeting, stating the business to be transacted. No business shall be transacted at such a meeting other than that specified in the notice of the meeting.

3.2 Notice of meetings

At least four clear working days (a working day excludes Saturday, Sunday, Bank Holidays and other days when the Commission offices are closed) before any ordinary meeting of the Board, written notice of the time and place of such meeting and of the business to be transacted shall be sent by the Chief Executive, or a nominated officer acting on his behalf, to each Commissioner.

The accidental omission to give notice to or the non-receipt of notice by any member shall not invalidate the proceedings of the meeting, save that failure to serve such a notice on four or more members will invalidate the meeting.

3.3 Business to be transacted

The Chair is responsible for drawing up the agenda of the meetings in consultation with the Chief Executive.

No business other than that specified in the notice of the meeting shall be transacted at that meeting unless the business is of an urgent nature or required by statute to be transacted and not less than two-thirds of the members present decide that the business shall be transacted.

A member wishing a matter to be included on an agenda shall make his/her request in writing for the Chair to consider at least ten clear days before a meeting. Requests made less than ten days before a meeting may be considered for inclusion on the agenda at the discretion of the Chair.

Agendas for meetings shall include declarations of interest as a standing item.

After each Board meeting there shall normally be a review between the Chair and Commissioners, to consider any issues in the management of the meeting, and provide an opportunity for Commissioners to give feedback to the Chair.

3.4 Quorum

Board meetings are quorate if there are at least six Commissioners present and able to take part in the discussion, of whom four shall be 'ordinary' Commissioners (ie appointed other than under Section 3A of the Act), except in the case of party and election finance regulatory decisions, or decisions to be taken in relation to referendums, where the quorum shall be five Commissioners, of whom three shall be 'ordinary' Commissioners. (Commissioners appointed under Section 3A of PPERA are nominated by political parties, and are referred to as 'nominated Commissioners'). A smaller quorum for these decisions provides the greater flexibility needed in this area of activity, enabling the Commission to meet and take decisions at relatively short notice, and avoid delay. In the event that the number of nominated Commissioners present is equal to or greater than the number of ordinary Commissioners, in order to retain the balance of the Board set up in PPERA a nominated Commissioner will voluntarily step down from participation in a referendum item (if necessary by the drawing of lots produced by the Board Secretary). Regulatory decisions and decisions relating to referendums will be communicated by the Secretary to the Commission Board at the earliest opportunity to any Commissioners not able to be present at the meeting.

Members may attend meetings of the Board by video or telephone conferencing facility. Members attending a meeting by these means shall be deemed to be present in person at the meeting. The responsible officer shall record the circumstances of any member attending a meeting by video-conferencing facility.

If a member has been disqualified from participating in a discussion or resolution to be taken about any matter by reason of the declaration of a

conflict of interest, he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion or resolution to be taken about any matter, that matter may not be subject to a decision. The responsible officer shall record this situation in the minutes of the meeting.

3.5 Record of attendance

The responsible officer shall record the names of all members present at the meeting of the Board in the minutes of the meeting.

3.6 Chair of meetings

The Chair shall preside at any meeting of the Board. In the absence of the Chair those attending a meeting will agree from among the non-nominated Commissioners a Chair to conduct the proceedings of that meeting.

The Chair determines the detailed procedure for the conduct of business at meetings of the Board and the Chair's decision on questions or order will be observed at the meeting, subject to the provisions of Standing Orders and to any decision of the Board to the contrary.

3.7 Voting

The Board shall aim to reach decisions by consensus. When this is not possible, and unless these Standing Orders provide otherwise, if any question arising before the Board requires a vote it shall be determined by a majority of the members present. A member absent at the time of the vote may not vote by proxy. In the event of an equality of votes, the Chair shall have a second or casting vote.

The procedure for voting shall be a matter for the Chair at the meeting, subject to any decision of a majority of the Board to the contrary, including:

- the form that voting shall take, whether by a show of hands or by some other means
- any question whether or not to record the voting in the minutes to show how each member present voted or abstained.

Members may ask for their dissenting views on any matters to be recorded in the minutes.

3.8 Principles of decision-making

All decisions of the Board, including delegated decisions, will be made in accordance with the following principles:

- proportionality (i.e. the action must be proportionate to the desired outcome)
- due consideration and the taking of professional advice from staff
- reasonableness, fairness, impartiality, equality and in accordance with natural justice and human rights
- a presumption in favour of transparency in what we do and how we do it, subject to acknowledging that this may not always be appropriate e.g. legal advice and certain regulatory matters
- reasoned, with clarity of aims and desired outcomes, to ensure that those responsible for decision-making provide the reasons for decisions
- efficiency (decisions must not be unreasonably delayed)
- regulatory decision-making should accord with good regulatory practice
- consistency with the duties and responsibilities, aims and objectives of the Commission, including effective and efficient use of resources
- the Board will operate on the principles of collective responsibility, support and respect
- external pressure will not alter Board processes except for potential time-lines
- Board members' behaviour in response to decisions is required to be the same inside and outside the Commission.

3.9 Openness and responsiveness

The Commission and its staff will conduct all dealings with the public in an open and responsible way, and ensure full compliance with the principles of the Freedom of Information Act 2000.

The Commission recognises the need for confidentiality of certain information, in accordance with statutory requirements or agreed commercial interests, subject to the rights of Parliament, the National Audit Office, HM Treasury and other public bodies to obtain information, and to the rights of individuals to obtain information in accordance with statute.

3.10 Adjournment

Any meeting of the Board may be adjourned from time to time and from place to place at the discretion of the Chair. Reasonable notice shall be given where practical of the date and time of the reconvening of the adjourned meeting, save that where a meeting has been adjourned for thirty days or more, notice of the reconvening of the adjourned meeting shall be given as for an ordinary meeting of the Board.

3.11 Minutes

Minutes of all Board meetings shall record the decisions taken, and where appropriate, the views of individuals present. The minutes shall record any declarations of interest made at the meeting. The minutes will be submitted for agreement at the following Board meeting. Once

agreed, the minutes, including any amendments required by the Board, shall be signed by the Chair.

Approved minutes will be published on the Commission's website.

3.12 Delegation of Powers

The Commission has approved Delegated Powers that specify those matters that are reserved to the Board for decision, and those matters that may be delegated to committees of the Board or the Chief Executive for decision. The Chief Executive may in turn delegate any matter within their authority to another officer of the Commission. Any person to whom a matter is delegated by the Chief Executive or under arrangements approved by them shall carry the authority of the Commission in respect of the matter so delegated.

The Board shall review and approve the Delegated Powers annually.

3.13 Urgent or non-contentious business

With the exception of regulatory decisions on party finance matters, or determination of matters relating to referendums, where it is accepted that the nature of the business shall require ad hoc meetings to be called on notice, urgent business is deemed to be any matter requiring a decision of the Board before the date when an ordinary or extraordinary meeting of the Board can be convened. In such cases the Chief Executive should take all practicable steps to consult with the Chair, and with as many other Commissioners as the Chief Executive considers appropriate (and if at all possible no fewer than two Commissioners). The Chief Executive should seek Commissioners' views as to:

- the urgency of the matter requiring decision
- the possibility of holding a Board meeting to consider it
- the action to be taken.

The Chief Executive should decide in the light of Commissioners' views what action to take, should notify as many Commissioners as practicable (and in any event no fewer than two Commissioners) of the proposed action and should allow as much time as s/he considers reasonable in the circumstances for Commissioners to comment on his proposals. S/he should then act as s/he considers appropriate.

The exercise of such powers shall be reported to the next meeting of the Board as an item on the agenda, to approve the minute and date of the decision taken, and the Board will consider whether further action is required.

3.14 Committees

The Board may establish standing or ad hoc committees or advisory groups, and the Chair may establish advisory groups, consisting of such numbers and for such purposes as the Board, or as the case may be, the Chair, may determine (for example Commissioner Reference Groups). The membership of Appointment Panels for the roles of Independent Advisor/Chair to the Audit Committee, and for the Chief Executive, is decided by the Board on the recommendation of the Remuneration and Human Resources Committee.

Only Commissioners can be a member of a Commission committee or sub-committee.

The provision of these Standing Orders (SOs) shall apply where relevant to the operation of all committees, unless these SOs specify otherwise. They shall not apply to Commissioner Reference Groups (see paragraph 2.16 of the Corporate Governance Framework, above).

3.15 Declaration of Interests

Commissioners must declare any potential interests or connections they may have to the Secretary to the Commission Board.

Where there is a conflict of interest, the Board will decide the proper course of action and whether the Commissioner should withdraw from the meeting for discussion and/or the decision making process.

The interest declared will be recorded in the minutes of the meeting.

4 Standards of conduct

4.1 Commissioners are required to comply with the Commission's Corporate Governance Framework and the Code of Conduct for Electoral Commissioners. Staff are required to comply with the standards set out in the Code of Conduct for staff and with Human Resources policies.

4.2 Use of information

No Commissioner shall use information gained in the course of their duty for personal gain nor seek to use the opportunity of such public service to promote their own or other parties' private interests. Commissioners should at all times avoid behaving in a manner which might bring the Commission into disrepute.

4.3 Gifts and hospitality

Offers of gifts and hospitality, whether accepted or not, must be reported to the Secretary to the Commission Board at the earliest opportunity but within a maximum of 28 days together with details of the donor and the approximate value. A Register of Gifts and Hospitality will be maintained by the Secretary to the Commission Board.

5 Suspension of Standing Orders

5.1 At any meeting the Board may, by a majority of not less than two-thirds of those present and voting, resolve to suspend these Standing Orders for the duration of the meeting or of any item of business to be transacted at the meeting, provided that:

- Suspension of Standing Orders does not contravene any statutory provisions or directions.
- Any decision to suspend Standing Orders is recorded in the minutes.
- A separate record of matters discussed during the suspension shall be kept.

6 Amendment of Standing Orders

6.1 These Standing Orders or any of them may be amended by alteration, addition or deletion, provided that:

- Amendment or variation of the Standing Orders does not contravene any statutory provisions or directions.
- At least five days' notice shall be given of the proposed amendment.
- The amendment shall be approved by a majority of not less than two-thirds of the members present and voting at the meeting in which it is moved.

7 Review of Standing Orders

7.1 The Board shall review Standing Orders annually. The review shall include relevant governance documents having effect as if incorporated into Standing Orders.

Appendix B – Summary of the statutory framework for the Commission

1. Political Parties, Elections and Referendums Act 2000

- 1.1 The Commission is an independent body, established by the United Kingdom Parliament under the provisions of the Political Parties, Elections and Referendums Act 2000 (the Act).
- 1.2 The Commission is accountable to the UK Parliament, and specifically to the Speaker's Committee of the House of Commons which is appointed in accordance with the provisions of the Act. The principal powers and duties, and membership, of the Speaker's Committee are set out below.

2. Legal status

2.1 Administrative Law

As a public body, the Commission is subject to normal principles of administrative law. The Commission must act reasonably (in the sense that it should not act in a manner in which no reasonable body such as the Commission would act) and should base its decisions on relevant considerations, disregarding irrelevant factors. The Commission, and the Commissioners, should be objective and impartial and bear in mind that the Commission is an independent statutory body.

2.2 A statutory body

As a statutory body, the Commission is subject to the principle that it can only do the things which Parliament through statute has given it the power or the duty to do ('the ultra vires' principle). It must be possible, in relation to any act or decision of the Commission, to identify the statutory authority upon which the Commission is relying.

2.3 Ombudsman

The Commission falls within the remit of the Parliamentary Commissioner for Administration (the Ombudsman). It is required to comply with the Code of Practice on Access to Government Information.

2.4 Freedom of Information

The Commission is listed as a public authority in Schedule 1 to the Freedom of Information Act 2000 and is therefore subject to the Freedom of Information regime. The Commission has published a Publication Scheme under the Freedom of Information Act 2000. The

Commission is required to comply with requests for information unless a defined exemption applies.

2.5 Data Protection and document security

The Commission complies with Data Protection law, which requires any organisation that is processing personal data about individuals to comply with certain safeguards. It also gives individuals the right to access information held about them. This right of access is subject to certain exemptions.

3. Powers, duties and membership of the Speaker's Committee

3.1 Powers, duties and membership of the Speaker's Committee

The Speaker's Committee is appointed in accordance with the provisions of section 2 of the Political Parties, Elections and Referendums Act 2000 (PPERA) to perform the functions conferred on it by that Act. A summary of the principal powers and duties of the Committee are:

- To receive the Commission's annual accounts and examine the Commission's estimates
- To examine the Commission's plan of aims and objectives over the next five years and its estimated requirement for resources during that period and to consult with Treasury
- To designate the Commission's accounting officer and to specify his or her responsibilities
- To report to the House, at least once a year, on the exercise of its functions
- Putting in place and overseeing a selection procedure for Commissioners

3.2 Membership

- The membership of the Speaker's Committee is determined in accordance with the provisions of Section 2 of the Political Parties, Elections and Referendums Act 2000. It consists of the members listed at the Parliament [website](#)

4. Summary of applicable legislation

The Political Parties, Elections and Referendums Act 2000, as amended (and other legislation that governs the work of Commission)

- ### 4.1 The Political Parties, Elections and Referendums Act 2000, includes amendments that have been made to it by subsequent legislation since its enactment in 2001. It establishes the Electoral Commission; makes provision about the registration and finances of political parties; donations and expenditure for political purposes; election and

referendum campaigns and the conduct of referendums election petitions and other legal proceedings in connection with elections.

4.2 In addition to the 2000 Act, other legislation is relevant to the Commission in the discharge of its functions. This includes the primary legislation that under-pins the conduct of elections in the UK and related matters, such as:

- Local Government Acts 1972, 1985, 1986, 1992, 2000 and 2003
- Greater London Authority Act 1999
- Representation of the People Acts 1981, 1983, 1985 and 2000 Election Publications Act 2001
- Electoral Administration Act 2006
- European Parliamentary Elections Acts 1978, 1999, 2002 and 2004
- House of Commons Disqualification Act 1975
- House of Lords Act 1999
- Greater London Authority Act 1999
- Broadcasting Acts 1981 and 1990 and Communications Act 2003
- Local Government (Scotland) Act 1973
- Scotland Act 1998
- Local Electoral Administration and Registration of Services (Scotland) Act 2006
- Local Government (Wales) Act 1994
- Government of Wales Acts 1998 and 2006
- Northern Ireland (Miscellaneous Provisions) Act 2006
- Armed forces legislation
- Political Parties and Elections Act 2009
- Local Electoral Administration (Scotland) Act 2011
- Police Reform and Social Responsibility Act 2011
- Electoral Registration and Administration Act 2013
- Transparency of Lobbying, Non-party Campaigning and Trade Union Administration Act 2014 (Transparency Act)

4.3 There are also many key orders, regulations and rules made under the legislation that govern the operation of elections.

4.4 In addition, the lawful governance and running of the Commission requires compliance with the general law, such as, equality, human rights, employment, procurement, health and safety, property, intellectual rights, and access to information legislation.

Appendix C – The Nolan principles

The seven principles of public life

The 'Nolan Principles' code of practice has been written with regard to the seven principles of public life identified by the Nolan Committee in their First Report on Standards in Public Life in May 1995 and subsequently endorsed by the Government.

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 their friends.

Integrity

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

Objectivity

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

Accountability

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

Openness

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

Honesty

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

Leadership

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

Appendix D – Prime financial and internal control policies

1 Introduction

- 1.1 This document sets out the Commission's prime financial policies.
- 1.2 The key objective of setting financial policies is to give a framework for maintaining financial control over Commission resources, which enables strategic priorities to be delivered and the Chief Executive to discharge his Accounting Officer responsibilities.
- 1.3 In support of these policies, further detailed policies have been prepared and approved by the Director of Finance and Corporate Services. These detailed financial policies are included in the Finance Manual. The Prime and detailed financial policies together are referred to as the Commission's financial policies.
- 1.4 The Commission financial policies comply, and are consistent, with the financial provisions laid down in the Political Parties, Elections and Referendums Act 2000.

2 Status and scope of the Commission's financial policies

- 2.1 Compliance with Commission financial policies is mandatory on all Commissioners, contractors and staff (temporary or full time) irrespective of their directorate or role. Any member of staff failing to comply with the financial policies may be subject to disciplinary action under the Commission's disciplinary policy. Any significant breaches of Commission financial policies will be notified to the Audit Committee and to Internal Audit. It is the responsibility of the relevant Director to ensure that staff are made aware of the existence and content of these and the detailed financial policies and that staff with financial responsibility are fully acquainted with them.

3 Amendment of Prime Financial Policies

- 3.1 To ensure that these policies remain up to date and relevant, the Director of Finance and Corporate Services will at least annually undertake a review and following consultation with the Accounting Officer and scrutiny by the Audit Committee recommend amendments to the Commission Board for approval.

4 Relation to other policies

- 4.1 These policies are consistent, and should be read, with other policies in force within the Commission, particularly the HR policies as set out in the Staff Handbook.

5 Capital investment and asset management

Policy

- 5.1 All assets will be centrally purchased or leased within budgets approved by the Commission. Purchase, control, safe custody and disposal will be undertaken in accordance with procedures approved by the Director of Finance and Corporate Services.
- 5.2 The Director of Finance and Corporate Services will:
- Ensure that the Commission prepares a consolidated capital budget, and performance against the programme will be monitored.
 - Maintain appropriate capitalisation limits and depreciation rates.
 - Ensure a central asset register of all items over the capitalisation threshold is maintained.
 - Ensure a central register of attractive and vulnerable items under the capitalisation threshold is maintained.
 - Maintain a delegated schedule of authority for asset disposals.

6 Treasury management and banking

Policy

- 6.1 The Commission will undertake cash management in accordance with HM Treasury banking requirements and guidance. The Director of Finance and Corporate Services will:
- Monitor cash flow projections and performance monthly.
 - Maintain and approve a schedule of personnel that sets out who can authorise instruments of payment against the Commission's banking facilities and any limitations to the monetary value of the payments and the combination of signatures required.

7 Debt and work in progress management

Policy

- 7.1 The Commission will allow normal credit terms on settlement of its invoices, but will actively chase debts in excess of this. This policy does not cover civil penalties imposed under s147 of PPERA.
- 7.2 The Director of Finance and Corporate Services will ensure that:
- all services provided are invoiced in a timely manner
 - there are appropriate systems in place to recover outstanding debts
 - any irrecoverable debts to be written off are properly authorised in accordance with delegated authorities

- appropriate arrangements are in place to manage fees relating to registration of political parties and penalties imposed on political parties.

8 Procurement

Policy

- 8.1 The Commission will ensure appropriate competition within all purchasing to ensure only budgeted, authorised and appropriate expenditure is incurred. Value for money will be sought for all goods and services, by taking into account fitness for purpose, service, sustainability and whole life costs.
- 8.2 Staff involved in dealing with suppliers should preserve the highest standards of honesty, integrity, impartiality and objectivity and ensure that value for money is obtained from all procurement.
- 8.3 The Director of Finance and Corporate Services will ensure that:
- All procurement undertaken gives due regard to sustainability issues and ethical trading issues as permitted by the law and account is taken of the latest case law, European Commission guidance and legislation, government policy and good practice.
 - Orders are properly prepared and authorised, and a schedule of delegated authority to approve orders is maintained and approved.
 - A schedule is prepared and maintained showing how orders will be placed and the extent to which Procurement will be involved.
 - Appropriately experienced employees are designated as authorised signatories and will maintain a current list of criteria for those staff who are nominated as signatories.
 - In line with government policy, the Commission will endeavour to include small firms on tender lists for work, which is compatible with their capacity and capability and where they can reasonably compete on value for money terms.
 - Where contracts and framework agreements are in place then all requirements will be purchased through them except as where noted in the Detailed Financial Policies.
 - Appropriate arrangements are in place to manage arrangements for the use of the Government Procurement Card.

9 Creditor payments

Policy

- 9.1 The Commission will aim to pay creditors within 10 days of the date of receipt of valid invoices, or earlier within agreed terms of business.
- 9.2 The Director of Finance and Corporate Services will ensure that:

- The Commission's Purchase Ordering System will be used for all types of purchases except those as listed in the Detailed Financial Policies.
- The Commission operates one central Purchase Ledger from which supplier payments will be made.

10 Taxation Policy

10.1 The Commission will seek to ensure that all taxes due and payable, are settled promptly with the relevant authority.

10.2 The Director of Finance and Corporate Services will ensure that:

- Internal audit will undertake an audit of our taxation arrangements at least once every three years.
- All income tax and National Insurance contributions due by the Commission and Commission staff and schedule E contractors is properly deducted and paid to HM Revenue and Customs.

11 Corporate planning and Programme and Project management Policy

11.1 The Commission's Corporate Plan is set out in a published document.

11.2 The Chief Executive will ensure that a Corporate Plan is prepared, approved, published and updated as required by the Board.

11.3 For internal management the Commission will prepare plans to support the delivery of the Corporate Plan. The majority of the Commission's work is delivered through a series of programmes and projects. Programmes and projects are clearly defined in terms of their scope and the overall objectives they are seeking to deliver. Further work is undertaken to develop a detailed plan that sets out our approach to delivery. The Executive Team, in their role as the Strategic Programme Board, agree the programmes and projects.

11.4 Other work that is undertaken throughout the year that does not fall into one of the Commission's programmes is supported by a team or functional plans (Director discretion) .

11.5 The Director of Finance and Corporate Services will ensure processes are in place so that:

- A series of projects are defined in order to deliver the objectives set out within the Commission's programmes.

- Projects plans are prepared to cover the year ahead, incorporating a full programme of activities, resourcing plans and associated risks.
- Where appropriate team/functional plans are developed to support the delivery of activities that do not fall within one of the Commission's programmes.
- Review of the Commission's progress against plans is discussed monthly by the Strategic Programme Board.
- Consolidated reports of progress against plans including an explanation of significant variances are presented to the Commission Board quarterly.
- Risks associated with all plans are reflected appropriately in the Risk Register.

Document	Timescale	Person responsible for preparation	Status
Corporate Plan	5 years	Chief Executive	Published
Programme objectives	1 years	Chief Executive	Internal
Project Plan	1 years	responsible Director	Internal
Team/functional plan	1 years	responsible Director	Internal

12 Risk management

Policy

12.1 The Commission will have arrangements in place for evaluation, awareness and management of its risks.

12.2 The Director of Finance and Corporate Services will ensure that:

- (a) The Commission has a robust and effective process for risk management approved by the Board. This will include:
- A process for identifying and quantifying risks and potential liabilities throughout the Commission.
 - Management processes to ensure all significant risk and potential liabilities are mitigated as appropriate.
 - Arrangements to periodically review the risk management processes.
- (b) A report is taken to the Audit Committee on a quarterly basis on the key risks that have been identified and the process for managing them.

13 Internal Control

Policy

- 13.1 The Commission will put in place an appropriate control environment and effective internal controls that provide reasonable assurance of effective and efficient operations, financial stewardship, probity and compliance with laws and policies.
- 13.2 The Commission will operate an Audit Committee whose terms of reference are specified in the Corporate Governance Framework.
- 13.3 The Chief Executive, as Accounting Officer, is responsible for the Commission's systems of internal control.
- 13.4 The Director of Finance and Corporate Services will ensure that:
- The financial policies are reviewed and updated annually.
 - An appropriate internal audit function is in place and working effectively.
 - A system is in place for proper monitoring and reporting of all breaches of financial policies.

14 Audit

Policy

- 14.1 The Commission will maintain an effective and independent internal audit facility and fully comply with the requirements of external audit and other statutory reviews.
- 14.2 The Director of Finance and Corporate Services will ensure that:
- The Commission maintains a professional and technically competent internal audit function.
 - The process of appointment is approved by the Audit Committee.
 - The internal audit function has unfettered access to senior Commission personnel, the chair of the Audit Committee and the Chief Executive.

15 Annual financial accounts

Policy

- 15.1 The Commission will produce the statutory annual report and accounts in accordance with all relevant accounting standards, the HM Treasury financial reporting manual, agreed timetables and the current Accounts Direction as issued by the Treasury.
- 15.2 The Director of Finance and Corporate Services will ensure that:
- A timetable for the production of the Annual Accounts is prepared and agreed with external audit and the Accounting Officer.

- The accounts are prepared in accordance with the timetable approved by the Accounting Officer, audited and laid before Parliament.
- Due consideration is given to the external audit completion report and all issues are fully addressed within agreed timescales.

16 Accounting systems

Policy

- 16.1 The Commission will operate one central accounting system from which management and financial accounts will be generated.
- 16.2 The Director of Finance and Corporate Services will ensure that the Commission has appropriate financial and other software to enable it to comply with these policies.

17 Claims and litigation

Policy

- 17.1 The Commission will maintain arrangements to ensure that all claims and existing or potential litigation against the Commission are handled properly having regard to the Commission's statutory functions and position as a public body, the need to achieve value for money and relevant commercial principles.
- 17.2 Legal Counsel will ensure that procedures are in place to report as soon as practicable any claim having potential significant consequences to the Chief Executive. These claims will be reported to the Audit Committee as part of the arrangements for monitoring risks.

18 Fraud

Policy

- 18.1 The Commission requires all staff at all times to act honestly and with integrity and to safeguard the public resources for which they are responsible. The Commission will not tolerate any fraud perpetrated against it and will actively pursue any loss suffered. Within the detailed policies the Commission will maintain a Fraud Response Plan and a response to Money Laundering legislation.
- 18.2 Legal Counsel will:
- After consultation with the Commission's fraud specialists, ensure that the Detailed Financial Policies include a Fraud Response Plan and the Commission's response to Money Laundering legislation.

- Ensure that there are regular communications to line managers and to staff in general reminding them of their responsibilities under this policy.

19 Fees and charging

Policy

19.1 The Commission will review the scales of fees and charges annually and the arrangements in place to collect fees and charges so that it can meet its statutory responsibilities to collect fees for political party registration and fines.

19.2 The Director of Finance and Corporate Services will:

- With the Director of Party and Election Finance and Legal Counsel review the scales of fees for political party registration and fines to ensure that the costs of providing these services are known and statutory requirements are met.
- Approve the method of calculating charges and fees where agreements are reached to charge for services or where the Commission is involved in a competitive tender situation.
- Approve the methodology for calculating ad hoc fees.
- Approve the methodology for internal recharges.

20 Payments to outside bodies

Policy

20.1 The Commission will administer appropriate grant schemes as is statutorily required, or permitted, to deliver its corporate objectives taking into account the costs and benefits of doing so.

20.2 Work may be contracted to other bodies and administered under appropriate contracts or memorandum of understanding.

20.3 The Director of Finance and Corporate Services will:

- With the Director of Electoral Administration review the arrangements for the administration of fees and charges in relation to referendum.
- With the Director of Party and Election Finance and Legal Counsel review the arrangements in place to administer and account for Policy Development Grants.
- Approve the arrangements for administering and accounting for any grant scheme operated by the Commission.
- Ensure that proposals for any new grant scheme are supported by legislation and approved by the Board.
- Ensure that grant schemes are reviewed by internal or external audit on an annual basis.

Appendix E – The responsibilities of the Accounting Officer⁴

1. Role of the accounting officer

1.1 Accounting officers must be able to assure Parliament and the public of high standards of probity in the management of public funds.

1.2 Formally the accounting officer in a public sector organisation is someone whom Parliament may call to account for the stewardship of the resources within its control.

2. Appointment of the accounting officer

2.1 The Commission's Accounting Officer is appointed under Schedule 1, paragraph 19 (1) of PPERA.

3. Special responsibilities of accounting officers

3.1 Each accounting officer takes personal responsibility for ensuring that the organisation they manage delivers the standards referenced in Managing Public Money. In particular, the accounting officer must personally sign:

- the accounts
- the annual report
- governance statement;

and, having been satisfied that they have been properly prepared to reflect the business of the organisation, must personally approve:

- voted budget limits; and
- the associated Estimates Memorandum.

3.2 There are several other areas where accounting officers should take personal responsibility:

- **regularity and propriety**, including seeking Treasury approval for any expenditure outside the normal delegations or outside the subheads of Estimates;

⁴ Adapted from Chapter 3 of '*Managing Public Money*', HM Treasury, October 2007

- **selection and appraisal of programmes and projects:** using the Treasury's Green Book to evaluate alternatives, and good quality project and programme management techniques, such as PRINCE2, to track and where necessary adjust progress;
- **affordability and sustainability:** respecting agreed budgets and avoiding unaffordable longer term commitments, taking a proportionate view about other demands for resources;
- **value for money:** ensuring that the organisation's procurement, projects and processes are systematically evaluated and assessed to provide confidence about suitability, effectiveness, prudence, quality, good value and avoidance of error and other waste, judged for the public sector as a whole, not just for the accounting officer's organisation;
- **management of opportunity and risk** to achieve the right balance commensurate with the institution's business and risk appetite;
- **learning from experience**, both using internal feedback, and from right across the public sector; and
- accounting accurately for the organisation's **financial position and transactions:** to ensure that the published financial information is transparent and up to date; and that the organisation's efficiency in the use of resources is tracked and recorded.

4. When the accounting officer is not available

4.1 Each public sector organisation must have an accounting officer available for advice or decision as necessary at short notice.

4.2 When the accounting officer is absent and cannot readily be contacted, the Deputy Chief Executive should deputise. If a significant absence is planned, the accounting officer or the Deputy Chief Executive may invite the Speaker's Committee to appoint a temporary acting accounting officer.

5. Conflicts of interest

5.1 If an accounting officer faces an actual or potential conflict of interest, it is essential to find a way of dealing with it. Possible ways of managing this issue include:

- for a significant but temporary conflict, inviting the Speaker's Committee to appoint an interim accounting officer for the period of the conflict of interest;
- for a minor conflict, declaring the conflict and arranging for someone other than the accounting officer to make decisions on the issue(s) in question; or
- for serious and lasting conflicts, resignation.

Appendix F – Interpretations

Interpretation

1. The Board of the Commission shall be the final authority on the interpretation of this document. The Secretary to the Commission Board shall advise the Board at ordinary meetings on the interpretation of this document. At committee and other meetings, the responsible officer for administrative and secretarial functions for the meeting shall advise on the interpretation of this document.
2. Any expression to which meaning is given in the Commission's governing legislation shall have the same meaning in this document. In addition:
 - **'Accounting Officer'** means the Officer responsible and accountable for funds entrusted to the Commission. For the Commission it shall be the Chief Executive.
 - **'Board'** means the Board of Electoral Commissioners together.
 - **'Chair'** is the person appointed by Her Majesty the Queen on recommendation of the House of Commons.
 - **'Commission'** means the Electoral Commission.
 - **'Commissioner'** or **'Board Member'** or **'Member'** means a person appointed by Her Majesty the Queen to be a member of the Commission.
 - **'Chief Executive'** means the chief executive officer of the Commission and the Commission's Accounting Officer.
 - **'Significant Publications'** as referred to in the scheme of delegation means the Corporate Plan, Annual Report, Statutory reports including election reports, Strategies for major public awareness campaigns, and significant policy reports
 - **'Nominated Officer'** means an officer charged with responsibility for discharging specific tasks under Standing Orders and other documents that have the force of Standing Orders.
 - **'Officer'** means an employee of the Commission.

Appendix G – Audit Committee Terms of Reference

1. Purpose

1.1 The Audit Committee supports the Accounting Officer in carrying out their formal accountability responsibilities. The Committee offers objective advice and ensures that the most efficient, effective and economic risk, control and governance processes are in place. The Audit Committee also acts on behalf of [the Commissioners](#) to provide them with assurance on these issues.

2. Membership

2.1 There shall be three members of the Audit Committee, plus a Chair. The Chair is appointed by the Commission Board. An Independent Adviser shall be appointed by the Commission Board, and that person may act as Chair by consent of the Board, but not be a member of the Audit Committee.

2.2 The Commission Board will appoint three of their number to be members of the Audit Committee. The Chair of the Electoral Commission may not be appointed as a member of the Audit Committee.

2.3 Members of the Audit Committee will serve for three years, unless a member ceases to be an Electoral Commissioner or asks to stand down. Members may be re-appointed for a further period not exceeding three years, or until the expiry of their term as a Commissioner (if that is sooner).

2.4 Members shall have an induction programme provided for them.

Other attendees

2.5 The Electoral Commission's Accounting Officer, Director of Finance and Corporate Services and Head of Finance, together with representatives of the National Audit Office and Internal Audit, will normally attend meetings of the Audit Committee by invitation. The Audit Committee may ask any other member of the Commission's staff to attend its meetings to help with its consideration of any matter.

2.6 The Audit Committee may ask any or all of those who are not Chair or members to withdraw, to facilitate open and frank discussion of particular matters.

Access

2.7 The Head of Internal Audit and the representative of the National Audit Office will have free and confidential access to the Chair of the Audit Committee.

2.8 The Independent Adviser acting as Chair will have a right to attend any meeting of the Electoral Commissioners (except those involving party and

election finance regulatory decisions), and will anyway be invited to attend at least one meeting of the Commission Board a year, usually to present the accounts and the annual report of the Audit Committee to the Commission Board.

2.9 A representative of the National Audit Office and the Head of Internal Audit will have a right to attend any meeting of the Electoral Commissioners (except those involving parties and election finance regulatory decisions) on request.

3. Chair

3.1 The Electoral Commissioners will appoint as an independent adviser to the Audit Committee a person with a CCAB⁵ accountancy qualification who has no other connection with the Commission. The Electoral Commissioners may consent to that person acting as Chair to the Committee. The independent adviser, whether acting as Chair or not, shall not be a member of the Committee nor vote.

3.2 In the absence of the Chair of the Audit Committee, the members of the Committee may agree that another member will take the chair for the time being.

4. Secretary

4.1 Support to the Audit Committee will be provided by the Secretary to the Commission Board.

5. Quorum

5.1 Two members of the Audit Committee will constitute a quorum.

6. Meetings

6.1 The Audit Committee will meet regularly and at least three times a year. The Chair of the Committee may convene additional meetings as necessary, including at the request of the Accounting Officer, the Head of Internal Audit or the National Audit Office.

7. Responsibilities

7.1 The Audit Committee supports the Accounting Officer in discharging his or her formal accountability responsibilities by offering objective advice and ensuring that the most efficient, effective and economic risk, control and governance processes are in place, and that the associated assurance processes are optimal. The Audit Committee also acts on behalf of the Electoral Commissioners to provide them with assurance on these issues.

⁵ The Consultative Committee of Accountancy Bodies

7.2 The Audit Committee tests and challenges the assurances which are available to the Accounting Officer, the way in which these assurances are developed, and the management priorities and approaches on which the assurances are premised.

7.3 In addition, from the work it does, the Audit Committee will develop good knowledge of areas of weakness in the organisation and of their significance. This can assist the Accounting Officer in identifying his or her priorities for action.

7.4 The Audit Committee will review in particular:

- The strategic processes for risk, control and governance
- The planned activity and results within information governance and the Annual Assessment of Information Risk Management
- The Annual Governance Statement and recommend approval of the Statement by the accounting officer as appropriate
- The accounting policies and the annual accounts of the Electoral Commission, including the process for review of the accounts prior to submission for audit; levels of error identified; and management's letter of representation to the National Audit Office
- The plans and reports of the National Audit Office and management responses to any proposals
- The reports of the internal audit service and management responses to any proposals, as well as agree the strategic and annual internal audit plans
- Assurances relating to the corporate governance requirements for the Electoral Commission including the approval of the Whistleblowing Policy, the Anti-fraud Policy, the Anti-bribery policy, and the policy for authorising claims for expenses from the Chief Executive and Chair together with review of authorised expenses prior to publication, with an opportunity to raise any queries with the Board
- Proposals for tendering for Internal Audit services, or for the purchase of non-audit services from contractors who provide audit services

7.5 The Audit Committee will make an annual report to the Commission Board on its work.

8. Minutes

8.1 Minutes of the Audit Committee's meetings will be taken and, subject to the endorsement of the Chair, circulated to committee members, and included as draft on the agenda of the next meeting of the Commission Board, where they will be presented by either the Chair of the Audit Committee or one of the members of the Audit Committee on the Chair's behalf. They will be approved at the next meeting of the Audit Committee, and published.

These terms of reference were approved by the Board on 10 February 2016

Appendix H – Remuneration and Human Resources Committee Terms of Reference

1. Purpose

1.1 The Remuneration and Human Resources Committee has been established to support the Chair, Board and the Chief Executive as Accounting Officer (as appropriate) in their responsibilities for:

- Approve significant changes to organisational structure (including the structure of the Executive Team) and/or overall staff terms and conditions of employment and any impact of the change such as termination of contracts;
- Reviewing the policy for remuneration of the Chief Executive and recommending (at the point of recruitment, or at another time if required)
- Agreeing the annual negotiating remit for staff pay awards, (including the Executive Team), taking account of the Commission's obligations under PPERA 2000
- Setting the fee for the independent advisor/chair of Audit Committee
- Recommending the membership of Appointment Panels for the roles of Independent Advisor/Chair to the Audit Committee, and for the Chief Executive, for approval by the Board

1.2 The Committee shall also act as an advisory group on the extent to which organisational development and strategic HR matters support the Board's strategic direction for the Commission.

2. Membership

2.1. The Committee shall consist of three Electoral Commissioners

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals such as the Chief Executive, the Director of Finance and Corporate Services, the Head of Human Resources and external advisers may be invited to attend for all or part of any meeting where appropriate.

2.3 Members of the Remuneration and Human Resources Committee will serve for three years, unless a member ceases to be an Electoral Commissioner or asks to stand down. They may be re-appointed for a further period not exceeding three years.

2.4 Members shall have an induction programme provided for them.

3. Chair

3.1 The Chair of the Remuneration and Human Resources Committee is appointed by the Commission Board. In the absence of the Chair of the Remuneration Committee and Human Resources, the members of the Committee may agree that another member will take the chair.

4. Secretary

4.1 The HR Manager will provide administrative support to the Committee.

5. Quorum

5.1 The quorum necessary for the transaction of business shall be two.

6. Meetings

6.1 The Committee shall meet twice a year and at such other times as necessary.

7. Responsibilities

With regards to matters of remuneration the Committee shall:

7.1 Approve the framework for the total benefits package (remuneration and employee benefits) for all staff of the Electoral Commission (including the Executive Team); any significant changes to overall staff terms and conditions of employment and any related changes such as termination of contracts;

7.2 Recommend to the Board the framework for the remuneration of the Chief Executive, if different from the framework applying to all other staff;

7.3 In determining such frameworks and policies, take into account that members of staff should be provided with appropriate incentives to encourage enhanced individual and collective performance and in a fair and responsible manner, be rewarded for their individual contributions to the success of the Commission; and take account of PPERA;

7.4 Review the on-going appropriateness and relevance of the total benefits framework and propose amendments as appropriate;

7.5 Recommend to the Board any changes to the fee for the independent Advisor/Chair of the Audit Committee. It is anticipated that any increase will be in line with that awarded to Commissioners;

7.6 To review an annual report to the Committee of any terms, or payments made on termination of employment to ensure that failure is not rewarded and that the duty to mitigate loss is fully recognised. The Chair of the Committee

will be notified in advance of making such terms and payments (e.g. compromise agreements);

7.7 To request from the Electoral Commission any reports or surveys which it deems necessary to help it fulfil its obligations for example salary benchmarking reports or information about remuneration in other companies; and,

7.8 To report annually to the Board on the work of the Committee.

With regards to Human Resources the Committee shall act as an advisory group as required on such matters as:

7.8 The overall approach and scope of the HR strategy particularly relating to organisational design, significant restructuring or change programmes;

7.9 major trade union or industrial relations issues affecting the whole Commission;

7.10 organisational development relating to the beliefs, values, culture and effectiveness of the Commission;

7.11 provision of support to the Chair in the recruitment of the Chief Executive (including recommending the composition and membership of the Appointments Panel to the Board for its approval);

7.12 provision of support to the Chair in the recruitment of an Independent Advisor/Chair of the Audit Committee (including proposing the composition and membership of the Appointments Panel to the Board for its approval).

7.12 The Committee shall review its own terms of reference annually.

8. Minutes

8.1 The Secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

8.2 Minutes of committee meetings shall be circulated promptly to the Chair and all members of the Committee. After approval by the Chair of the committee the minutes will be circulated to all members of the Board (unless a conflict of interest exists) at its next available meeting, for information. The minutes shall be formally agreed at the next meeting of the Committee.

These terms of reference were approved by the Board on 20 February 2016

APPENDIX I

Code of Conduct for Electoral Commissioners

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February 2016

1 Introduction

The Electoral Commission is an independent body set up by the UK Parliament, and its main functions are set out in the Political Parties, Elections and Referendums Act 2000 (PPERA) as amended.

Its aim is integrity and public confidence in the democratic process.

Commissioners, and the Commission as a body, are accountable to Parliament. Within the Commission, Commissioners are accountable to the Chair. Commissioners are expected to act at all times to further the Commission's aims and objectives, and uphold its impartiality.

The purpose of this code is to provide clear guidance on the standard of behaviour expected of you as an Electoral Commissioner, on the importance of collective responsibility, and on maintaining the highest standards of integrity, honesty, impartiality and objectivity which are integral to your role as Commissioner. These are the standards set out in the Nolan Principles ([Appendix 6](#)). The onus is on Commissioners to declare any of the matters referred to in the Code, or report any change in their circumstances which might affect their position.

Electoral Commissioners should read the code, sign and date the declaration at the end of the document and return it to the Secretary to the Commission Board. Please keep a copy of the code for your information.

2 Conflicts of interest

The work of the Commission must be carried out free from any suggestion of improper influence, whether financial, personal, or political. This is crucial to maintaining public confidence in the Commission generally, and especially in its role as a regulator. We must be able to assure people that conflicts of interest are identified and managed promptly, transparently and securely; and that the information we hold is properly handled.

At all times the key question to ask when assessing whether to record an interest, gift, form of hospitality or meeting is: does it impact on the work of the Electoral Commission or reasonable public perception of my role as an Electoral Commissioner?

Every Commissioner is expected to act by drawing on their experience and knowledge for the benefit of the Commission's work. However, it is important that actual and potential conflicts of interest (real or that could be reasonably perceived) are disclosed to ensure that they can be recorded and that any potential reputational damage to either yourself or the Commission can be managed.

The failure to declare an interest and then act appropriately can affect the validity of a decision. The test in all matters is - would a fair-minded and informed observer conclude that there is a real possibility of bias? The issue is not just whether there **is** bias, but instead could there be a reasonable suspicion of bias? Decisions must be made in an impartial way without any opinions being formed beforehand (or the perception that they have been) if views and evidence have not been heard yet.

You are required to declare all interests which may represent a conflict with your role at the Commission, for example paid and unpaid external appointments, consultancy, trusteeships, directorships, advisory and voluntary roles. You may wish to consult Commission colleagues, and in particular the Chair, before accepting other appointments which might affect your role either directly or indirectly, or in any way conflict with the interests of the Commission.

If you have been asked to provide advice or to decide on issues relating to the work of the Commission, and which could be perceived as affecting the Commission's impartiality, you should consider carefully whether to accept the request. You are asked particularly to bear this in mind in relation to requests by:

- members of political parties, their officers or members
- a group or individual campaigning at an election or referendum (or where they could be perceived to have an association with the above).

In other cases, if you are meeting someone who could be viewed as influential or significant (e.g. a minister or MP) in the Electoral Commission's sphere of activity, or if something comes up in conversation which relates to the Commission's activities, you should, within reason, consider reporting such meetings to the Chair.

There are certain political activities that you are prohibited from undertaking according to PPERA. See [Appendix 1](#) for further details. A Commissioner ceases to hold office under PPERA on the occurrence of certain events. Removal from office may occur if the Speaker's Committee is satisfied that one or more grounds have been breached.

It is your responsibility to bring actual or potential conflicts of interest, real or that could be reasonably perceived, to the attention of the Chair, the Chief Executive or the Secretary to the Commission Board as soon as you become aware of them.

If you disclose an interest during a Board meeting, it will be recorded in the minutes, and you may be required to withdraw from the discussion or the decision in question. If you are aware in advance of the meeting of a conflict of interests, you may be excluded from distribution of related documents. If the conflict of interest does require you to withdraw from consideration of the matter, you should not seek to discuss the matter with or influence the decision-makers.

You must complete a 'Declaration of interests' form on appointment, and update it as your circumstances change. You will be sent reminders periodically asking you to update it. A register of interests is maintained by the Secretariat and published on the Commission's website. It may be found on [this page](#).

There are some grounds on which a Commissioner may cease or be removed from office. The grounds are set out in full in Schedule 1, paragraphs 3(3)-(5) of PPERA. These include being convicted of a criminal offence; being an undischarged bankrupt (or the Commissioner's estate having been sequestrated in Scotland and the Commissioner has not been discharged); there being a moratorium period under a debt relief order applying in relation to the Commissioner (under Part 7A of the Insolvency Act 1986); or having made an arrangement or composition contract with, or having granted a trust deed for, the Commissioner's creditors. . The grounds also include a Commissioner being listed by a registered non-party campaigner in its financial return to the Commission as a donor of £7,500 or more. A separate note on this exists at [Appendix 1A](#)

By signing the Code of Conduct declaration, you are stating that none of these grounds apply to you. If there is a change in your circumstances which involves any of these grounds, you must report them to the Secretary to the Commission Board, or the Chair or the Chief Executive.

Guidance on declaring interests is in [Appendix 2](#) to the code.

3 Gifts and hospitality

In the course of your role as an Electoral Commissioner you may be offered gifts and hospitality, and indeed it can form an aspect of networking. However, Commissioners are expected to observe exceptionally high standards of personal honesty and integrity, and to avoid any accusations of having been unduly influenced. There is always a risk that accepting gifts or hospitality may attract criticism and leave you and the Commission open to a suspicion of undue influence.

The principles underlying declarations to bear in mind include the following:

- Consideration of situations where an interest may be interpreted as a conflict
- The responsibility to declare interests rests with individual Electoral Commissioners
- Decisions of the Commission Board are taken under the principle of collective responsibility and Commissioners should ensure this is upheld

The registration of both gifts and hospitality, and interests, helps ensure public confidence in the Commission, and maintains accountability and transparency of decision-making. This helps to avoid any actual or perceived bias or influence.

You are required to record all gifts and hospitality offered or received in your capacity as an Electoral Commissioner, including any which are refused. You are urged to decline where practicable any gifts you are offered, but sometimes to do so would cause offence, including when a gift is of nominal value.

Completed declarations of gifts and hospitality are to be sent to the Secretary to the Commission Board, countersigned by the Chair, and reported periodically to the Audit Committee. The register of gifts and hospitality is published after each Audit Committee, [to this page of the Commission's website](#).

You are also asked to disclose gifts and hospitality received in any non-Commission roles (as opposed to those of a private or family nature), for the sake of transparency and consistency, particularly if from a person or organisation which could be linked to the work of the Commission (such as a politician, campaign organisation, or lobbyist), or contacts with firms supplying goods or services the Commission is likely to use (IT, research, audit, consultancy), and these are recorded but not published.

The detailed guidance on gifts and hospitality is attached in [Appendix 3](#) to the code.

4 Confidentiality and personal liability

You have a general duty of confidentiality in common law to the Commission, requiring you to protect Commission information held in confidence (see also Section 5 below on information handling). You should not without authority disclose official information which has been communicated in confidence within the Commission or received in confidence from others. This applies both during and after your appointment as a Commissioner, and to information both oral and written.

After your period as a Commissioner, you should avoid making any public statements which refer to your having been a Commissioner in such a way that would lead people to think that what you say represents current Commission policy or carries the implicit approval of the Commission. (If necessary, you should make an explicit disclaimer to ensure that no-one could be in any doubt on this point.) If you are minded to make a public statement about the Commission when you are no longer a Commissioner, you may conclude, depending on the context, that it is appropriate first to alert the current Chair of the Commission.

In addition, there is specific legislation which applies to information held by the Commission. This includes:

The Representation of the People (Amendment) Regulations 2002 relating to England and Wales, Scotland and Northern Ireland respectively, which make it an offence to disclose to an unauthorised person details contained in the registers of electors to which Commissioners and Commission staff have access. The penalty for doing so is currently a fine of up to £5,000.

The Northern Ireland (Miscellaneous Provisions) Act 2006 and the Electoral Administration Act 2006 (Regulation of Loans etc: Northern Ireland) Order 2008 (which amend PPERA by inserting sections 71E and 71Z4). This places a requirement on Commissioners and staff not to disclose the contents of donation or transaction (e.g. loan) reports from regulated recipients and participants in Northern Ireland. If you unlawfully disclose this information and are found to be guilty of an offence you may be fined up to £5,000 or imprisoned for up to 51 weeks.

You may be asked to comment on matters to the press or to answer questions. **If you are approached, please direct your comments to the Media Relations Team who are responsible for helping to manage and co-ordinate the Commission's responses** (the media team is on 020 7271 0704 during office hours, or out of hours on 07789 920414. The Director of Communication is on 020 7271 0568 at the office, or 07990 682692). Meanwhile it is advisable neither to comment nor to answer questions unless you have been authorised to do so. (See also paragraph 1.5, on collective responsibility).

Please see [note](#) on considerations to be taken into account should legal action be taken by a third party against a Commissioner in a personal capacity (as distinct from action against the Commission).

5 Other – information handling and security whistle-blowing, bribery, resources,

Information handling, security and IT use

The Commission's Standing Orders state, at paragraph 4.2, that: 'no Commissioner shall use information gained in the course of their duty for personal gain nor seek to use the opportunity of such public service to promote their own or other parties' private interests. Commissioners should at all times avoid behaving in a manner which might bring the Commission into disrepute.'

The Electoral Commission has a number of policies governing the use of IT equipment and appropriate handling of information, which are available on the Commission's intranet. These include the Acceptable Use Policy and the Information Security Policy. Summarised guidance on information management and security is attached at [Appendix 5](#) to this Code.

Some key points are summarised below:

- The increasing use of e-communications for both business and personal use demands a heightened awareness of issues of security, confidentiality and what information may be placed in the public domain.
- You should be aware that anything posted to external social media sites could reflect on the Commission and its work and you should carefully consider what is posted in a personal capacity on, for example:
 - Twitter
 - YouTube
 - Facebook
 - LinkedIn
 - Google plus
 - Pinterest

This list is not exhaustive and you can always contact the Commission's press team if you have any questions about this using the contact details above.

Please ensure that any use of social media does not:

- Call into question the political impartiality of the Commission
- Present a conflict of interest with the activities of the Commission
- Breach the confidentiality of the people and information connected to the Commission

You should log into your virtual PC using the Commission's home working solution to access Commission information. The IT Help Desk staff will help you set this up. Access from Windows PCs and Apple Macs is currently supported. Using the home working solution means that all data remains within the Commission's network and is therefore secure. It also means that you have access to all the software systems that are available.

Commissioners may, from time to time, be asked to search their email accounts for information that may be relevant to requests under the Data Protection and Freedom of Information Acts. This may include searching your personal email accounts if the account has been used to generate emails as part of your Commission role in the past. The Commission's FOI internal procedure gives further details.

If the scope of a request includes communications that could be held in Commissioner personal accounts, you will be asked to conduct a search within your personal email accounts using appropriate keywords.

Personal email accounts should not be used for Commission business and any difficulties encountered by Commissioners in using Commission email accounts or Commission IT facilities should be referred to the IT Helpdesk.

Whistle-blowing

If you believe that you are being required to act in a way which:

- is illegal, discriminatory, improper or unethical
- is in breach of this Code
- may involve possible maladministration, fraud or misuse of public funds;
- is otherwise inconsistent with the Code

or if:

- you believe there is evidence of irregular or improper behaviour in the organisation but where you have not been personally involved
- there is evidence of criminal or unlawful activity by others
- you are required to act in a way which, for you, raises a fundamental issue of conscience

then you should immediately refer your concerns to the Chief Executive, the Chair of the Commission, or the independent Chair of the Audit Committee.

Bribery

Bribery (a criminal offence) will occur in circumstances where:

- The offering, giving, solicitation or the acceptance of a reward (whether financial or otherwise);
- To or from a person or company, wherever they are, whether they are a public official or body or
- By any individual employee, Board Member or other person acting on the Commission's behalf;

The
Electoral
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where such action is intended to amount to or bring about improper performance of a relevant function or activity of the Commission, person or company.

If you discover or suspect bribery involving any Commissioner, member of staff, person or company, you should immediately report your concerns to the Chief Executive, the Chair of the Commission, or the independent Chair of the Audit Committee. The anti-bribery policy is at [Appendix 7](#). The Commission also has an anti-fraud policy for staff.

Safeguarding public resources

You have a duty to safeguard public resources and to use responsibly any public resources at your disposal as an Electoral Commissioner. The Commission's [travel and subsistence policy](#) (which applies both to Commissioners and to staff) can be found on the intranet.

The guidance for claiming fees and travel and subsistence, which sets out how to complete claims, is in [Appendix 4](#).

The Code of Conduct was reviewed and approved by the Board on 10 February 2016

6 Declaration

I have read and agree to the principles and procedures in the Electoral Commission's code of conduct for Commissioners.

I understand that it is my responsibility to make declarations of interests and gifts and hospitality as required and that a breach of the code will be taken seriously.

I agree to be bound by the provisions in this code, including as amended from time to time.

.....
Signed

.....
Full name (block capitals)

.....
Date

Please sign and return to the Secretary to the Commission Board, Electoral Commission, 3 Bunhill Row, London EC1Y 8YZ