

1. Any scheme of governance for the Board of Vote Leave Limited, including any schemes of delegation (in particular to the Campaign Committee, the Finance Committee, the Compliance Committee and the Senior Management Team), or equivalent documentation evidencing the decision making framework.

Vote Leave Limited is a company limited by guarantee which is owned by its Board of Directors. As new members of the Board are appointed, they are also enrolled as members, and as members of the Board resign, they also surrender their membership rights.

The Articles of Association of Vote Leave Limited state:

‘Directors’ general authority

3.—Subject to the articles, the directors are responsible for the management of the company’s business, for which purpose they may exercise all the powers of the company.

Directors may delegate

5.—(1) Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;
- (b) by such means (including by power of attorney);
- (c) to such an extent;
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions;

as they think fit.

(2) If the directors so specify, any such delegation may authorise further delegation of the directors’ powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part, or alter its terms and conditions.’

These two Articles constitute the foundation of the scheme of governance for Vote Leave Limited. The Chief Executive, the Campaign Director and the Operations Director (who also acts as Company Secretary) attend weekly Board meetings but have no voting rights. They are held to account for their overall planning and conduct of the campaign by the voting members of the Board. Following the launch phase, the Executive members of the Board stepped down from their directorships in February 2016, to bring Vote Leave into line with the best practices of the charitable sector where all Trustees have to be non-executive to guarantee proper oversight of the organisation.

The Vote Leave Board first met on Tuesday 24 November 2015. At this meeting, it agreed the Terms of Reference, attached at Annex A, that would govern the campaign. While it was agreed that it was not the function of the Board to run the campaign, it was also agreed that they would approve a framework under which the campaign would operate. In addition to this, the Board also retains a reserve power under Article 3 to intervene where they consider that an appropriate step should be taken. The presumption, however, is that day-to-day



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management of campaigning activity is in the hands of the employed staff, provided that they can justify their decisions and proposals to the relevant forum.

Oversight of the strategic planning of the campaign is evidenced by the minutes of each Board meeting, which are circulated to the entire Board prior to the next meeting.

Within this structure, the Board has delegated more immediate day-to-day oversight of three key areas to three committees:

- the Campaign Committee;
- the Finance Committee; and
- the Compliance Committee.

The particular remit of each Committee, and the powers delegated to them, is described more fully in response to Question 2 below.

The Senior Management Team together handle day-to-day operations. Their role is described more fully in response to Question 3 below.

At the centre of the Vote Leave governance system is the Responsible Person. On 22 March, the Board decided that this role should henceforth be discharged by a non-executive officer, in order to maintain distance and independent oversight of the activities of the employed staff. The Board, therefore, decided to reassign the post to Alan Halsall, who is a solicitor, a member of Board of Directors, a member of the Finance Committee, a member of the Compliance Committee, as well as being a respected entrepreneur and business leader.

2. Any terms of reference for the Committees established by the Board of Vote Leave Limited, in particular the Campaign Committee, the Finance Committee and the Compliance Committee, including:

- (a) how members of the Committees are appointed*
- (b) how and when the Committees report to the Board; and*
- (c) any schemes of delegation from the Committees to any other sub-committee, group or staff member(s) or equivalent documentation evidencing the decision making framework*

Campaign Committee:

The formal remit of the Campaign Committee is set out in its Terms of Reference which can be found in Annex B.

This remit was approved by the Board of Directors on 9 March and evidenced in the minutes of the meeting held on that day.

The Campaign Committee meets weekly. The members of the Campaign Committee were selected on the basis of different criteria including: important Government roles (e.g. Secretary of State for Justice, Michael Gove MP, who is co-convenor of the Committee); business experience (e.g. John Longworth, former Director General of the British Chambers of Commerce and Jon Moynihan, former Chairman of PA Consulting); political balance (e.g. Labour's Ian Davidson, UKIP's Douglas Carswell MP, and the Liberal Democrats' Paul Keetch); representing junior ministers and backbench MPs (e.g. Dominic Raab MP and Steve Baker MP). Other members include the Chief Executive (Matthew Elliott) and the Campaign Director (Dominic Cummings), representing the employed staff of Vote Leave Limited, and Jon Moynihan (Chairman of the Finance Committee) to handle the financial implications of any decisions reached.

One of the two Co-Conveners of the Campaign Committee, Gisela Stuart MP, is also the Chairman of the Board of Directors. This provides a conduit through which informal reports to the Board may take place, assisted where relevant by Jon Moynihan, who is also both a member of the Board and a member of the Campaign Committee.

A Core Group of seven (Michael Gove MP; Gisela Stuart MP; Boris Johnson MP; Matthew Elliott; Dominic Cummings, Victoria Woodcock and Ian Davidson) meet on a daily basis, whether in person or by electronic means, to ensure that the Campaign is on track. The Core Group immediately reports back to the wider Campaign Committee – but since the Chairman of the Board is, again, a member, there is a formal line for reporting through her.

The Campaign Committee is minuted and these are circulated before the next meeting. Any actions are followed up by the Executive Staff.

Finance Committee:

The formal remit of the Finance Committee is set out in its Terms of Reference which can be found in Annex C.

This remit was approved by the Board of Directors on 24 November and evidenced in the minutes of the meeting held on that day.

The members of the Finance Committee were selected for their wide-ranging experience in the world of business, as fund-raisers and as Treasurers of equivalent campaigning organisations. The members of the committee can be found in the Annex.

The Finance Committee meets weekly to review the current financial position, to sign off any changes to the budget, identify potential donors and scrutinise fund-raising plans. Senior staff, together with senior members of the development and finance teams attend but have no voting rights.

The Chairman of the Finance Committee, Jon Moynihan, is also a member of the Board of Directors of Vote Leave Limited, which provides a conduit through which formal reports may be made. The Chairman of the Compliance Committee, Daniel Hodson, attends the Finance Committee to ensure that all risk, audit and legal processes are followed.

Oversight of the financial sustainability of the campaign is therefore evidenced by the minutes of each Finance Committee meeting, which are circulated to members on the day of each meeting.

There are no sub-committees of the Finance Committee.

Compliance Committee:

The formal remit of the Compliance Committee is to provide oversight on audit and governance, ensuring that the Campaign complies with the law, in particular electoral law and the Data Protection Act 1988, and to ensure that there are effective financial and operational processes and controls in place.

This remit was approved by the Board of Directors on 22 December 2015 and evidenced in the minutes of the meeting held on that day.

The members of the Compliance Committee were selected for their independent reputation, their wide-ranging experience in the world of oversight and review, and their familiarity with governance issues:

- Daniel Hodson (Chairman) - Chairman of Berry Palmer and Lyle Holdings; a non-executive director of NASDAQ OMX NLX; former Chief Executive of LIFFE (1993-98); and former Gresham College Professor of Commerce, lecturing on corporate governance issues.
- Eric Deakins - former Labour MP for Walthamstow West (1970-87), Minister for Trade (1974-76), and Minister for Health & Social Security (1976-79).
- Alan Halsall - solicitor; former Chairman of Silvercross.
- David Jones MP - solicitor; Conservative MP for Clwyd West (2005-); former Secretary of State for Wales (2012-14).
- Lord Parmoor - former Circuit Judge and member of the Immigration Services Tribunal.

The Compliance Committee meets weekly to review developments, or more frequently as required by the nature of its work.



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The Chairman of the Compliance Committee, Daniel Hodson, is also a member of the Board of Directors of Vote Leave Limited and is a member of the Finance Committee. This provides a conduit through which formal reports may be made, assisted where relevant by Alan Halsall, who is also a member of the Compliance Committee, Finance Committee and the Board of Directors. Alan Halsall is also now the Responsible Person for Vote Leave Limited, which reinforces the reporting lines to the Board.

There are no formal sub-committees of the Compliance Committee. In order to save time and provide a prompt response, the practice has developed for the Chairman, Daniel Hodson, in conjunction where appropriate with the Company Secretary (and Operations Director), Victoria Woodcock, to undertake a preliminary investigation of any matter which falls within the compliance remit. Daniel Hodson then reports his findings to the wider Compliance Committee, which either resolves the issue or instructs him to undertake further investigation.

Oversight of the regulatory compliance of the campaign is therefore evidenced by the minutes of each Compliance Committee meeting, which are circulated to all members of the committee within a week of each meeting.

In respect of any other Committee:

There are no other Committees with delegated powers. The work of non-executive advisory forums is described more fully in response to Question 4 below.

3. Any terms of reference for the Senior Management Team, in particular any delegated authority to act on behalf of the Board of Vote Leave Limited.

The Senior Management Team (SMT) is made up of the key staff across the organisation; their CVs are provided in the main designation document and the functions of the SMT are set out below. The Board of Directors are provided with a fortnightly update on staff. The Board of Directors, as set out in the Terms of Reference, delegate the responsibility to run the Campaign to the Chief Executive and to the Campaign Director. The details below explain how powers are delegated from the Board to the SMT and other senior members of staff.

The SMT meets on a daily basis to ensure that the campaign is on track with its strategy and to monitor delivery of all important aims.

Matthew Elliott - Chief Executive

As Chief Executive, Matthew Elliott is the main conduit between the Board and the campaign team. To fulfil this role, Matthew works closely with the Chairman and Deputy Chairman of the Board, Gisela Stuart MP and John Mills respectively; and with Dominic Cummings (Campaign Director) and Victoria Woodcock (Operations Director and Company Secretary). He also works closely with Jon Moynihan (Chairman, Finance Committee) and the Treasurers of the campaign to ensure that the necessary funding is raised by the Development Team and spent according to the approved budget by the Finance Team. As the Founder of Business for Britain, Matthew works closely with John Longworth, Chairman of the Business Council, as well as the wider team associated with Business for Britain, which is integral to the funding of Vote Leave. Matthew represents the campaign team at the weekly meeting of the Parliamentary Council and Contact Group, speaks on behalf of the campaign at many external events, and is the main point of contact for senior external stakeholders associated with the campaign. He also works closely with the Campaign Director on all key strategic decisions facing the campaign.

Dominic Cummings - Campaign Director

As Campaign Director, Dominic Cummings has wide responsibilities including: policy, communications (everything from broadcast to digital), campaign strategy (including market research and data science), the ground campaign, and operational management (including personnel and technical issues). He provides overall guidance and help while decentralising as much as possible. He manages critical projects (e.g. the creation of our innovative canvassing IT system and database) and deals with critical problems. He works with key players such as Boris Johnson and government ministers (many of whom he worked with in Government) to plan and coordinate their involvement in the campaign, such as speeches and interviews. He also works closely with the CEO and Operations Director on many management, fundraising, personnel, and finance issues. One of his crucial jobs is integrating and connecting all the parts of an organisation that only launched in October and has expanded very rapidly.

Victoria Woodcock - Operations Director and Company Secretary

As Operations Director and Company Secretary, Victoria Woodcock has a wide range of responsibilities. In her capacity as Company Secretary, she is responsible for ensuring that the Board of Directors and its committees comply with standard financial and legal practice

and maintain high standards of corporate governance. Victoria acts as point of communication between the Board of Directors and the executive staff, and, as such, attends the Board and committees and provides reports on company procedures and developments. In this role, Victoria works closely with the Responsible Person/Referendum Agent, Alan (David) Halsall and company lawyer to ensure sufficient legal advice is sought and followed when necessary.

Victoria is also the Data Controller for the organisation and she determines the purposes for which data is collected and what the processes and policies are to ensure that any data collected is done so in compliance with the Data Protection Act 1998. In her role as Data Controller, she attends the Compliance Committee to report on all data related issues. In this capacity, she works directly, when required, with the Chair of the Compliance Committee, Daniel Hodson, Alan Halsall and the company lawyer.

In her role as Operations Director, Victoria works directly with the Chief Executive and Campaign Director to set the strategy of the campaign and then to ensure that the strategy is delivered by the SMT and wider organisation. Victoria is a key link to other strategic partners, and she ensures that their priorities are reflected within the campaign.

Victoria is responsible for the management of the budget and accounts. This power is delegated to her by the Chief Executive and the Campaign Director. She works closely with the Finance Director and Development Director to ensure that sufficient funds are in place, and that where funds are spent, that such expenditure is in line with the overall budget which is set by herself alongside the Chief Executive and Campaign Director in accordance with the strategy of the campaign. Victoria approves all contracts with external organisations.

Victoria is also responsible for all human resource and personnel issues. She is responsible for recruitment and ensures that staff comply with company policy at all times.

Paul Stephenson - Communications Director

As Communications Director, Paul Stephenson is responsible for communicating the campaign's message through national, regional and social media. The communications team is also responsible for developing and producing the campaign's online, out-of-home, and broadcast advertising. Paul is assisted by Robert Oxley who acts as chief campaign spokesperson and liaison with the national print media. Lee Cain is the campaign's head of broadcast who takes the lead on ensuring that the campaign's messages and lead spokespeople get regular outings in the broadcast media - this will be crucial to the success of the campaign.

Stephen Parkinson - National Organiser

As National Organiser, Stephen is the director of ground campaigning. He is responsible for the ground campaigning team, which includes three National Directors (Scotland, Wales, and Northern Ireland), ten Regional Directors (North East, North West, Yorkshire & Humber, East Midlands, West Midlands, East of England, London, South East, South Central, South West & Gibraltar), and 12 other staff, all of whom come from a variety of political backgrounds. He is assisted by Nick Varley, Head of Ground Campaigning, whom he directly manages. They manage staff and co-ordinate volunteers from all parties and none, reflecting Vote Leave's cross-party and non-partisan nature. They are also responsible for the production of all campaign literature, campaigning kit, and merchandise, working with the

finance and development teams, and accounting for all expenditure through Vote Leave's purchase order and accounting systems. They have delegated authority for the content and legal compliance of campaign literature (subject to the approval of the Responsible Person, whose name is on the imprint). The National and Regional Directors will act as Referendum Agents for the counting areas in their countries / regions, appointing counting agents from Vote Leave's volunteer campaign base.

Georgiana Bristol/John O'Connell - Development Director

Georgiana Bristol and John O'Connell work to oversee the fundraising targets connected to the campaign.

Both Georgiana and John report to the Chief Executive and the Chairman of the Finance Committee; reporting twice weekly on fundraising targets agreed by the Vote Leave Board.

The main responsibility of this role focuses on leading the Development Team to ensure targets are met. This involves the following areas:

- managing multiple high value donor relationships;
- overseeing the Head of Fundraising's £1,000 Club and wider mid value donor recruitment and connected events;
- working with the Head of Grassroots Development on crowdfunding, national appeals and more widely grassroots funding across the country with national fundraising opportunities. This also involves, meeting with/planning fundraising events/mailshots with the wider campaign/media/events team; and,
- ensuring all administrative work connected to the above on fundraising is properly organised from acknowledging donations, wider compliance checking and database management.

Thomas Borwick - Chief Technical Officer

As Chief Technical Officer (CTO), Thomas Borwick oversees the design, development, implementation and maintenance of the internal and external technology infrastructures necessary to support the campaign's activities.

The CTO leads a team of designers, developers and data analysts, who come from a variety of political and non-political backgrounds. This digital team bears responsibility for communicating the campaign's message online, via the campaign's website and social media accounts; to sign up and otherwise engage online activists, through the provision of timely and appropriate content and opportunities; to facilitate online fundraising and donor validation; and to support the Operations Director on matters of data protection, security and electoral compliance.

The CTO also oversees the campaign's canvassing application project, which includes the processing of local authority electoral roll data; the development of bespoke canvassing software; liaising with external suppliers; and all necessary security, audit and compliance procedures, including measures to prevent unauthorised access to electoral data, full audit logging, encryption and security certification, as well as disaster recovery procedures.

Operational IT and administrative duties are delegated to a dedicated support team, who provided all supporter and staff technical support, and maintain the online activist helpdesk.

Ian Davidson - Labour Movement Co-Ordinator

As the Labour Movement Co-Ordinator at Vote Leave, Ian Davidson ensures that the Labour/left wing message on leaving the EU is promoted in both a precise and professional manner. He is responsible for empowering, recruiting and supporting all Labour members and volunteers - as well as people from the wider Labour movement/the left of British politics - on the core reasons why Britain should leave the European Union.

Ian's role also includes managing and inspiring our Labour ground and digital teams, recruiting volunteers and engaging Labour Leave supporters, as well as overseeing an extensive public speaking programme. Ian also works very closely with many working unions and Labour Movement organisations across the country. Labour Leave is proud to offer a voice for the members of unions who have unfortunately already committed to the remain cause in lieu of the will of their members. Having served as a Member of Parliament for over twenty years, Ian also plays a vital role in ensuring that Vote Leave appeals right across the political spectrum and ensures a bipartisan political consensus within the organisation.

Oliver Lewis - Research Director

Oliver produces original research relevant to the EU referendum, coordinates rapid rebuttal with the communications team, and responds to material produced from the Government and other 'remain' campaigns. The key issues are making sure that the research team produces material that is accurate, reliably sourced and accessible. The research team consists of a growing number of policy analysts who are tasked with assisting the Director on rapid rebuttal, the production of original material and fact-checking other team members' work.

All work produced by the research team must be reliably sourced and reviewed by at least one other member of the research team, before being sent to the communications team for a second review. At all stages, efforts are made to ensure that material is accurate and that any 'top lines' applied by the media team are accurate and conform to 'lines to take' set by the SMT. The Research Director is directly accountable to the Chief Executive of the campaign and to the Campaign Director.

Every effort is made by the research team to ensure that all information cited by the campaign comes from respected bodies. Inevitably, with an issue as broad and complex as the EU, multiple sources sometimes exist and there are differing opinions as to which facts are pertinent. Whenever confronted by the need to make a decision as to which source to cite, or which fact to focus on, a comprehensive, evidence-based, justification is needed which must be reviewed by the Research Director. This helps to ensure high standards.

Additional Senior Members of Staff**Antonia Flockton - Finance Director**

Antonia has responsibility for financial reporting, management of cash flow, banking and allocation of expenditure. The key objectives are ensuring compliance with all financial and tax reporting requirements including the reporting requirements of the Electoral Commission in relation to the acceptance or otherwise of donation income and expenditure and that the appropriate checks and balances are in place.

She also oversees reporting and compliance with requirements for the acceptance or return of donation income and income from other sources including events, merchandising and donations in kind. In relation to expenditure, she monitors and operates the systems for ensuring authorisation and appropriate coding of expenditure by staff and strategic partners. She manages the operation of banking and of reserves and financial risk, relationships with financial advisers and accountants, payroll and tax advisors.

Every effort is made by the finance team to ensure strict compliance with the applicable rules, and appropriate and responsible financial management. The work of the executive finance team is further overseen by experienced members of the finance committee.

Lee Rotherham - Special Projects Director

Dr Lee Rotherham is Director of Special Projects. This consists of the following responsibilities: generating forward insight into forthcoming areas of topical campaign interest; conducting focused research in support of the core research team on areas of particular subject matter expertise, and assisting colleagues in the delivery of campaign activity in these fields; coordinating with specialist researchers working in parallel for allied think tanks and groups; managing parliamentary researchers volunteering their spare time on focused projects; advising parliamentary offices on issues of detail in support of Eurosceptic activity within Parliament; and maintaining formal and informal outreach across the wider Eurosceptic movement.

Alex Hickman - Outreach Director

Alex Hickman is responsible for ensuring that Vote Leave engages effectively with Eurosceptic opinion, and enables a wide range of different communities, perspectives and individuals to participate in the campaign. Alex and his team provide support and encouragement to the many Outreach Groups which endorse Vote Leave, including Africans for Britain, Americans for Britain, Aussies for Britain, Bangladesh Caterers Association, BeLeave [youth campaigners], Christians for Britain, Farmers for Britain, Kiwis for Britain, Lawyers for Britain, Muslims for Britain, Out & Proud [LGBT+ campaigners], Vapers for Britain, Veterans for Britain and Women for Britain. Alex work closely with the Chief Executive to build and extend Vote Leave's cross-party coalition, and with other senior team members to help bring new supporters to Vote Leave from a diverse range of sectors and backgrounds.

4. Any terms of reference for the Contact Group, the Parliamentary Council, the Business Council and any other advisory groups, including

- (a) How members of each group are appointed; and*
- (b) How, when and to whom in Vote Leave Limited each group reports (whether to the Board, Committees, the Senior Management Team or individual staff members)*
- (c) Examples of how the views of these groups have been/will be represented by Vote Leave Limited*

In respect of the Contact Group:

The Contact Group is not a sub-committee of the Vote Leave Board of Directors. Should Vote Leave become the designated campaign, however, the Contact Group will become an integral part of the governance structure and will agree a Terms of Reference with the other campaign groups involved.

The group currently meets weekly and this frequency will be considered as part of the new Terms of Reference. No formal minutes are taken, in order to facilitate free and frank discussion between those attending.

Currently members of the Contact Group are not appointed. Instead, groups known to be engaged in campaigning on the issue of the UK's membership of the European Union (or if not campaigners, known to take a close interest in the subject) are invited to send representatives. These invitations come from all members, and not just Vote Leave.

Discussions currently follow a standard agenda, with those attending sharing information about their activities and plans. If an attending group requests that a specific item be tabled, this is also discussed.

The campaign groups which have sent one or more representative to at least one meeting are:

Better Off Out/The Freedom Association	Global Britain
The Bruges Group	Grassroots Out
Business for Britain	The Institute of Economic Affairs
Calgacus	The Labour Euro-Safeguards Campaign
The Campaign for an Independent Britain	Labour Leave
Conservatives for Britain	Leave.eu
The Democracy Movement	UKIP
FUTURUS	Vote Leave

Matthew Elliott formally represents Vote Leave at the Contact Group meetings. Dr Lee Rotherham also frequently attends the meetings, initially as a representative of the groups Skeptika and the Campaign Against a Federal Europe and latterly as an employee of Vote

Leave. Ruth Lea, the economist, has been a regular attendee to provide analysis and commentary. In personal capacities, meetings have also been attended by Dan Hannan MEP and Dick Roche (former Irish Minister of State for European Affairs), to provide direct briefings on their views and activities.

Overseas organisations have attended and been able to provide accounts of their experience of campaigning in their country. These have encompassed campaigners hailing from:

- Nei Til EU (Norway)
- Nej Til EU (Denmark)
- The Eurosceptic Anti-Maastricht Alliance (TEAM – Pan-European)

As explained above, the Contact Group does not ‘report’ to Vote Leave. If anything, Vote Leave ‘reports’ to the Contact Group, in the sense that our representatives share information with representatives of the other campaign groups who are present. Our representatives take note of the points raised, and the information provided, by other groups, and where relevant, this has assisted been taken into account in the development of our own campaign.

It is precisely because of this neutrality, equality and informality, that Vote Leave considers the Contact Group is an ideal forum for consultation to take place with the entire spectrum of leave campaigners on the EU membership issue after designation has occurred.

In light of this we cannot, at this point, state with certainty how Vote Leave will ‘represent’ the views of those groups who continue to attend, but it is our aim that at the first meeting after designation, we would form the Terms of Reference and this would clarify the position. It would defeat the purpose of the Contact Group to impose definite ideas upon it, and undermine faith in the group as a free and open forum. We are confident, however, that under the Chairmanship of Chris Grayling MP, it will become a vital liaison group for the overall Leave movement.

As soon as designation happens, VL would immediately seek meetings with crucial players to agree the system for coordination.

In respect of the Parliamentary Council:

Staff members from Vote Leave who regularly attend are Matthew Elliott (Chief Executive), Dominic Cummings (Campaign Director), Paul Stephenson (Director of Communications), Stephen Parkinson (National Organiser), Nick Varley (Head of Ground Campaigning) and Dr Lee Rotherham (representing the Research team) among others. They provide the attending parliamentarians with a briefing on recent campaign activity and our future plans. This creates a forum for our parliamentary/assembly supporters to provide Vote Leave with advice and to relay the views of their constituents and activists across the country. The Parliamentary Council is open to all MPs, MEPs, Peers and members of devolved legislatures who publicly support a Leave vote in the referendum. ‘Appointment’ to the Parliamentary Council is therefore automatic, having publicly stated support for a Leave vote in the referendum. It is not tied to the support of any specific group applying for designation.

Meetings are convened in one of the available House of Commons committee rooms. Once Parliament has returned from the Easter recess, it will be under the sole chairmanship of

Lord Blencathra. The position of chairman is decided by the members of the Council themselves. As of 6 April 2016, there have been a total of 3 meetings.

In respect of the Business Council (previously the Business for Britain Board):

The Board of Business for Britain was responsible for representing the views of its supporters in the business community and as such it focused on the campaign, and how it was resourced, prioritised and controlled in terms of staff and finance, generally on a monthly basis. The ultimate legal responsibility for the governance of Business for Britain was and remains with its directors, Matthew Elliott, Alan Halsall and Daniel Hodson. The Vote Leave Business Council has assumed the same responsibilities as the Board of Business for Britain, in order to represent business interests within the broader Vote Leave campaign, and based on the same membership. It does not formally report to the Vote Leave Board of Directors and as such its remit has not been approved by the Board.

In respect of any other advisory groups:

As of 6 April 2016, there are no other advisory groups. However, Vote Leave Limited reserves the right to establish them if the development of the campaign requires it.

In addition, Vote Leave Limited is in contact with a large number of specialist business and community groups, who support our application, whom we intend to consult as appropriate during the course of the referendum campaign. These are set out below. It is important to stress that these groups are not accountable to Vote Leave, nor is Vote Leave responsible for their actions. They are external groups.

- Africans for Britain
- Americans for Britain
- Aussies for Britain
- Bangladesh Caterers Association
- BeLeave [youth campaigners]
- Christians for Britain
- Farmers for Britain
- Kiwis for Britain
- Lawyers for Britain
- Muslims for Britain
- Out & Proud [LGBT+ campaigners]
- Vapers for Britain
- Veterans for Britain
- Women for Britain

These groups 'appointed' themselves when they decided to campaign for a 'Leave' outcome in the referendum, and to contact us in response to our way of campaigning on that issue. They do not report to Vote Leave, but there is a designated point of contact within our organisation for each group, from within the Outreach team. Either side may relay views and advice to the other.

5. The Campaign Framework and Action Plan (referenced in the application at section 6.2.2) as agreed by the Board of Vote Leave Limited.

The Campaign Framework and Action Plan guidelines can be found in the Terms of Reference for the Campaign Committee in Annex B. The Campaign Committee agreed that the framework and action plan will be presented in the form of a grid. This grid sets out the project plan for the campaign until the 23 June. This grid is presented and agreed by the Campaign Committee each week.

The Grid is governed by the Framework guidelines (as set out in the Terms of Reference).

Framework

The Committee should work to aid the Executive to establish a clear action plan to be approved by the Board of Directors, showing:

- The content topics that will be covered over the forthcoming weeks;
- The timing in which those topics will be covered and communicated to the electorate;
- A rolling list of the 5 key points the campaign is seeking to communicate, with a plan that ensures that all in the campaign are aware of the list;
- The form in which each topic will be communicated;
- The channels that Vote Leave will use and how Vote Leave will use them;
- The staff needed to fulfil these functions and what, if any, gaps Vote Leave has in its staffing;
- How activists are being and will be recruited and managed;
- How Vote Leave will interact with other organisations promoting a Leave vote;
- The way in which fundraising is to be conducted.

6. Any documents or other information setting out how Vote Leave Limited (if designated as lead campaigner for the 'Leave' outcome) will authorise, monitor, record and report the delivery, funding and spending of joint campaign activities against the £7 million limit.

The new Responsible Person oversees the following financial governance system, and delegates the responsibility to the Chief Executive, Operations Director and Finance Director to ensure the proper procedures and processes are followed.

On the expenditure side:

- No spending may be undertaken by any member of staff of Vote Leave or a strategic partner without the prior completion and authorisation of a Purchase Order Request (other than de minimis reimbursement of certain categories of expenses by the National and Regional Directors).
- Each Purchase Order requires the staff member seeking authorisation to classify the requested expenditure by reference to frequency of payment, a specific cost centre code which assigns the spending to a departmental budget according to whether it constitutes reportable referendum expenses or not.
- Purchase Orders for amounts not exceeding £2,500 may be authorised by the Operations Director, Victoria Woodcock.
- Purchase Orders for amounts exceeding £2,500 and not exceeding £100,000 are authorised by either the Chief Executive or Campaign Director based on the advice of the Operations Director who oversees the Campaign Budget.
- Purchase Orders for amounts exceeding £100,000 and not exceeding £250,000 require the authorisation of the Finance Committee, based on the advice of the Executive.
- Purchase Orders for amounts exceeding £250,000 require authorisation from the Board, based on the advice of the Executive and the Finance Committee.
- No supplier will be paid unless they are able to quote the code assigned to each authorised Purchase Order.

On the fundraising side:

- All receipts (whether through the website; via the online shop; by direct transfers into the Vote Leave bank account; or delivered by post) are logged onto specifically designed software which creates a secure cloud-based database. Downloads from this database are the basis of returns to be made by Vote Leave Ltd.
- All anonymous donors are weeded out at this stage and the receipt identified for either return or surrender in due course to the Electoral Commission.
- Data downloaded is collated on a shared spreadsheet. The donor details are reviewed and sent to an external data checking agency and, where relevant, assigned to the appropriate category of permissibility (UK registered voter; UK company; etc.). The staff member processing the receipt is required to record on the central spreadsheet the evidence for each acceptance (e.g. registered address of the voter; company number for a UK company; etc.)

- If any donor is found to be impermissible, the staff member processing the receipt is required to record how the donation has been treated and to arrange for its return.

The intention is to replicate the position for direct cash expenditure. Expenditure by strategic partners is treated as if it were by Vote Leave.

Vote Leave uses a cloud based system which allows permission requests for expenditure to be submitted electronically via a Purchase Order system. This system requires all members of staff to submit a request, prior to any commitments being made financially. The purchase orders uses cost centres to identify spend against the various budget lines; there are cost centres for example for office, personnel, ground campaign, air campaign and so on. There are also cost centres for strategic partners. Cost centres are also split by reported and non-reporting spending where applicable. The Purchase Order template and Cost Centres are shown in Annex F.

As the system is cloud based, the same system is used by our strategic partners under the Vote Leave umbrella whose staff and volunteers. For example, Students for Britain has used the Vote Leave purchase order request system to purchase 'Vote Leave, Take Control' branded condoms for the campaign. The request to purchase is coded and can be identified as reportable or non-reportable and thereby permission to spend would only be given in compliant circumstances.

Additionally and when required, the same request system can be opened to external partners which would allow Vote Leave to campaign jointly whilst managing expenditure. Such costs would be coded accordingly and the costs would be split by prior agreement.

Ground campaign staff have no authority to accept offers that would amount to 'notional expenditure' unless they have received prior authorisation and the permissibility of any corresponding donations has been verified. Where offers of support are received they are still logged through the Purchase Order request system.

This system may be accessed by non-Vote Leave staff. That allows for it to be extended to co-operating third parties for the purposes of joint campaigning, which would place them on the same footing as existing strategic partners such as Business for Britain. The joint campaigner would still have to operate within an agreed overall budget, which in their case would be set in discussions between their group and Vote Leave Limited as the designated organisation. To the extent that this agreement required the other campaigner to reimburse Vote Leave for some or all of our outlay, it would be captured by the donations system described previously.

Integrating joint campaigning and the main Vote Leave budget in this way allows us to have comprehensive authorisation, monitoring, recording and reporting of joint campaigning.

7. Any template/example copies of agreements of support, services, joint campaigning arrangements and any other documents which reflect formal arrangements between Vote Leave Limited and other campaigners (for example, declarations, Memorandums of Understanding and services agreements).

Vote Leave has 'strategic partnerships' with the following campaign groups:

- Business for Britain
- For Britain (which is an umbrella body for the unincorporated campaign groups Conservatives for Britain, Economists for Britain, Historians for Britain and Students for Britain)
- Labour Leave
- Liberal Leave

A 'strategic partner' is defined as a partner that has the shared aim of winning the referendum on Britain's future in the European Union and is working in concert with the Vote Leave campaign. 'Strategic partners' as set out by the Vote Leave Board will:

- operate under one overarching strategic framework;
- have limited access to Vote Leave resources to deliver this;
- working together on designation issues; and
- ensure that, after designation, we work together as one campaign to win the referendum.

Vote Leave has four strategic partners; Business for Britain, For Britain, Labour Leave and Liberal Leave. These partnerships were agreed by the Board of Directors, and any new partnerships require Board approval.

To be considered a 'strategic partner', the Compliance Committee devised a set 'conditions of affiliation' which were subsequently approved by the Board of Directors. These conditions require partners to sign a Data Sharing agreement which sets out these conditions:

- Strategic partners must have a shared aim of securing a 'leave' vote in the upcoming referendum on the UK's future in the European Union. Strategic partners will abide by their respective organisations' data policies, and as such, affiliation has the following consequences:
 - **Shared Process** - Strategic partners will share operational processes and in activities in pursuit of the shared aim. Insofar as data is concerned, the types, classes, detail and distribution listed under ICO registration remain unchanged.
 - **Data Control** - Strategic Partners will remain Data Controllers in their own right; shared processes do not alleviate any responsibility, nor relegate either

to a Processor for the other (as neither is merely providing ‘technical services’ to the other, but instead acting as campaigns in concert). It is the Data Controller’s role to determine the purposes for and manner in which data is processed, therefore all Data Controllers will need to work in concert to ensure consistency across both campaigns.

- **Privacy Policy** - Any data collected from one campaign and used by the other must be treated in accordance with both policies (which are functionally identical) and any third-party processing or services performed using data derived from either campaign must also be in accordance with both.

Strategic partner agreements have been signed the data agreements (Annex E) with Business for Britain, For Britain, Labour Leave and Liberal Leave.

Annexes

Annex A - Vote Leave Ltd Board - Terms of Reference

Annex B - Campaign Committee - Terms of Reference

Annex C - Finance Committee - Terms of Reference

Annex D - Compliance Committee - Terms of Reference

Annex E - Strategic Partners Agreement

Annex F - Financial Processes

Annex A - Vote Leave Ltd Board - Terms of Reference (amended 09.03.2016)

1 – Background

Vote Leave Ltd is structured as a private company limited by guarantee and registered as such at Companies House, with no share capital. Its mission and strategic objectives are those of a political campaign, unlike the majority of limited companies whose principal concern is likely to be the generation of profits, capital gains and dividends for their shareholders. This document aims to set out the governance framework for Vote Leave Ltd in light of mainstream best practice, whilst having regard for the nature and objectives of political campaigning.

2 – History

The Company was incorporated on 18th September 2015 as Vote Leave, Get Change Ltd with Matthew Elliott as a director; on the same day Dominic Cummings became a director. The name was changed on 21st September 2015 to Vote Leave Ltd. The Board was increased to its current complement of 16 on 9th March 2016 (see Appendix 1)

3 - Objectives

The principal strategic objective of the campaign is to persuade the electorate to Vote Leave in the subsequent referendum.

The stakeholders in Vote Leave are:

- Individual supporters and donors
- Parliamentary supporters from House of Lords, House of Commons and the European Union Parliament
- Affiliated campaigns and their supporters and donors, e.g. Business for Britain

4 – The Board of Directors

The Board of Directors will support the Vote Leave organisation to a successful outcome in the EU Referendum to be held on the 23rd June 2016. Their responsibilities, both corporately and individually will include:

- Agreeing the aims, objectives and framework for the campaign;
- Ensuring that the Company works within a legal, regulatory and ethical framework;
- Representing the interests of the stakeholders in all aspects of the Company's activities;
- Supporting the Vote Leave Campaign team through effective critical challenge on agreed performance objectives designed by the Chief Executive and Campaign Director of Vote Leave;
- Supporting the Chief Executive and Campaign Director on the overall strategic direction of Vote Leave;
- The Board will oversee and receive updates on the current financial position and fundraising efforts; and,
- The Board will approve any major decisions on operations which require funding above £100,000 which will come to the Board after recommendations from the Finance Committee.

5 - Ways of working

- The Board will meet fortnightly, and on an ad hoc basis when it is deemed necessary by the Chair.

- The Company Secretary will devise the agenda in agreement with the Chair, Chief Executive and Campaign Director.
- The Company Secretary (or other individual as necessary) will minute the agreed actions from the meetings and make sure they are implemented.
- The Vote Leave Board will have a quorum of six.
- It will be expected that most meetings will be held at the Vote Leave offices at Westminster Tower, 3 Albert Embankment, Lambeth, SE1 7SP although, on occasion, another venue may be used.
- Papers will be circulated 24 hours in advance of the meeting.

6 – Committees of the Board

The Board has sanctioned the establishment of a Finance Committee. This is attended by Jon Moynihan (Chairman), Arabella Arkwright, Dr Peter Cruddas, Lord Forsyth of Drumlean, Alan Halsall, Daniel Hodson, John Mills and Stuart Wheeler. It is also attended by the following members of the Executive team: Georgiana Bristol, Dominic Cummings, Matthew Elliott, Antonia Flockton, Helen Mayer, John O’Connell, and Victoria Woodcock. The Finance Committee’s Terms of Reference are set and approved by the Board.

The Board has also sanctioned the establishment of a Compliance Committee. The committee will focus on the Board’s responsibility for “ensuring that the Company works within a legal, regulatory and ethical framework” with an appropriate governance structure. It is also assuming the responsibilities of a classic corporate Audit Committee, overseeing audit and control processes in particular. The Compliance Committee’s Terms of Reference are set and approved by the Board.

The Board has also sanctioned the establishment of a Campaign Committee. The committee should be to serve as a conduit and link between Vote Leave’s Board and the Campaign Executive. The committee will ensure that there is a fully articulated Framework and Action Plan in place and ensure that the Executive are systematically operating within that Framework so as to achieve the goals of our campaign.

Appendix 1

Current Board of Directors

- Gisela Stuart MP (Chairman, Labour)
- John Mills (Deputy Chairman, Labour)
- Arabella Arkwright
- Martin Bellamy
- Lady Harriet Bridgeman
- Dr Peter Cruddas (Joint Treasurer)
- Nigel Dodds MP (DUP)
- Suzanne Evans (former Deputy Chairman of UKIP)
- Lord Forsyth of Drumlean (Conservative)
- Alan Halsall (Responsible Person, Referendum Agent and Business for Britain)

Vote Leave

- Daniel Hodson (Chairman, Compliance Committee)
- Bernard Jenkin MP (Conservative)
- Christopher Montgomery (Chief of Staff, DUP)
- Jon Moynihan OBE (Chairman, Finance Committee)
- Graham Stringer MP (Labour)
- Anne-Marie Trevelyan MP (Conservative)
- Victoria Woodcock (Company Secretary)

Annex B - Campaign Committee - Terms of Reference

Members:

- Michael Gove MP (Co-Convener, Conservative)
- Gisela Stuart MP (Co-Convener, Labour)
- Steve Baker MP (Conservative)
- Douglas Carswell MP (UKIP)
- Dominic Cummings (Campaign Director)
- Ian Davidson (Labour Movement Co-ordinator)
- Nigel Dodds MP (DUP)
- Iain Duncan Smith MP (Conservative)
- Matthew Elliott (Chief Executive)
- Frank Field MP (Labour)
- Lord Forsyth of Drumlean (Conservative)
- Liam Fox MP (Conservative)
- Chris Grayling MP (Conservative)
- Dan Hannan MEP (Conservative)
- Boris Johnson MP (Conservative)
- Paul Keetch (Liberal Leave)
- Lord Lawson of Blaby (Conservative)
- John Longworth (Chairman, Business Council)
- Jon Moynihan (Chairman, Finance Committee)
- Lord Owen (Independent Social Democrat)
- Priti Patel MP (Conservative)
- Dominic Raab MP (Conservative)
- Graham Stringer MP (Labour)
- Theresa Villiers MP (Conservative)
- John Whittingdale MP (Conservative)

Frequency of meeting: Weekly at 9am

REMIT FOR THE CAMPAIGN COMMITTEE

The overall objective for the Campaign Committee should be to serve as a conduit and link between Vote Leave's Board and the Campaign Executive. The Campaign Committee is not Executive and is not intended in any way to replace the functions of the Executive. It is not there to issue instructions but to maintain a good connection between the Board and the Executive as the Executive goes about running the campaign. It will:

- Ensure that there is a fully articulated Framework and Action Plan, agreed by the Board, within which the Executive will efficiently and effectively operate;
- Ensure that the Executive are systematically operating within that Framework so as to achieve the goals of the campaign;
- Ensure that the Executive are not operating outside, or contrary to, that Framework;
- Ensure that the Framework is being regularly evaluated by the Executive to ensure that it is still fit for purpose; to discuss with the Executive any concerns that may arise about the Framework, if and as the Executive raise any such concerns; to agree deviations from the Framework; and then seek speedy consensus at the Board for any resultant proposed changes to the Framework.

The Framework should be not be overly prescriptive, so as to ensure that the Executive has proper latitude and flexibility to conduct the campaign effectively, but this Framework should contain enough detail to ensure that the Board can fully understand and appreciate what the plan is, and to feel confident that a systematic and comprehensive plan is being, and can be, operated effectively.

Framework

The Committee should work to aid the Executive to establish a clear action plan to be approved by the Board of Directors, showing:

- The content topics that will be covered over the forthcoming weeks;
- The timing in which those topics will be covered and communicated to the electorate;
- A rolling list of the 5 key points the campaign is seeking to communicate, with a plan that ensures that all in the campaign are aware of the list;
- The form in which each topic will be communicated;
- The channels that Vote Leave will use and how Vote Leave will use them;
- The staff needed to fulfil these functions and what, if any, gaps Vote Leave has in its staffing;
- How activists are being and will be recruited and managed;
- How Vote Leave will interact with other organisations promoting a Leave vote;
- The way in which fundraising is to be conducted and donations maximised.

How the committee will operate

The Committee will meet every Thursday at 9am.

The Chairman will maintain continual dialogue with the Chief Executive, the Campaign Director and the Chairman of Vote Leave to ensure that all the above matters are being conducted smoothly.

Annex C - Finance Committee - Terms of Reference

Members:

- | | |
|------------------------|---------------------------------------------|
| ● Jon Moynihan (Chair) | former Chairman of PA Consulting |
| ● Arabella Arkwright | experienced fundraiser |
| ● Peter Cruddas | former Treasurer of the Conservative Party |
| ● Lord Forsyth | former Deputy Chairman, JP Morgan UK |
| ● Alan Halsall | former Chairman, Silver Cross (UK) Limited |
| ● Daniel Hodson | former Chief Executive of LIFFE |
| ● John Mills | former Chair, Finance Committee, Camden LBC |
| ● Stuart Wheeler | former Treasurer, UKIP |

Executive

- Georgianna Bristol
- Dominic Cummings
- Matthew Elliott
- Antonia Flockton
- Helen Mayer
- John O'Connell
- Victoria Woodcock

Frequency of meeting: Weekly at 8am

Terms of Reference:

1. To assist with the management of, and activities in pursuit of, fundraising;
2. To ensure spend plans do not exceed expected cash incomings;
3. To ensure provisions are in place and escrow amounts ring fenced as appropriate for future obligations;
4. To ensure supervision of up-to-date financial management information to Committee and Board; and
5. To liaise with the Compliance Committee to ensure that proper audit compliance processes and outcomes are in place.

Annex D - Compliance Committee - Terms of Reference

1 – Background

A key immediate objective of Vote Leave must be to obtain the Leave campaign designation from the Electoral Commission. In order to do so it must show appropriate competence, far ahead of its competitors, in respect of:

- Governance and Board
- Cash raising abilities
- Competence at running campaigns
- Cross party and community support

It is also essential that Vote Leave acts and is seen to act with the utmost integrity and compliance with law and regulations. It has therefore been agreed to set up an independent Compliance Committee of the Board of Vote Leave.

2 – Compliance Committee Members

- Daniel Hodson (Chair)
- Alan Halsall
- Eric Deakins
- David Jones MP
- Lord Parmoor
- Victoria Woodcock – Secretary

3 – Meetings

To meet on a fortnightly basis [previously monthly], and to meet on an ad hoc basis if required. Meetings will be held in Westminster Tower.

4 – Terms of Reference

The terms of reference could be as follows:

- Responsible to the Board of Vote Leave
- Generally responsible for supervision of the following:
 - Audit
 - Effective governance
 - Compliance with statute, law and regulation
 - Effective financial and operational process and control
 - Potential conflicts of interest
 - Value for money
- Specific responsibilities to include supervision of:
 - Compliance with electoral law and regulation
 - Database management
 - Website management
 - Social media control
 - Security
 - Disaster recovery and backup
 - Contracts with related parties
 - Appropriate process manuals and training of staff

Annex E - Strategic Partners Agreement

The Agreement

Vote Leave and XX, post-affiliation, are to be considered 'strategic partners' with a shared aim of winning the referendum on Britain's future in the European Union. To this extent, and in accordance with the respective organisations' data policies, affiliation has the following consequences:

Shared Process

As strategic partners, Vote Leave and XX will be sharing operational processes and activities in pursuit of the shared aim. Insofar as data is concerned, the types, classes, detail and distribution listed under ICO registration remains unchanged.

Data Control

Both organisations will remain Data Controllers in their own right; shared processes do not alleviate any responsibility, nor relegate either to a Processor for the other (as neither is merely providing 'technical services' to the other, but instead acting as campaigns in concert).

It should be noted that Victoria Woodcock will serve as Data Controller for Vote Leave and YY will serve as Data Controller for XX. Both campaigns and Data Controllers are already registered with the ICO. It is the Data Controller's role to determine the purposes for and manner in which data is processed, therefore both Data Controllers will need to work in concert to ensure consistency across both campaigns.

Privacy Policy

Regardless, any data collected from one campaign and used by the other must be treated in accordance with both policies (which are functionally identical) and any third-party processing or services performed using data derived from either campaign must also be in accordance with both.

Subject Access

Both organisations remain responsible for making available a mechanism for and responding to supporter Subject Access Requests (see ICO Principle 6 - rights); both organisations should however consider personal data held by either partner to be encompassed within any given request.

Annex F - Financial Processes

Purchase Order Form

Form to be used for any campaign purchase

* Required

Your email address for response *

Your answer

Account Code - Please enter 4 digit account code only See the Purcl list & descriptions of the account code to be used

Choose ▾

Gross amount - including VAT in digits only - no currency sign. Please add market price if donation in kind. *

Your answer

How is the amount payable: *

- One off
- Monthly
- Quarterly
- Annually
- N/A - donation in kind

When will the amount fall due to be paid? - If repeating note when first payment is due. *

- On or before 14 Apr
- By 30 Apr
- May
- Jun
- July

Name of supplier/ donor - if combining purchases please include all suppliers *

Your answer

Description of item and purpose *

Your answer

Is payment on invoice or by card? *

- Card payment - only where you are using a Vote Leave card for payment
- By bank transfer with invoice (preferred)
- N/A - donation in kind

What, if applicable, are cancellation terms?

Your answer

Cost Centres

1. Office:	1101 Rent, Rates, Insurance & Utilities
	1102 Construction & Refurbishment Costs
	1103 Infrastructure & Equipment
	1104 Printing & Stationery
	1105 Legal & Professional
	1106 Sundries
	1107 General Staff Expenses (Travel & Subsistence)
	1108 Legal & Professional - Reportable
2. Personnel:	1201 Operations (Personnel)
	1202 Air (Personnel)
	1203 Ground (Personnel)
	1204 Consultants & Freelancers
	1205 HMRC PAYE & NI
	1206 Director's Remuneration
3. Fundraising Events:	1301 Special Events
	1302 Mailings
	1303 Founding Supporters (new lists)
4. Campaign Events:	1401 Ministerial management and support
	1402 Special events
	1403 Logistics
5. Digital:	1501 Website
	1502 Hosting & Domains
	1503 Hardware & Specialist Kit
	1504 Software (Specialist)
	1505 Data Purchases
	1506 Security
	1507 Consultancy
	1508 Special Projects
6. Ground:	1601 Ground - Conferences
	1602 Ground - Literature (Leaflets)

	1603 Ground - Logistics
	1604 Ground - Accommodation, Travel & Subsistence
	1605 Ground - Signage (Posters, Correx, Banners)
	1606 Ground - Direct Mail
	1607 Ground - Regional Launches/Campaigns
	1608 Ground - Call Centre
	1609 Ground - Merchandise (Online Shop)
	1610 Ground - Campaign Kit (Street Stalls, Badges)
7. Comms, Advertising and Research:	1701 Print, Poster & Artwork
	1702 Direct Mail
	1703 Stunts
	1704 Filming/TV Ads
	1705 Media Subscriptions
	1706 Social Media Advertising
	1707 Polling
	1708 Focus Groups
8. Strategic Partners expenditure:	1801 Strategic partners - Admin and Support
	1802 Strategic partners - Personnel
	1803 Strategic Partners Campaign Expenditure
9. Joint campaigning & Support in Kind	1901 Joint Campaign Expenditure
	1902 Support in Kind - Notional Expenditure