



HM Passport  
Office

# Governance Framework

February 2014

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# Foreword from the Chief Executive

Her Majesty's Passport Office (HM Passport Office) is one organisation that carries out two vital functions: we provide passport services to UK nationals and we oversee civil registration in England and Wales. As an executive agency of the Home Office, we have an important role to play in supporting Home Office priorities, including public protection, reducing the impact and likelihood of identity crime and preventing terrorism. We are very proud of our reputation for customer service standards and integrity.

As Chief Executive I am responsible to the Home Secretary and the Permanent Under-Secretary for the efficient running of the Agency, and as Accounting Officer I am responsible to Parliament for the good management of public money. Following a review of our internal governance arrangements, HM Passport Office now has one Management Board, which sets the Agency's strategic direction, manages performance against targets, monitors delivery against the business plan and approves strategic business cases. In addition, there is one supporting committee, the Audit and Risk Assurance Committee, which reviews and advises me on the Agency's systems of internal controls, risk management, financial controls, and governance arrangements.



Recent changes to the senior leadership team, Agency structure and the transition of key services to Home Office Shared Services meant we needed to refresh our corporate governance arrangements. This Governance Framework document provides an overview of the processes, forums and controls we have in place. They ensure we are performing to the right standards, spend public money responsibly, and that we continue to keep the public, our products, services and data, and our staff safe and secure.

A handwritten signature in black ink that reads "Paul Pugh". The signature is written in a cursive style with a large, stylized 'P' and 'P'.

**Paul Pugh**

# Purpose and scope of the Framework

Governance relates to how we manage our organisation – the systems and processes, how decisions are made, sources of assurance, and the rules and regulations we have in place to make sure we act within our powers and discharge our responsibilities correctly. The Agency's governance structure and processes follow current Cabinet Office guidelines.

This document sets out the arrangements for how HM Passport Office is governed internally and includes:

- The Management Board structure
- Terms of reference for the Board and its Audit and Risk Assurance Committee
- Accountabilities
- The rules of procedure for Board meetings
- Control systems; and
- An overview of the sources of assurance for the Chief Executive in his role as Accounting Officer.

## The Board structure

HM Passport Office has one Board with one supporting committee. These are the Management Board and the Audit and Risk Assurance Committee. A brief overview is below; please see individual terms of reference for more information.

### Management Board

The Management Board (“the Board”) sets the Agency’s strategic direction, manages performance against targets, monitors delivery against the business plan and approves strategic business cases. It is formed of the Chief Executive, all the Directors, the Chief of Staff, the Non-Executive Directors and a Home Office Director nominated by the Agency’s Director-General sponsor.

### Audit and Risk Assurance Committee

The Audit and Risk Assurance Committee reviews and advises the Chief Executive on the Agency’s systems of internal controls – risk management, financial controls, and governance arrangements. The Committee is independent of the Executive.

## Terms of Reference

Terms of reference set out the responsibilities of the Board and the Audit and Risk Assurance Committee.

## Accountabilities

The Chief Executive is responsible to the Home Secretary and the Permanent Under-Secretary for the efficient running of the Agency, and as Accounting Officer he is responsible to Parliament for the good management of public money. The Board takes responsibility for all decisions taken and will be accountable through the Chief Executive to the Home Secretary, Permanent Under-Secretary, and Parliament for those decisions.

## The Chief Executive, Directors and Non-Executive Directors

The Chief Executive, Directors and Non-Executive Directors form the principal management group of the Agency:

### The Chief Executive

The Chief Executive has personal accountability to the Home Secretary and the Permanent Under-Secretary as Accounting Officer for the management and performance of the Agency. This includes:

- Delivering the responsibilities of the Agency
- Managing resources effectively and efficiently in line with the requirements of Government Accounting
- Presenting Business Plans and the Annual Report and Accounts to the Home Secretary
- Ensuring suitable security arrangements which are in line with Government standards
- Compliance with HM Treasury's Managing Public Money guidance
- Advising on the levels of fees and compliance with the HM Treasury Fees and Charges Guidance; and
- Appointing and managing an effective team of Senior Leaders.

### The Senior Leadership Team

In practice, the Chief Executive exercises his responsibility through the delegation of personal responsibilities to the Senior Leaders of the Agency, documented in Delegation Letters, which set the delegated budgetary authority for each member of the Senior Leadership Team. Senior Leaders may then at their discretion issue further Delegation Letters within their own teams.

There are seven members of the Senior Leadership Team:

- Director of Production, Planning and Counter Fraud
- Director of Customer Service and Policy
- Director of Operational Services
- Director of Civil Registration.
- Director of Organisational Transformation
- Chief of Staff, Head of Communications & Corporate Development
- Finance Director (Provided by the Home Office)

## The Non-Executive Directors

The Chief Executive appoints a number of Non-Executive Board Members, to provide an external view and challenge to executive thinking. They also provide the Chief Executive support and advice, especially around the management of risk, internal controls, and finance. One of the Non-Executive Directors also acts as chair of the Audit & Risk Assurance Committee. HM Passport Office has three Non-Executive Directors.

## The Senior Responsible Owner (SRO)

The SRO is the individual accountable to the Board for ensuring that a programme or project of change meets its objectives and delivers the projected benefits, aligns with the Agency's strategy and is conducted cost effectively in accordance with Home Office programme and project management guidance. The SRO also chairs the Project Steering Group.

## Other Roles

- The Chief of Staff is a Board Member and has overall responsibility for managing the Agency's communications and corporate development.
- The Board Secretary provides the day-to-day management function for the Board and Audit & Risk Assurance Committee and co-ordinates all the administration of them.
- The Head of Corporate Planning, Performance and Governance attends the Board meetings to maintain an overview of the governance arrangements and will conduct a regular review to ensure governance arrangements remain appropriate.

## Home Office Directors

- The Director for International Criminality & Extradition attends all meetings of the Management Board.
- The Director of Human Resources & Organisational Development reports directly to the Home Office HR and attends all meetings of the Management Board.
- The Finance Director is a senior member of the Home Office Finance Directorate, but reports directly to HM Passport Office's Accounting Officer and attends all meetings of the Management Board and the Audit and Risk Assurance Committee.

## Best practice guidance

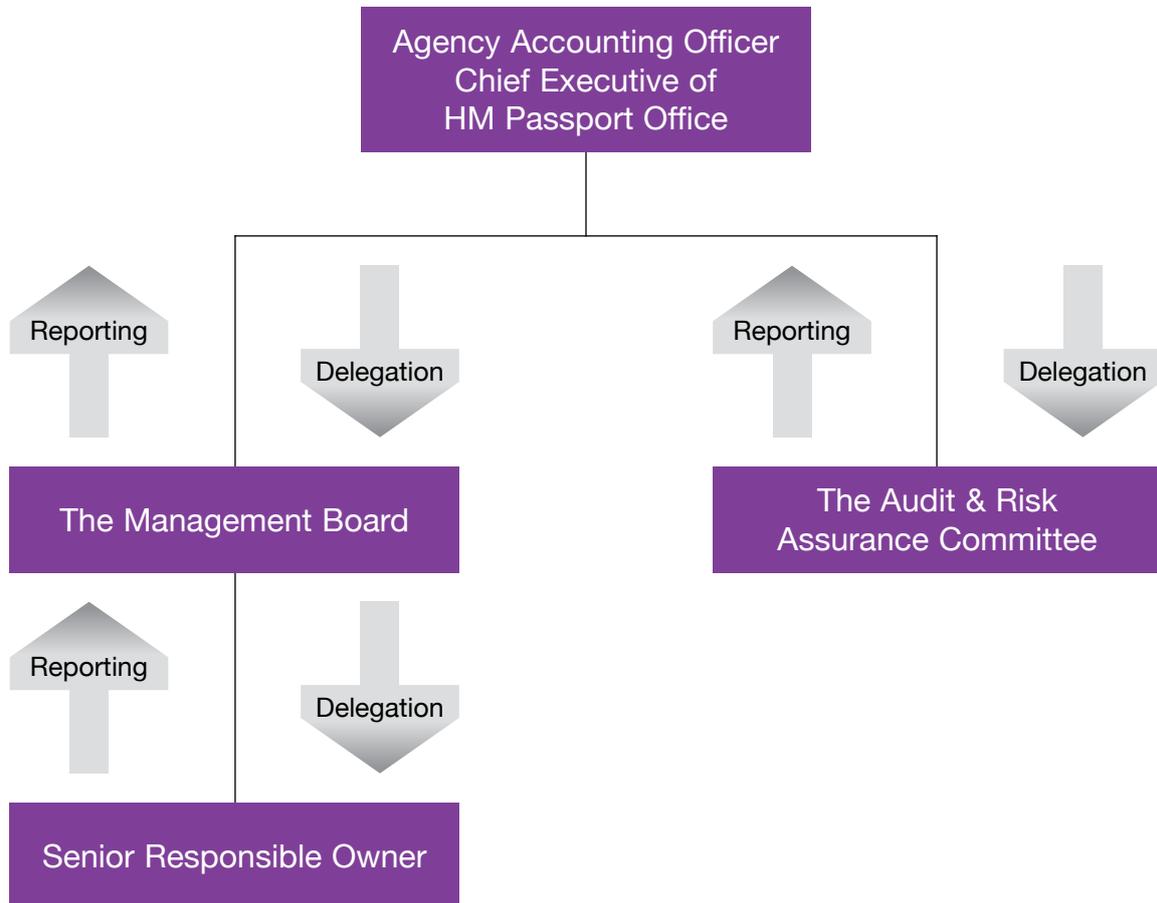
The Agency has a set of guidelines for the efficient functioning of the Board and Audit and Risk Assurance Committee. They cover, among other things, presentation of papers and conduct of members. See pages 17 to 19 and Annex C for more information.

## Remuneration of the Senior Leadership Team

Remuneration of the Agency's Senior Leadership Team is determined in line with the Home Office policy.

# The Governance structure

The relationships between the different groups are shown in the diagram below.



The Chief Executive, as Accounting Officer, is supported by the Management Board, known here as “the Board”. The Board’s remit is to examine and decide upon the Agency’s overall strategy, business planning, and new strategic initiatives.

The Senior Responsible Owner (SRO) is accountable to the Board for ensuring that a programme or project for change meets its objectives, delivers the projected benefits, aligns with agency strategy and is cost effective. The SRO chairs the respective Project Steering Group. There is also an Audit & Risk Assurance Committee, which provides the Chief Executive, as Accounting Officer, assurance and advice on audit, finance and internal control matters.

# The Management Board: Terms of Reference

## Purpose of the Management Board

The Management Board (“the Board”) is the senior governance body in the Agency which advises and supports the Chief Executive on setting the strategy and direction of the Agency. It alone advises the Chief Executive on overall strategy and business plans, and on initiation of major change. In discharging its responsibilities the Board has regard to the Agency’s Purpose and Principles and the overarching objectives of the Home Office.

## Responsibilities of the Board

The Board sets the long-term strategic direction of the Agency and submits annual and longer term business plans to Ministers for final approval. It approves annual and longer-term business plans, and strategic proposals to enhance the Agency’s performance. It manages the delivery of the business plan and any subsequent changes to the Agency’s strategy.

The Board approves Strategic Business Cases for projects and programmes to be initiated. It also considers any proposal which calls for a significant change to how the Agency operates or interacts with its customers or suppliers.

The Board approves Outline and Full Business cases for projects and programmes where the capital and/or whole-life resource costs exceed the financial limits outlined below.

The Board takes the decision to go live on critical or high-risk projects, acting on the advice of the Director, Organisational Transformation and the Project SRO. The Board may decide to delegate this decision to the SRO where it is believed appropriate.

The Board conducts quarterly reviews of the overall performance of the Agency.

The Board oversees finance, risk and performance. This includes the development of performance indicators and a range of internal controls for security, risk and fraud management.

The Board monitors and agrees people policy and issues, and promotes a culture of staff engagement and continuous improvement.

The Board also considers the impact on the Agency of cross-Whitehall change initiatives.

In discharging its responsibilities, the Board has regard to the overall objectives of the Home Office and the Agency’s Purpose and Principles.

## Particular responsibilities with regard to Finance

As the day-to-day management body of the Agency, the Board takes the lead role in financial management and approvals. In fulfilling this role the Board provides assurance to the Accounting Officer on the financial and commercial aspects of the Agency’s strategies, programmes and operations.

In issuing approvals the Board shall seek assurance from the SRO that any other necessary approvals (e.g. from Home Office Portfolio and Investment Committee or Cabinet Office) have been, or are in the process of being, secured.

The Board may delegate financial approval to the relevant SRO and Project Steering Group; this shall be limited to £1m in capital or £5m whole-life resource costs. However, any single payment which amounts to 50% or more of the project's budget (whether or not within financial delegation) must be referred to the Board for approval.

In deciding upon Project expenditure within its remit, the Project Steering Group must certify that the expenditure:

- Is affordable and within both budget and delegation
- Demonstrates Value for money
- Does not increase risk to a level that the SRO does not accept
- Is not novel or contentious<sup>1,2</sup> and is within the authority of the Project Steering Group; and
- Is in line with the guidance on "Managing Public Money" on "Regularity" and "Propriety".

All requests for approval of expenditure at whatever level shall be counter-signed by the Director of Finance or by an official acting on his/her authority.

## Membership, Chair and Quorum

The members shall be the Chief Executive, the Non-Executive Directors, all of the Senior Leadership Team and a Home Office Director nominated by the Agency's Director-General sponsor.

The Chair shall be the Chief Executive. The quorum shall be four, to include the Chair. In the absence of the Chief Executive the Board will nominate one of its members to chair the meeting. When a member of the Board is unable to attend the member is to nominate a deputy to attend.

## Delegations

Once a strategic proposal (in the form of a Strategic Business Case) has been agreed upon, the Board will delegate implementation to the SRO and Project Steering Group. The item will generally not return to the Board unless the capital or whole-life resource costs for further business cases exceed the financial limits referred to above.

The Board may create working groups to consider a particular issue in detail. These working groups shall be chaired by a member of the Board but other participants may be co-opted. Working groups have no delegated authority and their remit must be clearly defined.

## Frequency of meetings

The Board shall meet eleven times per year. There will be a quarterly performance review of the Agency carried out by the Board.

The Chief Executive may convene additional meetings as required. Meetings may be cancelled by the Chief Executive, if there is no substantive business to discuss.

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1. Novel or contentious proposals include ones which could set unwelcome precedents, could have adverse repercussions elsewhere in the public sector, require new primary legislation, or use novel or unfamiliar techniques, including financial or structural arrangements.

2. Any proposal which is considered novel or contentious requires Management Board approval. Refer to the Home Office guidance on "The Role Of Home Office Accounting Officer In The Approval Of Significant Or Novel/Contentious Proposals."

## Sample Agenda

Below is a sample agenda.

Item No.	Clock	Agenda Item	Lead	Sub	Objective
<b>1. Chair's Business</b>					
1.1		Conflicts of Interest		Verbal	
1.2		Minutes & Matters arising		Paper	
<b>2. Strategic Overview</b>					
2.1	30 mins	HO ID Crime Strategy Update		Paper	Update on initiatives.
2.2		HM Passport Office Strategy Update		Paper	Overview paper.
<b>3. Items for Decision</b>					
3.1	20 mins	Facial Recognition Software		Paper	Options for using facial recognition in the examination process
3.2	25 mins	Collective Passports		Paper	Decision to continue issuing collectives
<b>4. Items for Discussion</b>					
4.1	10 mins	Identity Crime		Verbal	Update on Ministerial meeting
4.2	20 mins	Forward Look		Paper	Overview of upcoming initiatives
4.3	15 min	Horizon Scanning		Paper	Update on external developments
<b>5. Any Other Business</b>					
5.1		AOB			
5.2		Reflection			
<b>6. Papers circulated for comment and review</b>					
6.1		Audit & Risk Assurance Committee Report		Paper	

### Notes

- Conflicts of interest: Members shall proactively declare any conflicts of interest in any agenda item at the start of each meeting.
- Items for Decision: Typically proposals to start or stop something – longer-term strategic initiatives.
- Items for Discussion: These will be topical discussions or to discuss the impact of Home Office or Whitehall change initiatives.
- Reflection: A short period of reflection on how the meeting went and how the Board performed, led by a different member each meeting.
- Papers circulated for Comment and Review: Papers for information only, where no group discussion is required.
- All substantive items must be submitted with a short objective outlining the purpose of the item.

# The Audit and Risk Assurance Committee: Terms of Reference

## Purpose of the Audit & Risk Assurance Committee

The Accounting Officer has established an Audit & Risk Assurance Committee to support him in his responsibilities for the management of risk, internal controls and governance in the Agency. It does this by reviewing and challenging the comprehensiveness, reliability and integrity of the assurances, ensuring that they meet the Accounting Officer's needs.

The Committee has been established and operates in line with the guidance set out in HM Treasury's Audit Committee Handbook.

The Committee's role is strictly advisory; it does not have any executive authority nor may it take decisions which bind the Agency. It may make suggestions or recommendations for action to the Accounting Officer.

## Responsibilities of the Audit & Risk Assurance Committee

The Committee will review and advise the Accounting Officer on:

1. The strategic processes for risk management, governance and internal control and the adequacy of the assurances given in the annual Governance Statement
2. The accounting policies, areas of accounting judgement, and the annual report and accounts
3. The planned activity, results and effectiveness of the external auditors, including their cooperation with Internal Audit to maximise overall audit efficiency
4. The planned activity, results and effectiveness of the internal auditors
5. The adequacy and timeliness of management's response to issues identified by audit activity, including the external auditors' management letter
6. Assurances relating to the corporate governance requirements for the Agency
7. The process for establishing and maintaining a programme for handling whistle-blowing, anti-fraud policies and arrangements for special investigations
8. The appointment and removal of the Head of Internal Audit, the adequacy of Internal Audit expertise and resource, and the promotion of the Internal Audit function in all areas of the organisation
9. The provision of non-audit services by any audit service provider; and
10. Any recommended revisions to the Committee's terms of reference.

The Committee will review its effectiveness at each meeting and its skill base at least annually. It will arrange an external review of its role, responsibilities and effectiveness every three to five years.

## Membership, Chair and Quorum

The Committee will have a minimum of three members all of whom shall be independent of the Executive of the Agency. At least one member shall be a Non-Executive Director of the Agency, and at least one shall have recent and relevant financial experience. Any members who are not Non-Executive Directors of the Agency shall be limited to a three-year term.

The Committee may co-opt additional members for a period not exceeding one year to provide specialist skills, knowledge and experience which the Committee does not already possess.

The Chair shall be appointed by the Accounting Officer and shall be a Non-Executive Director.

The quorum shall be two members, to include the Chair.

## **Attendees and access**

Committee meetings will normally be attended by:

- The Accounting Officer
- The Finance Director
- The Director of Operational Services
- The Financial Controller
- The Assistant Director of Risk, Assurance & Security
- The Head of Internal Audit
- The Chief Internal Auditor; and
- The External Auditors.

The Committee may request the attendance of any other Agency official to assist with its understanding or discussion of any particular matter. The Committee may also procure specialist ad hoc advice at the expense of the Agency, subject to budgets agreed by the Accounting Officer.

The Committee shall be supplied a secretarial function provided by the Accounting Officer.

The Head of Internal Audit, the Home Office Chief Internal Auditor and the External Auditors will have free and confidential access to the Chair and to the Committee. The Committee shall meet regularly and privately with the Head of Internal Audit and the Home Office Chief Internal Auditor, the Accounting Officer, and the External Auditors.

The Chair may invite the Chief Internal Auditor, the Head of Internal Audit and the representatives of External Audit to report to the Committee without the presence of the Executive. The Chair may also invite the Accounting Officer and/or members of the Executive to report to the Committee without the presence of the Internal or External Auditors.

The Committee shall have free access to the Principal Accounting Officer for the Home Office if it has concerns which members do not believe have been adequately addressed by the Accounting Officer and/or Directors.

## **Frequency of meetings**

The Committee shall meet at least four times a year timed to coincide with key milestones in the annual reporting cycle. The Chair may convene additional meetings as deemed necessary.

The Accounting Officer, the External Auditors, the Head of Internal Audit or the Chief Internal Auditor may ask the Committee to convene further meetings to discuss particular issues on which the Committee's advice or opinion is required.

## Deviations from the best practice guidance

Should it be necessary to take a vote on any issue, all members present, including the Chair of the meeting, will have one vote. In the event of a tie, the issue in question will be reported to the Accounting Officer.

## Information requirements

The Committee will be provided with the following information:

### Routine reports

1. Risk management
2. Internal audit (including the implementation of improvements in risk management and internal control); and
3. External audit.

### Reports on annual or ad hoc issues (not an exhaustive list)

1. The Governance Statement
2. Accounting policies
3. The annual report and accounts
4. The Internal Audit strategy and plan
5. The Head of Internal Audit's annual opinion
6. The External Auditors' engagement letter, strategy and plan
7. The External Auditors' management letter
8. Reports on the effectiveness of the Audit Committee, External Auditors, Head of Internal Audit and AD, Risk, Assurance & Control
9. Whistle-blowing and fraud
10. Significant breakdowns in internal control, including information risks
11. Parliamentary reports relating to the Agency; and
12. Presentations from risk owners.

## Reporting

The Committee shall provide a written summary or a copy of the minutes of each meeting to the next available meeting of the Management Board. The Committee will also provide an Annual Report on its activities timed to support the preparation of the Statement on Internal Control. This report shall summarise the Committee's work for the previous year and present the Committee's opinion on:

1. The comprehensiveness of assurances given by management in meeting the Accounting Officer's needs
2. The reliability and integrity of these assurances
3. Whether the assurance available is sufficient to support the Accounting Officer in his/her decision-making and their accountability obligations
4. The implications of these assurances for the overall management of risk
5. Any issues the Committee considers pertinent to the Statement on Internal Control and any long term issues the Committee thinks the Accounting Officer should give attention to
6. The financial reporting for the year

7. The quality and independence of both Internal and External Audit and their approach to their responsibilities; and
8. The Committee's view of its own effectiveness, including advice on ways in which it considers it needs to be strengthened or developed.

The Accounting Officer may additionally ask the Committee to provide him/her with a brief report on any key risks which could have a major impact on the Agency.

# Sources of Assurance

The Chief Executive has a number of sources to provide his/her assurance that the organisation is being managed effectively and that controls are working.

## The Audit & Risk Assurance Committee

The Chief Executive, as Accounting Officer, has established an Audit & Risk Assurance Committee to provide scrutiny, oversight, and assurance of risk management, internal controls, and governance on his behalf. The Committee is independent of the Management Board, and provides advice and assurance to the Accounting Officer and makes recommendations for actions to address identified weaknesses.

## Internal Audit

The Chief Executive has put in place an internal audit service, which operates in line with Government Internal Audit Standards. Internal Audit carries out systematic, risk-based reviews and evaluations of the Agency's risk management, control, and governance systems. The Head of Internal Audit produces an annual report providing an overall opinion on the adequacy of these systems.

## External Audit

The Agency's external auditor is the National Audit Office. The NAO will audit the annual report and accounts and also has the right to conduct value for money examinations of any aspect of the Agency's work. After every audit (financial or VFM), the NAO will produce a management letter highlighting any issues. The Chief Executive will ensure that an effective action plan is put in place to address any issues.

## Certification

Directors complete regular self-certification exercises to state that they and their staff have complied with the Agency's governance arrangements, risk management framework and systems of internal controls; and must confirm that any identified weaknesses have been tackled, and that any major problems have been notified to the Audit & Risk Assurance Committee and/or Board. These certificates of assurance feed into a single return from the Agency to the Home Office.

## Reporting

A Performance Report will be provided to the Chief Executive, to be discussed at the Management Board, for those meetings where there is not a quarterly Performance Review. It concentrates on evidence and commentary, and covers the following areas:

- Finance
- Operations
- Programmes

- Commercial
- Demand & Customers
- People; and
- Management Controls, Compliance & Risk.

The Board will use a more in depth document for its quarterly Performance Reviews.

The Board will also receive a quarterly consolidated Programme, Business Design Authority, Pipeline and Prioritisation report, which offers a joint assurance from each Senior Responsible Owner (SRO) and the Director of Organisational Transformation (or an official acting on his/her behalf) on the current status and overall progress of each programme. The reports will adopt the RAG rating currently in use by Organisational Transformation. Where any assurance rating deteriorates, the Programme will be discussed by the Board and the relevant SRO will normally attend. The report will also provide an update on the activities of the Agency's Business Design Authority and the major changes moving into the Organisational Transformation function for development of strategic business cases and delivery, together with the priority of these changes.

The Chief Executive also receives quarterly assurance reports from lead individuals across the Agency, covering a range of matters. These reports offer an evidence-based executive opinion of compliance, associated risks and issues, and any improvement plans. There is a four-point assurance rating system:

- Black – No assurance. No evidence of compliance; high-severity risks posed and immediate action required.
- Red – Low assurance. Little evidence of compliance. Medium-high severity risks and urgent action required.
- Amber – Moderate assurance. Some evidence of compliance, but gaps in the base. Low-medium risks. Action required but situation tolerable in the short term.
- Green – High assurance. Good evidence base of compliance. Low or no risks. No action required; watching brief.

Reports are submitted covering the following areas:

- Security & Integrity – e.g., physical and personnel security, document integrity, lessons learnt from incidents.
- Information Risk – e.g., data security, systems and process integrity.
- Fraud – e.g., an overview of the level of fraud, both internal and external. Jointly from the Director of Operational Services and Director of Production, Planning and Counter Fraud.
- People – e.g., diversity issues, engagement, L&D, performance issues. From Head of Communications and Corporate Development and the Head of Engagement & People Development.
- Commercial – e.g., the health of and risks to the commercial relationship. From Director of Operational Services.
- Health & Safety – e.g., accidents, trending information, risks and action plans.

# Best practice guidance

## Purpose of the guidance

The guidance is designed as a framework to ensure that the Agency's Management Board and its Audit & Risk Assurance Committee operate in a standard and consistent way. They apply except where deviations are explicitly stated in a body's particular Terms of Reference. They do not apply to any groups outside the formal governance structure, such as working groups.

## Members and conduct

### The Chair

1. The meeting shall be presided over by the Chair. In his/her absence, the Chair will nominate another member to preside over the meeting.
2. The Chair may nominate a standing deputy.
3. If the Chair is unexpectedly absent, and there is no standing deputy or that person is absent, the members shall elect one of their number to preside over the meeting.
4. The role of the Chair is to promote the effectiveness of the Board/Committee and act as facilitator of meetings. He/she should ensure that all matters are properly discussed and that all views are expressed.

### Members

1. Members shall at all times act in good faith and in the best interests of the Agency.
2. Members shall bear in mind the Purpose and Principles of the Agency and the Nolan Principles of Public Life, (selflessness, integrity, objectivity, accountability, openness, honesty and leadership).
3. Members shall not push a personal view or agenda.
4. Members shall proactively declare at the start of every meeting any potential conflict of interest arising out of any item on the agenda for that meeting or from changes in a member's personal circumstances. The Chair will determine an appropriate course of action for the member concerned. Any declaration and the response shall be recorded in the minutes.

### Attendees and observers

1. Attendees are present to assist the Board/Committee's understanding and discussion of a particular issue and shall not push a personal view or agenda.
2. Attendees shall at all times act in good faith and in the best interests of the Agency.
3. Attendees shall bear in mind the Purpose and Principles of the Agency and the Nolan Principles of Public Life.
4. A small number of observers from around the Agency will be encouraged to attend each meeting of the Board to widen understanding and visibility of the Chief Executive and Directors.
5. Attendees and observers may be asked by the Chair to withdraw from the meeting to allow open and frank discussion. This may include the Board/Committee Secretary, where appropriate.

## Presenting papers

1. Members or Attendees presenting papers shall assume at all times that any paper provided in advance has been read by the members.
2. Those presenting papers shall restrict themselves to brief opening remarks and a statement of what they are seeking from the Board/Committee. The Chair shall then invite comments and/or Q&A.

## Decisions

### Quorum

1. The quorum for each Board and Committee is set out in the respective Board/Committee's terms of reference.
2. Where there is no quorum, the Board/Committee may not act unless there are exceptional circumstances. In such instances, the action must be ratified by the Board/Committee with full quorum as soon as is practicable.

### Apologies

1. Apologies for absence will be given to the Secretary in advance of the meeting.

### Decisions where members are not physically together

1. There may be occasions where it is not possible or practical for Board/Committee members to physically meet together. In such cases, members may participate by telephone or video conference, remembering to take the usual precautions with regard to information carrying a protective mark.
2. Decisions may be taken by the Chief Executive acting on the advice of the relevant Director(s). The Board/Committee will be informed of the decision as soon as practicable.

### The Decision-making process

1. The Board and Committees exist to advise the Chief Executive, and they shall follow the principle of presenting a united front.
2. Decisions on recommendations and advice shall normally be made by consensus, in line with the above.
3. Where there is no clear agreement by the Board on a recommendation, the Chief Executive (or deputy) shall decide on the matter, taking into account the views expressed.

## Administration

### Secretary

1. Each Board/Committee shall have a secretary supplied by the Agency who shall co-ordinate the dispatch of agendas and papers, and who shall attend all meetings and prepare the minutes.
2. The secretary is not permitted to vote.
3. The secretary shall retain a master set of all Board/Committee papers in line with the Agency's current retention policy.
4. The secretary shall ensure that Members who have not attended a meeting are properly briefed on the business they have missed.

## Papers and minutes

1. The secretary shall maintain a Forward Look of agenda items suggested by members. Members must be clear on what the item is about and why it is needed.
2. The Chief Executive shall clear the agenda of the Management Board. Items not on the Forward Look will not be considered unless in exceptional circumstances.
3. Papers shall be received by the secretary no later than 2pm on the 10th calendar day prior to the meeting.
4. Papers must use the standard template available on the Agency Intranet system or from the secretary, either as the full paper or as an executive summary. See Annex C for further guidance on format and content of papers.
5. Strategic Business Cases from the Board must contain advice from the Business Design Authority in the Organisational Transformation function on whether a proposal can be delivered. Such papers without this advice will be rejected.
6. Papers shall be dispatched to members five working days before the meeting. In the case of the Board, papers shall be supplied to all members of the Agency's Senior Leadership Team (see Annex A). Board papers will also be provided to the Home Office DG-level Sponsor.
7. Minutes shall be distributed within five working days of the meeting taking place.
8. Comments and corrections shall be provided to the secretary within a further five working days of receipt. The corrected minutes shall be approved at the following meeting.
9. A copy of a Audit & Risk Assurance Committee's minutes shall be provided to the Board. These may be provided in draft for the sake of expediency.
10. Papers provided to the Board/Committee, which have not been published elsewhere, shall be considered confidential to the Agency and shall not be disclosed to any party outside the Agency without approval from the author and Chairman.
11. Members must remember that all papers, including the minutes, are subject to the Freedom of Information Act 2000.

# Annex A: HM Passport Office Senior Leadership Team



**Paul Pugh**  
Chief Executive



**Ian Forster**  
Director,  
Operational  
Services



**Deborah Chittenden**  
Director,  
Organisational  
Transformation



**Ian Martin**  
Director,  
Production,  
Planning and  
Counter Fraud



**Shane Bryans**  
Director,  
Customer  
Service and  
Policy



**Andrew Dent**  
Director  
of Civil  
Registration



**Jay Davies**  
Chief of Staff,  
Head of  
Communications  
& Corporate  
Development



**Paul Darling**  
Director,  
Finance,  
HM Passport  
Office and  
UK Visas &  
Immigration



**Jane Carwardine  
(Home Office)**  
Director of HR  
and Organisational  
Development

## Notes

1. Finance Director is a member of the Home Office Finance Directorate but reports directly to the Chief Executive on HM Passport Office business.
2. HR Director reports directly to the Home Office HR function

# Annex B: HM Passport Office Round up

HM Passport Office Round Up is an informal meeting and therefore outside the formal governance structure. It is referenced here for completeness.

## Purpose of Round Up meetings

The Round Up is an open forum for the Agency's leaders to keep up to date with what is happening across the Agency.

## Rules of engagement

1. Round Up is normally for the sharing of current information and for a forward look across all work areas.
2. Round Up is not normally a forum for decision-making.

## Attendees and Chairman

Round Up will be chaired by the Chief Executive. Attendees will be all of the Agency's senior leaders as indicated on the Organisation Chart (see Governance Framework, Annex A).

Attendees must make every effort to attend each meeting, even if by phone or video conference. Absence due to sickness or planned leave is acceptable; absence due to another meeting being scheduled at the same time will normally only be acceptable with permission from the Chief Executive.

## Frequency of meetings

Round Up is a weekly meeting.

# Annex C: Format and content of papers

In essence, the principles which apply to drafting a submission to a Minister equally apply to drafting a paper for the Board or the Audit & Risk Assurance Committee: they should be concise, clear in what is needed, and be able to stand on their own without supporting documents.

## Forward looks and planning

- Before the drafting of any paper is undertaken the presenter or sponsor should indicate to the Secretary that a slot will be needed. This should be done by completing the Forward Look, which is sent out regularly.

Using the Forward Look the Chief Executive will agree the agenda.

## Sponsorship, clearance, and presentation

- All papers must be sponsored by a Director, who will be responsible for the quality of the paper. The sponsoring Director must be named.
- The names of all individuals who have been consulted on a paper must be named. All papers with a financial aspect must be cleared by Finance before being submitted.
- Normally, the author of a paper will be the person who presents to the Board/Committee.
- Presenters should assume that Board/Committee members have read the paper before the meeting. They should restrict themselves to a few opening remarks setting out what they would like to achieve and why; then the Chair will open up to Q&A.

## Content

- Papers should be clear and concise. Include only background information which is necessary to set context, and if the Board or Committee has considered the subject before, refer to that discussion and the outcome.
- Papers should be no longer than 4 sides of A4 and the arguments in the paper should be capable of standing on their own. Background or supporting information, if required, may be put into annexes but these should contain only essential information and must not be critical to understanding.
- Presentations may be given on paper or on slides. These should be kept to 10 slides or fewer. A short cover paper outlining the recommendation and background should still be provided.
- Where a topic is new or particularly complex, authors are encouraged to give briefings to Board/Committee members in advance of the meeting to allow the Board's or Committee's discussion to be as productive as possible.

- Under no circumstances should the content of a Board paper be a surprise to the Chief Executive. The subject should be known by the Chief Executive and at the meeting he should be aware of the options and recommendations before the paper is discussed.

## Deadlines

- Board and Committee papers must be submitted to the Secretary 10 calendar days in advance of the meeting. By exception, papers which are submitted late may be accepted if the papers have not yet been distributed.
- If papers are rejected, the Secretary will endeavour to find a slot for the paper at a future meeting. This is not guaranteed to be the next one.
- The paper author should engage with the Secretary at the earliest possible time if they feel there is a risk that the paper will not be ready for the deadline. A clear explanation will need to be provided so that the Chair and/or Chief Executive can be informed.

