



OFFICE OF THE ADVISORY COMMITTEE ON BUSINESS APPOINTMENTS

Room G/8, 1 Horse Guards Road, London, SW1A 2HQ

Telephone: 020 7271 0839

Email: acoba@acoba.gov.uk

Website: <http://www.gov.uk/acoba>

BUSINESS APPOINTMENT APPLICATION: Air Marshal Philip Osborn CBE

1. You sought advice on taking up an appointment with Universal Defence and Security Solutions (UDSS).
2. As Chief of Defence Intelligence you were responsible for:
 - Provision of political and military intelligence and advice to the UK defence and government
 - Coordination of UK defence command and control, computers and communication, intelligence, surveillance and reconnaissance
 - Design and leadership (with OGD) AND UK national offensive cyber capability
 - Risk owner on behalf of defence board, for UK defence cyber resilience
 - Leadership of UK defence counter-intelligence capability

Timing

3. It came to the Committee's attention that UDSS posted your intention to join UDSS, subject to ACOBA approval before the Committee had the opportunity to consider and provide its final advice. The Government's Business Appointment Rules (the Rules) specify that individuals should not accept or announce a new appointment/ offer of employment before advice has been received. To fulfil the remit given to it by the Government, the Committee needs to be able to consider an application fully and freely before offering its advice. It is impossible to do this in a way that will command public confidence if an appointment has already been announced and/or taken up. The Committee considers UDSS' publication of your intention to join was a clear breach of the Rules that apply by virtue of your time in Crown service.

4. The Committee acknowledged UDSS' apology for this oversight, and appreciates UDSS took immediate steps to take this information down from its website. Further, you had submitted an application for advice (which the website noted) and had neither signed a contract nor had he taken on any work with UDSS in the intervening period. In the particular circumstances of this case, and given UDSS operate in defence, the Committee considered there were potentially significant risks under the Rules which should be explored; and not to provide advice would leave those risks unchecked.

5. The Committee decided it was in the public interest to provide advice and ensure appropriate mitigations are taken in this case. That advice is set out below and UDSS have confirmed that its Board will ensure adherence to the requirements placed on its members by the Committee.

Appointment Details

6. Air Marshal Osborn sought the Committee's advice on taking up a paid, part-time role, involving 2 days of work per week as Director for Air, Space, Intelligence; Surveillance; Target Acquisition (ISR) and Cyber.

7. UDSS provides defence and wider security advice, assistance and solutions on a global basis. This is a relatively new company, founded by General Sir Richard Barrons and Peter Hewitt. The company's website notes it provides policy, strategy and operational strategy for Governments, businesses and commercial organisations on topics of hybrid and political confrontation, including: Hard power capability, information operations and cyber warfare. Additionally, peace support, wider security, constabulary, humanitarian assistance and disaster relief. It also recruits former British Armed Forces personnel, regular and reserve from SNCO to 4 Star, as well as former MOD Civil Servants to work with clients. UDSS have confirmed to the Committee that its current focus is on overseas defence work.

8. As Director for Air, Space, ISR (Intelligence, Surveillance, Target Acquisition) and Cyber, you will be responsible for recruiting and managing Ex-RAF consultants and business development and consulting with UDSS' Air, space, ISR and cyber portfolio. You stated that any business development activity will be international only, until 2 years after your last day in Crown service.

9. In relation to commercial activity, you confirmed your role at the MOD was focused on leadership and strategy - so any conversations with industry were in very broad terms to understand how much they serve military capabilities. The people in your team were not the direct link to industry; and turning capability requirements into contracts would be a matter for Information Systems and Services (ISS) at the MOD. You noted the MOD and UDSS do not have a contractual relationship and you did not have any official dealings with UDSS in office, commercial or otherwise. You confirmed you had no involvement in regulatory work or grants affecting the company or its competitors; and did not have access to commercially sensitive information about competitors.

10. The MOD business Appointment Panel considered your application, confirming the information provided; and in addition that:

- as you had no contact with UDSS, it considered there was no risk of reward.
- you would have been involved in strategic thinking and select policy around cyber and command, control and surveillance. However, this was classified by the Official Secrets Act, and the information would now likely be historic, lowering the risk he would provide advantage to UDSS via this.
- UDSS is a company which has been set up by senior ex-military personnel, and given your standing in the MOD, it proposed conditions to mitigate the risk of unfair access to the MOD for the purposes of headhunting leavers or seeking business.

11. The MOD had no concerns about you taking up the role, subject to conditions which prevent you: sing privileged information; advising on bids and contracts with the MOD; lobbying the MOD; and using information gained in office to recruit personnel unfairly.

The Committee's Consideration

12. The Committee ¹ considered this role to be broadly consistent with the terms of your consultancy, previously described as providing: general defence and security consultancy and board-level mentoring/coaching.

13. The Committee noted the MOD has no relationship with UDSS; that you had no official dealings nor made any decisions regarding the company in post. As such, the Committee agreed with the Department's view and considered the risk of reward in this application was low.

14. When the proposed work relates to an individual's time in office there are inherent risks associated with the sensitive information they may have had access to. The Committee took into consideration that as Chief of Defence Intelligence, you were responsible for strategic operational thinking and some policy around command, control and surveillance and cyber - and therefore would have had access to information in this regard. However, the MOD considered this risk was lowered given the time that has passed since you had access to this information, now well over a year. You are prevented from disclosing privileged information under the Government's Business Appointments Rules, and as the MOD notes, under other provisions such as the Official Secrets Act.

15. Further, the Committee recognised your potential influence, including the contacts you will have gained within the MOD/Whitehall and with foreign governments. It may therefore be perceived you could offer UDSS an unfair advantage. The Committee considered the conditions already applied to your consultancy which prevent you from making improper use of contacts made in office; and which prevent you from working on bids and contracts with the UK MOD to provide some mitigation here. However, the Committee agreed there were additional risks here due to UDSS' focus on recruiting former MOD personnel; and given the unknown nature of its future clients, notwithstanding its current international focus.

16. In the circumstances, the Committee decided to impose an additional condition to make it clear it would be inappropriate to use your privileged access to headhunt staff on behalf of UDSS. Further, an additional condition makes it clear it would not be appropriate for you to advise in the UK Defence market, though it notes this entirely in keeping with your intention to work only on international matters.

17. In the circumstances, under the Government's Business Appointment the Committee advises this commission with **Universal Defence Security Solutions** be subject to the conditions which were previously applied to your independent consultancy:

- that you should not draw on (disclose or use for the benefit of yourself or the organisations to which this advice refers) any privileged information available to you from your time in office;
- for two years from your last day in Crown service, you should not become personally involved in lobbying the UK Government on behalf of those you advise under your independent consultancy (including parent companies, subsidiaries and partners). Nor should he make use, directly or indirectly, of his government and/or Crown service to influence policy, secure funding/business or otherwise unfairly benefit those you advise under your independent consultancy (including parent companies, subsidiaries and partners);

¹ This application for advice was considered by Sir Alex Allan; Jonathan Baume; Dr Susan Liautaud; The Rt Hon Lord Pickles; Richard Thomas; Mike Weir; Lord Larry Whitty and John Wood.

- for two years from your last day in Crown service, you should not become personally involved in lobbying contacts you have developed during Crown service, within other Governments and organisations on behalf of those you advise under your independent consultancy (including parent companies, subsidiaries and partners)
- for two years from your last day in Crown service, you should not provide advice to any company or organisation on the terms of, or with regard to the subject matter of, a bid with, or contract relating directly to the work of the UK Government, UK MOD or their trading funds; and
- for two years from your last day in Crown service, before accepting any commissions for his independent consultancy and or/before extending or otherwise changing the nature of your commissions, you should seek advice from the Committee. The Committee will decide whether each commission is consistent with the terms of the consultancy and consider any relevant factors under the Business Appointment Rules

18. In addition, the Committee considered this commission with **Universal Defence Security Solutions** should be subject to the following two conditions:

- **for two years from your last day in Crown service, you should not advise Universal Defence Security Solutions on the UK Defence market; and**
- **for two years from your last day in Crown service you should not draw on information concerning the capabilities of current employees of MOD or other government departments or agencies, known to you by virtue of you time in Crown service, to actively initiate or assist head-hunting of those employees on behalf of Universal Defence Security Solutions or their clients.**

19. By 'privileged information' we mean official information to which a Minister or Crown servant has had access as a consequence of his or her office or employment and which has not been made publicly available. Applicants are also reminded that they may be subject to other duties of confidentiality, whether under the Official Secrets Act, the Civil Service Code or otherwise.

20. The Business Appointment Rules explain that the restriction on lobbying means that the former Crown servant/Minister "*should not engage in communication with Government (Ministers, civil servants, including special advisers, and other relevant officials/public office holders) – wherever it takes place - with a view to influencing a Government decision, policy or contract award/grant in relation to their own interests or the interests of the organisation by which they are employed, or to whom they are contracted or with which they hold office.*"

21. I should be grateful if you would inform us as soon as you take up or if it is announced that you will take up this work. We shall otherwise not be able to deal with any enquiries, since we do not release information about appointments that have not been taken up or announced. This could lead to a false assumption being made about whether you have complied with the Rules.

22. Please also inform us if you propose to extend or otherwise change the nature of his role as, depending on the circumstances, it may be necessary for him to make a fresh application.

23. Once the appointment has been publicly announced or taken up, we will publish this letter on the Committee's website, and where appropriate, refer to it in the relevant annual report.

Cat Marshall
Committee Secretariat