



**OFFICE OF THE ADVISORY COMMITTEE ON BUSINESS APPOINTMENTS**

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September 2021

**BUSINESS APPOINTMENT APPLICATION: Julian Critchlow, Bain & Company.**

1. Mr Critchlow sought advice from the Advisory Committee on Business Appointments (the Committee) under the Government's Business Appointments Rules for Former Crown servants (the Rules) on an appointment he wishes to take up with Bain & Company (Bain). The material information taken into consideration by the Committee is set out in Annex A and B.
2. The purpose of the Rules is to protect the integrity of the Government. As Director General of Energy Transformation & Clean Growth at the department for Business, Energy and Industrial Strategy (BEIS), Mr Critchlow was responsible for net zero policy, domestically & internationally and he wishes to advise Bain and its clients on net zero transition.
3. Under the Rules, the Committee's remit is to consider the risks associated with the actions and decisions Mr Critchlow made during his time in service, alongside the information and influence he may offer Bain, based on the information provided by himself and his former department.
4. The Committee considered whether this appointment was unsuitable given Mr Critchlow's former role as Director General of Energy Transformation & Clean Growth, but the Committee must also consider the information provided by the Department about his specific dealings with this employer and the sector. The Committee has advised that a number of conditions be imposed to mitigate the potential risks to the Government associated with this appointment under the Rules; this does not imply the Committee has taken a view on the appropriateness of this appointment for a former Director General at BEIS in any other respect.
5. The Rules set out that Crown servants must abide by the Committee's advice<sup>1</sup>. It is an applicant's personal responsibility to manage the propriety of any

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<sup>1</sup> Which apply by virtue of the Civil Service Management Code, The Code of Conduct for Special Advisers, The Queen's Regulations and the Diplomatic Service Code

appointment. Former Crown servants are expected to uphold the highest standards of propriety and act in accordance with the 7 Principles of Public Life.

### **The Committee's consideration of the risks presented**

6. Bain is a business consultancy. Its website states that '*global leaders*' come to Bain to solve industry-defining challenges in: strategy, marketing, organisation, operations, mergers and acquisitions, etc, across all industries and geographies. While the Committee<sup>2</sup> noted Mr Critchlow was responsible for a contract between BEIS and Bain, offering help to BEIS' National Strategy Implementation Groups (NSIG) to support on Cabinet presentation, this was for one weeks pro bono work; and there is no other commercial relationship between Bain and BEIS. The only other contact Mr Critchlow had with Bain was in the form of attending events as Bain alumni. It is significant that he is returning to his career at Bain, where he has 31 years experience. Mr Critchlow was Head of its Utilities & Alternative Energy Practice. BEIS confirmed it was his experience in the energy space prior to joining BEIS for three years was what made him suitable for the role. Whilst there are risks associated with moving back to Bain to operate in the area he held policy responsibility for in office, there is no evidence he made decisions or took actions in office in expectation of this role.
7. As the former Director General responsible for net zero, the Committee noted Mr Critchlow will have had significant knowledge of privileged material around this area. It also noted he seeks to advise Bain and its clients on the matters he had responsibility for in office - net zero. In this regard, there is a risk his access to information while in government could offer an unfair advantage to Bain. This risk is difficult to mitigate where the specific clients and projects are unknown - there is potential this work could overlap and conflict with matters he had responsibility for as Director General at BEIS.
8. The Committee noted there are several mitigating factors raised by Mr Critchlow and his former department, BEIS, which reduce the scope of the above mentioned risks:
  - major policy work which Mr Critchlow was involved in has been announced and detailed information has been put in the public domain;
  - information that is not in the public domain is continuing to be worked on or developed since Mr Critchlow;
  - the department considers this significantly reduces the risk he will have access to information which will provide a competitive advantage to Bain;
  - the department does not have any concerns about Mr Critchlow taking up this post, subject to the conditions which prevent his use of privileged information and his lobbying the Government or advising on bids and contracts;

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<sup>2</sup> This application for advice was considered by Jonathan Baume; Andrew Cumpsty; Sarah de Gay; Isabel Doverty; The Rt Hon Lord Pickles; Richard Thomas; Mike Weir; Lord Larry Whitty and Dr Susan Liataud.

- Mr Critchlow is returning to his former career, he has gained his expertise and knowledge in this sector from his experience outside of the Government. BEIS noted he was employed by the government due to his background in this field, gained at Bain;
  - Bain has provided formal confirmation to the Committee that Bain will abide by the Committee's advice and put in place appropriate arrangements in order to ensure all restrictions, limitations and conditions placed on Mr Critchlow by the Committee are applied within the company. This has been published alongside the Committee's advice letter.
9. Whilst he is continuing in his long held career, he held a senior and pivotal role within BEIS as Director General Energy Transformation & Clean Growth. He is now moving to a company where he will advise on net zero transition. The Committee's view is that whilst there are mitigating factors, there remains a risk Mr Critchlow has privileged insight and influence that could be seen as offering an unfair advantage.
10. While it is not his intention to be involved in work for BEIS or the government; nor to lobby the government, this risk must be mitigated.

### **The Committee's advice**

11. Given the risks associated with advising on matters directly related to his time in office, the Committee considered if it would be appropriate for Mr Critchlow to advise on matters that he had responsibility for as Director General. However, Mr Critchlow has gained expertise, skills and knowledge in this sector prior to joining government; and the department has no specific concerns. The Committee did not consider it could be reasonably perceived that Mr Critchlow was offered this role as a result of his access to information and its likelihood to offer an unfair advantage of Bain.
12. However, there remains a risk in relation to his access to information. While the Committee noted that a significant amount of policy in this area has been published or will be published shortly, there are a number of pieces of work that have not been published and are being developed by the department. Therefore, the Committee felt it was necessary to limit Mr Critchlow's role with Bain to prevent him from advising on his policy involvement on specific matters, to avoid the risk he would offer unfair insight into policy development at BEIS. This includes preventing him from advising on the following policy he was involved in developing: Heat and Buildings Strategy; International Energy & Climate Change; and Developing a UK Emissions Trading System for a set period. The Committee also sought confirmation from Bain that it would take appropriate steps to ensure the restrictions below are upheld. Please see the correspondence from Bain at Annex B.
13. The Committee also thought it was necessary to put a significant gap between Mr Critchlow's access to information and his joining Bain. The Committee recognised the opportunity for him to offer an unfair advantage is limited, given the publication of some of this information; and that he is prevented from

drawing on such information and/or advising on said matters by the conditions below. However, the Committee considered Mr Critchlow's appointment should be made subject to a six month waiting period from his last day in Crown service. The Committee has determined this gap, alongside the conditions below, appropriately mitigates the risks under the Rules in relation to insight derived from any information he had access to as Director General.

14. Taking into account these factors, in accordance with the government's Business Appointment Rules, the Prime Minister has accepted the Committee's that this appointment with **Bain & Company** be subject to the following conditions:

- a waiting period of six months from his last day in Crown service;
- he should not draw on (disclose or use for the benefit of himself or the persons or organisations to which this advice refers) any privileged information available to him from his time in Crown service;
- for two years from his last day in Crown service, he should not become personally involved in lobbying the UK Government or its Arm's Length Bodies on behalf of Bain & Company (including parent companies, subsidiaries, partners and clients); nor should he make use, directly or indirectly, of his contacts in the Government and/or Crown service to influence policy, secure business/funding or otherwise unfairly advantage Bain & Company (including parent companies, subsidiaries, partners and clients);
- for two years from his last day in Crown service he should not undertake any work with Bain & Company (including parent companies, subsidiaries, partners and clients) that involves providing advice 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 or its Arm's Length Bodies; and
- for 12<sup>3</sup> months from his last day in Crown service, in performing his role as a Senior Adviser with Bain & Co he should not advise Bain & Co or its clients on matters that draw on his privileged insight from his time as Director General Energy Transformation & Clean Growth, including providing advice on the following policy he was involved in developing:
  - Heat and Buildings Strategy;
  - International Energy & Climate Change, specifically international climate and energy negotiations leading up to United Nations Framework Convention on Climate Change 2021 United Nations Climate Change Conference; and
  - Developing a UK Emissions Trading System platform

15. 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 Ministerial Code or otherwise.

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<sup>3</sup> Unless the policy is made public within those 12 months

16. 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." This Rule is separate and not a replacement for the Rules in the house
17. Mr Critchlow must inform us as soon as he takes up employment with this organisation(s), or if it is announced that he will do so. 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 he has complied with the Rules.
18. Please also inform us if Mr Critchlow proposes 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.
19. Once the appointment(s) 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.

Yours Sincerely,

Isabella Wynn  
**Committee Secretariat**

## **Annex A - Material information**

### **The role**

1. Mr Critchlow described the role as a paid, part-time appointment as Senior Adviser to Bain's centre for Net Zero transition. Mr Critchlow said Bain is a business consultancy. Their website states that '*global leaders*' come to Bain to solve industry-defining challenges in: strategy, marketing, organisation, operations, mergers and acquisitions, etc, across all industries and geographies. From the website their work spans across multiple industries and includes healthcare and social and public sectors. Bain says it helps their clients to structure, orchestrate and enable positive results. Bain has also had contractual arrangements with government departments.
2. He said he will support Bain in developing their IP on how businesses can make the transition most effectively and rapidly.
3. He said BEIS is responsible for the delivery of net zero under the Climate Change Act and lead on COP26 campaigns to deliver net zero domestically and internationally. He said 'private sector investors will make most of the investment to deliver the transition and are therefore the focus of the UK Net Zero Business Champion (Andrew Griffith) and the 'Race to Zero' campaign. Bain works with a broad range of businesses helping them to think through the transition to net zero.
4. He confirmed he would not be involved in work for BEIS or the government conducted by Bain; nor engage in Bain client development activities within government; nor seek to lobby Ministers or officials on behalf of Bain clients.

### **Mr Critchlow's dealings in office**

5. Mr Critchlow said Bain offered BEIS National Strategy Implementation Groups (NSIG) support on Cabinet presentation, one week support to help present material effectively to Climate Action Implementation Committee. This work was pro bono. He also said as a Bain alum, he was invited to an annual Bain Alumni drinks and Bain Partner Alumni dinner. He has attended each once in the last 3 years. In 2020, Bain also asked him to be interviewed for their Virtual World-wide Partner meeting on the challenges and opportunities of net zero. He was also asked to speak at a lunch time seminar to their internal London office Environmental Interest Group on the same subject.
6. As Director General with responsibility for net zero he will have been involved in policy decisions and development affecting this area. However he confirmed he does not have access to privileged information that would benefit Bain.
7. He has had the following interactions with other top tier management consulting firms on the transition to net zero or, at the request of other BEIS groups, on the work that they have been doing for BEIS:
  - Boston Consulting Group (BCG) - Stuart Quickenden (Managing Director & Senior Partner of BCG) was on the BEIS Departmental Board and he was asked by the then Permanent Secretary (Alex Chisholm) to

mentor Mr Critchlow on his entry to the Civil Service and we met for quarterly/biannual catch-ups. He was also asked by the Industrial Strategy group to provide input on the future of the UK green economy. He said he has also received their published IP emails on climate issues but has had no contractual relationship with BCG and has not been privy to any privileged information in regard to BCG that would be helpful to Bain.

- Baringa - Baringa have supported the Smart Metering Implementation Programme in his group under a pre-existing contract which he had no visibility of nor had any influence in the awarding since it pre-dated his arrival. Under this existing contract, Baringa has also supported in the setup of the Net Zero Delivery Board and some analytic work on Green Home Grants programme. He has not directly contracted with Baringa and has not been privy to any privileged information in regard to Baringa that would be helpful to Bain.
  - Mckinsey – He said he has had a couple of introductory meetings with partners in Mckinsey’s Sustainability practice to discuss their published perspectives around the net zero transition. He receives their published IP emails on climate issues. But has had no contractual relationship with Mckinsey and not been privy to any privileged information in regard to Mckinsey that would be helpful to Bain.
8. Mr Critchlow confirmed he did not have access to commercially sensitive information about any competitors. He also confirmed there is no relationship between Bain and BEIS.
9. Mr Critchlow also informed the Committee prior to joining the Government Mr Critchlow was a Director with Bain & Co for 31 years.

### **Department Assessment**

10. The Department confirmed Mr Critchlow’s meetings with Bain and confirmed this was pro bono and it does not have a relationship with Bain.
11. BEIS also confirmed his meetings with Bain’s competitors. However it said Mr Critchlow has had no direct contractual relationship with the competitors. It said at the request of the department he has provided expert input to BCG on work done for the department; and reviewed Baringa work done for the Smart Metering Implementation Programme. His interactions with competitors have been limited to inputting at the request of the department into the competitor’s work for the department; and discussing their published points of view on the net zero transition. He was not privy to the contractual arrangements for any of this work. The Department confirmed he has not been privy to any privileged information in regard to any management consulting firms that would be helpful to Bain.
12. BEIS said Mr Critchlow was hired for his experience in the energy space prior to joining BEIS and has been responsible over the last 3 years for developing the UK net zero policy. BEIS said Mr Critchlow was heavily involved in governments’ strategy to deliver the world’s first low-carbon industrial sector

and over £1 billion to cut emissions from industry, schools and hospitals. However BEIS confirmed this policy has now been published and as such will not provide a competitive advantage to Bain.

13. It confirmed Mr Critchlow has had no influence on decisions impacting Bain and has not been responsible for any contractual relationship other than one week pro bono presentational support.

14. BEIS provided the below table regarding the policy and information Mr Critchlow had access to and demonstrated why it would not provide an unfair advantage to Bain:

Activity	Evidence why no longer provides an unfair advantage
Leading policy development for the PM's 10-point plan for the green industrial revolution	Published 18 November 2020
Leading policy response to Carbon Budget 6	Government published its plans for CB6 on 20 April 2021
Leading policy development and implementation for the Net Zero ambition	Strategy due for publication in June 2021
Supported fellow DGs in developing policies for the Energy White Paper	Published 18 December 2020
Leading policy development for the Industrial Decarbonisation strategy	Published 17 March 2021
Oversaw initiation of work on the Hydrogen Strategy	Policy has moved on significantly since Mr Critchlow's departure as the publication date has shifted further into the future (currently July 2021) and there has been intense policy development work with ministers in recent weeks; a deep dive with the PM may produce further changes.
Heat and Buildings Strategy	Policy has developed considerably since Mr Critchlow's departure including an ongoing discussion with No10 and new work with Energy Security group on electricity-gas price rebalancing and alternative funding mechanisms



International Energy & Climate Change	Governance on COP26 and the climate elements for the G7 are led by the COP Unit in the Cabinet Office, where the CEO for COP26 is located. Landmark G7/G20 talks, chaired by Mr Critchlow's Acting DG successor have taken place since his departure and will have set a new context for moving forward on a range of energy and climate issues; COP26 is due to take place in November 2021 by which time many more changes are likely to have been made. International Climate Finance (ICF) is subject to bespoke governance structures and processes. The quarterly cross-Whitehall ICF Management Board, chaired by an FCDO Deputy Director, has oversight of ICF delivery, including quality, risks and results, giving Mr Critchlow no special advantage here. The department confirmed Mr Critchlow's information in this area was limited to the specific international climate & energy negotiations leading up to UNFCCC COP26 in Nov 2021 only.
Developing a UK Emissions Trading System Platform	Mr Critchlow oversaw the commencement of work but since his departure, Ministers have prioritised this topic and quickened the pace of development, leading to a series of policy decisions and developments that have occurred after Mr Critchlow left.

15. BEIS also stated it put measures in place to reduce the risk of access to information, once it became clear that Mr Critchlow had decided to move back into the private sector. It stated that with the *'...recent Green announcements, work in this area is expected to mushroom in the future. With the recent Spending Review settlement, it became very clear that the resource requirements to deliver all these key priorities was simply not within the ability of a single DG group to deliver, which is why we sought to restructure the work and create two DG Groups. BEIS promptly carried out an internal recruitment process to identify two Director Generals to carry out the work on a temporary basis, whilst we ran a full external recruitment process. The temporary DGs have been in post since the 1 March 2021, allowing Mr Critchlow to take his outstanding annual leave prior to leaving BEIS, therefore putting distance between access to sensitive information and taking up his new role'*.

16. The Department considers that there is no conflict of interest and has no concerns.

## Annex B

### Correspondence from Bain



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17/06/2021

The Advisory Committee on Business Appointments  
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Dear Sir or Madam:

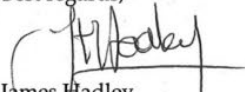
**ACOBA confirmation**

We refer to your email of 11 June 2021 requesting confirmation that Bain will abide by advice given by ACOBA to Mr. Critchlow, whom we are proposing to employ as a senior advisor. We have previously dealt with this issue and we are fully supportive of the work that ACOBA does.

We are happy to confirm that Bain will put in place appropriate arrangements in order to ensure that any restrictions, conditions and limitations that are placed upon Mr. Critchlow by ACOBA as a condition of his reemployment by Bain are applied within our company.

We look forward to hearing the formal recommendations from ACOBA in due course.

Best regards,



James Hadley  
UK Managing Partner

For and on behalf of  
Bain & Company, Inc. United Kingdom