



OFFICE OF THE ADVISORY COMMITTEE ON BUSINESS APPOINTMENTS

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BUSINESS APPOINTMENT APPLICATION: Richard Fuller MP, former Economic Secretary to His Majesty's Treasury. Paid appointment to join Impero Holdings Limited.

1. You sought advice from the Advisory Committee on Business Appointments (the Committee) under the government's Business Appointments Rules for former ministers (the Rules) on an appointment you wish to take up with Impero Holdings Limited as a Director. The material information taken into consideration by the Committee is set out in the annex below.
2. The purpose of the Rules is to protect the integrity of the government. The Committee has considered the risks associated with the actions and decisions made during your time in office, alongside the information and influence you may offer your company. The material information taken into consideration by the Committee is set out in the annex.
3. The Committee's advice is not an endorsement of the appointment - it imposes a number of conditions to mitigate the potential risks to the government associated with the appointment under the Rules.
4. The Ministerial Code sets out that ministers must abide by the Committee's advice. It is an applicant's personal responsibility to manage the propriety of any appointment. Former ministers of the Crown, and Members of Parliament, 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 involved

5. The Committee¹ noted that Impero Holdings Limited and parent/subsidiary companies (including Investcorp Technology Partners and Impero Software Solutions) do not have a relationship with government. HMT is responsible for

¹ This application for advice was considered by Jonathan Baume; Andrew Cumpsty; Isabel Doverty; Dr Susan Liataud; Rt Hon Lord Eric Pickles; Richard Thomas; Mike Weir and Lord Larry Whitty. Sarah de Gay was absent.

tax and fiscal policy decisions impacting all companies operating in the UK but these decisions were the responsibility of the Chief Secretary to the Treasury². HMT confirmed you did not make any decisions specifically impacting Impero Holdings or its parent companies/subsidiaries as you were recused from any decisions related to Impero Holdings Limited or its parent/subsidiary companies due to your previous connection with the company. You also previously held the same position with Impero Holdings prior to your ministerial appointment in July 2022 and are returning to your former career. Therefore the risk that this appointment could reasonably be perceived as a reward for decisions or actions taken in office is low.

6. As the former Economic Secretary to the Treasury, you would have had broad access to sensitive information that could provide an unfair advantage to Impero Holdings Limited and/or its parent companies/subsidiaries. Specifically, regarding your access to sensitive information on the UK's financial policy and services. However, there are mitigating factors that significantly reduce the risk:
 - you are returning to your former career after a short term within government during an administration which in the event was short-term;
 - it has been 3 months since you left your role as Economic Secretary;
 - HMT confirmed you did not have access to sensitive information that could unfairly advantage Impero Holdings Limited and its parent companies/subsidiaries and HMT had no concerns with you taking up this role.
7. As a former minister, there are inherent risks associated with your network of contacts within government and your influence, which could unfairly benefit Impero Holdings Limited.
8. While you confirmed Impero Solutions Limited is currently the only operational business, the Committee noted Impero Holdings Limited has a number of other businesses that fall under its remit³. You confirmed they all provide software within the general field of 'educational technology' or edtech or are dormant.

The Committee's advice

9. The Committee determined the risks identified in this application can be appropriately mitigated by the conditions below. These make it clear you cannot make use of any privileged access to information, contacts or influence gained from your time in ministerial office to the unfair advantage of Impero Holdings Limited and its parent companies/subsidiaries.
10. The Committee advises, under the government's Business Appointment Rules, that your role with **Impero Holdings Limited** should be subject to the following conditions:

² The Chief Secretary during Mr Fuller's time in government were The Rt Hon Simon Clark, then The Rt Hon Chris Philp and then The Rt Hon Edward Argar.

³ <https://www.imperosoftware.com/wp-content/uploads/2022/01/Group-Structure-2022-.pdf>

- you 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 you from your time in ministerial service;
 - for two years from your last day in ministerial service, you should not become personally involved in lobbying the UK government or any of its arm's length bodies on behalf of Impero Holdings Limited (including parent companies, subsidiaries, partners and clients); nor should you make use, directly or indirectly, of your contacts in government and/or Crown service to influence policy, secure business/funding or otherwise unfairly advantage Impero Holdings Limited (including parent companies, subsidiaries, partners and clients); and
 - for two years from your last day in ministerial office, you should not provide advice to Impero Holdings Limited (including parent companies, subsidiaries, partners) 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.
11. The advice and the conditions under the government's Business Appointment Rules relate to your previous role in government only; they are separate to rules administered by other bodies such as the Office of the Registrar of Consultant Lobbyists or the Parliamentary Commissioner for Standards. It is your personal responsibility to understand any other rules and regulations you may be subject to in parallel with this Committee's advice.
 12. 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, the ministerial code or otherwise.
 13. 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.
 14. You must inform us as soon as you take up this role, or if it is announced that you will do so. You must also inform us if you propose to extend or otherwise change the nature of your role as, depending on the circumstances, it may be necessary for you to make a fresh application.
 15. 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

The Rt Hon Lord Pickles

Annex - Material Information

The role

1. Impero Holdings Limited is part of the “Impero Group”, a company incorporated in England and Wales - it has a number of subsidiary companies, one of which includes Impero Holdings Limited which is the holding company for Impero Software Solutions Limited (otherwise known as Impero Software or Impero Solutions). You explained the directors sit at the holding company level as this is the point at which both operating and financial decisions are made, but in practice this is the same as being a director of Impero Software Solutions. You also said all the businesses listed under Impero Holdings Limited are managed as a single business and that most of them, if not all of them are non-operating businesses aside from Impero Software, the trading business.
2. You explained that the nature of these businesses provide software within the general field of ‘educational technology’ or edtech.
3. You noted the nature of the subsidiary companies of Impero Holdings, which are:
 - Impero Developments Limited - An Intermediate Holding Company
 - Impero Solutions Limited - Provision of Software Design and Support Services
 - Impero International Limited - Dormant Company
 - Impero Trustee Limited - Dormant Company
 - Impero Corporate Limited - Dissolved 26th March 2019
 - Impero Solutions Inc - Provision of Software services to US
 - Safeguarding Monitor Limited - Safeguarding software Design and Support Services
 - Impero Holdings Denmark A/S - An Intermediate Holding Company
 - NetOp Solutions A/S - An Intermediate Holding Company
 - NetOp Business Solutions A/S - Provision of Software Design and Support Services
 - NetOp Tech Inc - Provision of Software services to US
 - NetOp Tech Development Center SRL - Provision of Software Development
 - NetOp Tech SRL - Provision of Software Development
 - Impero Holdings Australia - An Intermediate Holding Company
 - ContentKeeper Technologies Pty Ltd - Provision of Software Design and Support Services
 - ContentKeeper Technologies LLC - Provision of Software Design and Support Services
4. Impero Solutions Limited is a software company. Its website states it works to ensure secure connections for offices, classrooms, a hospital etc. The company has worked with schools and organisations across the globe. In 2021, Impero acquired Netop, a market-leading classroom management and remote access

software company and works directly with technical teams, schools, MATs⁴, and Fortune 500 companies in more than 90 countries. Investcorp Technology Partners, a private equity firm, is a majority owner of the company.

5. You stated your responsibilities as a Director of the board are to:
 - *'provide entrepreneurial leadership to the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;*
 - *set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives, and review management performance;*
 - *satisfy itself of the integrity of financial information and that financial controls and systems of risk management are robust and defensible; [and]*
 - *set the Company's values and standards and ensure that its obligations to its shareholders and others are understood and met'*
6. You said there is no contact with government as part of this role
7. You said you were previously Director of the same company from 2017 until your ministerial appointment in July 2022 and the Board considered your rejoining.

Dealings in office

8. You advised the Committee that you did not meet with Impero Holdings Limited whilst in office. You said you did not have any involvement in policy, regulatory or commercial decisions that would have been specific to the company.

Departmental assessment

9. HMT confirmed that you made no policy decisions relating to Impero Holdings Limited, Impero Software Solutions or Investcorp Technology Partners and that you did not meet with the entities during your time in office.
10. HMT said you would not have been involved in decisions as any approvals would have been for the Chief Secretary to the Treasury (CST).
11. HMT confirmed there is no departmental relationship with Impero Holdings Limited, Impero Software Solutions or Investcorp Technology Partners.
12. HMT confirmed you did not have any contact with Impero Holdings Limited nor Impero Solutions and were recused from any decisions related to Impero Holdings Limited and its partner/parent/subsidiary businesses
13. HMT confirmed you did not have access to sensitive information and had no concerns with the appointment.

⁴ Multi-Academy Trusts