



OFFICE OF THE ADVISORY COMMITTEE ON BUSINESS APPOINTMENTS

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BUSINESS APPOINTMENT APPLICATION: Michael Driver CB, former SRO, Borders Programme at the Department for Health and Social Care, previously Chief Financial Officer, Head of the Government Finance Function and interim Permanent Secretary at the Ministry of Justice. Appointment with Shared Services Connected Ltd.

1. Mr Driver 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 wished to take up with Shared Services Connected Ltd (SSCL) as Independent Chair of the Board and Non-Executive Director. The material information taken into consideration by the Committee is set out in the annex.
2. The purpose of the Rules is to protect the integrity of the government. Under the Rules, the Committee's remit is to consider the risks associated with the actions and decisions made during an applicant's time in office, alongside the information and influence a former Crown servant may offer the SSCL.
3. 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 in any other respect.
4. The Rules¹ set out that Crown servants must abide by the Committee's advice. It is an applicant's personal responsibility to manage the propriety of any 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

¹ 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

5. When considering this application, the Committee² noted this organisation is partly owned by the Cabinet Office, and as such it does not compete with other organisations for the current contracted services in the usual commercial sense. As the Cabinet Office's appointed Non-Executive Director on the SSCL Board whilst Mr Driver was in office, he has had regular contact with and insight into SSCL's business. However, Mr Driver and the departments have confirmed he was not involved in making decisions about SSCL in his recent roles at the Department for Health and Social Care and the Minister of Justice (the MOJ), where there was recent overlap in his responsibilities. Therefore whilst he gained experience on the SSCL Board whilst in government service, there is no evidence to suggest this appointment is a reward for decisions made or actions taken during this time.
6. The Committee gave weight to the confirmation that Mr Driver did not have access to information that could provide an unfair advantage; and noted his ongoing duty of confidentiality. Further, the Committee also noted the Cabinet Office's support of this appointment, and its view there is no specific conflict of interest. As such, the risk he would offer an unfair advantage in relation to his access to information relating to government, as opposed to offering his general skills, experience and knowledge is low.
7. The Committee took into account SSCL is partly owned by the Cabinet Office and as such there is a significant stakeholder relationship between the parties. However, it also recognised there are risks associated with Mr Driver's experience in government service, should it be seen to unfairly assist SSCL if it sought to gain further business, or renegotiate current contracts with government.

The Committee's advice

8. The Committee recognised the opportunity for Mr Driver to offer an unfair advantage is limited, given; the department's assessment of the risks attached to his access to information; the Cabinet Office's support of the appointment; and that Mr Driver is prevented from drawing on privileged information.
9. Given the existing relationship between SSCL and government and that SSCL is a joint venture with the Cabinet Office, the risks associated with general contact with the government is limited. The Committee did not consider his discussion on SSCL's governance and general business, including where it related to the UK government would be improper, in his role as Independent Chair and Non-Executive Director. However, the Committee wished to make it clear that he must not have any influence over SSCL's contracting with the UK government. Therefore, it would draw his attention to the condition below which prevents advising on the terms of a bid or contract with the UK government.
10. Taking into account these factors, in accordance with the government's Business Appointment Rules, the Committee advises this appointment with **Shared Services Connected Ltd** be subject to the following conditions:

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

- 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 any of its Arm's Length Bodies on behalf of Shared Services Connected Ltd (including parent companies, subsidiaries, partners, clients and members); nor should he make use, directly or indirectly, of his contacts in the government and/or Crown service contacts to influence policy, secure business/funding or otherwise unfairly advantage Shared Services Connected Ltd (including parent companies, subsidiaries, partners, clients and members); and
 - for two years from his last day in Crown service, he should not provide advice to Shared Services Connected Ltd (including parent companies, subsidiaries, partners, clients and members) on the terms of a bid with, or contract relating directly to the work of the UK government or any of its Arm's Length Bodies.
14. 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.
15. 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."
16. Mr Driver 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.
17. Please also inform us if Mr Driver 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.
18. 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,

Annex - Material information

The role

1. Mr Driver stated SSCL is a joint venture company owned by Sopra Steria UK (75%) and the Cabinet Office (25%). It was formed in 2013 following a competitive tender. SSCL provides a broad range of back-office business process services covering Finance, HR, Payroll, Pension, Resourcing and Procurement administration. Its clients include the main central government delivery departments, the MOD, the Metropolitan Police and Arm's Length Bodies such as the Construction Industry Training Board. Its website states they are '*...a leading provider of business-critical support services to Government and the UK public sector*'.
2. Mr Driver seeks to join as a paid, part time Independent Chair of the Board and Non-Executive Director. He said the purpose of the role as Independent Chair of the Board is to:
 - Chair all Board meetings.
 - constructively challenge and help develop proposals on strategy.
 - scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance.
 - satisfy himself on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.
 - determine appropriate levels of remuneration of executive directors and have a prime role in appointing and, where necessary, removing executive directors, and in succession planning.
 - coach and support the personal development of the SSCL CEO.
 - facilitate a continuing positive working relationship between the two shareholders and their commitment to a joint business strategy.
 - represent the company at external events and in the media.
 - devote time to developing and refreshing his knowledge and skills.
 - uphold high standards of integrity and probity and support the CEO of Sopra Steria UK and the other directors in instilling the appropriate culture, values and behaviours in the boardroom and beyond.
 - insist on receiving high-quality information sufficiently in advance of board meetings.
 - consider the views of all shareholders and other stakeholders where appropriate.
3. Mr Driver also said he will exercise relevant powers under, and abide by, the Company's Articles of Association. He said he will exercise powers as a director in accordance with SSCL's policies and procedures and internal control framework.

4. Mr Driver informed the Committee SSCL will be involved in procurements for new work, but he will not be involved in any lobbying in respect of those bid processes.
5. Mr Driver said given the nature of the business (a joint venture with the Cabinet Office), there will be some contact with government departments – for example regular discussion with the Commercial Models team in the Cabinet Office which is responsible for the governance of the Cabinet Office’s 25% stake– but said his involvement will not involve any lobbying.

Dealings in office

6. Mr Driver stated he was asked to become a government Non-Executive on the SSCL Board in October 2016 until 30 September 2021 when he left the Civil Service.
7. Mr Driver told the Committee he did not have any specific information about SSCL or its competitors while in post.
8. The Committee noted from previous correspondence with Mr Driver that whilst he was at DWP (5.5 years ago, as the CFO until 31 March 2016) he was responsible for contracting with SSCL: for the provision of shared services (in around 2014) as the majority of government departments were required to do so by Cabinet Office. Mr Driver said the DWP Resource Management System (RM) in effect became SSCL’s single operating platform; but said that system is an off-the-shelf Oracle financial system. He said there is no business advantage in knowing how such a system works.

Department Assessment

9. The department confirmed the information provided by Mr Driver and stated it had a contractual relationship with SSCL.
10. The Cabinet Office has confirmed the Permanent Secretary is supportive of this appointment. Further it stated *‘Lord Agnew is strongly supportive of Mike Driver taking up the position of Independent Chair. Mike has a track-record of being an incredibly valuable and knowledgeable Board member and Lord Agnew is therefore keen for his expertise to be retained on the Board. Lord Agnew does not perceive there as being a specific conflict of interest preventing this appointment, although awaits ACOBA’s decision’*.
11. The Ministry of Justice confirmed he has had no access to information that could provide an unfair advantage and confirmed it had no concerns with this appointment.

