



Office for
**Environmental
Protection**

Governance Framework

Interim Office for Environmental Protection

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Governance Framework

Introduction

1. The Secretary of State has established a shadow body (the “Interim OEP”) with effect from 1st July 2021, under [Terms of Reference appended at Annex A](#) of this Governance Framework. The Interim OEP is to be overseen by a board.
2. The Terms of Reference of the Interim OEP provide that the Interim OEP should have regard to the Office for Environmental Protection’s intended powers and duties as set out in the Environment Bill when exercising its interim functions.
3. This Governance Framework for the Interim OEP reflects, in so far as is practicable, the governance arrangements envisaged in the Environment Bill for the Office for Environmental Protection.
4. In this Governance Framework, references to:
 - a. “The OEP” shall mean the Office for Environmental Protection
 - b. “The Board” shall mean the board of the Interim OEP as described in the Terms of Reference at Annex A.
 - c. “The Chair” shall mean the Chair-Designate of the Office for Environmental Protection appointed by the Secretary of State.
 - d. “The CEO” shall mean the Interim CEO-Designate of the Office for Environmental Protection appointed by the Secretary of State.
 - e. Member shall mean:
 - i. any non-executive Board member of the Office for Environmental Protection appointed by the Northern Ireland department
 - ii. a non-executive Board member of the Office for Environmental Protection appointed by the Secretary of State
 - iii. any executive Board member of the Office for Environmental Protection appointed by the Chair.

Corporate Governance

5. The Board as a whole has a responsibility to ensure that the Interim OEP complies with its responsibilities under the [Terms of Reference at Annex A](#), all relevant legislation and government accounting rules in relation to its use of public funds.
6. The Board [is entrusted with public funds and therefore]¹ has a particular duty to observe the highest standards of corporate governance. This includes ensuring and demonstrating integrity and objectivity in the transaction of its business and, wherever possible, following a policy of openness and transparency in the dissemination of its decisions.

¹ The Permanent Secretary of Defra is responsible as Accounting Officer for the financial management and control of resources used by the Interim OEP. The CEO has been delegated financial management and control of resources used in connection with the Interim OEP's exercise of its interim functions as set out in its Terms of Reference

Collective Responsibility of the Board

7. The Board will act on a collective basis. As the body charged with governing the Interim OEP's strategic direction, the Board will abide by the following principles:
 - a. The Board will operate on the principles of collective responsibility, support and respect.
 - b. Members will be provided with all information necessary to ensure vigorous debate and effective decision making. Members may request any additional information they deem necessary to ensure that the decision-making process is sufficiently well informed and robust.
 - c. Members should speak with one voice in public on Interim OEP matters. Members should not make press statements in respect of Interim OEP's affairs without the permission of the Chair (or in the absence of the Chair, the CEO). Briefing and assistance for Members making public statements will be provided. Nominated Members (other than those who disagreed with a decision) may be asked to present and articulate specific decisions of the Board to an appropriate audience.
 - d. Decisions of the Board will normally be reached by consensus and only in exceptional circumstances should a formal vote be necessary. All decisions of the Board will be recorded. Minority views will not normally be made public although, if a vote is necessary, the outcome of that vote will be recorded in the Board minutes, as set out in the [Rules of Procedure at Annex B](#).
 - e. If a Member resigns as a result of a disagreement with a decision, they may state the basis for the disagreement but may not publicly disclose the views of other Members.

The Board

8. Membership of the Board mirrors the provisions of the Environment Bill for membership of the Board of the OEP.
9. The Board will consist of:
 - a. the Chair
 - b. [a Northern Ireland member]²
 - c. at least two, but not more than five, other non-executive directors.
 - d. the CEO
 - e. [at least one, but not more than three, other executive members]³
10. The Chair and non-executive members will hold and vacate office in accordance with the terms of their appointment. Membership will cease upon becoming an employee of the OEP, or an employee in the civil service of the state.
11. The Chair and ordinary members may resign from office at any time giving written notice to the Secretary of State[, or the Northern Ireland department (in the case of the Northern Ireland member)]².

² Should the provisions of the Environment Bill relating to Northern Ireland be adopted.

³ When recruited to the Interim OEP and appointed by the Chair

12. The Secretary of State may remove the Chair or an ordinary member [other than the Northern Ireland member]⁴ from office on either of the following grounds:
 - a. failure to discharge the member's functions without reasonable excuse
 - b. inability or unfitness to carry out the member's functions
13. [The Northern Ireland department may remove the Northern Ireland member from office on the same grounds, after consulting with the Secretary of State.]⁴
14. There is an expectation that Members will serve on Committees at the invitation of the Chair.

The Chair

15. The Chair has a specific responsibility for providing effective strategic leadership of the organisation with a particular responsibility for:
 - a. ensuring that the Board reaches effective decisions, taking proper account of any relevant information or evidence
 - b. leading the Board in developing a strategy for discharging its statutory duties
 - c. ensuring affairs are conducted with probity, and with effective governance
 - d. leading the Board in its relationship with the executive, and in particular the CEO
 - e. promoting the efficient and effective use of staff and other resources
 - f. being an effective representative of Interim OEP and its Board both internally and externally
 - g. acting as a point of contact between Interim OEP, ministers and Parliament
 - h. ensuring that Members are aware of their duties, rights and responsibilities and that a code of practice for Members is in place
 - i. providing for the induction, training, objectives and assessment of individual Members and succession planning for the Board as a whole
 - j. working continuously to improve the performance of the Board.
16. Close and regular liaison on a range of matters between the Chair and the CEO and other senior staff of the organisation is essential. An effective working relationship between the Chair and the CEO is of key importance to the well-being of the organisation and to the efficient progress of business. It is through this relationship that the balance will be maintained between the need for the CEO to exercise their responsibility to manage the organisation and the need to ensure the Chair is aware of, and supportive of, the line taken on significant or potentially contentious issues. The Chair and the CEO shall meet and consult regularly.

The Chief Executive's Role in Support of the Accounting Officer

17. The Permanent Secretary of the Department for Environment, Food and Rural Affairs is Accounting Officer for the financial management and control of resources used by the Interim OEP.

⁴ Should the provisions of the Environment Bill relating to Northern Ireland be adopted.

18. The CEO has been given delegating authority for the financial management and control of resources used in connection with the Interim OEP. The CEO must exercise her role in line with her scheme of delegation letter.
19. The Board will not be able to make financial commitments on behalf of the Department for Environment, Food and Rural Affairs. The CEO will be able to do so as a member of staff and delegated budget holder. Following Royal Assent of the Bill and commencement of the OEP as a legal entity, the OEP Board will have authority to make financial commitments on behalf of the OEP.
20. [The CEO is to be designated as Accounting Officer. Although the Accounting Officer is a member of the Board, he or she also has a direct and personal fiduciary duty to Parliament to ensure that resources are managed and used in line with Parliament's expectations and with the four Accounting Officer standards of regularity, propriety, value for money and feasibility as set out in [Managing Public Money](#). It follows too that he or she is directly and personally accountable to Parliament for the use of Interim OEP's resources.
21. Where the Board proposes to take forward initiatives or plans which, in the Accounting Officer's view, conflict with these standards, he or she should vote against any such proposal; it is not sufficient to abstain.
22. In circumstances where, after further consideration, the Chair or Board is minded to pursue a course inconsistent or in conflict with the standards described, then the Accounting Officer should make his or her reservations clear in writing.
23. If the Board is still minded to proceed, the Accounting Officer should then:
 - a. seek a written direction from the Board to carry out the proposal
 - b. proceed to implement without delay
 - c. notify the Department for the Environment, Food and Rural Affairs that HM Treasury will be notified
 - d. copy the relevant papers to the Comptroller and Auditor General (C&AG) and the Treasury Office of Accounts promptly. The C&AG will normally draw the matter to the attention of the Public Accounts Committee, who will attach no blame to the Accounting Officer
 - e. arrange for the existence of the direction to be published, no later than in the next report and accounts, unless, for sound public interest or commercial reasons, the matter should be kept confidential.]⁵

Role of the General Counsel

24. The General Counsel is the OEP's senior legal adviser and gives legal advice to the Interim Board and Committees.
25. The General Counsel is entitled to direct access to the Board and Committees and may at his or her discretion give legal advice during or outside meetings.
26. Until such time as the General Counsel is appointed, the Head of Legal, or such other officer as the CEO (in consultation with the Chair) shall specify will fulfil the role

⁵ These provisions apply at the point that the CEO is designated Accounting Officer.

envisaged for the General Counsel in this Governance Framework including its annexes.

Head of Finance and Corporate Services

27. The Head of Finance and Corporate Services is the senior officer of the OEP responsible for finance. He or she gives advice to the Board and Committees on finance and related matters.
28. The Head of Finance and Corporate Services is entitled to direct access to the Board and Committees and may at his or her discretion give relevant advice during or outside meetings.
29. Until such time as the Head of Finance and Corporate Services is appointed and while Interim OEP remains a division of the Department of the Environment, Food and Rural Affairs, the Department's staff are providing financial management support to the Interim OEP.

Head of Business Strategy and Planning

30. The Head of Business Strategy and Planning is the senior officer of the OEP responsible for governance. He or she may offer advice during a meeting when questions of procedure are under discussion and shall intervene where he or she judges that the Board or the Chair may be at risk of breaching its own procedures for the conduct of business. The Chair, Members and members of any Committee will have access to the Head of Business Strategy and Planning for advice and assistance.
31. Until such time as the Head of Business Strategy and Planning is appointed, the Chief of Staff, or such other officer as the CEO (in consultation with the Chair) shall specify will fulfil the role envisaged for the Head of Business Strategy and Planning in this Governance Framework including its annexes.

Support Officer, Board Secretariat, Business Strategy and Planning

32. The Support Officer, Board Secretariat, Business Strategy and Planning shall act as secretariat to the Board to:
 - a. ensure the smooth running of the activities of the Board and its Committees
 - b. facilitate good information flows between the Board and members of staff
 - c. ensure records of the decisions of the Board and its Committees are retained
 - d. facilitate the [Rules of Procedure at Annex B](#)
33. The Support Officer, Board Secretariat, Business Strategy and Planning shall maintain a Register of Interests and a Register of Gifts and Hospitality for Members. The Registers, extracts of which will be published on the OEP website, list declarations by Members of:
 - a. financial interests
 - b. personal interests
 - c. gifts and/or hospitality offered by or received from outside bodies and arising from the Member's position on the Board
34. Until such time as the Support Officer, Board Secretariat, Business Strategy and Planning is appointed, the CEO shall procure that an employee of the Interim OEP shall fulfil the role envisaged for the Support Officer, Board Secretariat, Business Strategy and Planning in this Governance Framework including its annexes.

Committees

35. The Board may establish Committees permanently or on a time-limited basis, for example to undertake a specific review. Only the Board may wind up a Committee it has established.
36. Any Committee established will report back regularly on its work to the Board.
37. Membership of Committees must include at least one Member or an employee of the Interim OEP. The membership of a Committee of the Board may include persons who are not Members or employees of the Interim OEP.
38. The Committee with responsibility for Audit shall include at least one member with financial, accounting or auditing experience.
39. A member of a Committee who is neither a Member nor an employee of the Interim OEP shall not be entitled to vote in any meeting of that Committee.
40. Appointments to Committees will not normally be for a period longer than three years or, in the case of Members, and if earlier, until the Member's appointment expires. Appointments are renewable where appropriate.
41. The Board may make arrangements for the payment of such remuneration and allowances as it thinks fit to any person who is a member of a Committee but is not a Member or an employee of the Interim OEP.
42. Terms of reference for Committees will be proposed by the Chair and agreed by the Board.
43. Membership of Committees, including the identification of a Chair, will be decided by the Chair.
44. If the Chair is not a member of a Committee he or she has the right of attendance at any meeting of that Committee in an observatory capacity. The Chair will not be entitled to vote on any matter before that Committee unless they are a member.
45. Chairs of Committees may meet as a group to discuss matters of mutual interest. If such a meeting is required a request should be made to the Support Officer, Board Secretariat, Business Strategy and Planning who will arrange. The Chair will be invited to any such meeting.
46. The Board must at least once in any five-year period review its Committee structure and the scope of each Committee's activities.

Joint Committees

47. The Board and any other person may establish a committee jointly; any such committee will be known as a Joint Committee.
48. Any Joint Committee established will follow the provisions of Committees in this Governance Framework unless the Board agrees otherwise.

Management of the Board's work programme

49. Effective corporate governance requires that Members abide by certain principles when making their own contributions to Board business, including:
 - a. working co-operatively with fellow Members in Interim OEP's best interests
 - b. reaching a view on issues based upon proper and impartial consideration of the facts presented and not upon predetermined or partisan views
 - c. supporting corporate decisions whatever one's personal view on the matter under discussion

- d. respecting any decision of the Board that an item of business should remain confidential
 - e. declaring any potential conflict of interest arising from discussions of business or from other aspects of membership.
50. Planning and management of the Board's business are matters for the Chair, working closely with the CEO. The Head of Business Strategy and Planning shall maintain a forward schedule of business of the Board and Committees which shall be regularly made available to the Board.
51. All Members will contribute to the effectiveness with which the Board carries out its business by:
- a. playing a full and active role in Board meetings
 - b. regular attendance at formal and informal meetings of the Board
 - c. being adequately prepared for meetings
 - d. respecting the Chair's authority in respect of the management of meetings.
52. The Board must work within the delegated framework and the agreed rules which it has set. It is the responsibility of the Chair of each forum to ensure that these procedural rules are adhered to.

Delegations

53. The Board may delegate any of its functions, other than [any Reserved Function \(Annex C\)](#), to a Committee, Joint Committee or to the Chair, the CEO or an employee of the Interim OEP.
54. Delegations to employees may be to named employees or to identified grades, roles or other classes of employee. Any such delegations will be recorded as a formal resolution of the Board. The Support Officer, Board Secretariat, Business Strategy and Planning shall maintain a register of delegations under this paragraph, and may make that register, or sections of it, available for consultation by employees of the Interim OEP.
55. The Board may vary, revoke or add to existing delegations.
56. The Board may instruct staff, or a Committee, as to how to exercise a delegated authority. Any delegation made by the Board may be limited or made subject to any conditions, for example, for a limited time or for a particular matter.
57. The Board delegates to each Committee the discharge of those functions that fall within their respective terms of reference other than [any matter reserved to the Board \(Annex C\)](#).
58. Regardless of any delegation the Board remains ultimately accountable for and must take corporate responsibility for action taken. The Board may discharge a function itself even though it has delegated the discharge of that function.
59. A Board paper may ask for a decision, or an aspect of a decision, to be delegated to the CEO, either alone or jointly with the Chair. When the decision required is strategic, long term or complex in nature it will usually be delegated to the CEO in consultation with the Chair. Decisions of an operational nature will usually be delegated to the CEO.
60. When the CEO is absent from the office for a period of time they will, in consultation with the Chair, delegate their functions to another member of the senior leadership team of the Interim OEP. This delegation will be recorded. In the absence of the CEO any action delegated to them may be carried out by the person acting in that role.
61. The Board delegates to the CEO the discharge of all statutory functions other than:
- a. [any matter reserved to the Board \(Annex C\)](#)

- b. any matter delegated to a Committee or Joint Committee of the Board or to designated member or members of OEP staff.
62. The CEO, in consultation with the Chair, may delegate the discharge of some of the functions of OEP to one or more members of staff. The CEO will keep a list of such delegations.
63. [Without prejudice to Annex C, the Board authorises the Chief Executive to sign contracts or other documents on behalf of OEP and to delegate this authority to one or more employee of the OEP.]⁶

Code of Conduct

64. Board Members will comply with the [Code of Conduct for Members of the Board as set out at Annex D](#).

Reviewing the Board's performance

65. The Board will review its own performance and that of its Committees regularly. A summary of the findings will be included in the Annual Report and Accounts.
66. The Chair will review the performance of all Members regularly. The Chair's performance will be reviewed annually by an appropriate process, including feedback from ordinary members.

Review of the Governance Framework

67. This Governance Framework will be reviewed within six months of operation and thereafter as and when required by the Board, but at least once every twelve months.

Annexes

1. Annex A: Terms of Reference for an Interim Office for Environmental Protection
2. Annex B: Rules of Procedure for Meetings of the Board
3. Annex C: Matters Reserved to the Board
4. Annex D: Code of Conduct for the Board
5. Annex E: Terms of Reference for the 25-year Environment Plan Report Steering Group

⁶ Interim OEP will not sign contracts as an entity

Annex A – Terms of Reference for an Interim Office for Environmental Protection

Terms of Reference for an Interim Office for Environmental Protection

(the "Interim OEP")

Dated 24th June 2021

1. Background

- 1.1 The Environment Bill provides for a new Office for Environmental Protection ("**the OEP**") to undertake certain environmental governance functions.
- 1.2 In advance of the Environment Bill receiving Royal Assent, the Secretary of State wishes to put in place interim arrangements as described in these Terms of Reference. The Secretary of State also recognises that the Department of Agriculture, Environment and Rural Affairs (DAERA) wishes to support these interim arrangements so that they can facilitate the OEP's remit extending to Northern Ireland should the Northern Ireland Assembly approve such an extension.
- 1.3 Consequently, the objectives in putting in place these interim arrangements are to:
 - (a) allow for the delivery of certain environmental governance functions during the interim period which are independent of the Department for Environment, Food and Rural Affairs (Defra) and DAERA, as far as practical
 - (b) allow those appointed in a designate capacity to serve on the OEP Board to contribute to decisions which will have a bearing on the future running of the OEP - for example its role, responsibilities and management
 - (c) facilitate the seamless transfer, in due course, of staff, assets and functions from the interim arrangements to the OEP.
- 1.4 The interim arrangements are intended to operate until the OEP is established as a body corporate. The OEP is expected to begin exercising its functions by 1 December 2021. In the event of any further delay to the Environment Bill, these Terms of Reference will be reviewed accordingly.

2. Establishing the Interim OEP

- 2.1 A shadow body ("**Interim OEP**") is established with effect from 1 July 2021.
- 2.2 The Interim OEP will be overseen by a board ("**the Board**") comprising those individuals the Secretary of State may from time to time appoint as the OEP Chair-designate ("**the Chair**") and other non-executive directors-designate ("**the NEDs**"). Should DAERA designate a Northern Ireland non-executive director, they may also be treated as a NED and member of the Board. In that case, and in accordance with section 7 below, consideration would be given at the relevant time as to whether DAERA should have a more formal role in these interim arrangements alongside Defra.
- 2.3 As further detailed in paragraph 2.5, the Board shall also include an Interim CEO-designate ("**the CEO**") plus any individuals (to a maximum of three) in the Interim

OEP Staff who are appointed by the Chair (in consultation with the CEO) as executive directors.

- 2.4 The Chair (Dame Glenys Stacey) will chair the Board. The Board shall determine its own internal rules of procedure.
- 2.5 Defra will make available to the Interim OEP the services of Natalie Prosser as the CEO and, under her line-management, an initial staff in Defra plus additional staff from loans, secondments and contractors as needed and within the budget (the "**Interim OEP Staff**"). The CEO and the Interim OEP Staff will assist the Board to deliver the functions set out in section 6 below (the "**Interim Functions**"). The Interim OEP Staff will comprise those individuals who, as at the date of these Terms of Reference, work under the CEO's line management and direction. As and when Defra recruits further staff to perform the Interim Functions, they will also form part of the Interim OEP Staff.
- 2.6 Defra may also provide to the Interim OEP certain administrative services (for example in respect of finance, HR or programme management) from within Defra where this is agreed as the most efficient and appropriate way of delivering such services in lieu of expansion of the Interim OEP Staff.
- 2.7 Whilst undertaking work for the Interim OEP, the CEO and Interim OEP Staff will remain Defra civil servants or employees of their respective parent organisations who are seconded, contracted or loaned into Defra (as appropriate). Notwithstanding this, in relation to the substantive delivery of their responsibilities they will work under the leadership, and to the direction, of the Board (either directly or via the CEO, as appropriate).
- 2.8 It is recognised that DAERA staff may assist with the performance of the Interim Functions as they relate to complaints concerning Northern Ireland (paragraphs 5.4(c) to 5.4(e) below). The Interim OEP Staff should work with DAERA to facilitate this.

3 Governance arrangements

- 3.1 The Chair and the Defra Director General for Environment, Rural and Marine, David Hill, will maintain regular dialogue on matters relating to the Interim Functions. Communications between the Board and the Director General should normally be through the Chair.
- 3.2 The Board will oversee delivery of the Interim Functions by the CEO and Interim OEP Staff.
- 3.3 The Defra Director for Natural Environment, Trees and Landscapes (NETL), Edward Barker (the "**NETL Director**"), will be the Senior Responsible Officer (SRO) for those matters concerning the OEP that rest with Defra until establishment of the OEP.
- 3.4 In advance of each NETL Monthly Portfolio Performance Meeting, the CEO will provide to the NETL Director management information on progress in delivering project outcomes and benefits to time, cost and quality, including identifying and monitoring risks, dependencies and opportunities, in the format and to the timing requested by his Portfolio Office.
- 3.5 The OEP establishment project falls under the Defra Major Projects Portfolio (DMPP) and as such will, via the NETL Director, also report into Defra's Executive Committee on a monthly basis. The CEO will provide such reporting information, in addition to

that set out in paragraph 3.4, as may be necessary for the NETL Director to fulfil his SRO functions and report into the DMPP on the project.

- 3.6 The NETL Director will provide functional line management for the CEO in respect of her role in establishing the OEP (as set out in paragraph 5.1(a)) and will discuss and agree with the Chair on setting and reviewing the CEO's objectives in relation to this aspect of her role. He will also monitor her performance in respect of the exercise of her delegated authority on financial matters. On day to day activity and on matters relating to the OEP's governance work (as set out in paragraph 5.1(b) of this document), the CEO will report to, and work to the steer of, the Chair. The Chair will be responsible for monitoring the CEO's performance against her objectives and providing assessments to the NETL Director.
- 3.7 The CEO will chair a Senior Leadership Team within the Interim OEP to support her oversight of the work carried out by the Interim OEP Staff and her delegated authority.
- 3.8 The Chair and CEO will also meet regularly (approximately every two months) with the Secretary of State and the Parliamentary Under Secretary of State (Rebecca Pow MP) for the purposes set out below (see paragraph 6.1). It is recognised that the Chair and CEO may also meet with the DAERA minister so that the Interim OEP can take account of the position in Northern Ireland as it fulfils the Interim Functions.
- 3.9 Recognising paragraph 6.1 below, the governance arrangements between Defra and the Interim OEP shall not encompass Defra overseeing the substance of tasks undertaken independently by the Interim OEP, for example the content or publication of documents such as its draft strategy, advice to ministers or its report on progress with the 25 Year Environment Plan for England.
- 3.10 Defra and the Interim OEP jointly commit that as far as practicable there should be a 'no surprises' approach in their dealings with each other. Subject to any necessary constraints based on confidentiality or legal privilege, they shall endeavour to keep each other informed at the first opportunity of matters arising which are of mutual interest.

4 Financial arrangements

- 4.1 Defra will provide funding for the Interim OEP to the extent of £8,000,000 for the period of 1 April 2021 to 31 March 2022. Spending from this allocation before Royal Assent of the Environment Bill must be in accordance with the terms of the Contingencies Fund Advance set out in the Written Ministerial Statement of 12 May 2021. Defra will also provide the Interim OEP with financial and budget management support until the OEP is established.
- 4.2 The Permanent Secretary will remain responsible as Accounting Officer for the financial management and control of resources used by the Interim OEP.
- 4.3 The NETL Director will issue a delegation letter and associated budget allocation to the CEO, delegating authority for the financial management and control of resources used in connection with the Interim OEP's exercise of the Interim Functions. The CEO must exercise her role in line with her scheme of delegation letter.

4.4 The Board will not be able to make financial commitments on behalf of Defra. The CEO will be able to do so as a Defra member of staff and delegated budget holder. Following Royal Assent of the Bill and commencement of the OEP as a legal entity, the OEP Board will have authority to make binding decisions for the OEP.

5. Interim OEP remit

5.1 The Interim OEP's purpose (the "**Purpose**") is to:

- (a) undertake all necessary preparations for the OEP to be operationally ready to meet its objectives and fulfil its functions by the time the Environment Bill provisions relevant to the OEP are commenced; and
- (b) deliver certain independent environmental governance functions during the interim period.

5.2 In pursuit of this Purpose, the Interim OEP should undertake the Interim Functions, as set out in paragraphs 5.3 to 5.6 below.

5.3 The Interim OEP should take such steps as appear to it to be expedient in preparation for establishing the OEP as a body corporate and preparing for the OEP to undertake its functions.

5.4 In particular, and subject to paragraph 5.7 below, steps the Interim OEP may take include:

Corporate functions

- (a) developing (including, as appropriate, undertaking preliminary pre-consultation engagement on) drafts of the OEP's strategy, enforcement policy, complaints procedure, delegation policy and any other policies, procedures or documents that the OEP may require, including its draft corporate and business plan
- (b) preparing for the OEP to deliver its corporate functions, including in relation to contracts, memoranda of understanding, estates, human resources, information and communications technology, communications, media and stakeholder engagement, and corporate governance

Complaints functions

- (c) receiving complaints about public authorities' alleged failures to comply with environmental law, undertaking initial assessments of those complaints and taking such steps as the Interim OEP considers appropriate to gather information in connection with them, for example through dialogue with complainants, public authorities and third parties
- (d) publishing summary information on the number and type of complaints received
- (e) drawing to the Secretary of State's or DAERA's attention (as appropriate) any complaints or other information the Interim OEP receives which it believes require the Secretary of State's or DAERA's urgent consideration, for example because they raise serious concerns of a possible failure to comply with environmental law that risks imminent or irreversible harm to the environment or human health

Scrutiny and advice functions

- (f) publishing a report in response to the UK government's 25 Year Environment Plan annual report for 2020-21, following as far as practicable on a non-

statutory basis the provisions for statutory reports set out in clause 27 of the Environment Bill

- (g) providing ministers with written advice on matters within the Interim OEP's expertise
- (h) where considered appropriate to do so, responding to consultations relevant to the Interim OEP's expertise or the OEP's proposed remit and functions

Ancillary functions

- (i) taking such further steps considered appropriate for the purposes of, or in connection with, (a) to (h) above.

5.5 In undertaking the Interim Functions, the Interim OEP should have regard to the possibility that, subject to Assembly approval, the OEP's statutory functions may extend to include Northern Ireland.

5.6 As a specific aspect of activity under paragraph 5.4(b) above, within any specified constraints around budget availability, staff structure and size, the Interim OEP may recruit staff into Defra with the intention in principle of those individuals later becoming substantive employees of the OEP following its establishment. Defra will pursue a staff transfer scheme to facilitate this. Defra will also work to support the effective transfer of assets to the OEP.

5.7 The Interim Functions exclude:

- (a) taking any steps which, once the OEP is vested with its statutory functions, it would be beyond the OEP's powers or contrary to its duties to take
- (b) making final decisions on the adoption of any reports, strategies, policies, procedures or other documents, which the OEP must, by law, adopt for itself
- (c) making final decisions as to whether any suspected failures to comply with environmental law should be formally investigated pursuant to the OEP's intended functions under clause 32 or Schedule 3, paragraph 7 of the Environment Bill
- (d) taking enforcement action against public authorities suspected of failing to comply with environmental law.

5.8 In considering whether certain steps would or would not be within the Interim Functions, and in undertaking those Interim Functions, the Interim OEP should have particular regard to the OEP's intended powers and duties set out in the Environment Bill.

6. Role of Defra

6.1 Defra will maintain a degree of oversight over the Interim OEP's activities consistent with the fact that Interim OEP actions are treated in law as those of the Secretary of State. This will be facilitated by the governance arrangements, including ministerial meetings, set out in section 3 above. However, in its dealings with the Interim OEP, Defra will have particular regard to the Secretary of State's intended powers and duties set out in the Environment Bill, including the requirement to have regard to the need to protect the OEP's independence.

6.2 Defra wishes to see the seamless transfer of the Interim Functions to the OEP. To that end, Defra:

- (a) recognises and respects, within the legal constraints which apply and as set out in these Terms of Reference, that the Interim OEP shall have a particularly high degree of operational independence from the rest of Defra;
- (b) shall act at all times in good faith towards the Interim OEP; and
- (c) shall recruit further individuals to the Interim OEP Staff to the timescales, grades and job specifications determined from time to time by the Interim OEP.

7 Duration and review

- 7.1 It is anticipated that the arrangements described in these Terms of Reference will remain in place until the coming into force of the Environment Bill provisions establishing the OEP. If, for whatever reason, these provisions are not enacted or not brought into force, or are further delayed, then consideration would be given at the relevant time as to whether the arrangements should be extended or other arrangements should continue in their place and, if so, what form they should take.
- 7.2 The signatories will keep under review the operation of the Interim OEP in accordance with these Terms of Reference. This will be facilitated through their regular meetings referred to in section 3 above. The signatories will also keep under review with DAERA whether these Terms of Reference should be amended at any point to include DAERA having a more formal role in respect of the Interim OEP.
- 7.3 Any amendments shall be agreed by the signatories in writing.
- 7.4 In the case that the operation of the Interim OEP cannot be maintained in accordance with these Terms of Reference, and an appropriate amendment to these Terms of Reference cannot be agreed by the signatories, or in the case that there is disagreement among the signatories as to whether the operation of the Interim OEP is in accordance with these Terms of Reference, the Defra Permanent Secretary, or her nominated representative, shall act as final arbiter.

Signed by



David Hill
Director General Environment, Rural and Marine (for and on behalf of the Secretary of State)



Dame Glenys Stacey
Chair-designate (for and on behalf of the Board)

Annex B – Rules of Procedure

Introduction

1. These Rules of Procedure for the Board reflect the provisions of the Environment Bill where it stipulates rules of procedure for the board of the Office for Environmental Protection.
2. Where they can be appropriately applied, these Rules of Procedure apply to all meetings of the Board and Committees.
3. These Rules of Procedure will not apply where the specific rules of procedure for the Committee already make provision for the activity to be undertaken or procedure to be followed at meetings of that Committee.

Frequency of meetings

4. The Board shall meet at regular intervals planned well in advance, and at least four times in any full financial year. The period between any two consecutive meetings of the Board shall be no greater than three months. These shall be the ordinary meetings of the Board.
5. An emergency meeting of the Board may be called by the Chair or the CEO where in their opinion an urgent matter has arisen. The Chair shall also call an emergency meeting following receipt of a written request from at least two Members setting out the reason why a special meeting is required.

Place of business

6. Meetings may be held in person or by video or telephone conference. Meetings will normally alternate between meetings in person and by video conference. Meetings in person will normally be held in or around Worcester.
7. Meetings by video or telephone conference will be conducted through a video or telephone conferencing medium that allows all persons participating in the meeting to do so effectively.
8. Meetings will normally be held such that all Members either participate in person or by video or telephone conference. Members who are unable to attend a meeting in person shall be able to attend by video or telephone conference.

Notice of meetings

9. The Support Officer, Board Secretariat, Business Strategy and Planning shall propose for the Board's approval, a schedule of meetings of the Board and any Committees established. Such a schedule shall be proposed for each new financial year before the end of the prior year.
10. Board meetings will be called well in advance and, in any event, with a minimum of five clear working days' notice. In the case of urgent business to be considered in an emergency meeting, Board meetings may exceptionally be called with fewer than five clear working days' notice.
11. Notice of the time and place of a meeting of the Board shall be given to Members in writing by email to the e-mail address the Member has notified for this purpose. Failure to receive notice of a Board meeting will not invalidate that meeting or any business transacted at it.

Business, agendas and papers

12. The Chair is responsible for drawing up the agenda of meetings in consultation with the Board and the CEO.
13. The agenda and papers for Board meetings will normally be circulated at least five clear working days in advance of the meeting, and by email to the email account provided by the Interim OEP to each Member, or by such other secure means as the Interim OEP shall specify.
14. The papers for each meeting shall comprise:
 - a. an agenda which shall indicate the matters to be discussed at the meeting
 - b. a copy of the draft minutes of the last meeting
 - c. such other supporting documents and information relevant to the matters to be discussed as the CEO may think appropriate
15. Non-receipt of papers by individual Members does not invalidate a Board meeting or any business transacted at that meeting.
16. Where a meeting of the Board is called at short notice, papers shall be circulated at the earliest practical opportunity. With the permission of the Chair, papers may exceptionally be tabled at a Board meeting or circulated after the agenda.
17. No business other than that specified in the notice of the meeting shall be transacted at the meeting unless the business is of an urgent nature and the Members present decide that the business shall be transacted.

Other attendees at meetings

18. Members of the senior leadership team of the Interim OEP will normally attend meetings of the Board to support its consideration of business.
19. The General Counsel, Head of Finance and Corporate Services and Head of Business Strategy and Planning shall attend meetings of the Board to provide legal, financial and governance advice respectively to the Board. The General Counsel, Head of Finance and Corporate Services and Head of Business Strategy and Planning may at their discretion give relevant advice during any meeting.
20. Other members of staff may be requested to attend meetings of the Board to support the consideration of specific items of business. Such attendees shall be agreed by the Chair.
21. The Board may invite other individuals to attend meetings for a specific item or meeting.
22. Any individual attending a meeting in any one of these capacities will not be entitled to vote and may be asked to withdraw from the meeting at any point.

Quorum

23. A meeting of the Board shall be quorate if:
 - a. Three Members are present
 - b. A majority of the Members present are non-executive Members. The Chair is a non-executive Member of the Board.
24. Members attending by video or telephone conference shall be deemed to be present. The names of all Members present shall be recorded in the minutes.
25. If a Member cannot participate in a discussion or decision on any matter because of a conflict of interest, their attendance will not count in the calculation of quoracy for that item.

26. If a Member cannot participate effectively in a discussion or decision because of a failure of a video or telephone conferencing medium, he or she should make every effort to notify the Chair and the Support Officer, Board Secretariat, Business Strategy and Planning. The Chair shall decide whether to:
 - a. adjourn the meeting to re-establish effective participation, and for how long
 - b. mark the Member as not present.
27. If a quorum is not available for the discussion of any matter, that matter may not be subject to a decision. This will be recorded in the minutes.
28. Written comments on agenda items submitted by a Member who is absent may be circulated to those Members that are present and read out at an appropriate point in the meeting. This provision does not apply to Members who are not permitted to participate following the declaration of a conflict of interest.
29. If a meeting becomes inquorate during a meeting any decisions made will be ratified at the next quorate meeting of the Board, or under the [Deferral of decision](#) provisions of these rules of procedure if the Members present so determine.

Chair

30. If present, the Chair will preside over meetings.
31. In the absence of the Chair, whether this be temporarily on the grounds of a declared conflict of interest or otherwise, the Members present shall appoint one of their number to chair the meeting or item of business.
32. It is the responsibility of the Chair or Member presiding at the meeting to:
 - a. ensuring that the Board reaches effective decisions, taking proper account of any relevant information or evidence
 - b. ensure that adequate views are sought in order to make informed decisions
 - c. determine all matters of order, competency and relevancy
 - d. decide which matters are or are not out of order in terms of the meeting
 - e. determine whether a vote is required and how it is carried out in accordance with the [Voting](#) provisions of these Rules of Procedure
 - f. maintain order in the meeting
 - g. adjourn the meeting, if necessary, for whatever period they believe is appropriate

Conflict of interest

33. All Board Members must comply with the procedure for conflicts of interest set out at [Annex D – Code of Conduct for Members of the Board](#) of the Governance Framework.

Order of business

34. The normal order of business in a meeting shall be:
 - a. where the Chair is not present to select a Member to chair the meeting
 - b. to receive any apologies for absence
 - c. to consider any declarations of interest
 - d. to receive, modify (if necessary) and approve as a true and accurate record the minutes of the previous meeting
 - e. to deal with any matters arising from the minutes of the previous meetings
 - f. to receive a report on any urgent or deferred decisions taken between meetings
 - g. to consider such business as is set out on the agenda for the meeting

- h. to receive reports and recommendations from any Committee of the Board (unless this is specifically relevant to an item of business on the agenda, where it shall be considered alongside such business)
- i. to consider if the open papers may be published
- j. to consider, at the discretion of the Chair, any items of other business
- k. to note any matters presented to the Board for information only

35. The order of business may be varied at the Chair's discretion.

Voting

36. Any decision made satisfying the requirements of these Rules of Procedure shall be deemed to be a decision made by the Board.

37. Decisions of the Board will normally be made by consensus rather than by formal vote.

Failing consensus, decisions will be made by a vote when:

- a. the Chair (or the Member acting in that capacity) feels that there is a body of opinion amongst Members at the meeting that disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged
- b. a Member who is present requests that a vote be taken and this is supported by at least one other Member
- c. the Chair feels that a vote is appropriate

38. If a vote is taken, the number voting for, against and any abstentions amongst the Members present shall be recorded in the minutes. A Member absent at the time of the vote may not vote by proxy. A record of the individual votes of Members shall not be recorded in the minutes unless the Chair agrees otherwise.

39. The Chair will cast their vote at the same time as the Board. Voting shall normally take place by a show of hands or such other means of assent or dissent as the Chair deems appropriate.

40. The decision will be carried by a simple majority of those Members present. In the event of an equality of votes, the Chair shall have a second and casting vote. The Chair's ruling as to the outcome of such a vote shall be final.

Deferral of decision

41. Any Member may propose to defer a decision on an agenda item in order that the Board be provided with additional information to support the taking of that decision, or for any other reason.

42. If this is agreed, the decision to defer the decision, together with the reason for doing so, will be recorded in the minutes of the meeting together with a proposed timescale for returning the matter to the Board for consideration.

43. A deferred decision may be taken through electronic business where this is agreed in the meeting and will be taken in accordance with the [Electronic Business](#) provisions of these rules of procedure.

44. All deferred decisions taken between meetings will be reported on and reflected in the minutes of the meeting subsequent to the decision being taken.

Urgency

45. Matters may arise between scheduled meetings that require urgent Board approval and cannot be postponed until the next planned meeting of the Board.

46. Where decisions (other than decisions in respect of [Reserved Matters at Annex C](#)) that would ordinarily be taken at Board meetings have to be made on an urgent basis they

may be taken by the Chair, in consultation with the CEO. The Chair and CEO shall take all reasonable steps to consult with Members on the decision to be taken.

47. A decision taken under this provision will be reported at the next Board meeting together with an explanation of the reasons for urgency. The decision will be recorded in the minutes of the Board meeting to which it is reported.

48. If the Chair and the CEO consider the urgent decision to be of a significant nature they will arrange for the matter to be decided or discussed via electronic business, or in an emergency meeting.

Electronic Business

49. For a decision to be made by electronic business:

- a. the procedure for taking decisions by electronic business must be followed
- b. a response must be received from at least three Members
- c. a majority of responses received must be from non-executive Members
- d. a majority of responses received must be in favour of the recommendation

50. The procedure for taking decisions by electronic business is:

- a. Papers will be produced clearly setting out the recommendations to the Board, options considered together with any supporting analysis necessary.
- b. The Chair shall agree a timeline for a decision to be taken. This will include sufficient time for the Board to read the papers, seek clarification on the issues raised and to confirm their decision.
- c. The Support Officer, Board Secretariat, Business Strategy and Planning will circulate the papers to the Board electronically, to the email address provided by the Interim OEP for this purpose and setting out the timeline decided.
- d. Questions or points of clarification should be directed to the Support Officer, Board Secretariat, Business Strategy and Planning who will arrange for a response to be drafted and circulated to all members in line with the agreed timeline.
- e. Members should confirm their decision by the deadline indicated in the timeline. Once this deadline has passed the decision shall be confirmed to the Board.

Governance and records

51. Any point of order alleging a breach of these procedure rules shall be heard immediately. The Chair's ruling (or that of the Member acting in that capacity) on the point of order shall be final.

52. The Head of Business Strategy and Planning, or a nominated alternative officer, shall be present at each meeting of the Board and any meetings of any Committee to advise on these rules of procedure.

53. The Support Officer, Board Secretariat, Business Strategy and Planning, or a nominated alternative officer, will attend each meeting of the Board and any meetings of any Committee to record any decisions made. If no officer is present and nominated to record any decisions made, no decision will be deemed to have been taken.

54. The Support Officer, Board Secretariat, Business Strategy and Planning, or the nominated alternative officer, shall be responsible for ensuring that the minutes of the meeting, including a record of any resolution passed, are retained. The Chair or Member acting in this capacity will be asked to agree the minutes before they are presented for approval at the next meeting of the Board or Committee. Once approved the minutes will be signed by the Chair, or the Chair of the Committee.

55. Once approved by the Board the minutes will be published on the Interim OEP website, subject to the redaction of any material whose disclosure would be inappropriate. At the end of each meeting the Board will be asked to confirm that any open papers of the meeting may be published on the Interim OEP website alongside the relevant minutes. The CEO, in consultation with the Chair, shall review the minutes and open papers to identify any necessary redactions prior to publication.

Reserved matters

56. Those matters set out at [Annex C to the Governance Framework](#) are reserved to the Board for decision. This does not preclude other matters being referred to the Board for decision, as determined under the [Business, agendas and papers](#) provisions of these Rules of Procedure.

57. A forward plan of business of the Board shall be maintained, regularly reviewed by the Chair and CEO, and made available to the Board.

58. Where there is in any doubt as to whether a matter is reserved, or should be referred to the Board, this shall be determined by the Chair.

Code of Conduct

59. Board Members will comply with the [Code of Conduct set out at Annex D](#) to the Governance Framework.

Annex C – Matters reserved to the Board

1. The following matters are reserved to the Board for decision.
 - a. [approving the strategy setting out how the OEP intends to exercise its functions as required under section 22(3) of the Environment Bill]
 - b. approving any report on the environmental improvement plan and targets as provided for under section 27 of the Environment Bill
 - c. approving any report concerned with the monitoring of the implementation of environmental law as provided for under section 28 of the Environment Bill
 - d. approving written advice to a Minister of the Crown on:
 - i. any proposed changes to environmental law
 - ii. any other matter related to the natural environment on which the Minister requires Interim OEP to give adviceas provided for in sections 29(1) or (3) of the Environment Bill
 - e. [deciding whether to give an information notice as provided for under section 34 of the Environment Bill]
 - f. [deciding whether to give a decision notice as provided for under section 35 of the Environment Bill]
 - g. [deciding whether to apply for an environmental review as provided for under section 37 of the Environment Bill]
 - h. [deciding whether to apply for judicial review or statutory review or to intervene in proceedings that relate to a judicial review or statutory review as provided for under section 38 of the Environment Bill]
 - i. approving a delegation policy as required under paragraph 10(2) of schedule 1 of the Environment Bill and this schedule of matters reserved for Board decision
 - j. approving an annual report and accounts
 - k. [appoint the chief executive, other than the first chief executive and the interim chief executive as provided for under paragraph 3(1) of schedule 1 of the Environment Bill]
 - l. approving an assessment of whether the Secretary of State has provided sufficient sums to carry out Interim OEP's functions as required under paragraph 14(3) of schedule 1 of the Environment Bill
 - m. approving this Governance Framework other than technical changes which may be approved by the Chair
 - n. approving the terms of reference, membership or winding up of any Committee and the remuneration of any members of such a Committee who are not Members or employees of the Interim OEP
 - o. anything that is by law reserved to the Board.

Annex D – Code of Conduct for Members of the Board

Introduction

1. This document sets out a code of practice for Members. Members must observe the code of practice whenever they conduct business of the Board or act as a representative of it.
2. This document supplements the [Code of Conduct for Members of Public Bodies published by the Cabinet Office](#) with which Members must also be familiar.

Public service values

3. The Board will in its activities and actions at all times:
 - a. observe the highest standards of propriety through impartiality, integrity and objectivity in relation to the stewardship of public funds and the strategic leadership of Interim OEP
 - b. maximise value for money by ensuring that Interim OEP's functions are delivered in the most economical, efficient and effective way, within available resources and with independent validation of performance where appropriate
 - c. be accountable to Parliament for the activities of Interim OEP, its stewardship of public funds and the extent to which key performance targets and objectives have been met
 - d. carry out its functions transparently and following good practice
4. The Board endorses and abides by the principles of public life as set out by the Committee on Standards in Public Life (the Nolan Committee) and reproduced at [Appendix 1 to this Code of Conduct](#).

Relationship with government

5. Communications between the Board and Ministers/Parliament will normally be through the Chair and, as appropriate, the CEO except where the Board has agreed that a Member should act on its behalf.
6. Individual Members have the right of access to Ministers on any matter which they believe raises important issues relating to their duties as a Member of the Board. In such cases the agreement of the rest of the Board should normally be sought.
7. The main point of contact between Interim OEP and the Department for the Environment, Food and Rural Affairs and any other government department on day-to-day matters will normally be the CEO or other member of staff authorised to act on behalf of Interim OEP.

Accountability to Parliament

8. Interim OEP is responsible for providing Parliament with such information as may be requested concerning its policy decisions and actions. The Chair and CEO will aim to respond positively to any request to appear before an elected body. Appearance before a Parliamentary Select Committee is an essential element of demonstrating accountability.

The Role of the Chair

9. The Chair has particular responsibility for providing effective strategic leadership on matters such as:
 - a. ensuring that the board reaches effective decisions, taking proper account of any relevant information or evidence
 - b. leading the Board in developing a strategy for discharging its statutory duties
 - c. ensuring affairs are conducted with probity, and with effective governance
 - d. leading the Board in its relationship with the executive, and in particular the CEO
 - e. promoting the efficient and effective use of staff and other resources
 - f. being an effective representative of Interim OEP and its Board both internally and externally
 - g. acting as a point of contact between Interim OEP, ministers and Parliament
 - h. ensuring that Members are aware of their duties, rights and responsibilities and that a code of practice for Members is in place
 - i. providing for the induction, training, objectives and assessment of individual Members and succession planning for the Board as a whole
 - j. working continuously to improve the performance of the Board
10. The Chair will ensure that the Board meets at regular intervals throughout the year, and that minutes of meetings accurately record decisions taken and, where appropriate, the views of individual Members.

Corporate Responsibilities

11. Members have a duty to ensure that public funds are properly safeguarded and that at all times the organisation conducts its operations as economically, efficiently and effectively as possible with full regard to relevant statutory provisions.
12. Other important responsibilities of Board Members include:
 - a. the discharge of Interim OEP's duties under the [Terms of Reference at Annex A](#)
 - b. ensuring that high standards of corporate governance are observed at all times ([see Appendix 2 – Six principles of good governance](#))
 - c. establishing the overall strategic direction for Interim OEP
 - d. ensuring that the Board operates within the limits of its statutory authority and in accordance with conditions relating to the use of public funds
 - e. overseeing the delivery of planned results by monitoring performance against agreed strategic objectives and targets

Responsibilities of Members

13. Members should be aware of their wider responsibilities. These include the duty to comply at all times with this Code of Conduct (and any agreed modification to it) and with rules relating to the use of public funds; and to act in good faith and in the best interests of the organisation and its stakeholders.

Confidentiality and Information Security

14. Members should not, in any circumstances, use information gained in the course of their public service to promote their private interests.
15. Members, except where expressly agreed or provided for, should not disclose to outside parties any information or papers of Interim OEP or its meetings. Members should make every effort to prevent the unauthorised publication or disclosure of such

information by another person. Any unauthorised disclosure of information, or concern that such a disclosure has taken place, should be referred to the Chair, or in his or her absence the CEO.

16. Members must comply with public sector guidance around the classification and handling of information.
 - a. The majority of information is classified as 'Official' which means it should be handled with routine security.
 - b. Some information is particularly sensitive. This means that loss or insecure handling could lead to damaging consequences for the organisation or for individuals, or might lead to action by third parties if release of this information has impacts on them. This is classified as 'Official Sensitive' which means that the information should be handled with particular care, such as not forwarding an email inappropriately or reading a document where it can easily be seen by others.
17. Email accounts and devices provided by the Interim OEP should be used for all but routine administrative correspondence to support that information is protected from loss or unplanned disclosure through cyber crime.

Propriety

18. Members must at all times behave with the utmost integrity avoiding actual impropriety and any perception of impropriety. They must do so in the spirit, as well as in the letter, of this Code of Conduct.
19. Members must ensure that they comply with the [procedures for the acceptance of gifts and hospitality set out at Appendix 3](#).
20. Members must ensure they comply with the [procedures for dealing with conflicts of interest at Appendix 4](#).

Attendance at conferences and stakeholder events

21. Members should speak with one voice in public on Interim OEP matters. Members should not make press statements in respect of Interim OEP's affairs without the permission of the Chair (or in the absence of the Chair, the CEO).
22. All invitations to Board members to attend or speak at sector or stakeholder events should be referred to the CEO or in his or her absence the Head of Communications and Strategic Relations for advice. Care will be taken to ensure that there is appropriate Board representation at events and that Board Members are properly briefed in advance of attendance.

Exit restrictions

23. On termination of office Members will return all property, including all information, belonging to Interim OEP. The duty of confidentiality owed by Members continues to apply after they have left office.

Application of Code to Committees, Sub-Committees, Joint Committees and Joint Sub-Committees

24. The rules set out in this Code and its appendices, where they can be appropriately applied, apply to all members of Committees or Joint Committees who are not Members.

Appendix 1 – The seven principles of public life

1. The principles of public life apply to anyone who works as a public office holder. This includes all those who are elected or appointed to public office, nationally and locally, and all people appointed to work in the civil service, local government, the police, courts and probation services, arm's-length bodies, and in the health, education, social and care services.
2. All public office holders are both servants of the public and stewards of public resources. The principles also have application to all those in other sectors delivering public services.

Selflessness

3. Holders of public office should act solely in terms of the public interest.

Integrity

4. Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

Objectivity

5. Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

Accountability

6. Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

Openness

7. Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

Honesty

8. Holders of public office should be truthful.

Leadership

9. Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Appendix 2 – Six principles of good governance

1. The six principles of good governance are set out in the Good Governance Standard for Public Services and are:
 - a. Good governance means focusing on the organisation's purpose and on outcomes for citizens and service users:
 - i. being clear about the organisation's purpose and its intended outcomes for citizens and service users
 - ii. making sure that users receive a high-quality service
 - iii. making sure that taxpayers receive value for money
 - b. Good governance means performing efficiently in clearly defined functions and roles:
 - i. being clear about the functions of the governing body
 - ii. being clear about the responsibilities of non-executives and the Executive, and making sure those responsibilities are carried out
 - iii. being clear about relationships between governors and the public
 - c. Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour:
 - i. putting organisational values into practice
 - ii. individual governors behaving in ways that uphold and exemplify good governance
 - d. Good governance means taking informed, transparent decisions and managing risk:
 - i. being rigorous and transparent about how decisions are taken
 - ii. having and using good-quality information, advice and support
 - iii. making sure that an effective risk management system is in operation
 - e. Good governance means developing the capacity and capability of the governing body to be effective:
 - i. making sure that appointed and elected governors have the skills, knowledge and experience they need to perform well
 - ii. developing the capability of people with governance responsibilities and evaluating their performance, as individuals and as a group
 - iii. striking a balance, in the membership of the governing body, between continuity and renewal
 - f. Good governance means engaging stakeholders and making accountability real:
 - i. understanding formal and informal accountability relationships
 - ii. taking an active and planned approach to dialogue with an accountability to the public
 - iii. taking an active and planned approach to responsibility to staff
 - iv. engaging effectively with institutional stakeholders

Appendix 3 – Procedure for the acceptance of gifts and hospitality

1. Members are expected to observe a high standard of personal integrity.
2. In all cases where a gift, reward or item of hospitality is offered, accepted or declined, Members must advise the Support Officer, Board Secretariat, Business Strategy and Planning in order that the matter may be included in the Register of Gifts and Hospitality. Hospitality accepted should be in the interests of Interim OEP and help further its objectives.
3. The guiding principles governing the acceptance of gifts and hospitality are that the conduct of Members should not foster suspicion of any conflict between their official duties and personal interests or advantage.
4. Members should not accept a gift, reward or hospitality which would or might:
 - a. appear to place them under any obligation to the giver
 - b. compromise their impartiality
 - c. be improper
 - d. be more frequent or regular than would be regarded as normal or reasonable, taking into account the nature and value of the item
5. Any hospitality accepted should not be over-frequent or over-generous. Accepting hospitality frequently from the same organisation could lead to a perception that Interim OEP is being influenced by the objectives of that organisation.
6. Any hospitality accepted should not appear lavish or disproportionate to the nature of the relationship Interim OEP has with the provider. If the Member is in any doubt about the propriety of accepting a gift, reward or hospitality then it should be refused.
7. The principles set out above are not intended to stop Members from accepting for example:
 - a. an isolated gift of a trivial nature such as a diary or calendar
 - b. an occasional meal during an official visit
 - c. stationary associated with conference attendance
8. A distinction should be made between items offered as hospitality and those offered in substitution of fees for speeches or lectures or other work carried out in an official capacity. Offers of this kind may be accepted where reasonable and proportionate.
9. If a Member is in any doubt if such hospitality is reasonable and proportionate they should seek the guidance of the Chair or the Head of Business Strategy and Planning.
10. The Register of Gifts and Hospitality will be made available on request.

Appendix 4 – Rules for dealing with conflicts of interest

1. All Members must declare any personal or business interests which may conflict with their responsibilities as Members of the Board.
2. This procedure must be interpreted in its spirit and Members must comply in spirit as well as in letter.

Register of interests

3. The Support Officer, Board Secretariat, Business Strategy and Planning shall maintain a Register of Members' disclosable interests which shall be a public document and shall be reviewed from time to time to ensure that it remains accurate and up to date. Extracts from the Register will be published on Interim OEP's website.
4. The purpose of the Register is to ensure transparency in relation to any interests of Members, or of their spouses, partners and dependent children, that have the potential, or might be perceived as having the potential, to give rise to a conflict of interest.
5. For each Member the Register must contain details of any of the following held or carried by that Member, their partner and/or immediate family:
 - a. employment details for the Member including directorships and membership of directing bodies
 - b. details of any contracts to which the Member is party and which will result in remuneration or receipt of grant
 - c. names of any organisations in which the Member has a significant shareholding or other financial interest
 - d. details of any appointments to charitable organisations including trusteeships and positions with NGOs or pressure groups
 - e. details of any membership by the Member of a professional body, association or trade union
 - f. any other interests that has the potential, or might be perceived as having the potential, to influence the judgment of the Member in relation to their participation in the normal activities or decision-making of the Board
 - g. any other interests the Member believes should be brought to the attention of the interim OEP .
6. It is the duty of each Member to declare to the Support Officer, Board Secretariat, Business Strategy and Planning any matter that is required to be included on the Register. If a Member is in doubt as to whether a particular matter should be declared, they should declare it and the Support Officer, Board Secretariat, Business Strategy and Planning (in consultation with the Head of Business Strategy and Planning and the Chair if appropriate) shall decide whether it should be included on the Register.
7. A Member shall make a declaration of interests for the purposes of the Register immediately on taking up appointment as a Member, and shall subsequently declare any new matter that is required to be included on the Register as soon as possible after it arises.
8. Members must ensure their entries on the Register are up to date and may be required at any time to confirm the same to the Support Officer, Board Secretariat, Business Strategy and Planning. The Support Officer, Board Secretariat, Business Strategy and Planning will ask them to do so at least once in every year.

Declaration of conflicts of interest at meetings of the Board

9. Before any item is discussed at a Board Meeting each Member must disclose any conflict of interest that they believe may arise in relation to that item.
10. If a Member becomes aware that there may be a conflict of interest in relation to any matter during a Board meeting, they must disclose the relevant interest immediately.
11. If a Member is in any doubt as to whether a particular matter constitutes a conflict of interest that should be disclosed, they should disclose it.
12. The Chair (or in the absence of the Chair the Member acting in that capacity) will decide if a matter disclosed by a Member amounts to a significant conflict of interest that would prevent that Member from participating in the discussion of the item and any decisions. They may take advice from the Head of Business Strategy and Planning and/or the General Counsel.
13. Where the Chair (or in the absence of the Chair the Member acting in that capacity) decides that any Member does have a conflict of interest and that interest is of such significance that the Member should not participate in the item under discussion, that Member should withdraw from the meeting. This will be recorded in the minutes together with any additional information that the Chair considers appropriate (including for example, the extent to which the relevant Member participated in a discussion or had access to papers).
14. In no case may a Member whom the Chair has determined to have a significant conflict of interest in relation to a matter either vote on a decision concerning that matter or contribute to any discussion of that matter.

Declarations of conflicts of interest on receipt of written information

15. In the event that a Member receives written information, including a Board paper, in relation to any matter about which they believe that a conflict of interest may arise, they must disclose their interest in the matter to the Support Officer, Board Secretariat, Business Strategy and Planning at the earliest opportunity and return the information with an indication of the extent to which it has been read.

Annex E – Terms of reference for the 25-year environment plan report steering group

1. The Interim OEP aims to publish a report in response to the UK government's 25 Year Environment Plan annual report for 2020-21, following as far as practicable on a non-statutory basis the provisions for statutory reports set out in clause 27 of the Environment Bill (the “Report”)
2. The Board has established a steering group (the “Group”) as a Committee of the Board to support its role in respect of the Report.

Membership

3. The Group shall consist of:
 - a. The Chair
 - b. The CEO
 - c. Two other Board Members-designate
 - d. No more than three independent members
4. Appointments are made for the duration of the Group and shall automatically expire when the Group is wound up.
5. Independent members are appointed to the Group to bring particular expertise relevant to the role of the Group. Independent members shall not be Members or employees of the Interim OEP. Independent members shall be proposed by the Chair and agreed by the Board. Alternates are not permitted

Expiry

6. The Group shall be time-limited and shall be wound-up automatically on 31 December 2021 unless the Board has before this time agreed to its extension.

Role

7. The role of the Group is to consider and advise the Board on issues related to the Report including:
 - a. the strategic focus of the Report
 - b. the overall analytical approach underpinning the Report and its findings
 - c. the final form and content of the Report
 - d. the strategy for dissemination of the Report and its findings
 - e. any other matters related to the Report at the request of the Board or the CEO
8. Where possible, the Group shall consider and advise on material issues within its role before they are considered by the Board.
9. The Group is advisory and shall not be delegated any decisions in respect of the Report by the Board. The Board retains decisions in respect of the Report as provided for in the Governance Framework

Procedure

10. The Group shall adhere to the Rules of Procedure for the Board, save that:
 - a. The Group shall meet periodically at the request of the Chair (in substitution of the provisions of paragraph 4 of the Rules of Procedure)
 - b. Meetings shall be by video conference (in substitution of the provisions of paragraph 6 of the Rules of Procedure)

- c. The Head of Insights and Analysis and the Head of Strategy EIP Monitoring and Reporting will normally attend meetings of the Group (in substitution of the provisions of paragraph 18 of the Rules of Procedure)
- d. The Group shall be quorate if:
 - i. At least three members are present
 - ii. At least one of these is a Member(In substitution of the provisions of paragraph 23 of the Rules of Procedure).
- e. The minutes of the Group shall not be published and paragraph 55 of the Rules of Procedure shall not apply.

Reporting

- 11. Minutes will be taken of each meeting of the Group.
- 12. The Group will normally report back in writing, via its minutes, to the Board after each meeting. The Chair will present the minutes to the Board.

Review

- 13. These terms of reference form part of the Governance Framework and will be reviewed whenever that framework is reviewed.