

Part 5

Codes and Protocols

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Members' Code of Conduct

Adopted by Woking Borough Council on 8 April 2021, with effect from 10 May 2021.

Note: The Council agreed to exercise the option of including “any unpaid directorship” in the description of “Disclosable Pecuniary Interests” in Table 1 of this Code of Conduct.



Local Government Association

Model Councillor Code of Conduct 2020

Joint statement

The role of councillor across all tiers of local government is a vital part of our country's system of democracy. It is important that as councillors we can be held accountable and all adopt the behaviors and responsibilities associated with the role. Our conduct as an individual councillor affects the reputation of all councillors. We want the role of councillor to be one that people aspire to. We also want individuals from a range of backgrounds and circumstances to be putting themselves forward to become councillors.

As councillors, we represent local residents, work to develop better services and deliver local change. The public have high expectations of us and entrust us to represent our local area; taking decisions fairly, openly, and transparently. We have both an individual and collective responsibility to meet these expectations by maintaining high standards and demonstrating good conduct, and by challenging behaviour which falls below expectations.

Importantly, we should be able to undertake our role as a councillor without being intimidated, abused, bullied or threatened by anyone, including the general public.

This Code has been designed to protect our democratic role, encourage good conduct and safeguard the public's trust in local government.

Introduction

The Local Government Association (LGA) has developed this Model Councillor Code of Conduct, in association with key partners and after extensive consultation with the sector, as part of its work on supporting all tiers of local government to continue to aspire to high standards of leadership and performance. It is a template for councils to adopt in whole and/or with local amendments.

All councils are required to have a local Councillor Code of Conduct.

The LGA will undertake an annual review of this Code to ensure it continues to be fit-for-purpose, incorporating advances in technology, social media and changes in legislation. The LGA can also offer support, training and mediation to councils and councillors on the application of the Code and the National Association of Local Councils (NALC) and the county associations of local councils can offer advice and support to town and parish councils.

Definitions

For the purposes of this Code of Conduct, a “councillor” means a member or co-opted member of a local authority or a directly elected mayor. A “co-opted member” is defined in the Localism Act 2011 Section 27(4) as “a person who is not a member of the authority but who

- a) is a member of any committee or sub-committee of the authority, or;
- b) is a member of, and represents the authority on, any joint committee or joint sub-committee of the authority;

and who is entitled to vote on any question that falls to be decided at any meeting of that committee or sub-committee”.

For the purposes of this Code of Conduct, “local authority” includes county councils, district councils, London borough councils, parish councils, town councils, fire and rescue authorities, police authorities, joint authorities, economic prosperity boards, combined authorities and National Park authorities.

Purpose of the Code of Conduct

The purpose of this Code of Conduct is to assist you, as a councillor, in modelling the behaviour that is expected of you, to provide a personal check and balance, and to set out the type of conduct that could lead to action being taken against you. It is also to protect you, the public, fellow councillors, local authority officers and the reputation of local government. It sets out general principles of conduct expected of all councillors and your specific obligations in relation to standards of conduct. The LGA encourages the use of support, training and mediation prior to action being taken using the Code. The fundamental aim of the Code is to create and maintain public confidence in the role of councillor and local government.

General principles of councillor conduct

Everyone in public office at all levels; all who serve the public or deliver public services, including ministers, civil servants, councillors and local authority officers; should uphold the [Seven Principles of Public Life](#), also known as the Nolan Principles.

Building on these principles, the following general principles have been developed specifically for the role of councillor.

In accordance with the public trust placed in me, on all occasions:

- I act with integrity and honesty
- I act lawfully
- I treat all persons fairly and with respect; and
- I lead by example and act in a way that secures public confidence in the role of councillor.

In undertaking my role:

- I impartially exercise my responsibilities in the interests of the local community
- I do not improperly seek to confer an advantage, or disadvantage, on any person
- I avoid conflicts of interest
- I exercise reasonable care and diligence; and
- I ensure that public resources are used prudently in accordance with my local authority's requirements and in the public interest.

Application of the Code of Conduct

This Code of Conduct applies to you as soon as you sign your declaration of acceptance of the office of councillor or attend your first meeting as a co-opted member and continues to apply to you until you cease to be a councillor.

This Code of Conduct applies to you when you are acting in your capacity as a councillor which may include when:

- you misuse your position as a councillor
- Your actions would give the impression to a reasonable member of the public with knowledge of all the facts that you are acting as a councillor;

The Code applies to all forms of communication and interaction, including:

- at face-to-face meetings
- at online or telephone meetings
- in written communication
- in verbal communication
- in non-verbal communication
- in electronic and social media communication, posts, statements and comments.

You are also expected to uphold high standards of conduct and show leadership at all times when acting as a councillor.

Your Monitoring Officer has statutory responsibility for the implementation of the Code of Conduct, and you are encouraged to seek advice from your Monitoring Officer on any matters that may relate to the Code of Conduct. Town and parish councillors are encouraged to seek advice from their Clerk, who may refer matters to the Monitoring Officer.

Standards of councillor conduct

This section sets out your obligations, which are the minimum standards of conduct required of you as a councillor. Should your conduct fall short of these standards, a complaint may be made against you, which may result in action being taken.

Guidance is included to help explain the reasons for the obligations and how they should be followed.

General Conduct

1. Respect

As a councillor:

- 1.1 I treat other councillors and members of the public with respect.**
- 1.2 I treat local authority employees, employees and representatives of partner organisations and those volunteering for the local authority with respect and respect the role they play.**

Respect means politeness and courtesy in behaviour, speech, and in the written word. Debate and having different views are all part of a healthy democracy. As a councillor, you can express, challenge, criticise and disagree with views, ideas, opinions and policies in a robust but civil manner. You should not, however, subject individuals, groups of people or organisations to personal attack.

In your contact with the public, you should treat them politely and courteously. Rude and offensive behaviour lowers the public's expectations and confidence in councillors.

In return, you have a right to expect respectful behaviour from the public. If members of the public are being abusive, intimidatory or threatening you are entitled to stop any conversation or interaction in person or online and report them to the local authority, the relevant social media provider or the police. This also applies to fellow councillors, where action could then be taken under the Councillor Code of Conduct, and local authority employees, where concerns should be raised in line with the local authority's councillor-officer protocol.

2. Bullying, harassment and discrimination

As a councillor:

2.1 I do not bully any person.

2.2 I do not harass any person.

2.3 I promote equalities and do not discriminate unlawfully against any person.

The Advisory, Conciliation and Arbitration Service (ACAS) characterises bullying as offensive, intimidating, malicious or insulting behaviour, an abuse or misuse of power through means that undermine, humiliate, denigrate or injure the recipient. Bullying might be a regular pattern of behaviour or a one-off incident, happen face-to-face, on social media, in emails or phone calls, happen in the workplace or at work social events and may not always be obvious or noticed by others.

The Protection from Harassment Act 1997 defines harassment as conduct that causes alarm or distress or puts people in fear of violence and must involve such conduct on at least two occasions. It can include repeated attempts to impose unwanted communications and contact upon a person in a manner that could be expected to cause distress or fear in any reasonable person.

Unlawful discrimination is where someone is treated unfairly because of a protected characteristic. Protected characteristics are specific aspects of a person's identity defined by the Equality Act 2010. They are age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

The Equality Act 2010 places specific duties on local authorities. Councillors have a central role to play in ensuring that equality issues are integral to the local authority's performance and strategic aims, and that there is a strong vision and public commitment to equality across public services.

3. Impartiality of officers of the council

As a councillor:

3.1 I do not compromise, or attempt to compromise, the impartiality of anyone who works for, or on behalf of, the local authority.

Officers work for the local authority as a whole and must be politically neutral (unless they are political assistants). They should not be coerced or persuaded to act in a way that would undermine their neutrality. You can question officers in order to understand, for example, their reasons for proposing to act in a particular way, or the content of a report that they have written. However, you must not try and force them to act differently, change their advice, or alter the content of that report, if doing so would prejudice their professional integrity.

4. Confidentiality and access to information

As a councillor:

4.1 I do not disclose information:

- a. given to me in confidence by anyone**
- b. acquired by me which I believe, or ought reasonably to be aware, is of a confidential nature, unless**
 - i. I have received the consent of a person authorised to give it;**
 - ii. I am required by law to do so;**
 - iii. the disclosure is made to a third party for the purpose of obtaining professional legal advice provided that the third party agrees not to disclose the information to any other person; or**
 - iv. the disclosure is:**
 - 1. reasonable and in the public interest; and**
 - 2. made in good faith and in compliance with the reasonable requirements of the local authority; and**
 - 3. I have consulted the Monitoring Officer prior to its release.**

4.2 I do not improperly use knowledge gained solely as a result of my role as a councillor for the advancement of myself, my friends, my family members, my employer or my business interests.

4.3 I do not prevent anyone from getting information that they are entitled to by law.

Local authorities must work openly and transparently, and their proceedings and printed materials are open to the public, except in certain legally defined circumstances. You should work on this basis, but there will be times when it is required by law that discussions, documents and other information relating to or held by the local authority must be treated in a confidential manner. Examples include personal data relating to individuals or information relating to ongoing negotiations.

5. Disrepute

As a councillor:

5.1 I do not bring my role or local authority into disrepute.

As a Councillor, you are trusted to make decisions on behalf of your community and your actions and behaviour are subject to greater scrutiny than that of ordinary members of the public. You should be aware that your actions might have an adverse impact on you, other councillors and/or your local authority and may lower the public's confidence in you or your local authority's ability to discharge your/it's functions. For example, behaviour that is considered dishonest and/or deceitful can bring your local authority into disrepute.

You are able to hold the local authority and fellow councillors to account and are able to constructively challenge and express concern about decisions and processes undertaken by the council whilst continuing to adhere to other aspects of this Code of Conduct.

6. Use of position

As a councillor:

6.1 I do not use, or attempt to use, my position improperly to the advantage or disadvantage of myself or anyone else.

Your position as a member of the local authority provides you with certain opportunities, responsibilities, and privileges, and you make choices all the time that will impact others. However, you should not take advantage of these opportunities to further your own or others' private interests or to disadvantage anyone unfairly.

7. Use of local authority resources and facilities

As a councillor:

7.1 I do not misuse council resources.

7.2 I will, when using the resources of the local or authorising their use by others:

- a. act in accordance with the local authority's requirements; and
- b. ensure that such resources are not used for political purposes unless that use could reasonably be regarded as likely to facilitate, or be conducive to, the discharge of the functions of the local authority or of the office to which I have been elected or appointed.

You may be provided with resources and facilities by the local authority to assist you in carrying out your duties as a councillor.

Examples include:

- office support
- stationery
- equipment such as phones, and computers
- transport
- access and use of local authority buildings and rooms.

These are given to you to help you carry out your role as a councillor more effectively and are not to be used for business or personal gain. They should be used in accordance with the purpose for which they have been provided and the local authority's own policies regarding their use.

8. Complying with the Code of Conduct

As a Councillor:

- 8.1 I undertake Code of Conduct training provided by my local authority.**
- 8.2 I cooperate with any Code of Conduct investigation and/or determination.**
- 8.3 I do not intimidate or attempt to intimidate any person who is likely to be involved with the administration of any investigation or proceedings.**
- 8.4 I comply with any sanction imposed on me following a finding that I have breached the Code of Conduct.**

It is extremely important for you as a councillor to demonstrate high standards, for you to have your actions open to scrutiny and for you not to undermine public trust in the local authority or its governance. If you do not understand or are concerned about the local authority's processes in handling a complaint you should raise this with your Monitoring Officer.

Protecting your reputation and the reputation of the local authority

9. Interests

As a councillor:

- 9.1 I register and disclose my interests.**

Section 29 of the Localism Act 2011 requires the Monitoring Officer to establish and maintain a register of interests of members of the authority.

You need to register your interests so that the public, local authority employees and fellow councillors know which of your interests might give rise to a conflict of interest. The register is a public document that can be consulted when (or before) an issue arises. The register also protects you by allowing you to demonstrate openness and a willingness to be held accountable. You are personally responsible for deciding whether or not you should disclose an interest in a meeting, but it can be helpful for you to know early on if others think that a potential conflict might arise. It is also important that the public know about any interest that might have to be disclosed by you or other councillors when making or taking part in decisions, so that decision making is seen by the public as open and honest. This helps to ensure that public confidence in the integrity of local governance is maintained.

You should note that failure to register or disclose a disclosable pecuniary interest as set out in **Table 1**, is a criminal offence under the Localism Act 2011.

Appendix B sets out the detailed provisions on registering and disclosing interests. If in doubt, you should always seek advice from your Monitoring Officer.

10. Gifts and hospitality

As a councillor:

- 10.1 I do not accept gifts or hospitality, irrespective of estimated value, which could give rise to real or substantive personal gain or a reasonable suspicion of influence on my part to show favour from persons seeking to acquire, develop or do business with the local authority or from persons who may apply to the local authority for any permission, licence or other significant advantage.**
- 10.2 I register with the Monitoring Officer any gift or hospitality with an estimated value of at least £50 within 28 days of its receipt.**
- 10.3 I register with the Monitoring Officer any significant gift or hospitality that I have been offered but have refused to accept.**

In order to protect your position and the reputation of the local authority, you should exercise caution in accepting any gifts or hospitality which are (or which you reasonably believe to be) offered to you because you are a councillor. The presumption should always be not to accept significant gifts or hospitality. However, there may be times when such a refusal may be difficult if it is seen as rudeness in which case you could accept it but must ensure it is publicly registered. However, you do not need to register gifts and hospitality which are not related to your role as a councillor, such as Christmas gifts from your friends and family. It is also important to note that it is appropriate to accept normal expenses and hospitality associated with your duties as a councillor. If you are unsure, do contact your Monitoring Officer for guidance.

Appendices

Appendix A – The Seven Principles of Public Life

The principles are:

Selflessness

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

Integrity

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 disclose and resolve any interests and relationships.

Objectivity

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

Accountability

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

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

Holders of public office should be truthful.

Leadership

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 B Registering interests

Within 28 days of becoming a member or your re-election or re-appointment to office you must register with the Monitoring Officer the interests which fall within the categories set out in **Table 1 (Disclosable Pecuniary Interests)** which are as described in "The Relevant Authorities (Disclosable Pecuniary Interests) Regulations 2012". You should also register details of your other personal interests which fall within the categories set out in **Table 2 (Other Registerable Interests)**.

"Disclosable Pecuniary Interest" means an interest of yourself, or of your partner if you are aware of your partner's interest, within the descriptions set out in Table 1 below.

"Partner" means a spouse or civil partner, or a person with whom you are living as husband or wife, or a person with whom you are living as if you are civil partners.

1. You must ensure that your register of interests is kept up-to-date and within 28 days of becoming aware of any new interest, or of any change to a registered interest, notify the Monitoring Officer.
2. A 'sensitive interest' is as an interest which, if disclosed, could lead to the councillor, or a person connected with the councillor, being subject to violence or intimidation.
3. Where you have a 'sensitive interest' you must notify the Monitoring Officer with the reasons why you believe it is a sensitive interest. If the Monitoring Officer agrees they will withhold the interest from the public register.

Non participation in case of disclosable pecuniary interest

4. Where a matter arises at a meeting which directly relates to one of your Disclosable Pecuniary Interests as set out in **Table 1**, you must disclose the interest, not participate in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation. If it is a 'sensitive interest', you do not have to disclose the nature of the interest, just that you have an interest. Dispensation may be granted in limited circumstances, to enable you to participate and vote on a matter in which you have a disclosable pecuniary interest.
5. Where you have a disclosable pecuniary interest on a matter to be considered or is being considered by you as a Cabinet member in exercise of your executive function, you must notify the Monitoring Officer of the interest and must not take any steps or further steps in the matter apart from arranging for someone else to deal with it

Disclosure of Other Registerable Interests

6. Where a matter arises at a meeting which **directly relates** to one of your Other Registerable Interests (as set out in **Table 2**), you must disclose the interest. You may speak on the matter only if members of the public are also allowed to speak at the meeting but otherwise must not take part in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation. If it is a 'sensitive interest', you do not have to disclose the nature of the interest.

Disclosure of Non-Registerable Interests

7. Where a matter arises at a meeting which **directly relates** to your financial interest or well-being (and is not a Disclosable Pecuniary Interest set out in Table 1) or a financial interest or well-being of a relative or close associate, you must disclose the interest. You may speak on the matter only if members of the public are also allowed to speak at the meeting. Otherwise you must not take part in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation. If it is a 'sensitive interest', you do not have to disclose the nature of the interest.
8. Where a matter arises at a meeting which **affects** –
 - a. your own financial interest or well-being;
 - b. a financial interest or well-being of a relative, close associate; or
 - c. a body included in those you need to disclose under Other Registrable Interests as set out in **Table 2**

you must disclose the interest. In order to determine whether you can remain in the meeting after disclosing your interest the following test should be applied

9. Where a matter **affects** your financial interest or well-being:
 - a. to a greater extent than it affects the financial interests of the majority of inhabitants of the ward affected by the decision and;
 - b. a reasonable member of the public knowing all the facts would believe that it would affect your view of the wider public interest

You may speak on the matter only if members of the public are also allowed to speak at the meeting. Otherwise you must not take part in any discussion or vote on the matter and must not remain in the room unless you have been granted a dispensation.

If it is a 'sensitive interest', you do not have to disclose the nature of the interest.

10. Where you have a personal interest in any business of your authority and you have made an executive decision in relation to that business, you must make sure that any written statement of that decision records the existence and nature of your interest.

Table 1: Disclosable Pecuniary Interests

This table sets out the explanation of Disclosable Pecuniary Interests as set out in the [Relevant Authorities \(Disclosable Pecuniary Interests\) Regulations 2012](#).

Subject	Description
Employment, office, trade, profession or vocation	Any employment, office, trade, profession or vocation carried on for profit or gain. Any unpaid directorship.
Sponsorship	Any payment or provision of any other financial benefit (other than from the council) made to the councillor during the previous 12-month period for expenses incurred by him/her in carrying out his/her duties as a councillor, or towards his/her election expenses. This includes any payment or financial benefit from a trade union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992.
Contracts	Any contract made between the councillor or his/her spouse or civil partner or the person with whom the

	<p>councillor is living as if they were spouses/civil partners (or a firm in which such person is a partner, or an incorporated body of which such person is a director* or a body that such person has a beneficial interest in the securities of*) and the council —</p> <p>(a) under which goods or services are to be provided or works are to be executed; and</p> <p>(b) which has not been fully discharged.</p>
Land and Property	<p>Any beneficial interest in land which is within the area of the council.</p> <p>‘Land’ excludes an easement, servitude, interest or right in or over land which does not give the councillor or his/her spouse or civil partner or the person with whom the councillor is living as if they were spouses/civil partners (alone or jointly with another) a right to occupy or to receive income.</p>
Licenses	<p>Any licence (alone or jointly with others) to occupy land in the area of the council for a month or longer</p>
Corporate tenancies	<p>Any tenancy where (to the councillor’s knowledge)—</p> <p>(a) the landlord is the council; and</p> <p>(b) the tenant is a body that the councillor, or his/her spouse or civil partner or the person with whom the councillor is living as if they were spouses/civil partners is a partner of or a director* of or has a beneficial interest in the securities* of.</p>
Securities	<p>Any beneficial interest in securities* of a body where—</p> <p>(a) that body (to the councillor’s knowledge) has a place of business or land in the area of the council; and</p> <p>(b) either—</p> <p>(i) the total nominal value of the securities* exceeds £25,000 or one hundredth of the total issued share capital of that body; or</p> <p>(ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which the councillor, or his/her spouse or civil partner or the person with whom the councillor is living as if they were</p>

	spouses/civil partners has a beneficial interest exceeds one hundredth of the total issued share capital of that class.
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* 'director' includes a member of the committee of management of an industrial and provident society.

* 'securities' means shares, debentures, debenture stock, loan stock, bonds, units of a collective investment scheme within the meaning of the Financial Services and Markets Act 2000 and other securities of any description, other than money deposited with a building society.

Table 2: Other Registrable Interests

<p>You have a personal interest in any business of your authority where it relates to or is likely to affect:</p> <ul style="list-style-type: none"> a) any body of which you are in general control or management and to which you are nominated or appointed by your authority b) any body <ul style="list-style-type: none"> (i) exercising functions of a public nature (ii) any body directed to charitable purposes or (iii) one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union)
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Standards Protocols

On 8 April 2021, the Council resolved that compliance with Standards Protocols shall be deemed to be a requirement of the Local Government Association's Model Code of Conduct, as adopted by the Council. A breach of a Standards Protocol could constitute a breach of the Model Code.

Council has formally adopted two Standards Protocols:

- Protocol for Complaints Submitted by Members
- Protocol for Members' Access to Confidential Information of Council-Owned Companies

WOKING BOROUGH COUNCIL
MEMBERS' CODE OF CONDUCT
PROTOCOL FOR COMPLAINTS SUBMITTED BY MEMBERS

1. Introduction

- 1.1 The Council has adopted a Members' Code of Conduct that sets out the standards of behaviour expected of Members.
- 1.2 The Council has also adopted "Arrangements for dealing with Standards Allegations under the Localism Act 2011" ("Arrangements").
- 1.3 This Protocol applies to complaints submitted, under the Members' Code of Conduct, by a Member against another Member.

2. Confidentiality

- 2.1 Member complaints against another Member shall be confidential to:-
 - (i) the two Members concerned (i.e. the Member submitting the complaint and the Member who is the subject of the complaint);
 - (ii) the Monitoring Officer, and
 - (iii) the persons notified of the complaint by the Monitoring Officer in accordance with the Arrangements.

3. Breach of Protocol

- 3.1 On 8 April 2021, Council resolved that compliance with Standards Protocols shall be deemed to be a requirement of the Local Government Association's Model Members' Code of Conduct.
- 3.2 Failure to comply with this Protocol could constitute a breach of the Members' Code of Conduct.

Adopted by the Council on 4 April 2019
Amended May 2021 (reference made to the Local Government Association's Model Members' Code of Conduct).

WOKING BOROUGH COUNCIL
MEMBERS' CODE OF CONDUCT
PROTOCOL FOR MEMBERS' ACCESS TO CONFIDENTIAL
INFORMATION OF COUNCIL-OWNED COMPANIES

1. Introduction

- 1.1 The Council has adopted a Members' Code of Conduct that sets out the standards of behaviour expected of Members.
- 1.2 The Council has also adopted "Arrangements for Dealing with Standards Allegations under the Localism Act 2011" ("Arrangements").
- 1.3 This Protocol applies to Members' access to the confidential information of Council-owned companies. Such information includes, but is not limited to, confidential Board papers and confidential information imparted at Board meetings.

2. Confidential Information of Council-Owned Companies

- 2.1 The Members' Code of Conduct imposes obligations on Members in respect of confidential information. In particular, paragraph 4.1 of the Members' Code of Conduct provides:-

4. Confidentiality and access to information

As a councillor:

4.1 I do not disclose information:

- a. given to me in confidence by anyone
- b. acquired by me which I believe, or ought reasonably to be aware, is of a confidential nature, unless
 - i. I have received the consent of a person authorised to give it;
 - ii. I am required by law to do so;
 - iii. the disclosure is made to a third party for the purpose of obtaining professional legal advice provided that the third party agrees not to disclose the information to any other person; or
 - iv. the disclosure is:
 1. reasonable and in the public interest; and
 2. made in good faith and in compliance with the reasonable requirements of the local authority; and
 3. I have consulted the Monitoring Officer prior to its release.

2.2 The provisions of paragraph 4.1 of the Members' Code of Conduct shall apply to confidential information of Council-owned companies (note: "Council-owned company" shall be substituted for "local authority" in paragraph 4.1b.iv.2).

3. Breach of Protocol

3.1 On 8 April 2021, Council resolved that compliance with Standards Protocols shall be deemed to be a requirement of the Local Government Association's Model Members' Code of Conduct.

3.2 Failure to comply with this Protocol could constitute a breach of the Members' Code of Conduct.

Adopted by the Council on 30 July 2020.

Amended May 2021 (reference made to the Local Government Association's Model Members' Code of Conduct).

Arrangements for dealing with Standards Allegations under the Localism Act 2011

1 Context

- 1.1 Under Sections 28(6) and (7) of the Localism Act 2011, the Council must have “arrangements” under which allegations that a Member, or co-opted Member, has failed to comply with the Council’s Code of Conduct can be investigated, and decisions made on such allegations.
- 1.2 Such arrangements must provide for the Council to appoint at least one Independent Person, whose views must be sought by the Council before it takes a decision on an allegation which it has decided shall be investigated. The Independent Person’s views can also be sought by the Council at any other stage, or by a Member against whom an allegation has been made.

2 The Code of Conduct

- 2.1 The Council has adopted a Code of Conduct for Members. This is available for inspection on the Council’s website (www.woking.gov.uk) and on request from the Council’s Monitoring Officer (see paragraph 3 below for contact details).

3 Making a complaint

- 3.1 If you wish to make a complaint, please write or email to –

The Monitoring Officer,
Woking Borough Council,
Civic Offices,
Gloucester Square,
Woking,
Surrey,
GU21 6YL
legal@woking.gov.uk

- 3.2 The Monitoring Officer is a statutory officer of the Council who has responsibility for maintaining the Register of Members’ Interests, and who is responsible for administering the system in respect of complaints of Member misconduct.
- 3.3 Please provide us with your name and a contact address or email address, so that we can acknowledge receipt of your complaint and keep you informed of its progress. Your name and address will normally be disclosed to the Member against whom you make a complaint. In exceptional circumstances, the Monitoring Officer may agree not to disclose your name and address to the Member concerned. Please advise us if you think this would be justified. The Council does not normally investigate anonymous complaints, unless there is a clear public interest in doing so.
- 3.4 The Monitoring Officer will acknowledge receipt of your complaint within five working days of receiving it, and will keep you informed of the progress of your complaint.

- 3.5 The Monitoring Officer will, within five working days of receipt, normally advise the Member against whom the complaint is made that a complaint has been received (together with the name and address of the complainant and brief details of the complaint). The Member shall not make any representations to the Monitoring Officer at this stage of the process. The Monitoring Officer will, within the same timescale, normally advise the Leader of the Council and the Member's Group Leader of the receipt of the complaint (together with the name and address of the complainant and brief details of the complaint). The Leader of the Council and the Group Leader shall not make any representations to the Monitoring Officer at any stage of the process. The Monitoring Officer may decide not to advise the Member, Leader of the Council or Group Leader of the receipt of the complaint if this might prejudice a subsequent investigation. The Monitoring Officer shall have the discretion to notify other persons of the receipt of the complaint as he/she considers appropriate.

4 Will your complaint be investigated?

- 4.1 The Monitoring Officer will review every complaint received and take a decision as to whether it merits formal investigation. The Monitoring Officer may consult the Independent Person before making this decision. This decision will normally be taken within ten working days of receipt of your complaint. Where the Monitoring Officer has taken a decision, he/she will inform you, the Independent Person, the Chairman of the Standards and Audit Committee, all Group Leaders, the Chief Executive and the Member, of his/her decision and the reasons for that decision. The Monitoring Officer shall have the discretion to notify other persons of his/her decision (and the reasons for that decision) as he/she considers appropriate.
- 4.2 Where the Monitoring Officer requires additional information in order to come to a decision, he/she may come back to you for such information, and may request information from the Member against whom your complaint is directed.
- 4.3 In appropriate cases, the Monitoring Officer may seek to resolve the complaint informally, without the need for a formal investigation. Such informal resolution may involve the Member accepting that his/her conduct was unacceptable and offering an apology, or other remedial action by the Council. Where the Member, or the Council, makes a reasonable offer of local resolution, but you are not willing to accept that offer, the Monitoring Officer will take account of this in deciding whether the complaint merits formal investigation.
- 4.4 If your complaint identifies criminal conduct or breach of other regulations by any person, the Monitoring Officer may refer the complaint to the Police and/or other regulatory authorities. The Monitoring Officer should ensure that nothing is done under these arrangements which could prejudice possible action to be taken by the Police and/or other regulatory authorities.
- 4.5 Vexatious or frivolous complaints will not be formally investigated.

5 How is the investigation conducted?

- 5.1 If the Monitoring Officer decides that a complaint merits formal investigation, he/she will appoint an Investigating Officer. The Investigating Officer may be an officer of another authority or an external investigator. The Investigating Officer will decide whether he/she needs to meet or speak to you to understand the nature of your complaint, and so that you can explain your understanding of events and suggest what documents the Investigating Officer needs to see, and who the Investigating Officer needs to interview.
- 5.2 The Investigating Officer will normally write to the Member against whom you have complained and provide him/her with a copy of your complaint, and ask the Member to provide his/her explanation of events, and to identify what documents he needs to see and who he needs to interview. In exceptional cases, where it is appropriate to keep your identity confidential or disclosure of details of the complaint to the Member might prejudice the investigation, the Monitoring Officer can delete your name and address from the papers given

to the Member, or delay notifying the Member until the investigation has progressed sufficiently.

- 5.3 At the end of his/her investigation, the Investigating Officer will produce a draft report and will send copies of that draft report to you and to the Member concerned, to give you both an opportunity to identify any matter in the draft report which you disagree with or which you consider requires more consideration. A copy of the draft report will also be sent to the Monitoring Officer.
- 5.4 Having received and taken account of any comments that may be made on the draft report, the Investigating Officer will send his/her final report to the Monitoring Officer.

6 What happens if the Investigating Officer concludes that there is no evidence of a failure to comply with the Code of Conduct?

- 6.1 The Monitoring Officer will review the Investigating Officer's report and, if satisfied (after consulting the Independent Person) that the Investigating Officer's report is sufficient, the Monitoring Officer will write to you and to the Member concerned notifying you that he/she is satisfied that no further action is required. The Monitoring Officer will give you both a copy of the Investigating Officer's final report. If the Monitoring Officer is not satisfied that the investigation has been conducted properly, he/she may ask the Investigating Officer to reconsider his/her report.

7 What happens if the Investigating Officer concludes that there is evidence of a failure to comply with the Code of Conduct?

- 7.1 The Monitoring Officer will review the Investigating Officer's report and will then either send the matter for local hearing before the Standards Hearings Sub-Committee or, after consulting the Independent Person, seek local resolution.

7.2 Local Resolution

The Monitoring Officer may consider that the matter can reasonably be resolved without the need for a hearing. In such a case, he/she will consult with the Independent Person and with you, as complainant, and seek to agree what you consider to be a fair resolution which also helps to ensure higher standards of conduct for the future. Such resolution may include the Member accepting that his/her conduct was unacceptable and offering an apology, and/or other remedial action by the Council. If the Member complies with the suggested resolution, the Monitoring Officer will report the matter to the Standards and Audit Committee for information, but will otherwise take no further action.

7.3 Local Hearing

If the Monitoring Officer considers that local resolution is not appropriate, or you are not satisfied by the proposed resolution, or the Member concerned is not prepared to undertake any proposed remedial action, the Monitoring Officer will report the Investigating Officer's report to the Standards Hearings Sub-Committee which will conduct a local hearing before deciding whether the Member has failed to comply with the Code of Conduct and, if so, whether to take any action in respect of the Member.

The Monitoring Officer will conduct a "pre-hearing process", requiring the Member to give his/her response to the Investigating Officer's report, in order to identify what is likely to be agreed and what is likely to be in contention at the hearing. At the hearing, the Investigating Officer will present his/her report, call such witnesses as he/she considers necessary and make representations to substantiate his/her conclusion that the Member has failed to comply with the Code of Conduct. For this purpose, the Investigating Officer may ask you as the complainant to attend and give evidence to the Standards Hearings Sub-Committee. The

Member will then have an opportunity to give his/her evidence, to call witnesses and to make representations to the Standards Hearings Sub-Committee as to why he/she considers that he/she did not fail to comply with the Code of Conduct.

The Standards Hearings Sub-Committee, with the benefit of any advice from the Independent Person, may conclude that the Member did not fail to comply with the Code of Conduct, and so dismiss the complaint. If the Standards Hearings Sub-Committee concludes that the Member did fail to comply with the Code of Conduct, the Chairman will inform the Member of this finding and the Standards Hearings Sub-Committee will then consider what action, if any, it should take as a result of the Member's failure to comply with the Code of Conduct. In doing this, the Standards Hearings Sub-Committee will give the Member an opportunity to make representations to it and will consult the Independent Person, but will then decide what action, if any, to take in respect of the matter.

8 What action can the Standards Hearings Sub-Committee take where a Member has failed to comply with the Code of Conduct?

8.1 The Standards and Audit Committee has delegated to the Standards Hearings Sub-Committee power to take action in respect of individual Members who have breached the Code of Conduct. Accordingly the Standards Hearings Sub-Committee may –

- (a) Publish its findings in respect of the Member's conduct. This might comprise issuing a press release and/or inserting a public notice in the local newspaper(s);
- (b) Report its findings to Council for information;
- (c) Censure or reprimand the Member;
- (d) Recommend to the Member's Group Leader (or in the case of un-grouped Members, recommend to Council or to Committees) that he/she be removed from any or all Committees or Sub-Committees of the Council for such period as the Sub-Committee considers appropriate;
- (e) Recommend to the Leader of the Council that the Member be removed from the Executive, or removed from particular Portfolio responsibilities for such period as the Sub-Committee considers appropriate;
- (f) Instruct the Monitoring Officer to arrange training for the Member;
- (g) Recommend to the Council that the Member be removed from all outside appointments to which he/she has been appointed or nominated by the Council for such period as the Sub-Committee considers appropriate;
- (h) Withdraw facilities provided to the Member by the Council, such as a computer, website and/or email and Internet access for such period as the Sub-Committee considers appropriate; or
- (i) Exclude the Member from the Council's offices or other premises, with the exception of meeting rooms as are necessary for attending Council, Committee and Sub-Committee meetings for such period as the Sub-Committee considers appropriate.

8.2 The Standards Hearings Sub-Committee has no power to suspend or disqualify the Member or to withdraw Members' allowances.

9 What happens at the end of the hearing?

- 9.1 At the end of the hearing, the Chairman will state the decision of the Standards Hearings Sub-Committee as to whether the Member failed to comply with the Code of Conduct and as to any actions which it resolves to take.
- 9.2 As soon as reasonably practicable thereafter, the Monitoring Officer shall prepare a formal decision notice in consultation with the Chairman of the Standards Hearings Sub-Committee, and send a copy to the complainant and to the Member. The decision notice shall include reasons for the decision. The Monitoring Officer will also make the decision notice available for public inspection and report the decision to the next convenient meeting of the Standards and Audit Committee.

10 What is the Standards Hearings Sub-Committee?

- 10.1 The Standards Hearings Sub-Committee is a sub-committee of the Council's Standards and Audit Committee. The Independent Person is invited to attend all meetings of the Standards Hearings Sub-Committee and his/her views are sought and taken into consideration before it takes any decision on whether the Member's conduct constitutes a failure to comply with the Code of Conduct and as to any action to be taken following a finding of failure to comply with the Code of Conduct.

11 Who is the Independent Person?

- 11.1 The Independent Person is a person who has applied for the post following advertisement of a vacancy for the post, and is appointed by a positive vote from a majority of all the members of Council.

12 Departure from these arrangements

- 12.1 The Chairman of the Standards Hearings Sub-Committee may depart from these arrangements where he/she considers that it is expedient to do so in order to secure the effective and fair consideration of any matter.

13 Appeals

- 13.1 There is no right of appeal for you as complainant or for the Member against a decision of the Monitoring Officer or the Standards Hearings Sub-Committee.
- 13.2 If you feel that the Council has failed to deal with your complaint properly, you may make a complaint to the Local Government Ombudsman.

14 Annual Report

- 14.1 The Monitoring Officer shall submit an annual report to the Standards and Audit Committee. The report should include appropriate details of all complaints received (including those where no breach was found).

Adopted by Woking Borough Council on 28 June 2012.

Amended by Woking Borough Council on 24 October 2013 and 5 April 2018.

Members' Allowances Scheme

Made pursuant to the Local Authorities (Members' Allowances) (England) Regulations 2003

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1. INTRODUCTION

- 1.1 This is a scheme for members' allowances made by the Council pursuant to the Local Authorities (Members' Allowances) (England) Regulations 2003 having regard to the recommendations of the Independent Remuneration Panel established for the purpose. The 2003 Regulations put in place a consolidated and simplified regime for allowances and all references in this scheme to regulations should be construed as references to the 2003 Regulations.
- 1.2 This scheme was initially approved by the Council on 17 July 2003, and is reviewed by Council from time to time.

2. BASIC ALLOWANCE

- 2.1 The Basic Allowance is an amount paid to all members of the Council in respect of the year to which it relates (defined in the Regulations as being a period ending on 31 March in each year). The amount of the allowance is the same for all members.
- 2.2 The amount of entitlement to Basic Allowance for each member in respect of the 2021/22 Municipal Year is **£7,200**.
- 2.3 Where the term of office of a member begins or ends otherwise than at the beginning or end of a year, his/her entitlement shall be to payment of such part of the Basic Allowance as bears to the whole the same proportion as the number of days during his/her term of office as member subsists bears to the number of days in that year.
- 2.4 Where a member is suspended or partially suspended from his/her responsibilities or duties as a member of the Council in accordance with Part III of the Local Government Act 2000 or regulations made under that Part, the part of Basic Allowance payable to him/her in respect of the period for which he/she is suspended or partially suspended may be withheld by the Council.

3. SPECIAL RESPONSIBILITY ALLOWANCE

- 3.1 This is an allowance that may be paid to such members as have special responsibilities in relation to their Council duties.
- 3.2 Special Responsibility Allowances for 2021/22 and future years to be prorated to the Leader Special Responsibility Allowance. The Leader Special Responsibility Allowance (SRA) for the 2021/22 Municipal Year is £12,000. Special Responsibility Allowances to be prorated as follows:

Deputy Leader of the Council	30% of Leader SRA (£3,600)
Leader of the Opposition	10% of Leader SRA (£1,200)
other Executive Members/Portfolio Holders	20% of Leader SRA (£2,400)
Planning Committee Chairman	20% of Leader SRA (£2,400)
Overview and Scrutiny Committee Chairman	10% of Leader SRA (£1,200)
Licensing Committee Chairman	5% of Leader SRA (£600)
Group Leader	5% of Leader SRA (£600)

4. LOSS ALLOWANCE

- 4.1 A Member is eligible to apply for a Loss Allowance where he/she has been appointed by the Council or a Committee to attend a Conference or Seminar or any other approved duty necessitating absence from the Members normal employment. An allowance of £100 (one hundred pounds) per twenty four hour period will be payable provided, upon the submission of necessary documentary evidence, to take unpaid leave, or use paid leave entitlement. In cases where the Member's employer permits "public service days" the Member will need to provide evidence that the days allowed by his/her employer have been utilised before claiming Loss Allowance.

5. TRAVELLING AND SUBSISTENCE

- 5.1 Allowances and amounts as set out below shall be paid to members in respect of travelling and subsistence, including an allowance in respect of travelling by bicycle, undertaken in connection with such duties as may fall within the categories prescribed in Regulation 8(1). Receipts in respect of actual expenditure shall be produced where appropriate.

Travelling Expenses

Payable for approved duties inside or outside the Borough:-

1. Public Transport (reimbursement of cost)
2. Members' own private vehicles:-
 - Motor car (or tricar) - 45.0p per mile
 - These rates shall be increased:-
 - (a) for each passenger carried (not exceeding 4) who would otherwise have been paid a travelling allowance:-
 - 5.0p per mile where any other rate is payable;
 - (b) by the amount of any expenditure on tolls or parking fees.
3. Bicycle – 20.0p per mile
4. Taxis - the rate of travel by taxi-cab or cab shall not exceed:-
 - (a) in cases of urgency or where no public transport is reasonably available, the amount of the actual fare and any reasonable gratuity paid; and
 - (b) in any other case, the amount of the fare for travel by appropriate public transport.
5. As a general rule, for journeys outside the Borough, where public transport is a reasonable alternative to the use of a car.
6. Expenses can be claimed for travelling to enable the undertaking of any approved duty from anywhere in the United Kingdom on the basis that the first 10,000 miles will be paid at the 45.0p per mile and all subsequent miles at the rate of 25.0p per mile.

Subsistence Expenses

5.2 Payable on production of receipts and in respect of ACTUAL EXPENDITURE incurred for approved duties.

The rate of subsistence allowance shall not exceed:

- (a) in the case of an absence, not involving an absence overnight, from the usual place of residence;
 - (i) of more than 4 hours, before 11am, (breakfast allowance), £6.14;
 - (ii) of more than 4 hours, including the period between 12 noon and 2 pm, (lunch allowance), £8.39;
 - (iii) of more than 4 hours, including the period 3 pm to 6 pm, (tea allowance), £3.35; and
 - (iv) of more than 4 hours, ending after 7 pm, (evening meal allowance), £10.48.
- (b) in the case of an absence overnight from the usual place of residence £84.42 and for such an absence overnight in London, or for the purposes of attendance at an annual conference (including or not including an annual meeting) of the Local Government Association or such other association or bodies as the Secretaries of State may for the time being approve of the purpose, £96.28.

5.3 For the purposes of paragraph 5.4 (b), London means the City of London and the London boroughs of Camden, Greenwich, Hackney, Hammersmith and Fulham, Islington, Kensington and Chelsea, Lambeth, Lewisham, Southwark, Tower Hamlets, Wandsworth and Westminster.

5.4 Any rate determined under paragraph 1 (b) above shall be deemed to cover a continuous period of absence of 24 hours.

5.5 The rates specified above shall be reduced by an appropriate amount in respect of any **meal provided free of charge** by an authority or body in respect of the meal or the period to which the allowance relates.

5.6 The attention of members is drawn to declaration (b) on the claim form, to the effect that entitlement to subsistence allowance can only arise to the extent that actual expenditure has been incurred, and that the sums shown on the previous page are maxima - i.e. only actual expenditure incurred can be reclaimed and any expenses in excess of those shown on the previous page CANNOT be reclaimed.

Members Surgeries

5.7 Members are entitled to claim reimbursement for surgery accommodation to enable them to perform approved duties as a Member of Woking Borough Council.

Meals on Trains

5.8 Where **main meals (i.e. breakfast, lunch or dinner) are taken on trains** during a period for which there is an entitlement to a day subsistence allowance, the reasonable cost of the meals (including VAT), may be reimbursed in full on production of the appropriate receipt, within the limits specified below. In such circumstances, reimbursement for the reasonable cost of a meal would replace the entitlement to the day subsistence allowance for the appropriate meal period.

5.9 The limitations on reimbursement are:

- (a) for breakfast, an absence of more than 4 hours, or where the authority permits, a lesser period, before 11 am;
- (b) for lunch, an absence of more than 4 hours, or where the authority permits, a lesser period, including the period between 12 noon and 2 pm;
- (c) for dinner, an absence of more than 4 hours, or where the authority permits, a lesser period, ending after 7 pm.

6. DEPENDANTS' CARERS' ALLOWANCE

6.1 The scheme may provide for the payment to members of an allowance in respect of the expenses of arranging for the care of children or dependants as necessarily incurred in attending meetings or carrying out official duties, within the categories set out in Regulation 7(1).

6.2 Payment of the allowance will normally be made at a rate of up to £8.91 per hour. However, in special circumstances, e.g. where specialist nursing skills are required, consideration may be given to the payment of a higher rate, subject to presentation of proof of expense.

6.3 For members with sole responsibility for children or a dependant relative, payments will be made up to a level of £802 per annum (i.e. the equivalent of 30 x 3 hour meetings, allowing for travelling time). However, where responsibility is shared with a spouse or other adult member of the household, or where there are children in the household aged over 16 years, it would be expected that the need to pay for cover would be reduced. In these circumstances, members will be allowed to claim up to a total of £401 per annum.

7. ICT SERVICES

7.1 Members are provided with PC facilities for business use and a monthly allowance of **£28** which incorporates telephone line rental and Broadband connection costs.

7.2 Members will be issued with an annual supply of consumables by the Council. The annual supply from the Council will be:

- One Box (5 reams) White A4 Paper
- Up to Three Black Printer Cartridges
- Up to Two Colour Printer Cartridges

7.3 The Chief Executive is authorised to adjust the ICT allowance appropriately when the Council moves to "paperless" meetings.

8. CO-OPTEEES

8.1 The Council may pay co-optees' allowances in respect of their attendance at conferences and meetings. "Co-optees" for these purposes are persons who are not members of the authority but are members of a committee or sub-committee of the authority. The person who qualifies at the present time as a co-optee is the co-opted (independent) member who sits on the Standards and Audit Committee.

8.2 The amount of entitlement to co-optees' allowance for a co-optee in respect of the Municipal Year 2021/22 is a sum equal to **5% of the Basic Allowance (£360 in 2021/22)**.

8.3 Where the term of office of a co-optee begins or ends otherwise than at the beginning or end of a year, his/her entitlement shall be to payment of such part of the co-optees' allowance as bears to the whole the same proportion as the number of days during his/her term of office as co-optee subsists bears to the number of days in that year.

8.4 Where a co-optee is suspended or partially suspended from his/her responsibilities or duties as a member of an authority in accordance with Part III of the Local Government Act 2000 or regulations made under that Part, the part of co-optees' allowance payable to him/her in respect of the period for which he/she is suspended or partially suspended may be withheld by the Council.

9. PENSIONS

9.1 With effect from 1 April 2014 a councillor's eligibility for membership of the Local Government Pension Scheme within the Surrey Pension Fund (administered by Surrey County Council) was ended (Local Government Pension Scheme (Transitional Provisions, Savings and Amendment) Regulations 2014). A councillor who was a member of the Pension Scheme on 31 March 2014 will continue to accrue rights until the end of the term of office which that councillor was serving on 1 April 2014.

10. INDEXING

10.1 Regulation 10(4) permits a scheme to make provision for an annual adjustment of allowances by reference to an index. The Council may not rely on that index for longer than four years before seeking a further recommendation from the Independent Remuneration Panel. Annual adjustments to allowances by reference to the index do not count as amendments to the scheme, although Regulation 16(2) requires advertisement in a local newspaper of the main features of the scheme every twelve months, whether amended or not.

10.2 The level of Basic Allowance shall be adjusted annually by reference to an index. The scheme shall identify that index as the annual cost of living salary increase for officers. The Basic Allowance shall be so indexed for a period of up to four years, after which it shall no longer be used without the further recommendation of the Independent Remuneration Panel.

10.3 On 11 February 2016, the Council resolved that the Basic Allowance and the Child Care and Dependant Carers' Allowances should be increased annually by the Chief Executive in line with the agreed pay award for the Council's staff.

10.4 On 11 February 2016, the Council resolved that the Chief Executive be authorised to determine Members' Allowances and Special Responsibility Allowances annually in consultation with the Independent Remuneration Panel and in accordance with an aggregate Member Allowances budget set annually by the Council. The Special Responsibility Allowances for future years should be increased in line with the balance of uplift in the total budget for Members' Allowances after deducting the uplift in Basic Allowance from the set basis in the 2016/17 Municipal Year.

10.5 On 22 May 2019 the Chief Executive, under delegated authority, determined that the framework for the overall budget for Members Allowances increase over the next 3 years by the percentage increase in the total Employee Budget.

10.6 On 22 May 2019 the Chief Executive, under delegated authority, determined that the Subsistence Allowance be linked to employee indexation.

10.7 On 22 May 2019 the Chief Executive, under delegated authority, determined that the Dependents' Carers' Allowance be linked to the National Living Wage.

11. **GENERAL PROVISIONS**

Elections to Forgo Allowances

- 11.1 A person may, by notice in writing to the Chief Executive of the Council, elect to forgo his/her entitlement to the whole or part of any allowance.

Time-limits

- 11.2 Claims for payment for dependants' carers' allowance, travelling and subsistence allowance, and co-optees' allowance must be made within six months from the date on which entitlement arises, although the Council may make payment where the allowance has not been claimed within the specified period.

Membership of other relevant authorities

- 11.3 A member of the Council who is also the member of another relevant authority (as defined in Regulation 3) shall not be paid an allowance from more than one authority in respect of the same duties.

Amendments to Scheme

- 11.4 Where an amendment is made which affects an allowance payable for the year in which the amendment is made, the entitlement to the allowance as amended will apply with effect from the beginning of the year in which the amendment is made.

Repayments

- 11.5 Where a member is suspended or partially suspended from responsibilities or duties as a member in accordance with Part III of the Local Government Act 2000 or regulations made thereunder, or ceases to be a member of the Council, or is any other way not entitled to receive an allowance, the Council may require that such part of an allowance paid in respect of a period of non-entitlement shall be repaid to the Council.

Taxation

- 11.6 Allowances other than travelling and subsistence are subject to income tax and national insurance contributions (where applicable). Deduction at the appropriate rate shall be made at source.

Claims

- 11.7 Allowances shall be paid automatically. Claims for expenses should be made on the Members' Expenses Application Form. Claims will be processed monthly and if received by the first working day of the month, will be paid on the 15th day of that month, or at longer intervals, if the member wishes.

12. **RECORDS AND PUBLICITY**

Records of Allowances

- 12.1 The Council shall keep a record of the payments made by it in accordance with this scheme. The record shall:-
- specify the name of the recipient of the payment and the amount and nature of each payment;
 - be available, at all reasonable times, for inspection and at no charge by any local government elector for the area of the Council; and
 - be supplied in copy to any person who requests such a copy and on payment of a reasonable fee.

Publication of total sums paid

- 12.2 As soon as reasonably practicable after the end of a year to which the scheme relates, the Council shall make arrangements for the publication of the total sum paid by it in the year to each recipient in respect of each of the following:-
- basic allowance
 - special responsibility allowance
 - dependants' carers' allowance
 - travelling and subsistence allowance; and
 - co-optees' allowance

Publicising the scheme

- 12.3 As soon as reasonably practicable after making or amending a scheme, the Council shall make arrangements for its publication by:-
- ensuring that copies of the scheme are available for inspection by members of the public at the Council's principal office at all reasonable hours; and
 - publishing in a local newspaper a notice advertising the scheme and providing the information required by Regulation 16(1)(b).
- 12.4 The newspaper notice referred to above shall be published in a local newspaper as soon as possible after the expiration of twelve months after its previous publication, irrespective of whether the scheme has been amended during that twelve-month period.
- 12.5 The Council shall provide a copy of this scheme to any person who requests a copy and on payment of a reasonable fee.

Publicity for Independent Remuneration Panel Reports

- 12.6 As soon as reasonably practicable after receiving the report of its Independent Remuneration Panel, the Council shall:-
- ensure that copies of the report are available for inspection by members of the public at the Council's principal office at all reasonable hours; and
 - publish in a local newspaper a notice advertising the report and providing the information required by Regulation 22(1)(b).
- 12.7 The Council shall provide a copy of the report of the Independent Remuneration Panel to any person who requests a copy and on payment of a reasonable fee.

Financial Regulations

Note: Pending formal review, reference to “Business Managers” shall be construed as meaning the Senior Officers identified by the Corporate Leadership Team as being responsible for, and heading, the relevant service or services.

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1. FINANCIAL ADMINISTRATION

- 1.1 For the purposes of Section 151 of the Local Government Act 1972 the Council shall designate an officer who shall be responsible for the administration of the Council's financial affairs and for the purpose of these Financial Regulations this officer shall be referred to as the Chief Finance Officer or person authorised by him/her to act on his/her behalf.
- 1.2 The Chief Finance Officer shall be responsible for compliance with the requirements of the current Accounts and Audit Regulations.
- 1.3 The Corporate Leadership Team comprises the Chief Executive and four Executive or Strategic Directors or such other composition as the Council may from time to time determine. For the purpose of these Financial Regulations, the Chief Executive shall be regarded as an Executive or Strategic Director.
- 1.4 Each Business Manager shall, in consultation with the Chief Finance Officer, prepare instructions detailing the action to be taken within his/her business areas to ensure compliance with Standing Orders and Financial Regulations, and to implement procedures contained in Accounting Manuals.
- 1.5 It shall be the responsibility of each Business Manager to ensure that all staff within his/her service areas comply with the requirements of Financial Regulations.
- 1.6 Each Business Manager shall consult the Chief Finance Officer with respect to any change in circumstances within his/her responsibility which is likely to affect the finances of the Council before a commitment is made.
- 1.7 No report having financial or Value Added Tax implications shall be submitted to the Executive without prior consultation with the Chief Finance Officer on the financial or Value Added Tax implications.
- 1.8 The provision of these Regulations shall also apply to services carried out under agency arrangements for any other Authority or organisation, except where it is otherwise required by that Authority or the Chief Finance Officer.
- 1.9 These Financial Regulations shall be read in conjunction with Contract Standing Orders.

2. INTERNAL AUDIT

- 2.1 A continuous internal audit shall be maintained under the independent control and direction of the Chief Finance Officer, for the examination of accounting, financial and other operations of the Council to include examination of internal control and checks and the achievement of economy, efficiency and effectiveness.
- 2.2 The Chief Finance Officer shall have authority:
 - (a) To enter all establishments of the Council;
 - (b) To have access to all records, documents and correspondence relating to any financial and other transactions of the Council;
 - (c) To require and receive such explanations as he/she considers necessary for any matter under consideration; and
 - (d) To require any employee of the Council to produce cash, stores or any other Council property under his/her control.

- 2.3 Immediately an Executive Director or a Business Manager becomes aware of any possible irregularity affecting income, expenditure, cash, stores, or any of the resources of the Council, the Chief Finance Officer shall be informed in order that an independent investigation of the alleged irregularity may be undertaken. Such independent investigation will be undertaken by the Chief Finance Officer, who will have the authority to issue instructions in order to bring the investigation to a conclusion.
- 2.4 Where a fraud, theft or major irregularity is suspected the Chief Finance Officer:
- (a) may remove and provide safe custody of books, records, vouchers or any other material where they may be used as evidence in an investigation; and
 - (b) shall be entitled to require the exclusion of staff from their normal place of work for a limited period.
- 2.5 Where, upon investigation, the Chief Finance Officer believes that reasonable grounds exist for suspecting that a loss may have occurred as a result of misappropriation, irregular expenditure or fraud, the Chief Finance Officer shall in consultation with the Monitoring Officer consider whether the circumstances require further investigation by the Police.
- 2.6 Where, upon investigation, the Chief Finance Officer believes that a loss may have occurred as a result of waste, extravagance or maladministration, the Chief Finance Officer shall report the matter to the Corporate Leadership Team.
- 2.7 In all cases, following a report on an investigation, the Chief Finance Officer, together with the Corporate Leadership Team shall consider the matter so that any possible breach of internal discipline may be dealt with according to the agreed procedure.
- 2.8 The Chief Finance Officer shall report twice a year to the Standards and Audit Committee on the work undertaken by Internal Audit.

3. ACCOUNTING

- 3.1 The Chief Finance Officer shall prepare the Council's annual financial statements and accounts for publication in accordance with statutory requirements.
- 3.2 The Chief Finance Officer shall be responsible for the timely submission of all grant claims for sums due to the Council.
- 3.3 All accounting procedures and records of the Council and its officers shall be subject to the approval and control of the Chief Finance Officer and shall be periodically reviewed. The Chief Finance Officer shall, in consultation with the Corporate Leadership Team, prepare Accounting Manuals to document all accounting procedures.
- 3.4 No change shall be made in existing accounting procedures without the approval of the Chief Finance Officer.
- 3.5 As soon as practicable after the end of each financial year the Chief Finance Officer shall report to the Executive on the annual accounts.
- 3.6 The following principles shall be observed in the allocation of accounting duties:
- (a) The duty of providing information regarding sums due to or from the Council, and of calculating, checking and recording these sums shall be separated as completely as possible from the duty of collecting or disbursing them;
 - (b) Officers charged with the duty of examining and checking the accounts of cash transactions shall not themselves be engaged in any of these transactions.

4. INVESTMENT PROGRAMME

- 4.1 The Corporate Leadership Team, in liaison with the relevant Business Managers, shall prepare and annually review a five-year Investment Programme, to include all projects or service development proposals irrespective of the method of finance, and report thereon to the Executive.
- 4.2 Any scheme proposed to be included in an Investment Programme which was not contained in the preceding approved Investment Programme, shall be the subject of a business case which should be submitted to the Executive for approval. Approval of the business case will enable a full appraisal to be carried out prior to the release of funding.
- 4.3 Before tenders or quotes are invited for any work, the relevant Business Manager shall prepare an estimate of the cost of the work, and submit it to the Chief Finance Officer advising whether or not it is within the approved budgetary provision for the works, or if not, from where the additional cost is to be financed. The Chief Finance Officer shall assess whether the new estimate and proposed financing is within the available budgetary provisions to enable the project to proceed to the invitation of quotations or tenders or whether it needs to be referred to Corporate Leadership Team and where appropriate to the Executive for approval.
- 4.4 The Chief Finance Officer shall report on the proposed financing of the Investment Programme to the Executive.

5. REVENUE ESTIMATES

- 5.1 The Chief Finance Officer shall prepare the annual Revenue Estimates in consultation with Budget Managers, Business Managers and the Corporate Leadership Team to be submitted to the Executive in accordance with any guidelines set by the Council.
- 5.2 Scales of charges for goods and services shall be kept under review by the appropriate Business Manager and agreed with the Corporate Leadership Team before submission to the Executive for consideration and approval. Such charges shall be reviewed not less frequently than once a year.
- 5.3 Virement up to £10,000 of a budgeted item of expenditure shall be delegated to the relevant Budget Manager in consultation with his/her Business Manager, with notification to the Chief Finance Officer, provided that:
- (a) The proposed reduction to the appropriate estimate expenditure head has not been caused by abandonment or reduction in the level of a service/item following a change in Council or national policy;
 - (b) No net increase in total expenditure will arise in the initial or any subsequent years directly from the virement;
 - (c) The nature of any transfer shall be consistent with current accounting practice;
 - (d) Virement from budget heads for staffing costs may only be made with the prior agreement of the Corporate Leadership Team;
 - (e) The total fund (i.e. General Fund or Housing Revenue Account) budget, within which the transfer will be made, is and will remain, within the total budgetary provision for that fund.
- 5.4 Virement other than in accordance with the above shall be subject to the approval of the Executive following a report by the relevant Business Manager.

- 5.5 Expenditure shall not be incurred nor a reduction of income authorised unless it is covered by special financial provisions or by the annual estimates.

6. BUDGETARY CONTROL

- 6.1 Each Business Manager subject to the approval of the Chief Finance Officer and the Corporate Leadership Team shall nominate Budget Managers and one or more Support Officers to deputise or provide management support on the Budget Manager's behalf for all services/functions under his/her control which incur expenditure and/or receive income.
- 6.2 Budget Managers shall monitor and control those budgets for which they have been given responsibility.
- 6.3 Approval by the Council of a Revised Estimate shall have the effect of substituting that Revised Estimate for the Original Estimate.
- 6.4 The Chief Finance Officer shall make available to each Budget Manager information relating to expenditure and income within the relevant cost centres to enable comparison with the provisions included in the annual estimates.
- 6.5 Where it appears that the amount of any head of estimate of approved expenditure may be exceeded or the amount of any head of approved income may not be reached, by the greater of £10,000 or 5% of the budget provision it shall be the responsibility of the Business Manager concerned, after consultation with the Chief Finance Officer, to report the matter to the Corporate Leadership Team and the Executive giving explanation for and the means of financing of the variation.

7. ORDERS FOR WORK, GOODS AND SERVICES

- 7.1 Official Orders shall be in a form approved by the Chief Finance Officer and are to be authorised only by the nominated officers. The names of officers nominated to authorise such records shall be notified to the Chief Finance Officer by each Business Manager and shall be amended on the occasion of any change. Official Orders generated via a computerised system shall be subject to procedures approved in advance by the Chief Finance Officer.
- 7.2 Official Orders shall be promptly issued or written contracts made, for all work, goods or services to be supplied to the Council except for supplies for public utility services, for periodical payments such as rent or rates, ad-hoc purchases using the Council's Procurement Card, for petty cash purchases or such other exceptions as the Chief Finance Officer may approve.
- 7.3 Each Order shall comply with the Standing Orders of the Council, and in particular those relating to contracts.
- 7.4 Official Orders shall not be issued for works, goods or services unless the cost is covered by an approved annual estimate or by special financial provisions.
- 7.5 Official Orders, shall indicate clearly the nature and quantity of the work or services required, a contractual, quoted or estimated price, and, where material, the time for completion of the Order.
- 7.6 Telephoned or verbal Orders shall be confirmed on the same day by official Orders, such Orders indicating that they are to confirm instructions previously issued.
- 7.7 Where a general authority, which must be in writing or in an electronic form approved in advance by the Chief Finance Officer, has been given by the Council to perform specified

works or services of an emergency nature in the absence of an official Order from the Council, an official Order shall be issued, within one working day of receipt of notification that action has been required under that authority, confirming the action.

7.8 Official Orders or the Council's Procurement Card may not be used for the procurement of goods, materials or services for the personal use of an employee. An Order once authorised should be despatched direct to the supplier and not returned or made available to the officer originating the Order.

7.9 On receipt of the goods, the authorising officer shall ensure that, without delay, appropriate entries are made against the relevant order and in inventories, stores records or stock books as required and that the Chief Finance Officer is informed, where relevant, for insurance purposes.

8. PAYMENT OF ACCOUNTS

8.1 The Chief Finance Officer shall make proper arrangements for the payment of accounts as duly authorised.

8.2 The methods of payment of money due from the Council shall only be as agreed by the Chief Finance Officer.

8.3 An invoice received electronically in accordance with the procedures approved by the Chief Finance Officer shall be paid without further reference back to the budget manager responsible for issuing the relevant order provided the receipt of the goods or services has been recorded electronically against the order, and the invoice matches the order.

8.4 Paper invoices, electronic invoices that do not match the relevant order, and electronic invoices not subject to an official order, shall be examined, verified and certified for payment by the officer who authorised the order. Any other payments, vouchers or accounts arising within the officer's responsibility shall be similarly examined, verified and certified before payment is made.

8.5 Before certifying an account (where manual certification is required) the certifying officer shall, save to the extent that the Chief Finance Officer may otherwise determine, have satisfied himself that:

- (a) It conforms with the order;
- (b) The work, goods or services to which the account relates have been received, carried out, examined and approved;
- (c) The prices, extensions, calculations, trade discounts, other allowances, credits and tax are correct;
- (d) The relevant expenditure has been properly incurred, is within the relevant estimate provision, and is in accordance with the Council's Standing Orders and Financial Regulations; and
- (e) The account has not been previously passed for payment and is a proper liability of the Council.

8.6 Where manual certification of accounts for payment is required, certification shall be carried out as soon as possible after receipt and processed under arrangements specified by the Chief Finance Officer.

8.7 Statements shall not be paid.

- 8.8 Business Managers shall ensure that proper arrangements are in place in their service areas for the certification of invoices. The Chief Finance Officer is responsible for making safe and efficient arrangements for payment.
- 8.9 Accounts for payment in respect of purchases of land or property must be supported by particulars of the land or property, the location, the name of the Vendor and the amount of the purchase money and expenses.
- 8.10 The Chief Finance Officer shall be supplied by Business Managers with all documents for noting particulars of all monies payable by the Council under contracts, leases or other agreements and shall register such particulars in the Council's financial records.
- 8.11 Each Budget Manager shall, as required and as soon as possible after 31 March in each year, give to the Chief Finance Officer schedules of all accounts within his/her responsibility that require manual certification and are outstanding for the previous financial year. When such accounts are subsequently certified for payment, budget managers shall identify them accordingly as directed. Outstanding electronic invoices shall be accrued into the previous financial year by the Chief Finance Officer provided goods received notes have been recorded electronically against the relevant orders.

9. ADVANCE ACCOUNTS AND PETTY CASH PAYMENTS

- 9.1 The Chief Finance Officer shall provide such advance accounts, as he/she considers appropriate, for such officers of the Council as may need them for the purpose of defraying petty cash and other expenses. Such accounts shall be maintained on the imprest system.
- 9.2 No income received on behalf of the Council may be paid into an advance account but must be banked or paid into the Council as provided elsewhere in these regulations.
- 9.3 Payments from Petty Cash Accounts shall be limited to minor items of expenditure and, except with the prior approval of the Chief Finance Officer no single item shall exceed £30 in amount. Payments shall not include sums due to any tradesman, for goods etc supplied, with whom the Council has a current account or contract and must be supported where possible by a receipt and certified by the appropriate Budget Manager.
- 9.4 All items of expenditure from petty cash shall be entered on the appropriate claim form when reimbursement is required and at least at the end of each month the imprest account shall be reconciled and the actual cash in hand agreed with the balance shown on the account. The total petty cash expenditure for reimbursement shall be certified by the designated responsible officer as properly due and receipted and passed to the Chief Finance Officer for reimbursement.
- 9.5 The Chief Finance Officer shall ensure that safe and efficient arrangements are operated in respect of all petty cash, postage, floats or other cash in hand and the advance accounts shall be open to inspection and verification by Internal Audit.
- 9.6 An officer responsible for an advance account shall, when so requested, give the Chief Finance Officer a certificate as to the state of his/her imprest advance. On leaving the employment of the Council or otherwise ceasing to hold an imprest advance, an officer shall account to the Chief Finance Officer for the amount advanced to him.

10. MANAGEMENT OF CONTRACTS UNDER SEAL

- 10.1 For the purpose of this section of Financial Regulations, the term 'contract' shall refer to 'any arrangement for the provision of services, execution of works of maintenance, repair or construction or for the engagement of the services of any architect, engineer, surveyor, or

other consultant in connection with any contract as defined above for which the sum exceeds the higher amount quoted in Contract Standing Order C.5.1.'

- 10.2 All contracts on behalf of the Council shall be subject to the Council's Standing Orders.
- 10.3 No contract shall be entered into unless the relevant Business Manager has satisfied himself, in consultation with other Service Heads as appropriate, as to the tenderer's ability to satisfactorily fulfil the contract. Enquiries as to the financial status of tenderers shall be made by the Chief Finance Officer as requested to do so. Financial and Technical Appraisals and the take-up of previous client references to be undertaken for all contractors.
- 10.4 The Chief Finance Officer shall be informed as soon as possible of all contracts, agreements, awards or other instruments involving the payment or receipt of money on behalf of the Council.
- 10.5 Where contracts provide for payments to be made by instalments the relevant Business Manager shall arrange for the keeping of a contract register to show the state of account on each contract between the Council and the Contractor, together with any other payments and related professional fees. The form of contract registers shall be determined by the Chief Finance Officer.
- 10.6 Payment to contractors on account of contracts shall be authorised only on a certificate signed by the Business Manager or other duly authorised officer of the appropriate department, showing in addition to the normal certification, the Committee reference authorising the project, the total amount of the contract, the value of work executed to date, Value Added Tax and other taxes, fluctuations, retention money, amount paid to date and the amount now certified. Documents in support of each payment shall be forwarded to the Payments Section with the payment request, as soon as they can be obtained. The payment of electronic invoices and the use of electronic contract certificates shall be in accordance with procedures approved in advance by the Chief Finance Officer.
- 10.7 Every variation on a contract for building, engineering, or other constructional works shall be authorised in writing, or electronically in accordance with arrangements approved by the Chief Finance Officer, before works commence, unless in an emergency.
- 10.8 Any variation or addition to the original specification, the estimated cost of which exceeds the greater of either £10,000 or 5% of the total budget provision, will require a report to the Corporate Leadership Team and the Executive on reasons, and proposals, for financing the variations and seeking approval for additional expenditure and the financing thereof.
- 10.9 Quotations shall be obtained, in the same manner as is laid down in the Council's Standing Orders with respect to contracts, in respect of prime cost items and provisional sums.
- 10.10 The Chief Finance Officer shall be consulted as to the extent of insurance cover required to be provided by Contractors to the Council.
- 10.11 The final certificate on a contract or accepted estimate shall not be issued by the appropriate Business Manager, or other duly authorised officer of the appropriate service area, until he/she has produced a detailed statement of account together with such vouchers and documents as the Chief Finance Officer may require relating to prime cost items and particulars of additions and omissions, and the Chief Finance Officer shall have approved the amount to be certified or sought the instructions of the Executive.
- 10.12 In the case of contracts for works entered into by the Council and supervised and managed by Architects or persons other than the Council's own officers, the agreement with those persons must provide that they shall furnish to the Council for inspection by the Officers all

vouchers and documents, including those relating to prime cost and provisional sums, and that the final Certificate shall not be issued nor the balance under such contract paid until:

- (a) the Chief Finance Officer (with the assistance of any other Officer necessary) has examined the accounts, vouchers and documents; and
 - (b) if any question of propriety of payment arises, the Council has directed payment.
- 10.13 Provision shall be made, if possible, in such agreements as are mentioned in the foregoing regulations, that the Council shall be entitled to retain all accounts, vouchers and documents relating to the contract until after the accounts of the Council have been audited by the Council's Auditors.
- 10.14 Claims from contractors in respect of matters not clearly within the terms of any existing contract shall be referred to the Chief Finance Officer and the Monitoring Officer for consideration of the Council's legal and financial liabilities before a settlement is reached.
- 10.15 Where completion of a contract is delayed such as to give rise to a claim for liquidated damages on behalf of the Council, it shall be the duty of the technical officer concerned to take the appropriate action in respect of such a claim and to report thereon to the Corporate Leadership Team
- 10.16 After the final account has been agreed by the Chief Finance Officer the relevant Business Manager, or other duly authorised officer of the appropriate business area, shall report completion of the contract:
- (a) as a matter for information in those circumstances where the final cost is within the contract sum plus any approved variations;
 - (b) to the Corporate Leadership Team in those circumstances where the final cost exceeds the original sum plus approved variations detailing in full the final cost and the reason for variations from those approved.

11. SALARIES AND WAGES

- 11.1 Business Managers shall notify the Chief Finance Officer and the Chief Executive as early as possible of all appointments, dismissals, resignations, absences from duty other than annual leave, transfers and changes in remuneration of officers.
- 11.2 The Chief Finance Officer shall be provided by the Business Manager concerned with all information necessary to maintain records of service, superannuation, income tax and national insurance liability, and, in the case of officers leaving the Council's employment, total leave granted during the year.
- 11.3 Timesheets shall be certified by a Business Manager or other duly authorised officer of the appropriate business area and passed to the Chief Finance Officer for preparation of the payroll. Timesheets generated by computer systems shall be subject to procedures approved in advance by the Chief Finance Officer. The names of officers authorised to certify salaries and wages shall be supplied to the Chief Finance Officer and amended on the occasion of any change. Certifying officers must not sign their own claims; subordinate officers must not sign claims of senior officers except that any Executive Director may sign claims submitted by the Chief Executive.
- 11.4 The payment of all salaries, wages, pensions, compensation or other emoluments to employees or former employees shall be made under the control of the Chief Finance Officer. Unclaimed wages shall be retained by the Chief Finance Officer for seven days and then paid into the Council's account at the bank.

- 11.5 The maintenance and control of National Insurance records shall be the responsibility of the Chief Finance Officer.
- 11.6 Any variation from national, provincial, or local agreements, awards and rates of pay shall be submitted to the Executive for approval.

12. INCOME - COLLECTION AND BANKING

- 12.1 The collection of, and issue of receipts for, all accounts and monies due to or received by the Council shall be under the direction of the Chief Finance Officer.
- 12.2 The records of each department with regard to items of income shall be in the form approved by the Chief Finance Officer.
- 12.3 Each Business Manager shall promptly furnish the Chief Finance Officer with such particulars in connection with work done, goods supplied or services rendered and all other amounts due to the Council to ensure prompt rendering of accounts for the recovery of income due.
- 12.4 The Chief Finance Officer shall, as early as possible, be supplied by each Business Manager with particulars of all monies due to the Council under contracts, leases, tenancy agreements, conveyances, transfers of property and any other agreements entered into which involve the receipt of money by the Council and shall register such particulars in the records of his/her department.
- 12.5 All monies received on behalf of the Council shall, without delay, either be paid to the Chief Finance Officer or, subject to his/her instructions, be banked in the Council's name. No deduction may be made from such money except by specific authorisation of the Chief Finance Officer.
- 12.6 Each officer of the Council who receives money on behalf of the Council shall be accountable for that money and shall keep such records in connection therewith as are approved by the Chief Finance Officer including an accurate and chronological account of all receipts and deposits either with the Chief Finance Officer or the Council's Bankers.
- 12.7 Each officer who banks money shall ensure that the paying-in slip contains in respect of each transaction a reference to the related debt or source of money or otherwise indicates the origins of any cheques.
- 12.8 Arrangements for the control, issue and custody of all official receipt forms, books, tickets and other documents representing money or monetary value shall be subject to approval by the Chief Finance Officer. A register shall be kept of all receipts and issues of such documents and each issue shall be acknowledged by the signature of the officer to whom the issue is made, the quantity issued to be governed by ascertained needs.
- 12.9 All cheques and payable orders shall be crossed to the account of the Council immediately on receipt in the department receiving them.
- 12.10 Cheques shall not be cashed out of money held on behalf of the Council.
- 12.11 If any discrepancy is revealed between the amount deposited and the amount shown as received by a collector it shall be recorded and investigated. If in excess of £10, Internal Audit shall be immediately notified. If not corrected any deficiency shall be made good at a subsequent deposit subject to the discretion of the Chief Finance Officer who shall report to the Corporate Leadership Team on any deficiency of £1,000 or greater which has not been corrected.

- 12.12 Every transfer of official money from one member of staff to another will be evidenced in the records of the departments concerned by the signature of the receiving officer.
- 12.13 Any proposal involving new sources of income or amendments to existing sources of income (unless part of a series of transactions comprised within a previous report to the Executive) shall be considered by the Executive, the Executive having received a report from the appropriate officer on the financial aspects of the proposal.
- 12.14 Any debt due to the Council may only be written-off with the authorisation of the Executive except, insofar as an individual debt does not exceed £10,000, the initial authority may be given by the Chief Finance Officer who shall be required to publish periodically reports of the debts that have been written off in accordance with the delegated authority.

13. BANKING ARRANGEMENTS AND CHEQUES

- 13.1 All arrangements with the Council's bankers concerning the Council's banking accounts and the issue of cheques shall be made through the Chief Finance Officer. All bank accounts shall be in the name of the Council.
- 13.2 The Chief Finance Officer shall be authorised to operate such subsidiary banking accounts, including National Giro, as he/she considers necessary, except that applications made to banks to open new accounts shall be countersigned by the Chief Executive.
- 13.3 All cheques, including National Giro payment forms, shall be ordered only on the authority of the Chief Finance Officer, who shall make proper arrangements for their safe custody.
- 13.4 All cheques drawn on behalf of the Council shall bear the facsimile signature of the Chief Finance Officer or be signed by the Chief Finance Officer or other authorised signatory. Cheques for values over £10,000 shall be countersigned by an authorised signatory.
- 13.5 Payments made from the Council's bank account other than by cheque shall be subject to arrangements approved in advance by the Chief Finance Officer. Payments other than by cheque for values over £50,000 shall require authorisation by an authorised signatory.
- 13.6 The Chief Finance Officer shall maintain a list of authorised signatories, which may differentiate between different types of financial instruments and payment values, and shall report all changes in the monthly Business Briefing.

14. BORROWING, INVESTMENTS, LEASING AND PROPERTY

- 14.1 All borrowings and leasings shall be effected in the name of the Council.
- 14.2 The Chief Finance Officer shall arrange all borrowing and leasing to meet the Council's requirements within statutory controls, shall maintain records of all borrowing, leasing and lending of money by the Council, and shall publish details thereof monthly.
- 14.3 All investment of monies under the control of the Council shall be made by the Chief Finance Officer who shall publish details thereof monthly.
- 14.4 The Asset Manager shall maintain a terrier of all properties owned by the Council, recording the statutory or other purpose for which they are held, their location and extent, and particulars and nature of any interest or tenancies granted.
- 14.5 The decision and authority to opt to tax on Council property, for the purposes of VAT, shall be made by any one of the following officers:

Chief Finance Officer
Financial Services Manager

Asset Manager

- 14.6 All securities the property of or in the name of the Council or its nominees, and the title deeds of all property in its ownership shall be held in the custody of the Corporate Services Manager

(See Appendix to Part 4 for extract from the CIPFA Code of Practice for Treasury Management in Local Authorities which has been adopted by the Council (58/ResMan/3.2.97/614).)

15. STOCKS AND STORES

- 15.1 Each Business Manager shall be responsible for the care and custody of stocks and stores in his/her business area.
- 15.2 Stocks shall not be held in excess of agreed maximum requirements.
- 15.3 Stocks and stores records shall be kept in a form to be approved by the Chief Finance Officer.
- 15.4 Business Managers shall arrange for periodical test examination of stocks by persons other than those directly controlling the stocks, and shall ensure that all stocks are checked at least once in every year.
- 15.5 The Chief Finance Officer shall be entitled to check stocks and stores and be supplied with such information relating thereto as may be required for the accounting, costing and financial records of the Council and shall be entitled to attend stocktakes. This is in addition to, and not substitution for, the Business Managers' responsibilities in 15.4.
- 15.6 Adjustments to write-off deficiencies, or to bring surpluses into charge, shall be authorised by the Chief Finance Officer, except that in the case of adjustments exceeding £10,000, the relevant Business Manager shall report to the Corporate Leadership Team who shall seek the approval of the Executive.
- 15.7 Business Managers shall be responsible for maintaining records of all vehicles and mobile equipment which are under their control and the Chief Finance Officer shall be entitled to examine such records.
- 15.8 Surplus materials, stores or equipment shall be subject to disposal by competitive tender, public auction or in such other reasonable manner at the discretion of the Chief Finance Officer.

16. INSURANCES

- 16.1 Each Business Manager shall give prompt notification to the Chief Finance Officer of all new risks or properties which require to be insured and of any alterations affecting existing risks or insurances.
- 16.2 The Chief Finance Officer shall ensure that adequate insurance cover is effected in respect of all mortgaged properties, including those where the mortgagor has exercised the option to provide such cover with a company other than the Council's own insurers.
- 16.3 The Chief Finance Officer shall notify appropriate officers of the requirements of the insurer as to security precautions and other relevant conditions of policies. These officers shall be responsible for ensuring compliance with all such requirements. Before any contract is made, the Chief Finance Officer shall examine the insurance cover to be furnished by the contractor in respect of any act or default and be satisfied as to the insurance company and extent and nature of coverage before approving it.

- 16.4 Where any Council-owned land/property is let for use by private parties for any function whatsoever, the Business Manager shall inform the hirer that they are responsible for insuring such functions in respect of third party claims. Evidence of such insurance must be produced for inspection by the Chief Finance Officer. The sum insured to be such sum as may from time to time be approved by the Chief Finance Officer.
- 16.5 Each Business Manager shall keep records of all plant, vehicles, furniture and equipment under his/her control and such records shall be available for inspection by the Chief Finance Officer.
- 16.6 The Chief Finance Officer shall effect all insurance cover and negotiate all claims in consultation with appropriate officers.
- 16.7 The Chief Finance Officer shall keep appropriate records containing particulars of all insurances effected by the Council and shall give Business Managers all necessary information thereon.
- 16.8 The Business Manager concerned shall give prompt notification in writing to the Chief Finance Officer, who shall inform the police where appropriate, of any liability, loss or other damage in respect of Council property or of any other known circumstances likely to lead to a claim under any of the Council's insurances.
- 16.9 All officials charged with or authorised to participate in the receipt, custody and/or disbursement of monies and property of the Council shall be included in a Fidelity Guarantee Insurance Policy of the Council.
- 16.10 The Chief Finance Officer shall annually or at such other time as he/she may consider necessary, review insurances in consultation with the Corporate Leadership Team and other officers as appropriate.
- 16.11 Business Managers shall consult the Chief Finance Officer in respect of the terms of any indemnity which the Council requests or is requested to give.

17. SECURITY

- 17.1 Each Business Manager is responsible for maintaining proper security at all times for all buildings, stocks, stores, equipment, cash, documents and other assets under his/her control. He/she shall consult the Chief Finance Officer in any case where security is thought to be inadequate or where he/she considers that special security arrangements may be needed.
- 17.2 Maximum limits for cash holdings shall be agreed with the Chief Finance Officer and shall not be exceeded without his/her express permission.
- 17.3 Keys to safes and similar receptacles used for security of cash or cheques are to be carried on the person of those responsible at all times whilst on Council business. The loss of any such keys must be reported to the Chief Finance Officer forthwith. No new keys in respect of the above are to be cut without the agreement of the Chief Finance Officer.
- 17.4 All officers shall be responsible for maintaining proper security and privacy with respect to any information held and for ensuring compliance with the Data Protection legislation.

18. PROTECTION OF PRIVATE PROPERTY

- 18.1 Each Business Manager shall notify the Chief Finance Officer in writing of any case known to him where steps are necessary to prevent or mitigate loss or damage to moveable private property and shall forward to the Chief Finance Officer an itemised inventory in each case prepared in the presence of two officers.

19. INVENTORIES

- 19.1 Inventories shall be maintained by all departments recording an adequate description of furniture, fittings and equipment, plant and machinery in such form as may be agreed between the appropriate Business Manager and the Chief Finance Officer. A current copy of each inventory shall be supplied to the Chief Finance Officer.
- 19.2 Each Business Manager shall be responsible for the care and custody of all equipment held within his/her department (including computer equipment).
- 19.3 Each Business Manager shall be responsible for maintaining an annual check on the inventory. The Chief Finance Officer should be notified and deficiencies treated as irregularities.
- 19.4 Council property shall not be removed otherwise than in accordance with the ordinary course of the Council's business or used otherwise than for the Council's purposes, except in accordance with specific directions issued by a Business Manager and subject to the approval of the Corporate Leadership Team.
- 19.5 The disposal of any items considered being obsolete or surplus to requirements shall be in consultation with the Chief Finance Officer.

20. TRAVELLING, SUBSISTENCE AND OTHER SUCH PAYMENTS

- 20.1 All claims for payment of car allowance, subsistence allowances, travelling and incidental expenses shall be submitted to the Chief Finance Officer duly certified by a Business Manager or other duly authorised officer of the appropriate business area. The names of officers authorised to certify such records shall be notified to the Chief Finance Officer and amended on the occasion of any change. Certifying Officers must not sign their own claims, subordinate officers must not sign claims of senior officers except that any Executive Director may sign claims submitted by the Chief Executive.
- 20.2 The certification shall be taken to mean that the certifying officer is satisfied that the journeys were justified and authorised, the expenses properly and necessarily incurred and that the allowances are properly payable. Claims generated by computer systems shall be subject to procedures approved in advance by the Chief Finance Officer.
- 20.3 Officers' claims submitted more than six months after the expenses were incurred will be paid only with the express approval of the Chief Finance Officer.
- 20.4 The allowances payable to Members of the Council shall be paid by the Chief Finance Officer or under arrangements approved by the Chief Finance Officer.
- 20.5 Claims for the payment of allowances shall be submitted in a form approved by the Chief Finance Officer and shall comply with statutory requirements. All claims for a financial year should be submitted within one month of 31 March.
- 20.6 The Chief Finance Officer shall maintain the statutory records required in respect of Members' allowances and make such records available for inspection, and provide such information about them as may be required by law.

APPENDIX (Mentioned in Financial Regulations 14)**CIPFA Code of Practice for Treasury Management in Local Authorities**

1. This Council adopts CIPFA's Code of Practice for Treasury Management in Local Authorities.
2. A treasury management policy statement setting out the matters detailed in CIPFA's Code of Practice for Treasury Management in Local Authorities shall be adopted by the Council and thereafter its implementation and monitoring be delegated to the Executive.
3. All money in the hands of the Council shall be under the control of the Chief Finance Officer.
4. At or before the start of each financial year the Chief Finance Officer shall report to the Executive on the strategy for treasury management it is proposed to adopt for the coming financial year.
5. All executive decisions on borrowing, investment or financing shall be delegated to the Chief Finance Officer who shall be required to act in accordance with CIPFA's Code of Practice for Treasury Management in Local Authorities.
6. The Chief Finance Officer shall report to each meeting of the Executive on the activities of the treasury management operation and on the delegated exercise of treasury management powers. One such report shall comprise an annual report on treasury management presented as soon as practicable after the end of the financial year.
7. Should the Chief Finance Officer wish to depart in any material respect from the main principles of the Code, the reasons should be disclosed in a report to the Executive.

Contract Standing Orders

Note: Following Brexit and pending formal amendment, any reference in these Contract Standing Orders to an EU procurement requirement shall apply to the corresponding UK requirement (if one exists).

C.1.0 General Rules and Interpretation

- C.1.1 Every contract made by the Council shall, subject to the exceptions in C.12 below, comply with:
- (a) Contract Standing Orders and Financial Regulations;
 - (b) The EU Treaty;
 - (c) Any relevant operative EU directive and regulations enacting the same;
 - (d) The Local Authorities (Functions and Responsibilities) (England) Regulations 2000 (as amended from time to time) ; and
 - (e) The Council's Procurement Strategy.
- C.1.2 Every officer of the Council engaged in contract work shall, where relevant, consider:
- (a) the scope for innovation or added value, whether in sub-dividing or aggregating work or services, or in the adoption of alternative vehicles of service provision, including collaborating with others and the use of Framework Agreements;
 - (b) the need to secure continuous improvement in the economy, efficiency and effectiveness of the Council's functions and adherence to the principles of Best Value contained in the Local Government Act 1999;
 - (c) the adoption of good practice recommended in the CIPFA Code of Practice "Commissioning Local Authority Work and Services" as may be updated from time to time ("the CIPFA Code"), or in any other applicable guidance; and
 - (d) the scope for furthering the Council's objectives regarding sustainability.
- C.1.3 Any reference in Contract Standing Orders to the Corporate Leadership Team (CLT) of the Council means the Chief Executive, the Monitoring Officer (Director of Legal and Democratic Services), the Chief Finance Officer (Director of Finance), Director of Housing, Director of Neighbourhood Services and Director of Planning or such other composition as the Council may from time to time determine. .
- C.1.4 Any reference in Contract Standing Orders to Senior Officer means the officer (which may be a member of CLT) identified by CLT from time to time as being responsible for, and heading, the relevant service or services.
- C.1.5 Any reference in Contract Standing Orders to a contract value means an amount exclusive of VAT.
- C.1.6 These Standing Orders are made under section 135 Local Government Act 1972 and apply to the making of contracts in the course of the discharge of the Council's functions, including those functions which are the responsibility of the Executive.

C.2.0 Pre-Contract Considerations

- C.2.1 Every officer shall, before commencing a contractual process, consider:
- (a) the matters specified in C.1.2 above;
 - (b) whether the type and value of the works, supplies or services are such that the European procurement regime and/or other provisions of the Public Contracts Regulations apply to them; and
 - (c) whether, having regard to estimated value and all other considerations, the works, supplies or services should be procured by official order, by competitive quotation or by competitive tender or by using an appropriate Framework Agreement complying with Section 4 to Part 2 of the Public Contract Regulations 2015.
- C.2.2 If the works, supplies or services are subject to the European procurement regime, the rules set out in C.3 below shall apply.
- C.2.3 If the works, supplies or services are of a value enabling procurement by official order, the rules set out in C.4 below shall apply.
- C.2.4 If the works, supplies or services are of a value enabling procurement by competitive quotation, the rules set out in C.5 below shall apply.
- C.2.5 If the works, supplies or services are of a value requiring procurement by competitive tender, the rules set out in C.6-C.8 below shall apply.
- C.2.6 Works, supplies or services may be procured/called-off utilising an appropriate Framework Agreement or other Technique or Instrument, in accordance with Section 4 to Part 2 of the Public Contract Regulations 2015.
- C.2.7 Save for a contract which has not otherwise been the subject of an advertisement inviting expressions of interest, quotation or tender, every contract, the estimated value of which exceeds £25,000, shall be advertised on Contracts Finder.

C.3.0 European Procurement

- C.3.1 Contracts for the carrying out of works, the provision of supplies and of services shall be tendered in accordance with relevant regulations and any relevant procedural guidance PROVIDED THAT such tendering procedures shall only apply in respect of contracts, the estimated values of which exceed the thresholds in force at the relevant time (as advised to Senior Officers by the Director of Legal and Democratic Services from time to time). In particular:
- (a) Works contracts (currently applying to those exceeding £4,733,252) shall comply with the Public Contracts Regulations 2015 ("the Regulations");
 - (b) Supply contracts (currently over £189,330) shall comply with the Regulations; and
 - (c) Services contracts (currently over £189,330) shall comply with the Regulations.
- C3.2 EU Statistical Returns: All Senior Officers shall, in respect of each calendar year, record details of contracts advertised and/or awarded pursuant to the above procurement regime. The following details shall be recorded:
- (a) the value (estimated if necessary) of the consideration given or payable under the contract;

- (b) whether the open, restricted or negotiated procedure was used;
- (c) if the negotiated procedure was used, pursuant to which provision of the relevant regulation that procedure was invoked;
- (d) the type of goods purchased or hired, services provided, or works carried out; and
- (e) the nationality of the person to whom the contract was awarded.

C.4.0 Lower Value Contracts

C.4.1 Where the estimated amount or value of the contract does not exceed £5,000, the works, supplies or services may be procured by official order provided that:

- (a) the expenditure is within approved estimates;
- (b) an officer duly authorised by a member of the CLT or by a Senior Officer shall have authorised the order; and
- (c) the appropriate member of the CLT or Senior Officer is satisfied that the contract represents value for money.

C.5.0 Inviting Quotations

C.5.1 Subject to the provisions relating to electronic processes (see C.12.1(k)), where the estimated amount or value of the contract exceeds £5,000 but is under £50,000 including nominated sub-contracts, the works, supplies or services may be procured by competitive quotation provided that:

- (a) at least three written quotations are sought;
- (b) quotations are opened at one time in the presence of two officers, both duly authorised by the appropriate member of the CLT or Senior Officer, one of whom shall record in writing details of the quotations, provided that for the purposes of this rule the authorisation of officers by the member of the CLT or Senior Officer shall be recorded in writing and notified to the Director of Legal and Democratic Services for entering in a register;
- (c) no quotation other than the lowest or most economically advantageous of at least two received is accepted (subject in the case of the acceptance of the most economically advantageous quotation to the application of any relevant criteria recommended in the CIPFA Code);
- (d) the contract is evidenced in writing (which may consist of a true copy of an official order authorised (by an officer duly authorised by the appropriate member of the CLT or Senior Officer) and the order is retained for six years in paper or electronic form;
- (e) the expenditure is within approved estimates; and
- (f) the appropriate member of the CLT or Senior Officer is satisfied that the quotation represents value for money.

C.5.2 Invitations to quote should require quotations to be returned in a plain sealed envelope identifying the subject to which they relate but not the sender.

C.5.3 Owing to the statutory prohibition on Pre-Qualification Questionnaires being used for contracts below the EU threshold, the pre-qualification questionnaire process is only for use where estimated contract values would exceed that threshold.

C.6.0 Inviting Tenders

C.6.1 All contracts including nominated sub-contracts that are required to be the subject of competitive tender shall be invited in accordance with one of the three procedures set out below.

Ad Hoc List

C.6.2 This Procedure shall apply in circumstances where the use of the Standing List is considered inappropriate and where the Council or a Committee or an authorised officer have decided that invitations to tender are to be made to persons who have replied to a public notice which shall be given as follows:

- (a) on the Council's website, South East Business Portal web-site, Contracts Finder and/or equivalent EU-approved portal websites; and
- (b) in the Official Journal of the European Union (OJEU), where thresholds do or may apply; or
- (c) where EU thresholds do not apply, in at least one newspaper or journal circulating among persons who undertake such contracts – where appropriate to the type of work and likely supply market this media may be used in addition to a notice in OJEU.

C.6.3 The public notice shall:

- (a) specify details of the proposed contract;
- (b) invite applications for permission to tender; and
- (c) specify a time limit of at least 14 days, to submit applications.

C.6.4 After the expiration of the period specified in the public notice, the Senior Officer, seeking such assistance as may be necessary, will undertake a financial and technical appraisal of the persons who applied for permission to tender, applying such guidance as to evaluation contained in the CIPFA Code as may be relevant.

C.6.5 Invitations to tender for the contract shall then be sent to not less than four persons who applied for permission to tender or, if fewer than four persons have applied and are considered suitable, to all such persons.

Standing List

C.6.6 A Standing List shall be used where a member of the CLT or a Senior Officer decides that invitations to tender for a contract are to be limited to those persons or bodies who replied to a public notice, and whose names shall be included in a list compiled and maintained for that purpose by the Senior Officer. The Senior Officer shall apply such guidance as to evaluation contained in the CIPFA Code as may be relevant.

C.6.7 At least four weeks before a list is compiled, notices inviting applications for inclusion in it shall be published as follows:

- (a) on the Council's website, South East Business Portal web-site, Contracts Finder and/or equivalent EU-approved portal websites; and
- (b) in the Official Journal of the European Union (OJEU), where thresholds do or may apply; or

- (c) where EU thresholds do not apply, in at least one newspaper or journal circulating among persons who undertake such contracts – where appropriate to the type of work and likely supply market this media may be used in addition to a notice in OJEU.

C.6.8 The list shall be amended as required and reviewed at regular intervals not exceeding three years by the Senior Officer.

C.6.9 At the time of a review each person whose name appears on the list shall be asked whether they wish to remain so, in which case retention on the list or otherwise shall follow the consideration by the Senior Officer of a performance report on tenders submitted and work performed by the applicant in the preceding twelve months.

C.6.10 Tenders shall be invited from:

- (a) at least four persons selected from the list by the Senior Officer in rotation; or
- (b) where fewer than four persons are approved as mentioned above, all those persons.

Open Tendering

C.6.11 This procedure shall apply where the Council or a Committee or an authorised officer have decided that tenders for a contract are to be obtained by open competition.

- (a) At least 14 days public notice, describing and inviting submission of tenders by a stated date and time, as follows; on the Council's website, South East Business Portal website, Contracts Finder and/or equivalent EU-approved portal websites; and
- (b) in the Official Journal of the European Union (OJEU), where thresholds do or may apply; or
- (c) where EU thresholds do not apply, in at least one newspaper or journal circulating among persons who undertake such contracts – where appropriate to the type of work and likely supply market this media may be used in addition to a notice in OJEU.

C.7.0 Submission of Tenders

C.7.1 Subject to the provisions relating to electronic processes (see C.12.1(k)), every invitation to tender shall state:

- (a) that all tenders shall be enclosed in a plain sealed envelope bearing the word "Tender" followed by the subject to which it relates (but no other names or mark identifying the sender); and
- (b) that it must be received in accordance with arrangements made by the Director of Legal and Democratic Services by a stated date and time.

C.7.2 An officer receiving tenders shall write on the envelope the date and time of its receipt.

C.7.3 No tender shall be accepted unless it complies with the requirements of C7.1 above. Any tender received after the date and time indicated for receipt shall not be considered but shall be retained unopened by the Director of Legal and Democratic Services Manager until after the list of tenders received has been made available and then be returned to the sender.

C.7.4 Tenders shall be kept in the custody of the Director of Legal and Democratic Services or in accordance with arrangements made by him until the time and date specified for their opening.

C.7.5 Each tenderer shall be required to give an undertaking which shall become a condition of the contract that the amount of the tender has not been calculated by agreement or arrangement with any other person other than the Council; that the amount of the tender has not been communicated to any other person other than the Council and that they have not entered into any agreement or arrangement with any person which would result in that other person refraining from tendering.

C.7.6 Where tenderers are required to submit priced bills of quantities with their tenders, failure to do so will result in the tender being disqualified.

C.8.0 Opening and Acceptance of Tenders

C.8.1 Subject to the provisions relating to electronic processes (see C.12.1(k)), tenders shall be opened at one time and in the presence of:

- (a) the Director of Legal and Democratic Services or his/her duly authorised representative; and
- (b) a duly authorised representative of the appropriate Senior Officer.

C.8.2 The following details shall be recorded in writing:

- (a) the nature of the goods or materials to be supplied or the work to be executed;
- (b) the name of each person by or on whose behalf a tender was submitted;
- (c) the amount of each tender;
- (d) the date and time of opening of the tenders; and
- (e) the names of all the persons present at the time of opening the tenders.

C.8.3 A Senior Officer may accept the lowest tender (if payment is to be made by the Council) or the highest tender (if payment is to be made to the Council) or the most economically advantageous tender (subject in this case to the application of criteria prescribed in the relevant regulations or recommended in the CIPFA Code) provided in all cases that at least two tenders are received. In the event of only one tender being received the Senior Officer may seek a direction from the CLT or invite fresh tenders.

(Note: C.8.3 does not obviate the need to accord with Financial Regulation 10.9 as it may relate to proposed contracts).

C.8.4 In all cases where the Senior Officer is of the opinion that the lowest tender (or the highest with respect to income) or the most economically advantageous tender should not be accepted then approval of the CLT shall be obtained before acceptance of another tender.

C.8.5 No alternative to the tender sum shall be permitted except where:

- (a) there is an obvious arithmetical error in the priced bill of quantities or schedule of rates, in which case the tender sum shall be corrected accordingly and the contractor notified in order to facilitate withdrawal of the submitted tender if the contractor so determines; or
- (b) any change to the tender sum is the result of post-tender negotiation carried out strictly in accordance with the CIPFA Code.

As an alternative to amending the contract sum in (a) above, the tenderer may be given details of such error or errors and afforded an opportunity of confirming or withdrawing his/her offer.

- C.8.6 Prior to accepting a tender and entering into a contract the Senior Officer must be satisfied that the cost of the tender and the overall cost of the project are within approved estimates. This must be evidenced in a formal 'tender acceptance report' which clearly sets out the delegation allowing the officer in question to enter into the contract. If the tender or project is not within approved estimates the Senior Officer must seek a direction from the CLT.
- C.8.7 The Director of Legal and Democratic Services shall ensure that a register (which may be in an electronic format) is kept of all contracts over £50,000 in value specifying the name of the contractor, the works to be executed or the goods to be supplied and the contract value. The register shall be open to inspection by any member of the Council.

C.9.0 Nominated Sub-Contractors and Suppliers

- C.9.1 Where a sub-contractor or supplier is to be nominated to a main contractor and the estimated amount or value of the sub-contract exceeds £50,000, tenders shall be invited in accordance with C.6 above unless the Council or a Committee or an authorised officer decide in a particular case that competitive tenders cannot reasonably be obtained or are unnecessary.
- C.9.2 C.6, C.7 and C.8 above shall apply to submitted tenders.

C.10.0 Contract Conditions

- C.10.1 Every contract exceeding £5,000 in value shall:
- (a) specify the goods, materials or services to be supplied and work to be executed; the price to be paid together with a statement as to the amount of any discount or other deduction and the time for performance of the contract;
 - (b) where appropriate provide for the contractor to pay liquidated damages upon failure to complete the contract by the specified completion date; and
 - (c) contain such other conditions and terms as may be agreed between the parties, including where necessary provision as to adequate insurance.
- C.10.2 Every contract exceeding £50,000 in value shall be in writing and under seal, except contracts to supply motor vehicles, plant, equipment and furnishing goods and materials, which shall be in writing and signed by the appropriate Senior Officer.
- C.10.3 Every contract the estimated value of which exceeds £500,000 shall require the contractor to give sufficient security for the due performance of the contract. Where the estimated value of the contract is less than £500,000 such security shall not be required unless considered necessary.
- C.10.4 Where an appropriate British Standard Specification or British Standard Code of Practice issued by the British Standards Institution or International Equivalent Acceptable Standard, current at the date of the tender, every contract shall require that all goods and material used or supplied, and all the workmanship shall be of at least such a standard or European equivalent.
- C.10.5 Assignment or underletting of contracts shall not be permitted except at the discretion of the appropriate Senior Officer and only where a satisfactory vetting procedure has been carried out.

- C.10.6 Every contract shall contain a clause empowering the Council to cancel the contract and to recover any loss resulting from such cancellation, in circumstances where any party to the contract or any person acting on their behalf or in their employ shall have offered, given or agreed to give any officer of the Council any gift or consideration of any kind as an inducement or reward with respect to the contract, or shall have committed any offence under the Bribery Act 2010 or Section 117(2) and (3) of the Local Government Act 1972.
- C.10.7 Every contract shall require compliance with current legislation with respect to health and safety at work and sexual and racial equality.
- C.10.8 Where a member or officer of the Council has an interest pecuniary or otherwise in a company, firm or partnership and is also involved in the process of contract acceptance this shall be reported to the Chief Executive in the case of an officer and to the Standards and Audit Committee in the case of a member.
- C.10.9 Except with the prior approval of the Chief Executive, no contract shall be commenced until a contractual relationship with the contractor exists, the appropriate Senior Officer has indicated readiness to proceed and all other procedures have been completed to the satisfaction of the appropriate member of the CLT and the Director of Legal and Democratic Services.
- C.10.10 Those contracts of the value and description specified in C.10.2 above shall have the Seal attested by the Mayor or Deputy Mayor of the Council or other appointed member of the Council **and** by the Director of Legal and Democratic Services or an officer designated by him.

C.11.0 Persons Engaged to Supervise Contracts

- C.11.1 Persons engaged to supervise or arrange contracts shall be required:
- (a) to comply with Contract Standing Orders provided that the procedure to be followed in inviting and opening quotations or tenders shall be approved in advance by the appropriate Senior Officer; and
 - (b) at any time during the performance of the contract, to produce, on request, all records maintained by him or her in relation to the contract and on completion of the contract, to transmit all such records to the appropriate Senior Officer.

C.12.0 Exceptions

- C.12.1 The following are the only permitted exceptions from all or part of Contract Standing Orders:
- (a) where a member of the CLT is required to act in an emergency or other case of urgency, with the reason for the exception being fully documented and reported to the Director of Legal and Democratic Services;
 - (b) where the Executive so directs;
 - (c) where the Council is acting solely as an agent for another body in compliance with the contract standing orders of that other body OR where the Council participates in a joint procurement led by another body in compliance with the contract standing orders of that body. The Council may enter into a contract with a person approved for the purpose of such contract by the principal authority. In such cases, contracts shall be sealed either at the request of the principal authority or if the Senior Officer so requires (and C.10.1(a) above shall be varied accordingly). In all other respects Contract Standing Orders shall apply;

- (d) where a Committee or a member of the CLT or a Senior Officer is satisfied that the number of tenders or quotations required by Contract Standing Orders cannot be obtained due to insufficient sources of supply or expertise, or where the need for standardisation or compatibility makes it necessary to obtain supplies or services from a particular source or to employ a particular contractor to carry out the work. Tenders or quotations shall be obtained from the sole or all available suppliers/persons who possess sufficient expertise or suitability;
- (e) where the contract is one of employment;
- (f) where the contract is for works carried out by statutory undertakers in circumstances where they have monopoly status, or where no genuine competition would exist, for example, because of fixed prices or prices controlled by trade organisations;
- (g) the extension of an existing contract (or the execution of work or materials necessary for maintenance repairs to existing machinery or plant) provided that the price for each item supplied or unit of work carried out is no higher than in the original contract and the value of the original contract is not increased by more than one third by the aggregate of extensions made under this exception; and one and two unit ad hoc refurbishment contracts may be extended by additional units up to a maximum of two, provided that the new works are at the same rates as for the original tender;
- (h) where the contract is to appoint legal advisers, provided that the Director of Legal and Democratic Services shall be satisfied that the contract represents value for money;
- (i) where the contract is for the disposal or acquisition of land or property;
- (j) where the contract relates to a financing transaction, and
- (k) the paper processes and requirements relating to the invitation, submission and opening of tenders and quotations (Standing Orders C.5.0, C.7.0 and C.8.0), shall not apply to the operation of electronic processes, provided that those processes are undertaken within a system whose use has been authorised by the Chief Finance Officer and which includes secure e-mail and document management environment to nationally approved standards and in compliance with recognised protocols.

Note: The use of Delta Esourcing has been authorised, by the Chief Finance Officer, for all tenders with an estimated value of £50,000 or more.

C.12.2 Exceptions shall be recorded as follows:

- (b) a direction of the Executive shall be reported to Council; and
- (c) exceptions made under C.12.1 (a), (d) and (g) shall be reported to the Director of Legal and Democratic Services who shall maintain a record of all such exceptions.

Woking Borough Council

Confidentiality Protocol

Adopted 15 October 2020

1. Introduction

- 1.1 The Council is an open and transparent organisation. This enables residents to see what the Council is doing and, more importantly, why actions are taken by it. In this way, residents are able to hold the Council to account for its actions.
- 1.2 There will be rare occasions where the Council is involved in a transaction that needs to be kept confidential, in order to protect the interests of the Council and/or the party the Council is dealing with. The Council will only enter into confidentiality obligations when there are sound and clear-cut reasons to do so.
- 1.3 Confidentiality obligations fall into three main categories, (i) non-disclosure agreements (NDAs), (ii) confidentiality clauses in contracts and (iii) Part II items of business considered by Council, Executive and Committees. This Protocol deals with each category in turn, and sets out the issues and procedures that apply to these confidentiality obligations.
- 1.4 For the avoidance of doubt, this Protocol does not apply to situations where the Council is required to maintain the confidentiality of personal information e.g. information relating to (i) recipients of Council services and (ii) Council employees. This information will be processed in accordance with the relevant statutory provisions, including the Data Protection Act 2018 and the General Data Protection Regulation.

2. Non-Disclosure Agreements (NDAs)

- 2.1 It is normal practice for the Council to enter into a NDA when it is exploring a commercial proposal with a third-party. NDAs allow third-parties to make proposals to the Council, and for Officers to establish whether those proposals warrant formal consideration by the Council (normally by report to the Executive and/or Council). NDAs are an important, but standard, part of local authority business practice.
- 2.2 A NDA will only be entered into if one of the three Statutory Officers of the Council has, following (where practical) consultation with the Leader of the Council (or in his/her absence, the Deputy Leader of the Council), authorised completion of the same. In the event that all three Statutory Officers are absent (or are otherwise unable to act), authority to enter into a NDA may be given by a Deputy Statutory Officer.
- 2.3 The extent of confidentiality provided for in a NDA (including the period during which the information will be confidential) shall be the minimum amount reasonably required to enable the underlying proposal to be considered by the Council.
- 2.4 Full details of completed NDAs (together with a copy of the NDA) shall be included in:-
 - (a) a Register of NDAs maintained by the Monitoring Officer, and
 - (b) the Project Workbook, prepared under the Council's Project Management Framework, for the underlying proposal.

The Register of NDAs and Project Workbook shall be available for inspection by Members of the Council.

- 2.5 The need for a NDA to remain in effect shall be reviewed, on an annual basis, by the Monitoring Officer. The outcome of the review shall be recorded in the Register of NDAs.
- 2.6 An annual report shall be submitted to the Executive setting out details of NDAs still in effect.

3. Confidentiality Clauses in Contracts

- 3.1 On occasions, the Council will enter into business contracts/development agreements that contain confidentiality clauses. This is to ensure that commercially sensitive information remains private until it ceases to be sensitive. Such clauses routinely provide for publication of the information to be agreed between the parties.
- 3.2 The extent of confidentiality provided for in a business contract/development agreement (including the period during which the information will be confidential) shall be the minimum amount reasonably required to enable the underlying transaction to proceed.
- 3.3 Business contracts/development agreements are normally completed following a report to the Executive and/or Council. The Officer report will detail the extent of confidentiality provided for in the proposed business contract/development agreement (including the period during which the information will be confidential) so that it can be considered and, if appropriate, approved by Members. Any extension to the period during which the information will be confidential will require the approval of the Executive.
- 3.4 Full details of confidentiality clauses in completed business contracts/development agreements (together with a copy of the confidentiality clause) shall be included in:-
 - (a) a Register of Contractual Confidentiality Clauses maintained by the Monitoring Officer, and
 - (b) the Project Workbook, prepared under the Council's Project Management Framework, for the underlying transaction.

The Register of Contractual Confidentiality Clauses shall be available for inspection by Members of the Council.

- 3.5 The need for a contractual confidentiality clause to remain in effect shall be reviewed, on an annual basis, by the Monitoring Officer. The outcome of the review shall be recorded in the Register of Contractual Confidentiality Clauses.
- 3.6 An annual report shall be submitted to the Executive setting out details of contractual confidentiality clauses still in effect.

4. Part II Items of Business Considered by Council, Executive and Committees.

- 4.1 The ability of the Council, Executive or a Committee to consider an item of business on a Part II basis (i.e. without the press and public present) is strictly limited by statute.
- 4.2 The Council has adopted, as part of its Constitution, "Access to Information Rules". These set out the circumstances in which the Council must, and may, deal with business on a Part II basis. These Rules are consistent with the statutory provisions and should be complied with on all occasions.
- 4.3 Full details of Part II items of business shall be included in a Register of Part II Items maintained by the Monitoring Officer. The Register of Part II Items shall be available for inspection by Members of the Council.
- 4.4 The need for an item of business to remain subject to a Part II designation shall be reviewed, on an annual basis, by the Monitoring Officer. The outcome of the review shall be recorded in the Register of Part II Items.
- 4.5 An annual report shall be submitted to the Executive setting out details of items of business subject to a Part II designation.

5. Review of Protocol

- 5.1 This Protocol shall be subject to an annual review (as part of the Executive's consideration of the annual report referred to in paragraphs 2.6, 3.6 and 4.5 above).

This Protocol was adopted by the Council on 15 October 2020.

Officer Employment Procedure Rules

1.0 RELATIVES OF MEMBERS OR OFFICERS

- 1.1 Every member, and every member of the Corporate Leadership Team (CLT), of the Council shall disclose to the Chief Executive any relationship known to him/her to exist between himself/herself and any person whom he/she knows is a candidate for an appointment under the Council. The Chief Executive shall make disclosures to the Monitoring Officer The Chief Executive/Monitoring Officer (as the case may be) shall report any disclosure to the Executive.
- 1.2 For the purpose of this Rule persons shall be deemed to be related if they are husband, wife (and where a person is one of an unmarried couple, the other member of that couple), mother, father, son, daughter, grandson, granddaughter, brother, sister, nephew, niece of the member of the CLT (or his or her spouse).
- 1.3 For the purposes of these Rules the CLT of the Council shall be the Chief Executive, the Monitoring Officer (Director of Legal and Democratic Services), the Chief Finance Officer (Director of Finance), Director of Housing, Director of Neighbourhood Services and Director of Planning or such other composition as the Council may from time to time determine.

2.0 APPOINTMENT OF STAFF

- 2.1 Canvassing of members of the Council or of any officer of the Council directly or indirectly for any appointment under the Council shall disqualify the candidate for such appointment. The existence of this Rule shall be included in every advertisement inviting applications for appointments or in the form of application.
- 2.2 Where there are more than two persons nominated and seconded for appointment as a member of the Council's staff (in cases to which Rule 2.4 applies) and of the votes given there is not a majority in favour of one person, the name of the person having the least number of votes shall be struck off the list and a fresh vote shall be taken and so on until a majority of votes is given in favour of one person.
- 2.3 Where there are more than two persons nominated and seconded for any other position to be filled by the Council, the names of the nominees shall be put to the Council and a count taken of the votes in favour of each and the person (or in the case of several vacancies on the same body the equivalent number of persons) for whom the highest number of votes is given shall be declared to have been appointed.
- 2.4 The appointment of the Head of Paid Service or any member of the CLT shall be made by the Council and shall comply with Rules 2.10-2.11 below.
- 2.5 The appointment of Senior Officers shall be made by a member of the CLT acting as the nominee of the Head of Paid Service.
- 2.6 The appointment of officers to posts graded below Senior Officer shall be made by the Senior Officer (or his or her nominee) acting as the nominee of the Head of Paid Services.
- 2.7 It shall be a matter for Council or the person making a staff appointment whether the appointment is to be by promotion or transfer, or following public advertisement but regard shall be had to the need to secure the best possible appointment in the circumstances of the case.

- 2.8 All appointments shall be conditional on the disclosure in writing of any relationship known to the person to be appointed between himself/herself and any member of the CLT or member of the Council. For the purpose of this Rule 'relationship' has the same meaning as in Rule 1. All such disclosures shall be reported by the Chief Executive to the Executive.
- 2.9 No officer shall appoint a person as a member of the Council's staff where a relationship between them (as defined in Rule 1) exists. Where an officer intending to make an appointment first becomes aware that a candidate for appointment is a relative as defined, he/she shall report that fact to the Chief Executive.

Appointment of CLT

- 2.10 Where the Council proposes to appoint a member of the CLT and it is not proposed that the appointment be made exclusively from among its existing officers, the Chief Executive (or, in the case of the appointment of the Chief Executive, the Executive) shall:
- (a) draw up a statement specifying:
 - (i) the duties of the officer concerned; and
 - (ii) any qualifications or qualities to be sought in the person to be appointed.
 - (b) make arrangements for the post to be advertised in such a way as is likely to bring it to the attention of persons who are qualified to apply for it; and
 - (c) make arrangements for a copy of the statement mentioned in paragraph (a) to be sent to any person on request.
- 2.11 (1) Where a post has been advertised as provided in Rule 2.10 above, the Executive or an Appointments Panel established for the purpose shall:
- (a) interview all qualified applicants for the post; or
 - (b) select a shortlist of such qualified applicants and interview those included on the shortlist.
- (2) Where no qualified person has applied, the Chief Executive or the Executive shall make further arrangements for advertisement in accordance with Rule 2.10.

Appointments and Dismissals – Executive Consultation

- 2.12 The following provisions for Executive consultation apply to appointments and dismissals of the Head of Paid Service or a member of the CLT.
- 2.13 "Appointor" means, for the purposes of the following paragraph, in relation to the appointment of a person as an officer of the Council, the Council or, where a Committee or officer is discharging the function of appointment on behalf of the Council, that Committee or officer, as the case may be.
- 2.14 An offer of an appointment must not be made by the appointor until:
- (a) the appointor has notified the Proper Officer of the name of the person to whom the appointor wishes to make the offer and any other particulars which the appointor considers are relevant to the appointment;
 - (b) the Proper Officer has notified every member of the Executive of:
 - (i) the name of the person to whom the appointor wishes to make the offer;

- (ii) any other particulars relevant to the appointment which the appointor has notified to the Proper Officer; and
- (iii) the period of two working days within which any objection to the making of the offer is to be made by the Leader of the Council on behalf of the Executive to the Proper Officer; and

(c) either:

- (i) the Leader of the Council has, within the specified period, notified the appointor that neither he/she nor any other member of the Executive has any objection to the making of the offer;
- (ii) the Proper Officer has notified the appointor that no objection was received by him/her within the specified period from the Leader of the Council; or
- (iii) the appointor is satisfied that any objection received from the Leader of the Council within that period is not material or is not well-founded.

2.15 “Dismissor” means, for the purposes of the following paragraph, in relation to the dismissal of a person as an officer of the Council, the Council or, where a committee or officer is discharging the function of dismissal on behalf of the Council, that committee or officer, as the case may be.

2.16 Notice of dismissal must not be given by the dismissor until:

- (a) the dismissor has notified the Proper Officer of the name of the person who the dismissor wishes to dismiss and any other particulars which the dismissor considers are relevant to the dismissal;
- (b) the Proper Officer has notified every member of the Executive of:
 - (i) the name of the person who the dismissor wishes to dismiss;
 - (ii) any other particulars relevant to the dismissal which the dismissor has notified to the Proper Officer; and
 - (iii) the period of two working days within which any objection is to be made by the Leader of the Council on behalf of the Executive to the Proper Officer; and
- (c) either:
 - (i) the Leader of the Council has within the specified period notified the dismissor that neither he/she nor any member of the Executive has any objection to the dismissal;
 - (ii) the Proper Officer has notified the dismissor that no objection was received by him/her within the specified period from the Leader of the Council; or
 - (iii) the dismissor is satisfied that any objection received from the Leader of the Council is not material or is not well-founded.

2.17 The dismissal of a Statutory Officer (Head of Paid Service, Chief Finance Officer/Section 151 Officer and Monitoring Officer), or other member of the CLT, shall be made by the Council, and shall comply with Rule 3 below.

3.0 DISCIPLINARY ACTION

- 3.1 Except for action described in Rule 3.2 below, any disciplinary action (within the meaning of regulation 2 of the Local Authorities (Standing Orders) (England) Regulations 2001) against the Head of Paid Service, Monitoring Officer, Chief Finance Officer/Section 151 Officer or other member of CLT shall be approved by the Council.
- 3.2 The action mentioned in Rule 3.1 above is suspension of the officer for the purpose of investigating the alleged misconduct occasioning the action; and any such suspension shall be on full pay and terminate no later than the expiry of two months beginning on the day on which the suspension takes effect.
- 3.3 Any dismissal of the Head of Paid Service, Monitoring Officer, Chief Finance Officer/Section 151 Officer must comply with the requirements of Schedule 3 to the Local Authorities (Standing Orders) (England) Regulations 2001, as amended by the Local Authorities (Standing Orders) (England) (Amendment) Regulations 2015 ("Schedule 3 to the Regulations"), a copy of which is appended to these Rules.
- 3.4 Any member of the CLT who is not a Statutory Officer shall be deemed to be a "relevant officer" for the purposes of Schedule 3 to the Regulations, and subject to the provisions of Rule 3.3 above.

4.0 INTERESTS OF OFFICERS IN CONTRACTS AND OTHER MATTERS

(Local Government Act 1972 - Section 117)

- 4.1 In addition to his/her duty under section 117 of the 1972 Act, if it comes to the knowledge of any officer of the Council that he/she has a disclosable personal interest in any contract which has been, or is proposed to be, entered into by the Council, or in some other matter which is to be considered by the Council or any Committee, and which (in either case) is not:
- (a) the contract of employment (if any) under which he/she serves the Council; or
 - (b) the tenancy of a dwelling provided by the Council.
- he/she shall as soon as practicable give notice in writing to the Director of Legal and Democratic Services of the fact that he/she is interested therein.
- 4.2 For the purposes of this Rule, a disclosable personal interest is
- (a) an interest that, if the officer were a member of the Council, and if the contract or other matter were to be considered at a meeting of the Council at which he/she were present, he/she would have to disclose under section 94 of the 1972 Act, as a pecuniary interest, and
 - (b) an interest of a type that if the officer were a member of the Council, he/she would have to disclose under the Members' Code of Conduct, whether the contract or other matter is to be considered at a Council or Committee meeting or not.
- 4.3 The Director of Legal and Democratic Services shall record in a book or electronic record to be kept for the purpose particulars of any notice of a personal interest given by an officer of the Council under section 117 of the 1972 Act or Rule 4.1. The book or electronic record shall, during the ordinary office hours of the Council, be open for inspection by any member of the Council.
- 4.4 Where an officer submits a report to a meeting of a matter in which he/she has declared an interest under section 117 of the 1972 Act or Rule 4.1 he/she shall state that such declaration

has been made, and give brief details of it, in a separate paragraph at the commencement of the report.

- 4.5 Where any officer advises orally a meeting of the Council or a Committee on a contract, grant, proposed contract or other matter and has declared a pecuniary interest in that matter, whether under the requirements of section 117 of the 1972 Act, or Rule 4.1, he/she shall remind the meeting orally of that interest.

Appendix to Officer Employment Procedure Rules
Schedule 3 to the Regulations

- 1** In the following paragraphs--
- (a) "the 2011 Act" means the Localism Act 2011;
 - (b) "chief finance officer", "disciplinary action", "head of the authority's paid service" and "monitoring officer" have the same meaning as in regulation 2 of the Local Authorities (Standing Orders) (England) Regulations 2001;
 - (c) "independent person" means a person appointed under section 28(7) of the 2011 Act;
 - (d) "local government elector" means a person registered as a local government elector in the register of electors in the authority's area in accordance with the Representation of the People Acts;
 - (e) "the Panel" means a committee appointed by the authority under section 102(4) of the Local Government Act 1972 for the purposes of advising the authority on matters relating to the dismissal of relevant officers of the authority;
 - (f) "relevant meeting" means a meeting of the authority to consider whether or not to approve a proposal to dismiss a relevant officer; and
 - (g) "relevant officer" means the chief finance officer, head of the authority's paid service or monitoring officer, as the case may be.
- 2** A relevant officer may not be dismissed by an authority unless the procedure set out in the following paragraphs is complied with.
- 3** The authority must invite relevant independent persons to be considered for appointment to the Panel, with a view to appointing at least two such persons to the Panel.
- 4** In paragraph 3 "relevant independent person" means any independent person who has been appointed by the authority or, where there are fewer than two such persons, such independent persons as have been appointed by another authority or authorities as the authority considers appropriate.
- 5** Subject to paragraph 6, the authority must appoint to the Panel such relevant independent persons who have accepted an invitation issued in accordance with paragraph 3 in accordance with the following priority order--
- (a) a relevant independent person who has been appointed by the authority and who is a local government elector;
 - (b) any other relevant independent person who has been appointed by the authority;
 - (c) a relevant independent person who has been appointed by another authority or authorities.
- 6** An authority is not required to appoint more than two relevant independent persons in accordance with paragraph 5 but may do so.
- 7** The authority must appoint any Panel at least 20 working days before the relevant meeting.
- 8** Before the taking of a vote at the relevant meeting on whether or not to approve such a dismissal, the authority must take into account, in particular--

- (a) any advice, views or recommendations of the Panel;
- (b) the conclusions of any investigation into the proposed dismissal; and
- (c) any representations from the relevant officer.

9 Any remuneration, allowances or fees paid by the authority to an independent person appointed to the Panel must not exceed the level of remuneration, allowances or fees payable to that independent person in respect of that person's role as independent person under the 2011 Act.

Code of Conduct for Employees Policy

July 2014 (May 2021 – Job titles updated)

1.0 Introduction

- 1.1 The Council's employees are responsible to the Council for carrying out its work. Their jobs are paid, and paid employment brings with it certain obligations. These obligations may be statutory; for instance, if an employee knows that a contract in which he/she has a financial interest is being considered by the Council, notice of that interest must be given.
- 1.2 Employees should never do anything that is incapable of being justified to the public. It is the responsibility of local government employees to give the highest possible standard of service to the public. This means that employees must do nothing that might give rise to suspicion, however ill-founded, that they are in any way influenced by improper motives.
- 1.3 This Code of Conduct contains formal guidelines to employees covering matters such as the acceptance of gifts and hospitality, private work and the use of the Council's time and materials. This Code is intended to offer broad advice to employees in these areas of activity and, in limited cases, to prescribe rules for future conduct. These rules must be followed unless the Director of Legal and Democratic Services has agreed, in writing, that exceptional circumstances justify otherwise.
- 1.4 This Code takes into account 'The Seven Principles of Public Life' which are included in the Localism Act 2011. They are: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.
- 1.5 References in this Code to the Director of Legal and Democratic Services, Chief Finance Officer and Head of Human Resources include their respective deputies, who may act in their absence.
- 1.6 An e-form for reporting (i) receipt of gifts and hospitality and/or (ii) details of private work/employment is available on ewokplus in the Human Resources forms section.

2.0 Gifts and Hospitality

- 2.1 Employees should treat with caution any offer of a gift, favour or hospitality that is made to them personally. The person or organisation making the offer may be doing, or seeking to do, business with the Council, or may be applying to the Council for planning permission or some other kind of decision.
- 2.2 Employees should bear in mind the importance of avoiding the appearance of improper conduct or undue influence, any suggestion of which damages public confidence in local government. Openness is important, and in the limited cases where gifts are considered acceptable their receipt should be put on record.
- 2.3 As a general rule employees should decline offers of gifts from persons or organisations who may provide works/goods/services to the Council or who may benefit from some decision of the Council (for example applicants for planning permission, those seeking to agree terms in property transactions etc.).
- 2.4 In limited circumstances, it may be acceptable to depart from the general rule in paragraph 2.3 above. These circumstances include the following:
- 2.5 Gifts of promotional stationery (e.g. diaries, pens and calendars) with a value of less than £10 may be accepted and do not need to be recorded in the register referred to in paragraph 2.7 below.

- 2.6 At Christmas time, gifts of a modest value (e.g. sweets, biscuits and alcohol with a value of less than £25) may be accepted. This is because of the custom and practice that such gifts are routinely given at this time of year, which provides a justifiable context for their acceptance.

A gift of cash should not be accepted in any circumstances.

- 2.7 Where a gift is considered acceptable, its receipt should be recorded via the e-form described in 1.6 above and will be kept in an open register kept by the Director of Legal and Democratic Services. The register entry shall describe the gift and its approximate value, identify the person or organisation making the gift, the officer to whom it was given, and the date of its receipt.
- 2.8 Employees should also exercise caution in accepting hospitality. "Hospitality" includes both attendance at events and meals. The provision of hospitality may, of course, be incidental to the carrying on of legitimate business activity (for instance, during business lunches). If so, such hospitality is acceptable and should merely be put on record (see paragraph 2.9 below). However, employees need to consider carefully whether the benefit is reasonable in scale to the work under discussion and be satisfied that its provision is genuinely "work-related".
- 2.9 Details of hospitality received by employees should be recorded via the e-form described in 1.6 above and will be kept in an open register kept by the Director of Legal and Democratic Services. The register entry shall describe the hospitality and its approximate value, identify the person or organisation providing the hospitality, the officer to whom it was provided and the date of its receipt.
- 2.10 Every effort will be made to deal with your complaint as speedily as possible. Please remember that some cases need time to investigate fully. If within a period of ten working days the matter has not been dealt with at any stage of this procedure, you will be entitled to proceed to the next stage.
- 2.11 Employees should always exercise care in the provision of gifts or hospitality to outside bodies, whenever this is to be paid for by the Council. Broadly-speaking, the same tests that apply to the receipt of gifts and hospitality apply to their provision. It is important to avoid the appearance of improper conduct. The provision of hospitality should always be funded from a budget specifically established for the purpose, and its use must, where appropriate, be properly authorised by the appropriate officer. The provision of the benefit must be reasonable in scale to the matter under discussion and it must be genuinely relevant to the business in hand. The purpose of the provision must be capable of justification by reasonably objective standards. For instance, the justification for the provision of limited hospitality may be that it facilitates, or is conducive to, the carrying on of legitimate and important business activity.

3.0 Private Work

- 3.1 The Council recognises that with the changing pattern of employment (in particular the increase in part-time, reduced hours and flexible working) it would not be appropriate to prevent employees of the Council from taking other employment (that is in addition to their role with the Council, or indeed more than one position with the Council). The Council therefore does not apply a blanket prohibition on staff accepting other employment or carrying out private work. However, it does require such employment or work to be authorised, in writing, by a member of the Corporate Leadership Team. This is to ensure that the work does not conflict with the Council's interests or weaken public confidence in the conduct of the Council's business. Details of such employment or work should be recorded via the e-form described in 1.6 above and will be kept recorded in an open register kept by the Director of Legal and Democratic Services.

- 3.2 The requirements of paragraph 3.1 above to obtain the approval of a member of the Corporate Leadership Team do not apply to any employment or private work an employee was carrying out before he/she was employed by the Council provided such employment or private work was made known to the Council before the employee was employed by the Council. Details of such employment or work do still need to be recorded in the open register kept by the Director of Legal and Democratic Services.
- 3.3 If an employee's role at the Council changes materially, he/she is required to seek further written authority from a member of the Corporate Leadership Team to continue with the other employment/private work.
- 3.4 The Council expects employees to carry out other work only to the extent that it does not interfere with the performance of their normal duties and provided, of course, that such work is undertaken outside normal working hours for that employee. The Council accepts that, in some instances, the carrying on of "freelance" work (for instance, by participating in seminars or contributing articles to professional journals) can be of mutual benefit to the Council and the employee alike; they may reflect credit upon the Council (for instance, by publicising service initiatives) whilst assisting in the development of the employee's expertise. Although these factors may encourage flexibility in individual cases, employees should be concerned to ensure that private work does not conflict with their work obligations. It is important to consider whether the work is being undertaken on behalf of the Council, and therefore in an official role, or alternatively in the employee's private capacity. Articles written for private gain should be composed in the employee's own time, and the same rule applies to time spent in preparation for and presentation at seminars. If services are to be delivered on behalf of the Council or during work hours, any fees received should be passed to the Council. Fees received that are not the result of work carried out in the Council's time and satisfying the above tests may be retained by the employee.
- 3.5 Unless expressly authorised by the Chief Executive in writing on an exceptional basis, it is not permissible for an employee to undertake private work in connection with plans or applications intended for consideration by the Council. An employee engaged in work on his or her own application is not to be treated as undertaking "private work" for these purposes.

4.0 Use of Council time and materials

- 4.1 Unless expressly permitted by other policies of the Council, employees should always make sure that any facilities (such as stationery, telephones, IT, photocopying or secretarial services) provided by the Council for use in performance of their duties are used strictly for those duties and for no other purpose. It has been made clear above that private work should not be undertaken in the Council's time, and it is equally important that any such work is carried out without using the Council's materials or services. The Council's materials may only be used for such work if the Chief Finance Officer agrees in writing and the full cost of provision of the material/service is paid by the employee.

5.0 Copyright

- 5.1 It is important to set out some broad principles relevant to copyright and intellectual property created during employment. Intellectual property is a generic term that includes inventions, creative designs, writings and drawings.

5.2 If these are created by an employee during the course of employment, then as a general rule they belong to the employer. However, statutory rules may provide otherwise. In particular, the Patents Act 1977 provides that inventions are only the property of the employer if:

- They have been made in the course of the employee's normal duties; or
- They have been made in the course of duties specifically assigned to the employee and where invention might be reasonably expected; or
- They were made in the course of the employee's duties and at the time the employee had (because of the nature of his duties and particular responsibilities arising from them) a special obligation to further the interests of the employer

5.3 In the unlikely event of a dispute arising between the Council and employee as to the ownership of information or material, it will be important to establish the ambit of the employee's "normal duties" (recourse will naturally be made to the individual's contract of employment).

6.0 Confidentiality of Information

6.1 The law requires that certain types of information must be available to councillors, auditors, government departments, service users and the public. In general, employees should act on the assumption that open government serves the public better than secrecy.

However, employees should recognise that certain information is confidential to the Council. This includes information which is stated to be "Part II" for the purpose of a report to Council or a committee, and information which is classified under the Council's information classification scheme as not being open to the public.

6.2 Employees should not use information obtained in the course of their employment for personal gain or benefit, nor should they pass it to others who may use it in that way.

7.0 Working with Councillors

7.1 Employees are in the service of the Council. It follows that they have a duty to serve all councillors, not just councillors of a controlling group. The basic rule is that councillors should be briefed and consulted on any matter where they have an interest or entitlement to know what is going on and, in particular, on committee business. Employees should ensure that all necessary help and support is given without restriction. Advice to councillors, whether given in committee or in briefings or otherwise, should be firm, clear and consistent.

7.2 Mutual respect between employees and councillors is essential to good local government. Close personal familiarity between employees and individual councillors can damage this relationship and prove embarrassing to other employees and councillors, and should therefore be avoided.

8.0 Declaration of External Interests (as may be relevant to employment)

8.1 Employees are obliged by statute to disclose financial interests, whether direct or indirect, in contracts which have been, or are proposed to be, entered into by the Council. The Council's Standing Orders go further and require disclosure of interests in non-financial matters (drawing a parallel with councillors' "code of conduct" interests). The point is that interests that are not financial may be just as important and employees must not allow the impression to be created that they are using their position to promote a private or personal interest. Non-financial interests include those arising from membership of bodies exercising functions of a public nature, bodies directed to charitable purposes and bodies one of whose principal purposes includes the influence of public opinion or policy.

8.2 Employees will need to consider carefully which outside interests may give rise to conflict in the performance of their normal duties and which therefore ought to be disclosed to their manager and formally recorded. It may be, for instance, that a purchasing officer, regularly required to choose between competing companies, will have a family connection with a potential supplier. Another example might be an employee whose membership of an organisation not open to the public (characterised by commitments of allegiance and secrecy of membership) would call into question his or her objectivity in selecting applicants for employment.

8.3 Employees shall disclose details of interests relevant to their employment with the Council (whether direct or indirect, financial or otherwise) which will be recorded in an open register kept by the Director of Legal and Democratic Services. Such interests shall include those arising from membership of the bodies described in paragraph 8.1 above. The requirements of this rule are in addition to the statutory duty of disclosure contained in s.117 Local Government Act 1972 (financial interests in contracts) and the general requirements of Rule 3.0 of the Officer Employment Procedure Rules (which can be found in the Council's Constitution).

9.0 Confidential Reporting

9.1 If you believe or suspect that a colleague in the Council is involved in corrupt or questionable practices, you should refer to the guidance under section 7.0 of the Confidential Reporting Policy.

10.0 Politically Restricted Posts

10.1 Some posts in the Council are politically restricted under the Local Democracy, Economic Development and Construction Act 2009. Employees undertaking these posts will be prevented from having any politically active role either in or outside the workplace. Employees will not be able to hold or stand for elected office and will also be prevented from:

- Participating in political activities, publicly expressing support for a political party or undertaking other activities such as canvassing on behalf of a person who seeks to be a candidate; and
- Speaking to the public at large or publishing any written or artistic work that could give the impression of advocating support for a political party.

11.0 Disciplinary Policy

11.1 This code forms part of the Council's Disciplinary Policy. Any failure to comply with it may be dealt with under that policy.

12.0 Further Advice

12.1 Further advice on the acceptance of gifts and hospitality may be sought from the Director of Legal and Democratic Services. Further advice on other aspects of this Code may be sought from the Head of Human Resources.

Woking Borough Council

Officer Conflicts of Interest Protocol

Adopted 15 October 2020

1. Introduction

- 1.1 The Council is a major public authority, active in its local community. As such, it is important that the Council ensures that its Officers do not act, on its behalf, when there is a conflict between an Officer's personal interests and those of the Council.
- 1.2 Provisions relevant to conflicts of interest are contained in the Local Government Act 1972, the Council's Officer Employment Procedure Rules and the Council's Code of Conduct for Employees Policy. This Protocol provides further guidance to Officers on how conflicts of interest are dealt with at the Council.
- 1.3 For the avoidance of doubt, this Protocol does not apply to the roles performed by Officers as Council appointed directors of companies in which the Council has an interest. In these circumstances, an Officer's role is no different to what it would be if the activity was directly managed by a department of the Council.

2. Existing Requirements

2.1 The Local Government Act 1972

2.2 Section 117 of the Local Government Act 1972 requires Officers to give notice to the Council of any Council contract in which he/she has a pecuniary interest.

2.3 Failure to comply with this obligation is punishable, on conviction, with a fine not exceeding £2,500.

2.4 Officer Employment Rules

2.5 Section 4 of the Officer Employment Rules requires Officers to give notice of interests (pecuniary and non-pecuniary) to the Director of Legal and Democratic Services. The record of these interests is open for inspection by Members of the Council.

2.6 Section 4 of the Officer Employment Rules also requires reports to Council, Executive and Committees to include reference to Officers' interests.

2.7 Code of Conduct for Employees Policy

2.8 Section 8 of the Code of Conduct for Employees Policy requires Officers to consider carefully which outside interests might give rise to a conflict in the performance of their normal duties and which ought to be disclosed to their manager and formally recorded.

2.9 Section 9 of the Code of Conduct for Employees Policy also reinforces the requirement for Officers to comply with the provisions of the Local Government Act 1972 and the Officer Employment Rules.

3. What is a Conflict of Interest?

- 3.1 For the purposes of this Protocol, a conflict of interest arises when:-
- an Officer's personal or professional interests compromise his/her integrity and/or ability to act in the best interests of the Council in respect of a particular matter, **or**
 - a reasonable person, with knowledge of all relevant facts, would consider this to be the case.
- 3.2 The effect of this definition is that Officers should never do anything that is incapable of being justified to the public.
- 3.3 A consistent and corporate approach should be adopted in determining whether an Officer has a conflict of interest. If there is a conflict of interest, the Officer should not be involved in the transaction being undertaken by the Council. The following section of this Protocol outlines the procedure that should be followed.

4. Procedure

- 4.1 Officer interests shall be declared and recorded in accordance with the requirements of the Local Government Act 1972, Officer Employment Rules and Code of Conduct for Employees Policy.
- 4.2 An Officer who has declared an interest may only be involved in a transaction to which the declaration relates if one of the three Statutory Officers of the Council has, following (where practical) consultation with the Leader of the Council (or in his/her absence, the Deputy Leader of the Council), determined that the Officer does not have a conflict of interest. In the event that all three Statutory Officers are absent (or are otherwise unable to act), a Deputy Statutory Officer shall determine whether the Officer has a conflict of interest.
- 4.3 In the event that the Officer declaring an interest is a Statutory Officer, the determination may only be made by a Statutory Officer who does not have the same, or similar, interest.
- 4.4 Full details of Statutory Officers' Determinations shall be included in:-
- (a) a Register of Statutory Officers' Determinations (Officers' Conflict of Interests Protocol) maintained by the Monitoring Officer, and
 - (b) the Project Workbook, prepared under the Council's Project Management Framework, for the underlying proposal.

The Register of Statutory Officers' Determinations (Officers' Conflict of Interests Protocol) and Project Workbook shall be available for inspection by Members of the Council.

- 4.5 The extent to which an Officer has a conflict of interest in respect of a Council transaction shall be reviewed on a three-monthly basis. This review shall, where practical, be undertaken by the Statutory Officer who made the initial determination. The provisions of paragraphs 4.2 and 4.3 of this Protocol shall apply to the review. The outcome of the review shall be recorded in the Register of Statutory Officers' Determinations (Officers' Conflict of Interests Protocol).
- 4.6 The Monitoring Officer shall undertake a general review of the operation of this Protocol on a three-monthly basis. The Deputy Monitoring Officer will review any actions taken by the Monitoring Officer under this Protocol. The outcome of the review shall be recorded in the Register of Statutory Officers' Determinations (Officers' Conflict of Interests Protocol).
- 4.7 An annual report shall be submitted to the Executive setting out details of the Statutory Officers' Determinations.

This Protocol was adopted by the Council on 15 October 2020.

Thameswey Group Protocols

January 2018

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Protocol Group

Thameswey Group Protocols

1. Protocol Group

The Thameswey Group Protocol has been introduced in order to ensure good governance and management of the Thameswey Group of Companies. It has been agreed and is reviewed by a Working Group appointed by the Council in its role as Group Shareholder.

2. Introduction

The Thameswey Group of companies (“Company” or “Group”) focuses on the development and management of projects that increase the use of sustainable energy, tackle fuel poverty, reduce water waste and encourage green transport both inside and outside the Borough of Woking, provide affordable homes and develop land and property in support of the Council’s strategies. The Thameswey Group is committed to benefiting the sustainable economic development of the Borough of Woking.

To the extent permitted by law, no Thameswey company shall undertake any project or activity to the detriment of the Woking Borough Council (“Council” or “WBC”) or the wider interests of the communities which it serves.

3. Financial reporting and records

Thameswey prepares and maintains its accounts in accordance with the accounting and financial reporting standards which represent the generally accepted guidelines, principles, standards, laws and regulations of the UK. Thameswey’s management practices and business conduct benefit the localities and communities in which it operates, to the extent possible and affordable, and are in accordance with the agreed strategies of the Council.

Internal accounting and audit procedures reflect all of the company’s business transactions and disposition of assets, and has internal controls to provide assurance to the company’s board, shareholders and stakeholders that the transactions are accurate and legitimate. All required information is accessible to company auditors and other authorised parties and the Council.

Thameswey operates under a system of delegated authority which is reviewed annually to ensure it remains relevant and fit for purpose.

4. Performance and Financial Monitoring Information

The Thameswey Group has been organised and resourced to prepare full financial activity reports as part of the statutory accounts and at Board meetings (currently 3 times a year). Key information, set out in (5) below is prepared for inclusion in the Council's Green Book on a monthly basis. Thameswey Limited also provides a monthly performance report to all Boards. This report is regularly reviewed by the Thameswey Limited Board.

5. Key Performance Indicators (KPIs) for all Thameswey companies

With comparisons to approved budget:

- i. New lending
- ii. Loan and Interest Payments
- iii. Sales
- iv. Capital Expenditure
- v. Employee numbers

6. Political non-alignment

Subject to all applicable legal obligations, Thameswey is committed to supporting the constitution and governance systems of the Council. Thameswey does not support any specific political party or candidate for political office. The company's conduct precludes any activity that could be interpreted as mutual dependence / favour with any political body or person, and does not offer or give any company funds or property as donations to any political party, candidate or campaign.

7. Cooperation between Thameswey companies

Thameswey companies cooperate with other Thameswey group companies including applicable joint ventures, by sharing knowledge and physical, human and management resources.

In the procurement of products and services, a Thameswey company gives preference to other Thameswey companies, subject to relevant EU procurement rules, and as long as they can provide these on competitive terms relative to third parties.

8. Public representation of the company and the group

The Thameswey group, in all its public appearances (with respect to disclosing company and business information to public, constituencies such as the media, the financial community, employees and shareholders), may be represented by any director and/or specified employee as approved from time to time by the respective company board.

9. Third party representation

Parties which have business dealings with the Thameswey group but are not members of the group, such as consultants, contractors and suppliers, are not authorised to represent a Thameswey company without the written permission of the Thameswey Limited board.

Third parties and their employees are expected to abide by the Group code of conduct in their interaction with, and on behalf of, a Thameswey company. Thameswey companies are encouraged to sign a non-disclosure agreement with third parties to support confidentiality of information.

10. Use of the Thameswey brand

The use of the Thameswey name and trademark shall be governed by manuals and agreements issued by Thameswey. No third party or joint venture shall use the Thameswey brand to further its interests without specific authorisation from the board of Thameswey Limited or its authorised officer.

The brand should be consistently used in all published material and communications. An administrator will be tasked to oversee the use of the brand identity to ensure consistency and training will be arranged if needed. Any new staff will be offered a short induction session on correct use.

11. Protecting company assets

The assets of a Thameswey company shall not be misused; they shall be employed judiciously for the purpose of conducting the business for which they are duly authorised. These include tangible assets such as equipment and machinery, systems, facilities, materials and resources, as well as intangible assets such as information technology and systems, proprietary information, intellectual property, and relationships with customers and suppliers.

12. Group Policies

The shareholders of each Thamesway company shall recommend its board of directors adopt the policies and guidelines periodically formulated by the Thamesway Limited board. Thamesway Limited operates and has approved a scheme of delegation which empowers officers of the group to make operational decisions, including committing to contracts and expenditure, within prescribed limits.

13. Intra Group Communications

Members of the board of Thamesway Ltd. will receive agendas, minutes and reports from each of its subsidiary's board meetings, as soon as they become available.

14. Shareholders

Thamesway Limited and its subsidiaries shall be committed to enhancing shareholder value and complying with all regulations and laws that govern shareholder rights. The board of directors of a Thamesway company shall inform its shareholders about all relevant aspects of the company's business.

15. Corporate citizenship

A Thamesway company shall be committed to good corporate citizenship, not only in the compliance of all relevant laws and regulations but also by actively assisting in the improvement of quality of life of the people in the communities in which it operates. The company shall encourage collaboration with community groups.

A Thamesway company shall not treat these activities as optional, but should strive to incorporate them as an integral part of its business plan.

16. Conduct

Thamesway supports the following principles of public life and the culture of the business is one of honesty and opposition to fraud and corruption. These principles are reflected in our procedures and ways of working.

There is an expectation and requirement that all individuals and organisations associated with Thamesway in whatever way, such as contractors, partners and suppliers, will act with integrity and that directors and staff at all levels will lead by example in these matters ensuring adherence to legal requirements, financial regulations, codes of conduct, procedures and professional practice.

Selflessness: Thamesway should never improperly confer an advantage or disadvantage on any person.

Honesty and Integrity: Thamesway directors and staff should not place themselves in situations where their honesty and integrity may be questioned, should not behave improperly and should on all occasions avoid the appearance of such behaviour.

Objectivity: Thamesway directors and staff should make decisions on merit, including when making appointments, awarding contracts, or recommending individuals for rewards or benefits.

Accountability: Thamesway directors and staff should recognise that they are part of a body which is accountable to the public for their actions and the manner in which they carry out their responsibilities and should therefore co-operate fully and honestly with any scrutiny appropriate to their office.

Openness: Thamesway directors and staff should be as open as possible about their actions and those of their authority, and should be prepared to give reasons for those actions.

Personal Judgment: Thamesway directors and staff may take account of the views of others but should reach their own conclusions on the issues before them and act in accordance with those conclusions.

Respect for Others: Thamesway directors and staff should promote equality by not discriminating unlawfully against any person, and by treating people with respect regardless of their race, age, religion, gender, sexual orientation or disability. They should respect the integrity of the statutory officers of WBC and all employees of Thamesway companies and WBC.

Leadership: Thamesway directors and staff should promote and support these principles by leadership, and by example, and should act in a way that secures or preserves confidence in the actions and operations of the Thamesway Group.

17. Concurrent employment

Councillor Directors and Independent Directors will be required to notify the company of external appointments but do not require prior approval. Where such appointments would put a director in a position where his interests would be conflicted, they may be approved in advance by either a resolution of the shareholders or, where a company's articles of association permit, by the board of the Thamesway Company concerned.

18. Communication by Thameswey with Council committees and Councillors

The Board attaches great importance to maintaining good relationships with all shareholders, who are kept informed of significant company developments.

- a) All Councillors will have access to all agendas & reports -subject to commercial confidentiality and as such need to have signed a current Non Disclosure Agreement prior to receiving any board papers or attending meetings.
- b) To aid transparency, Thameswey will list dates of Board meetings on the Thameswey web site.
- c) Summary briefings will be given to Councillors and presentations will be made of the financial year results to date against the Thameswey business plan at the same time as the annual business plan approval. This briefing will include a summary of previous period activity and expectations for the forthcoming period. Other meetings to discuss company direction will be held on an ad hoc basis. Regular dialogue will help to ensure that the company's strategy is understood and that any queries or other issues are addressed in a constructive way.
- d) All company announcements and presentations (subject to confidentiality arrangements) will be made available on the Thameswey website which should also contain corporate and customer information , updated on a regular basis together with answers to frequently asked questions.

The chief operating officer, chief financial officer and directors should be closely involved in shareholder relations and report back to the board the views of WBC and any communication from WBC to ensure that, both executive and non-executive directors, have an understanding of the view. The chairman and the other directors are available to meet the major shareholder on a mutually agreed basis. The board seeks to encourage a more active interest and contribution from shareholders.

19. Board Governance

A company board should not be so large as to be unwieldy. The boards should be of sufficient size that the balance of skills and experience is appropriate for the requirements of the business and that changes to the board's composition can be managed without undue disruption.

To ensure that power and information are not concentrated in one or two individuals, there should be a strong presence on all boards of Independent, Councillor and Officer Directors. Accordingly Group Company Boards should seek to achieve the following proportions, 1 Independent director, 1 Councillor Director and 2 Officer Directors but in any case Officer Directors must not be in the majority.

The Thameswey Ltd. board will appoint one of the Independent directors to be the Chairman of the Board. The Chairman will be accountable to the shareholder if it has concerns on any matter in respect of which contact through the normal channels of chief operating officer and chief financial officer, has failed to resolve or for which such contact is inappropriate.

Whilst recognising that most shareholder contact is with the chief operating officer and chief financial officer, the chairman and other directors as appropriate will maintain sufficient contact with WBC to understand its issues and concerns.

- a) The Chairman will ensure that the views of the shareholder are communicated to the Thameswey Ltd. board as a whole. The Chairman and WBC may discuss governance and strategy. Independent directors should be offered the opportunity to attend meetings with WBC. The Chairman will attend sufficient meetings with a range of representatives of WBC to listen to their views in order to help develop a balanced understanding of the issues and concerns of WBC.
- b) Subject to them having completed and submitted in advance, a Non Disclosure Agreement: -
 - i. The agendas of board meetings of Thameswey Limited and its subsidiaries shall be available to Members of the Council; and
 - ii. Members of the Council may attend board meetings as observers, by prior written notification to the Chairman of the relevant board.
- c) Subsidiary Company boards must submit any new proposals which cause changes to the Council Approved Thameswey Group Business Plan to Thameswey Limited which, if it supports the proposal, will recommend accordingly to the WBC Executive for consideration and recommendation thereon to the Council for approval.

20. Composition of the Boards

The respective Company boards should comprise of the following Directors and be reviewed annually by the Council: -

Thameswey Limited (Group Holding Company)

Councillor Directors

The Leader of the Council, or his/her nominee, who must be a Member of the Council's Executive
Council Directors appointed to the Board of any subsidiary

Independent Directors

Independent Directors recruited by the Council

Officer Directors

The Chief Executive of the Council
Officer Directors appointed to the Board of any subsidiary

Subsidiary Companies within the Thameswey Group

Councillor Directors

The Leader of the Council, or his/her nominee, who must be a Member of the Council's Executive
The Member of the Council holding the Portfolio for the relevant area of the Council's business
Any other Member of the Council

Independent Directors

Up to two Independent Directors

Officer Directors

Up to two Officer Directors

Associated Companies

Where Thamesway Limited has less than 51% of the shares of an Associated Company the composition of the board will be determined by the Council, or in accordance with the arrangements determined by the Council.

Election of Chairman

Thamesway Limited and its subsidiaries shall ensure that an Independent Director is elected Chairman of the respective Company.

Quorum

A quorum for each board meeting shall be at least three directors which must comprise at least 1 Independent Director, 1 Councillor Director and 1 Officer Director of the relevant board.

Alternate Directors

All Directors of subsidiary companies may appoint an Alternate Director of the same Director class (Independent, Councillor or Officer) in the event that he/she cannot attend a board meeting. The Alternate Director must be a Director of Thamesway Limited.

Additional Directors

The shareholder of a Thamesway Group subsidiary may appoint an Additional Director in the event that a director of the subsidiary is absent and has not appointed an Alternate Director. The Alternate Director must be a Director of Thamesway Limited.

The shareholder of Thamesway Limited may appoint an Additional Director in the event that a director of Thamesway Limited is absent and has not appointed an Alternate Director.

21. Company Board Meetings

Company board meetings will usually be held in person. In the event that exceptional circumstances necessitate a paper, email, telephone, video, electronic or other form of meeting permitted by the Articles or Company law, the Company shall in the notice of the meeting state the reasons for the meeting in a different form and record in the minutes of the said meeting the reasons and the decision reached at the meeting. The minutes of the said meeting will be published as soon as possible and reported to the next normal board meeting of the Company.

22. Website communication

To the extent possible to preserve commercial confidentiality, Thamesway Group company agendas and minutes will not be published on the Group website.

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