



House of Commons  
Public Administration  
and Constitutional Affairs  
Committee

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# The Role of Non- Executive Directors in Government

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**Seventh Report of Session 2022–23**

*Report, together with formal minutes relating  
to the report*

*Ordered by the House of Commons  
to be printed 14 June 2023*

## Public Administration and Constitutional Affairs Committee

The Public Administration and Constitutional Affairs Committee is appointed by the House of Commons to examine the reports of the Parliamentary Commissioner for Administration and the Health Service Commissioner for England, which are laid before this House, and matters in connection therewith; to consider matters relating to the quality and standards of administration provided by civil service departments, and other matters relating to the civil service; and to consider constitutional affairs.

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### Contacts

All correspondence should be addressed to the Clerk of the Public Administration and Constitutional Affairs Committee, House of Commons, London SW1A 0AA. The telephone number for general enquiries is 020 7219 3268; the Committee's email address is [pacac@parliament.uk](mailto:pacac@parliament.uk).

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## Summary

Non-executive board members (NEBMs), also known as non-executive directors (NEDs), have existed in their current form in UK Government departments since 2010. They exist to provide advice and challenge to Secretary of State-chaired departmental boards on issues such as strategy, performance, and the deliverability of policies. They were introduced to bring experience from large and complex organisations outside Government, primarily the commercial private sector, to departments. We commend the number of highly experienced individuals that have taken on these positions, the time they have devoted to these roles, and the range of work they have contributed to while in Government. However, despite influencing Government business for over a decade, little is known about their roles and impact, and there is little regulation on how they are appointed. We launched this inquiry to provide some much-needed transparency on their roles and responsibilities. The evidence suggests that many NEDs have added value to departments in several ways, but their use is somewhat ad hoc across Government. Our conclusions and recommendations focus on simple ways to improve consistency, accountability, and effectiveness of NEDs in Government, as well as increase transparency to provide public assurance.

The inquiry coincided with the role of NEDs currently being reviewed by the Rt. Hon. Lord Maude of Horsham, as part of the broader Review of Civil Service Governance and Accountability commissioned by the Government. Therefore, we recommend that our findings are taken into consideration in the final report for that Review and that the Government should prioritise its publication by mid-July 2023. The inquiry also follows growing concerns over the politicisation of NED roles, and we highlight several examples of appointees with seemingly political or personal connections to the Government. We conclude that NEDs should continue to bring genuine outside experience to Government and there should be a clear separation between the role of political or personal advisers and that of objective non-executive board members. We also conclude that how boards and NEDs are used in departments is too variable and dependent on the relevant Secretary of State. We recommend that Secretaries of State should undertake mandatory training on their role in chairing quarterly board meetings and working effectively with NEDs.

The roles of non-executive board members and lead non-executive board members are broadly defined in the Corporate Governance Code for Central Government Departments and the accompanying Guidance Note. However, we found that NEDs often hold significantly more responsibilities within their departments outside the board than is publicly documented or defined. This is problematic, as it hinders the transparency, consistency, and accountability of their positions. We recommend that the Corporate Governance Code should be updated or replaced by the end of the calendar year and should:

- reinstate the “independence” of NEDs;
- encompass the work of NEDs in Government, both on and outside the departmental board, including any limitations to that;

- include a consistent policy to link the number of NEDs in a department to its size and remit;
- include a standard set of skills and qualities to undertake the role of a departmental NED or Lead NED, rather than express a preference for individuals from specific sectors;
- outline the expectation that Secretaries of State should avoid appointing individuals with clear political or personal connections, including former or current Special Advisers, serving Members of Parliament or Peers, to NED roles;
- set the expectation that Ministers should avoid replacing all departmental NEDs on appointment in order to support transitions between Secretaries of State or administrations, or, at the very least, require departments to justify such decisions in their departmental annual reports.

The Government Lead Non-Executive Annual Report, and each department's annual report and accounts, are the main public-facing accounts of NEDs and their work. However, at present, these documents are published too infrequently to provide meaningful transparency. We recommend a range of easily implementable ways the Government can improve this, including publishing the following information on GOV.UK:

- terms of reference for each departmental board with the individual responsibilities of each non-executive board member;
- board minutes after each departmental board meeting;
- news stories after each NED appointment, detailing the recruitment process and their suitability for the role;
- departments' registers of board members' interests in a consistent format, including non-financial interests, every six months; and
- an updated full list of NEDs, with their year of appointment, at least annually.

We also recommend that the Government Lead Non-Executive Annual Report is published within four months of the reporting year ending at the end of March. Departments should also list specific actions being taken forward as a result of board effectiveness evaluations in their annual reports.

The Corporate Governance Code stipulates that non-executive board members should be appointed on merit through a fair and open recruitment process, but the evidence to our inquiry demonstrates there are a number of exceptions to this. We also found that departments are not consistently providing information in the public domain about the process for appointing NEDs, nor abiding by the requirement to justify departures from the Code in departments' annual report and accounts. We recommend that the Government Lead Non-Executive should monitor and report on compliance with the Corporate Governance Code, broken down by department, in the Government Lead Non-Executive Annual Report. This would cover all aspects of the Code, such

as attendance at board meetings, whether fair and open recruitment practices have been followed, the management of conflicts of interest, and whether board effectiveness evaluations have been carried out.

We agree with the Committee on Standards in Public Life that NED appointments should be regulated by the Commissioner for Public Appointments. We request that a timeline for implementing this recommendation in full is provided in the Government's response to this Report. We also recommend that the position of Government Lead Non-Executive should be classed as a "significant appointment" under the Governance Code on Public Appointments. Finally, we recommend that in the future the Government's preferred candidate for the role of Government Lead Non-Executive should be subject to a pre-appointment hearing before this Committee, and that the Lead NED should appear before this Committee to discuss the content of their Annual Report.

# 1 Introduction

1. All 18 Government departments (15 ministerial departments and three territorial offices) have departmental boards, which include non-executive board members (NEBMs), also known as non-executive directors (NEDs).<sup>1</sup> Departmental boards, unlike boards in the private sector, are advisory. They exist to provide advice and challenge to departments on issues such as strategy, performance, and the deliverability of policies.<sup>2</sup> The Ministerial Code sets out the following in relation to departmental boards:

Secretaries of State should chair their departmental board. Boards should comprise other Ministers, senior officials, a Lead Non-Executive and non-executive board members, (largely drawn from the commercial private sector and appointed by the Secretary of State in accordance with Cabinet Office guidelines). The remit of the board should be performance and delivery, and to provide the strategic leadership of the department.<sup>3</sup>

2. Each departmental board has a Lead NED and a small number of NEDs, usually between two and seven.<sup>4</sup> The operation of the board is largely at the discretion of the relevant Secretary of State. The board is expected to meet at least on a quarterly basis,<sup>5</sup> although many meet less frequently and levels of attendance by Secretaries of State are variable.<sup>6</sup> A cross-Government Lead Non-Executive is appointed by the Prime Minister to work with Secretaries of State to appoint NEDs to the boards, convene network meetings of NEDs to share best practice, feedback views of departmental Lead NEDs to the Prime Minister and Cabinet Secretary, and report to Parliament through an annual report to the Public Administration and Constitutional Affairs Committee (PACAC).<sup>7</sup>

3. The role of NEDs on the board was first codified in the “Corporate Governance in Central Government Departments: Code of Good Practice” (Corporate Governance Code) in 2005. This set out their “independent” role on departmental boards “chaired by, under the direction of or with the agreement of the Minister”, which in practice was usually the Permanent Secretary.<sup>8</sup> In 2011, the Corporate Governance Code was revised by Francis (now Lord) Maude, then Minister for the Cabinet Office, with the aim to “make government operate in a more business-like manner” by bringing in “the most senior and experienced leaders from across the private, public, and not-for-profit sectors” to departmental boards.<sup>9</sup> The Secretary of State was expected to chair the board, which was also reflected in the Ministerial Code.<sup>10</sup>

1 Cabinet Office, [Government Lead Non-Executive Annual Report 2021–22](#), 10 May 2023, p.10.; His Majesty’s Revenue and Customs (HMRC) which is a non-ministerial department, also has a board, which is chaired by the Lead Non-Executive.

2 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.5.

3 Cabinet Office, [Ministerial Code](#), December 2022, p.8.

4 NEDs are listed on departments’ individual GOV.UK pages.

5 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.5.

6 Cabinet Office, [Government Lead Non-Executive Annual Report 2021–22](#), 10 May 2023, pp.8–9.

7 Cabinet Office, [Government Lead Non-Executive](#), accessed 16 May 2023; Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.7.

8 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), July 2005, p.7.

9 “UK leaders appointed to support Whitehall’s transformation,” [Cabinet Office](#), 16 December 2010

10 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), July 2011, p.5; Cabinet Office, [Ministerial Code](#), December 2022, p.8.



4. The latest version of the Corporate Governance Code, updated in 2017, sets out the remit of NEDs to be “exercis[ing] their role through influence and advice, supporting as well as challenging the executive”, covering such issues as the implementation of departmental plans, performance, and management of the department. Outside their departmental board role, NEDs take on various additional responsibilities, such as forming sub-committees on audit and risk and nominations, sharing best practice with other non-executives, supporting wider departmental business and priorities, and reporting their views in their section of the department’s annual report and accounts.<sup>11</sup>

5. The past decade has seen numerous highly experienced individuals undertake these part-time, advisory roles in Government. However, despite NEDs being in operation in their current guise for thirteen years, little is known about their roles and impact on Government business. The last major study on NEDs in Whitehall was conducted by the University College London (UCL) Constitution Unit over six years ago.<sup>12</sup> Since then, the Government has published the Declaration of Government Reform, which states that the Government “will make better use of Non-Executive Directors to challenge performance in their departments and across government, under the leadership of the Government’s Lead Non-Executive Director”.<sup>13</sup> The Paymaster General and Minister for the Cabinet Office, the Rt. Hon. Jeremy Quin MP, told the Committee in January 2023 that non-executives have been a “positive step” and “the focus since the Declaration on Government Reform has been on how we professionalise that role”.<sup>14</sup> Meanwhile, there have been increasing reports of the perceived politicisation of NED appointments.<sup>15</sup>

6. This Report seeks to shed light on how the current system operates and propose areas for reform in relation to the role and responsibilities, expertise and experience, appointments process, effectiveness, and transparency and accountability of NEDs in Government. To gain as great an understanding as possible, the Committee conducted a survey of current NEDs in Government. We received 53 responses. The results of the survey are in Annex A, and as respondents were not required to answer every question, where appropriate, we have indicated the number of respondents per question. We are grateful to all those who took the time to respond to us, and to the Government Lead Non-Executive and Cabinet Office staff who supported us in disseminating the survey among the NED cohort.

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11 [NED04](#); Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.18.

12 Professor Robert Hazel et.al., [Critical Friends? The Role of Non Executives on Whitehall Boards](#) (UCL Constitution Unit), January 2018).

13 Cabinet Office, [Declaration on Government Reform](#), June 2021.

14 [Q104](#)

15 Sebastian Payne and Daniel Thomas, [‘Hancock affair highlights opaque world of Whitehall non-execs’](#), Financial Times 11 July 2021.

## 2 Roles and responsibilities

7. NEDs are formally appointed as “non-executive board members”, with the expectation they will attend a minimum of four board meetings per year (although many boards meet less frequently<sup>16</sup>), in addition to conducting other ad hoc work. The Corporate Governance Code describes their work as:

... exercise[ing] their role through influence and advice, supporting as well as challenging the executive. They will advise on performance (including agreeing key performance indicators), operational issues (including the operational / delivery implications of policy proposals), and on the effective management of the department. They will also provide support, guidance and challenge on the progress and implementation of the single departmental plan<sup>17</sup>, and in relation to recruiting, appraising and ensuring appropriate succession planning of senior executives. They will form committees responsible for audit and risk assurance, and nominations. To share best practice and to ensure departments learn from the successes and failures of comparable organisations, they will meet regularly with other non-executive board members across government and the Government Lead Non-Executive.<sup>18</sup>

8. NEDs also have the—seemingly so far unused—power “as a last resort” to recommend to the Prime Minister, Secretary of State, and the Cabinet Secretary that a Permanent Secretary should be removed from his or her post if they are deemed to be an obstacle to delivery.<sup>19</sup>

9. Results from our survey of current NEDs found that of those that responded most NEDs spend between three and ten days per month on Government business.<sup>20</sup> However, this time is spent on a wide range of different activities depending on the individual and department.<sup>21</sup> In oral evidence to the Committee, the Government Lead Non-Executive, Michael Jary, praised their contribution to departmental boards, whilst recognising the many wider tasks undertaken by NEDs in departments.<sup>22</sup> According to the Cabinet Office’s written evidence, “these [wider roles] reflect the needs of ministers and priorities of the department” and include activities such as:

- Supporting the development of departmental strategies;
- Advising on performance, operational issues, and management;
- Challenging the department and supporting the delivery of the Declaration on Government Reform;
- Oversight and support for major projects;

16 Cabinet Office, [Government Lead Non-Executive Annual Report 2021–22](#), 10 May 2023, p.8.

17 To note, single departmental plans have subsequently been replaced by outcome delivery plans.

18 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.6.

19 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p7; this power is discussed further in chapter three.

20 See Annex A.

21 See Annex A.

22 [Q105](#)

- Talent management and permanent secretary appraisals;
- Leading reviews of arm's length bodies (ALB) and supporting ALB reform;
- Independent reviews on cross-government matters;
- Undertaking board effectiveness evaluations for other departments, and;
- Providing “input and knowledge” on issues such as the Union, climate change and levelling up.<sup>23</sup>

10. The UCL Constitution Unit's research in 2017 into the role of NEDs found that in many cases their experience and expertise was “not being tapped to its full potential” on departmental boards, and that NEDs expressed less satisfaction with this primary area of their role.<sup>24</sup> Similarly, the Commission for Smart Government has noted the greater benefits of NEDs sitting on independently-chaired audit and risk committees and the value they add through informal advice and support, rather than formally on departmental boards.<sup>25</sup> Likewise, the results of our survey showed that, generally, respondents rated their effectiveness outside the board more highly, and a high proportion are heavily involved in audit and risk committees.<sup>26</sup> Former non-executives during their oral evidence to the Committee also indicated they contributed more outside the board.<sup>27</sup>

11. Written evidence from departments demonstrates the variety of roles that NEDs perform. The Department for Health and Social Care (DHSC) lists responsibilities such as attending COVID-related boards, producing blog posts for the intranet, supporting teams across the department, and supporting large projects including the New Hospitals Programme.<sup>28</sup> The Department for Levelling Up, Housing, and Communities (DLUHC) lists responsibilities such as providing advice on digital, local government, corporate governance, major projects, and sitting on departmental “portfolio boards”.<sup>29</sup> The Department for Transport (DfT) notes the involvement of its NEDs in cross-Whitehall steering groups and one-off reviews.<sup>30</sup> The Department for (then Digital) Culture, Media and Sport (DCMS) mentions their NEDs supporting areas such as digital technology, levelling up, the spending review, and football governance.<sup>31</sup> The Ministry of Justice (MOJ) references “chairing Challenge Panels to help the department scrutinise and improve work” and providing advice and scrutiny on areas such as on HM Courts and Tribunal Service reform, commercial processes, and working on employment and reoffending.<sup>32</sup>

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23 [NED04](#)

24 Professor Robert Hazel et.al, [Critical Friends? The Role of Non Executives on Whitehall Boards](#) (UCL Constitution Unit), January 2018), p.8.

25 Commission for Smart Government, [Departmental Boards: Boosting Reform](#), (Govern Smarter, April 2021), p.11.

26 See Annex A.

27 [Q62-Q65](#)

28 [NED05](#)

29 [NED08](#)

30 [NED12](#)

31 [NED14](#); Please note this evidence was received before the machinery of government changes in February 2023 that transferred the digital portfolio of DCMS to the new Department for Science, Innovation, and Technology.

32 [NED15](#)

## Defining the non-executive role

12. Flexibility means that NEDs can tailor activities to their area of expertise. However, there is a view that there is a “lack of clarity about their roles and responsibilities” across Government.<sup>33</sup> In particular, the discretion of the Secretary of State and variability in how boards and NEDs are used was highlighted in written and oral evidence to the Committee.<sup>34</sup> The Corporate Governance Code, which defines the NED role on the board and sub-committees, but not any wider activity, has not been updated for six years, despite the fact it is “intended to be a living document that aligns with best practice” and can be “easily updated to adapt to changing circumstances,” according to the MOJ’s written evidence.<sup>35</sup> Former non-executives that gave oral evidence to the Committee felt that they largely worked out their role for themselves.<sup>36</sup> Nevertheless, the Government Lead Non-Executive told the Committee in January 2023 that he believes the Corporate Governance Code sets out the responsibilities of a NED sufficiently:

... it recognises that there are particular obligations and requirements for a NED role to be efficient and effective, particularly around the areas I have mentioned: scrutiny, challenge, advice, and support to Ministers and officials. I think it also recognises that the particular needs of the Department, the valid preferences of the Secretary of State as to how they wish to run things, and indeed variations in how things can be effective are quite significant.<sup>37</sup>

13. Written evidence from the Cabinet Office explains that each department is asked to set out the roles of their NEDs in their Board Operating Framework (BOF)<sup>38</sup>. The board of the (now former) Department for Business, Energy, and Industrial Strategy (BEIS) has its Terms of Reference (ToR) publicly available on GOV.UK and appended a copy to its written evidence to our inquiry.<sup>39</sup> However, ToR or BOFs do not appear to be published as standard practice across departments and, more broadly, it appears much of the role of the NED spans wider activity than is publicly documented. For example, Nigel Boardman’s report into the Greensill affair notes that there is no public guidance or protocol for NEDs’ oversight of business appointment rules.<sup>40</sup> Furthermore, since 2021, as a result of a recommendation accepted by the Government from Lord Dunlop’s Review on Union Capability, each department should have a NED with specific responsibility for leading on its Union strategy and devolution capability.<sup>41</sup> It is difficult to ascertain what this role constitutes and how it relates to the corporate governance of the department.

33 Robert Hazel et.al, [Critical Friends? The Role of Non Executives on Whitehall Boards](#) (UCL Constitution Unit), January 2018), p.27.

34 [Q32; Q3, Q5; NED01; Q106.](#)

35 [NED15](#)

36 [Q46](#)

37 [Q158](#)

38 [NED04](#)

39 [NED11](#); Department for Business, Energy and Industrial Strategy, ‘[BEIS Departmental Board: terms of reference](#)’ date accessed 27 September 2022.

40 Nigel Boardman, [Review into the Development and Use of Supply Chain Finance \(And Associated Schemes\) in Government](#), (Cabinet Office, July 2021), p.90.

41 Lord Dunlop, [Review of Union Capability](#), November 2019 (published March 2021).

14. The former NEDs that appeared before the Committee could not recall BOFs, or where they could, said they did not provide clarity on their roles and remit.<sup>42</sup> The Government Lead Non-Executive confirmed that every department has a BOF but “there may be room for improvement is the way in which those board operating frameworks are kept under review and are living documents”, and he was not against the idea of them being published.<sup>43</sup> Martin Wheatley, Research Director at the Commission for Smart Government, suggested in oral evidence to the Committee that the BOF should include a statement on the “collective responsibility of the NEDs as a group, plus any individual responsibilities that had been agreed for them”.<sup>44</sup>

## Declaration on Government Reform

15. The Declaration on Government Reform (DGR) set out 30 action points, with several directly related to the role of NEDs, including supporting talent development of civil servants, implementing “consistent challenge of departmental performance”, and monitoring the performance of outcome delivery plans (ODPs).<sup>45</sup> Although these areas mostly already sat within NEDs’ remit in some form or another, the fact that the Government is reinforcing them is notable. Interestingly, our survey of NEDs found that there was a mixed picture from respondents regarding their existing level of involvement in appraisal of senior executives.<sup>46</sup>

16. It was announced in July 2022 that, as part of delivering the DGR, the Rt. Hon. Lord Maude of Horsham, the former Cabinet Office Minister, would lead a “Civil Service Governance and Accountability Review”, which includes examining the appropriate role for NEDs and departmental boards.<sup>47</sup> The Cabinet Office says that changes may be made to the Corporate Governance Code subject to the outcome of Lord Maude’s Review.<sup>48</sup> The Chancellor of the Duchy of Lancaster, the Rt. Hon. Oliver Dowden CBE, wrote to the Committee in November 2022 outlining that a deadline of 31st December 2022 had been set for Lord Maude to deliver the findings of his review.<sup>49</sup> However, when the Minister for the Cabinet Office gave oral evidence to the Committee in January 2023, he confirmed an extension had been granted and indicated this could be as long as eight weeks.<sup>50</sup> The Minister subsequently wrote to the Committee outlining his agreement to a further extension until the 1 July 2023.<sup>51</sup>

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42 [Q99](#)

43 [Q159-160](#)

44 [Q15](#); [Q14](#)

45 Cabinet Office, [Declaration on Government Reform](#), 15 June 2021.

46 Annex A.

47 Cabinet Office, [Lord Maude to lead review into Civil Service Governance and Accountability](#), 27 July 2022.

48 [NED04](#)

49 Letter to the Chair of PACAC from the Chancellor of the Duchy of Lancaster, [dated 24th November](#).

50 [Q108](#)

51 Letter to the Chair of PACAC from the Paymaster General and Minister for the Cabinet Office, [dated 6 June 2023](#).

17. The Government Lead Non-Executive, Michael Jary, told the Committee in oral evidence that newly appointed NEDs are briefed on how to perform their role most effectively, as a result of the DGR. This includes being provided guidance on their role to challenge and scrutinise ODPs. NEDs are also put through an induction programme and buddied with new NEDs.<sup>52</sup> Positively, our survey of NEDs found that 64% of respondents felt there was sufficient guidance and support for them in their roles.<sup>53</sup>

18. **Non-executive board members were brought in in their current form in 2010 to “make Government operate in a more business-like manner”. We commend the number of highly experienced individuals that have taken on these positions, the time they have devoted to these roles, and the range of work they have contributed to while in Government. However, it is unclear whether the corporate governance of Whitehall still sits at the centre of their purpose and activities. The role of non-executive board members and lead non-executive board members are broadly defined in the Corporate Governance Code for Central Government Departments and the accompanying guidance note. However, our evidence suggests that, in practice, how boards and NEDs are used is highly dependent on the relevant Secretary of State and often NEDs wield significantly more responsibilities within their department outside the board than is publicly documented or defined. This is problematic, as it hinders the transparency, consistency, and accountability of their positions. We welcome efforts by the Government Lead Non-Executive to promote consistency through the provision of centralised guidance and coordination. However, the Corporate Governance Code is insufficient and there should be more public accountability and clarity on the work of NEDs and their purpose.**

19. *The Corporate Governance Code is not fit-for-purpose as the main guidance document for NEDs, given it does not encompass all of their work in Government. It should be updated or replaced by the end of the calendar year to set out the key roles and tasks that a Government NED should undertake within the department, as well as any limitations to that. The new document should cover typical activities of NEDs both on and outside the departmental board setting.*

20. *We recommend that each Government department make public the terms of reference for their departmental boards, including the individual roles and responsibilities of each non-executive board member. These should be published on GOV.UK and updated annually, or sooner if there are changes in board membership.*

21. The Government’s commitment to review the appropriate role for NEDs and departmental boards, as part of the broader Governance and Accountability Review being led by the Rt. Hon. Lord Maude of Horsham, is welcome. However, the Committee is disappointed that it is now over five months overdue.

22. *The Rt. Hon. Lord Maude of Horsham should take into consideration the conclusions and recommendations of this inquiry into his final report for the Review of Governance and Accountability. The Government should prioritise publishing the findings of the Review within two weeks of it being delivered to provide public reassurance on the roles of NEDs and how they should be performed.*

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52 [Q105](#)

53 See Annex A.

### 3 Expertise and experience

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23. The Corporate Governance Code states:

Non-executive board members, appointed by the Secretary of State, will be experts from outside government. They will come primarily from the commercial private sector, with experience of managing large and complex organisations. In order to achieve representative boards with broad-based experience, departments will aim as far as possible to ensure that there is at least one non-executive board member with substantial experience in the public and/or not-for-profit sectors, in addition to members with strong commercial expertise.<sup>54</sup>

24. According to the Cabinet Office's written evidence, recent advertisements for NEDs have typically included a standard set of required skills or qualities:

- proven leadership in large and complex organisations, with main board-level experience;
- experience of risk, performance, and financial management;
- experience of leading major projects;
- an understanding of the key challenges faced by the public sector, particularly around the efficiency agenda;
- the ability to inspire confidence with a wide range of internal and external partners;
- sound judgement and a high level of integrity;
- genuine interest in contributing to the effective running of the department.<sup>55</sup>

#### Functional skills

25. Specific skills or qualities of NEDs are not referenced in the Corporate Governance Code itself. However, the Code does set out five areas that departmental boards should focus on: assessment of the department's strategy, talented people, departmental performance, management information, and commercial sense.<sup>56</sup> These areas appear to broadly align with the ambition set out during the time of the Coalition Government for NEDs to provide challenge and support on performance, operational issues and effective management in departments,<sup>57</sup> and the introduction of cross-government functions to align work in areas such as human resources, commercial, or finance.<sup>58</sup> Sir Ian Cheshire, former Government Lead Non-Executive, and Miranda Curtis, former (then) Foreign and Commonwealth Office (FCO) Lead NED, reinforced the value of NEDs to the

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54 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.6.

55 [NED04](#)

56 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.13.

57 HM Government, [The Civil Service Reform Plan](#), June 2012. p.19

58 Cabinet Office, [Government Functions](#), accessed 19th December 2022.

Government’s “functional skills agenda” when giving oral evidence to the Committee.<sup>59</sup> The Government Lead Non-Executive also explained to the Committee that at present departmental Lead NEDs share best practice on board composition and areas such as digital, cybersecurity, transformation expertise, technology, and people”.<sup>60</sup>

26. During our inquiry, we received written evidence from several Government departments that suggested an appetite in recruiting for a mixture of functional skills and sector or department-specific expertise. For example, DLUHC lists experience in local or devolved government, housing and planning, and regional policy as desirable.<sup>61</sup> DfT values experience in project management, major infrastructure projects, environmental impacts, user experience, regional perspective, digital innovations and finance.<sup>62</sup> DHSC mention a current gap in local government or social care experience on their board.<sup>63</sup> MOJ highlights experience in finance, digital, change and project delivery, commercial, people and talent, and analytical and data.<sup>64</sup> The Paymaster General and Minister for the Cabinet Office, the Rt. Hon. Jeremy Quin MP, noted that it is at the discretion of the relevant Secretary of State as to which skills they require, which can be identified from the annual board effectiveness evaluations.<sup>65</sup>

## Commercial expertise

27. In oral evidence to the Committee, the Paymaster General and Minister for the Cabinet Office said that the preference in the Corporate Governance Code for board members to have experience largely from the commercial private sector is he “strongly suspect[s]” due to departments delivering large, complex programmes and that these individuals bringing relevant experience from such organisations.<sup>66</sup> However, it was also noted that other experience, such as public sector, third sector, or local government experience, can be valuable, and that some NEDs have experience across various sectors.<sup>67</sup> Dame Sue Street, former MOJ NED and former DCMS Permanent Secretary, argued in oral evidence to the Committee that the Code’s preference for extensive commercial experience can act to limit the diversity of candidates.<sup>68</sup>

28. The 2020–21 Government Lead Non-Executive Annual Report highlights that during that year, non-executives were appointed from varied organisations such as: Mastercard, the Alzheimer’s Society, Deliveroo, the British Heart Foundation, Burberry, Rolls-Royce, Mitie, Virgin Media, and Centrica, based on skills gaps in digital, technology, trade, finance, data, change management and talent management.<sup>69</sup> The 2021–22 Report also highlights that the “professional expertise [of new recruits] includes roles at BP, the BBC, Siemens, Deliveroo, the National Trust and the Financial Times Group”.<sup>70</sup> This suggests a continued interest in commercial and functional expertise.

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59 [Q52](#)

60 [Q128](#)

61 [NED08](#)

62 [NED12](#)

63 [NED05](#)

64 [NED15](#)

65 [Q128](#)

66 [Q132](#)

67 [Q130](#); [Q131](#); [Q132](#)

68 [Q73](#)

69 Cabinet Office, [Government Lead Non-Executive Annual Report 2020–1](#), 31 March 2022, p.14

70 Cabinet Office, [Government Lead Non-Executive Annual Report 2021–22](#), 10 May 2023, p.10.



## Political backgrounds

29. The Committee on Standards in Public Life (CSPL) has recently identified “an increasing trend amongst ministers to appoint supporters or political allies and special advisers as NEDs”, which they deem “was not the intended purpose of these independent appointments”.<sup>71</sup>

30. The Government Lead Non-Executive, Michael Jary, explained the ways NEDs provide “challenge” and bring “the independent view to the board”.<sup>72</sup> However, it is interesting to note that the references to the “independence” of non-executives in the 2005 edition of the Corporate Governance Code were removed from the 2011 and 2017 editions.<sup>73</sup> Nevertheless, witnesses to our inquiry, including former NEDs recruited after 2011, indicated that they considered them to be independent roles.<sup>74</sup> When discussing the perceived politicisation of NED roles, Sir Ian Cheshire, former Government Lead Non-Executive, expressed a preference for the “independent model”.<sup>75</sup> The Institute for Government (IfG) equally notes concerns that some ministers may use NEDs as “sources of political support”, like Special Advisers (SpAds).<sup>76</sup> Indeed, Miranda Curtis, who was a Lead Non-Executive in the FCO until 2020, said:

We have all experienced appointments being made in departments of political allies of Ministers or Secretaries of State, who come in as super SpAds. That is clearly a different role from the role of an independent non-exec ...<sup>77</sup>

31. The view, real or perceived, that NEDs could be appointed as political advisers to Ministers is significant given the fundamentally different purposes of NEDs and SpAds. The Ministerial Code and Corporate Governance Code state that departmental boards should only focus on operational delivery, not policy.<sup>78</sup> On the other hand, the Code of Conduct for Special Advisers describes the SpAd role as “add[ing] a political dimension to the advice and assistance available to Ministers”, including stating that a task of theirs is “undertak[ing] long term policy thinking and contribut[ing] to policy planning within the Department”.<sup>79</sup> In oral evidence to the Committee, the Government Lead Non-Executive emphasised that “determining the policy of the department is not a territory into which non-executives enter”.<sup>80</sup> In this context, it is questionable whether aspects of the NED role remain appropriate if they are playing roles more akin to SpAds than NEDs.

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71 [NED10](#); Twenty-Third Report of the Committee on Standards in Public Life, [Upholding Standards in Public Life: Final Report of the Standards Matter 2 Review](#), November 2021, p.80.

72 [Q105](#)

73 HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), July 2005, p.11.

74 [Q45](#), [Q54](#), [Q66](#), [Q79](#); [Q7](#); [Q105](#)

75 [Q84](#)

76 Dr Matthew Gill, Rhys Clyne & Grant Dalton, [The appointment and conduct of departmental NEDs](#), (Institute for Government, July 2021), p.10.

77 [Q79](#)

78 Cabinet Office, [Ministerial Code](#), May 2022, p.7; Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.5.

79 Cabinet Office, [Code of Conduct for Special Advisers](#), December 2016.

80 [Q156](#)

This includes the power to recommend to the Prime Minister, Secretaries of State, and Cabinet Secretary that the Permanent Secretary should be removed from their post if they are deemed to be an obstacle to delivery.<sup>81</sup>

32. There are some notable examples of Ministers appointing individuals with political backgrounds into NED roles. The Rt. Hon. Michael Gove MP did so on a number of occasions at the Department for Education, the Ministry of Justice and the Cabinet Office when Secretary of State at each department.<sup>82</sup> Examples of recent appointments of NEDs with significant political experience include:

- Former SpAd and Digital Director for Vote Leave, Henry De Zoete, as NED in the Cabinet Office (2020-present) and simultaneously Adviser to the Prime Minister and deputy Prime Minister on Artificial Intelligence (since June 2023)<sup>83</sup>;
- Former SpAd to Francis Maude, Baroness Finn of Swansea, as NED in the Cabinet Office (2020–21)
- Former Conservative and UK Independence Party MP, Douglas Carswell, as a NED in the (then) Department for International Trade (DIT) (2020–23);
- Former Labour MP and Chair of the Board of Vote Leave, the Rt. Hon. Baroness Gisela Stuart of Edgbaston, as the Cabinet Office NED for the Union (2020–22, now First Civil Service Commissioner);
- Former Chief of Staff to the former Prime Minister, Theresa May MP, Nick Timothy CBE, at the Department for Education (2020–22);
- Former aide to Chancellor of the Exchequer, George Osborne, Eleanor Shawcross-Wolfson, as a NED in the DWP (2020–22);
- Former Labour MP for Glasgow South, Tom Harris, as the Scotland Office Lead NED for the Union (2021-present)<sup>84</sup>.

33. Furthermore, the former Secretary of State for Health and Social Care, the Rt. Hon. Matt Hancock MP, resigned in June 2021 when a personal relationship he was having with one of his NEDs, Gina Coladangelo, was made public, rendering it difficult not to question her independence in this role. Prior to her paid NED role, she had been an “unpaid adviser” in the department.<sup>85</sup> There are also examples of appointees leaving departmental NED roles for political roles afterwards. At least two recent ministers, Lord Grimstone (then Department for International Trade) and Lord Agnew (joint HM Treasury and Cabinet Office) were departmental NEDs before being appointed to ministerial roles. Baroness Finn, who has sat as a Conservative Peer since 2015 and served on the Cabinet Office board between 2020 and 2021, left her non-executive position to become Deputy Chief of Staff

81 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.7.

82 [Michael Gove oversees shake-up of MoJ non-execs](#), Civil Service World, 15 June 2015.

83 Cabinet Office, [‘Henry De Zoete’](#), date accessed 12 June 2023; the latter role is reportedly a civil service appointment, see Eleni Courea, [‘London Playbook’](#), Politico, 9 June 2023.

84 To note, the Office for the Secretary of State for Scotland does not have up-to-date information for its board members on GOV.UK. Tom Harris is listed as a member of the board in the Annual Report and Accounts for 2021–22.

85 Catherine Haddon, [The questions about advisers that must follow the Matt Hancock affair](#), (Institute for Government, 25 June 2021), date accessed 13 July 2022.

in No 10,<sup>86</sup> and Eleanor Shawcross-Wolfson moved from being a DWP NED to become Head of No.10 Policy Unit. This raises questions of objectivity if there is the possibility of a future “political career path” or whether there will be “unconscious bias towards the way the Minister thinks”.<sup>87</sup>

34. Despite there being well-known examples, which we have referenced in this Report, in oral evidence to the Committee, the Government Lead Non-Executive, Michael Jary, said he did not recognise appointing individuals with political backgrounds as an issue:

Although I am sure that there are people who have party membership or some degree of history of being a donor to a party, for example, I don't see that that is strongly influencing the choice of non-executives on boards ...

I have seen no evidence of that at all. I see no movement between the universe of people who are SpAds and the people who are non-executive directors.<sup>88</sup>

35. The Paymaster General and Minister for the Cabinet Office said he also did not recognise the trend identified by the CSPL and maintained there is a clear difference in roles of policy advisors and NEDs.<sup>89</sup> However, later in the oral evidence session, the Government Lead Non-Executive admitted that when the Rt. Hon. Michael Gove MP was appointed Secretary of State at the Department for Levelling Up, Housing, and Communities, in September he “was aware of his track record” and questioned whether there would be a “bloodbath” among NEDs.<sup>90</sup>

36. Dr Matthew Gill, Programme Director at the IfG, told the Committee during an oral evidence session that he supports imposing restrictions on appointing Councillors, Parliamentarians, or current SpAds, and suggested there should be a “public justification” when appointing Members of the House of Lords, former SpAds or significant donors to NED roles.<sup>91</sup> Sir Ian Cheshire, former Government Lead Non-Executive, also felt it inappropriate for Peers to be appointed as NEDs, given their role in the legislative process.<sup>92</sup> The current Government Lead Non-Executive, Michael Jary, highlighted that only five of the cohort of 74 NED in January 2023 were Peers and two were former MPs, and thus represent a minority of the overall cohort.<sup>93</sup> The Paymaster General and Minister for the Cabinet Office expressed the view that someone with former political involvement may have “valid experience” from before or after their time in Parliament or Government. In relation to Peers, he said they have “an extra onus... to not be overly political and to steer well clear of the Department of which they are acting as a NED in any of their dealings in the upper House.”<sup>94</sup> Written evidence from the Cabinet Office

86 Dr Matthew Gill, Rhys Clyne & Grant Dalton, [The appointment and conduct of departmental NEDs](#), (Institute for Government, July 2021), p.6.

87 [Q18](#); [Q33](#) [Q20](#)

88 [Q133-4](#)

89 [Q137](#)

90 [Q139](#)

91 [Q27](#)

92 [Q79](#)

93 [Q142](#)

94 [Q141-2](#)

highlights that “non-executives should be, and be seen to be, politically impartial. They must not occupy a paid party-political post or hold a particularly sensitive or high-profile role in a political party. They should abstain from all controversial political activity”.<sup>95</sup>

37. The Corporate Governance Code says NEDs will be “experts from outside Government”. However, we have highlighted examples in this Report of individuals that appear to have been recruited to NED roles from within Government or through personal connections. This includes examples of NED roles being a stage in the careers of some Special Advisers or Ministers, and certain NEDs moving across to new departments with their Secretaries of State after machinery of government changes. Whilst this may relate to a relatively small minority of individuals, we remain concerned by the impact this may have on the ability for NEDs to provide effective challenge to Ministers and departmental boards, and the perception of such appointments on the public’s confidence in NEDs. We strongly believe that there should be a clear separation between the role of political or personal advisers and that of objective non-executive board members. If NEDs do not bring to departments genuine experience from senior positions in large and complex organisations outside Government and can offer independent challenge to departments, we are unclear of their purpose at all.

38. Furthermore, the Committee considers that the power of NEDs, currently included in the Corporate Governance Code, to be able to recommend to the Prime Minister, Secretary of State, and Cabinet Secretary that the Permanent Secretary be removed from their post if they are deemed to be an obstacle to delivery, is only appropriate if NEDs are independent sources of advice.

39. *The Committee recommends that the Corporate Governance Code is updated to reinstate the “independence” of non-executive board members, which was removed from the 2011 and 2017 editions of the Code. The updated Code should outline the expectation that Secretaries of State should avoid appointing individuals with clear political or personal connections, including former or current Special Advisers, serving Members of Parliament or Peers, to NED roles. In the event that any are appointed, there should be a clear justification for doing so in the governance statements of departments’ annual report and accounts.*

40. The Corporate Governance Code for Central Government Departments states that non-executive board members will be primarily from the commercial private sector and the Committee recognises the value individuals with this experience can bring to departmental boards. However, written evidence from Government departments suggests that skills and experience across a range of sectors are deemed valuable, depending on the needs of the department. Therefore, we do not feel that commercial experience should take such priority, particularly if there is a risk this could limit the diversity of applicants.

41. *We recommend that the Corporate Governance Code is updated to include a standard set of skills and qualities which are deemed desirable to undertake the role of a departmental NED or Lead NED, rather than express a preference for individuals from specific sectors. This would not preclude further specific expertise being outlined in job advertisements, but would seek to provide more clarity, transparency, and accountability on what skills and experience are relevant for the specific role.*

## 4 Appointments process

42. NEDs are appointed by the relevant Secretary of State. The Lead NED is approved by the Prime Minister.<sup>96</sup> Appointments are typically for a three-year term, renewable once. The results of our survey of NEDs show that of 53 respondents, a small minority in post today were appointed before 2015.<sup>97</sup> They are paid around £15,000 per annum, with the Lead NED in each department receiving an additional £5,000.

43. It is difficult to ascertain the exact number of NEDs currently in Government. In January 2023, the Paymaster General and Minister for the Cabinet Office, the Rt. Hon. Jeremy Quin MP, told the Committee that there are 74 NEDs in post.<sup>98</sup> However, the latest Government Lead Non-Executive Annual Report (covering 2021–2022) lists 94.<sup>99</sup> It is unclear whether the statistic provided in oral evidence also covered, as the Annual Report did, all 19 Government departments including His Majesty’s Revenue and Customs (HMRC), or whether this figure has significantly dropped since the end of the 2022 financial year. Furthermore, the number of appointees per department seems to vary considerably, with generally between two and seven per department. In oral evidence to the Committee, the Paymaster General and Minister for the Cabinet Office said that the number of NEDs broadly relates to the number of Ministers and officials in the department.<sup>100</sup> There is a GOV.UK page with a full list of NEDs in departments, but it has not been updated for two years.<sup>101</sup>

### Fair and open recruitment

44. The Corporate Governance Code stipulates that board members should be appointed on “merit” through an “open” competition, with “due regard to diversity”.<sup>102</sup> However, the IfG and CSPL have highlighted that there is little information on how this process works in practice.<sup>103</sup> Sir Ian Cheshire, former Government Lead Non-Executive, explained in oral evidence to the Committee how appointments were overseen during his time:

I had an explicit right to see who was being appointed as lead non-exec[utive]s, which is also checked at No. 10. Individual appointments of individual board members were ultimately left to the Secretary of State, and that is still appropriate, but I was always keen to make sure we fed in a series of candidates, there was an advert and it was pursued. Were 100% of the appointments done that way? No. Some were clearly made based on a more personal judgement.<sup>104</sup>

96 [NED04](#)

97 Annex A.

98 [Q118](#)

99 Cabinet Office, [Government Lead Non-Executive Annual Report 2021–22](#), 10 May 2023, p10.

100 [Q112](#)

101 Cabinet Office, [Government non-executives](#), accessed 05 May 2023.

102 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.19 & p.23; HM Treasury and Cabinet Office, [Corporate Governance in central departments: Code of Good Practice – Guidance note](#), April 2017, p.8.

103 Institute for Government, [Government departments’ boards and non-executive directors](#), date accessed 12 July 2022.; [NED10](#)

104 [Q68](#)

45. The evidence we received indicates that the recruitment process is “variable”, for example, some processes involve executive search agencies and while most are advertised, there are exceptions.<sup>105</sup> Results from our survey of NEDs show that of 52 responses, 14 (27%) were appointed directly without responding to an advert. Recruitment consultants were only involved in five appointments, with most informal approaches being made by an existing NED or official.<sup>106</sup> Miranda Curtis, former Lead NED at the (then) FCO confirmed to the Committee she was not recruited through a formal, open process.<sup>107</sup> The Department for Education says it “feels strongly that the process to appoint its [NEDs] should be conducted in a fair, open and transparent manner”.<sup>108</sup> However, the Cabinet Office admits that a minority of NEDs across Government have been appointed directly, “where their skillset and experience qualify them as a suitable candidates” and where their appointment has supported the mix of skills on the board.<sup>109</sup> DCMS’ written evidence highlights that two of its three NEDs were directly appointed.<sup>110</sup> The Minister for the Cabinet Office told the Committee during an oral evidence session that of the 74 NEDs currently in post “five, debatably six, are directly appointed... and I wouldn’t wish to suggest that there is anything other than an open and transparent process in the vast majority of cases”.<sup>111</sup> The Minister suggested that the fact that a direct appointment is made is usually disclosed. However, the Committee found that the governance statements of the annual report and accounts of the relevant department, where this should be reported,<sup>112</sup> often omit these details.<sup>113</sup> The Government Lead Non-Executive said that, since he was appointed in March 2022, every post had been advertised on the Cabinet Office public appointments website.<sup>114</sup>

46. In oral evidence to the Committee, the Government Lead Non-Executive highlighted that raising awareness of NED roles and improving diversity was one of his key objectives; however, neither his oral evidence nor the Cabinet Office’s written evidence indicated how this would be achieved.<sup>115</sup> Typically, Government Lead Non-Executive reports have reported on the diversity of the NED cohort in terms of gender and ethnicity. The latest 2021–22 Government Lead Non-Executive report states that 39% of NEDs are women, a small reduction on the 42% reported in 2020–21. However, it is concerning that the 2021–22 report does not report on the percentage of NEDs from black, Asian, and ethnic minority backgrounds, which sat at 8% in 2020–21.<sup>116</sup> The DfT’s evidence highlights that consideration to diversity in terms of region, disability and age could be improved.<sup>117</sup>

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105 [Q18](#); see survey results in the Annex A.

106 See Annex A.

107 [Q46](#); [Q68](#)

108 [NED16](#)

109 [NED04](#)

110 [NED14](#); This evidence was received before the machinery of government changes in February 2023 that transferred the digital portfolio of DCMS to the new Department for Science, Innovation, and Technology. The DCMS GOV.UK webpage has not been updated to confirm their current NEDs.

111 [Q118](#)

112 [NED04](#)

113 [Q119–121](#)

114 [Q122](#)

115 [Q122](#); [NED04](#)

116 Cabinet Office, [Government Lead Non-Executive Annual Report 2021–22](#), 10 May 2023, p.5.; Cabinet Office, [Government Lead Non-Executive Annual Report 2020–1](#), 31 March 2022, p.7

117 [NED12](#)

## Regulation

47. NED appointments are unregulated. Unlike public body appointments, they do not fall under the remit of the Governance Code for Public Appointments, whereby the Commissioner for Public Appointments acts as the independent regulator of the appointments process, including acting an active advocate for diversity. This Code prescribes that information must be made public on decision-making and recruitment processes, and how conflicts of interest are managed. The Commissioner also produces an annual report that examines compliance with the Code.<sup>118</sup> In comparison, for NED appointments the Corporate Governance Code for departments and accompanying guidance states only that departures from the Code “should” be explained in governance statements of departments’ annual reports,<sup>119</sup> and that “information must be provided in the public domain about vacancies, the process of appointment and the appointments made”.<sup>120</sup> However, in practice, this is rarely followed. The Government Lead Non-Executive’s annual report and each department Lead NED’s statement in departments’ annual report and accounts do usually include a list of who is appointed but typically do not report on recruitment practices. The CSPL recently recommended that NED appointments should be regulated by the Commissioner for Public Appointments in line with the Governance Code on Public Appointments.<sup>121</sup> The Cabinet Office’s written evidence said that this recommendation “has been considered by ministers and will be implemented in due course”.<sup>122</sup> However, the Government has not set out a timetable for its implementation. When probed on this matter during an oral evidence session with the Committee, the Paymaster General and Minister for Cabinet Office said, “there will be a formal response ... including information on how we will go forward with that” in due course, but did not commit to implementing the recommendation in full, as previously indicated.<sup>123</sup> The Minister then wrote to the Committee explaining that the Government’s plans to regulate the appointment of NEDs will be set out in its response to the CSPL and Boardman reports.<sup>124</sup> At the time of writing in June, this is yet to be published. The IfG recently recommended that the role of Government Lead Non-Executive should be considered as a “significant appointment” under the Governance Code on Public Appointments, which would require a senior independent panel member to be involved in the appointment process.<sup>125</sup>

48. Sir Ian Cheshire, former Government Lead Non-Executive, told the Committee that he supports an open, well-documented appointments process but also expressed a view that NEDs should not go through the full public appointments process, given the well-known delays and issues.<sup>126</sup> In contrast, Dr Matthew Gill, Programme Director at the

118 Cabinet Office, [Governance Code on Public Appointments](#), December 2016.

119 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.10.

120 HM Treasury and Cabinet Office, [Corporate Governance in central departments: Code of Good Practice – Guidance note](#), April 2017, p.9.

121 [NED10](#): Twenty-Third Report of the Committee on Standards in Public Life, [Upholding Standards in Public Life: Final Report of the Standards Matter 2 Review](#), November 2021, p.11; Cabinet Office, [Governance Code on Public Appointments](#), December 2016.

122 [NED04](#).

123 [Q123–125](#)

124 Letter to PACAC Chair from the Paymaster General and Minister for the Cabinet Office, [dated 31 January 2023](#); Further information on the “Boardman reports” can be found on the Cabinet Office [website](#).

125 Dr Matthew Gill, Rhys Clyne & Grant Dalton, [The appointment and conduct of departmental NEDs](#), (Institute for Government, July 2021), p.10.

126 [Q68](#)



IfG, told the Committee that, although further regulation may deter some applicants, “on balance having that process more transparent and laid out so that people know what they are getting into and with an objectivity to it would help rather than hinder”.<sup>127</sup> Furthermore, he felt that a regulated appointments system, with an assessment panel to determine the suitability of the candidate against the job criteria, would provide assurance on the suitability of candidates.<sup>128</sup> Regardless of whether NEDs appointments are subject to the same process as public appointments, the CPSL has recommended that Government departments should publish a list of all unregulated appointments made, including NEDs.<sup>129</sup> The Commissioner for Public Appointments has indicated that, in his view, this “would be a simple change that would increase accountability”.<sup>130</sup>

## Dismissal

49. Linked to the appointment of NEDs is their dismissal or replacement. NEDs are not part of the Civil Service and not subject to the provisions of employment law. One of the witnesses to our inquiry, Dame Sue Street, was removed from her former post (alongside three fellow NEDs) by the Rt. Hon. Michael Gove MP when he was appointed as Lord Chancellor and Secretary of State for Justice. At the time she said this was not in the spirit of “good governance”.<sup>131</sup> Indeed, the consensus from the witnesses to our inquiry, including the current Government Lead Non-Executive, was that NEDs and boards have an important role to play in providing continuity and some form of corporate memory between turnover of Ministers and administrations.<sup>132</sup> However, as the Government Lead Non-Executive explained, it ultimately remains the decision of the Secretary of State as to who to appoint to and remove from their board, while describing the removal of an entire cohort of NEDs as “unfortunate”.<sup>133</sup> Sir Ian Cheshire, a former Government Lead Non-Executive, acknowledged that in the private sector a change of chair is frequently accompanied by a change of non-executive board membership, but suggested there should be “balance” and “openness” in agreeing the composition of the board.<sup>134</sup>

**50. The Corporate Governance Code stipulates that non-executive board members should be appointed on merit through a fair and open process. The current Government Lead Non-Executive told the Committee that a small proportion of NEDs currently in post have been directly appointed and, since he took on the role in March 2022, every post had been advertised on the Cabinet Office public appointments website. However, our evidence suggests that these practices have varied considerably over time and the Committee is concerned by the lack of consistency, accountability, and transparency surrounding how NEDs are recruited. We believe it is completely unsatisfactory that departments are not consistently providing information in the public domain about the process for appointing NEDs, nor abiding by the requirement to justify departures from the Corporate Governance Code in departments’ annual report and accounts.**

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127 [Q24](#)

128 [Q20](#); [Q34](#)

129 Twenty-Third Report of the Committee on Standards in Public Life, [Upholding Standards in Public Life: Final Report of the Standards Matter 2 Review](#), November 2021, p.16.

130 Letter from William Shawcross CVO, Commissioner for Public Appointments, to Lord Evans of Weardale KCB DL, Chair of the Committee on Standards in Public Life, [dated 8 January 2023](#).

131 Civil Service World, [Michael Gove Oversees Shake Up of MoJ Non-Execs](#), 15 July 2015

132 [Q60](#); [Q143](#)

133 [Q144](#)

134 [Q88](#)

The Committee also recognises the potential impact that departing from a fair and open process may have on the diversity of the candidates and the composition of the board.

51. *The Government Lead Non-Executive should ensure that every department is fully transparent about the recruitment process for its NEDs and that all departures from the Corporate Governance Code are justified in the governance statements of departments' annual report and accounts. The Government Lead Non-Executive should work with departments and Ministers to encourage and share best practice regarding the appointment of NEDs. Furthermore, to improve the transparency of appointments in the immediate term, the Committee recommends that all departments be required to publish a GOV.UK news story within four weeks of an appointment being made, detailing the recruitment process (including whether the job was publicly advertised), the selection process, and the appointees' suitability for the role.*

52. *The Cabinet Office should confirm in their response to this Report that the list of NEDs by department has been updated on GOV.UK, given this transparency data is now two years out of date. In addition to their names and department, we recommend that this list includes the year that the NEDs were appointed, and that the list is reviewed and updated at least annually.*

53. The Government has indicated that it will implement the Committee on Standards in Public Life's (CSPL) recommendation that NED appointments should be regulated by the Commissioner for Public Appointments, which we welcome. However, it is disappointing that it appears no progress has been made since the CSPL report was published in 2021.

54. *The Cabinet Office should confirm in its response to this Report the timeline for implementing the CSPL recommendation that NED appointments should be regulated by the Commissioner for Public Appointments. This should apply to all NED appointments in Government departments. We also recommend that the position of Government Lead Non-Executive should be classed as a "significant appointment" under the Governance Code on Public Appointments, which would require a senior independent panel member to be involved in the recruitment to provide an additional level of scrutiny and public assurance.*

55. The Committee notes that the latest Government Lead Non-Executive Report for 2021–22 shows a drop in female representation on departmental boards since 2020–21, and we are particularly concerned by the absence of any data on black, Asian, and minority ethnic representation this year. We note that the Government has never reported on any characteristics beyond gender and ethnicity. *The Government Lead Non-Executive should continue to report on the diversity of NEDs in terms of gender and ethnicity at a minimum in the Annual Report. We also encourage the Government to consider what other metrics on diversity could be included in this Report.*

56. The consensus from oral witnesses to the inquiry, including the current Government Lead Non-Executive, was that NEDs and boards have a role to play in providing continuity and corporate memory between new Ministers and administrations. While we recognise that the Secretary of State maintains the final decision over the composition of their board, there should nonetheless be a presumption against the automatic

removal of all serving non-executive board members upon appointment. *An updated Corporate Governance Code should set out the value of NEDs in providing corporate memory and expertise in periods of transition between Ministers and administrations, and the expectation that Ministers should avoid replacing all departmental NEDs on appointment. Moreover, it should clarify that if they do so, departments must set out the reasons justifying their decision in the governance statements of departments' annual reports.*

57. The number of NEDs per department is variable. We believe there should be common standards underpinning the rationale for the number of NEDs per department in the interests of consistency and good governance. *The Government should confirm in response to this Report a consistent policy in order to relate the number of NEDs in a department to its size and remit. This should then be reflected in future iterations of the Corporate Governance Code and accompanying guidance note.*

## 5 Governance and accountability

58. The framework for the role and conduct of a NED is set out in the Corporate Governance Code for Central Government Departments and the Code of Conduct for Board Members for Public Bodies (which also applies to departmental NEDs), and explains their broad role and the expectation that they will uphold the seven principles of public life (the so called ‘Nolan Principles’).<sup>135</sup> Non-executive board members on departmental boards are not employees and they do not hold temporary civil service status, unlike Special Advisers. Although Government boards have adopted terminology from their private sector equivalents, their status differs significantly. Departmental boards have no legal status, accountability, or decision-making powers, and the Corporate Governance Code clearly outlines their advisory position in the department.<sup>136</sup>

### Board effectiveness

59. This inquiry has focused on individual NEDs rather than the whole departmental board. However, a key theme that emerged throughout the evidence we received was that performance of the board, and how effectively NEDs are used in departments, is highly dependent on the individuals in the department, and particularly the Secretary of State.<sup>137</sup> The Corporate Governance Code states that the Chair of the board should “normally” be the Secretary of State, but they can delegate this.<sup>138</sup> The Paymaster General and Minister for the Cabinet Office admitted to the Committee that “the effectiveness of the board depends on how a Secretary of State wants to use the board and make the most out of it”.<sup>139</sup> Respondents to our survey of NEDs also indicated that engagement from Ministers is important.<sup>140</sup> Unusually, however, we note that there is no Secretary of State on the board for the Northern Ireland Office.<sup>141</sup>

60. The latest Government Lead Non-Executive Annual Report shows that some departments are not meeting the expected minimum number of board meetings per year (four).<sup>142</sup> The Cabinet Office annual report and accounts note that their board met six times during the 2021–22 financial year, while the written evidence from DCMS states that their board was meeting formally only twice per year.<sup>143</sup> Each departmental board is expected to carry out a “formal and rigorous annual evaluation of the board’s performance”.<sup>144</sup> However, board effectiveness evaluations are only referenced in passing in departments’ annual report and accounts and few provide any detail about specific actions being taken forward as a result.

135 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017; Cabinet Office, [Code of Conduct for Board Members of Public Bodies](#), June 2019, p.3, [NED04](#)

136 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.5.

137 [Q32](#); [Q3](#), [Q5](#).

138 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.6.

139 [Q106](#)

140 See Annex A.

141 Northern Ireland Office, Annual Report and Accounts 2021–22, [HC 315](#), 30 June 2022

142 Cabinet Office, [Government Lead Non-Executive Annual Report 2021–22](#), 10 May 2023, p.8.

143 Cabinet Office, [Annual Report and Accounts 2021–22](#), HC 914, 15 December 2022; p.14. [NED14](#); Please note this evidence was received before the machinery of government changes in February 2023.

144 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.21.

61. Departmental boards failing to meet the expected four times per year is another example of the Corporate Governance Code not being fully complied with, with no obvious repercussions. The Corporate Governance Code sets out the following in relation to departments' compliance with the Code:

Reasons for departure should be explained clearly and carefully in the governance statement accompanying its annual resource accounts. In providing an explanation, a department should aim to illustrate how its practices are both consistent with the principle to which the particular provision relates and contribute to good governance.<sup>145</sup>

In practice, this is rarely being consistently followed through in departments' annual reports. The IfG suggests that Permanent Secretaries should be accountable for the use of NEDs and their conduct, with any breaches of the two Codes being reported by the Permanent Secretary to the Government Lead Non-Executive and Cabinet Secretary, and published in the Government Lead Non-Executive Annual Report.<sup>146</sup> In oral evidence to the Committee, the Government Lead Non-Executive discussed the possibility of monitoring and reporting on compliance with the Corporate Governance Code:

Things that are in the code or definitely should be in the code are that the board should take place, that it should have a minimum number of meetings, that it should in the majority of cases be chaired by the Secretary of State, and that it should have certain standing items on the agenda, such as performance, delivery, risk and probably a report from the Lead Non-Executive Director on the activities and findings of the non-executives. I do think that it would be appropriate that boards are required to confirm that they have complied with that and, if not, they should explain why not in the governance section of their annual [report].<sup>147</sup>

62. He also suggested that if a departmental lead NED raised a concern with him about the effectiveness of the board, he could discuss it with the Cabinet Secretary or with the relevant Minister "as appropriate".<sup>148</sup> However, following the session, the Paymaster General and Minister for the Cabinet Office, the Rt. Hon. Jeremy Quin MP, wrote to the Committee with the view that "given that departments are already required to publish any breaches of the Code, inclusion in the Government's Lead Non-Executive's annual report as well would seem duplicative."<sup>149</sup> As already noted, departments are not consistently abiding by this requirement.

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145 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, p.10.

146 Dr Matthew Gill, Rhys Clyne & Grant Dalton, [The appointment and conduct of departmental NEDs](#), (Institute for Government, July 2021), p.10.

147 [Q154](#); [Q162](#)

148 [Q165](#)

149 Letter to the PACAC Chair from the Paymaster General and Minister for the Cabinet Office, [dated 31 January 2023](#).

63. In addition, the Committee heard throughout the inquiry that there could be more training and accountability for Ministers to learn the “corporate aspects” of leading a large Government department and “what using a good board looks like”.<sup>150</sup> Alan Cogbill, former UCL Research Associate, suggested there should be expectations set by the Prime Minister and Cabinet Secretary for Secretaries of States to commit to at least four to five board meetings a year, for a minimum of two hours.<sup>151</sup>

## Transparency

64. Witnesses to this inquiry did not feel that NEDs should have more personal accountability, noting that this should ultimately remain with the Minister and accounting officer in the relevant department. In oral evidence to the Committee, the Government Lead Non-Executive suggested that an effective way to hold NEDs to account is to give them specific responsibility for areas which can then be reported on and discussed periodically at the departmental board.<sup>152</sup> The Paymaster General and Minister for the Cabinet Office, the Rt. Hon. Jeremy Quin MP, also suggested that embedding NEDs into scrutiny of outcome delivery plans could be a way to test that NEDs are consistently holding departments to account.<sup>153</sup> Each board’s operating framework (BOF) should, in theory, provide some degree of accountability since it summarises the purpose of the board, the role of the Chair, Permanent Secretary, NEDs, and how the board will be appraised.<sup>154</sup> However, these mechanisms only operate internally and offer no public accountability. Witnesses to our inquiry indicated an appetite for greater transparency on the work and appointment of NEDs, rather than formal accountability.<sup>155</sup>

65. Departmental Lead NEDs, as set out in the Corporate Governance Code, should report their views on departmental business in their sections of the relevant department’s annual report and accounts on GOV.UK.<sup>156</sup> The Government Lead Non-Executive should also report to Parliament through an annual report to PACAC, which should be made available publicly on GOV.UK. The latest iteration of this Report was published on 10 May 2023, over a year after the end of the reporting period (2021–22). Similarly, most departments did not publish their annual report and accounts for that year until the end of 2022. Nevertheless, these reports provide some insight into the activities of NEDs. The Government Lead Non-Executive report also provides some data on board member diversity, attendance at board meetings, and frequency of meetings. However, there are significant limitations to these resources, particularly given the lack of timeliness of publication. Moreover, the level of detail in departmental reports varies hugely. As previously noted, few departments include information on appointments processes and compliance with the Corporate Governance Code. The Government Lead Non-Executive report also only provides aggregated data for the percentage of NEDs and Secretaries of State attending meetings. DfT’s written evidence suggests more information could be provided in the department’s annual reports and accounts on NEDs’ roles and specific

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150 [Q6 ;Q54](#)

151 [Q43](#)

152 [Q156](#)

153 [Q104](#)

154 HM Treasury and Cabinet Office, [Corporate Governance in central departments: Code of Good Practice – Guidance note](#), April 2017, pp.3–4.

155 [Q15; Q27](#).

156 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), April 2017, pp.6–7.

areas of work, as much of their work goes “unrecognised”.<sup>157</sup> The Department for Environment, Food and Rural Affairs (Defra) and the Department for Education (DfE) appear to be the only departments that publish their board minutes on GOV.UK.<sup>158</sup> DfE claims publication of board minutes is partially how non-executives are held to account.<sup>159</sup>

## Registers of interest

66. The 2011 Corporate Governance Code explained that the references to the independence of non-executives in the 2005 Code were removed to instead focus on “the management of board members’ potential conflicts of interest”.<sup>160</sup> Indeed, the Code of Conduct for Board Members of Public Bodies, which applies to NEDs, requires political impartiality and the declaration of “any private financial or non-financial interests of your own, or of close family members, which may, or may be perceived to, conflict with your public duties”. It explains the following in relation to non-financial interests:

When considering what non-financial interests should be declared, you should ask yourself whether a member of the public, acting reasonably, would consider that the interest in question might influence your words, actions or decisions.<sup>161</sup>

67. It further states that each board should publish as part of its annual reports and accounts all relevant interests of individual board members and how any identified conflicts, and potential conflicts, of interest of board members have been managed.<sup>162</sup> Any conflicts should be handled with the advice of the department’s Permanent Secretary.<sup>163</sup> In practice, departments’ annual reports have limited detail on the processes in place beyond outlining the general process to maintain an annual register, declare interests at each meeting, and remove individuals from discussions where they may have a conflict. The Government Lead Non-Executive admitted to the Committee “there is variation in format and practice” and “welcome[s] some simple standardisation of that”.<sup>164</sup> Dr Matthew Gill from the IfG told the Committee that the publication of interests is inconsistent and the information available is limited, as most departments only publish financial interests annually.<sup>165</sup> BEIS’s written evidence included its register of interests, which shows non-financial interests and one board member’s political activity, but most departments do not appear to include such information.<sup>166</sup> Furthermore, some departments publish a list of its board members’ interests on GOV.UK separately to the annual reports, such as the Ministry of Defence and Cabinet Office.<sup>167</sup> Only the Scotland Office mentions in their annual report and accounts updating these more regularly than annually (quarterly).<sup>168</sup>

157 [NED12](#)

158 [NED09](#); [NED16](#); Department for Education, ‘[DfE senior management meetings](#),’ date accessed 27 September 2022.

159 [NED16](#)

160 Cabinet Office & HM Treasury, [Corporate Governance in Central Government Departments: Code of Good Practice](#), July 2011, p.10.

161 Cabinet Office, [Code of Conduct for Board Members of Public Bodies](#), (Cabinet Office, June 2019), p.5.6

162 [NED04](#)

163 [Q148](#)

164 [Q149](#)

165 [Q25](#)

166 [NED11](#)

167 Ministry of Defence, [Register of Board Members’ Interests](#), accessed 05 May 2022; Cabinet Office, [Register of Board Members’ Interests 2021–2022](#), accessed 05 May 2023.

168 Scotland Office and Office of the Advocate General for Scotland, ‘[Annual Report and Accounts 2021–22](#)’, HC 560 (Scotland Office, 11 July 2022), p.49.

We heard mixed accounts in oral evidence on whether quarterly declarations would be excessive or are proportionate. However, most agreed on the need for greater transparency on how conflicts are managed.<sup>169</sup>

## Parliamentary accountability

68. Currently, NEDs do not typically appear before Parliament to give oral evidence on their work and are not subject to pre-appointment hearings. The Cabinet Office states in its written evidence to this inquiry that “the government does not feel that NEBMs meet the criteria” to be subject to the scrutiny of a pre-appointment hearing.<sup>170</sup> The IfG has recommended that the Government lead NED, rather than all departmental NEDs, should be subject to a pre-appointment hearing in front of the PACAC.<sup>171</sup> We also received written evidence from the IfG suggesting that NEDs could appear before select committees when appropriate “to provide an expert view on departmental operations and effectiveness in their area of focus”.<sup>172</sup> However, in oral evidence to the Committee, the Paymaster General and Minister for the Cabinet Office and Government Lead Non-Executive were both wary of calling departmental NEDs to select committees, as were former NEDs.<sup>173</sup> The Minister cautioned that it could “undermine” the NEDs’ relationship with the departmental board, trust with the Minister, and the principle of ministerial accountability.<sup>174</sup> However, the Government Lead Non-Executive said he would support appearing before this Committee upon the publication of the Lead NED annual report, and was open in principle to the concept of future candidates for his position undergoing a pre-appointment hearing before this Committee.<sup>175</sup> The former appears to have occurred in the past, for example, in 2012 when the then Government Lead Non-Executive, Lord Browne of Madingley, attended an oral evidence session following the annual report published that year.<sup>176</sup>

**69. The Committee is concerned by the variability in board performance, the differing commitment of Secretaries of State in engaging with departmental boards, and examples of non-compliance with the Corporate Governance Code which are not being reported in departments’ annual reports as expected. We believe that the Government Lead Non-Executive should act as a de facto regulator of the NED system, and monitor compliance with the Code.**

**70. *The Government Lead Non-Executive should provide a report on compliance with the Corporate Governance Code in the Government Lead Non-Executive Annual Report. This would cover all aspects of the Code, such as attendance at board meetings, whether fair and open recruitment practices have been followed, the management of conflicts of interest, and whether board effectiveness evaluations have been carried out. Information should be broken down by department and departments should also justify any departures from the Code in the governance statements of their annual report and accounts.***

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169 [Q25](#); [Q30](#); [Q98](#)

170 [NED04](#)

171 Dr Matthew Gill, Rhys Clyne & Grant Dalton, [The appointment and conduct of departmental NEDs](#), (Institute for Government, July 2021), p.10.

172 [NED03](#)

173 [Q166–167](#); [Q101](#).

174 [Q166–167](#)

175 [Q167](#)

176 Oral evidence [HC 405-i](#)



71. The effective use of departmental boards requires sufficient ministerial interest and regular scrutiny. *Secretaries of State should undertake mandatory training, with the Prime Minister's sponsorship, on their role chairing quarterly board meetings, how to work with NEDs, and how to run a departmental board effectively. Departments should also list specific actions that they are taking forward as a result of annual board effectiveness evaluations in their annual reports and accounts.*
72. Given that non-executives in Government departments, unlike their private sector equivalents, operate in an advisory capacity only, the Committee does not believe that NEDs should have more formal accountability to Parliament. However, there should be more information in the public domain on their roles and responsibilities in Government in the interests of transparency and good governance. The Government Lead Non-Executive Annual Report and each department's annual report and accounts are currently the primary route for transparency, with the former providing some, albeit limited, data on the diversity of board members and the frequency of and attendance at meetings. At present, these documents are published too infrequently to provide meaningful transparency.
73. In chapter two in this Report, we recommend that the Government publishes an updated Corporate Governance Code and terms of reference for each departmental board to provide greater transparency on the individual responsibilities of NEDs. *In addition to this, we recommend routine publishing of board minutes on GOV.UK after each quarterly meeting, with a standing agenda item on the work of NEDs in departments. Furthermore, the Government Lead Non-Executive reports should be published routinely within four months of the reporting year ending at the end of March. We therefore expect the report covering 2022–23 to be published by August 2023. This should be provided directly to the Committee for scrutiny, as per the Corporate Governance Code.*
74. We are concerned by the lack of consistency and transparency in how departments manage any real or perceived conflicts of interests. This includes a wide variation in how information is reported in departments' annual report and accounts and a lack of transparency over non-financial interests.
75. *We recommend that departments' registers of board members' interests be published on GOV.UK, as well as included in departments' annual reports and accounts. These should be published in a consistent format, updated every six months, and include any relevant non-financial and private interests. The Government Lead Non-Executive should monitor departments to ensure that the governance statements of departments' annual report and accounts provide sufficient clarity on how any real or perceived conflicts of interest are managed.*
76. The Committee acknowledges the arguments against NEDs being formally accountable to Parliament for any departmental or policy-specific matters, given the potential implications for the principle of ministerial responsibility. However, we believe that the Government Lead Non-Executive, as a quasi-regulator and coordinator of the NED cohort, should be subject to parliamentary scrutiny.

*77. We recommend that future candidates to the role of Government Lead Non-Executive should be subject to a pre-appointment hearing by the Public Administration and Constitutional Affairs Committee. We also recommend that, as has been practice in the past, the Government Lead Non-Executive should appear before the Committee, as and when requested, to discuss the contents of the Government Lead Non-Executive Annual Report and any other matters relating to the overall system of NEDs.*

## Conclusions and recommendations

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### Roles and responsibilities

1. Non-executive board members were brought in in their current form in 2010 to “make Government operate in a more business-like manner”. However, it is unclear whether the corporate governance of Whitehall still sits at the centre of their purpose and activities. The role of non-executive board members and lead non-executive board members are broadly defined in the Corporate Governance Code for Central Government Departments and the accompanying guidance note. However, our evidence suggests that, in practice, how boards and NEDs are used is highly dependent on the relevant Secretary of State and often NEDs wield significantly more responsibilities within their department outside the board than is publicly documented or defined. This is problematic, as it hinders the transparency, consistency, and accountability of their positions. We welcome efforts by the Government Lead Non-Executive to promote consistency through the provision of centralised guidance and coordination. However, the Corporate Governance Code is insufficient and there should be more public accountability and clarity on the work of NEDs and their purpose. (Paragraph 18)
2. *The Corporate Governance Code is not fit-for-purpose as the main guidance document for NEDs, given it does not encompass all of their work in Government. It should be updated or replaced by the end of the calendar year to set out the key roles and tasks that a Government NED should undertake within the department, as well as any limitations to that. The new document should cover typical activities of NEDs both on and outside the departmental board setting.* (Paragraph 19)
3. *We recommend that each Government department make public the terms of reference for their departmental boards, including the individual roles and responsibilities of each non-executive board member. These should be published on GOV.UK and updated annually, or sooner if there are changes in board membership.* (Paragraph 20)
4. The Government’s commitment to review the appropriate role for NEDs and departmental boards, as part of the broader Governance and Accountability Review being led by the Rt. Hon. Lord Maude of Horsham, is welcome. However, the Committee is disappointed that it is now over five months overdue. (Paragraph 21)
5. *The Rt. Hon. Lord Maude of Horsham should take into consideration the conclusions and recommendations of this inquiry into his final report for the Review of Governance and Accountability. The Government should prioritise publishing the findings of the Review within two weeks of it being delivered to provide public reassurance on the roles of NEDs and how they should be performed.* (Paragraph 22)

### Expertise and experience

6. The Corporate Governance Code says NEDs will be “experts from outside Government”. However, we have highlighted examples in this Report of individuals that appear to have been recruited to NED roles from within Government or through personal connections. This includes examples of NED roles being a stage in

the careers of some Special Advisers or Ministers, and certain NEDs moving across to new departments with their Secretaries of State after machinery of government changes. Whilst this may relate to a relatively small minority of individuals, we remain concerned by the impact this may have on the ability for NEDs to provide effective challenge to Ministers and departmental boards, and the perception of such appointments on the public's confidence in NEDs. We strongly believe that there should be a clear separation between the role of political or personal advisers and that of objective non-executive board members. If NEDs do not bring to departments genuine experience from senior positions in large and complex organisations outside Government and can offer independent challenge to departments, we are unclear of their purpose at all. (Paragraph 37)

7. Furthermore, the Committee considers that the power of NEDs, currently included in the Corporate Governance Code, to be able to recommend to the Prime Minister, Secretary of State, and Cabinet Secretary that the Permanent Secretary be removed from their post if they are deemed to be an obstacle to delivery, is only appropriate if NEDs are independent sources of advice. (Paragraph 38)
8. *The Committee recommends that the Corporate Governance Code is updated to reinstate the “independence” of non-executive board members, which was removed from the 2011 and 2017 editions of the Code. The updated Code should outline the expectation that Secretaries of State should avoid appointing individuals with clear political or personal connections, including former or current Special Advisers, serving Members of Parliament or Peers, to NED roles. In the event that any are appointed, there should be a clear justification for doing so in the governance statements of departments’ annual report and accounts.* (Paragraph 39)
9. The Corporate Governance Code for Central Government Departments states that non-executive board members will be primarily from the commercial private sector and the Committee recognises the value individuals with this experience can bring to departmental boards. However, written evidence from Government departments suggests that skills and experience across a range of sectors are deemed valuable, depending on the needs of the department. Therefore, we do not feel that commercial experience should take such priority, particularly if there is a risk this could limit the diversity of applicants. (Paragraph 40)
10. *We recommend that the Corporate Governance Code is updated to include a standard set of skills and qualities which are deemed desirable to undertake the role of a departmental NED or Lead NED, rather than express a preference for individuals from specific sectors. This would not preclude further specific expertise being outlined in job advertisements, but would seek to provide more clarity, transparency, and accountability on what skills and experience are relevant for the specific role.* (Paragraph 41)

### Appointments process

11. The Corporate Governance Code stipulates that non-executive board members should be appointed on merit through a fair and open process. The current Government Lead Non-Executive told the Committee that a small proportion of NEDs currently in post have been directly appointed and, since he took on the

role in March 2022, every post had been advertised on the Cabinet Office public appointments website. However, our evidence suggests that these practices have varied considerably over time and the Committee is concerned by the lack of consistency, accountability, and transparency surrounding how NEDs are recruited. We believe it is completely unsatisfactory that departments are not consistently providing information in the public domain about the process for appointing NEDs, nor abiding by the requirement to justify departures from the Corporate Governance Code in departments' annual report and accounts. The Committee also recognises the potential impact that departing from a fair and open process may have on the diversity of the candidates and the composition of the board. (Paragraph 50)

12. *The Government Lead Non-Executive should ensure that every department is fully transparent about the recruitment process for its NEDs and that all departures from the Corporate Governance Code are justified in the governance statements of departments' annual report and accounts. The Government Lead Non-Executive should work with departments and Ministers to encourage and share best practice regarding the appointment of NEDs. Furthermore, to improve the transparency of appointments in the immediate term, the Committee recommends that all departments be required to publish a GOV.UK news story within four weeks of an appointment being made, detailing the recruitment process (including whether the job was publicly advertised), the selection process, and the appointees' suitability for the role. (Paragraph 51)*
13. *The Cabinet Office should confirm in their response to this Report that the list of NEDs by department has been updated on GOV.UK, given this transparency data is now two years out of date. In addition to their names and department, we recommend that this list includes the year that the NEDs were appointed, and that the list is reviewed and updated at least annually. (Paragraph 52)*
14. The Government has indicated that it will implement the Committee on Standards in Public Life's (CSPL) recommendation that NED appointments should be regulated by the Commissioner for Public Appointments, which we welcome. However, it is disappointing that it appears no progress has been made since the CSPL report was published in 2021. (Paragraph 53)
15. *The Cabinet Office should confirm in its response to this Report the timeline for implementing the CSPL recommendation that NED appointments should be regulated by the Commissioner for Public Appointments. This should apply to all NED appointments in Government departments. We also recommend that the position of Government Lead Non-Executive should be classed as a "significant appointment" under the Governance Code on Public Appointments, which would require a senior independent panel member to be involved in the recruitment to provide an additional level of scrutiny and public assurance. (Paragraph 54)*
16. The Committee notes that the latest Government Lead Non-Executive Report for 2021–22 shows a drop in female representation on departmental boards since 2020–21, and we are particularly concerned by the absence of any data on black, Asian, and minority ethnic representation this year. We note that the Government has never reported on any characteristics beyond gender and ethnicity. *The Government Lead Non-Executive should continue to report on the diversity of NEDs in terms of*

*gender and ethnicity at a minimum in the Annual Report. We also encourage the Government to consider what other metrics on diversity could be included in this Report. (Paragraph 55)*

17. The consensus from oral witnesses to the inquiry, including the current Government Lead Non-Executive, was that NEDs and boards have a role to play in providing continuity and corporate memory between new Ministers and administrations. While we recognise that the Secretary of State maintains the final decision over the composition of their board, there should nonetheless be a presumption against the automatic removal of all serving non-executive board members upon appointment. *An updated Corporate Governance Code should set out the value of NEDs in providing corporate memory and expertise in periods of transition between Ministers and administrations, and the expectation that Ministers should avoid replacing all departmental NEDs on appointment. Moreover, it should clarify that if they do so, departments must set out the reasons justifying their decision in the governance statements of departments' annual reports. (Paragraph 56)*
18. The number of NEDs per department is variable. We believe there should be common standards underpinning the rationale for the number of NEDs per department in the interests of consistency and good governance. *The Government should confirm in response to this Report a consistent policy in order to relate the number of NEDs in a department to its size and remit. This should then be reflected in future iterations of the Corporate Governance Code and accompanying guidance note. (Paragraph 57)*

### Governance and accountability

19. The Committee is concerned by the variability in board performance, the differing commitment of Secretaries of State in engaging with departmental boards, and examples of non-compliance with the Corporate Governance Code which are not being reported in departments' annual reports as expected. We believe that the Government Lead Non-Executive should act as a de facto regulator of the NED system, and monitor compliance with the Code. (Paragraph 69)
20. *The Government Lead Non-Executive should provide a report on compliance with the Corporate Governance Code in the Government Lead Non-Executive Annual Report. This would cover all aspects of the Code, such as attendance at board meetings, whether fair and open recruitment practices have been followed, the management of conflicts of interest, and whether board effectiveness evaluations have been carried out. Information should be broken down by department and departments should also justify any departures from the Code in the governance statements of their annual report and accounts. (Paragraph 70)*

21. The effective use of departmental boards requires sufficient ministerial interest and regular scrutiny. *Secretaries of State should undertake mandatory training, with the Prime Minister's sponsorship, on their role chairing quarterly board meetings, how to work with NEDs, and how to run a departmental board effectively. Departments should also list specific actions that they are taking forward as a result of annual board effectiveness evaluations in their annual reports and accounts.* (Paragraph 71)
22. Given that non-executives in Government departments, unlike their private sector equivalents, operate in an advisory capacity only, the Committee does not believe that NEDs should have more formal accountability to Parliament. However, there should be more information in the public domain on their roles and responsibilities in Government in the interests of transparency and good governance. The Government Lead Non-Executive Annual Report and each department's annual report and accounts are currently the primary route for transparency, with the former providing some, albeit limited, data on the diversity of board members and the frequency of and attendance at meetings. At present, these documents are published too infrequently to provide meaningful transparency. (Paragraph 72)
23. In chapter two in this Report, we recommend that the Government publishes an updated Corporate Governance Code and terms of reference for each departmental board to provide greater transparency on the individual responsibilities of NEDs. *In addition to this, we recommend routine publishing of board minutes on GOV.UK after each quarterly meeting, with a standing agenda item on the work of NEDs in departments. Furthermore, the Government Lead Non-Executive reports should be published routinely within four months of the reporting year ending at the end of March. We therefore expect the report covering 2022–23 to be published by August 2023. This should be provided directly to the Committee for scrutiny, as per the Corporate Governance Code.* (Paragraph 73)
24. We are concerned by the lack of consistency and transparency in how departments manage any real or perceived conflicts of interests. This includes a wide variation in how information is reported in departments' annual report and accounts and a lack of transparency over non-financial interests. (Paragraph 74)
25. *We recommend that departments' registers of board members' interests be published on GOV.UK, as well as included in departments' annual reports and accounts. These should be published in a consistent format, updated every six months, and include any relevant non-financial and private interests. The Government Lead Non-Executive should monitor departments to ensure that the governance statements of departments' annual report and accounts provide sufficient clarity on how any real or perceived conflicts of interest are managed.* (Paragraph 75)
26. The Committee acknowledges the arguments against NEDs being formally accountable to Parliament for any departmental or policy-specific matters, given the potential implications for the principle of ministerial responsibility. However, we believe that the Government Lead Non-Executive, as a quasi-regulator and coordinator of the NED cohort, should be subject to parliamentary scrutiny. (Paragraph 76)

27. *We recommend that future candidates to the role of Government Lead Non-Executive should be subject to a pre-appointment hearing by the Public Administration and Constitutional Affairs Committee. We also recommend that, as has been practice in the past, the Government Lead Non-Executive should appear before the Committee, as and when requested, to discuss the contents of the Government Lead Non-Executive Annual Report and any other matters relating to the overall system of NEDs. (Paragraph 77)*

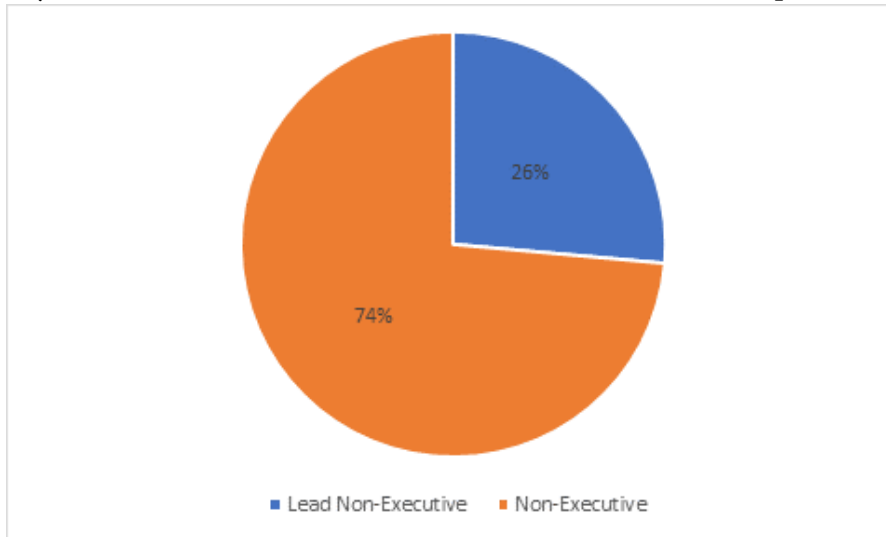


## Annex: Survey results

The Committee launched a survey of the Non-Executive Directors of Government Departments on 12 August 2022, which remained open until late September 2022. The survey received 53 responses, although some respondents did not answer every question. We have identified the number of respondents per question. We are unable to provide a response rate as the figure for the total number of NEDs in Government is difficult to ascertain from public sources.

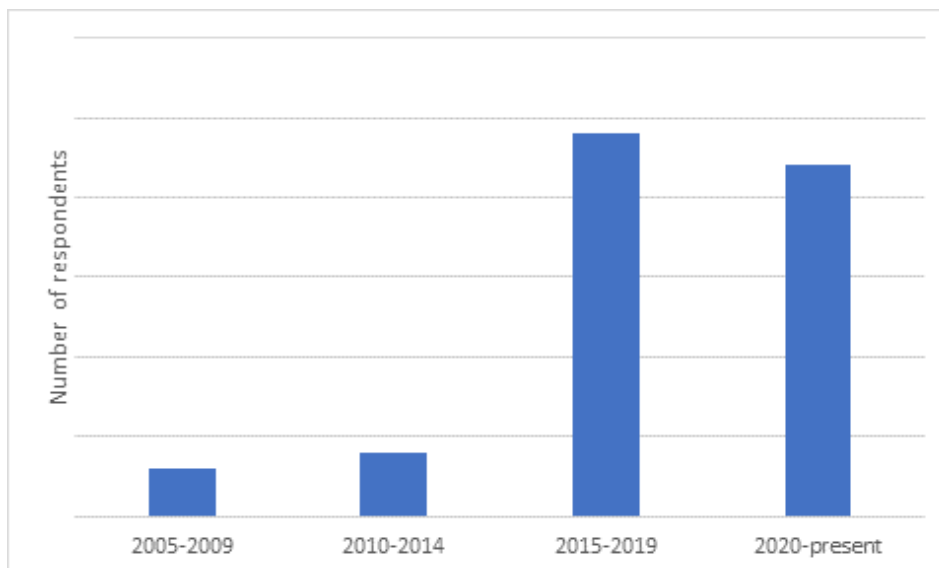
The questions and results are as follows. The survey was conducted on the basis that personal data of participants would not be disclosed, in line with data protection best practice. Therefore, we are only publishing an aggregate summary and some questions and responses have not been disclosed.

- (1) Is your role a Non-Executive or Lead Non-Executive? (53 responses)



- (2) When were you first appointed into a non-executive role? (53 responses)

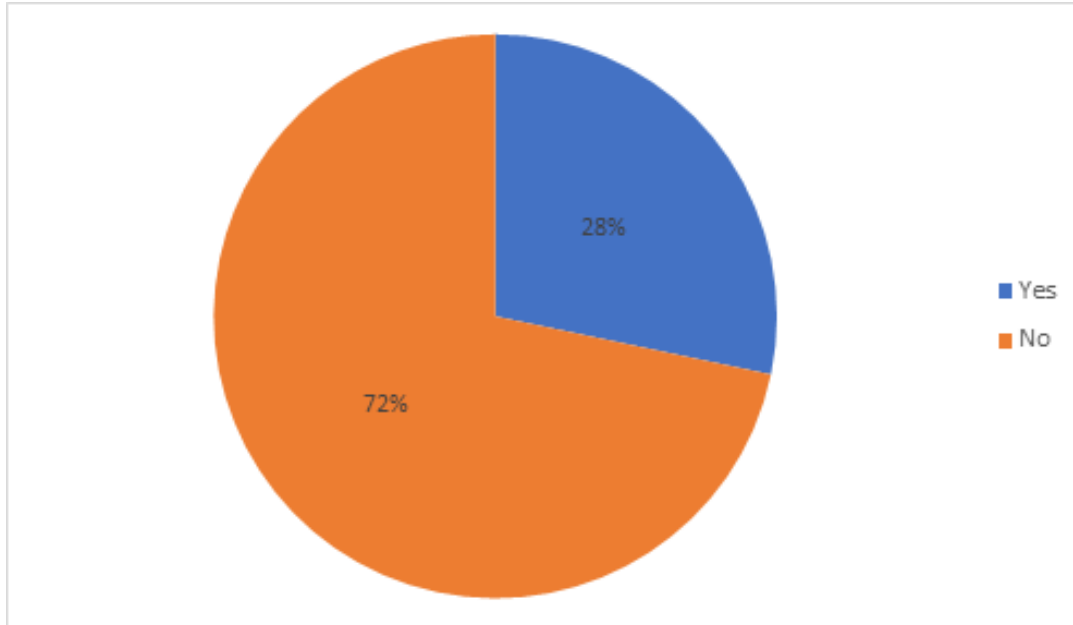
We have removed actual numbers and axes from the following, as the results could be used to identify survey participants.



(3) For which Department are you currently working? (53 responses)

This data is not presented here as it may be sufficient to identify respondents.

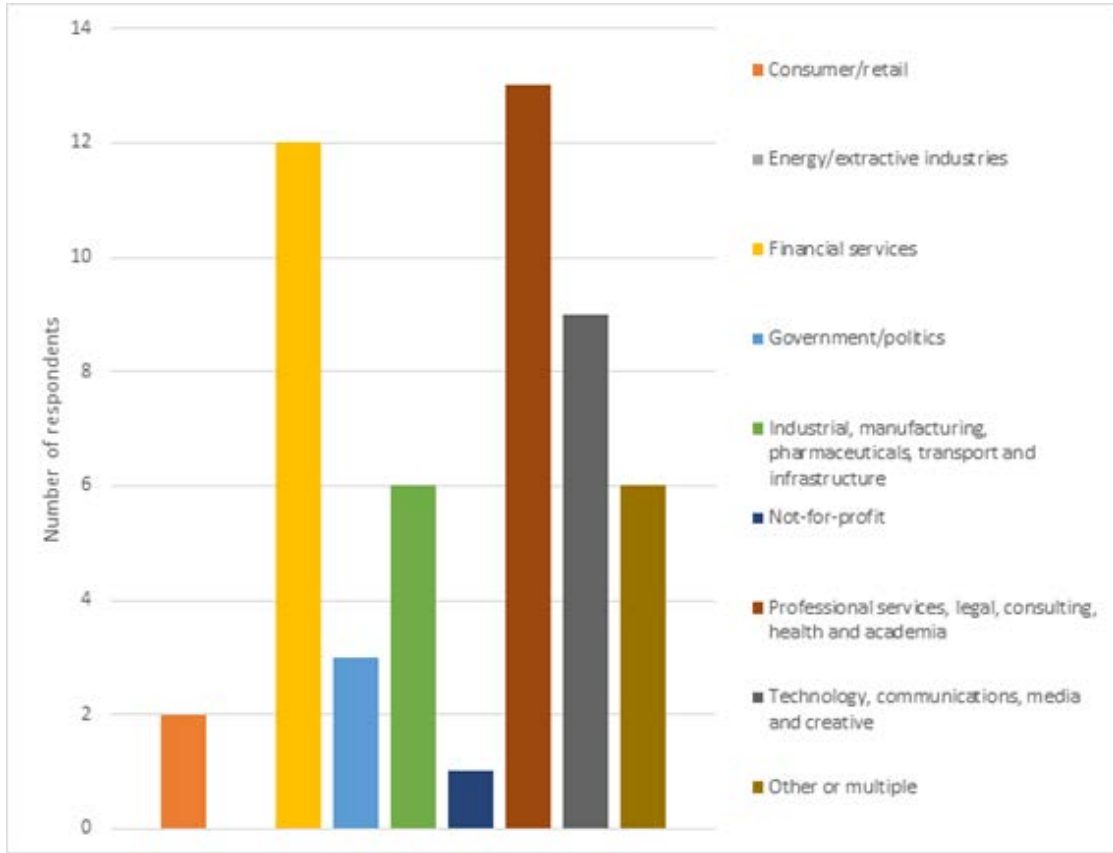
(4) Have you worked for more than one Department? (53 responses)



(5) Can you list below the Departments you worked for and the start and end date for each of your roles?

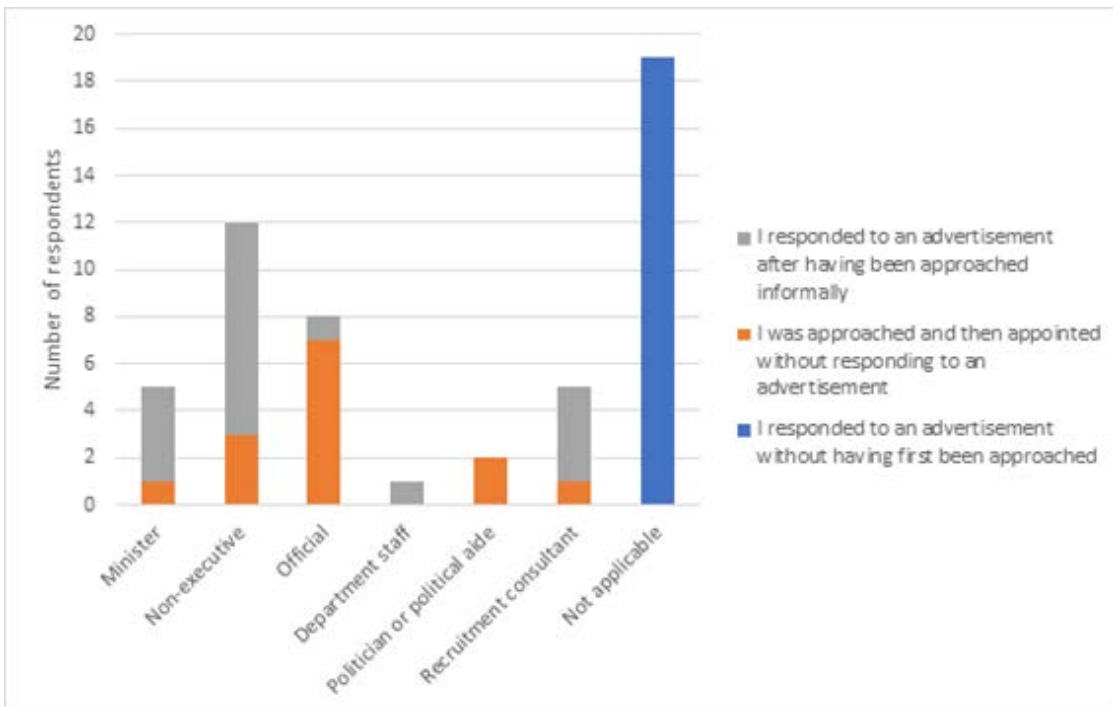
This data is not presented here as it may be sufficient to identify respondents.

(6) Which of these do you consider to be your main professional background? (52 responses)



(7) How were you recruited? (52 responses)

(8) When you were recruited, by whom were you first approached? (52 responses)

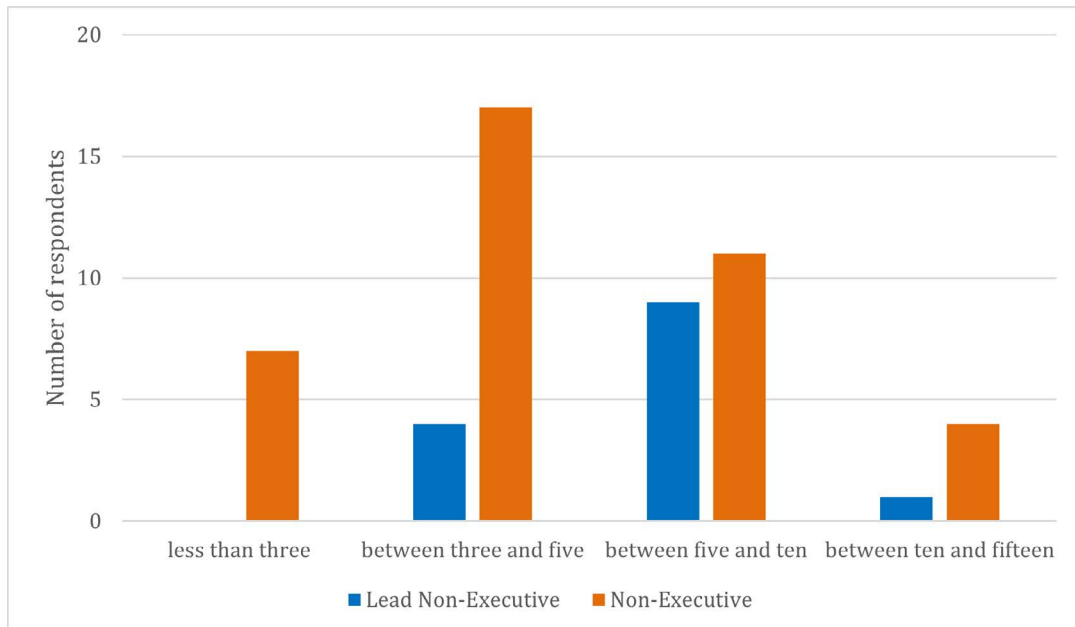


(9) How would you describe your main purpose as a government NED?

The 50 most common words from this freeform question are shown in the following word cloud (from <https://www.freewordcloudgenerator.com/>). (Other than short connecting words like ‘and’, ‘to’ and ‘the’, only the word ‘provide’ has been removed from analysis.) (53 responses)

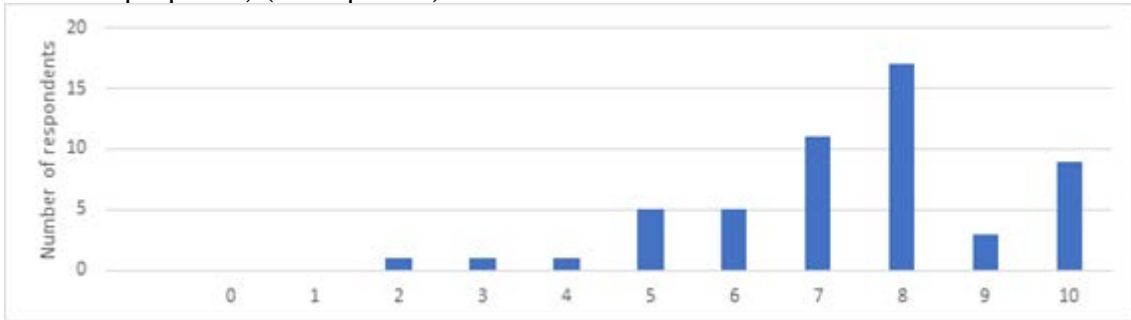


(10) Approximately how many days each month do you spend on work as a NED? (53 responses)

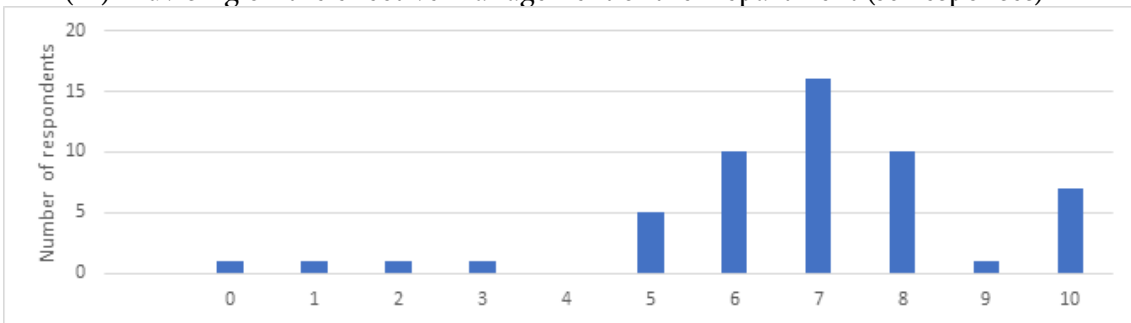


The activities below (questions 11 to 17) are listed in the Corporate Governance Code for departments. On a scale from 0 to 10 how involved as a NED have you been in ...

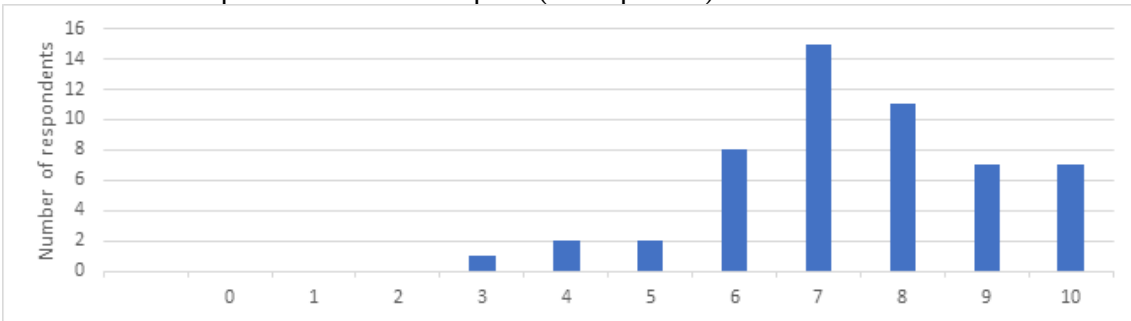
- (11) Advising on performance (including agreeing key performance indicators) and operational issues (including the operational/delivery implications of policy proposals) (53 responses)



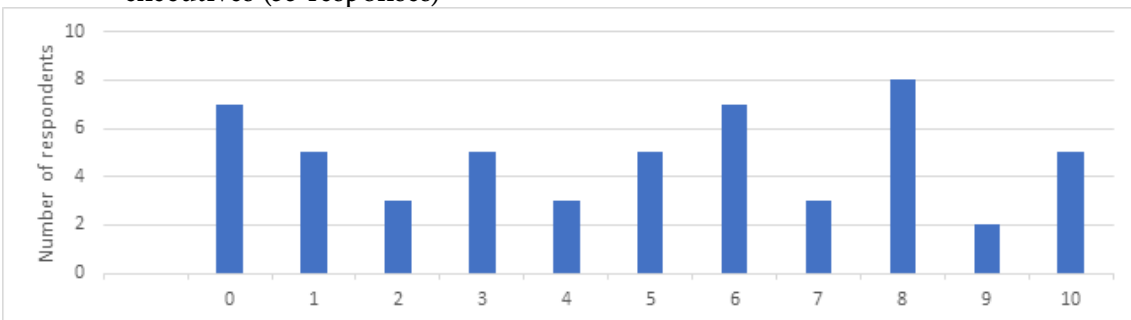
- (12) Advising on the effective management of the Department (53 responses)



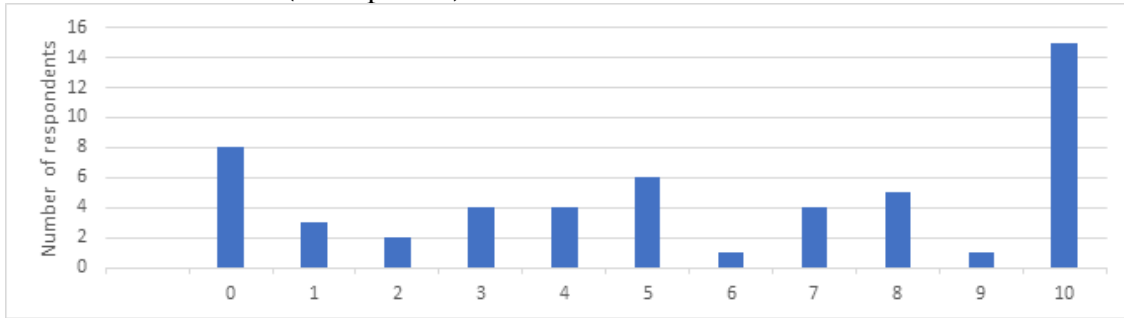
- (13) Providing support, guidance and challenge on the progress and implementation of the operational business plan (53 responses)



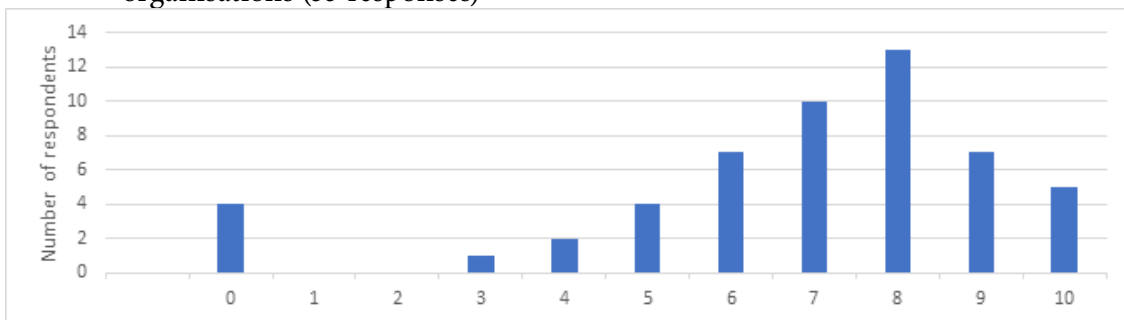
- (14) Supporting recruitment, appraisal and ensuring succession planning of senior executives (53 responses)



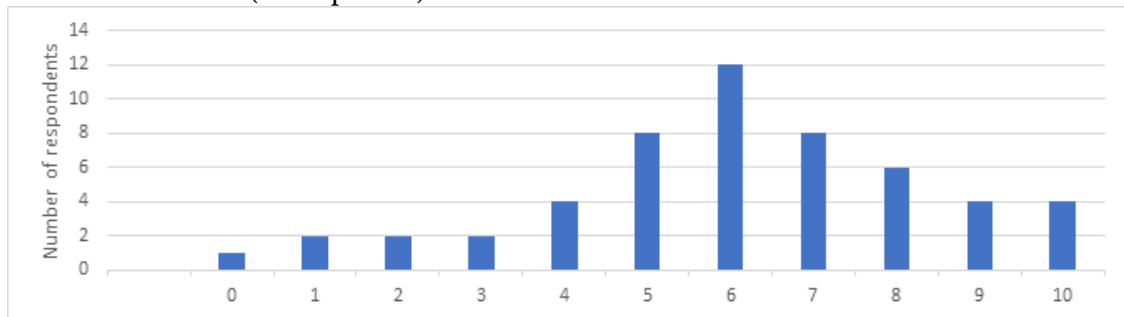
(15) Forming Committees responsible for Audit and Risk, and Nominations and Governance (53 responses)



(16) Sharing best practice in the department learning from comparable organisations (53 responses)

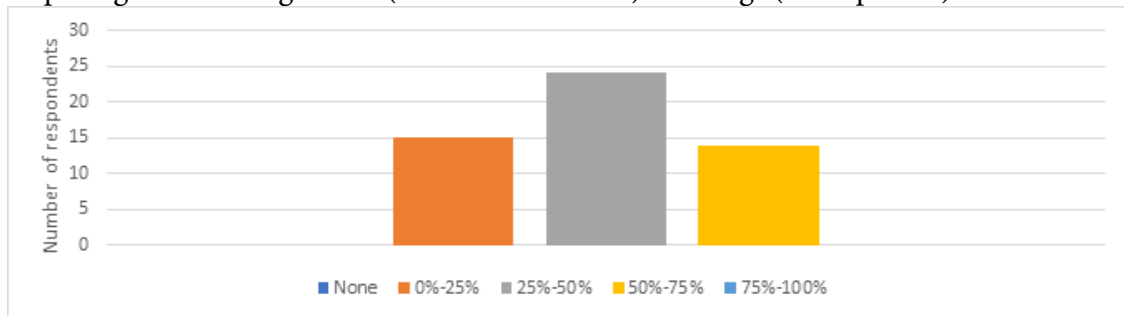


(17) Meeting regularly with other non-executives and the government lead non-executive (53 responses)

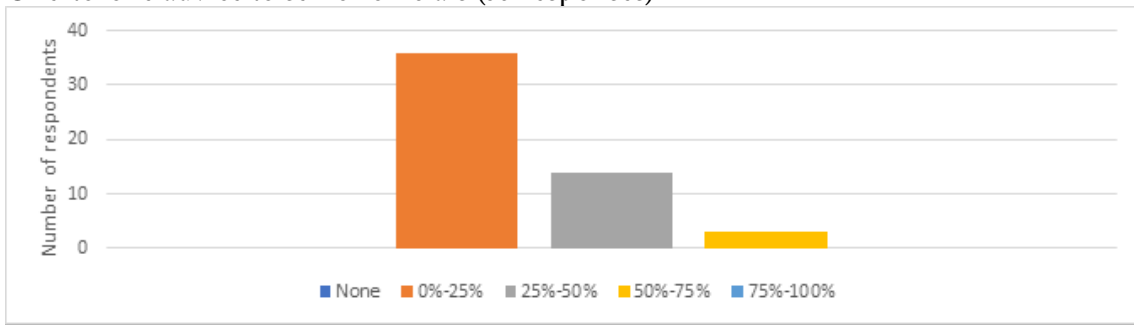


(18) How much of your time (in percentage) do you spend on the following activities?

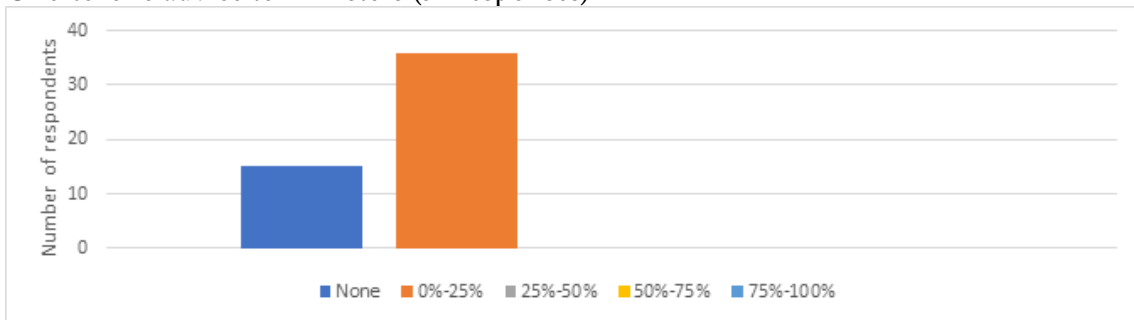
Preparing or attending Board (and subcommittee) meetings (53 responses)



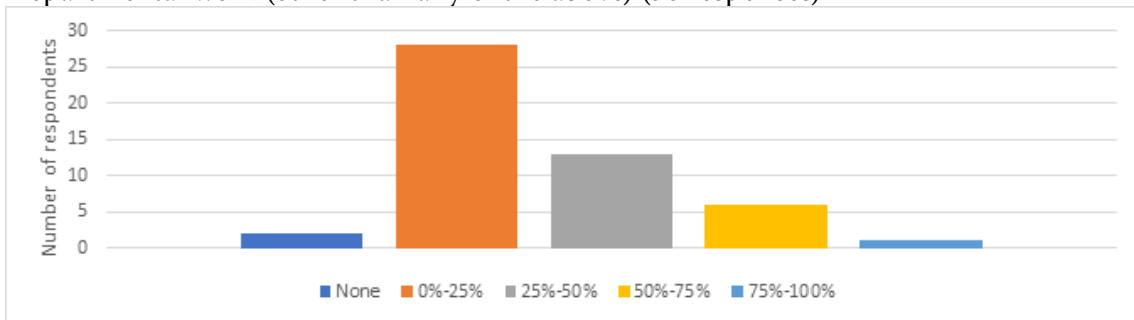
One-to-one advice to senior officials (53 responses)



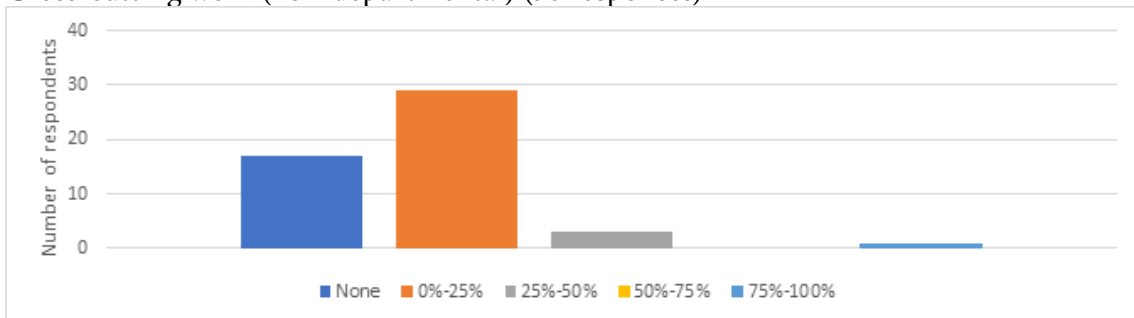
One-to-one advice to ministers (51 responses)



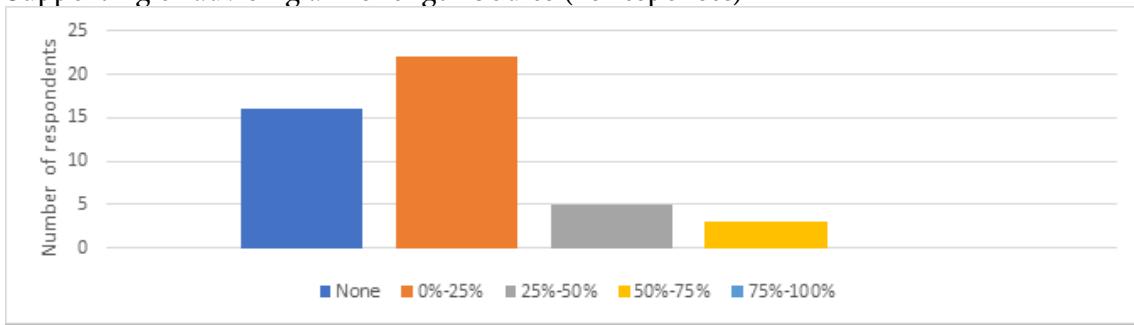
Departmental work (other than any of the above) (50 responses)



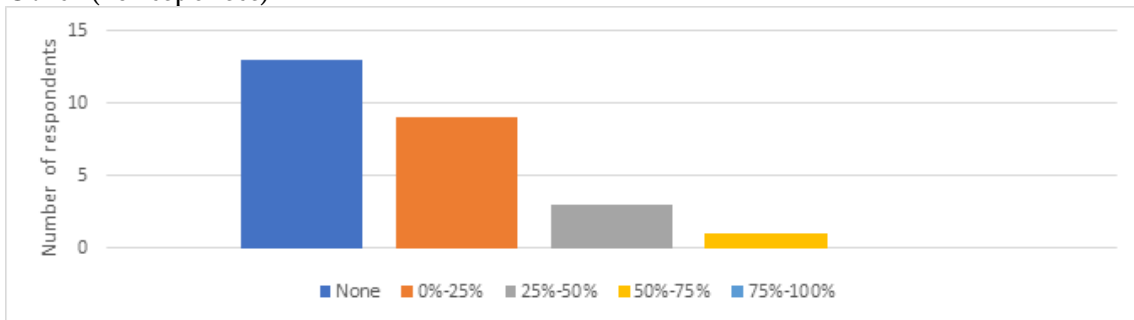
Cross-cutting work (non-departmental) (50 responses)



Supporting or advising arms-length bodies (46 responses)



Other (26 responses)



(19) If you have replied ‘other’ to the previous question, can you please specify what activity it is?

There were 12 responses to this question. Some respondents referenced more than one activity in their response. These have been generalised to protect confidentiality and examples include:

Leading or participating in reviews of key project (5 respondents)

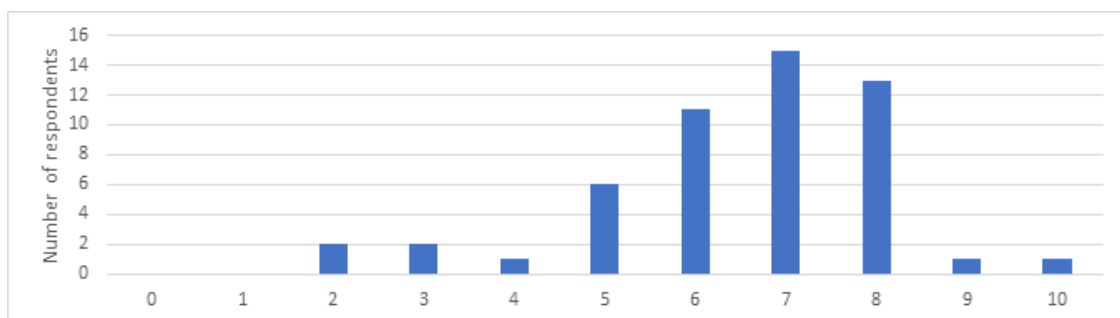
Deep dives on issues (3 respondents)

Mentoring (1 respondent)

Support for organisation change (1 respondent)

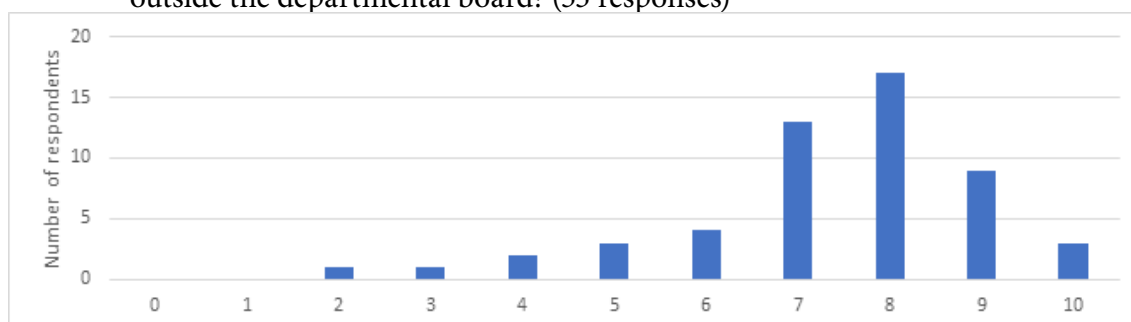
Attending department-wide meetings (1 respondent)

(20) On a scale from 0 to 10, how effective do you feel that you have been on the departmental board? (52 responses)





(21) On a scale from 0 to 10, how effective do you feel that you have been in activities outside the departmental board? (53 responses)



(22) Could you describe which activities you believe you have added most value in your role as a non-executive? (48 responses)

Many respondents referenced more than one activity in their responses. These have been generalised to protect confidentiality and examples include:

One-to-one advice to ministers and senior officials, including mentoring officials (15 respondents)

Providing specialist expertise on programmes, projects, or deep dives into issues (13 respondents)

Membership and/or chairing the audit and risk committee or other committees (11 respondents)

Bringing challenge to the department (6 respondents)

Undertaking Government reviews (5 respondents)

Supporting arm's-length bodies (5 respondents)

Supporting departmental risk management and culture (5 respondents)

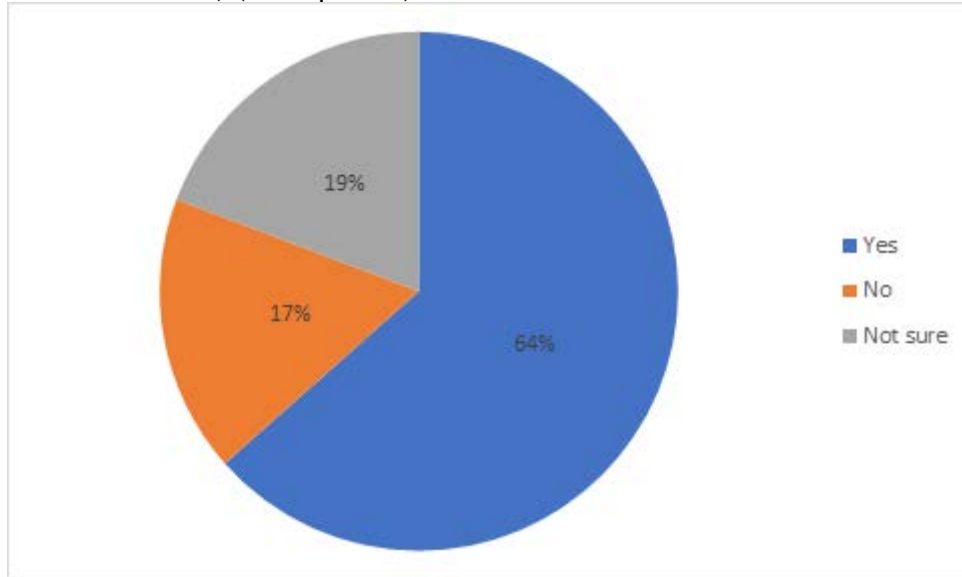
Providing commercial expertise (4 respondents)

Key performance indicators and/or oversight of programme delivery (4 respondents)

Departmental performance and culture (2 respondents)

Other individual comments included providing clarity of agenda-setting, focus on customer-service, executive-type activity, representing the department externally, and outlining the external perspective on policies.

(23) Do you feel there is enough guidance available to NEDs to support them in their roles and is the existing guidance fit-for-purpose? (this includes the Corporate Governance Code for Departments and Code of Conduct for Board Members of Public Bodies) (52 responses)



(24) If you have worked as a NED in more than one department, could you please describe any changes between these roles?

This data is not presented here as it may be sufficient to identify respondents.

(25) Is there anything else on your experience as a NED that we haven't raised in the previous questions and you would like to share? (27 responses)

Some respondents referenced more than one point in their response. Key themes included:

The importance of engagement from Ministers and/or Permanent Secretaries to NEDs' effectiveness and influence in the department (13 respondents)

Differences between the role of the private sector NED and departmental NED (6 respondents)

1 respondent spoke of the value of bringing private sector NED experience

2 respondents felt NEDs are under-utilised on departmental boards compared to the private sector

2 respondents felt more training is needed for incoming NEDs from the private sector to support their understanding of the machinery of Government.

1 respondent suggested Ministers that lack commercial experience may also benefit from training on how best to utilise their boards.

It is a valuable role if well-used (4 respondents)

A lack of agreed understanding of the purpose and role of NEDs across Government (3 respondents)

The board is not where the NEDs add most value (2 respondents)

An effective board is reliant on working effectively with the executives on the board and in the wider department (2 respondents)

Other individual comments referenced issues with the pandemic, rescheduled and irregular meetings, issues with the diversity of NEDs, a suggestion the tenure is too short, the time commitment of NEDs exceeds expectations, and there are challenges realising their benefits cross-government.

# Formal minutes

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## Wednesday 20 June

### Members present:

Mr William Wragg, in the Chair

Ronnie Cowan

Jo Gideon

Rt Hon John McDonnell

Tom Randall

Lloyd Russell-Moyle

John Stevenson

Draft Report (*The Role of Non-Executive Directors in Government*), proposed by the Chair, brought up and read.

*Ordered*, That the draft Report be read a second time, paragraph by paragraph.

Paragraphs 1 to 77 read and agreed to.

Annex agreed to.

Summary agreed to.

*Resolved*, That the Report be the Seventh Report of the Committee to the House.

*Ordered*, That the Chair make the Report to the House.

*Ordered*, That embargoed copies of the Report be made available, in accordance with the provisions of Standing Order 134.

### Adjournment

Adjourned till Tuesday 20 June 2023 at 09.30am

# Witnesses

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The following witnesses gave evidence. Transcripts can be viewed on the [inquiry publications page](#) of the Committee's website.

## Tuesday 19 July 2022

**Dr Matthew Gill**, Programme Director, Institute for Government; **Alan Cogbill**, Former Senior Research Associate, Constitution Unit, University College London; **Mr Martin Wheatley**, Research Director, Commission for Smart Government

[Q1–43](#)

## Tuesday 08 November 2022

**Sir Ian Cheshire**, Non-Executive Chairman and former Lead Non-Executive, UK Government; **Miranda Curtis CMG**, Director, Liberty Global PLC and former Lead Non-Executive, Foreign and Commonwealth Office; **Dame Sue Street DCB**, Chair, Rambert and former Non-Executive, Ministry of Justice

[Q44–102](#)

## Tuesday 17 January 2023

**Rt Hon Jeremy Quin MP**, Paymaster General and Minister for the Cabinet Office, Cabinet Office; **Michael Jary**, Government Lead Non-Executive, Cabinet Office

[Q103–167](#)

## Published written evidence

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The following written evidence was received and can be viewed on the [inquiry publications page](#) of the Committee's website.

NED numbers are generated by the evidence processing system and so may not be complete.

- 1 Cabinet Office ([NED0004](#))
- 2 Cogbill, Alan (Former Senior Research Associate, Constitution Unit, University College London); and Hazell, Professor Robert (Professor of Government and the Constitution, Constitution Unit, University College London) ([NED0002](#))
- 3 Committee on Standards in Public Life ([NED0010](#))
- 4 Department for Digital, Culture, Media and Sport ([NED0014](#))
- 5 Department for Education ([NED0016](#))
- 6 Department for Environment, Food and Rural Affairs ([NED0009](#))
- 7 Department for Levelling Up, Housing and Communities ([NED0008](#))
- 8 Department for Transport ([NED0012](#))
- 9 Department of Business, Energy and Industrial Strategy ([NED0011](#))
- 10 Department of Health and Social Care ([NED0005](#))
- 11 Institute for Government ([NED0003](#))
- 12 Kakabadse, Professor Andrew (Professor of Governance and Leadership, Henley Business School, University of Reading) ([NED0001](#))
- 13 Ministry of Justice ([NED0015](#))
- 14 Public Chairs' Forum ([NED0006](#))

# List of Reports from the Committee during the current Parliament

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All publications from the Committee are available on the [publications page](#) of the Committee's website.

## Session 2022–23

Number	Title	Reference
1st	Parliamentary and Health Service Ombudsman Scrutiny 2020–21	HC 213
2nd	The Work of the Electoral Commission	HC 462
3rd	Governing England	HC 463
4th	Propriety of Governance in Light of Greensill	HC 888
5th	Governing England: Follow up to the Government's response to the Committee's Third Report of Session 2022–23	HC 1139
6th	Parliamentary and Health Service Ombudsman Scrutiny 2021–22	HC 745
1st Special	Coronavirus Act 2020 Two Years On: Government response to the Committee's Seventh Report of Session 2021–22	HC 211
2nd Special	The Cabinet Office Freedom of Information Clearing House: Government Response to the Committee's Ninth Report of Session 2021–22	HC 576
3rd Special	Parliamentary and Health Service Ombudsman Scrutiny 2020–21: PHSO and Government responses to the Committee's First Report	HC 616
4th Special	The Work of the Electoral Commission: Government Response to the Committee's Second Report	HC 1065
5th Special	The Work of the Electoral Commission: Electoral Commission response to the Committee's Second Report of Session 2022–23	HC 1124

## Session 2021–22

Number	Title	Reference
1st	The role and status of the Prime Minister's Office	HC 67
2nd	Covid-Status Certification	HC 42
3rd	Propriety of Governance in Light of Greensill: An Interim Report	HC 59
4th	Appointment of William Shawcross as Commissioner for Public Appointments	HC 662
5th	The Elections Bill	HC 597

Number	Title	Reference
6th	The appointment of Rt Hon the Baroness Stuart of Edgbaston as First Civil Service Commissioner	HC 984
7th	Coronavirus Act 2020 Two Years On	HC 978
8th	The appointment of Sir Robert Chote as Chair of the UK Statistics Authority	HC 1162
9th	The Cabinet Office Freedom of Information Clearing House	HC 505
1st Special	Government transparency and accountability during Covid 19: The data underpinning decisions: Government's response to the Committee's Eighth Report of Session 2019–21	HC 234
2nd Special	Covid-Status Certification: Government Response to the Committee's Second Report	HC 670
3rd Special	The role and status of the Prime Minister's Office: Government Response to the Committee's First Report	HC 710
4th Special	The Elections Bill: Government Response to the Committee's Fifth Report	HC 1133

### Session 2019–21

Number	Title	Reference
1st	Appointment of Rt Hon Lord Pickles as Chair of the Advisory Committee on Business Appointments	HC 168
2nd	Parliamentary and Health Service Ombudsman Scrutiny 2018–19	HC 117
3rd	Delivering the Government's infrastructure commitments through major projects	HC 125
4th	Parliamentary Scrutiny of the Government's handling of Covid-19	HC 377
5th	A Public Inquiry into the Government's response to the Covid-19 pandemic	HC 541
6th	The Fixed-term Parliaments Act 2011	HC 167
7th	Parliamentary and Health Service Ombudsman Scrutiny 2019–20	HC 843
8th	Government transparency and accountability during Covid 19: The data underpinning decisions	HC 803
1st Special	Electoral law: The Urgent Need for Review: Government Response to the Committee's First Report of Session 2019	HC 327
2nd Special	Parliamentary and Health Service Ombudsman Scrutiny 2018–19: Parliamentary and Health Service Ombudsman's response to the Committee's Second report	HC 822
3rd Special	Delivering the Government's infrastructure commitments through major projects: Government Response to the Committee's Third report	HC 853



<b>Number</b>	<b>Title</b>	<b>Reference</b>
4th Special	A Public Inquiry into the Government's response to the Covid-19 pandemic: Government's response to the Committee's Fifth report	HC 995
5th Special	Parliamentary Scrutiny of the Government's handling of Covid-19: Government Response to the Committee's Fourth Report of Session 2019–21	HC 1078
6th Special	The Fixed-term Parliaments Act 2011: Government's response to the Committee's Sixth report of Session 2019–21	HC 1082
7th Special	Parliamentary and Health Service Ombudsman Scrutiny 2019–20: Government's and PHSO response to the Committee's Seventh Report of Session 2019–21	HC 1348