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follow up on Equality, Diversity and Inclusion (EDI) discussion on improving Board
diversity First published: 7 March 2022 Last updated: 13 May 2022 Meeting summary
Date: Wednesday 20 October 2021 Time: 9.30am to 12.50pm Location: In person and by
video conference Date of next scheduled meeting: Wednesday 1 December 2021 Who was at
the meeting Who was at the meeting John Pullinger, Chair Rob Vincent Sue Bruce Alex
Attwood Sarah Chambers Elan Closs Stephens Stephen Gilbert Alasdair Morgan Joan
Walley Katy Radford In attendance: Bob Posner, Chief Executive Craig Westwood,
Director, Communications, Policy and Research Louise Edwards, Director, Regulation
Ailsa Irvine, Director, Electoral Administration and Guidance Kieran Rix, Director,
Finance and Corporate Services Binnie Goh, General Counsel Zena Khan, Board Secretary
(Senior Advisor, Governance) Marcia Bluck, External Consultant (item 6f) Carol
Sweetenham, Head of Projects (item 6f) Cindy Williams, Equality, Diversity and
Inclusion Lead (item 6f) Apologies and welcomes There were no apologies received. The
Chair welcomed all to the meeting welcoming Commissioners in person (reminding of the
meeting social distancing requirement) and joining remotely, and formally welcomed
Commissioner Katy Radford following receipt of her Royal Warrant. The Board noted
that they would be joined by an external facilitator, Marcia Bluck at agenda item 6,
to facilitate part of the discussions on Equality, Diversity and Inclusion. The Board
took a moment to reflect on the life and work of Sir David Amess MP and noted the
statement of condolences issued by the Commission. Commissioners expressed their
concerns in light of the tragic event, about the physical and verbal threats received
by elected representatives, and lack of respect for the contributions made by public
servants. Discussions were had relating to the Metropolitan Police advice on private
security for candidates standing for elections, and that this raised a difficult
aspect for candidates as under elections law currently the cost of security would
count against their candidate spending limit. Commissioners considered that security
should not be an election expense. The Board requested that the Commission Chair
write to Mr Speaker with condolences and to note concerns about treatment under
election law of security costs for candidates standing for elections. The Board noted
updates from the Chair, Commissioner Elan Closs Stephens and the Chief Executive on
activities that had taken place since the last meeting, including a meeting with UK
Minister Kemi Badenoch, preparations for 2022 elections in Northern Ireland,
consideration by the Llywydd Committee of the Commission's draft Corporate Plan, the
recruitment of the new Chief Executive role was underway, the EDI Strategy to go out
for consultation including translation in Welsh, and progress in relation to the
Elections Bill. The Board requested further briefing on the devolution aspects of the
Elections Bill. There was further discussion of the proposals for a Strategy and
Policy Statement and the Commission's response. Declarations of interest Commissioner
Joan Walley declared in writing to the Board Secretary, that she attended a seminar
in September 2021 organised by the Westminster Foundation for Democracy, which was
remunerated. The Board noted that the Commissioners' Register of interests would be
updated and this reflected on the Commission's external website in line with the
Commissioners' Code of Conduct. Minutes of the previous Board meeting (EC 68/21)
Resolved: That the minutes of the Commission Board meeting on 22 September 2021 be
agreed noting the following addition to the action point at paragraph 6.8 "and a

mechanism for engaging Commissioners". Commission Board action tracker (EC 69/21) Resolved: That the Board noted the progress against actions requested by the Board.

Forward Plan of Board business (EC 70/21) Resolved: That the Board reviewed and noted the Forward Plan of Board business scheduling further topics for the next few meetings, including a discussion of Key Performance Indicators for the new Corporate Plan. Board effectiveness review and follow up on Equality, Diversity and Inclusion (EDI) discussion on improving Board diversity (EC 71/21) a. Governance Structure: Committee terms of reference The General Counsel introduced the report providing context to each session of the report to be discussed and for next steps agreed. The Board reminded itself that the Commission's duties and responsibilities were set out in PPERA and the Board are indivisible from the Commission. The Committee Chairs of Audit and Risk (ARC) and Remuneration and Human Resources Committee (RemCo) advised that they had reviewed their committee terms of reference in their previous meetings but would consider reviewing further to make sure they were content and aligned with the Commission's strategy in the new Corporate Plan. The Board discussed that the Corporate Governance Framework (CGF) be reviewed in light of the new Corporate Plan (CP), once finalised, to ensure that it appropriately reflects the Commission's new objectives and the legal duties of Commissioners as set out in PPERA. It will be brought back to the March 2022 Board meeting for endorsement. Action: Both ARC and RemCo to review their terms of reference in order to agree that they align with the Commission's strategy, and bring back to the March 2022 Board meeting for agreement. Action: The CGF to be reviewed once the CP has been finalised to ensure it appropriately reflects the Commission's new objectives and the legal duties of Commissioners as set out in PPERA, and to be brought back to the March 2022 Board meeting for endorsement. Action owner: General Counsel Submitted by: March 2022. b. Review of Forward Plan of Business The General Counsel introduced the session on the Forward Plan of Board Business. The Board discussed future items to be included onto the Forward Plan, making sure that it reflected its objectives and priorities, including monitoring of the Corporate Plan, and planning future 'deep dive' strategic sessions. The Board discussed that they would like to see the Forward Plan reflect the annual cycle of business including preparation of the Forward Plan in the autumn. The Board discussed that the review and reporting items including the Board effectiveness review should be planned before the end of the financial year, and horizon scanning in the summer, with updates from the Chief Executive at each Board meeting with detailed written performance reports every quarter. The Board discussed the desired approach for the performance reports, making sure they align to the Key Performance Indicators for the Corporate Plan, focussing on outcomes rather than activities, and drawing out impacts on all four nations. The Board further discussed topics for 'deep dive' strategic sessions on risk, which has been scheduled for December 2021, regulation, which the Board scheduled for January 2022, Elections Bill, understanding devolution and the wider landscape in England. It was noted that the Board would where appropriate welcome external speakers for 'deep dive' strategic sessions, and that items for the Forward Plan could be constructed over a 2 year period. It was further noted that rolling consideration over the lifetime of the Corporate Plan, on each of the 5 objectives and underpinning work relating to the Commission should also be programmed. The new Forward Plan will be brought back to the Board for review and agreement. c. Review of Board delegations The Board reviewed the schedule of Board delegations, in order to be satisfied it continued to strike the right balance between the Board, its Committees and the Executive, to set strategy and enable non-executive oversight. It was noted that the Board is

accountable for all decisions of the Commission notwithstanding the delegations made to the Executive. The Board discussed how they could work more effectively in support of the Executive Team and wanted to see a fuller partnership model. The Board requested that the Corporate Governance Framework is made clearer as to the circumstances where the Executive should inform or consult the Board on delegated matters. The Board agreed that Commissioners Sarah Chambers and Stephen Gilbert work with Director, Regulation by joining a new quarterly strategy session on regulation. Action: The CGF to be reviewed to be clearer as to the circumstances where the Executive should inform or consult the Board on delegated matters and to be brought back to the March 2022 Board meeting for endorsement. Action owner: General Counsel Submitted by: March 2022. Resolved: The Board agreed that Commissioners Sarah Chambers and Stephen Gilbert work with Director of Regulation to join a new quarterly strategy session on regulation. d. Linked Commissioners The Board noted the session on linked Commissioners and noted the significant contribution made by Commissioners in specific areas. The Board noted the importance of closer working between Commissioners and the Executive. Commissioners offered to share their skills and experience and this will be captured by the forthcoming Commissioner questionnaire. Resolved: That the Board agreed that Commissioners Joan Walley and Katy Radford be linked Commissioners for work on Equality, Diversity and Inclusion (EDI). e. Managing risk of divergence and resolving conflicts The Board noted the session on managing risk of divergence and resolving conflicts, striving to maintain high standards of independence and integrity. f. Board Equality, Diversity and Inclusion The General Counsel introduced Marcia Bluck, an external consultant, to participate in discussions for this session. The Board considered the proposal for an Independent Adviser to the Board on Equality, Diversity and Inclusion (EDI). The Board resolved that the work for the Independent Adviser would likely take 2 days per month for an initial period. The Board resolved that Commissioners Joan Walley and Katy Radford work with Commission staff to recruit an Independent Adviser and to propose Board level commitments on EDI. Resolved: That the Board agreed to that Commissioners Joan Walley and Katy Radford work with the General Counsel to progress work on recruitment of an Independent Adviser to the Board, and to report back to the Board at the next meeting.