



IPSA Board Standing Orders

A. The Role of the Board

1. The Board sets out the strategic vision for IPSA and approves its annual business plan, five-year strategy, and annual report and accounts; reviews the performance of the organisation; holds the executive to account; and is responsible for determining schemes relating to MPs’ pay, pensions, and business costs.
2. IPSA’s administration functions (including the payment of salaries and business costs, and the delivery of its business plan and five-year strategy) are carried out by the Chief Executive.
3. The Board’s Scheme of Delegation, reviewed at least once every two years, can be found here.

	Board	Chief Executive
Estimate and Strategy	<ul style="list-style-type: none"> • Review and agree IPSA’s Estimate prior to submission to HM Treasury and SCIPSA. • Determine IPSA’s strategic direction (with the Chief Executive) – including a statement of values, annual business plan, and a five-year strategy. • Approve IPSA’s Key Performance Indicators. 	<ul style="list-style-type: none"> • Act as Accounting Officer (manage IPSA’s resources, safeguard public funds, and render an account for expenditure). • As Accounting Officer, approves the voted budget limits and the associated Estimates Memorandum. • Implement IPSA’s strategic direction and deliver its annual business plan and five-year strategy. • Advise the Board on Key Performance Indicators.
Policy and Regulation	<ul style="list-style-type: none"> • Determine and review the MP Funding Scheme. • Determine MP salaries and the MP pension scheme. • Determine and review the procedures to be followed by the Compliance Officer. 	<ul style="list-style-type: none"> • Provide advice on IPSA’s policy and regulatory functions. • Communicate and implement policy decisions.

IPSA Board Standing Orders

<p>Risk</p>	<ul style="list-style-type: none"> • With the support of the Audit and Risk Assurance Committee, ensure effective arrangements for governance, risk management, and internal control are in place. • Convene to discuss, authorise, or formalise urgent decisions in the event of major business continuity planning issues or exceptional internal or external events seriously impacting or with the potential to seriously impact IPSA or its environment. • Undertake an annual review of organisational risk appetite. 	<ul style="list-style-type: none"> • Implement policies which reflect the agreed approach to risk.
<p>Governance and Personnel</p>	<ul style="list-style-type: none"> • Appoint a Chief Executive and determine their terms and conditions. • Appoint a Compliance Officer and determine their terms and conditions. • Agree the salary for senior appointments.¹ • Approve the IPSA people strategy. 	<ul style="list-style-type: none"> • Appoint senior and other staff. • Recommend the salary for senior appointments.
<p>Administration and Performance</p>	<ul style="list-style-type: none"> • Monitor IPSA’s performance and progress against its annual business plan, five-year strategy, and Transformation Programme (including as the Improving IPSA Assurance Group). 	<ul style="list-style-type: none"> • Monitor and report on IPSA’s performance. • Report to the Board on the impact of decisions with respect to the administrative functions of IPSA.

¹ The Board are only required to agree the salary for senior appointments where this cannot be agreed, in the first instance, between the Chief Executive and the Chair of the People Committee. See Annex C for more details.

IPSA Board Standing Orders

B. Principles of the Board

4. The Board aims to take decisions based on consensus. The Board is a statutory decision-making body. It is statutorily responsible for the decisions about the regulation of MPs' pay, pensions, and business costs and therefore has collective responsibility for those decisions.
5. The Board's discussions are constructive, free, and frank, encouraging respectful debate, resulting in clear decisions, and providing scope for appropriate challenge.
6. The Board is transparent about the decisions it makes.
7. Board Members will exercise due confidentiality where required, and in accordance with the terms set out in paragraphs 34 to 36.
8. The Board will, in all interactions, act pursuant to its Code of Conduct. All senior staff attending Board meetings will also abide by such standards, in addition to adhering to IPSA's code of conduct. In addition to its Code of Conduct, the Board is bound by the appropriate wider IPSA policies and procedures.

IPSA Board Standing Orders

C. How the Board Works

Meetings of the Board

9. The Board will normally meet no less frequently than once every two months, according to a schedule agreed in advance.
10. Board meetings will be quorate if three Board members are in attendance.
11. Attendance at Board meetings under paragraph 9 is defined as either being physically present at a meeting or participating in that meeting by means of telephone or virtual meeting software applications.
12. Board meetings will only be postponed or cancelled if:
 - 12.1 a meeting would not otherwise be quorate; or
 - 12.2 the Board agrees to postpone or cancel a meeting.
13. If the Chair is unable to attend a meeting, they will appoint a Board member to act in their place for that meeting.

Agendas and Papers

14. Agendas and papers will normally be circulated to the Board five working days before a Board meeting.
15. The Chief of Staff, in consultation with the Chief Executive, is responsible for drafting meeting agendas for approval by the Chair. A Board Member wishing for a matter to be included on an agenda shall make their request to the Chair at least twenty working days in advance of the meeting.
16. Board members wishing to propose an item under any other business shall inform the Chair at least forty-eight hours before a meeting. Board members may, subject to the Chair's agreement, raise other items at a meeting.

Reaching Decisions

17. The Board will always seek to deliberate and reach agreement in a consensual manner and will take collective responsibility for its decisions. If a consensus is not possible, the Board may vote on a particular decision. The Chair has the casting vote. Board Members will be expected, if questioned about any matter on which the Board has taken a view, to support the position adopted by the Board
18. Board Members are free to express their own personal views on matters on which the Board has not expressed a view but should make it clear that this does not represent the view of the Board or constitute IPSA policy.

IPSA Board Standing Orders

Minutes

19. Formal minutes of Board meetings will record attendance, actions raised, decisions made, and any key points made in discussion. Where personnel, finance, or other sensitive matters are discussed, a separate restricted minute may be produced, or the minutes may simply record attendance and decisions taken. The minutes will record any declarations of interest made at the meeting, and any instances where Board Members excuse themselves due to a conflict of interest.
20. Minutes will be agreed by the Board at the following Board meeting.
21. Once approved, Board minutes for each Board meeting (leaving aside sections marked restricted) will normally be published on IPSA's website within six months of the meeting date.
22. IPSA may periodically decide to delay the publication of Board minutes if publication of these would jeopardise the Board's intended means and process of communicating a Board decision referred to in the minutes, until such time as this risk has been mitigated.

Declarations of Interest

23. In addition to maintaining a Register of Interests, the Chair and Board members will declare any specific relevant interests in issues to be discussed at formal meetings of the Board and of Board Committees either in advance of the meeting or prior to the relevant agenda item. All agendas will begin with an item recording declarations of interests.
24. Board members will fully explain the nature of any interest to the Chair who will then decide whether and to what extent the Board Member may participate in the discussion and determination of the issue.
25. The Chair will declare any personal relevant interests to the Chief Executive in advance of the meeting who will provide advice. Where the Chair has a relevant interest and leaves the meeting, a Board member will be invited to act as Chair for the agenda item in question.

Role of the Chair

26. The Board authorises the Chair to discharge such powers of the Board as they consider necessary in order to deal with the business of IPSA between meetings. Actions taken in this context will be reported to the Board at the next meeting which will then consider whether further action is required.
27. Where in the opinion of the Chair, and taking advice from the Chief Executive, there are significant matters that require approval by the Board between meetings, papers will be circulated for approval by correspondence.

IPSA Board Standing Orders

28. The Board will designate one Board Member (not the Chair) to act as a Senior Independent Director (SID) for a term of up to three years.

Board Committees

29. There are currently three committees of the Board: the Audit and Risk Assurance Committee (ARAC), the People Committee, and the Improving IPSA Assurance Group (IIAG).
30. The terms of reference of the ARAC are set out at Annex A.
31. The terms of reference of the People Committee are set out at Annex B. Separately, the procedures governing senior appointments are set out at Annex C.
32. The terms of reference of the IIAG are set out at Annex D.

Confidentiality

33. The Board will observe IPSA's policies on data security and on the handling of protectively marked documents.
34. Board Members should take care to treat all papers marked restricted or confidential appropriately and should discuss with the Chief of Staff their own arrangements for the receipt of papers to ensure that appropriate security is maintained.
35. Board Members should note that confidentiality does not only apply to documents marked as restricted or confidential but also to Board decisions where the need to maintain confidentiality prior to an official announcement of the decision has been specified by the Chair.

Meetings and Engagement with Stakeholders

36. The Executive (normally through the Chief of Staff) will provide briefings, advice, and other material that the Board may need when meeting individuals or groups in their capacity as members of the Board, as well as keeping track of such meetings and their outcomes. Board members involved with such meetings shall promptly inform the Executive (normally through the Chief of Staff) of the outcomes of such meetings.
37. The Board shall receive an Annual Report from the Compliance Officer on lessons learned in the previous twelve-month period. This will complement the regular review of lessons learned from the Compliance Officer in their quarterly case reports of referrals made by MPs, IPSA, or the public.



IPSA Board Standing Orders

D: Evaluating the Board's Performance

Individual Appraisals

38. The Chair will carry out annual appraisals of individual Board Members' performance.

Collective Appraisals

39. The Board will carry out a self-appraisal of its performance every year. External appraisal by way of a Board effectiveness review will be carried out every three years.



IPSA Board Standing Orders

E: Board Standing Orders and Remuneration

40. The Board will review its standing orders on a regular basis, and at least once every two years. Once approved, these standing orders will be published on IPSA's website before the date of the Board meeting following that on which they were approved.
41. Board Members' remuneration is based upon the activities outlined in their job descriptions. Claims for remuneration for any other activities should be approved in advance by the Chief Executive, as Accounting Officer, and/or the People Committee.

IPSA Board Standing Orders

Annex A: Audit and Risk Assurance Committee

42. The Audit and Risk Assurance Committee (ARAC) will comprise all Board Members, except the Chair of the Board. The Board will agree who should chair the ARAC and the following should regularly attend meetings, although are not members of the ARAC:
 - 42.1 The Chief Executive, as Accounting Officer;
 - 42.2 The Head of Risk and Internal Audit (who supports agenda-setting and reports both to the Chair of the ARAC and to the Chief Executive). The partner of any firm that carries out audit assignments may also be invited;
 - 42.3 The executive team;
 - 42.4 The Risk Assurance Officer;
 - 42.5 Representatives of IPSA's external auditors (the National Audit Office); and
 - 42.6 Any others who may be invited to attend at the discretion of the ARAC Chair.
43. The ARAC will meet at least four times annually and more frequently if required. At least one meeting in each twelve-month period will include a private session between the Committee, the Head of Risk and Internal Audit, and the external auditors.

Decision-Making

44. The approach of the ARAC to decision-making is set out in paragraphs 17 to 19 of the IPSA Board Standing Orders.

Quorum

45. The ARAC will be quorate if two members of the Committee are in attendance. As in paragraph 11 of the standing orders, attendance may be in person, by telephone, or through virtual meeting software.

Minutes of Meetings

46. Formal minutes of the ARAC will record attendance, actions raised, decisions made, and any key points made in discussion. Minutes of the ARAC will not be published.
47. Minutes of the ARAC will be formally approved at the following meeting of the Committee.

Remit

48. The ARAC will offer advice to the Chief Executive, in their role as Accounting Officer, and also to the Board, in the following areas:

IPSA Board Standing Orders

- 48.1 The strategic processes for risk, control, and governance, and the Governance Statement;
 - 48.2 The accounting policies, the Annual Report and Accounts, including the process for review of the accounts prior to submission for audit, levels of error identified and the Accounting Officer's Letter of Representation to the Comptroller and Auditor General;
 - 48.3 The planned activity and the results of both internal and external audits;
 - 48.4 The adequacy and promptness of the management response to issues identified by audit activity, including the NAO's management letter;
 - 48.5 Assurances relating to the management of risk and corporate governance required for the organisation;
 - 48.6 IPSA's anti-fraud policies, whistleblowing processes and arrangements for special investigations; and
 - 48.7 The arrangements for internal and external audit.
49. The ARAC will also review and communicate to the Board on:
- 49.1 The Accounting Officer's governance statement in the Annual Report and Accounts, ensuring it appropriately discloses issues relating to IPSA's governance, the management of risk, and internal controls;
 - 49.2 Significant matters raised by and/or discussed with the National Audit Office;
 - 49.3 The annual report of the Head of Risk and Internal Audit;
 - 49.4 The annual report of the Senior Information Risk Owner (SIRO);
 - 49.5 The adequacy and promptness of management's responses to issues identified by internal or external audits;
 - 49.6 The effectiveness of assurances relating to the requirements for governance and risk management of IPSA;
 - 49.7 IPSA's risk management policy, risk appetite, and IPSA's principal risks, including any changes to the risk register;
 - 49.8 Any other matter relating to risk, assurance, internal controls, or governance, at the Chair's discretion; and
 - 49.9 Proposals for the provision of internal audit services, including any tendering arrangements.

Annex B: People Committee

51. The People Committee will comprise four members of the Board and will meet as required and ordinarily at least twice annually. The People Committee will be chaired by a Member of the Board.

Remit and Decision-Making

52. The remit of the People Committee will be as follows:
- 52.1 Appointing and determining the remuneration of the Chief Executive, and conducting a performance appraisal not less than once per year.
 - 52.2 Appointing and determining the remuneration of the Compliance Officer and undertaking a review of performance together with the Chair of IPSA, not less than once per year.
 - 52.3 Agreeing Board Members' terms of appointment, including succession planning, and termination arrangements, for approval by the Speaker;
 - 52.4 Approving, in advance, claims for remuneration for any activities not based on those outlined in Board Members' job descriptions (see paragraph 42 of IPSA Board Standing Orders);
 - 52.5 Scrutinising the implementation of a People Strategy which suitably reflects IPSA's national staffing complement.
 - 52.6 Considering wider people initiatives as appropriate alongside members of the Executive (with high-level people risks considered at ARAC);
 - 52.7 Considering an annual report from the Head of People and Culture on how IPSA is meeting or plans to meet its objectives as set out in the People Strategy.
 - 52.8 Approving the pay policy for IPSA's people (including the pay framework and benefits such as pensions); and periodically reviewing the pay levels of IPSA's people;
 - 52.9 Determining the pay of IPSA's Directors, with the Chair of the Committee working in consultation with the Chief Executive as per Annex C;
 - 52.10 Periodically reviewing and recommending to the Speaker's Committee for the IPSA levels of remuneration for the Board Chair and other Board members;
 - 52.11 Approving policies relating to expenses for IPSA's people; and
 - 52.12 Considering senior role succession planning on a regular basis.
53. The approach of the People Committee to decision-making will be as set out in paragraphs 17 and 18 of the IPSA Board Standing Orders.



IPSA Board Standing Orders

54. The Committee will be supported in agenda-setting and decision implementation by the Head of People and Culture and the Chief of Staff.

Quorum

55. The People Committee will be quorate if two Committee members are in attendance. As in paragraph 11 of the standing orders, attendance may be in person, by telephone, or through virtual meeting software.

Minutes of Meetings

56. Formal minutes of the People Committee will record attendance, actions raised, declarations of interests, decisions made, and key points made in discussion. Minutes will not be published.

Annex C: Remuneration of Senior Members of the IPSA Executive

57. IPSA's policy is to remunerate senior people at levels which allow the organisation to recruit, retain, and motivate high-performing individuals with the appropriate skills and experience, taking account of the requirements of the organisation as a whole and of individual roles; relevant benchmarks and market conditions; performance; and considerations of transparency, fairness, public acceptability, value for money, and affordability.
58. The IPSA Board has control over remuneration of the IPSA Executive (here defined as IPSA's Chief Executive and Directors) and the Compliance Officer. This annex sets a policy defining the Board's role in respect specifically of the IPSA Executive.
59. The appointment of a Chief Executive is a matter for the Board, and their salary is to be determined by the Board, sitting as the People Committee. This is also the case as regards the Compliance Officer.
60. If a Director were to be appointed, at least one Board Member should be on the assessment panel (with the Chief Executive chairing the panel and holding the final say in the event of any dispute).
61. Salary adjustments for Directors might be appropriate, for example, if a change in the job description of an individual prompts the question as to whether their salary should be reviewed. Any such instances should be addressed by the Chair of the People Committee sitting with the Chief Executive, advised by the Head of People and Culture. Any difference of view should be referred to the Board, sitting as the People Committee, for resolution.
62. In the case of new appointments of Executive members of IPSA or the Compliance Officer, the People Committee will agree a salary range. Agreement of the final salary will be delegated within this range to the Chief Executive and Chair of the People Committee.

Annual Review of the Remuneration of Senior People

63. The People Committee will consider annually the remuneration of the existing Executive and the Compliance Officer, usually in advance of the beginning of the financial year. It will focus, in particular, on:
 - 63.1 Individual, team, and organisation-wide performance in delivering business objectives over the short and longer term, including how far those objectives have been delivered in accordance with IPSA's values and behaviours;
 - 63.2 The scale of challenge inherent in the objectives;
 - 63.3 Relevant benchmarks;
 - 63.4 Pay awards for other IPSA people;

IPSA Board Standing Orders

- 63.5 Wider public sector pay policy; and
 - 63.6 Considerations of transparency, fairness, public acceptability, value for money, and affordability.
64. The Committee will be provided with appropriate benchmarking data and other relevant information to support its deliberations.

Annex D: Improving IPSA Assurance Group

Objectives

65. The key objective of the Improving IPSA Assurance Group (IIAG) is to support the Chief Executive and their team in providing appropriate assurance to (i) the Board and (ii) key external stakeholders such as SCIPSA in relation to the Transformation Programme.
66. Specifically, IIAG will provide guidance and feedback on developing reports for the Board and external stakeholders that will build and maintain confidence in the programme and its deliverables. This includes guidance and feedback on:
 - 66.1 Reporting of projected and actual resource costs for the programme and its constituent workstreams;
 - 66.2 Reporting on workstream/project progress against agreed milestones/targets;
 - 66.3 Reporting of projected and realised benefits for the programme and its constituent workstreams; and
 - 66.4 Planned external communications to SCIPSA and other stakeholders about the programme's progress.
67. The IIAG will also provide an informal forum, as needed, for road-testing programme updates and reports ahead of their presentation to the Board.

Governance

68. IIAG should not duplicate or impede the effective functioning of the Transformation Programme Board, or of the IPSA's Board and its sub-committees.
69. IIAG's remit includes identifying opportunities to improve the content of reporting to the Board and external stakeholders. However, decisions about project implementation and delivery are for the Transformation Programme Board (or, if sufficiently substantive, for the IPSA Board).
70. IIAG will be chaired by one of the Board Members and will report regularly to the Board on its activities. As it is not a formal decision-making forum, its meetings will not be minuted. Instead, a short note capturing follow-up actions will be produced by the Chief of Staff as required.
71. IIAG membership will comprise all members of the Board and the Chief Executive. The Chief Executive has the discretion to invite other IPSA colleagues to join the Group as needed.
72. IIAG will typically meet three times per year, supplemented by informal workshop discussions as required.



IPSA Board Standing Orders

73. IIAG will evaluate its effectiveness on an annual basis, reporting to the Board on its findings.
74. IIAG will be disbanded if the Board judges that its key objective in paragraph 65 has been met.