

**RECORD OF THE PROCEEDINGS AND RESOLUTIONS OF
THE PARLIAMENTARY WORKS SPONSOR BODY**

(a body corporate established by section (2)(1) of the Parliamentary Buildings (Restoration and Renewal) Act 2019)

Minutes of a meeting of the members of the Parliamentary Works Sponsor Body held remotely by telephone conference on 8 April 2020 at 3pm.

PRESENT:	NAME	POSITION
	Liz Peace CBE	Chair of the Sponsor Body
	Brigid Janssen	External member of the Sponsor Body
	Marta Phillips OBE	External member of the Sponsor Body
	Simon Thurley CBE	External member of the Sponsor Body
	Simon Wright OBE	External member of the Sponsor Body
	Lord Best	Parliamentary member of the Sponsor Body
	Lord Carter of Coles	Parliamentary member of the Sponsor Body
	Lord Deighton	Parliamentary member of the Sponsor Body
	Rt Hon Damian Hinds MP	Parliamentary member of the Sponsor Body
	Baroness Scott of Needham Market	Parliamentary member of the Sponsor Body
	Tommy Sheppard MP	Parliamentary member of the Sponsor Body
	Rt Hon Mark Tami MP	Parliamentary member of the Sponsor Body

Also present were John Benger (Clerk of the House of Commons), Sarah Johnson, Susannah Street, Michael Torrance, and Jo Porter of the Sponsor Body, and Peter Collins and Ryan Copeland of Sharpe Pritchard.

Liz Peace welcomed those present to the first substantive meeting of the Board.

1. REPORTING ON THE ESTABLISHMENT OF THE SPONSOR BODY

Opening proceedings, Liz Peace, current chair of the shadow Sponsor Body, reported that pursuant to section 2(1) of the Parliamentary Buildings (Restoration and Renewal) Act 2019 (the **Act**) the Parliamentary Works Sponsor Body (**Sponsor Body**) is established as of today's date, being the date falling 6 months from the day of the enactment of the Act (today being the **Commencement Date**).

2. APPOINTMENT OF CHAIR

- 2.1. It was reported that pursuant to paragraph 8(1) of Schedule 1 of the Act, Liz Peace is to be treated as having been appointed on the Commencement Date and is appointed on this day for a term of three years as Chair.
- 2.2. Except for item 10.1, the Chair chaired proceedings throughout the meeting.

3. APPOINTMENT OF PARLIAMENTARY MEMBERS

- 3.1. It was reported that the following individuals, each satisfying the conditions of paragraph 4(1) of Schedule 1 of the Act and the confirmatory resolutions agreed by both Houses of Parliament¹, had been appointed as Parliamentary members of the Sponsor Body:
 - 3.1.1. Lord Best;
 - 3.1.2. Lord Carter of Coles;
 - 3.1.3. Lord Deighton;
 - 3.1.4. Rt Hon Damian Hinds MP;
 - 3.1.5. Baroness Scott of Needham Market;
 - 3.1.6. Tommy Sheppard MP;
 - 3.1.7. Sir Robert Syms MP; and
 - 3.1.8. Rt Hon Mark Tami MP.

4. APPOINTMENT OF EXTERNAL MEMBERS

- 4.1. It was reported that pursuant to paragraph 8(3) of Schedule 1 of the Act, the following individuals were previously appointed as external members of the shadow Sponsor Body:
 - 4.1.1. Brigid Janssen;
 - 4.1.2. Marta Phillips OBE;
 - 4.1.3. Simon Thurley CBE; and
 - 4.1.4. Simon Wright OBE,

and it was further reported that pursuant to paragraph 8(5) of Schedule 1 of the Act and the confirmatory resolutions agreed by both Houses of Parliament², each are to be treated as having been appointed on the Commencement Date and are each appointed as a member of the Sponsor Body on this day for the term expiring on the day three years after establishment of the shadow Sponsor Body (being 1 July 2018).

¹ HL (23 March 2020) vol. 802, col. 1637 and HC (24 March 2020) vol. 674, col. 315.

² HL (23 March 2020) vol. 802, col. 1637 and HC (24 March 2020) vol. 674, col.315.

5. NOTICE AND QUORUM

5.1. The Chair reported that due notice of the meeting had been given and that, following:

5.1.1. the appointment of her as Chair;

5.1.2. the appointment of the Parliamentary members; and

5.1.3. the appointment of the external members,

each pursuant to the provisions of the Act, a quorum was present.

5.2. Accordingly, the Chair declared the meeting open.

6. APPOINTMENT OF SECRETARY

It was reported that Susannah Street had indicated willingness to act as the secretary of the Sponsor Body and IT WAS RESOLVED to agree to the appointment of Susannah Street as the secretary of the Sponsor Body (**Secretary**).

7. REGISTER OF GENERAL INTERESTS

The Sponsor Body is required to adopt a code of conduct for its members in accordance with paragraph 10 of Schedule 1 of the Act. Accordingly, a register of general interests of the Sponsor Body was circulated for the meeting (paper SB/20/002). This register of general interests included declarations from each member of their interests in relation to their appointments to the Sponsor Body. The Sponsor Body NOTED the register.

8. BUSINESS OF THE MEETING

It was reported that the business of the meeting was to consider and, if deemed fit, agree, adopt or approve (as the context requires) those items set out in the agenda and that no further items had been proposed to be considered at the meeting.

9. INTERESTS IN PROPOSED TRANSACTIONS AND ARRANGEMENTS WITH THE SPONSOR BODY

9.1. It was reported that each member present would be interested in the item that considered their own terms and conditions of appointment to the Sponsor Body (and, in the case of Simon Wright and Simon Thurley, their proposed appointments to the Board of the Delivery Authority), and that a member whose terms and conditions of appointment were being considered must not, for that item, vote on or form part of the quorum. Notwithstanding this requirement, it was noted that the Sponsor Body would remain quorate throughout the meeting.

9.2. Each member present confirmed that they had no further direct or indirect interests in any of the proposed business or arrangements to be considered at the meeting.

10. TERMS AND CONDITIONS OF SPONSOR BODY MEMBERS

10.1. The Chair

- 10.1.1. Marta Phillips took the chair for this item of business.
- 10.1.2. A final draft of the terms and conditions for Liz Peace as Chair had been circulated (paper SB/20/003).
- 10.1.3. After consideration, and with Liz Peace not voting on the item, IT WAS RESOLVED to agree the terms and conditions detailed above in the form produced for the meeting and authorise the CEO to sign the terms and conditions on behalf of the Sponsor Body.

10.2. External members

The Chair returned to chairing the meeting.

- 10.2.1. A final draft of the terms and conditions for Brigid Janssen had been circulated (paper SB/20/003).
- 10.2.2. After consideration, and with Brigid Janssen not voting on the item, IT WAS RESOLVED to agree the terms and conditions detailed above in the form produced for the meeting and authorise the Chair to sign the terms and conditions on behalf of the Sponsor Body.
- 10.2.3. A final draft of the terms and conditions for Marta Phillips had been circulated (paper SB/20/003).
- 10.2.4. After consideration, and with Marta Phillips not voting on the item, IT WAS RESOLVED to agree the terms and conditions detailed above in the form produced for the meeting and authorise the Chair to sign the terms and conditions on behalf of the Sponsor Body.
- 10.2.5. A final draft of the terms and conditions for Simon Thurley had been circulated (paper SB/20/003).
- 10.2.6. After consideration, and with Simon Thurley not voting on the item, IT WAS RESOLVED to agree the terms and conditions detailed above in the form produced for the meeting and authorise the Chair to sign the terms and conditions on behalf of the Sponsor Body.
- 10.2.7. A final draft of the terms and conditions for Simon Wright had been circulated (paper SB/20/003).
- 10.2.8. After consideration, and with Simon Wright not voting on the item, IT WAS RESOLVED to agree the terms and conditions detailed above in the form produced for the meeting and authorise the Chair to sign the terms and conditions on behalf of the Sponsor Body.

10.3. Parliamentary members

The Board considered the paper entitled 'Parliamentary members of the Sponsor Body' (SB/20/004) which discussed the terms and conditions for Parliamentary members of the Board, which were embodied in the Code of Conduct. The Board AGREED the terms and conditions for Parliamentary members set out in that paper, and AGREED that the terms of the Parliamentary members should be fixed at three years from 8 April 2020.

11. APPROVAL OF SPONSOR BODY BOARD REGULATIONS AND CODE OF CONDUCT

11.1. Final drafts of the following documents proposed to be adopted as governing documents by the Sponsor Body (each as identified through these minutes or defined in the Act) had been circulated:

11.1.1. Board Regulations (including the Scheme of Authorities) (paper SB/20/005); and

11.1.2. Code of Conduct (paper SB/20/006).

11.2. After consideration, IT WAS RESOLVED to adopt both the Board Regulations (including the Scheme of Authorities) and Code of Conduct in the form produced for the meeting.

12. APPROVAL OF GRADE STRUCTURE AND BASE PAY OF STAFF OF THE SPONSOR BODY

12.1. There had been circulated for the meeting the paper entitled 'Sponsor Body Staff Grading Structure and Base Pay' (SB/20/007) which included the general pay and grading structure which would apply to staff of the Sponsor Body.

12.2. After consideration, IT WAS RESOLVED to approve the grade structure and base pay for Sponsor Body staff.

13. APPOINTMENT OF CHIEF EXECUTIVE OFFICER OF THE SPONSOR BODY

IT WAS RESOLVED to appoint Sarah Mitchell (referred to as Sarah Johnson both in her professional capacity and also within this record of proceedings) as the Chief Executive Officer (**CEO**) of the Sponsor Body with immediate effect (paper SB/20/008). It was agreed that the terms and conditions of the Chief Executive Officer would be brought to the Board for approval on 27 April 2020.

14. APPOINTMENT OF ACCOUNTING OFFICER

Noting paragraph 25 of Schedule 1 of the Act and following the appointment of Sarah Johnson as CEO of the Sponsor Body, and after consideration of the Accounting Officer responsibilities set out in paper SB/20/009, IT WAS RESOLVED to appoint Sarah Johnson as the Accounting Officer of the Sponsor Body with immediate effect.

15. ADOPTION OF THE SPONSOR BODY SEAL

15.1. The Board considered the paper entitled 'Adoption of the Sponsor Body seal' (SB/20/010) which included an image of the seal to be adopted.

15.2. After consideration, IT WAS RESOLVED to approve the adoption of the seal as the seal of the Sponsor Body.

16. APPROVAL TO AUTHENTICATE THE CORPORATE SEAL

In accordance with paragraph 28(1)(b) of Schedule 1 of the Act, IT WAS RESOLVED to authorise, in addition to the members from time to time of the Sponsor Body, Sarah Johnson to authenticate the seal of the Sponsor Body.

17. APPROVAL OF SPONSOR BODY POLICIES

17.1. Final drafts of the following documents proposed to be adopted as policies by the Sponsor Body had been circulated (SB/20/011):

17.1.1. Freedom of Information Policy Statement;

17.1.2. Environmental Information Regulations Policy;

17.1.3. Data Protection Policy; and

17.1.4. Health, Safety and Wellbeing Policy.

17.2. After consideration, IT WAS RESOLVED to adopt each of these Sponsor Body policies in the form produced for the meeting.

17.3. The Board also agreed to delegate to the CEO the authority to approve the policies listed at paragraphs 6(a), (b), (c) and (d) in the paper.

18. APPROVAL OF THE PARLIAMENTARY RELATIONSHIP AGREEMENT

18.1. A final draft of the Parliamentary Relationship Agreement (as defined in the Act) proposed to be signed and sealed by the Sponsor Body had been circulated (paper SB/20/012).

18.2. Following consideration of the Parliamentary Relationship Agreement IT WAS RESOLVED to approve the Parliamentary Relationship Agreement and all those appendices and annexes attached thereto, and authorise the CEO to sign under seal the Parliamentary Relationship Agreement, and to conclude the outstanding appendices and annexes, on behalf of the Sponsor Body.

19. APPROVAL OF INCORPORATION OF COMPANY LIMITED BY GUARANTEE

19.1. A final draft of:

19.1.1. the Memorandum of Association; and

19.1.2. the Articles of Association,

in relation to the Delivery Authority had been circulated (**Incorporation Documents**, paper SB/20/013).

19.2. In accordance with sections 2(2)(c) and 3(1) of the Act, IT WAS RESOLVED to incorporate a company limited by guarantee (the Delivery Authority) to exercise the functions conferred on the Delivery Authority by the Act and IT WAS FURTHER RESOLVED to approve the

Incorporation Documents and to authorise the Chair to sign the Memorandum of Association on behalf of the Sponsor Body.

19.3. The Chair instructed Sharpe Pritchard LLP to file the Incorporation Documents at the Registrar of Companies.

19.4. In accordance with section 3(2) of the Act, IT WAS RESOLVED that upon due incorporation of the Delivery Authority the Sponsor Body would be the only member and sole guarantor of the Delivery Authority.

20. APPOINTMENT OF DELIVERY AUTHORITY CHAIR

In accordance with paragraph 1(1)(a) of Schedule 2 of the Act, IT WAS RESOLVED to confirm the appointment of Mike Brown MVO as the chair of the Delivery Authority for a term of three years upon due incorporation of the Delivery Authority (paper SB/20/014).

21. APPOINTMENT OF SPONSOR BODY NON-EXECUTIVE DIRECTORS TO THE DELIVERY AUTHORITY

In accordance with paragraph 1(1)(c) of Schedule 2 of the Act, IT WAS RESOLVED that upon due incorporation of the Delivery Authority, Simon Thurley and Simon Wright, neither of whom voted on the item, are each to be appointed as non-executive directors of the Delivery Authority for an initial term of 12 months, and the Board agreed to delegate matters regarding remuneration for these appointments to the Nominations and Remuneration Committee (paper SB/20/015).

22. APPROVAL OF DELIVERY AUTHORITY NON-EXECUTIVE DIRECTORS

22.1. In accordance with paragraphs 1(1)(b) and 1(7)(a) of Schedule 2 of the Act, IT WAS RESOLVED to consent to the appointment by the Delivery Authority of the persons named in the paper to be appointed as non-executive directors to the board of the Delivery Authority (paper SB/20/016).

23. APPROVAL OF DELIVERY AUTHORITY EXECUTIVE DIRECTORS

23.1. In accordance with paragraphs 1(1)(d) and 1(7)(a) of Schedule 2 of the Act, IT WAS RESOLVED to consent to the appointment by the Delivery Authority of David Goldstone and Matthew White to be appointed as executive directors to the board of the Delivery Authority.

24. APPROVAL OF PREVIOUS ACTIONS OF THE SHADOW SPONSOR BODY

24.1. It was reported that the Sponsor Body had been operating in a shadow form from 1 July 2018 until its formal establishment on this day, and that in operating in such shadow form the board of the shadow Sponsor Body had resolved to make certain decisions and approved certain matters (or delegated those decisions and approvals) both in meetings and in correspondence.

24.2. IT WAS RESOLVED to reaffirm all the decisions and approvals of the board of the shadow Sponsor Body in as far as they continued to relate to the Sponsor Body following its formal establishment.

25. AOB

- 25.1. The Chair thanked the staff who had been preparing for the meeting and working on the Parliamentary Relationship Agreement.
- 25.2. The Board discussed the effect that the current coronavirus crisis and its economic impact would have on the Programme, and recent discussions with the House Commissions about funding for the Programme. A strategic review would be undertaken by the Sponsor Body, with involvement from the new Chair and CEO of the Delivery Authority and representatives of the two Houses. The Board would discuss its Terms of Reference: it would be in line with the House resolutions of early 2018 and the Act, and its focus would be on the scope of the Programme and ensuring value for money.
- 25.3. The CEO updated the Board on the work that was being prioritised in the Programme while Sponsor Body and Delivery team staff were working from home.

26. CLOSE

There was no further business and the Chair declared the meeting closed.



Chair

Signature

Date

30 April 2020