Board & Committee Paper Template

Committee Paper Details	
Paper title	Board Governance Framework Review 2026
Committee	Board
Meeting date	22/07/2026
Agenda item	AG 11
Paper sponsor	Andrew Baigent
Paper author	Fliss Baird
Reason for paper	**For approval**

1: Purpose of the paper: Executive Summary & Background

The Board conducts an annual review of its governance framework in line with recognised best practice, including the UK Corporate Governance Code and relevant Cabinet Office guidance on arm's-length bodies and central government governance.

Following the March 2026 review a comprehensive evaluation for 2026/27 was planned and has been completed. This paper presents the proposed updates to TPR's core governance framework documents for Board consideration and approval.

Most of the changes are minor, incorporating changes to job-titles and responsibilities of Executive Directors. There are two more substantive changes:

1) An extensive re-write and retitling of the TPR Board code of conduct to reflect current best practice and central guidance, although there are no significant changes of substance;
2) A simplification of delegations, with a focus on the board reserving certain matters to itself and delegating all other matters to the CEO or Exco members, who are authorised to make onward delegations. This reflects the changes made in bringing in the Senior Management Regime. As part of this we are asking the board to increase the project delegation from £2m to £10m on a whole-life cost basis, with items above £10m requiring board approval

The board is also asked to note recent changes approved by ExCo to stand down the Delivery Assurance Committee and replace it with three sub committees, the policy board (to consider the development of TPR stance on policy issues); the Business Change Committee (to direct and control the cross-TPR change portfolio) and the Operational and Performance Committee (to govern cross TPR operational decisions, assure corporate performance and other information and consider risk below enterprise risk level).

2: Ask of the committee/board and recommendations

The Board is asked to:

- **Consider the changes to our core governance documents**, including the extensively revised 'TPR Board code of Conduct
- **Consider and approve the matters reserved to the board in the schedule of delegations** including the increased level delegation for project approvals, including the move of the delegation from the Delivery Assurance Committee to the new Business Change Committee.
- **Approve the documents.**

Documents reviewed and updated:

i. TPR Standing Orders
ii. Terms of Reference:
    a. Non-Executive Committee (NEC)
    b. Audit, Risk and Assurance Committee (ARAC)
    c. Remuneration and People Committee (RAPCO)
iii. TPR Board Code of Practice
iv. Non-Executive Directors' and Determinations Panel Members' Expenses Policy
v. Board & Determinations Panel Members' Gifts and Hospitality Policy
vi. Schedule of Delegations (including Appendices A–C)

3: Main body of paper:

All the documents have been updated for revised job-titles, minor changes of drafting to aid accessibility.

In addition:

Updates to reflect changes in the framework agreement and other minor changes:

1) To reflect our current operational practice, an amendment to delegations to give authority direct to the 'Director of Enforcement' to ensure appropriate independence of the Executive General Counsel in enforcement decision making. On these matters the Director of Enforcement reports directly to the Chief Executive. This is not a legal requirement and may be revisited if practice changes.
2) Give effect to the NEC decision to reserve decision making on CEO salary and bonus to itself, rather than delegate to RAPCO, and adds a requirement in NEC ToR for appraisal feedback on the Chair to be shared with DWP (reflecting a new requirement of the framework agreement). Related changes have been made to the RAPCO ToR.

Extensive revision of the TPR Board Code of Practice

This has undergone **substantial revision**, informed by benchmarking against other public bodies (including Ofcom, FCA, Bank of England, GMC, ORR, and NMC) and relevant governance standards.

<u>Key structural and content changes:</u>
- Renamed to "**TPR Board Code of Practice**" to distinguish from the Cabinet Office Code of Conduct (which remains the primary conduct framework)
- Repositioned as **complementary guidance**, tailored to TPR.

<u>New and revised sections include:</u>
- **Purpose & Scope:** Clarifies applicability (Board members and regular executive attendees only)
- **Who we are / what we do:** Includes Board composition and links to governance documents
- **Principles:** Consolidates values and references Cabinet Office Code and governance principles
- **Corporate responsibilities & personal liability:** Streamlined and focused
- **Equality, Diversity and Inclusion:** Emphasises Board leadership responsibilities and alignment with PSED
- **Commitment, induction, development and appraisal:** Sets expectations on contribution and development
- **Decision-making:** Reinforces collective responsibility
- **Confidentiality and data security:** Expanded guidance
- **Eligibility to serve:** Clarifies status and obligations
- **Raising concerns / whistleblowing:** Routes for escalation included
- **Conflicts of interest:** Shortened, with detail moved to a standalone guidance document

- **Communications:** Guidance on political activity, media, and social media
- **Review cycle:** Proposed move from annual to three-year review cycle, aligned with Board effectiveness reviews

Content duplication with other governance documents has been removed.

Schedule of Delegations

The Schedule of Delegations (SoD) has been simplified into an easier to navigate document now arranged into three 'parts'.

- **Part 1**: Overall Schedule of Delegations
- **Part 2:** Other requirements
- **Part 3:** Officer Delegations
  - 'New' **Appendix A: General delegations**
  - 'New' **Appendix B: Regulatory delegations**
  - 'Revised' **Appendix C: Financial delegations**

Key elements / improvements: the revised structure / arrangement into a single document puts most of the "static" elements into a single document, which is less susceptible to, or generally require only minor, update. Update can then focus on keeping the Appendices up to date (and also make the process for Board review / update of the Schedule easier).

<u>Appendix A: General delegations</u>
Provides general authority, competence and accountability to the respective EDs / Directors named, for their "area of responsibility". Updated to reflect recent role scope / role name changes, and gives

- EDs and the Enforcement Director greater control and flexibility to delegate functions and powers in their 'Statement of Responsibilities' under our senior management regime.
- Allows for the "Client Group" to be identified, for the purpose of protecting Legal Professional Privilege (in line with leading case *Three Rivers).*

<u>Appendix B: Regulatory Delegations</u>
NEW: **Appendix B: Regulatory Delegations:**

- In line with the above approach, a high-level document that enables regulatory decision making.
- Provides separation of duties of the Executive Counsel and the exercise of regulatory functions by the ED for Market Oversight, the Enforcement Director and the Determinations panel.

NEW: **Annex to Appendix B: Table of Regulatory Functions:**
This replaces the previous 'Appendix B: Regulatory Delegations' table and, in line with above, only lists the 'regulatory functions', subject to the standard procedure, and indicates

whether within sphere of:
  - the Executive Director (MO), or the Director (ENF) (regulatory) or
  - the Determinations Panel (DP) (reserved regulatory) – or can be delegated to them, and

whether can be subject to:
  - the Special Procedure

<u>Appendix C: Financial delegations:</u>
REVISED: **Appendix C: Financial Delegations:**

- This is simplified delegates accountability to the Senior Officers (Accounting Officer/CEO and COO as Deputy Accounting Officer), unless reserved to Board.

<u>Annex A to Financial Delegations:</u>

- The CEO's written delegations:

4: Key risks and mitigations considered:

Key risks identified which have driven the review and refresh of TPR's governance documents include:

- Misalignment between governance framework and:
  - Corporate strategy
  - Risk appetite
  - Operating model
- Governance becoming a barrier to delivery
- Inconsistencies or duplication across documents leading to:
  - Conflicting guidance
  - Delays in decision-making
- Failure to reflect current legislation, standards, and best practice

Mitigations applied in the drafting of these documents include:

- Comprehensive, cross-referenced review of all documents
- Internal peer review and senior management scrutiny
- Benchmarking against comparable organisations
- Legal input and alignment with Cabinet Office guidance
- Established publication and quality assurance processes
- Ongoing oversight by the Corporate Governance team

5: Next Steps:

If approved, the Corporate Governance team will update links, finalise and publish them on the external website and communicate changes internally with immediate effect.

If amendments are requested, the team will revise the documents accordingly and seek agreement to make the requisite amendments and publish.

6: Public Sector Equality Duty Considerations: (delete this box if not applicable)

PSED has been considered throughout the review. Enhancements to the Board Code of Practice; particularly strengthened references to equality, diversity and inclusion, demonstrate TPR's commitment to PSED at Board level.