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INDEPENDENT OFFICE FOR POLICE CONDUCT (THE 'OFFICE')

STANDING ORDERS

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1. INTRODUCTION

- 1.1 The Independent Office for Police Conduct (the 'Office'), is a Non-Departmental Public Body (NDPB) and is the body corporate previously known as the Independent Police Complaints Commission. The Office is established by Section 9 of the Police Reform Act 2002 (PRA) as amended by the Policing and Crime Act 2017 (PCA). The Office's functions and investigative remit are governed by statute and the Office adheres to government rules governing NDPBs.
- 1.2 The Office / Unitary Board's responsibilities are set out in the Framework Document agreed with the Home Office. These Standing Orders (SOs) are the internal rules about how the Office conducts its business within that statutory and agreed framework. It is the duty of all Board members and Office staff to be aware of the existence of these documents and, where necessary, be familiar with the detailed provisions. These Standing Orders refer to the Office as the 'Unitary Board' in relation to when members of the Office meet in a governance capacity.

2. STATUTORY FRAMEWORK

- 2.1 The Office is a body corporate established by section 9 of the PRA. The Office consists of a Director General appointed by His Majesty and at least six other members. The other members consist of:
- non-executive members - persons appointed by the Secretary of State (further to para 1A of schedule 2 PRA); and
 - employee members – staff appointed by the non-executive members of the Office following recommendation by the Director General (further to paragraph 1B of schedule 2 PRA).
- 2.2 The powers of appointment to the Office must be exercised so as to secure that the majority of members of the Office are non-executive members (the Director General being considered an executive member of the Office for these purposes).
- 2.3 The statutory functions conferred on the Office are set out in section 10A of the PRA. The Director General has different statutory functions set out in section 10 PRA.
- 2.4 The Director General's general functions are (in summary form):
- To secure the maintenance by the Director General, local policing bodies and chief officers, of 'suitable arrangements' concerning the handling, recording and investigation of complaints, allegations of misconduct/criminality and death or serious injury matters, relating to persons serving with the police (often referred to generically as the 'police complaints system').
 - To keep these 'suitable arrangements' concerning the 'police complaints system':
 - under review;
 - complying with the provisions of the PRA;
 - efficient and effective; and
 - contain and manifest an appropriate degree of independence.
 - To secure and maintain public confidence in the police complaints system
 - To make recommendations, and give advice, for the modification of:
 - these 'suitable arrangements'; or

- police practice in relation to other matters, as the Director General considers necessary or desirable.
- To carry out the above functions in relation to other bodies of constables (i.e. constabularies not maintained by local policing bodies¹) to such an extent as required to do so by regulation or further to any agreement or order under section 26 of the PRA.
- To carry out the above functions in relation to the National Crime Agency or further to any regulations under section 26C of the PRA
- To carry out 'such corresponding functions' in relation to the officers of the Gangmasters and Labour Abuse Authority (in their capacity as labour abuse prevention officers) or further to any regulations under section 26D of the PRA
- To have the functions conferred on the Director General by virtue of:
 - any regulations issued further to section 39 of the PRA concerning police powers for contracted-out staff;
 - any regulations or arrangements relating to disciplinary or similar proceedings against persons serving with the police or against any members of any body of constables maintained otherwise than by a local policing body.
- Any functions conferred on the Director General by regulations under section 29C of the PRA (regulations about super-complaints)
- Any functions conferred on the Director General by part 2B PRA (whistleblowing) (when part 2B comes into force)
- To exercise the powers and duties conferred on the Director General by the PRA in a manner that the Director General considers best calculated to satisfy the above functions
- To secure that arrangements exist which are conducive to, and facilitate, the reporting of misconduct by persons in relation to whose conduct the Director General has functions
- To enter into arrangements with the chief inspector of constabulary for the purposes of securing co-operation, in the carrying out of their respective functions, and to provide inspectors of constabulary all such assistance and co-operation as may be required by those arrangements, or as otherwise appears to the Director General to be appropriate
- To have regard to any advice provided to the Director General by the IOPC (see section 10A(1)(c) PRA)
- Subject to the other provisions of the PRA, the Director General may do anything which appears to the Director General to be calculated to facilitate, or is incidental or conducive to, the carrying out of the Director General's functions

2.5 The functions of the Office, as set out in section 10A(1), are:

- (a) to secure that the Office has in place appropriate arrangements for good governance and financial management,
- (b) to determine and promote the strategic aims and values of the Office,
- (c) to provide support and advice to the Director General in the carrying out of the Director General's functions, and

(d) to monitor and review the carrying out of such functions.

- 2.6 Section 10A(3) requires the Office to perform its functions for the general purpose of improving the way in which the Director General's functions are carried out (including by encouraging the efficient and effective use of resource in the carrying out of those functions).
- 2.7 In the carrying out of its functions the Office must in particular have regard to public confidence in the 'suitable arrangements' and the operation of those arrangements, concerning the police complaints system. The Office may do anything which appears to it to be calculated to facilitate, or is incidental or conducive to, the carrying out of its functions.
- 2.8 The Director General and the Office must carry out their functions efficiently and effectively (s.10B).
- 2.9 The Director General and the Office must **jointly**:
- Prepare a strategy which sets out how the Director General and the Office propose to carry out their functions over the period of the strategy;
 - Review the strategy and revise it as appropriate at least once every 12 months;
 - Include within the strategy a plan for the use of resources for the carrying out of functions of the Director General and the Office;
 - Give effect to the strategy in carrying out their functions;
 - Publish the Strategy.
- 2.10 The Director General and the Office must jointly prepare a Code of Practice (the Code) dealing with the relationship between the Director General and the Office. In doing so, they must in particular seek to reflect the principle that the Director General is to act independently of the Office when making decisions in connection with the carrying out of the Director General's functions.
- 2.11 The Code must include provision as to the following:
- How the strategy (noted in subpara 2.7) is prepared, reviewed and revised;
 - The matters covered by the strategy and the periods covered by it from time to time;
 - How the carrying out of functions by the Director General is to be monitored and reviewed by other members of the Office;
 - The giving of advice to the Director General by other members of the Office in connection with the carrying out of functions by the Director General;
 - The keeping of written records of instances where the Director General has not followed advice given by other members of the Office and the reasons for not doing so;
 - How non-executive members of the Office are to give practical effect to the requirement that the Director General is to act independently when making decisions in connection with the carrying out of the Director General's functions; and
 - Whatever other provision the Director General and the Office think appropriate.
- 2.12 The Director General and the Office must:
- jointly review the Code regularly and revise it as appropriate;

- comply with the Code; and
- jointly publish the Code (or revised Code) – stating the time from which it takes effect.

2.13 The Code is annexed at Annex 1.

3. DELEGATION BY THE DIRECTOR GENERAL OF THEIR FUNCTIONS / POWERS

3.1. The Director General has made delegation arrangements in relation to the exercise of their functions / powers (further to paragraph 6A of schedule 2 of the PRA). These delegation arrangements are detailed in the 'Director General Operational Scheme of Delegation'. The Director General will separately delegate budgets, procurement and financial authority through a Director General Financial Scheme of Delegation.

3.2. The 'Director General Scheme of Delegation' is annexed at annex 2. These delegations will remain in effect and not be revoked by the Director General becoming incapacitated or the office becoming vacant and in such circumstances the delegations in force immediately before will remain in force until varied or revoked by a subsequent holder of the office appointed by way of special meeting or otherwise

4. DELEGATION BY THE OFFICE OF ITS FUNCTIONS TO COMMITTEES AND STAFF

4.1. By way of background to the delegation by the Office of its functions, the arrangements for the proceedings of the Unitary Board (including the quorum for meetings and the establishment of committees) are as the Office may determine (paragraph 10(1) of Schedule 2). These arrangements are detailed in paragraph 11 of these Standing Orders.

4.2. Restrictions on the quorum for Unitary Board meetings and on the composition of the audit committee

4.2.1. By law these arrangements **must** include provision for:

- the quorum for meetings of the Unitary Board – which can only be met if a majority of members present are non-executive members (paragraph 10(1A)(a) of schedule 2 PRA) (further detail as to quorum for Unitary Board meetings is provided at paragraph 10.12 below);
- an audit committee of the Office to be established to perform such monitoring, reviewing and other functions as are appropriate (paragraph 10(1A)(b) schedule 2 PRA);
- that the audit committee consists of **only** non-executive members of the Office (paragraph 10(1B) of schedule 2 PRA). An Audit and Risk Assurance Committee has been created to fulfil this statutory requirement.

4.3. Other committees

4.3.1. The Office may establish other committees whose membership may include:

- non-executive members of the Office;
- Office staff; and

- other persons who are not members of the Office (paragraph 10(2) schedule 2 PRA).
- 4.3.2. The Office may arrange for persons selected by the Office to attend meetings of the Office or of any committee (paragraph 10(3) schedule 2 PRA). The Office may: pay such remuneration and allowances as it may determine to members of committees who are neither members of the Office nor members of Office staff; and make such payments for the reimbursement of expenses incurred by persons attending Office or committee meetings (paragraph 10(4) Schedule 2 PRA).
- 4.3.3. The composition and terms of reference of these committees is set out in the annex 3 below.
- 4.4. **Delegation**
- 4.4.1. The Office may delegate the carrying out of any of the Office's functions to:
 - a committee established by the Office;
 - one or more members of the Office;
 - one or more members of the Office's staff.
- 4.4.2. Such delegation must be under the general direction of the Office (paragraph 10(5) schedule 2 PRA).

5. INTERPRETATION

- 5.1. Any expression to which a meaning is given in the Police Reform Act 2002 (as amended from time-to-time) or related Regulations or Orders, shall have the same meaning in this interpretation. In addition, the following are defined terms:
- 5.2. "ACCOUNTING OFFICER" shall be the member of staff responsible and accountable for funds entrusted to the Office. He/she shall be responsible for ensuring the efficient and effective running of the Office and the proper stewardship of public funds and assets. Formally the Accounting Officer in a public sector organisation is the person who Parliament calls to account for stewardship of its resources. The principal Accounting Officer of the Home Office will normally appoint the Director General of the Office as its Accounting Officer.
- 5.3. "AUDIT AND RISK ASSURANCE COMMITTEE" is the committee appointed by the Office to perform such monitoring, reviewing and other functions as are considered appropriate by the Office. It is composed exclusively of non-executive members of the Office and satisfies the paragraph 10(1A)(b) and (1B) schedule 2 PRA statutory requirements.
- 5.4. "UNITARY BOARD" means the 'Office' when meeting in a governance capacity and is composed of the Director General and at least six other members – appointed in accordance with the provisions outlined below. References to 'Unitary Board' are also shortened to the 'Board'.
- 5.5. "BUDGET" shall mean a resource, expressed in financial terms, provided by HM Government, to the Director General for the purpose of carrying out, for a specific period, any or all of the functions of the Director General and Office.
- 5.6. "COMMITTEE" shall mean a committee established by the Office.

- 5.7. "COMMITTEE MEMBERS" shall be persons formally appointed by the Office to sit on or to chair specific committees.
- 5.8. "DIRECTOR GENERAL" is a person appointed by His Majesty to be Director General of the Office. They are automatically a member of the Office, but exercise separate statutory functions compared with the Office. Their general functions are set out in section 10A PRA and they are responsible for all operational decision-making undertaken by Office staff.
- 5.9. "MOTION" means a formal written proposition to be discussed and voted on during the course of a meeting. Motions may only be proposed and seconded by Office members.
- 5.10. "MEMBER OF STAFF" means an employee of the Office.
- 5.11. "SI" means Statutory Instrument. Statutory Instruments are a form of legislation which allow the provisions of an Act of Parliament to be subsequently brought into force or altered without Parliament having to pass a new Act. They are also referred to as secondary, delegated or subordinate legislation. Acts of Parliament confer powers on Ministers to make more detailed orders, rules or regulations by means of statutory instruments. An Act will often contain a broad framework and statutory instruments are used to provide the necessary detail that would be too complex to include in the Act itself. Statutory instruments can also be used to amend, update or enforce existing primary legislation.
- 5.12. "SENIOR INDEPENDENT DIRECTOR (SID)" means the Non-Executive Office member appointed by the Home Secretary as Senior Independent Director.
- 5.13. "SOs" means Standing Orders.

6. ROLES AND RESPONSIBILITIES OF KEY MEMBERS OF STAFF:

- Governance Officer – responsible for ensuring that the Board and Committees run in accordance with the Standing Orders and that other key governance documentation is adhered to.
- Governance Advisor – responsible for providing the day to day support to the Committees and in supporting the relevant individuals in their chairing of these groups.
- Risk and Audit Manager – responsible for both the 9 month and annual governance statement, working with relevant members of the business to provide a draft for the DG's approval.

7. THE OFFICE

- 7.1. All business shall be conducted in the name of the Independent Office for Police Conduct – the Office.

8. COMPOSITION OF THE OFFICE

- 8.1. In accordance with section 9 of the PRA (as amended by the Policing and Crime Act 2017) the Office consists of:
- the Director General, appointed by His Majesty; and
 - at least six other members.

8.2. The other members are either:

- non-executive members (appointed by the Secretary of State and who cannot be Office employees – but may have been employees before appointment); or
- employee members (who are employees recommended by the Director General to be Office members but who can only be appointed as members by the non-executive members of the Office)

8.3. The composition of Office membership is such that the majority of members must be non-executive members (the Director General being considered an executive member of the Office for these purposes).

9. APPOINTMENT OF THE CHAIR AND UNITARY BOARD MEMBERS

9.1. The Director General, as Chair of the Board, is appointed by His Majesty. Non-Executive Board members are appointed by the Secretary of State. Executive Board members (Office employees) are appointed by the Non-Executive members on the recommendation of the Director General.

10. APPOINTMENT OF SENIOR MEMBERS OF STAFF

10.1. The Director General appoints senior members of staff and will decide the appointment panels for Management Board posts (other Director panels may be determined by the Deputy Directors General in consultation with the Director General). Non-Executive Directors will not normally be members of appointment panels for staff positions below Deputy Director General or Management Board level except at the request of the Director General. Further details on the role of NEDs in the recruitment process for senior positions is set out within the IOPC's Recruitment Policy.

11. UNITARY BOARD MEETINGS

11.1. Calling Meetings

11.1.1. Ordinary meetings of the Unitary Board shall be held at such times and places and by whatever means of communication, including by video or telephone conference, as the Chair may determine.

11.1.2. A provisional schedule of ordinary Unitary Board meetings will be published annually.

11.1.3. The Unitary Board may call a special meeting of the Unitary Board at any time. Any one-third of the Unitary Board may requisition such a meeting, in writing and signed by those Unitary Board members.

11.1.4. If on receipt of that requisition the Chair refuses or fails to call a Board meeting within twenty one days, such one-third or more Board members may call a meeting.

11.2. Notice of Unitary Board Meetings

11.2.1. At least five working days before a scheduled Board meeting a notice of the date, time and place of the intended meeting and business to be considered shall be communicated to every Board member.

11.2.2. Where a special meeting is called by Board members in accordance with SO [11.1.3] the notice shall be signed by those Board members and shall specify the business proposed to be transacted. No other business shall be transacted at the meeting other than that specified in the notice.

11.2.3. Failure to serve a notice of a meeting on more than three Board members will invalidate the meeting. Quorum requirements as set out in section 11.12 below apply.

11.3. **Setting the Agenda**

11.3.1. The Board may determine that certain matters shall appear on every agenda for a meeting of the Unitary Board. The Director General as Chair determines the final agenda for each meeting.

11.3.2. A Board member wishing to include a matter on an agenda shall notify the Chair in writing at least 14 calendar days before the meeting. Requests made less than 14 days before a meeting will not be accepted unless the Chair considers that it is an urgent item that should be included on the agenda.

11.3.3. Arrangements can be made at the request of the Chair for decisions of the Board to be taken outside the meeting by email or by whatever means as may be appropriate. The outcome will be made known to the Board and recorded by the Chair at the next formal meeting of the Board through the minutes and actions report setting out the background and the decision.

11.4. **Chair of Meeting**

11.4.1. At any meeting of the Board, the Chair, if present, shall preside. If the Chair is absent from the meeting the Senior Independent Director shall preside. If the Chair and Senior Independent Director are both absent, the Board members present will choose a member to chair the meeting.

11.4.2. If the Chair is absent from a meeting temporarily on the grounds of a declared conflict of interest, the Senior Independent Director shall preside. If the Chair and Senior Independent Director are absent, or are disqualified from participating, the Board members present shall choose a member to chair the meeting.

11.4.3. Any staff member may attend by invitation of the Chair to present business and advise the Board as appropriate and support the Chair in the effective running of the meetings.

11.5. **Notices of a Formal Motion**

11.5.1. Written notice to move a formal motion shall be sent to the Chair at least 14 calendar days before the meeting. Details of the formal motion shall be included with the agenda.

11.6. **Right of Reply and Amendments**

11.6.1. The mover of a formal motion shall have a right of reply at the close of any discussion on the motion or any amendment to it.

11.6.2. When a formal motion is under discussion or prior to discussion it shall be open to a Board member to move:

- An amendment to the motion.
 - The adjournment of the discussion or the meeting.
 - That the meeting proceed to the next business.
 - The appointment of an ad hoc committee to deal with a specific item of business.
 - That the motion be now put.
- 11.6.3. No amendment to the formal motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment is not properly regarded as an amendment to, or negates the substance of, the formal motion.
- 11.7. **Withdrawal of Formal Motion or Amendments**
- 11.7.1. A formal motion or amendment once moved and seconded may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Chair.
- 11.8. **Chair's Ruling**
- 11.8.1. The decision of the Chair of the meeting on questions of order, relevancy, regularity, including procedure on handling formal motions, and his/her interpretation of the Standing Orders, shall be final, except in the case of an error of law or mistake of fact.
- 11.9. **Voting**
- 11.9.1. Any question at a meeting shall be determined by a majority of the votes. In the case of any equality of votes, the SID, or if not present, the Chair, of the meeting shall have a second or casting vote.
- 11.9.2. All questions put to the vote shall, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands.
- 11.9.3. Arrangements can be made at the request of the Chair for the voting to be conducted by email or by whatever means as may be appropriate. The outcome will be made known to Board members and recorded by the Chair at the next formal meeting of the Board through the minutes and actions report.
- 11.9.4. If at least one-third of the Board members so request, the voting on any question may be recorded to show how each Board member present voted or abstained.
- 11.9.5. If a Board member so requests, his/her vote shall be recorded by name upon any vote.
- 11.9.6. In no circumstances may a Board member vote by proxy.
- 11.10. **Minutes**
- 11.10.1. The minutes of the proceedings of a meeting shall be drawn up by a delegated member of the Office's staff, and submitted for agreement at the next ordinary meeting where they will be signed by the Chair. The draft minutes will be presented to the Chair and circulated to Board members following the Chair's approval.

- 11.10.2. No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate.

11.11. Record of Attendance

- 11.11.1. The names of the Board members present at the meeting shall be recorded in the minutes. It is expected that Board members will make every effort to attend meetings. Where a Board member is not able to attend it is expected that they will advise the Chair in advance of the meeting.
- 11.11.2. An attendance register shall be maintained throughout the year for all Board and Committee meetings, and shall be included as required within the Accounting Officer's governance statement, and hence published within the organisation's annual report and accounts.
- 11.11.3. A member of staff's status when attending a meeting shall be recorded in the minutes.

11.12. Quorum

- 11.12.1. The quorum for Board meetings shall be 3 members which can include the Chair and employee members of the Office. At all times the majority of members present must be Non-Executive members.
- 11.12.2. If a Board member has been disqualified from participating in discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest, he/she shall no longer count towards the quorum.
- 11.12.3. If a quorum is then not available for the discussion and/or the passing of a formal motion on any matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting.
- 11.12.4. The meeting must then proceed to the next business.

11.13. Publication of agendas and minutes of Board and Committee meetings

- 11.13.1. The minutes of Unitary Board meetings will be published, where possible, on the IOPC website as soon as signed by the Chair. The Chair will also decide if any additional reports should be published as standard.

12. COMMITTEES

- 12.1. The Board may establish committees of the Board, consisting wholly or partly of Board members, members of Office staff and other persons who are neither Board members nor Office staff. The exception to this is that the Office must establish an Audit and Risk Assurance Committee whose membership must be exclusively non-executive members of the Board.
- 12.2. Members of the committees will have full membership status and voting rights. Other staff may attend at the invitation of the committee chair to advise or observe but in neither case would individuals become members of the committee.
- 12.3. The Standing Orders of the Office, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Board.

- 12.4. Each committee shall have terms of reference and functions and be subject to conditions, for example, reporting back to the Board, as determined by the Board. Terms of reference shall have effect as if incorporated into the Standing Orders and will be subject to regular review. All Office functions delegated to committees will remain under the general direction of the Board.
- 12.5. Each committee shall periodically review its performance including the following examples of governance processes:
- Relationships and communication with stakeholders and other committees;
 - Business risk and internal control;
 - Role and remit;
 - Financial information and regulatory matters;
 - Membership, induction, and training.
- 12.6. Committees may not delegate their functions to a sub-committee unless expressly authorised by the Board.
- 12.7. The Board shall approve the appointments to each of the committees that it has formally constituted, including the appointment of the chair. Only non-executive members of the Office will be appointed to the Audit and Risk Assurance Committee.
- 12.8. For all other appointments, where the Board determines that persons, who are neither Board members nor members of staff, shall be appointed to a committee, the terms of such appointment, including the payment of expenses shall be determined by the Board within existing IOPC policies.

13. VARIATION AND AMENDMENT OF STANDING ORDERS

- 13.1. These Standing Orders shall be amended only if:
- a notice of motion under SO [11.5] has been given; and
 - no fewer than half the total of Board members vote in favour of amendment; and
 - at least two-thirds of the Board members are present; and
 - the variation proposed does not and could not contravene a statutory provision.

14. BOARD MEMBERS' CODE OF CONDUCT

- 14.1. Executive members of the Board (including the Director General) must adhere to the IOPC Code of Conduct which includes provisions for, but is not limited to, the registration of declaration of interests, the standards of business conduct and the registering of gifts and hospitality. Non-executive members must adhere to the Cabinet Office Code of Conduct for Board Members of Public Bodies.
- 14.2. IOPC non-executive directors are public appointees and as such are not IOPC members of staff. As a result, NEDs are not bound by IOPC Employment Policies but in view of their leadership role, NEDs are expected to adopt the spirit of non-

employment organisational policies and procedures and to not engage in any activity or behaviour which would be at odds with them. This includes, in particular, policies relating to equality, diversity and inclusion.

15. CUSTODY OF SEAL AND SEALING OF DOCUMENTS

15.1. Custody of Seal

- 15.1.1. The common seal of the Office shall be kept by the Director General's Private Office in a secure place.

15.2. Sealing of Documents

- 15.2.1. In accordance with paragraph 12 of Schedule 2 PRA the application of the Office's seal to any document shall be authenticated by:

- any member of the Office; or
- any other person authorised by the Director General (whether generally or specifically) for that purpose.

15.3. Register of Sealing

- 15.3.1. An entry of every sealing shall be made and numbered consecutively in a document provided for that purpose, and shall be signed by the persons who shall have approved and authorised the document and those who authenticated the seal. The register of sealing will be available for inspection on request.

15.4. Signature of Documents in relation to legal proceedings

- 15.4.1. Where a signature on any document is a necessary step in legal proceedings involving the Office, it shall be signed by a qualified lawyer authorised to conduct litigation and instructed to do so for and on behalf of the Office. Such a lawyer includes: in-house solicitors and barristers (with the necessary professional authorisation) working in the Office's Legal Services; and, external solicitors instructed through the Office's Legal Services.

16. STANDING ORDERS

16.1. Standing Orders to be given to Board Members and staff

- 16.1.1. It is the duty of the Director General to ensure that Board members and staff are notified of and understand their responsibilities within the Standing Orders. Updated copies will be available on The Hub and on the external website.

16.2. Documents Having the Standing of Standing Orders

- 16.2.1. The following shall have the effect as if incorporated into the Standing Orders:

- The Office Code of Practice
- Director General Scheme of Delegation
- Committee Terms of Reference
- IOPC Code of Conduct
- Cabinet Office Code of Conduct for Board members of public bodies
- Framework Document

16.3. **Review of Standing Orders**

16.3.1. Standing Orders shall be reviewed annually by the Board.

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