



PRESS RECOGNITION PANEL BOARD MEETING

26th meeting of the Press Recognition Panel
16:00, Tuesday 20 December 2016
Mappin House, 4 Winsley Street, London W1W 8HF

AGENDA

Indicative timings

Public session

- | | | | |
|----|--|--------|---------------|
| 1. | Welcome | Chair | 16:00 |
| 2. | Apologies for absence | Chair | 16:00 |
| 3. | Declarations of interest | Chair | 16:00 |
| 4. | Minutes of the meeting held on 24 Nov, outstanding actions and matters arising
<i>For noting</i> | Chair | 16:00 – 16:05 |
| 5. | Chief Executive's Report - December 2016
Paper PRP59(16)
<i>For noting</i> | SU | 16:05 – 16:10 |
| 6. | Finance report - November 2016
Paper PRP60(16)
<i>For noting</i> | SU/JS2 | 16:10 - 16:15 |
| 7. | Annual Governance Framework Review
Paper PRP61(16)
<i>For decision</i> | SU/CR | 16.15 – 16:20 |
| 8. | Any other business and close of public session
<i>Including comments from the floor</i> | Chair | |

Confidential session

- | | | | |
|-----|--|-------|---------------|
| 9. | Government's Consultation on Press Regulation
Paper PRP62(16)
<i>For discussion</i> | SU/PN | 16:30 – 17:15 |
| 10. | Pre-action Protocol Letter – response
Paper PRP63(16)
<i>For decision</i> | SU | 17:15 – 17:30 |

11. Any other business and close of confidential session

Date and time of next meeting: Thursday 26 Jan 2017, at Mappin House, 4 Winsley Street, London W1W 8HF, starting at 16:00.

PRESS RECOGNITION PANEL
Minutes of the 25th meeting of the Press Recognition Panel Board
held on 24 November 2016 at Mappin House, 4 Winsley Street, London W1W 8HF

Present: Dr David Wolfe QC (Chair), Tim Suter, Carolyn Regan, Harry Rich, Emma Gilpin-Jacobs and Harry Cayton.

In attendance: Susie Uppal (Chief Executive), Paul Nezandonyi (Head of Communications and Stakeholder Management), Saima Ansari (Executive Administration Manager), Adam Gibbs and Megan Archer (JS2 Ltd), Caroline Roberts (Head of Regulatory Affairs) (Agenda Items 8 to 10 only) and Simon Edwards (Regulatory Affairs Manager) (Agenda Items 8 to 10 only)

BOARD MEETING – PUBLIC SESSION

Welcome

1. The Chair **welcomed** Members and attendees to the twenty fifth meeting of the Press Recognition Panel Board.
2. The Chair also **welcomed** the members of the public who were in attendance, who confirmed that they were happy to be named as having been present: James Connal (Capital PR), Evan Harris (Hacked Off) and Nathan Sparkes (Hacked Off).

Declaration of members' interests

3. There were no new interests to declare.

Minutes of the meeting held on 25 October 2016, outstanding actions and matters arising

4. The minutes of the meeting held on 25 October were recorded as correct and the Chair formally **noted** the cross reference at para 13 to the "PRP

Board decision in respect of the application for recognition from IMPRESS: The Independent Monitor of the Press CIC” dated 25 October 2016” and noted that this document formed part of the approved Minutes. The Chair would sign a copy of the Minutes as a correct record. The Chair and Board thanked the Executive for producing the thorough decision document.

5. The log of outstanding Board actions was **noted** and **agreed**.
6. The Board **noted** that there were no other matters arising that were not covered elsewhere on the Agenda.

Chief Executive’s Report – November 2016 – Paper PRP53(16)

7. The Board received a paper which provided an update on Executive activity since the last Board meeting on 25 October.
8. The Chief Executive updated the Board on matters since her report was drafted:
 - the IMPRESS decision document had been published on 21 November with the referenced background documents and apart from emails acknowledging receipt, there had been no further public response;
 - 29 responses to the vacancy for an independent member for the Nominations Committee had been received and three candidates were scheduled to be interviewed on 1 December by Tim Suter, Harry Cayton and Susie Uppal;
 - in relation to stakeholder engagement, correspondence had been received from Sarah Wollaston MP asking if we had a view on the Government’s consultation;
 - in relation to stakeholder meetings, Yasmin Qureshi MP had requested a meeting with the Chair and this was in the process of being arranged;
 - following the Secretary of State’s letter to the Chair regarding the s40 consultation, a provisional meeting has been scheduled for the afternoon of 19 December;
 - Board members were welcome to come along to any of the meetings which were being arranged and should let the Chief Executive know if they were available to attend closer to the time. Further details and timings will be provided closer to the date;
 - a note will be circulated of the meeting held with Lord David Lipsey on 26 October.
9. The Board **noted** the contents of the Chief Executive’s report.

Finance Report June 2016 – Paper PRP54(16)

10. The Board received a paper which updated the Board on the financial position as at 31 October.
11. The following points were raised in discussion:
 - the Board **noted** the latest financial position as at 31 October and Harry Rich confirmed that he continues to monitor the finances with the Chief Executive;
 - the Board **noted** the mid-year rebalancing of the budget and the forecast outturn for the year to 31 March 2017; and
 - the Board **agreed** with the recommendation to retain the current banking arrangements.

Any other business and close of public session

12. Evan Harris
 - (1) Expressed thanks on behalf of Hacked Off stakeholders for the exemplary way the decision meeting had been conducted and the effort and time that had been expended to produce the decision document. The Board noted the comments.
 - (2) informed the PRP Board that there was significant misinformation and inaccurate information being put into the public domain. He cited the Daily Mail article of 2 Nov as an example of reckless accusations and gross misrepresentations of facts. The Chair confirmed that it is the PRP's position to correct misinformation and inaccuracies in the media. The Chair added that the PRP welcomed being notified by others of instances where misinformation had been published about the PRP.
 - (3) commented that in his view the update on key external matters (Annex A to the Chief Executives Report) cited media articles that may not necessarily reflect a full representation of views and that we may wish to consider media blogs/analysis that are considerably more supportive as part of the external matters report. The Chair confirmed that the PRP had daily visibility of media information from a variety of sources in addition to the information captured in the Annex.
 - (4) provided a note shortly prior to the meeting making two short comments regarding the way the PRP had described exemplary damages and s40 in a recent communication. The Chair thanked Evan Harris and stated that the PRP was always willing to consider information and thoughts from anyone who wished to provide them.
 - (5) said that Hacked Off considered the annual report on the state of

recognition as an exemplar – it was well written and well-constructed. Evan said PRP should consider providing hard copies of its report to Parliamentarians. The Chair confirmed that the PRP had provided copies to the appropriate select committees and upon request but would reflect on whether to provide further hard copies to other parliamentarians.

(6) said he was here to express the collective views of individuals who had suffered because of media intrusion and who were appalled at the Government's consultation and the clear bias of the questions. Hacked Off would be publishing a reply on the inaccuracies of the Government's proposals. There was strong feeling between individuals and the public.

13. James Connal requested clarification whether the House of Lords Communications Committee and the Culture Media and Sport Committee will be held on the same day as stated in the Chief Executive's report. The Chief Executive confirmed that this is the case.

BOARD MEETING – CONFIDENTIAL SESSION

[Redacted]

Date and time of next meeting

31. The next scheduled meeting of the Board will take place at 16:00 on Tuesday 20 December 2016 at Mappin House, 4 Winsley Street, London W1W 8HF.

Drafted: Saima Ansari
Executive Administration Manager

Signed: Dr David Wolfe QC
Chair

Dated: 14 December 2016

PRESS RECOGNITION PANEL

Log of outstanding Board actions as at 14 December 2016

Actions completed or addressed by Papers from subsequent meetings have been removed from the log

Actions outstanding from the meeting held on 24 November 2016	
Paper PRP55(16) Update of the ARC meeting held on 24 October	
1.	[Redacted]
Paper PRP56(16) Government’s consultation on Press Regulation	
2.	[Redacted]
3.	[Redacted]
Paper PRP57(16) Developing a Fee Framework for Applications and Regulators	
4.	[Redacted]
Paper PRP58(16) Board Effectiveness Evaluation	
5.	[Redacted]
Actions outstanding from the meeting held on 25 October 2016	
Paper PRP46(16) Draft annual report on the success / failure of the recognition system	
6.	<p>Counsel’s advice to be sought, where necessary, on clarifying who does and does not fall within the focus of the Charter and 2013 Act plus any other points requiring clarification. Such advice to be placed in the public domain at the appropriate stage.</p> <ul style="list-style-type: none"> <i>Progressing: This action was initially raised during discussion on Paper PRP16(16) State of Recognition Report update 28 April 2016. Conference with Counsel has now taken place as a result FAQ’s will be updated shortly. The advice confirmed the correctness of what we had said in summary on the point in the draft annual report. Action to be closed.</i>
Actions outstanding from the meeting held on 28 June 2016	
Paper PRP34(16) Draft plans for annual Board evaluation 2016	
7.	<p>Proposals for reviewing Board performance for 2016 to be progressed, and dates for Board Members’ appraisals to be agreed</p> <ul style="list-style-type: none"> <i>Progressing – Paper PRP58(16) Board Effectiveness Evaluation was considered by the Board on 24 November 2016. This part of the Action is to be closed.</i> <i>Dates for Board Members appraisals to be agreed.</i>

Actions outstanding from the meeting held on 18 November 2015	
Paper PRP65(15) – Review of Board Members’ remuneration	
8.	A further review of remuneration rates to take place in autumn 2016, on the basis that at that point, the Board will have made decisions about the PRP’s work plan and future resourcing requirements which will determine the workload and frequency to Board meetings to the end of 2017. <ul style="list-style-type: none">• <i>This item has been deferred for consideration until January 2017.</i>



PRESS RECOGNITION PANEL BOARD

CHIEF EXECUTIVE'S REPORT – DECEMBER 2016

Meeting: 20 December 2016

Status: for noting

Lead responsibility: Susie Uppal,
Chief Executive

Contact details: 07790034348 or
020 3443 7072

Purpose

1. The purpose of this paper is to provide an update to the Board on Executive activity since the last Board meeting on 24 November 2016.
2. The Board is invited to **note** the contents of the Chief Executive's report.

Executive Summary

3. The Board is being updated in respect of organisational issues that have progressed since the 24 November 2016 Board meeting.

Background and analysis

Delivery highlights / business plan update / key projects update

IMPRESS

Maintaining awareness

4. We are maintaining an awareness to ensure IMPRESS continues to meet the recognition criteria. To do this we will be arranging to meet with IMPRESS on a regular basis. In addition to this, our website contains details about how the public and third parties can provide feedback on IMPRESS' ongoing compliance with the Charter criteria (as set out in our guidance on ad hoc and cyclical reviews).

Whistleblowing service

5. In line with the commitment given in our Guidance to applicants, the whistleblowing service is now live. The internal procedures are also being

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updated to record the process of collating information and assessment of it, again in line with our guidance on ad hoc reviews and cyclical reviews.

Independent Member of the Nominations Committee

6. Three candidates were interviewed on 1st December by Tim Suter, Harry Cayton and I. Following a competency based interview, a candidate was selected and has now been approved by the Board as the independent NOMCO member. The selected individual has been offered the appointment subject to satisfactory references.

Stakeholder engagement

Correspondence

7. Following the Board's decision to recognise IMPRESS, we have received a pre-action protocol for Judicial Review from a law firm representing the News Media Association. We are currently preparing a response - Paper PRP 63(16) refers.

Stakeholder meetings

8. On 1 December 2016, the Chair, Tim Suter and I met with Lord Best. A note of the meeting is currently being agreed and will be circulated to the Board and published on our website shortly.
9. On 6 December 2016, the Chair gave evidence to both the Commons Culture, Media and Sports Committee and the Lords Communications Committee. For the latter session, the Chair was accompanied by Tim Suter. A transcript of the former session has been circulated to the Board and is also available on the PRP's website. The transcript of the Lords Communication Committee session was as of 12 December, not available.
10. The Chair and Harry Cayton and I will meet with the Secretary of State for Culture, Media and Sport on 19 December 2016. An agreed note of the meeting will be circulated to the Board and published on our website in due course.
11. The Chair has received a request for a meeting from Lord Fairfax. A date for meeting is currently being arranged.

Research update

Annex A includes an update on key external matters relevant to our work.

Corporate services update

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Finance

12. I met with the NAO and JS2 on 8 December to discuss the planning for the annual audit that will take place in April 2017.

Implications

13. The implications of decisions taken by the Board as set out in this paper are as follows:
 - Budget – any budget considerations are referenced in individual Board papers. There are no specific implications in addition to the issues referenced;
 - Legislation – no specific implications;
 - Resources – any resourcing considerations are referenced in individual Board papers. There are no specific implications other than these;
 - Equality, Diversity and Inclusion – no specific implications.

Devolved Nations

14. There are no implications/differences in relation to the areas of work covered in this paper and the devolved nations.

Communications

15. Communications issues are dealt with at paragraphs 7-11 of the Paper. There are no other issues to report which have communications implications, so far as I am aware.

Risks

16. There are a range of risks involved in the areas of work covered in this Paper.

Recommendations

17. The Board is asked to **note** the contents of the Chief Executive's report.

Attachments

Annex A – Update on key external matters

Update on key external matters

1. The update on key external matters is a research-informed piece based on a sample of information available in the public domain.

Commercial Landscape

2. The landscape of news publishers continues to be ever-changing. Dennis publishing has closed the print edition of weekly men's lifestyle magazine Coach, a little over a year after launching the title. The magazine will continue online.
3. Women's lifestyle magazine Essentials has closed as publisher Time focuses efforts on "digital growth".
4. The latest National Readership Survey figures show that the Sun's print readership fell by 8 per cent. However, after removing its online paywall in November last year, the publisher has recorded a ten-fold increase year-on year in its mobile audience and nearly doubled its overall readership in a year. This growth trend in mobile consumption was seen across the sector. Simon Redican, chief executive of The Publishers Audience Measurement Company (PAMCo), said: "The latest data shows that published media continues to have almost ubiquitous market saturation, with consumption of publishers' content via mobile platforms continuing to grow again this quarter. In addition, what is striking is that despite popular perceptions, reach amongst young audiences is actually higher than for the population as a whole."
5. The Guardian reported that the Financial Times this month passed a significant milestone by securing more revenues from digital than print. It means that the Financial Times can claim to be the first mainstream UK newspaper to be able to describe itself as a truly "digital content business." Its total paid circulation, combining print and digital, stands at 843,000, up 75,000 (about 13%) year on year. Three quarters of those are digital-only subscribers.
6. Full year results for DMG Media show revenue for Mail Online rose by 28 per cent to £93m, up from £73m on the year before. The Daily Mail and Mail on Sunday saw revenue fall by £15m to £484m.
7. Continuing the trend towards partnerships seen in the landscape, particularly between 'traditional' and digital titles, VICE and the Guardian have announced a multiplatform initiative that will provide VICE with access to original investigative news reporting from a unit of dedicated Guardian journalists, and the Guardian with access to VICE's video production skills, distribution platform and a young engaged audience.

Academic and research

8. A YouGov poll for IMPRESS examined public trust in the press. According to IMPRESS, the results show that 11% of people in the UK trust journalists at mid-market newspapers, whilst fewer than one in ten trust journalists at tabloids such as The Sun and the Mirror. Journalists at broadsheets and local newspapers do not fare much better, with just 36% of the public trusting them to tell the truth.

Political

9. The Commons Culture, Media Sport Committee held a further evidence session on 'Dealing with complaints against the Press' on 6 December 2016, following its meeting with IPSO back in September 2016. The Committee heard evidence from Hacked Off, IMPRESS, Sir Joseph Pilling, the author of the external IPSO review, and the PRP.
10. The Lords Communications Committee held an evidence session on press regulation on 6 December 2016. The Committee heard from the News Media Association, IPSO, Hacked Off and the PRP. A further session was held on 13 December 2016, during which IMPRESS and the Secretary of State for Culture, Media and Sport give evidence.

Campaigns

11. On 6 December 2016, Sir Vince Cable, former Secretary of State for Business Innovation and Skills and former Liberal Democrat MP for Twickenham, delivered Hacked Off's fourth Annual Leveson Lecture. He spoke about several issues, including the Government's 10-week consultation on Leveson implementation. He expressed concerns that the issues that gave rise to the Leveson inquiry will happen again if the Government does not go ahead with plans for press regulation.
12. Bob Satchwell, Executive Director of the Society of Editors, said: "This is an issue that will affect everyone. The decision about the introduction of crippling costs orders would inhibit the ability of people's favourite papers and magazines to inform their readers of issues that seriously affect their lives. The campaign is to encourage participation in the Government's consultation on press regulation.
13. Hacked Off has also launched a campaign to encourage participation in the consultation. Hacked Off is calling on the government to commence section 40. In addition, Hacked Off founder Brian Cathcart has argued that this consultation is flawed: 'Official consultation documents are supposed to provide the public with a fair account of the issues but this one doesn't do that because the government is clearly determined to favour its close friends in the press. Despite their best efforts, however, civil servants have been unable to conceal the abject weakness of the press case.'

Legal and regulatory

14. Paul Dacre has stepped down as Chair of the Editors' Code Committee. The Code is used by both IPSO and IMPRESS.
15. IPSO has launched a public consultation on possible changes to the Editors' code.



PRESS RECOGNITION PANEL BOARD

FINANCE REPORT – NOVEMBER 2016

Meeting: 20 December 2016

Status: for noting

Lead responsibility: Susie Uppal, Chief Executive

Contact details: Susie Uppal, Adam Gibbs (JS2)

Purpose

1. The purpose of this paper is to update the Board on the finance and banking position as at 30 November 2016.
2. The Board is invited to **note** the latest financial position.

Background and analysis

Finance

3. At the meetings held on 5 and 18 December 2014, the Board noted that finance reports would be added to the agenda for each Board meeting.
4. A bank-reconciled set of management accounts as at 30 November 2016 is attached at Annex A.
5. A reforecast of the results to 31 March 2017 was circulated to the Board for the November 2016 Board meeting. Actual results are now being compared to the reforecast rather than the approved budget.
6. The deficit for the period ended 30 November 2016 is £476,522 against the November 2016 forecast of £474,609. This represents a negative variance of £1,913 on forecast to the year to date and a positive variance of £54,698 on the original budget for the year to date. There were no significant variations between the forecast and actual result.
7. The Board will have noted that a pre action protocol letter has been received. If the matter proceeds to Judicial Review this will have an impact on the forecast for HR and legal costs. The Board will be kept notified of any such changes.
8. JS2 Ltd will be in attendance at the meeting to answer any detailed questions about the format that Board Members may have.

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9. The Board is invited to **note** the latest position regarding the Panel's finances.

Devolved Nations

10. There are no specific implications/differences in relation to the areas of work covered in this paper and the devolved nations.

Communications

11. There are no specific communications implications to draw out.

Risks

12. A robust and defensible position in relation to the Panel's finances is required in order to avoid reputational damage and to ensure compliance with *Managing Public Money*.

Recommendations

13. The Board is asked to **note** the latest financial position.

Timeline for future work

14. JS2 Ltd will continue to provide updates on the Panel's financial position at monthly meetings of the Board.

Attachments

Annex A – Management accounts as at 30 November 2016

Press Recognition Panel

MANAGEMENT ACCOUNTS

8 Months to November 2016

Press Recognition Panel
Period ended 30 November 2016

	8 Months to November 2016			Full year to March 2017	
	Actual	Nov 16		Budget	Nov 16 Forecast
		Forecast	Variance		
	£	£	£	£	£
Income					
Bank Interest	2,855	3,055	(200)	2,400	3,855
Total Income	2,855	3,055	(200)	2,400	3,855
Expenditure					
Board costs					
Board Salaries & NIC	43,614	43,314	300	66,024	65,422
Board Travel & Subsistence	64	114	(50)	1,200	314
Total Board Costs	43,678	43,428	250	67,224	65,736
Communications					
Consultation Events & Launch	-	-	-	6,000	-
Consultation Document & Translation	9,261	9,261	-	28,950	10,561
Website & Visuals	4,244	4,371	(127)	5,784	7,517
Total Communications Costs	13,505	13,632	(127)	40,734	18,078
Overheads					
Salaries & NIC	297,939	297,533	406	393,788	406,791
HR & Recruitment	5,116	5,145	(29)	26,864	23,233
Serviced and Virtual Offices	64,650	63,900	750	111,912	94,060
Meeting rooms	5,626	5,301	325	8,886	7,961
Travel & Subsistence	60	160	(100)	1,800	560
Information Technology	4,793	4,834	(41)	3,812	7,038
IT hardware	-	-	-	1,200	1,200
Audit & Accountancy	18,023	17,923	100	44,208	42,603
Printing & Stationery	8,746	8,822	(76)	9,280	9,962
Insurance	4,201	4,196	5	9,368	8,872
Legal	8,400	8,400	-	30,000	20,000
Subscriptions & publications	3,764	3,522	242	4,512	6,020
Finance Charges	194	130	64	300	230
Sundry expenses	682	738	(56)	1,800	1,338
	422,194	420,604	1,590	647,730	629,868
Total Expenditure	479,377	477,664	1,713	755,688	713,682
(Deficit) for the period	(476,522)	(474,609)	(1,913)	(753,288)	(709,827)
Reserves Bfwd	1,954,072	1,954,072		1,954,072	1,954,072
Reserves Cfwd	1,477,550	1,479,463		1,200,784	1,244,245

Press Recognition Panel
Period ended 30 November 2016

	<u>Nov-16</u>		<u>Mar-16</u>	
	£	£	£	£
Current Assets				
Current account	60,298		35,458	
Deposit account	418,306		1,932,826	
Barclays account	<u>1,002,349</u>		<u>5,000</u>	
Cash at bank		1,480,953		1,973,284
Prepayments	19,272		18,222	
Other debtors	1,080		1,521	
Third Party Deposit	<u>14,194</u>		<u>14,194</u>	
Sundry debtors		34,546		33,937
Creditors: amounts falling due within one year				
Trade creditors	8,096		9,952	
Credit card	-		1,064	
Social security and other taxes	14,528		13,390	
Pensions	7,185		-	
Sundry creditors and accruals	<u>8,140</u>		<u>28,743</u>	
		37,949		53,149
Net Current Assets		<u><u>1,477,550</u></u>		<u><u>1,954,072</u></u>
Funds brought forward				
Funds at 31 March 2016		1,954,072		730,710
Surplus/(deficit) for the period to date		(476,522)		1,223,362
		<u><u>1,477,550</u></u>		<u><u>1,954,072</u></u>



PRESS RECOGNITION PANEL BOARD

PLANS FOR ANNUAL GOVERNANCE FRAMEWORK REVIEW

Meeting: 20 December 2016

Status: for approval and decision

Lead responsibility: David Wolfe,
Chair and Susie Uppal,
Chief Executive

Contact details: Saima Ansari
Executive Administration Manager
and Caroline Roberts, Head of
Regulatory Affairs

Purpose

1. The purpose of this paper is to ask the Board to consider the proposed arrangements for the review of the PRP's governance framework and agree the recommended timeframe for review.

Background

2. The Board is responsible for agreeing the overarching governance framework for the PRP and did this at its inaugural meeting in December 2014. The Board reconsidered the framework at its meeting in December 2015 and agreed that any future review needed to be light to medium touch, rather than anything detailed and needed to focus on the operation of the policies. It was noted that the Chief Executive would give further thought to the plans for reviewing the framework during 2016 before reverting to the Board.
3. The work on establishing the governance framework progressed throughout 2015 and the early part of 2016. 35 governance policies and procedures were identified and established and these are available on the PRP website. Most of the policies in place were considered and approved by the Board in the early stages of the PRP's operation.

Analysis

4. An initial review of the policies has been undertaken to group the policies into coherent and related policy groups. This is to ensure that interdependencies and related issues are considered at the same time rather than in a piecemeal

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fashion. A critical evaluation of the separate policies, both in terms of fitness-for-purpose and relevance will be carried out between January and April 2017 by the Executive. Any recommendations for revision will be brought to the Board for consideration and approval.

5. The table below sets out the proposed groups of policies and statements that the Board has now agreed, and the date when the Board agreed them. The suggested review timetable is also detailed for consideration:

Policy	Board Approval Date	Proposed Board Review date
Information & Communications		
Openness, transparency and consultation	Dec 14	Jan 17
Confidentiality	Dec 14	
Publication Scheme	Dec 15	
Expression of views	Dec 14	
Welsh language	Jan 15	
Board & Executive		
Board Remuneration	Dec 14 & Nov 15	Jan 17
Board Succession	Dec 15	
Declarations of interest	Dec 14	
Political activity	Jan 15	
Equality, diversity and inclusion	Dec 14	
Indemnity for civil liability	Dec 14	
Anti-bribery policy	Feb 15	
Gifts and hospitality	Jan 15	
Expenses & claim form	Dec 14	
Rules & Procedures		
Board Rules of procedure	Dec 14	Feb 17
Audit and Risk Committee TORs	Jun 15	
Nominations Committee TORs	Feb 16	
Purpose		
Mission and Approach	Jan 15	Feb 17
Corporate social responsibility policy	Oct 15	
Working in Scotland	Dec 14	
Working in Northern Ireland	Dec 14	
Arrangements for fixing the PRP's seal	Aug 15	
Finance		
Finance	Feb 15	Mar 17
Procurement	Sep 15	
Matters reserved and delegations	Dec 14	
Treasury	Mar 15	

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When things go wrong		
Disciplinary procedures	Dec 14	Apr 17
Complaints	Jan 15	
Whistleblowing policy (staff)	Feb 15	
Data handling		
Freedom of Information	Dec 15	Apr 17
Data Protection Act policy	Sep 15	
Data retention and disposal policy	Jul 15	
Business Continuity		
IT policy	Mar 15	Apr 17
Business continuity	Jun 15	
Health and Safety	Oct 15	

6. The Audit and Risk Committee agreed at its meeting in October 2016 to consider the question concerning the need for an internal audit at its next meeting in March 2017, noting that the framework review will be undertaken from January to April 2017.
7. It was agreed at the Board meeting on 24 November 2016 that we should review our approach to openness and transparency to determine whether more of the Board's business can be conducted in the public session. The Board is invited to consider Annex A which reviews the PRP's approach to openness and transparency in Board meetings. The relevant policies will be updated as necessary following the Board's consideration.

Devolved Nations

8. There are no specific issues identified at this stage of the Paper.

Communications

9. The governance policies are published on the PRP's website. As these are reviewed, they will be amended on the website.

Risks

10. There are significant reputational risks if the Panel does not adopt adequate governance procedures and policies, and maintain and review these on a regular basis.

Recommendations

11. The Board is asked to:
- **note** the PRP's current overall governance framework;
 - **consider** and **approve** the proposal for reviewing the framework during January to April 2017, and
 - **consider** and **agree** our practical interpretation of openness and transparency, regarding board meetings and publication of correspondence.

Annex A: PRP's approach to openness and transparency in Board meetings

1. The PRP's Statement of Mission and Approach commits us to operating in an open and transparent manner as follows: *"We will perform our duties transparently, wherever possible holding our meetings in public, publishing our papers, and making our meetings formal and documented – ensuring the public and those we serve can see how we are putting our principles into practice"*.
2. The PRP has developed several organisational and operational policies which embed these principles of transparency and openness in the way we conduct our business. For example, our Board Rules of Procedure commit us to holding Board meetings in public as far as possible, and our Publication Scheme commits us to publishing notes of meetings with stakeholders, as well as correspondence and background material relating to major policy proposals and decisions. Both these policies allow for some discretion of interpretation, although there is no specific guidance on how we should do this.

A1: Deciding which Board discussions should be confidential

3. Our Board Rules of procedure allow that the public may be excluded from part of a meeting that the Chair or Board decides should be held in confidence *"given the nature of the subject matter, such as where the discussion relates to the personal affairs of an individual or to matters which would attract legal professional privilege, or, exceptionally, where the Board decides that its evaluation of the issues involved could be prejudiced by being held in public."*
4. Currently, preliminary decisions around the split of the Board's business between the private and confidential session is agreed by the CEO and Chair at the time the draft agenda is developed and papers commissioned. These decisions are either confirmed by the Chair and CEO, or changes made to the split of business between confidential and public, at the stage when papers and agenda are being finalised. The agenda and all papers for the public session are then published 5 days ahead of the meeting.
5. On the whole, discussions around the PRP's approach to, and development of procedures as a recognition and oversight body, around our approach to organisational design, the risk register and our approach to external communications have generally been held in confidential sessions on the basis that those discussions could have been prejudiced by being held in public. Consequently, public sessions have tended to focus on matters for information rather than discussion, such as finance reports as well as the CEO's monthly report.

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6. One of the exceptions to this has been the Board's consideration of IMPRESS' application for recognition. On this occasion, the discussion was held in public, and the papers were published later along with the decision report.
7. Our Board Rules of Procedure include examples of criteria to decide if the Board's discussion should be held in confidential session. These are:
 - a) Where the discussion relates to the personal affairs of an individual;
 - b) Matters which would attract legal professional privilege;
 - c) Where the Board's evaluation could be prejudiced by being held in public.
8. Determining if criteria 7 (a) or (b) are met will generally be quite straightforward, whereas 7 (c) will require some analysis. One relevant factor is whether publication of the Executive's analysis and recommendations ahead of the board meeting could adversely impact the Board's decision making ability during the meeting. For example, if the Board's decision differed from the Executive's recommendations, any differences would need to be explained carefully in the meeting and the minutes would need to fully capture the rationale of the Board's view. This would make the decision-making process more bureaucratic and protracted (and therefore resource intensive), with potentially little public benefit justification in doing so.
9. A second relevant factor is whether publication of the Executive's analysis and recommendations ahead of the meeting could prompt stakeholder lobbying from anyone who disagreed. Dealing with this could prove difficult to manage and resource intensive. Again, there may be little public benefit in inadvertently encouraging stakeholder representations on matters that we do not intend to consult on.
10. In summary, the four criteria for determining whether Board discussion should take place in a confidential session are:
 - a) If the discussion relates to the personal affairs of an individual;
 - b) If the discussion relates to matters which would attract legal professional privilege;
 - c) If public discussion would require a disproportionately long and detailed Board discussion;
 - d) If prior publication of the Executive's analysis could prompt a significant amount of lobbying that would not be in the public interest.

Q1. The Board is invited to consider whether these four criteria should be applied to decide whether Board discussion should be held in the confidential session, and whether there are any other relevant factors.

A2: Other ways of achieving greater transparency and openness in Board meetings

11. If we consider there are significant risks of holding any Board discussion in public, there may be ways of modifying our procedures to allow a certain degree of transparency and openness.
12. Possible changes to our current approach could be:
 - a. Continuing broadly as now, but deciding at the end of each confidential discussion what can be published following the meeting.
 - b. Holding all discussions in public, but with a policy of publishing all confidential papers after the meeting, with any necessary redactions (as we did for the IMPRESS discussion meeting).
13. Neither option would be straightforward. If public are either not permitted to attend a particular discussion or permitted to attend but without sight of the relevant papers, and we want to be able to disclose the nature of the discussion and decision afterwards, this will require careful consideration of how we conduct the discussion during the meeting and subsequently write up and publish papers afterwards to ensure the content of discussion and the rationale for any decisions taken is sufficiently clear.

Q2. The Board is asked to consider whether we should adapt our Board procedure in the ways suggested, or any other, to achieve greater transparency in our decision making?