



Office for
Nuclear Regulation

Corporate Governance Framework

June 2021

Corporate Governance Framework

Approved by: ONR Board

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Introduction

1. This document sets out the corporate governance structure for ONR. The provisions reflect the principles of the Cabinet Office [Corporate Governance in Central Government Departments: Code of Good Practice](#), while also taking account of the particular requirements for independent nuclear regulation.
2. ONR was established as a statutory Public Corporation on 01 April 2014, under the Energy Act 2013. It is an independent statutory body supporting the Government's strategic aims and objectives for nuclear regulation. ONR's statutory purposes fall into the five categories of nuclear safety, nuclear site health and safety, civil nuclear security, nuclear safeguards, and transport of radioactive materials. ONR's mission is: "to protect society by securing safe nuclear operations". ONR operates within the parameters of a [Framework Document](#) agreed with the Department for Work and Pensions (DWP).

Board Role and Composition

3. The Energy Act 2013 established the ONR Board and prescribes the composition of the Board, as follows:
 - a) a maximum of seven Non-Executive members, including the Chair. One of the Non-Executive members to have experience of, or expertise in, matters relevant to civil nuclear security matters. HSE may appoint a Non-Executive member from its Board as one of the seven (the reciprocal HSE/ONR Board membership was ended by mutual agreement in March 2019 through an exchange of letters without amendment to the legislation). The remaining Non-Executive members, of the ONR Board, are appointed by the Secretary of State.
 - b) a maximum of four Executive members, to include the ONR Chief Executive (CE)/Chief Nuclear Inspector (CNI).
4. The Board is responsible for ensuring that effective arrangements are in place to provide assurance on risk management, governance and internal control. The Board should assure itself of the effectiveness of the internal control and risk management systems.
5. The Board is specifically responsible for:
 - Establishing and delivering ONR's strategic aims and objectives consistent with its overall strategic direction and within the agreed Government policy and the resources framework approved by the Secretary of State.
 - Ensuring that the responsible Minister is kept informed of any changes which are likely to impact on ONR's strategic direction or on the attainability of its targets, and determining the steps needed to deal with such changes.
 - Ensuring that ONR complies with any statutory or administrative requirements for the use of public funds:
 - Ensuring that it:

- operates within the limits of its statutory authority, any conditions agreed with DWP, and in accordance with any other conditions relating to public funds;
 - takes into account guidance issued by DWP in reaching decisions;
 - takes due consideration of any advice from the CE, the Principal Accounting Officer or the Secretary of State (or delegated Minister) in regard to any proposed actions by the Board that they consider run counter to the requirements of [Managing Public Money](#);
 - receives and reviews regular financial information concerning the management of ONR and that its decisions take into account all relevant financial considerations;
 - Is informed in a timely manner of any concerns about the activities of ONR; and provides positive assurance to DWP that appropriate action has been taken on such concerns.
- Setting up an Audit and Risk Assurance Committee, in accordance with the Code of Good Practice for Corporate Governance and Audit Committee Handbook and Chaired by a Non-Executive member, to provide independent advice.
 - Demonstrating and ensuring high standards of corporate governance and probity at all times, including using ARAC to help the Board address key financial and other risks.
 - Ensuring that effective arrangements are in place to provide assurance that ONR is providing efficient and effective regulation of the nuclear industry, holding it to account on behalf of the public.
 - Appointing the CE and the CNI, subject to Ministerial approval and setting performance objectives for the CE (this is currently a combined role).
 - Proposing the CE/CNI's remuneration, which must be agreed by the responsible Minister, after consulting the Chief Secretary to the Treasury where required.
6. The Chair and Non-Executive members of the ONR Board are not responsible for regulatory decisions such as issuing, revoking or amending nuclear licences. These decisions, as required by the 2013 Act, have been delegated to the CNI who, in turn, sub-delegates such decisions to suitably skilled, qualified and experienced staff.

Board Attendees

7. The HR Director, Director, Policy and Communications and Head of Corporate Governance (Board Secretary) will normally attend Board meetings. The Board may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.

Decision Making

8. The Board exercises its power corporately. No individual member of the Board may take executive action as a Board member. The CE/CNI, Deputy Chief Executive (DCE), Executive Director of Operations (EDO) and Finance Director (FD) are Executive Members of the Board but, as Board members, are bound by its corporate responsibility.

9. Emergency/urgent decision-making provisions are included in the Standing Orders (Appendix D).

Matters Reserved to the ONR Board or Delegated by the ONR Board

10. This section details the matters which the Board has reserved to itself and those which it has decided to delegate. In essence, the Board has retained all those decisions which are strategic in nature, with delegation of some corporate governance matters to its Committees and those that are operational and regulatory to the CE/ CNI and appropriate staff.

A	Functions	Frequency	Comments
A1	Appointment of CE	As determined by Board	Subject to approval by DWP Minister and in consultation with BEIS CE and CNI can be a combined post
A2	Appointment of CNI	As in A1 above	
A3	Appointment of Executive Board members	As in A1 above	
A4	Approve ONR strategy	Every 5 years	Joint DWP/ BEIS
A5	Approve other strategies	As necessary	Dependent on nature and level of strategy
A6	Approve Annual Plan and budget	Annually	Joint DWP/ BEIS
A7	Approve Annual Report and Accounts	Annually	Certification of accounts by NAO Comptroller & Auditor General (C&AG) subject to DWP SoS approval
A8	Approve CNI annual report on the safety of the nuclear industry.	Annually	N/A
A9	Approve Safeguards Annual report to the Secretary of State required under Nuclear Safeguards Regulations 2019, regulation 41	Annually	N/A
A10	Approve staff terms and conditions	As necessary	N/A

A	Functions	Frequency	Comments
A11	Approve Organisational Structure at Executive and Senior Leadership Level	As necessary	DWP/BEIS/MOD (for information)
A12	Approve property lease/ property purchase	As necessary	DWP/ Government Property Unit
A13	Major legislative decisions ¹	As necessary	DWP or BEIS ²
A14	Major, specific decisions. See comments box for details.	As necessary	Approval of: <ul style="list-style-type: none"> major projects; policy advice to Ministers on significant issues; decisions with a significant public interest; decisions having a major economic impact; decisions requiring novel or contentious expenditure; or novel, contentious or repercussive use of ONR's formal powers.
A15	Approve ex-gratia and special payments	As necessary	Classed as potentially novel and contentious Initial consideration by FD prior to submission to Board. May need HM Treasury approval
A16	Approve capital investments over £3m.	As necessary	N/A
A17	Approval and signature of Agency Agreements	As necessary	Chair signs on behalf of ONR
A18	Approval of Single Tender Awards and / or purchases that are novel, contentious or repercussive.	As necessary	Need for approval assessed by FD.

¹ Includes investigations, inquiries, making proposals for legislation and Approved Codes of Practices (ACoPs), accepting and delegating ONR functions

² If nuclear regulation proposals or ACoPs: BEIS Secretary of State. If investigations or inquiries, undertaking commercial work or accepting or delegating ONR functions: DWP in consultation with BEIS.

A	Functions	Frequency	Comments
A19	Appointment of Internal Auditors	As necessary, upon contract expiration, and following approved competitive tender procurement route	Following approved competitive tender procurement route.
A20	Approval of Annual Audit Plan and amendments to Audit Plan	Annually, amendments as necessary	
A21	Approval of ONR risk appetite and any changes to ONR's Risk Management Framework	Annually	

11. The matters which the Board has delegated to its Committees are covered below:

B	Functions	Frequency	Delegated to	Comments
B1	Remuneration for Executive Directors and staff at senior civil service level	Annually	Remuneration and Nominations Committee	
B2	Succession plans for Board / senior posts	As necessary	Remuneration and Nominations Committee	
B3	Ensure Senior Pay is set in line with HM Treasury guidelines.	As necessary	Remuneration and Nominations Committee	In accordance with DWP and HM Treasury guidance ³

12. Further details on delegations to CE/CNI and other senior members of ONR are covered in the Scheme of Delegation.

Committees

13. The Board maintains three standing committees: an Audit and Risk Assurance Committee, a Remuneration and Nominations Committee and a Security Committee. Terms of Reference for the three committees are included at Appendix A-C.

³ <https://www.gov.uk/government/publications/senior-civil-service-pay-and-reward>

Standing Orders

14. Appendix D details the rules which apply to the business and conduct of meetings of the Board. The rules which apply to the business and conduct of Committee meetings are included in their Terms of Reference.

Non-Executive Director – Roles, Responsibilities and Conduct

15. The Board Chair has a set of responsibilities for ensuring that ONR delivers efficient and effective regulation in line with statutory purposes. The roles and responsibilities are described in Appendix E.

16. All Non-Executive Directors (NED) are expected to act in an independent manner bringing expertise, scrutiny, challenge and support to ONR. The roles and responsibilities for a NED are described in Appendix F.

17. As noted above in the Board composition section, the Energy Act 2013 ensures that one NED is appointed for their experience of, or expertise in, matters relevant to civil nuclear security (Security NED). Alongside the general responsibilities for NEDs detailed in Appendix F, their specific role and responsibilities were formalised in April 2020, and are included at Appendix G.

18. All members of the ONR Board must act in the best interests of ONR. They must act in accordance with the Seven Principles of Public Life, set out by the Committee on Standards in Public Life. NEDs must also act in accordance with the 12 Principles of Governance for all Public Body NEDs. The Code of Conduct, at Appendix H sets out the behaviour and actions expected.

Appendix A – Audit and Risk Assurance Committee Terms of Reference

Last Approved June 2021

Role and Functions Summary

The Audit and Risk Assurance Committee (ARAC) is responsible for providing assurance to the Board on the maintenance of appropriate and adequate audit processes, for the governance of the internal audit and external audit programmes, and has oversight of ONR's risk management process.

It makes recommendations to the Board on the appointment and dismissal of the Internal Audit service provider and agreement of the associated plan and fee.

The Committee has a particular remit for ensuring that all the necessary assurances can be provided to the Chief Executive/Chief Nuclear Inspector in which role he/she is responsible and accountable for ONR as detailed in the DWP/ONR Framework Document.

It is a standing Committee of the ONR Board and is chaired by a Non-Executive Director.

The Committee will normally meet four times per year.

Membership

1. The members of the ARAC are:
 - a) Three Non-Executive Board members, one of whom will be the Non-Executive Director with experience of, and expertise in matters relevant to civil nuclear security.
 - b) One Independent External member.
2. The ONR Chair is excluded from being a member of the ARAC but will normally be invited to attend one meeting a year (see paragraph 31).
3. Among the Members of committee there should be understanding of accountancy, governance, assurance and risk management, audit, technical/specialist issues relating to ONR, an understanding of the wider environment in which ONR operates, and detailed understanding of the government environment and accountability structures.
4. Governance support is provided by the Governance and Executive Office (GEO).

Appointments

5. The Board appoints the Chair and members of the Committee.
6. The Board, in conjunction with the Chair of the ARAC, may also appoint independent members of the Committee.
7. Appointments shall be for a period of three years or for such periods as the ONR Chair determines.

Reporting

8. The Secretary will minute the proceedings, key points and decisions of all Committee meetings, including the names of those present and in attendance.
9. The Chair will establish, at the beginning of each meeting, the existence of any conflicts of interest and they will be minuted by the Secretary accordingly.
10. The Secretary will promptly circulate (within five working days) the draft minutes to the Chair for comment, they will be circulated to Committee members.
11. The ARAC will formally report in writing to the Board after each meeting. The Chair provides an update on key issues and then the minutes are submitted to the subsequent meeting.
12. The ARAC will provide the Board and the Chief Executive/Chief Nuclear Inspector (CE/CNI) with an Annual Report, timed to support finalisation of the ONR accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

The responsibilities assigned to ARAC are in line with the guidance in the Government's Audit Committee Handbook.

Risk

13. To support the Board and the CE/CNI on the effectiveness of the strategic processes for risk management, control, governance and the Governance Statement and assuring itself that the risk management policy is effective and consistent with the Board's policies and appetite towards risk.

Financial Reporting

14. To advise the Board and make any recommendations with respect to the accounting policies adopted by ONR, the integrity of the financial statements, the accounts, and the Annual Report of ONR, summary financial statements, any other formal announcement relating to financial performance, including the process for review of the accounts prior to submission for audit, level of error identified, materiality and management's letter of representation to the external auditors.
15. To review and challenge where necessary: the consistency of, and any changes to, accounting policies; the methods used to account for significant or unusual transactions where different approaches are possible; whether the ONR Executive has followed appropriate accounting standards and made appropriate estimates and judgments, taking into account the views of the external auditor; the clarity of disclosure in the financial reports and the context in which statements are made; and all material information presented with the financial statements, such as the operating and financial review and the corporate governance statement (insofar as it relates to the audit and risk management).

Internal Audit and Regulatory Assurance

16. Review and make recommendations to the Board on proposals for tendering for Internal Auditors' services for ONR, including the appointment/termination of Head of Internal Audit.
17. Review and make recommendations to the Board and CE/CNI on the Integrated Audit and Assurance Plan.
18. Advise the Board and CE/CNI on the effectiveness of the internal audit function including conformance with the applicable standards, expected performance measures and the result of internal/external quality assessments.
19. Advise the Board and CE/CNI on the adequacy of resources available to Internal Audit and appropriate access to information to enable it to perform its function effectively and in accordance with the relevant professional standards.
20. Receive and make recommendations to the Board and CE/CNI on the Internal Audit and Regulatory Assurance annual report, particularly in respect of the opinion provided regarding the ONR's risk, governance and internal control framework.
21. Review and monitor management's responsiveness to the findings and recommendations from the Internal Audit and Regulatory Assurance functions.

External Audit

Note: In line with the current arrangements for the scrutiny of Government Departments on the use of public money, the external audit will be carried out by the Comptroller and Auditor General.

22. Support the Board by reviewing the annual External Audit plan and ensuring that it is consistent with the scope of audit engagement.
23. Review the findings of the audit with the External Auditor. This shall include, but not be limited to, the following: a discussion of any major issues which arose during the audit, any accounting and audit judgments, and levels of errors identified during the audit.
24. Review any representation letter(s) requested by the External Auditor before they are signed by management.
25. Review the management letter and management's response to the Auditor's findings and recommendations.
26. Receive assurance that ONR makes appropriate provision within its annual budget to meet the cost of External Audit work by the National Audit Office (NAO).

Whistleblowing

27. Advise the Board on the adequacy of anti-fraud policies, the whistle blowing process and the Bribery Act and arrangements for special investigations in ONR. This includes keeping under review ONR's arrangements for its employees, or others to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.

Authority

28. The Committee is authorised by the ONR Board to investigate any activity within its Terms of Reference and may:
 - a) Co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience.
 - b) Procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Board. Arrangements are expected to be made through the Finance Director or Head of Corporate Governance and using the ONR's usual arrangements for legal advice where possible.
 - c) Seek any information it requires from ONR staff. ONR staff are expected to co-operate with any request made by the Committee.
 - d) Have access to sufficient resources in order to carry out its duties, including access to the ARAC Secretary for assistance as required.

Meetings

29. The ARAC will meet four times per year. Typically, meetings will be scheduled to coincide with key dates within the reporting and audit cycle covering financial and control matters - this includes an appropriately scheduled meeting to review the annual report and accounts prior to submission to the ONR Board for approval.
30. The ARAC Chair may convene additional meetings as deemed necessary. Also should any members, External or Internal Auditors feel an additional meeting is necessary they should consult with GEO or the ARAC Chair as appropriate.
31. ARAC meetings will normally be attended by the CE/CNI, the Deputy Chief Executive, the Finance Director, the Head of Regulatory Assurance, the Head of Internal Audit, a representative from External Audit and a representative from the Sponsorship team. The Chair of the Board will normally attend one meeting per year (usually June) when the Annual Report and Accounts is considered
32. The ARAC may ask other officials from ONR to attend to assist with its discussions on any particular matter.
33. The ARAC may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
34. The Board or the CE/CNI may ask the ARAC to convene further meetings to discuss particular issues on which they want the Committee's advice.
35. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, also no later than five working days before the date of the meeting.
36. Any disagreements between the Board and ARAC which cannot be resolved should be discussed with the Sponsor Department.
37. The Head of Internal Audit and the representative of External Audit will have free and confidential access to the ARAC Chair.
38. The Committee shall meet with both the External and Internal Auditors without any Executive Board members or senior management present as and when the Chair of the Committee considers appropriate

Quorum

39. A minimum of two members of the ARAC will be present for the meeting to be deemed quorate.

40. Members' attendance may take place in person or via telephone conference call, video conferencing or similar means of communication notwithstanding that the Committee members present may not all be meeting in one particular place, provided that all persons participating in the meeting can hear each other. Participation in a meeting via these methods shall be deemed to constitute presence in person at such meeting. A meeting held in accordance with this provision shall be deemed to take place where the Chair of the meeting is then present. If the whole meeting is via telephone conference call or by video conference, this will be detailed on the agenda and minutes.
41. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to Chair the meeting.
42. Decisions by members will normally be taken by consensus, although any member may call for a vote to be taken. In such cases, the Chair has a casting vote.
43. Where the Committee Chair determines it appropriate, decisions may be taken by email.
44. Where a Committee member is unable to attend, that member shall notify the Committee Chair (or Committee Secretary) of their absence in good time and will send by email to Committee Secretary and/or Chair any comments on papers that member wishes to be registered on their behalf at the relevant meeting. The person nominated will normally convey any such comments at the relevant meeting.

Information Requirements

45. For each meeting the ARAC will be provided with:
- a) An oral report by the CE/CNI of key developments at ONR since the Committee last met.
 - b) A report summarising any significant changes to ONR's strategic risks and a copy of the strategic risk register.
 - c) An Audit and Assurance progress report from the Head of Internal Audit and Head of Regulatory Assurance summarising:
 - i. Work performed (and a comparison with work planned).
 - ii. Key issues emerging from the work of Internal Audit and Regulatory Assurance.
 - iii. Management response to recommendations.
 - iv. Any changes to the agreed audit and assurance plan.
 - v. Any resourcing issues affecting the delivery of the objectives of internal audit and regulatory assurance.
 - d) A progress report (written or oral) from the External Audit representative summarising work done and emerging findings (this may include, where relevant to ONR aspects of the wider work carried out by NAO, for example Value for Money reports and good practice findings).
 - e) Any management assurance reports.

- f) Any reports on the management of major incidents, “near misses” and lessons learned.

46. Annually, the ARAC will also be provided with:

- a) Proposals for the terms of reference for Internal Audit/ the Internal Audit Charter.
- b) The Internal Audit strategy/ plan and quality assurance reports on the Internal Audit function.
- c) The Head of Internal Audit’s opinion and Report.
- d) Integrated Audit and Assurance Annual Report.
- e) ONR’s draft Annual Report and Accounts, including the draft Governance Statement.
- f) A report on any changes to accounting policies.
- g) External Audit’s Management Letter and external audit.
- h) ONR’s Risk Management Framework.
- i) Procurement and Contract Annual Report.
- j) A summary of risks including those below strategic risk level sufficient to give the Committee an understanding of the risk landscape.

Appendix B – Remuneration and Nominations Committee Terms of Reference

Last Approved June 2021

Role and Functions Summary

The Committee has oversight over all matters relating to the remuneration and performance of Executive Board Members and the framework for Senior Civil Servant (SCS) equivalent staff.

The Committee is responsible for making recommendations to the Board and the Sponsorship Team (for Ministerial approval) on the appointment of the Chief Executive/Chief Nuclear Inspector.

The Committee will take a strategic approach to succession planning for the Board and have an oversight of the approach for the wider organisation.

It is a standing committee of the ONR Board and is chaired by a Non-Executive Board Member.

The Committee will normally meet three times per year.

Membership

1. The membership of the Remuneration and Nominations Committee (RNC) is three Non-Executive Board members, including the ONR Chair (the Chair of the Board, although a Member, cannot be the Chair of this Committee).
2. Governance support is provided by the Governance and Executive Office (GEO).

Appointments

3. The Board appoints the Chair and members of the Committee.
4. Appointments shall be for a period of three years or for such period as the ONR Chair determines.

Reporting

5. The Secretary will minute the proceedings, key points and decisions of all Committee meetings, including the names of those present and in attendance.
6. The Chair will establish, at the beginning of each meeting, the existence of any conflicts of interest and they will be minuted by the Secretary accordingly.

7. The Secretary will promptly circulate (within five working days) the draft minutes to the Chair for comment, they will then be circulated to Committee members.
8. The Committee will formally report to the Board after each meeting. The Chair provides an update on key issues and then the minutes are submitted, where appropriate, once approved. Redactions may be made in order to preserve an individual's personal confidentiality.
9. The Committee will provide the Board and the Chief Executive/Chief Nuclear Inspector (CE/CNI) with an Annual Report, timed to support finalisation of the ONR accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities

Remuneration and Performance

10. Determining or setting the framework for remuneration (basic salaries, incentive schemes, pensions, performance pay and all other benefits and contract terms) and performance for the Executive Board Directors⁴.
11. Achieving a fair, appropriate and motivational reward package for ONR Directors (Senior Civil Service (SCS) equivalent staff).
12. Approving periodic review of Executive Board Members' remuneration, and annual bonus awards, taking into account all factors which it deems necessary, including the remuneration and performance arrangements for the rest of ONR, public sector pay policy and any relevant legal requirements.
13. Recommending and monitoring the level and structure of remuneration for ONR Directors (SCS equivalent staff) who are not Executive Board Members and through an assurance role, ensuring that the framework set for ONR Directors is being applied consistently and operating as intended.
14. Keeping under review the ONR Director (SCS equivalent staff) pension arrangements in light of the wider policy for all ONR staff.
15. As required, advising the Secretary of State on remuneration for Non- Executive Members, but not being involved in setting their remuneration levels.

Nominations and Succession Planning

16. Providing advice and recommendations to the Board with respect to CE/CNI appointment and remuneration package, for Ministerial approval.

⁴ The main grade pay offer/remit goes to ONR Board for discussions/agreement. This Committee focuses only on senior staff pay at Director level.

17. Taking a strategic approach to challenges and opportunities, that ONR will face in the future to inform succession planning for the Board.
18. Assisting the CE/CNI with succession planning for the Senior Leadership Team.
19. When a Non-Executive Director Board member vacancy arises, evaluate the skills, knowledge and experience required for the position, to enable the ONR Chair to inform relevant Ministers, ONR's Sponsorship Department and the recruitment lead as appropriate.
20. Regularly review the size, structure and composition (including non-statutory Executive Director appointments) of the whole Board taking into account the skills, knowledge, experience and diversity desired. Making recommendations to the Board with regard to any changes resulting in onward advice to Ministers.

Other Matters

21. Consider any matters relating to the fitness to continue in office of any Board Member at any time and make recommendations accordingly for the Chair to consider with the ONR Board, as appropriate.
22. Review regularly the induction, learning and development arrangements for existing and new ONR Board members, making recommendations to the Board, where necessary.
23. Review annually the time required from Non-Executive Board members to discharge their responsibilities.

Authority

24. The Committee is authorised to seek such information as it requires and may employ legal or other professional advisers to inform its activities within its remit. Arrangements are expected to be made through the ONR CE/CNI, HR Director or Head of Corporate Governance and using the ONR's usual arrangements for legal advice where possible. Such specialists or advisers may be invited to attend meetings in an advisory capacity.

Meetings

25. The Committee will usually meet three times per year.
26. The RNC Chair may convene additional meetings as deemed necessary. Also should any members feel an additional meeting is necessary they should consult with GEO or the RNC Chair as appropriate.

27. The CE/CNI, Deputy Chief Executive and HR Director will normally attend meetings. The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters. No Executive Director or ONR official can be present when his or her own remuneration or personal terms and conditions are discussed.
28. The Committee shall, if it thinks it appropriate to do so, also ask ONR staff (including Executive Board Members) or specialists from outside ONR to attend meetings. All ONR Non-Executive Board Members have a right to attend, agreed with the Chair in advance.
29. The Board or the CE/CNI may ask the RNC to convene further meetings to discuss particular issues on which they want the Committee's advice.
30. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, also no later than five working days before the date of the meeting.

Quorum

31. A minimum of two members of the Committee will be present for the meeting to be deemed quorate.
32. Members' attendance may take place in person or via telephone conference call, video conferencing or similar means of communication notwithstanding that the Committee members present may not all be meeting in one particular place, provided that all persons participating in the meeting can hear each other. Participation in a meeting via these methods shall be deemed to constitute presence in person at such meeting. A meeting held in accordance with this provision shall be deemed to take place where the Chair of the meeting is then present. If the whole meeting is via telephone conference call or by video conference, this will be detailed on the agenda and minutes.
33. In the absence of the Committee Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
34. Decisions by members will normally be taken by consensus, although any member may call for a vote to be taken. In such cases, the Chair has a casting vote.
35. Where the Committee Chair determines it appropriate, decisions may be taken by email.
36. Where a Committee member is unable to attend, that member shall notify the Committee Chair (or Committee Secretary) of their absence in good time and will send by email to Committee Secretary and/or Chair any comments on papers that member wishes to be registered on their behalf at the relevant meeting. The person nominated will normally convey any such comments at the relevant meeting.

Appendix C – Security Committee Terms of Reference

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Summary

The Security Committee is responsible for examining the ONR Annual Review of Security Report to provide assurance to the Board that ONR is providing efficient and effective regulation of the nuclear industry with respect to risk and malicious intent, holding it to account on behalf of the public.

It is a standing committee of the ONR Board and is chaired by a Non-Executive Board Member.

The Committee will normally meet once per year.

Membership

1. The membership of the Security Committee is four Non-Executive Directors (NED), including the ONR Chair, one of whom shall be the Security Non-Executive Director (Security NED), who will chair the Committee.
2. Governance support is provided by the Governance and Executive Office (GEO).

Appointments

3. The Board appoints the Chair and members of the Committee.
4. Appointments shall be for a period of up to three years or such period as the ONR Chair determines.

Reporting

5. The Secretary will minute the proceedings, key points and decisions of the Committee meeting, including the names of those present and in attendance.
6. The Chair will establish, at the beginning of each meeting the existence of any conflicts of interest and they will be minuted by the Secretary accordingly.
7. The Secretary to the Committee will promptly circulate (within five working days) the draft minutes to the Chair for comment. They will be circulated to Committee members and the Board, where appropriate, once approved.

8. The Executive Director of Operations (EDO) and Deputy Chief Inspector (Civil Nuclear Security & Safeguards), DCI (CNSS) will be provided with a copy of the approved meeting minutes within 10 working days of the Committee sitting. (The EDO will then consider the Committee's comments before incorporating the Annual Review of Security Report into the Annual Report to the ONR Board. If the EDO rejects any recommendation(s) from the Committee, they will bring this to the attention of the Board).

Responsibilities

9. The Committee is responsible for providing assurance to the Board and thereby to the Department for Business, Energy and Industrial Strategy (BEIS), that ONR is providing efficient and effective regulation of the nuclear industry with respect to risks from malicious intent, holding it to account on behalf of the public.
10. The Committee should complement the work of other elements of the ONR and BEIS governance framework, in particular the ONR Audit and Risk Assurance Committee.
11. The Committee's primary function is to review ONR's Annual Review of Security Report and assure itself that ONR's plan for security regulatory priorities and regulatory attention is efficient and effective, is focused on the Board's priorities, and is achieving impact with duty holders.

Authority

12. The Committee is authorised by the Board to review, comment and make recommendations on, the Annual Review of Security Report and may:
 - a) Seek appropriate information it requires from ONR staff. ONR staff are expected to co-operate with any relevant requests made;
 - b) Procure specialist ad-hoc advice at the expense of ONR, subject to budgets agreed by the Board. Arrangements are to be made through the GEO and using the ONR's usual arrangements for legal advice where possible;
 - c) Seek appropriate input from partner organisations via in-attendance representatives;
 - d) Have access to sufficient resources in order to carry out its duties, including access to the Committee Secretary for assistance as required.

Meetings

13. The Committee will meet normally once a year ahead of the Annual Review of Security Report being submitted to the Board.
14. The Committee Chair may convene additional meetings as deemed necessary. Also should any members feel an additional meeting is necessary they should consult with GEO or the Committee Chair as appropriate.

15. Meetings will normally be attended by both EDO and the DCI CNSS. In attendance are representatives from BEIS, Ministry of Defence, the Civil Nuclear Constabulary (CNC), the Centre for the Protection of National Infrastructure (CPNI) and the National Cyber Security Centre (NCSC). They will be responsible for bringing their own perspective on the issues raised in the Annual Review of Security. They will be requested to provide both challenge and support to ONR's regulation of security.
16. The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
17. The Committee shall, if it thinks it appropriate to do so, also ask ONR staff (including Executive Board Members) or specialists outside ONR to attend meetings. All ONR Non-Executive Board Members have a right to attend, agreed with the Chair in advance.
18. The Board or the CE/CNI may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
19. Unless otherwise agreed, notice of the meeting confirming the venue, time and date together with an agenda to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attends as appropriate, also no later than five working days before the date of the meeting.

Quorum

20. A minimum of two members of the Committee will be present for the meeting to be deemed quorate (this must include the Security NED and ONR Chair). In addition, a meeting would only proceed if either the EDO or the DCI CNSS is present.
21. Members' attendance may take place in person or via telephone conference call, video conferencing or similar means of communication notwithstanding that the Committee members present may not all be meeting in one particular place, provided that all persons participating can hear each other. Participation in a meeting via these methods shall be deemed to constitute presence in person at such meeting. A meeting held in accordance with this provision shall be deemed to take place where the Chair of the meeting is then present. If the whole meeting is via telephone conference call or by video conference, this will be detailed on the agenda and minutes.
22. Decisions by members will normally be taken by consensus, although any member may call for a vote to be taken. In such cases, the Chair has a casting vote.
23. Where the Committee Chair determines it appropriate, decisions may be taken by email.
24. Where a Committee member is unable to attend, that member shall notify the Committee Chair (or Committee Secretary) of their absence in good time and will send by email to Committee Secretary and/or Chair any comments on papers that member

wishes to be registered on their behalf at the relevant meeting. The person nominated will normally convey any such comments at the relevant meeting.

Information Requirements

25. The Committee shall be provided with appropriate and timely training including: a comprehensive briefing on the structure, management and working arrangements of the CNSS Division; an introduction to the Nuclear Industries Security Regulations; ONR Security Assessment Principles and the Security Design Basis Threat. (This is in addition to the annual security threat briefing provided to all Board members).

Appendix D – Standing Orders

Last Updated June 2021

MEETINGS OF THE ONR BOARD

Meeting arrangements and attendance

1. The Board normally meets eight times per year (including an annual Strategy Session). Other meetings will be convened as necessary to deal with any special or urgent matters of business.
2. The Chair may call additional meetings of the Board at any time.
3. Any two members of the Board may call an additional meeting, by making a written request to the Chair.
4. Except in cases of urgency, five clear days at least before a meeting of the Board, a notice to attend, issued by the ONR Board Secretary and specifying the business proposed to be transacted, shall be left at or sent by post or emailed to the usual place of residence or business of each Board member. The accidental failure to give notice to, or the non-receipt of a duly despatched notice by, a Board member shall not invalidate the proceedings at a meeting.
5. The Board may invite any person to attend all or part of one of the meetings and any such invitation will be included in the notice for the meeting.
6. Meetings of the Board may take place in person, via telephone conference call, video conferencing or similar means of communication notwithstanding that the Board members or Committee members present may not all be meeting in one particular place, provided that all persons participating in the meeting can hear each other. Participation in a meeting via these methods shall be deemed to constitute presence in person at such meeting. A meeting held in accordance with this provision shall be deemed to take place where the Chair of the meeting is then present. If the whole meeting is via telephone conference call or by video conference, this will be detailed on the agenda and minutes.
7. Where a Board member is unable to attend a Board meeting, that member shall notify the Board Chair (and/or Board Secretary) of their absence in good time and will send by email to the Board Secretary and/or Board Chair any comments on papers that member wishes to be registered on their behalf at the relevant meeting. The person nominated will normally convey any such comments at the relevant meeting.

Agenda & papers

8. Normally the agenda and any papers will be circulated five working days in advance of a meeting. The non-receipt of agenda or papers by a member shall not invalidate the meeting or any business transacted at that meeting. Papers may be tabled at a meeting only with the permission of the Board Chair.

Conduct

9. All members of the ONR Board (including the Independent Member of the Audit and Risk Assurance Committee) must act in the best interests of ONR and, collectively. They must comply with the Members' Code of Conduct and must act in accordance with the Seven Principles of Public Life and the 12 Principles of Governance for all Public Sector NEDs.
10. All Non-Executive Director appointments are made by the Department for Work and Pensions (DWP), (Department for Business, Energy and Industrial Strategy (BEIS) for the Security NED). Any breaches of their contract and/or the Members' Code of Conduct will be referred to the appropriate department for their consideration/action. Any breach by an Executive Director will be referred to the HR Director who will consult the Board Chair and Sponsor Department as appropriate.

Chair of Meeting

11. At a meeting of the Board the Chair shall preside. In the absence of the Chair, the senior (longest serving) Non-Executive Board member available will preside.

Quorum

12. No business shall be transacted at a meeting of the Board unless at least five Board members are present of which a majority shall be Non-Executive members.

Board Decisions and Voting

13. The Board will use all best endeavours to decide all questions (including the amendment of these Orders) by consensus. Where that cannot be achieved, and a vote is necessary, such questions shall be decided by a majority of votes of those Board members present at a meeting of the Board.
14. In the case of an equality of votes the Chair of the meeting shall have a second or casting vote.
15. Voting shall be by a show of hands, or at any meeting held in accordance with Standing Order 6 above, the Chair of the meeting shall call the roll of Board members present and each Board member shall, on their name being called, indicate their vote in a such manner that all persons participating in the meeting can hear it.

Resolution

16. A resolution in writing signed by all the Board members, or in respect of any Committee appointed under Order 23, by all of the members of such Committee, shall be as valid and effectual as if it had been passed at a meeting of the Board, or of such Committee, duly convened and held.

(The terms "in writing" and "signed" shall include email, text message and any mode of reproducing words in a legible and non-transitory form).

Urgent Decisions

17. In an emergency, the functions which the Board has reserved to itself for decision may be exercised by the Chair, after having consulted with one other Board member (Non-Executive or Executive). The Chair should then report any such decisions made or actions taken to the next Board meeting for ratification, with an explanation of why the emergency decision/action was taken.
18. In the unlikely event that an immediate Board decision is needed during any period of absence of the Chair when they are non-contactable, the senior Non-Executive Director (longest serving) available will make the decision based on overall consensus, after consulting with other available Board members (Non-Executive or Executive). The Board Secretary will establish who is available to lead at that time.

Minutes

19. The names of the Board members present at a meeting of the Board shall be recorded in the minutes. The names of others in attendance shall also be so recorded.
20. Draft minutes of the meetings of the Board shall be prepared by the Board Secretary and submitted to the Board Chair for comments within five working days of a meeting. They will be circulated to other Board members and then confirmed as to their accuracy at the next appropriate meeting. The minutes as approved shall be signed by the person in the chair at the meeting to which they are submitted. Signed minutes shall be received as conclusive evidence of the facts therein stated.
21. Copies of the minutes of each meeting of the Board shall be sent to each Board member before the next meeting (except where the second of the meetings referred to is called in a case of urgency, when the minutes shall be sent to each Board member before the next scheduled ordinary meeting).
22. The minutes of the Board shall be published on the ONR website, subject to appropriate redactions relating to public bodies in relation to disclosure.

Committees

Appointment

23. The Board may appoint Committees to deal with any particular matter under its direction. The Board will appoint members to those Committees (including any co-opted members). Decisions at a meeting of a Committee will normally be taken by consensus, although any member may call for a vote to be taken. In such cases, the Chair has a casting vote. The Board shall determine the quorum for meetings of any Committee.
24. Without prejudice to the generality of the foregoing, the Board shall appoint an Audit and Risk Assurance Committee, a Remuneration and Nominations Committee and a Security Committee, whose Terms of Reference shall be reviewed and determined from time to time by the Board.

Regulations

25. Any Committee appointed under Order 23 hereof shall be governed by any regulations (including these Orders, which shall apply mutatis mutandis) made by the Board at the date of such appointment or from time to time thereafter.

Declarations of Members' Interests

26. A Board member who is in any way directly or indirectly interested in any matter that is brought up for consideration at a meeting of the Board shall disclose the nature of their interest to the meeting.
27. Where such a disclosure is made, the disclosure shall be recorded in the minutes of the meeting. The Board member shall not take part in any deliberation or decision with respect to that matter if the other Board members determine that the nature of the matter, the extent of the Board member's interest and any prejudicial effect of them joining in the consideration of that matter, are such that the Board member should not take part.
28. For the purpose of paragraph 26 of this Order, a general notification given at a meeting of the Board by any Board member to the effect that:-
 - a) They are a member of a specified body, corporate or firm; and
 - b) They are to be regarded as interested in any matter involving that body or firm which falls to be considered after the giving of the notification shall be regarded as a sufficient disclosure of their interest in relation to any such matter.
29. A Board member who is required under this Order to make a disclosure at any meeting need not attend in person to make the disclosure if they take reasonable steps to secure that the disclosure is made by a notice which is taken into consideration and read at the meeting.
30. The Board Secretary shall record in the minutes any disclosures made under this Order.

31. The Board Secretary will, at least annually, in March of each year, ask members to confirm their interests for inclusion on the Register of Interests maintained by ONR. Nevertheless, members should inform the Board Secretary of any changes in their interests as they occur, both for the purposes of updating the Register and, if necessary, for formal reporting to the Board.

Appendix E – Chair’s Roles and Responsibilities

The Chair of the ONR Board must be able to demonstrate excellent communication and strong and effective leadership qualities. The Chair will shape and support the delivery of strategic objectives.

The Chair is accountable to the Secretary of State. Communications between ONR’s Board and the responsible Minister will normally be through the Chair. The Chair has responsibility for ensuring that ONR delivers efficient and effective regulation of the GB nuclear industry in line with its statutory purposes. The Chair is also responsible for ensuring that ONR’s policies and actions support the responsible Minister’s and other relevant government Ministers’ wider strategic policies and that the ONR Board affairs are conducted with probity.

The Chair’s leadership responsibilities include:

- a) Formulating ONR’s strategy as set out in ONR’s strategic and annual plans;
- b) Ensuring that the Chief Executive/Chief Nuclear Inspector (CE/CNI) is sighted on all proposals before they are brought to the Board;
- c) Ensuring that the Board takes proper account of guidance provided by the responsible Minister or the Department, in reaching decisions;
- d) Promoting the efficient and effective use of staff and other resources;
- e) Ensuring ONR Board affairs are conducted with probity;
- f) Setting and reviewing performance objectives for the CE/CNI;
- g) Representing the views of ONR and its Board to the general public and key stakeholders; and
- h) Liaising with the Chair of the Health and Safety Executive (HSE) to agree any ONR representation on HSE’s Board and any HSE representation on ONR’s Board and informing the Secretary of State whenever an ONR Non-Executive Director is appointed to the HSE Board.

The Chair also has an obligation to ensure that:

- a) The work of the ONR Board and its members is reviewed and that it works effectively;
- b) The Board has a balance of skills appropriate to directing ONR’s business, based on the principles set out in the ‘Corporate Governance in central government departments: code of good practice’ and suitably adapted for ONR;
- c) Board members are fully briefed on terms of appointment, duties, rights and responsibilities;
- d) They, together with other Board members, received appropriate training on financial management and reporting requirements and on any differences which may exist between private and public sector practice;
- e) The responsible Minister is advised of ONR’s needs when Board vacancies arise;

- f) They assess the performance of individual Non-Executive Board members regularly and when being considered for re-appointment in accordance with the Governance Code for Public Appointments;
- g) There is a Board Operating Framework in place setting out the role and responsibilities of the Board consistent with the Corporate Governance in central government departments: code of good practice; and
- h) There is a Code of Conduct for ONR Board members in place, consistent with the Cabinet Office Code of Conduct for Board Member of Public Bodies.

Appendix F – Non-Executive Director Roles and Responsibilities

As a Non-Executive Director you are expected to act in an independent manner bringing expertise, scrutiny and challenge and support to ONR. As a ministerially appointed Non-Executive Director (NED) of a public body you should demonstrate the [12 Principles of Governance for all Public Sector NEDs](#) and are also bound by the Code of Conduct (Appendix H).

Expertise

- a) Consider and act in the best interests of ONR and its objectives; delivering the outcomes expected of the Sponsor Department, Ministers and ultimately the public.
- b) Consider the broader mission and duties of the sponsoring Secretary of State, his or her Department and the Government.
- c) Ensure compliance with statutory duties and ONR's Framework Document and act within its powers.
- d) Exercise reasonable care, skill and diligence in the exercise of your authority and judgement.

Scrutiny and Challenge

- a) Maintain independence from the Executive to allow scrutiny of management, and in meetings agree goals and objectives, and monitor performance and the reporting of performance so that the public who rely on ONR receive a high-quality service.
- b) Satisfy yourself on the integrity of budget setting to deliver objectives and financial information and reporting against budgets and that financial controls and systems of risk management are robust and defensible. Meet the requirements of Managing Public Money, including supporting the Accounting Officer in fulfilling their duties to provide propriety and value for money in the use of public funds.
- c) Champion high standards of risk management by ensuring effective risk reporting, controls and governance, risk expertise and risk tolerance to effectively manage risk.
- d) Represent ONR to the Sponsor Department and to Ministers, as well as ensuring Ministers' views are considered by the executive team of ONR, as appropriate.

Support

- a) Support the Board in succession planning and being prepared to put themselves up for re-appointment, as well as promoting the need for a diverse Board.
- b) Participate in and promote regular reviews of ONR, as well as the Board's own effectiveness, with particular focus on ONR's purposes and its efficiency in meeting those purposes. Engage in the appraisal process, including self-reflection of own abilities.
- c) Listen carefully to and ask appropriate questions of and support management to encourage discussion in a manner that promotes a culture where all perspectives are listened to, while fulfilling the individual duties and responsibilities and respecting and valuing the expertise of the Executive Team and others.
- d) Promote the success of ONR having regard to the interest of all members and stakeholders, and all risks.

Key responsibilities include:

- a) Helping lead the work of ONR by operating effectively as a Board Member and by contributing to Board meetings and discussion;
- b) Chairing and/or participating in the activities of Board Committees;
- c) Maintaining effective working relationships with a broad range of networks and stakeholders;
- d) Representing ONR externally, acting collectively in representing its decisions to stakeholders and the general public;
- e) Demonstrating a commitment to the Seven Principles of Public life;
- f) Act in good faith and the best interests of ONR and its aims;
- g) Comply at all times with the ONR Board Members' Code of Practice, the 'Code of Conduct for Board Members of Public Bodies' and within the rules in 'Managing Public Money', relating to the use of public funds and conflicts of interest;
- h) Not misuse information gained in the course of their public service for personal gain or for political profit, not seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations; and
- i) Comply with the ONR rules on acceptance of gifts and hospitality, and ONR's Corporate Governance Framework.

Appendix G – Security Non-Executive Director Roles and Responsibilities

Last Updated June 2021

The Security Non-Executive Director (NED) is appointed by statute⁵ by the Secretary of State, Department for Business, Energy and Industrial Strategy (BEIS):

“One non-executive member must have experience of or expertise in, matters relevant to the ONR’s nuclear security purposes”.

There are no specific statutory responsibilities defined for the post, nor are responsibilities specific to this role outlined in the individual’s letter of appointment or associated Terms and Conditions schedule. The steps outlined below are in addition to the general responsibilities of a Non-Executive Director (Appendix F).

The Security Committee Terms of Reference outline Committee specific roles, functions and responsibilities only, focused on providing assurance; they do not identify roles and responsibilities for the Security NED.

Maintaining currency and influence

The following steps are proposed to maintain the future currency and influence of the Security NED in ONR security-related matters:

- a) The Executive Director of Operations/Deputy Chief Inspector – Civil Nuclear Security and Safeguards (CNSS) to provide pre-Board / ARAC briefings to the Security NED, including but not solely in relation to the enhanced reporting and discussion at Board on important security matters such as SyAPs implementation.
- b) The Security NED has a standing invite to observe the annual review of security assessment process.
- c) An annual presentation is to be provided and discussed with the Security NED on the CNSS annual report on the security performance of the industry to provide additional insight into the report content, thereby ensuring they remain informed on all aspects of important security regulation and industry performance.
- d) Exceptional (classified) briefings are to be provided by BEIS and ONR when non-routine requests are made of ONR on security matters (such briefings would also be provided to the ONR Chair and Chief Executive/Chief Nuclear Inspector (CE/CNI)).
- e) Media worthy and other significant incidents (including relevant security incidents which meet the Ministerial reporting threshold) are to be reported to the Security NED, ONR Chair and CE/CNI by the EDO or DCI CNSS.

⁵ *Energy Act 2013 (c. 32)*

- f) ARAC Terms of Reference to explicitly reference the Security Non-Executive Director as a member of ARAC. ARAC will continue to receive audit and risk assurance, including deep dives, on security matters alongside those for all other purposes.
- g) The Security NED is to be provided with appropriate background documents prior to Board/ARAC meetings such as the CNSS Risk Register and the annual Divisional plan, and any security-specific audits or regulatory assurance reporting.

Appendix H – Code of Conduct

Adopted June 2021

This principles of this code have been adapted from the [Code of Conduct for Board Members of Public Bodies](#) (last revised in 2019) and applies to all Non-Executive Directors. The Code complements ONR's other governing documents and the requirements must be observed alongside the provisions sets out in these documents.

1 Introduction

- 1.1 As an ONR Board Member, your behaviour and actions must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions.

2 Key Principles of Public Life

- 2.1 The key principles upon which this Code of Conduct is based are the [Seven Principles of Public Life](#). These are:

- a) Selflessness
- b) Integrity
- c) Objectivity
- d) Accountability
- e) Openness
- f) Honesty
- g) Leadership

- 2.2 These principles should inform your actions and decisions as a Board member.

3 General Conduct

Use of Public Funds

- 3.1 You have a duty to ensure the safeguarding of public funds and the proper custody of assets which have been publicly funded.
- 3.2 You must carry out these obligations responsibly – that is, take appropriate measures to ensure that ONR uses resources efficiently, economically and effectively, avoiding waste and extravagance. It will always be an improper use of public funds to employ consultants or other companies to lobby Parliament, Government or political parties.

Allowances

- 3.3 You must comply with the rules sets out regarding remuneration, allowances and expenses. It is your responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses. Further information on expenses can be found on [Nucleus \(Intranet\)](#).

Gifts and Hospitality

- 3.4 You must not accept any gifts or hospitality which might, or might reasonably appear to, compromise your personal judgement or integrity or place you under an improper obligation.
- 3.5 You must never canvass or seek gifts or hospitality.
- 3.6 You must comply with the rules set out by ONR in the [Gifts and Hospitality Policy](#). You should inform the Head of Corporate Governance of any offer of gifts and hospitality within two weeks of making or receiving an offer. A register is maintained by the Governance and Executive Office for Non-Executive Directors and the Finance Directorate for Executive Directors. Both are retained for three years.
- 3.7 You are responsible for your decisions on the acceptance of gifts and hospitality and for ensuring that any gifts and hospitality accepted can stand up to public scrutiny and do not bring your public office and ONR into disrepute.

Use of Official Resources

- 3.8 You must not misuse official resources (facilities, equipment, stationery, telephony and other services) for personal gain or political purposes. Deployment of such resources must be in line with ONR's rules and guidelines.

Use of Official Information

- 3.9 You must not misuse information gained in the course of your public service for personal gain or political purpose.
- 3.10 You must not disclose any information, without authority, which is confidential in nature or which is provided in confidence. This duty continues to apply after you have left the Board.

Political Activity

- 3.11 In your public role, you should be, and be seen to be, politically impartial. You should not occupy a paid party-political post or hold a particularly sensitive or high-profile role in a political party. You should abstain from all controversial political activity and comply with the principles set out in [Cabinet Office rules on attendance at party conferences](#) and [conduct during the period prior to elections and referendums](#), whether local or national.
- 3.12 On matters directly related to the work of ONR, you should not make political statements or engage in any other political activity.

- 3.13 You should inform the Chair, Chief Executive/Chief Nuclear Inspector and/ the appointing Department before undertaking any significant political activity. Subject to the above, you may engage in political activity but should, at all times, remain conscious of your responsibilities as a Board member and exercise proper discretion.
- 3.14 If you are an MP, member of the House of Lords, member of devolved legislature, directly elected mayor, local councillor or police and crime commissioner, you are exempt from these requirements. There is no bar on such representatives taking a political party whip relating to their political role. You must exercise proper discretion on matters directly related to the work of the body and recognise that certain political activities may be incompatible with your role as a Board member. You should not allow yourself to become embroiled in matters of political controversy.
- 3.15 In your official capacity, you should be even-handed in all dealings with political parties.

Employment and Appointments

- 3.16 If you wish to take up additional employment or appointments during your term of office, you must inform the Chair and the appointing Department in advance and seek their agreement before accepting. This is to discuss and document any potential or actual conflicts of interest. Care should be taken if you accept additional public appointments to ensure that you are not being paid twice from the public purse at the same time.
- 3.17 On leaving office, you must comply with the any ONR rules on the acceptance of future employment or appointments.

4 Conflicts of Interest

- 4.1 When accepting an appointment to ONR, you should consider if any conflicts arise from your private interests or by virtue of any other roles you hold. You should consider, with advice from the appointing Department, how these should best be managed, and agree these with ONR.
- 4.2 You must ensure that no conflict arises, or could reasonably be perceived to arise, between your public duties and your private interests, financial or otherwise.
- 4.3 You must comply with ONR's rules on handling conflicts of interest as set out in the Standing Orders. As a minimum these will require you to declare publicly via the ONR website, any private financial or non-financial interests of your own, or of close family members, which may, or may be perceived to, conflict with your public duties. You will be prompted annually to review your declared interests, but you should declare any changes when they arise throughout the year.

- 4.4 The Standing Orders stipulate that a Board member shall not take part in any deliberation or decision with respect to a declared interest if the other members determine that the nature of the matter, the extent of the Board member's interest, and any prejudicial effect of them joining in consideration of that matter, are such that the Board member should not take part.
- 4.5 It is your responsibility to ensure you are familiar with ONR's rules on handling conflicts of interest, that you comply with these rules and that your entry in the public register of interests is accurate and up to date.

5 Responsibilities as a Board member

- 5.1 You should play a full and active role in the work of ONR. You should fulfil your duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of ONR.
- 5.2 You should promote an inclusive and diverse culture in ONR, and your actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- 5.3 You should deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of your ability. You must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.
- 5.4 You must not harass, bully or act inappropriately towards or discriminate against others. Such behaviour is not consistent with what is expected of you as a Board member and will not be tolerated.
- 5.5 You must comply with any statutory or administrative requirements relating to your post.
- 5.6 You should respect the principle of collective decision-making and corporate responsibility. This means that, once the Board has made a decision, you support that decision.
- 5.7 You must not use, or attempt to use, the opportunity of public service to promote your personal interest or those of any connected person, firm, business or other organisation.
- 5.8 You must inform the appointing Department of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment
- 5.9 You must also inform the Chair and appointing Department of any change in your circumstances which results in your becoming bankrupt, subject to police investigation, convicted of a criminal offence or disqualified from being a company director.

- 5.10 The Chair of the Board has additional responsibilities in leading the Board and ensuring that the principles covered in this code are upheld.

6 Responsibilities Towards Employees

- 6.1 You will treat any colleagues employed by ONR with courtesy and respect. It is expected that employees will show you the same consideration in return.
- 6.2 You will not ask or encourage employees to act in any way which could conflict with their own Code of Conduct.

7 Social Media

- 7.1 Social media is a public forum and the same considerations, including the provisions in this Code, apply as if speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media you should at all times respect confidentiality, financial, legal and personal information.
- 7.2 Where any personal social media accounts used by you or link to your public role, you should take care to ensure that it is clear what capacity you are acting in.
- 7.3 Further guidance on the use of social media can be found [here](#).

8 Raising Concerns

- 8.1 You should ensure that ONR has an open, transparent and safe working environment where employees feel able to speak up and raise concerns, and complaints procedures are clearly communicated to them.
- 8.2 If you have a concern about a possible breach of this Code, a concern that you or any employee of ONR are being asked to act in contravention of their code of conduct, or a concern about misconduct/wrongdoing in any other areas, then you have a responsibility to raise that internally with the Chair.

