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The House of Lords
Commissioner for Standards
House of Lords
London
SW1A 0PW

20 August 2014

References:

- A. House of Lords, Code of Conduct for Members of the House of Lords, Third Edition: June 2014
- B. House of Lords, Guide to the Code of Conduct, Third Edition: June 2014
- C. Annex to the House of Lords, Code of Conduct for Members of the House of Lords, Third Edition: June 2014
- D. Letter from Graham Wooding to Lord Redesdale dated 30 June 2014 and titled 'Clearing the Air' (attached as Enclosure 1).
- E. Email from Lord Redesdale to Graham Wooding dated 30 June 2014 and titled 'Expression Response' (attached as Enclosure 2).

Dear Sir,

CONTEXT

- 1) This letter is a complaint against Lord Redesdale. Although I refer to Lord Redesdale by his senior title, my complaint is against him in his capacity as a Liberal Democrat life peer, Baron Mitford.
- 2) This letter is made in accordance with the House of Lords Code of Conduct for Members of the House of Lords and the Guide to the Code of Conduct, References A and B respectively¹. Paragraph 104 of the Guide encourages non-members of the House to express their dissatisfaction to the member concerned before making any complaint. I have done this, and copies of my letter and Lord Redesdale's reply (References D and E respectively) are enclosed.
- 3) When writing to Lord Redesdale, I took care to explain to him that I was working to the test of "relevant interest" set out by paragraph 12 of the Code as:

"The test of relevant interest is therefore not whether a Member's actions in Parliament will be influenced by the interest, but whether a reasonable member of the public might think that this might be the case. Relevant interests include both financial and non-financial interests."

¹ From hereon I use the term "Code" to include both References A and B, unless explicit reference is made to the "Guide".

Paragraph 34 of the Guide then goes on to say:

"A "reasonable member of the public" is taken to mean an impartial and wellinformed person, who judges all the relevant facts in an objective manner".

I am working to the same definitions in this letter of complaint to you.

4) The use of the word "wellinformed" is, I suggest, important because it indicates that the reasonable member of the public concerned will have taken care to properly understand both the issues in question and the expectations of Members of the House of Lords in respect of their conduct. I make this point because it might be easy for Members to say that they were unaware of the detail of either the Code or the Guide. Equally they might say that they did not know that they have an interest that should be registered. Yet it does not take long for a reasonable member of the public to establish that the Committee for Lords' Privileges and Conduct has communicated widely and repeatedly to Members on these matters. The detail of this is at Annex A. *Ignorantia juris non excusat.*

A PERSONAL STATEMENT

5) Before getting into the detail of my complaint against Lord Redesdale, I should like to explain how difficult it has been for me to get to this step. Recently the Press has discussed the problem of complaining against 'stars'. In my view and experience the same applies when complaining against Members of the House of Lords. It is a line that is quite difficult to cross

6) This is especially true for me, because a couple of years ago a diagnosis showed that I figured as a high performer on the autistic spectrum. This explains some personality traits. For example, I acknowledge that people like me do demonstrate a desire to understand the fundamental first principles of things. This can come across as an obsession about detail. Also, we find it more difficult than others to work in the 'grey' areas of life: we tend to see things as black or white. We also expect others to see life the same way, so if there are rules laid down then we find it hard to comprehend that others seem often to see rules as something of indifference.

7) I have explained this for you, as I did for Lord Redesdale, because this letter is long and covers a lot of detail. It points to circumstances that seem to me either black or white, but I have also worked hard to cover other circumstances where matters might be more 'grey'.

MY LETTER AND LORD REDESDALE'S REPLY

8) I sent my letter of dissatisfaction to Lord Redesdale on 30 June 2014 requesting a response by 10 July 2014; he responded on 30 June 2014. I realized that if upheld, a complaint against Lord Redesdale is a serious matter. Therefore I took care to ensure that my letter to him was detailed and contained the evidence on which I had come to my conclusions. I gave Lord Redesdale ample opportunity to make comment and rebuttal. Indeed I took no further action until the day before the original deadline of 10 Jul 2014

when I sent him an email asking if he had anything else to say: he did not reply.

9) I was surprised by the brevity of Lord Redesdale's reply. Leaving to one side a rather petulant comment saying that he would not renew my membership of the Energy Managers Association (EMA), he chose to say just this:

"Thank you for bringing to my attention my failure to register HEELEC. I have contacted the House authorities and registered my interest. The other companies are registered apart from CLC which I have no knowledge of ever being a Director and the Qatar one which never traded and has been wound up. I have always acted within the code however if you believe that you should report me to the House, please do so."

10) I applaud Lord Redesdale's invitation that I should report him to the House (although it is probably not surprising that he should say this). Also, I grant that he took immediate action to register one of his unregistered interests and then the next day took action to delete another interest on which I had requested clarification. However his assertion that "*I have always acted within the code...*" is by his own admission clearly incorrect, otherwise he would have had no need to take action to remedy his register entry current for the day of my letter.

11) Equally, his disinclination to provide answers to the questions that I had posed is not just a great frustration: to my way of thinking it also displays disrespect for the Code and his duties as a Member of the House of Lords. Also, by failing to provide the clarifications or commentary that I had requested, he has forced me to make complaints about issues that might otherwise have been cleared up.

12) Finally, Lord Redesdale's rather cursory reply prompted me to then carry out some additional research into his affairs as a company director. Companies House has the concept of a 'Director's ID'. Lord Redesdale appears to hold five separate Director IDs. Investigation into these Director ID's has revealed further circumstances where Lord Redesdale appears to be in breach of the Code. In view of Lord Redesdale's previous response I took a view that there was little point in writing to him about these newly discovered circumstances, although the 10 July email that I sent to him (referred to above) was sent in part to give him an opportunity to raise any such matters with me.

MY COMPLAINTS

Categories

13) My complaint is divided into five major classes. Some are straightforward because they concern documented matters that appear to demonstrate a breach of the Guide in respect of the registration of interests. Others relate to some of the core principles of the Code such as the need to be open and transparent. I have categorised my complaints appropriately.

Class One

14) The first class relates to the registration of interests. It has taken some time to establish whether or not some of the circumstances that fall within Class One have been registered or not. This is due to some systemic failures with the process for maintaining The Register of Lords' Interests. The Registrar has been most helpful in helping me establish the state of Lord Redesdale's register since May 2010, however he also knows that I will be writing separately to the Committee for Lords' Privileges and Conduct with some suggestions for change.

15) This first class splits into two sub-categories, as set out below.

a) The first sub-class complains that Lord Redesdale has consistently failed to register his interest in all of the companies of which he is a director or majority shareholder. The detail of this is contained in Appendix 1 to Annex B, which shows that as at the time that I wrote to Lord Redesdale he appears to have failed to register a total of twelve interests.

b) My second sub-class complains that Lord Redesdale consistently notifies changes to his interests outside of the one month time period stipulated by the Code. The detail of this is at Appendix 2 to Annex B which shows that at the time that I wrote to Lord Redesdale eight notifications had been made late.

Class Two

Introduction

16) The second class relates to the privilege of being a Member of the House of Lords, and the duties that go with that. When carrying out my research before making this Complaint, I found that the 1st Report of Session 2012-13 of the Committee for Privileges and Conduct was helpful. It is entitled 'Registration of Interests'. Paragraph 5 of the Appendix to the report says:

"We do not believe that the applicable rules should be so restrictive that they unreasonably prevent Members from earning a living or gaining outside experience and expertise. However, this must be balanced against the need for Members to register their interests openly and transparently. The House and the public have a right to know for which clients a Member is acting: Members should accept this as one of the consequences of the privilege of sitting and voting in the House. Members who cannot, or who do not wish to, abide by the revised rules may take leave of absence."

The principle that stand behind this is then reinforced by paragraph 5 and 6 of the main report which says:

"5. The purpose of the Code is "to provide the openness and accountability necessary to reinforce public confidence in the way in which Members of the House of Lords perform their parliamentary duties".

6. It follows that all Members have given a personal undertaking to be open in registering all interests that may be relevant to their parliamentary work. The test of relevance is an objective one: any interest that "might be thought by a reasonable member of the public to influence the way in which a Member of the House of Lords discharges his or her parliamentary duties" must be registered."

17) So, this second class of my Complaint works within this overriding principle of "*openness and accountability*". In my view this means that Members have a duty to respond to questions, provided that they are neither clearly trivial nor vexatious, asked of them in a reasonable manner by a reasonable member of the public. This duty may be rather irritating from time to time, but as we have seen, it is "*one of the consequences of the privilege of sitting and voting in the House*".

My Complaints

18) In my letter to Lord Redesdale, I said "*There are some matters that would benefit from clarification, following which it should be possible to establish whether or not there are any issues in respect of the Code or Guide.*" Lord Redesdale chose not to provide any of the clarifications requested. By so doing I believe that he has breached paragraphs 3(b), 8(b) and 9 of the Code. Moreover, it would be reasonable for me to assume that in the absence of such clarification, it is likely that some of the circumstances concerned are in breach of the Code.

19) However, natural justice suggest that it would be best if you could request the necessary clarifications from Lord Redesdale so that the possibility of breach can be more properly determined. I have provided the detail of this class at Annex C, which reproduces my original request to Lord Redesdale. I have allocated each of these original requests a complaint number.

Class Three

Introduction

20) Paragraph 9(g) of the Code sets an expectation that members will 'set an example': that they will display leadership and: "*...exhibit these principles in their own behaviour*". The principles referred to are the seven general principles of conduct identified by the Committee on Standards in Public Life. The central importance of these seven principles is well made in the 13th Report of Session 2013-14 of the Committee for Privileges and Conduct, which also formally linked the observance of them to the centuries old requirement for Members to act always on their personal honour.

21) I acknowledge that how Members choose to exhibit the seven general principles might fall into the 'grey' area that I mentioned at the beginning of this letter. However, it seems to me that a reasonable member of the public would expect that, wherever possible, Members would 'set an example'. The Guide puts this expectation very well at paragraph 8:

"...But a written Code can never cover every eventuality. Paragraphs 8(a) and 8(b) of the Code, taken together, mean that Members are

required not only to obey the letter of the rules, but to act in accordance with the spirit of those rules and the sense of the House. This includes the rules agreed by the House in respect of financial support for Members or the facilities of the House. In addition to the specific rules on registration and declaration of interests, there is a more general obligation upon Members to bear in mind the underlying purpose of the Code as set out in paragraph 3(b), namely, to provide "openness and accountability".

My Concern

22) In my letter to Lord Redesdale I said:

"There are some matters that—in my opinion—a reasonable member of the public might expect to be registered in the spirit of the Code or Guide."

I then went on to say:

"In my opinion, the spirit of this principle applies to everything that you do in respect of entities that you control or within which you have a leadership or managerial role. In other words, that a reasonable member of the public would expect you to apply the principles of the Code to your involvement with said entities. In my opinion it is not immediately evident that you do so in all cases. I have set out some examples below. Of course this is a question of judgement, which is why I would appreciate your views."

23) Lord Redesdale chose not to comment or provide any views. I have provided the detail of the matters that I suggest might be against the spirit of the Code at Annex D (which reproduces my original comments to Lord Redesdale). However, I have not allocated each matter a complaint number in acknowledgement of the 'greyness' referred to above. I would, though, appreciate your kindness in bringing those matters that you might determine merit attention to the attention of Lord Redesdale.

Class Four

Introduction

24) The fourth class of my Complaint relates to a principle set out by the Sub-Committee on Lords' Conduct thus:

"The corporate veil should not be allowed to disguise the reality of payments being made to a particular Member."

I believe that there is a loophole by which the "corporate veil" can be used to disguise the true purpose of seemingly innocuous corporate arrangements and which challenges any belief that it is not necessary for the Guide to make any further differentiation between different types of company. I will take this up separately with the Chairman of the Committee for Privileges and Conduct, once this Complaint has been determined. However, I need to set the background for you here so that you can properly understand my concerns. This will take a more detailed explanation than the previous two categories.

Background

25) The 10th Report of Session 2010-12 of the Committee for Privileges and Conduct revised some of the rules in respect of directorships of the version of the Guide current then in order (among other things) to:

a) Emphasise the importance of openness by adding this text: *“In addition to the specific rules on registration and declaration of interests, there is a more general obligation upon Members to bear in mind the underlying purpose of the Code as set out in paragraph 3(b), namely, to provide “openness and accountability.”*

b) Ensure that openness and accountability in respect of company directorships by adding this text: *“Members must register under this class the precise source of each individual payment made in relation to any directorship and the nature of the work carried on in return for that payment, except where disclosure of the information would be contrary to any established professional duty of privacy or confidentiality.”*

26) When seeking to apply the revised rules on company directorships, the Registrar identified a number of issues on which he sought the guidance of the Sub-Committee on Lords' Conduct. The Sub Committee then examined whether further change to the rules was necessary and came to the conclusion that there was not. The Committee for Privileges and Conduct agreed, giving their reasons in their 1st Report of Session 2012-13.

27) This Report helpfully reinforces many of the important principles that are the bulwark of the Code and Guide. For example, in respect of compliance and purpose:

“4. Compliance with the rules set out in the Code of Conduct and the accompanying Guide to the Code of Conduct is the responsibility of individual Members, each of whom, at the same time as taking the oath of allegiance, signs a personal undertaking to abide by the Code.

5. The purpose of the Code is “to provide the openness and accountability necessary to reinforce public confidence in the way in which Members of the House of Lords perform their parliamentary duties”.

6. It follows that all Members have given a personal undertaking to be open in registering all interests that may be relevant to their parliamentary work. The test of relevance is an objective one: any interest that “might be thought by a reasonable member of the public to influence the way in which a Member of the House of Lords discharges his or her parliamentary duties” must be registered.”

28) The Appendix to this 10th Report of Session 2010-12 is a copy of the report of the Sub Committee to the Committee. Paragraph 33 of the Appendix explains that:

“22. The purpose of the revised rules was to close a loophole through which Members who were individually employed by a small number of

clients could avoid disclosure of the names of those clients by setting up a private company. The corporate veil should not be allowed to disguise the reality of payments being made to a particular Member. We note that in law there are a number of different types of company defined for different purposes, including, for example, for the purposes of tax law and corporate governance. We do not consider it necessary for the Code of Conduct to differentiate between different types of company by size, control or whether they are publicly listed. Under the revised rules, individual payments should be registered whatever the size or ownership of a company."

The Corporate Veil

29) Companies House differentiates between private companies that are limited by shares and those that have no share capital but which are limited by guarantee. The requirement to register directorships in either type of company is already well made by the Guide. However, the requirement to also register a controlling interest in private companies currently only applies to private companies limited by shares. This is because Class 4 of the Guide says:

"Any shareholding either a) amounting to a controlling interest, or b) not amounting to a controlling interest, but exceeding £50,000 in value."

The key point here is the use of the word "*shareholding*": private companies limited by guarantee do not have shareholders, but 'members'.

30) Private companies limited by guarantee are the favoured type of company for non-profit companies. Therefore it might be thought that directors of such companies have no financial interest in them. This is simply not true. Non-profit companies have as much interest in ensuring that revenue equals or exceeds expenses as does any other type of company. This 'surplus' is used to pay all of the items listed as "*remuneration*" by paragraph 46 of the Guide. Thus although directors of private companies limited by guarantee cannot receive a financial benefit by means of any increase in the value of shareholdings, they clearly have a great financial interest in the remuneration that they receive.

31) In many cases remuneration will be agreed by a set of non-conflicted persons or by a committee that has been approved directly or indirectly for that purpose by the company's controlling body. In the case of private companies limited by shares, this ultimate controlling body is the shareholders. Where a Member (of the House of Lords) has a controlling shareholding then that circumstance is required to be registered. However, as we have seen, this does not apply to Members who control private companies limited by guarantee.

32) It is (I suspect) uncommon for private companies limited by guarantee to have a sole member. After all, most people who subscribe to such companies would probably welcome there being at least three subscribers so that any accusations of self-interest can be allayed. If they are also directors or employees, they will take great care to always operate at arms-length when

dealing with their remuneration. So when it is found that a person is the sole, controlling member of a private company limited by guarantee a reasonable member of the public might have cause for concern.

Lord Redesdale and Companies Limited by Guarantee

33) The table below shows that of the seven companies incorporated by Lord Redesdale since June 2006, five have been set up as private companies limited by guarantee with Lord Redesdale as the sole controlling member. The remaining two have been set up as private companies limited by shares with Lord Redesdale as either the sole or majority shareholder.

Company Name	Number	Incorporated	Type
Association Of International Schools & Colleges UK Limited	07076093	13 Nov 2009	Private Ltd By Guarantee
Carbon Management Association	07831184	1 Nov 2011	Private Ltd By Guarantee
Energy Managers' Association	07943728	9 Feb 2012	Private Ltd By Guarantee
WECUK	07639557	19 May 2011	Private Ltd By Guarantee
Red Squirrel Protection Partnership	05862728	30 Jun 2006	Private Ltd By Guarantee
HEELEC Ltd	08785975	21 Nov 2013	Private Ltd By Shares
Low Energy Company	08442822	13 Mar 2013	Private Ltd By Shares

34) The table below shows that four of these companies are directly or indirectly linked: the fortunes of one is linked to the fortune of the other(s).

Company	Linkage (taken from the public domain)
The Carbon Management Association (CMA)	"Working with the Energy Managers Association (EMA), the CMA has identified skill sets that employees (from the shop floor to management positions) need to effectively manage energy cost and consumption. Using this knowledge the EMA has developed level based training specifications. The CMA approves courses that meet these specifications and consequently equip individuals with the knowledge to understand the energy cost of their actions and reduce their carbon emissions."
Low Energy (UK) Ltd (LEC)	"Low Energy (UK) Ltd is an auditing body that grants the LEC Status to organisations that have trained a percentage (set by their industry) of their

Company	Linkage (taken from the public domain)
	employees in Carbon Management Association (CMA) Approved Courses."
The Energy Managers Association (EMA)	"Energy Management Qualifications: Building the basis of qualifications for Energy Managers with the completion of Level 1 and 2 standards."
HEELEC Ltd	<p>HEELEC is the promoter of the Energy Management Exhibition (EMEX). The EMEX brochure says "In Partnership with EMA".</p> <p>The EMEX brochure says that one (out of four) seminar theatres is devoted to:</p> <p>"Theatre One - Energy Management Training: The opportunities for behavioural change and saving money through better trained staff.</p> <ul style="list-style-type: none"> •Low Energy Companies •What is involved? •What can I save? •Why LEC companies will demand LEC status from their suppliers"

Complaints made within Class Four

35) It is up to Lord Redesdale how he arranges and manages the interactions between these four companies. However, it is also entirely reasonable for a member of the public to ask how he intends to ensure that such interactions do not give an impression that a corporate veil of another kind is being drawn over the arrangements. This is what prompted me to specifically request of Lord Redesdale that he explain the interactions between these four private companies all of which he controls. As I said:

"My concern is that unless Members do register such controlling interests it might be possible to use interests in non-profit companies (which are normally set up as companies limited by guarantee) as a smokescreen for interests—via said non-profit companies—in for-profit companies. I would welcome your views on this."

36) Lord Redesdale decided not to offer any commentary. This is unfortunate, because it means that I cannot take his views into account when I write to the Chairman of the Committee for Privileges and Conduct. It also means that there remains doubt as to how Lord Redesdale intends to operate the four companies in question in such a way as to reassure the public that there is no possibility of a 'corporate veil'.

37) This lack of openness and transparency forms the basis of my first complaint under Class Four, which is that by failing to respond to my request for commentary on a matter of public interest, I believe that Lord Redesdale has breached paragraphs 3(b), 8(b) and 9 of the Code.

38) My second complaint under Class Four is that by failing to declare his interlinked financial interests in the EMA, the CMA, the LEC, HEELEC and EMEX (irrespective of any requirements or not in respect of private companies limited by guarantee) I believe that Lord Redesdale has failed to act on his personal honour and thus is in breach of paragraphs 8(b) and 9 of the Code. He has also not acted in the public interest and thus is also in breach of paragraph 7 of the Code.

Class Five

39) Class Five relates to Lord Redesdale's staff. In my letter to him I said:

"Finally, there are circumstances related to your staff, which at first sight appear to be in breach of the Annex to the Code. It seems to me that some of these are questions of relevant fact and some are of judgement.

40) Lord Redesdale chose not to provide any of the clarifications requested. By so doing he has breached paragraph 3(b), 8(b) and 9 of the Code. Moreover, it would be reasonable to assume that, in the absence of such clarification, it is likely that some of the circumstances concerned are in breach of the Annex to the Code.

NOTE: This supposition is reinforced by the fact that the entry has since been changed as detailed in Annex E. Lord Redesdale has not had the courtesy to tell me of this change, but the fact that it has been made indicates that a breach of the Annex to the Code might well have occurred. (It also an example of Lord Redesdale's seeming indifference to the openness required by the Code: it would have been of no great trouble to have told me that a change had been made.)

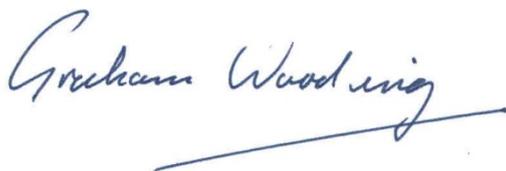
41) However, natural justice suggests that it would be best if Lord Redesdale be given a further opportunity to provide the clarifications requested. Therefore, the exact text of the requests as sent to Lord Redesdale is reproduced at Annex E, together with a unique complaint number. The Commissioner is requested to seek the necessary clarification from Lord Redesdale and then to determine if any breach of the Annex to the Code arises.

FINALLY

42) I have written to you in good faith, not just because it appears that Lord Redesdale might be in breach of the Code or Guide, but also because I believe that my research has shown that there are some of aspects of the current arrangements for the registration of Lords' interests that warrant improvement. This is in the public interest.

43) Please let me know if I can be of any further help or if you need any further information. I have marked this letter as PRIVATE, but retain the right to make it public as allowed by paragraph 121 of the Guide once this complaint against Lord Redesdale has been determined.

Yours sincerely,



Graham Wooding

Annexes

Annex A	Advice to members regarding the Code or Guide
Annex B:	Circumstances that appear to constitute a breach of the Code or Guide
Appendix 1 to Annex A:	Class One: Unregistered interests
Appendix 2 to Annex A	Class One: Late notifications
Annex C:	Class Two: Circumstances that would benefit from clarification
Annex D:	Matters that appear to be in conflict with the spirit of the Code
Annex E:	Matters that could be in breach of the Annex to the Code

Enclosures

Enclosure 1:	Copy of a letter from Graham Wooding to Lord Redesdale dated 30 June 2014 and titled 'Clearing the Air'
Enclosure 2:	Copy of an email from Lord Redesdale to Graham Wooding dated 30 June 2014 and titled 'Expression Response'

ANNEX A: ADVICE TO MEMBERS REGARDING THE CODE OR GUIDE

Introduction

1) Before writing to Lord Redesdale, I carried out sufficient research on the system whereby Members register their interests to ensure that I was "wellinformed". This was because the Guide defines a 'reasonable member of the public' as:

"A "reasonable member of the public" is taken to mean an impartial and wellinformed person, who judges all the relevant facts in an objective manner".

As I have explained, the use of the word "wellinformed" by the Guide is, I suggest, important because it indicates that the reasonable member of the public concerned will have taken care to properly understand both the issues in question and the expectations of Members of the House of Lords in respect of their conduct.

2) It seemed to me that working within this definition would help ensure that this, the appropriate test, was applied to my complaints in respect of Lord Redesdale:

"The test of relevant interest is therefore not whether a Member's actions in Parliament will be influenced by the interest, but whether a reasonable member of the public might think that this might be the case. Relevant interests include both financial and non-financial interests."

Wellinformed Members

3) If there is an expectation that members of the public should be wellinformed, then it is entirely appropriate for Members of the House of Lords to become and remain wellinformed about their obligation to abide by the Code and Guide. Otherwise it might be easy or convenient for Members against whom a complaint has been made, to say that they were unaware of the detail of either the Code or the Guide. Or they might say that they did not know that they have an interest that should be registered.

4) It does not take long for a reasonable member of the public to establish that the Committee for Privileges and Conduct has communicated widely and repeatedly to Members on these matters. In other words, *Ignorantia juris non excusat*. This Annex add substance to this principle by setting out some of the ways in which the obligations of Members are brought to their attention.

Reminders to Members about their obligations

5) Members are reminded of their obligations in respect of the Code or Guide on a regular basis. For example, paragraph 5 of the Code says:

"5. Members are to sign an undertaking to abide by the Code as part of the ceremony of taking the oath upon introduction and at the start of each Parliament."

ANNEX A: ADVICE TO MEMBERS REGARDING THE CODE OR GUIDE

Therefore it is reasonable to assume that once each year, a Member is reminded about the Code. It would be a foolish Member indeed who signed the annual undertaking without also ensuring that they understood the detail of what they were undertaking to comply with. It would be the same as crying foul on a contract, only to find that they had not read the 'small print'.

6) Moreover, paragraph 43 of the Guide states that:

“Once a year the Registrar sends a circular to all Members of the House inviting them to check and update their Register entry. But Members themselves are responsible at all times throughout the year for ensuring that their Register entry is accurate and up-to-date.”

The Registrar of Lords’ Interests has explained to me that this circulation was carried out in March/April 2010 and in the summer of 2011. Apparently not all Members chose to complete the circular and it would be useful to establish if Lord Redesdale did. However, in any event, the fact remains that at least twice Lord Redesdale would have been reminded of the need to confirm the accuracy of his register entry.

7) The Registrar also tells me that after the summer 2012 circular, it has been the practice to ask Members to verify the accuracy of their register entry whenever they contacted the Registrar’s Office rather than by means of an annual circular. (Paragraph 43 of the Guide will need to be updated at some time.) Lord Redesdale has made at least six amendments to his register entry since the summer of 2012, the latest of which was in July 2014. Therefore it is reasonable to assume that Lord Redesdale would have been repeatedly asked to verify the accuracy of his register entry.

Communication to Members about the Code

8) It seems clear that the Committee for Privileges and the Committee for Privileges and Conduct take care to inform members of significant changes to, or interpretations of, the Code. This often takes the form of a report.

9) The table below list those reports (together with selected text 'of note') related to the Code or Guide that it is reasonable to assume would have been circulated to Lord Redesdale during the last four years. Whether Lord Reasonable read these reports or not is not known. However, the same applies here as previously: *Ignorantia juris non excusat*.

Issued by the Committee for Privileges

1st Report of Session 2009-10	The Conduct of Lord Fraser of Carmyllie	"13. We take this opportunity to remind Members of the House that the House has adopted a new code of conduct with effect from 1 April 2010, and that this new code requires Members to register all employment outside the House."
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ANNEX A: ADVICE TO MEMBERS REGARDING THE CODE OR GUIDE

2nd Report of Session 2009-10	Guide to the Code of Conduct	"5. We invite the House to agree the Guide to the Code of Conduct, contained in the Appendix to this Report." "10. ...The Code of Conduct, having been agreed by Resolution of the House, is binding upon all Members who are not on Leave of Absence—the undertaking is a token of the individual Member’s understanding of and commitment to the principles and rules set out in the Code, but does not in itself affect the Code’s binding nature."
3rd Report of Session 2009-10	Registration and declaration of interests; complaint against Lord Ashcroft	"9. ...We would however draw the attention of all Members of the House to the new code of conduct that comes into force from the start of the new Parliament. Under the new code Members of the House will be required to register all directorships of public and private companies, paid and unpaid, including directorships of companies that are not trading. This is an important change from the existing code."

Issued by the Committee of Privileges and Conduct

10th Report of Session 2010-12	The Guide to the Code of Conduct	"3. ...Paragraph 8, at end insert: “In addition to the specific rules on registration and declaration of interests, there is a more general obligation upon Members to bear in mind the underlying purpose of the Code as set out in paragraph 3(b), namely, to provide “openness and accountability.”” "3. ...Paragraph 46, at end insert “Members must register under this category the precise source of each individual payment made in relation to any directorship and the nature of the work carried on in return for that payment, except where disclosure of the information would be contrary to any established professional duty of privacy or confidentiality.”
1st Report of Session 2012-13	Registration of Interests	"11. The Registrar will draw upon the guidance annexed to this report in advising Members on the registration of relevant interests. We consider that it will also be helpful to Members for the guidance to be published. We accordingly make this Report for information."
6th Report of Session 2012-13	The Conduct of Lord Elder	"Findings... Paragraph 49 of the Guide to the Code of Conduct, which offers guidance on registering category 2 (“remunerated employment”) interests, states: “All employment

ANNEX A: ADVICE TO MEMBERS REGARDING THE CODE OR GUIDE

1st Report of Session 2013-14	The Conduct of Baroness Knight	<p>outside the House and any sources of remuneration which do not fall clearly within any other category should be registered here." The payments made to Lord Elder were described in the Al-Maktoum College's accounts as an "honorarium". I believe that a reasonable member of the public would conclude from that that Lord Elder should have registered this interest as a category 2 ("remunerated employment") interest."</p> <p>"7. I am clear that Lady Knight should have registered her role as a vice president of the British Fluoridation Society. It is clearly an office in a pressure group and therefore required to be registered under category 10(d) of the Guide to the Code of Conduct. However, Lady Knight willingly acknowledged her failure to do so and gave an unreserved apology for that omission. She has since amended her entry in the Register of Lords' Interests to set the record straight.</p>
2nd Report of Session 2013-14	The Conduct of Lord Deben	<p>"11. As the above makes clear, categorising such a status in an organisation like the WFC is not straightforward; the Guide cannot provide definitive guidance on all circumstances. It does, though, make clear that the Registrar is available to advise members in cases of uncertainty; any member who follows the Registrar's advice in determining what is a relevant interest satisfies fully the requirements of the Code of Conduct in that regard. This may have been a case where the advice of the Registrar should have been sought."</p>
6th Report of Session 2013-14	The Conduct of Lord Oxburgh	<p>"6. I am satisfied that Lord Oxburgh's role as an adviser to the RAEF would be thought by a reasonable member of the public to be a relevant interest for the purposes of the Code of Conduct. The responsibilities of the advisory board quoted above make membership of it akin to the offices and bodies required to be registered under category 10 of the Guide to the Code of Conduct (paragraph 79). Accordingly, I am of the view that he should have registered his membership of the advisory board in the Register of Lords' Interests and that he breached the Code of Conduct by not doing so."</p>
11th Report of Session 2013-14	The Conduct of Lord Stephen	<p>"15. In my opinion the requirements of the Code and Guide are clear. Remunerated directorships should be registered under category 1 and unremunerated directorships under category 10. The wording of paragraph 79(a) of the Guide should be given its natural meaning: that</p>

ANNEX A: ADVICE TO MEMBERS REGARDING THE CODE OR GUIDE

unremunerated directorships should be registered. That is reinforced by the wording of paragraph 47 of the Guide."

"17. Even if I had found the wording of paragraphs 47 and 79 of the Guide to be ambiguous, in my opinion the directorships referred to in the complaint might reasonably be thought to influence how the member would discharge his parliamentary duties and so, applying the objective test of a relevant interest set out in paragraph 11 of the Code, should be registered. To look at it another way, it would be odd if members were required to register directorships in which they have no financial interest, but not required to register directorships from which they stand to gain financially."

13th Report of
Session 2013-
14
Amendments
to the Code of
Conduct and
the Guide to
the Code

"6. ... "9. Members of the House should observe the seven general principles of conduct identified by the Committee on Standards in Public Life. These principles will be taken into consideration when any allegation of breaches of the provisions in other sections of the Code is under investigation and should act as a guide to Members in considering the requirement to act always on their personal honour.""

"19. In his report on the conduct of Lord Stephen, the Commissioner noted Lord Stephen's suggestion that the Code and Guide to the Code might benefit from a simple statement that all directorships held by Members were required to be registered. We have considered the matter and concluded that the present guidance should be amended by adding the words "so that in one category or another all directorships should be registered" to the final sentence of paragraph 47 of the Guide to the Code."

The availability of advice to Members

10) The Registrar is always available to give advice to Members. Indeed, taking such advice would seem to be a very expedient thing to do. After all, the Guide explains that:

ANNEX A: ADVICE TO MEMBERS REGARDING THE CODE OR GUIDE

"3. No written guidance can provide for all circumstances: when in doubt Members should seek the advice of the Registrar of Lords' Interests. The Registrar consults the Sub-Committee when necessary. A Member who acts on the advice of the Registrar in determining what the Member is required to register or declare as a relevant interest fully satisfies the requirements of the Code of Conduct as regards registration or declaration. While the Registrar also advises on participation in parliamentary proceedings where interests are concerned, the final responsibility for deciding whether or not to participate in proceedings rests with the Member concerned."

11) I do not know if Lord Redesdale has ever taken advice from the Registrar, although during his correspondence with me the Registrar never indicated that Lord Redesdale has. It seems to me that on receipt of my letter of 'dissatisfaction' to Lord Redesdale, much of which was a challenge to his register entry, a reasonable member of the public would expect him to double-check the accuracy of his register entry, and to take advice from the Registrar as necessary. I had allowed Lord Redesdale plenty of time to do so, and even though he replied to me on the same day I asked him again on the 'due date' if he had anything else that he wanted to say. Lord Redesdale did not reply.

Conclusion

12) Taking all of these factors together, it would be difficult for a reasonable member of the public to accept that a Member of such long standing such as Lord Redesdale would be in any doubt about the requirements and importance of complying with the Code and the Guide.

ANNEX B: CIRCUMSTANCES THAT APPEAR TO CONSTITUTE A BREACH OF THE CODE OR GUIDE

Introduction

1) The body of this Complaint explains that the procedure laid down by paragraph 104 of the Guide has been followed. Lord Redesdale has been written to and that letter included a statement that:

"There are circumstances that at first sight appear to be in breach of the Code or Guide. These circumstances are revealed in various documents. If the facts contained in these documents are relevant then it may be that the Code or Guide has been breached."

In his response, Lord Redesdale said:

"Thank you for bringing to my attention my failure to register HEELEC. I have contacted the House authorities and registered my interest. The other companies are registered apart from CLC which I have no knowledge of ever being a Director and the Qatar one which never traded and has been wound up. I have always acted within the code however if you believe that you should report me to the House, please do so."

Lord Redesdale's Directorships

2) Lord Redesdale's rather cursory reply prompted me to then carry out some additional research into his affairs as a company director. Companies House has the concept of a 'Director's ID'. Lord Redesdale appears to hold the following Director IDs:

<u>Director's Name</u>	<u>Director's ID</u>	<u>Registered Address</u>
Lord Redesdale	912183316	116 St Georges Avenue, London, N7 0AH
Rupert Bertram Redesdale	904186413	Treviot House 186-192 High Road, Ilford, Essex, United Kingdom, IG1 1LR
Rupert Bertram Redesdale	905769191	Old School House, Rochester, Newcastle Upon Tyne, Northumberland, NE19 1RH
Rupert Redesdale	907479718	71 Whitechapel High Street, London, E1 7PL
Rupert Redesdale	916421838	Redesdale Cottage Rochester, Newcastle Upon Tyne, Great Britain, NE19 1TA

3) Investigation into these Director ID's has revealed further circumstances where Lord Redesdale appears to be in breach of the Code or Guide. In view of Lord Redesdale's previous response, I took a view that

ANNEX B: CIRCUMSTANCES THAT APPEAR TO CONSTITUTE A BREACH OF THE CODE OR GUIDE

there was little point in writing to him about these newly discovered circumstances, although the 10 July email that I sent to him (referred to in the main body of the Complaint) was sent in part to give him an opportunity to raise any such matters with me.

4) Therefore, I have included the details of these new circumstances, together with those already notified by me to Lord Redesdale, in Appendix 1 and Appendix 2 to this Annex. Each also contains some observations (as appropriate) on Lord Redesdale's response. I have allocated each circumstance a complaint number. Please note that the Exhibits referred to are contained in Enclosure 1.

Appendices

Appendix 1:	Class One: Unregistered interests
Appendix 2:	Class One: Late notifications

PRIVATE

Appendix 1 to Annex B: Class One: Unregistered interests

1) The table below shows details of where (since June 2010) Lord Redesdale appears to be a director or majority shareholder of companies or an advisory board, where that interest has not been registered. Each row of the table represent a unique complaint and has been allocated a complaint number under column (a).

2) Complaint numbers that are prefixed 'A' indicate interests that appear to have never been registered. Complaint numbers prefixed by 'B' indicate interests that are thought to have been registered before the changes made to system for registering Members of the House of Lords interests in Apr/May 2010. At that time a form was circulated to Members by the Registrar asking them to indicate their registerable interests. For some reason, Lord Redesdale appears to have not included the interests related to Complaint Numbers B01 and B02.

Cmplnt No.	Name	Information from Companies House (where applicable)						Lord Redesdale's Role		
		Co. No.	Type	Status	Any Controlling Interest	Date Incorporated	Date Dissolved or Liquidated	Role	Date Appointed	Date Terminated
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(j)	(k)	(l)
1-A01	Carbon Unit Limited	06262749	Private Ltd by shares	Dissolved	50% shareholder	30 May 2007	21 Sep 2010	Director	30 May 2007	21 Sep 2010
1-A02	Carbon Management Company (Qatar) Limited (See Note 1)	08020526	Private Ltd by shares	Active	—	4 Apr 2012	Ongoing	Director	7 Jun 2012	15 Nov 2013
1-A03	Green Gas Trading Limited	08055400	Private Ltd by shares	Active	—	2 May 2012	Ongoing	Director	2 May 2012	1 Jul 2012
1-A04	Advisory Board for the Research Centre for Energy Management at ESCP Europe Business School	—	Unknown	Active	—	Not known	Ongoing	Advisor	Not known	Not known
1-A05	The Hadrian's Wall Trust (See Note 2)	05820376	Private Ltd by Guarantee w/o share cpl. Exmpt 'Ltd'	Active	—	17 May 2006	Ongoing	Director	8 Jul 2013	Ongoing
1-A06	HEELEC Ltd (See Note 3)	08785975	Private Ltd by shares	Active	Majority shareholder.	21 Nov 2013	Ongoing	Majority shareholder.	21 Nov 2013	Ongoing
1-A07	Universal Flood And Pest Control Company Limited	07787509	Private Ltd by shares	Active	—	26 Sep 2011	Ongoing	Director	20 Dec 2012	20 May 2013
1-A08	Woodstock College Ltd	07231343	Private Ltd by shares	Active	—	22 Apr 2010	Ongoing	Director	3 Sep 2013	Ongoing
1-A09	Association Of International Schools And Colleges UK Limited	07076093	Private Ltd by guarantee w/o share cpl	Dissolved	Sole subscriber.	13 Nov 2009	29 Jun 2010	Director	13 Nov 2009	29 Jun 2010

Appendix 1 to Annex B: Class One: Unregistered interests

Cmplnt No.	Name	Information from Companies House (where applicable)						Lord Redesdale's Role		
		Co. No.	Type	Status	Any Controlling Interest	Date Incorporated	Date Dissolved or Liquidated	Role	Date Appointed	Date Terminated
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(j)	(k)	(l)
1-A10	City of London College (See Note 4)	03714051	Private Ltd by shares	Active	—	16 Feb 1999	Ongoing	Director	1 Jul 1999	31 Dec 2013
1-B01	Cranberry Ltd	03733476	Private Ltd by shares	Dissolved	—	16 Mar 1999	17 Jul 2012	Director	2 May 2008	17 Jul 2012
1-B02	Solaveil Ltd	05983812	Private Ltd by shares	Active	—	31 Oct 2006	Ongoing	Director	1 Jul 2009	29 Nov 2011

Note 1

I note that Lord Redesdale agrees that he was a director of Carbon Management Company (Qatar) Limited (CMAQ). However, his comments regarding the past and current status of CMAQ have no merit. The Code and Guide are clear about the need to register all directorships. A clear warning that this would be the case was given by the Committee for Privileges 3rd Report of Session 2009–10. Since then, reminders and clarifications about the requirements have been made in various reports of the Committee for Privileges and Conduct, notably their 1st Report of Session 2012–13, their 10th Report of Session 2010–12, and their 13th Report of Session 2013–14. It was also made clear that this applied to non-trading or dormant companies as much as it did to any other.

Note 2

Although The Hadrian's Wall Trust is ceasing its operations, I applaud Lord Redesdale's interest in it. I simply fail to understand why Lord Redesdale appears to have chosen not to register this worthy interest.

Note 3

It is doubly surprising that Lord Redesdale has not registered this majority shareholding, bearing in mind that in my letter to Lord Redesdale I explained that: "*You might note that at times I have made reference to what appears to be the same circumstance twice. I have done this because the Guide is not clear as to whether or not it is appropriate to make such dual registration.*" This applied in the case of HEELEC where I pointed out both the failure to register his directorship, and his failure to register his controlling shareholding.

Note 4

In his response to my letter, Lord Redesdale agrees that he failed to register his directorship in the City of London College (CLC). However Lord Redesdale's assertion that he had no knowledge of this directorships appears somewhat disingenuous because:

Appendix 1 to Annex B: Class One: Unregistered interests

- a) It is reasonable to assume that at some time or other he formally agreed to become a director of CLC.
- b) This presumption is supported by the fact that there have been two 'Director's Change of Particulars' for Lord Redesdale since January 2010. It is reasonable to assume that he was aware of these changes in particulars.
- c) In any event, unless he has sought the advice of the Registrar on this matter, Lord Redesdale has the responsibility for ensuring that his register entry is accurate. A reasonable member of the public would expect this to require an adequate administration of Lord Redesdale's personal affairs especially as regarding directorships.

I note that Lord Redesdale's directorship of CLC was terminated on the day that I wrote to him - 30 June 2014. I am grateful for such prompt action, although I note that the appointment was terminated with effect from 31 December 2013

Appendix 2 to Annex B: Class 1 - Late notifications

1) Amendments to existing interests, or the addition of new interests, are required to be notified to the Registrar within one month of the change occurring. The table below shows details of where Lord Redesdale appears to have notified such changes late. Complaint numbers that are prefixed 'C' indicate changes that appear to have been notified late 'on appointment'; 'D' indicates those notified late 'on termination'; and 'E' late 'on incorporation'.

Cmplnt №	Information from Companies House (where applicable)					Lord Redesdale's Role			Entry in Register of Lords' Interests			
	Name	Co. No.	Type	Incorporated	Dissolved	Role	Appointed	Terminated	Entry	Category	Added	Deleted
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(j)	(k)	(l)	(m)	(n)
1-C01	Solipco Ltd	07478161	Ltd by shares	23 Dec 2010	Ongoing	Director	27 Apr 2011	29 Nov 2011	"Director, Silipco Ltd (film on glass company)"	Cat 1	16 Jun 2011	13 Dec 2011
1-C02	Carbon Management Association	07831184	Ltd by Guarantee	1 Nov 2011	Ongoing	Director	1 Nov 2011	Ongoing	"CEO, Carbon Management Association"	Cat 1	2 Mar 2012	
1-C03	Low Energy Company	08442822	Ltd by shares	13 Mar 2013	Ongoing	Director	13 Mar 2013	Ongoing	"Chairman, Low Energy Company"	Cat 1		
1-C04	HEELEC Ltd (see Note 1)	08785975	Ltd by shares	21 Nov 2013	Ongoing	Director	21 Nov 2013	Ongoing	"Director, HEELEC Ltd (event organising)"	Cat 1	1 Jul 2014	
1-C05	WECUK	07639557	Ltd by Guarantee	19 May 2011	12 Feb 2013	Director	19 May 2011	12 Feb 2013	"Chairman, WECUK"	Cat 1	2 Mar 2012	14 May 2013
1-D01	WECUK	07639557	Ltd by Guarantee	19 May 2011	12 Feb 2013	Director	19 May 2011	12 Feb 2013	"Chairman, WECUK"	Cat 1	2 Mar 2012	14 May 2013
1-D02	York Archaeology Trust	01430801	Ltd by guarantee	19 Jun 1979	Ongoing	Director	Not Known	6 Dec 2013	"Board Member, York Archaeological Trust"	Cat10:(c)		
1-E01	Low Energy Company	08442822	Ltd by shares	13 Mar 2013	Ongoing	Majority shareholder.	13 Mar 2013	Ongoing	"Low Energy Company"	Cat 4:(a)		

Appendix 2 to Annex B: Class 1 - Late notifications

Note 1

In his response to my letter, Lord Redesdale says: "*Thank you for bringing to my attention my failure to register HEELEC. I have contacted the House authorities and registered my interest.*"

I am pleased to note that Lord Redesdale has finally registered this interest. He fails to give a reason for his failure to register the interest within the required one month time period, but it would be difficult to accept that this was due to forgetfulness. After all, on the day of my letter to him, he had been a director of HEELEC for over six months, had received many communications regarding the Code (as detailed in Annex A), and only a couple of weeks previously, at the opening of the current Parliament, would have been asked to give the normal undertaking to abide by the Code.

On the other hand a reasonable member of the public might be forgiven for thinking that there were good reasons why Lord Redesdale chose not to register the interest. For example, once registered it would take a reasonable member of the public little time to understand that there was a direct relationship between two non-profit 'Associations' (The Energy Managers Association and the Carbon Management Association), and two for-profit companies the Low Energy Company (UK) Limited and HEELEC, all of which appear to be controlled by Lord Redesdale.

ANNEX C: CLASS TWO: CIRCUMSTANCES THAT WOULD BENEFIT FROM CLARIFICATION

Introduction

1) The body of this Complaint explains that the procedure laid down by paragraph 104 of the Guide has been followed. Lord Redesdale has been written to and that letter included a statement that:

"There are some matters that would benefit from clarification, following which it should be possible to establish whether or not there are any issues in respect of the Code or Guide."

2) Lord Redesdale chose not to provide any of the clarifications requested. By so doing I believe that he has breached paragraphs 3(b), 8(b) and 9 of the Code. Moreover, it would be reasonable to assume that in the absence of such clarification, it is likely that some of the circumstances concerned are in breach of the Code or Guide.

3) However, natural justice suggests that it would be best if Lord Redesdale be given a further opportunity to provide the clarifications requested. Therefore, the text of the requests as sent to Lord Redesdale is reproduced below, together with a unique complaint number. The Commissioner is requested to seek the necessary clarification from Lord Redesdale and then to determine if any breach of the Code or Guide arises.

4) Please note that the Exhibits referred to are contained in Enclosure 1.

Clarifications That Were Requested

Complaint Number Original Text

2.01 Undue Influence

There are several references in the public domain (see Exhibit R for examples) that might lead a reasonable member of the public to believe that the EMA is able to exercise parliamentary influence or to facilitate access to public officials. Here are some examples:

a) "The EMA believes that the best way to influence policy is not to answer questions on consultations but to help Government to ask the right questions in the first instance. In this way, EMA presents itself as a knowledge base to government in issues around Energy Management. It is no secret that legislation cannot be changed overnight and the EMA works closely with DECC, DEFRA and BIS so that future policy works for practitioners rather than just on paper."

ANNEX C: CLASS TWO: CIRCUMSTANCES THAT WOULD BENEFIT FROM CLARIFICATION

b) "Leading Industry... Becoming recognised by government as the voice of the energy management industry."

c) "The EMA are consulting to both DECC and the EU Commission to provide this guidance."

You will understand that in view of your parliamentary interests related to energy, and the fact that one of the DECC Ministers is a member of the same political party as yourself, a reasonable member of the public is likely to be particularly sensitive to anything that might indicate your use of inappropriate parliamentary influence, or of privileged access to public servants (including those in The European Commission ("EU")). For example, it is of concern to me to note EMA's frequent reference to its association with DECC, and the evangelising of DECC's support for EMA and LEC. Equally, bearing in mind just how small EMA is, and that it is based on non-corporate membership, I am surprised to note that EMA is listed by the EU as one of only two organizations in the UK who are "actors" for Energy Performance Contracting in the UK (Exhibit S).

Please can you confirm that you have always followed the letter of the Code and Guide (and therefore that that you explained your control of EMA, CMA, LEC and HEELEC Limited and the vested interests you have in all of these entities) when acting as a parliamentarian or when arranging to meet or indeed meeting with members of Parliament, and other public servants (including those in the EU Commission).

2.02 Energy Managers Association

You have registered your office as CEO of the EMA under Category 1 of the Guide. This would indicate that you are receiving remuneration as defined by paragraph 46 of the Guide. To my understanding EMA's only income is that received from members' subscriptions which, with only some 200 EMA members, cannot amount to a great deal. I say this because presumably any other income or support, whether direct or indirect, might amount to sponsorship. (I make further reference to sponsorship in a later paragraph.) Also, the latest accounts available from Companies House (Exhibit M) note that "At the balance sheet date, the company had net liabilities of £808. The validity of the going concern concept is dependent on the continued support of the shareholders". I cannot, therefore, understand where the income for your remuneration is coming from. Please can you tell me where such income, and indeed any other income to the EMA, is coming from?

2.03 Carbon Management Association

You have registered your office as CEO of the CMA under Category 1 of the Guide. This would indicate that you are

ANNEX C: CLASS TWO: CIRCUMSTANCES THAT WOULD BENEFIT FROM CLARIFICATION

receiving remuneration as defined by paragraph 46 of the Guide. To my understanding currently the CMA has no income. Also, the latest accounts available from Companies House (Exhibit N) note that "At the balance sheet date, the company had net liabilities of £16,663. The validity of the going concern concept is dependent on the continued support of the shareholders." I cannot, therefore, understand where the income for your remuneration is coming from. Please can you tell me where such income, and indeed any other income to the CMA, is coming from?

2.04 City of London College (CLC) International Limited

I note that the latest set of accounts for CLC filed with Companies House (Exhibit G) are those for a dormant company, indeed CLC appears to have been dormant since 2004. The latest accounts reveal that CLC has no assets. Therefore I fail to understand how it is able to remunerate you. Please can you explain this seeming inconsistency between the relevant entry on the Register and the actual status of CLC?

2.05 Qatar Computing Research Institute

I note that the Exhibit B discloses an interest as "Member of Advisory Council, Qatar Computing Research Institute". I have failed to find any reference to this on the website of the Qatar Computing Research Institute. I would be grateful if you could let me know how to verify this entry in the Register.

[Note: Although Lord Redesdale chose not to respond to this request, I note that the day after his response he deleted this from his register entry.]

2.06 Sponsorship (Category 6 of the Guide)

There have been occasions on which certain activities of the EMA appear to have been sponsored. For example, the conference called "An Energy Performance Future" (Exhibit P), or the Members Meeting held at Armstrong Point (Exhibit Q), the provision of office space in which various working group meetings have taken place, or the provision of professional services.

I would like to clear up any misunderstanding in relation to sponsorship. Therefore I request that you attest that the EMA, CMA and LEC receive no sponsorship, as described by Category 6 of the Guide, of any form. Please could you include here the purpose of what EMA terms its "Strategy Board" and confirm that EMA receives no sponsorship of any form from the various companies or entities that members of the Strategy Board are employed by, or indeed have any other form of relationship with.

2.07 Miscellaneous financial interests (Category 9 of the Guide)

The copyright notice on Exhibit K would suggest that the parent company for the Energy Management Exhibition (EMEX) is

ANNEX C: CLASS TWO: CIRCUMSTANCES THAT WOULD BENEFIT FROM CLARIFICATION

HEELEC Limited. Please can you let me know if this is the case? If it is the case, then my understanding of the Code and Guide indicates that it would be reasonable for you to register your interest in EMEX under Category 9 of the Guide, especially as: a) you are a director and majority shareholder of HEELEC Limited; b) a key theme of EMEX is the LEC and; c) EMEX is promoted as being in partnership with the EMA.

EMA Board of Directors

- 2.08 Exhibit T says that the Board of the EMA has five directors. However, Exhibit U shows that there are in fact eight directors, including yourself. Please can you explain why there is this discrepancy?
- 2.09 I also note that in his LinkedIn profile, Kit Oung describes himself as a "Board Member of EMA" and then goes on to indicate that he is in fact a "Non-Executive Board Member". This is not publicised on the EMA website. Is Mr Oung's statement correct? If it is, then please could you say whether or not there are other Non-Executive directors of the EMA?

The relationship between the EMA, CMA, LEC and HEELEC

- 2.10 Exhibit Y, slide two, shows the relationship between the EMA, CMA and LEC. [Attached as Appendix 1 to this Annex] You control all of these entities. Two are non-profit but one (the LEC) is I believe a normal, for profit entity. My recollection of discussion that we have had, is that various monies will pass between each of these entities. A reasonable member of the public would want to ensure that the two non-profit entities are not smokescreens to disguise the passing of monies from a non-profit to a for-profit regime. Also, to ensure that there were no issues in respect of monopoly. For example, to make sure that LEC recognition cannot be gained (directly or indirectly) only via the EMA and CMA. I suspect that the same reasonable member of the public would want to understand how the directors of these various entities (and HEELEC Limited come to that) are able to make disinterested decisions. None of this is made clear on any of the relevant websites.

The status of the LEC as an auditing body

- 2.11 Exhibit Z states "Approved by Low Energy (UK) Limited, an auditing body which grants LEC status to organisations that have trained a percentage of their employees in approved energy management courses." A reasonable member of the public would expect to find that the phrase "auditing body" can be substantiated by reference to some form of accreditation. Does the LEC have any form of accreditation from a recognised entity such as UKCAS? Under what form of independent scrutiny will the auditing be carried out?

ANNEX C: CLASS TWO: CIRCUMSTANCES THAT WOULD BENEFIT FROM CLARIFICATION

Vested interests

- 2.12 Exhibit Z states "Approved by Low Energy (UK) Limited, an auditing body which grants LEC status to organisations that have trained a percentage of their employees in approved energy management courses." LEC is a private company owned by you and with one director, again yourself.
- 2.13 There are instances in the EMA sponsored Energy Performance Contracting (EnPC) Code (hereinafter the "EnPC Code") where vested interests are not declared: indeed in some cases they are openly promoted. For example, the EnPC Code recommends that M&V Plans should be written by a Certified Measurement & Verification Professional (CMVP). It then goes on to explain that "As the UK affiliate for IPMVP, the Energy Services & Technology Association (ESTA) in conjunction with the EMA, will offer training in M&V to three levels." What it does not explain is that the chairman of the working group that drafted the relevant section of the EnPC Code is also the chairman of ESTA.
- 2.14 Similarly, the EnPC Code recommends that "... EnPC partners adopt the standardised suite of training courses offered by the Carbon Management Association (CMA)." This appears to be the promotion of a company of which you are the CEO.

Carbon Awareness & Energy Management E-Learning Module

- 2.15 Exhibit Z also states "The course is approved and recognised as meeting the Energy Managers Level 1 standards." Please can you tell me if by "Level 1" the EMA means the nationally recognised Levels as set out in Exhibit X? If not, then in my opinion, the statement is misleading, despite the use of the qualifier "Energy Managers...". Indeed it might be in contravention of the UK Code of Non-broadcast Advertising, Sales Promotion and Direct Marketing (hereinafter the "Advertising Code"), Rules 1.1 and 1.2 and thus the spirit of the Code.
- 2.16 Exhibit Z also states "Completion of the course will lead to an industry recognised EUSR registration." Does EUSR mean Energy and Utility Skills Register? If so, please can you tell me exactly which EUSR scheme applies, because at present I can find no reference to a LEC energy management course?

ANNEX C: CLASS TWO: CIRCUMSTANCES THAT WOULD BENEFIT FROM CLARIFICATION

EMEX

- 2.17 On the opening webpage for EMEX (Exhibit AA) you say "I'm delighted that so many blue-chip EMA members have pledged their support for the show." Yet Exhibit O explicitly states that "The EMA represents members on an individual (i.e.: non-corporate) basis". In my opinion the EMEX advertising is therefore misleading. It might be in contravention of the Advertising Code, Rules 1.1 and 1.2 (and possibly 3.45) and thus the spirit of the Code.
- 2.18 Exhibit AC refers to a "Chosen Charity" (in this case CRASH). Please can you let me know whether or not the requirements of the Advertising Code, 8.33 have been taken into account?

EMA documents

- 2.19 The version of the EnPC Code of practice (Exhibit AB) sent to me styles itself as "UK CODE OF PRACTICE & GUIDANCE". In my opinion this is misleading because it implies some sense of formal review and agreement by a relevant UK authority such as a Government Department or the UK National Standardisation Body. It also implies that EMA has undergone a review of its competency to draft and publish any such code of practice, such as the reviews carried out by the UK Accreditation Service. Yet to my understanding, neither of these are true.

Facilities (Paragraph 10 (c) of the Guide)

- 2.20 Exhibit V says that you announced EMEX at the House of Lords. If this is the case, I suggest that this would appear contrary to the guidance on the use of House of Lords which states (Exhibit W) that: "Events may not be used for public relations, advertising or commercial business, although events related to charities are permitted as long as no collection of funds is made during the course of the event."

Note: It is regrettable that Lord Redesdale chose to make no comment. I say this because I would have welcomed evidence to show that Exhibit V is incorrect, or that Lord Redesdale had been given permission to use the facilities of the House of Lords to make this public announcement. In either case I would have withdrawn this complaint.

ANNEX D: MATTERS THAT APPEAR TO BE IN CONFLICT WITH THE SPIRIT OF THE CODE

Introduction

1) The body of this Complaint explains that the procedure laid down by paragraph 104 of the Guide has been followed. Lord Redesdale has been written to, and that letter included a statement that:

"There are some matters that—in my opinion—a reasonable member of the public might expect to be registered in the spirit of the Code or Guide."

I then went on to say:

"In my opinion, the spirit of this principle applies to everything that you do in respect of entities that you control or within which you have a leadership or managerial role. In other words, that a reasonable member of the public would expect you to apply the principles of the Code to your involvement with said entities. In my opinion it is not immediately evident that you do so in all cases. I have set out some examples below. Of course this is a question of judgement, which is why I would appreciate your views."

2) I have provided the detail of these matters below. Lord Redesdale chose to make no comment. I have not allocated each matter a complaint number in acknowledgement of the 'greyness' of this area of the Code. I would, though, appreciate your kindness in bringing those matters that you might determine merit attention to the attention of Lord Redesdale.

3) Please note that the Exhibits referred to are contained in Enclosure 1.

Original Text

Support for Government policy, practice and terminology

4) We have previously discussed my concern regarding the way in which the EMA, CMA, LEC and now EMEX use terms such as 'qualification', 'level', 'standard', 'certification' or 'training'. I have explained my view that it is important to make clear whether or not the 'qualifications' being offered by EMA, CMA and LEC are accredited or not. Or put simply, whether or not they form part of the schemes exemplified by Exhibit X taken from the www.gov.uk website.

5) Also, to make clear whether or not the levels that the EMA frequently refers to (as at Exhibit R) are the same as those used by OFQUAL. Similarly, to make clear when using the term 'standard' exactly what kind of standard the EMA and/or CMA is referring to. Or that when talking about 'training' exactly what kind of training is envisaged: formal, informal, examined, on-the-job, and so on. Or what this training means: for example whether or not the training being offered by the LEC (Exhibit Y) is accredited or not.

6) I believe that it is very much in the public interest for associations such as the EMA, CMA and companies such as the LEC to endorse, support and promote Government policy, practice and terminology, and to pay

ANNEX D: MATTERS THAT APPEAR TO BE IN CONFLICT WITH THE SPIRIT OF THE CODE

particular care to prevent misleading descriptions or statements which might otherwise cause confusion. A reasonable member of the public might expect you to take leadership by ensuring this was true of the EMA, CMA, LEC, HEELEC and the EMEX.

NOTE: The need for such clarity is well exemplified, I suggest, by comments made on 18 June 2014 regarding Job Seeker's Allowance as reported by the Guardian newspaper: "... It is not saying all young people are required to go back and get this training; it is if people don't have level 3 qualifications - the equivalent of an A-level." The OFQUAL level 3 qualifications mentioned here are not the same as the level 3 courses being promoted by the EMA.

Support for European Union policy

7) A reasonable member of the public might also expect you to take leadership by ensuring that the EnPC Code made substantial reference to the EU Directives and UK laws that already impact on energy performance contracting. There is no such reference in the EnPC Code.

Support for accreditation

NOTE: I declare an interest. I have previously been the Executive Director of the Efficiency Valuation Organization (EVO) which publishes the International Performance Measurement and Verification Protocol (IPMVP), and is an integral part of the Certified Measurement & Verification Professional (CMVP) programme.

8) The EnPC Code recommends that "The M&V Plan should be based on the International Performance Measurement and Verification Protocol (IPMVP)". The IPMVP is produced by an organization that has no accreditation for producing documents such as the so-called protocol. Governments normally prefer for such documents to be produced by organizations that have been properly accredited, and can thus offer some guarantee of impartiality and technical consensus. A reasonable member of the public might expect you to take leadership by ensuring that the EMA did not associate itself with unaccredited organizations.

9) The EnPC Code also recommends that M&V Plans should be written by a Certified Measurement & Verification Professional (CMVP). Governments normally prefer for such certification programmes to be governed by bodies that are properly accredited (for example by UKAS). The CMVP Certification programme is run by a US based organization that has no accreditation for the CMVP programme. A reasonable member of the public might expect you to take leadership by ensuring that EMA did not associate itself with unaccredited certification programmes.

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Annex E: MATTERS THAT COULD BE IN BREACH OF THE ANNEX TO THE CODE

Introduction

1) The body of this Complaint explains that the procedure laid down by paragraph 104 of the Guide has been followed. Lord Redesdale has been written to and asked to provide clarification on matters related to his staff. For example, that letter included a statement that:

"Finally, there are circumstances related to your staff, which at first sight appear to be in breach of the Annex to the Code. It seems to me that some of these are questions of relevant fact and some are of judgement.

2) Lord Redesdale chose not to provide any of the clarifications requested. By so doing he has breached paragraph 3(b), 8(b) and 9 of the Code. Moreover, it would be reasonable to assume that in the absence of such clarification, it is likely that some of the circumstances concerned are in breach of the Annex to the Code.

3) However, natural justice suggests that it would be best if Lord Redesdale be given a further opportunity to provide the clarifications requested. Therefore, the exact text of the requests as sent to Lord Redesdale is reproduced below, together with a unique complaint number. The Commissioner is requested to seek the necessary clarification from Lord Redesdale and then to determine if any breach of the Annex to the Code arises.

4) Please note that the Exhibits referred to are contained in Enclosure 1.

Clarifications That Were Requested

Complaint Number Original Text

Context

The Register of Interests of Lords Members' Staff (Exhibit AD) records that Miss Léonie Graham, Mr Timothy Mukasa and Ms Jana Skodlova (hereinafter "your Staff") have been sponsored by yourself. Presumably this sponsorship is to provide "...parliamentary secretarial or research assistance to the Member" (paragraph one of the Annex to the Code).

Their employment outside of the House interest are registered (respectively) as:

- a) "1) Researcher 2) Business Development Manager, Carbon Management Association;
 - b) Policy Officer, Carbon Management Association;
- and

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Annex E: MATTERS THAT COULD BE IN BREACH OF THE ANNEX TO THE CODE

- c) Research and Services, Carbon Management Association (not for profit energy management organisation)".

There are some aspects of your Staff that I do not understand. I have set these out below. (I have applied the principle of *mutatis mutandis*, as required by Reference C (the "Annex").)

Category 2 - Employment

- 3.01 Exhibit AD indicates that all three of these people work for the EMA. I find this confusing. Please can you let me know if these people work for the EMA as well as the CMA? If so, why has this not been registered?
- 3.02 In view of the state of the EMA and CMA finances, it is important in the interest of openness, to understand whether or not these people are remunerated, and if so where the money for this remuneration comes from. Please can you tell me where the money to remunerate your staff and to provide their office accommodation comes from?
- Annex, Paragraph 9 - Lobbying, etc.**
- 3.03 Please can you explain what measures you take to ensure that your Staff do not "...not make use of their access to the Member who sponsors their pass, to other Members (of either House) or to the parliamentary estate to further the interests of an outside person or body from whom they have received or expect to receive payment or other incentive or reward."

Subsequent Changes

- 5) I note that the entry referred to above has now been changed. As of the date of this letter it reads:

Mr Timothy Mukasa Head of Policy, Energy Managers Association

Ms Jana Skodlova Researcher, Energy Managers Association

- 6) Lord Redesdale has not had the courtesy to tell me of this change, but the fact that it has been made indicates that a breach of the Annex to the Code might well have occurred.