



HOUSE OF LORDS

Report from the Commissioner for Standards

The conduct of Lord Barwell

Commissioner for Standards

The independent Commissioner for Standards is responsible for considering any alleged breaches of the Codes of Conduct.

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The Registrar of Lords' Interests advises members of the House and their staff on their obligations under the Codes of Conduct.

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Registers of Interests

A list of interests of members and their staff can be found online: www.parliament.uk/hlregister

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The conduct of Lord Barwell

CHAPTER 1: COMPLAINT AND INVESTIGATION

Summary of complaint

1. On 24 November 2022, my office received a complaint from a member of the public, Mr Anthony Miller, regarding the conduct of Lord Barwell.¹
2. Mr Miller alleged that as Lord Barwell appeared to be the sole director, employee, and shareholder of ‘Gavin Barwell Consulting Limited’ it was therefore a personal service company. Accordingly, as Lord Barwell had not registered its clients, he was in breach of the House of Lords Code of Conduct.

Relevant aspect of the Code

3. Paragraph 12(a) of the Code of Conduct states that “In order to assist in openness and accountability members shall ... register in the Register of Lords’ Interests all relevant interests, in order to make clear what are the interests that might reasonably be thought to influence their parliamentary actions.” The Guide to the Code of Conduct sets out what constitutes a relevant interest.
4. Paragraph 15 of the Code says that “Members are responsible for ensuring that their registered interests are accurate and up-to-date. They should register any change in their relevant interests within one month of the change.”
5. Paragraph 33 of the Code says that “A member who realises that he or she has failed to register or declare a relevant interest should contact the Registrar for advice.” Paragraph 3 of the Guide to the Code goes on to say that “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.”
6. Paragraph 55 of the Guide to the Code says that “While clients of companies in which members hold a directorship must be declared in relevant circumstances ..., they do not need to be registered except where: (a) the company is a personal service company”.² A footnote in this paragraph provides the following definition of a personal services company:³

“The term ‘personal service company’ is not defined in law, but for the purposes of this Code the definition adopted by the House of Lords Select Committee on Personal Service Companies applies: “It is understood generally to mean a limited company, the sole or main shareholder of which is also its director, who, instead of working directly for clients, or taking up employment with other businesses, operates

1 The investigation and report were completed by Martin Jelley QPM.

2 The Guide to the Code was amended to require members to register clients of personal service companies on 8 July 2020.

3 The House agreed to add the definition of a personal services company to the footnote on 24 May 2022.

through his company. The company contracts with clients, either directly or through an agency, to supply the services of its director.”

Preliminary assessment

7. As part of my preliminary assessment, I established that Companies House showed Lord Barwell as the sole director of ‘Gavin Barwell Consulting Limited’.⁴
8. I wrote to Lord Barwell on 5 December to ask him if he considered Gavin Barwell Consulting Limited to be a personal service company as defined by the Code of Conduct, and if he sought advice from the Registrar of Lords’ Interests about whether the status of his company required it to register its clients.
9. Lord Barwell responded to my letter on 19 December. He told me:

“Dear Commissioner,

With apologies for the delay, the answer to your two questions are as follows:

1. Yes, I do consider Gavin Barwell Consulting Limited (GBCL) to be a Personal Service Company as defined in your letter.

2. Yes, I did seek advice about whether I was required to declare GBCL’s clients and was advised that I did not need to do so - indeed that it would be awkward for others if I were to do so (as I wanted to - as evidenced by the fact I make them public on my Twitter account). I recently sought further advice because one of my clients was uncomfortable with me not declaring them, and on this occasion was told I could voluntarily declare but only if I did so for all my clients. I haven’t proceeded with that because I am in the process of bringing a co-partner into my business and expanding the client base. I hope my new co-partner will take up his role with effect from 1 January, at which point I will declare the revised client list (although at that point the business will presumably cease to be a Personal Service Company as defined in your letter?)

In case relevant, I am in the process of applying for a leave of absence from the House.”

10. As a result of his response, I considered it necessary to launch an investigation to determine if he was in breach of the Code of Conduct.

Summary of investigation

11. I wrote to Lord Barwell on 22 December to confirm that I had launched an investigation and invited him to make any further submissions he considered necessary. I did not receive a response.
12. As Lord Barwell said he had sought the advice of the Registrar of Lords’ Interests about whether to register his clients in the Register of Interests, I asked the Registrar what advice his office had provided. The Registrar responded that he did not recall whether he specifically provided initial advice to Lord

4 Companies House, ‘Gavin Barwell Consulting Limited’: <https://find-and-update.company-information.service.gov.uk/company/12255697> [accessed 23 December 2022].

Barwell that he did not need to register his clients but noted that when Lord Barwell joined the House in October 2019 it was not a requirement to register clients of personal service companies. That requirement was introduced in July 2020. The Registrar's office did provide what Lord Barwell referred to as "recently sought further advice" in November 2021 - initially by phone but followed-up by email. The Registrar emailed Lord Barwell to say that he should register all his clients rather than some. Lord Barwell replied by email on 3 November 2021 and said: "Many thanks ... I will have to check with the other clients, but I am pretty sure they will all favour transparency". I took account of these circumstances in my draft of this report.

13. In response to my invitation to review the draft report, Lord Barwell emailed me on 13 January 2023 and said:

"I am the sole director of GBCL, but I am not the sole employee or shareholder. However, given that:

- a) the other employee provides administrative support rather than services to clients; and
- b) the other shareholders are members of my family

I think GBCL meets the spirit of the definition in the footnote of para 55, even if not the precise letter (I am the largest shareholder, but not the "sole or main" one if "main" means "majority")."

14. On 12 January Lord Barwell wrote to the Clerk of the Parliaments to request leave of absence. This request was granted by the House on 13 January and took effect on 1 February. As a result, under paragraph 5 of the Code of Conduct, Lord Barwell is no longer required to register his interests for the duration of his time on leave of absence. However, as he registered his clients on 28 January, these formed part of his entry in the Register of Interests until 1 February and remain publicly accessible as part of the historic Register.⁵

Finding

15. **I conclude that as 'Gavin Barwell Consulting Limited' is a personal service company, Lord Barwell should have registered all its clients. As it is the responsibility of members to ensure that their entries in the Register of Interests are correct and up to date, Lord Barwell is therefore in breach of paragraph 12 of the Code of Conduct.**
16. **While the context of Lord Barwell's discussion with the Registrar of Lords' Interests about the registration requirements in November 2021 is not completely clear, he did express a clear intention to register all his clients at that time but failed to see through that intention.**
17. **I do not believe that Lord Barwell was seeking to avoid disclosing his clients. This is evidenced by his decision to publicise the clients in question on his Twitter profile. However, making this information available through social media is no substitute for complying with the Code of Conduct's registration requirements. I also note that this is Lord Barwell's first breach of the Code of Conduct.**

⁵ UK Parliament, 'Register of Lords' Interests: previous versions' <https://www.parliament.uk/mps-lords-and-offices/standards-and-financial-interests/register-of-lords-interests/register-of-lords-interests-previous-versions/>. See entry dated 31 January 2023 [accessed 31 January 2023].

18. **In the circumstances, as well as correcting his entry in the Register of Interests, I proposed that a letter of apology to Baroness Manningham-Buller, Chair of the Conduct Committee, would be sufficient remedial action in this case. Lord Barwell has since written to Baroness Manningham-Buller (see Appendix 1) and updated his entry in the Register of Interests.**
19. I am grateful to Lord Barwell for his cooperation in this matter.

**APPENDIX 1: LETTER FROM LORD BARWELL TO BARONESS
MANNINGHAM-BULLER, CHAIR OF THE CONDUCT COMMITTEE**

Dear Baroness Manningham-Buller,

As you may be aware, the Commissioner for Standards has found that I am in breach of paragraph 12 of the Code of Conduct.

I feel very strongly about the importance of transparency in public life, which is why - as the Commissioner recognised - I declare the clients of my business on my social media accounts even though I did not believe I was required to do so on the Register. I am writing to apologise for the mistake, and to assure you that my declaration of interests has been updated.

Yours sincerely,

Lord Barwell