

# Executive Committee

## Terms of Reference

### 1 Purpose and Authority

1.1 **Purpose.** Executive Committee (**Ex Com**) is the senior executive forum for Ordnance Survey Limited and its group of companies (**OS Group**), and is constituted and led by the Chief Executive Officer (**CEO**). Its purpose is to assist the Chief Executive in the performance of his duties, including:

- leading the delivery and development of the Strategic Plan (and budget) agreed by the Ordnance Survey Limited Board of Directors (the **Board**);
- monitoring operating and financial performance against the Strategic Plan and budget;
- assessing and controlling strategic and corporate risks;
- discussing and deciding upon operational business issues, including approvals and guidance sought by the business in accordance with the delegations agreed by the Board, and processes and policies accordingly put in place by Ex Com.

1.2 **Authority.** Ex Com reports to and escalates matters to the Board via the CEO. Ex Com delegates to committees, sub-groups and heads of department as appropriate.

### 2 Membership

2.1 **Permanent membership. Ex Com permanent membership comprises:**

- The CEO
- Chief Financial Officer (CFO)
- Chief Operating Officer (COO)
- Chief Strategy Officer (CSO)
- Chief Data Officer (CDO)
- OS GB Managing Director (OSGB MD)
- OS Ventures Managing Director\* (OSV MD)
- OS Consumer Managing Director† (OSC MD)
- Director of Human Resources (HRD)
- Head of Legal Services and Company Secretary
- Advisor to the CEO (Secretary)

Due to the importance of monthly Ex Com meetings members are expected to be in attendance at all monthly Ex Com meetings. However, in the event that a permanent member is unable to attend a monthly Ex Com meeting, they should nominate an alternate to attend in their place.

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\* In accordance with corporate information guidelines to be issued by Ex Com from time to time, this member may need to excuse themselves from certain discussions. Such instances will be minuted by the secretary.

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Additional attendees will include presenters and heads of department as required and by sole invitation of a permanent member.

2.2 **Chairmanship.** The CEO shall act as Ex Com Chair. In his absence, the COO shall act as Chair, and in the COO's absence the CFO shall act as Chair.

2.3 **Secretary.** The Advisor to the CEO or their nominee shall act as Ex Com secretary.

### 3 Quorum

The quorum for Ex Com meetings shall be 3 permanent members, at least one of whom shall be the CEO, COO or the CFO.

### 4 Frequency of Meetings

4.1 Ex Com shall meet monthly and otherwise as required.

4.2 On a quarterly basis, a subset of Ex Com shall conduct in-depth quarterly review meetings with the Market Facing Units and Business Units. Chairmanship and quorum requirements for each quarterly meeting shall be as per 2.2 and 3 above (i.e. quarterly meetings shall be chaired by the CEO, COO or CFO) and the sub-set of Ex Com members required for each quarterly meeting will be determined by the CEO on a meeting by meeting basis, according to the agenda.

### 5 Notice of Meetings

5.1 Meetings, other than those regularly scheduled as above, shall be called by the Secretary at the request of any permanent Member of Ex Com, on reasonable notice.

5.2 All relevant information, including an agenda and supporting papers, shall be sent to Ex Com members and to any other person required to attend and in good time in advance of the meeting and via the Secretary.

### 6 Agenda

6.1 Monthly Ex Com meetings operate to a fixed standing Agenda:

#### **Part 1: Permanent Members (or Alternates) plus presenters required for standing agenda items**

- Opening: noting quorum and identification of any agenda items requiring application of corporate information guidelines
- Review of previous Record of Decisions and Actions (**RoDs**) (Ex Com secretary)
- Review of Monthly Management Accounts (CFO)<sup>‡</sup>
- Considerations of monthly report and escalations from the Commissioning Authority (CSO or, in their absence, the Chief Enterprise Architect)
- Consideration of regular reports and requests for decisions or approvals escalated from business units, committees and sub-groups to whom Ex Com delegates, including:
  - Market Facing Units (MFU managing directors)
  - Operations (COO)
  - Corporate Services (CFO and /or HRD)
  - Pricing & Trading Group (OSGB MD)
- Strategic Business Plan: (CSO)
  - performance / delivery against agreed objectives from current plan, and
  - on-going development of the Strategic Business Plan for Board approval \*
- Strategic and Corporate Risks (Head of Risk and Assurance)

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<sup>‡</sup> As scheduled according to business planning cycle

- Budgets: i) performance and ii) delivery against KPIs\*: iii) governance of investment (CFO and / or Head of Portfolio Management Office)
- Review of resource issues: for instance, Capability and Capacity/Talen Review (HRD)
- Annual Accounts\*

## **Part 2: Permanent Members (or Alternates) and Presenters**

- Consideration of other material business as presented to Ex Com for discussion / decision
- AOB
- Review and agreement of the forward agenda

6.2 Quarterly review meeting agendas will focus on the performance of the MFU and other business units as well as topics such as Talent Management. Agenda items will be agreed by the CEO within Ex Com prior to the quarterly review meetings to ensure consistency and transparency of the process.

## **7 Minutes of Meetings**

Any decisions and actions of all meetings of Ex Com are recorded by the Secretary in the formal RoDs and circulated to permanent members. Access to the RoDs is restricted, but permanent members may circulate RoDs to their teams as required.

## **8 Duties**

### **8.1 Objectives and Strategy**

- Recommending objectives and strategy for the group in the development of its business, having regard to the interests of its shareholders, customers, employees and other stakeholders;
- Agreeing and renewing objectives and policy guidelines for business divisions based on approved group strategy; and
- Monitoring and delivering the OS strategy.

### **8.2 Performance and operations**

- The presentation of the group's budgets and five-year plan to the Board and, following their adoption, the achievement of the budgets and plans;
- Monitoring performance against targets, objectives and key performance indicators set by the Board;
- Developing and reviewing business division budgets to ensure that they fall within the agreed group targets;
- Optimising the allocation and adequacy of the group's resources; and,
- Ensuring the active liaison, coordination and cooperation between business divisions.<sup>§</sup>

### **8.3 Human Resources**

- Ensuring appropriate levels of authority are delegated to senior management throughout the group (including appropriate financial delegations);
- Reviewing the organisational structure of the group and making recommendations for change;
- Ensuring the provision of adequate management development and succession;
- Ensure the working environment within OS supports recruitment, retention and motivation of our staff; and,
- Developing and implementing appropriate remuneration structures with the business below the level of responsibilities of the Remuneration Committee.

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#### 8.4 Risk Management

- Agree Corporate Risk Framework and risks;
- Ensuring the control, coordination and monitoring within the group of risk and internal controls;
- Ensuring compliance with relevant legislation and regulations; and
- Safeguarding the integrity of management information and financial reporting systems.

#### 8.5 Business Development

- Identifying and prioritising, in line with our strategy, new business opportunities outside the current core activities, including geographic diversification;
- Examining all trade investments, divestments and major capital expenditure proposals that are outside of the delegated authority of the Commissioning Authority, and the recommendation to the Board of those which, in a group context are material either by nature or cost; and
- Approving all strategic or material alliances and partnership agreements, including all joint venture agreements.

#### 8.6 Policies

Developing and implementing group policies, including:

- Codes of ethics and business practice (including bribery prevention and whistleblowing policies);
- Delegated Financial Authorities and processes;
- Risk Management policies;
- Health & Safety policies;
- Human Resource policies;
- Environment and sustainability policies;
- Communications policy; and
- Corporate Social Responsibility Policy (including environmental, employee communications and employee disability)

### 9 Reporting Responsibilities

9.1 The CEO shall report to the Board on Ex Com's proceedings at each Board meeting. Ex Com shall make whatever recommendations to the Board it deems appropriate on any area within its remit, and with particular reference to the matters reserved to the Board, as specified in the Board terms of reference.

9.2 The CEO shall make a statement in the OS Annual Report about Ex Com's activities including the frequency of, and attendance by members at, Ex Com meetings.

### 10 Other

10.1 Ex Com shall arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval.

10.2 As part of periodically reviewing its own performance, in order to ensure it is operating at maximum effectiveness, Ex Com shall review and agree items such as:

- Templates and guidance for presenters and those seeking decisions and approvals;

Codes of conduct to ensure Ex Com models a high performance culture for OS, involving focussed discussion, constructive challenge, effective decision-making and accountability for delivery.