Executive Committee

Terms of Reference

1   Purpose and Authority

1.1   **Purpose**. Executive Committee (**ExCom**) is the senior executive forum for Ordnance Survey Limited and its group of companies (**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 Annual Operating Plan and Budget (**AOPB**) agreed by the Ordnance Survey Limited Board of Directors (the **Board**).

- monitoring operating and financial performance against the Strategic Plan and AOPB.

- assessing and controlling strategic and corporate risks.

- discussing operational business issues, so that informed decisions can be made in accordance with the OS delegations, and processes and policies accordingly put in place by ExCom.

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

1.3   **Frequency of ExCom meetings**: ExCom meets as follows:

1.3.1   **Weekly ExCom meetings:** take place twice a week for 30-60 minutes to provide a regular forum for updates and discussions of current priorities.

1.3.2   **Monthly ExCom meetings**: are typically half a day and cover the standing agenda items as per section 3 below.

1.4   In addition, **Quarterly Review Meetings** are held to conduct in-depth reviews with each Business Unit and Expert Function. All ExCom members are invited to attend these QRMs.

2   Membership

2.1   **ExCom membership comprises:**

- Chief Executive Officer (CEO)

- Chief Financial Officer (CFO)[1]

- National Mapping Services Managing Director

- Geospatial Solutions Managing Director[2]

---

[1] Represented by Finance Director pending appointment of new CFO.

[2] In accordance with corporate information guidelines to be issued by ExCom from time to time, there may be limited circumstances where sensitive information obtained by this member at ExCom should remain confidential to the member and not communicated for use by his / her MFU team, or alternatively in extremely limited circumstances where the member may need to excuse themselves from ExCom discussions. Such instances will be minuted by the secretary.

- Consumer Managing Director[3]

- Director of People and Organisational Effectiveness

- Director of Technology and Design

- Chief Propositions & Innovation Officer

- Chief Geospatial Officer (CGO)

- Director of Customer & Marketing

- Head of Legal Services and Company Secretary

- Executive Assistant to the CEO

Due to the importance of monthly ExCom meetings members are expected to attend all monthly ExCom meetings. However, if a member is unable to attend a monthly ExCom meeting, they should nominate an alternate to attend in their place if required by the CEO.

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

2.2 **Chairmanship.** The CEO shall act as ExCom Chair. In his absence, the CEO shall nominate one of the other members to act as Chair for the meeting.

2.3 **Secretary.** The Executive Assistant to the CEO or their nominee shall act as ExCom secretary.

3 Agenda

3.1 **Monthly ExCom meetings** operate to a fixed standing Agenda:

- Welcome: identification of any agenda items requiring application of corporate information guidelines.

- Review of previous Record of Decisions and Actions (**RoDs**): from ExCom and review of any actions from OS Board (ExCom secretary).

- Health & Safety moment: to review safe ways of working and employee wellbeing.

- Customer moment; to review our NPS score with a view to ensuring all-round high-performance culture and progress updates.

- Review of Monthly Management Accounts and progress against AOPB (CFO)[4]

- Strategic progress:

- performance / delivery against agreed objectives from current plan

- on-going development of the Strategic Business Plan for Board approval

- sustainable business plan

- shareholder framework objectives

- Corporate Risks (Head of Risk and Assurance): quarterly update

---

[3] As per previous footnote.

[4] As scheduled according to business planning cycle

- GDPR Paper: monthly update

- Review, agreement and co-ordination of ExCom and Board forward agenda

- AOB

3.2 **Weekly ExCom meetings** provides a more regular forum for update and discussion of current priorities and may (time-permitting) cover any item agreed with the CEO.

4   Quorum

The quorum for ExCom meetings shall be 3 members, at least one of whom shall be the CEO, or in his absence the member nominated as alternate Chair for the meeting (in accordance with 2.2 above).

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 Member of ExCom, on reasonable notice.

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

6   Minutes of Meetings

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

7   Duties

7.1   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.

7.2   Performance and operations

- The presentation of the Group's AOPB 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.

7.3   Human Resources (People and Organisational Effectiveness)

- 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.

7.4   Risk Management and Controls

- 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.

- Ensuring appropriate levels of authority are delegated to senior management throughout the Group (including appropriate financial delegations)

7.5   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.

7.6   Policies

Developing and implementing Group policies, including:

- Codes of ethics and business practice (including bribery prevention, whistleblowing policies and information sharing guidelines);

- 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)

8   Reporting Responsibilities

8.1   The CEO reports to the Board at each Board meeting, which will include items escalated to the Board by the CEO following ExCom consideration and with particular reference to the matters reserved to the Board, as specified in the Board terms of reference.

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

9　　Other

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

9.2　　As part of periodically reviewing its own performance, to ensure it is operating at maximum effectiveness, ExCom shall review and agree items such as:

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

- Our "ExCom Charter"; a code of conduct to ensure ExCom models a high-performance culture for OS, involving focussed discussion, constructive challenge, effective decision-making, and accountability for delivery.

- ExCom will continue to operate and improve the "Matrix Operating Principles" with the aim of optimising the effective operation of the OS matrix structure.