

# Standing Orders

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<b>Date of approval</b>	<b>21 September 2023 (first adopted 1 April 2015)</b>
<b>Approved by</b>	<ul style="list-style-type: none"><li>• Head of Performance and Governance</li><li>• Noted by Audit and Risk Committee, 12 September 2023</li></ul>
<b>Main changes (previous version amended 7 October 2022, 7 April 2021, 25 January 2016, adopted 1 April 2015)</b>	<p>Key changes include:</p> <ul style="list-style-type: none"><li>• Updating job titles to reflect current roles and positions, including Executive Director, Corporate Operations / Chief Finance Officer</li><li>• Minor factual amends</li></ul>
<b>Review date</b>	<b>October 2024</b>
<b>Senior owner</b>	<b>Head of Performance &amp; Governance</b>
<b>Document owner</b>	<b>Senior Corporate Performance and Governance Manager</b>

## Background

- 1.1 These Standing Orders were initially adopted by the Corporation at its meeting on 1 April 2015 and may be subsequently revised from time to time pursuant to the power of the Corporation in schedule 21 of the Localism Act 2011, subject to any directions given by the Mayor, to decide its own procedure and the procedure of any committees and sub-committees.
- 1.2 These Standing Orders are subject to the requirements of the general law applicable to the Corporation including the arrangements for admission of the public to meetings and access to documents in Part VA of the Local Government Act 1972 (as amended). These provisions are not repeated in these Standing Orders but the time periods set out in them follow what is required by the 1972 Act.

## 2 Definitions

- 2.1 In these standing orders the following expressions shall have the meanings assigned to them unless otherwise indicated.

“the Act”	means the Localism Act 2011
“Board”	means the Members of the Corporation for the time being
“Chair”	means the Chair of the Corporation or in relation to a Committee the Chair for the time being of the Committee appointed by the Corporation or in relation to a Sub-Committee the Chair for the time being of the Sub-Committee approved by the Chair of the Corporation
“Chief Executive Officer”	means the person for the time being appointed as the Chief Executive Officer of the Corporation
“Committee”	means a committee established by the Corporation under paragraph 6(1) of Schedule 21 of the Act
“Connected Person”	means in relation to a Member a member of his or her family being:  (a) the spouse or civil partner of the Member; or  (b) a person with whom the Member is living as husband and wife; or  (c) a person with whom the Member is living as if they were civil partners
“Corporation”	means the Old Oak and Park Royal Development Corporation
“Deputy Chair”	(if any) means a Member of the Corporation appointed by the Board to hold the position of Deputy Chair and to exercise such of the functions

	of the Chair of the Corporation under these Standing Orders
“Chief Finance Officer”	means the employee of the Corporation with responsibility for the proper administration of its financial affairs
“Executive Director, Corporate Operations”	means the employee of the Corporation appointed as the Executive Director of the Corporate Operations / Chief Finance Officer function
“Electronic means”	in relation to the publication of agendas and reports, means any system where the Members have given consent for the agenda to be transmitted in electronic form to a particular electronic address
“Legal Adviser”	means the person or body appointed as the Corporation’s legal Adviser
“GLA”	means the Greater London Authority
“Mayor of London”	means the Mayor of London as defined in the Greater London Authority Act 1999
“Member”	means a member of the Corporation’s Board for the time being and in relation to a Committee or Sub-Committee includes a member of the Committee or Sub-Committee who is not a member of the Corporation
“Members’ Code of Conduct”	means the Code of Conduct for Members, which can be found on our website
“Observer”	means a person who is not a Board member who has been appointed by the Board to participate in its meetings (subject to having no direct or indirect interest in the matter under consideration) is entitled to speak (but not vote) and to receive agendas and reports for meetings
“Planning Committee”	means a committee of the Corporation established with delegated powers to determine applications for planning permission and other matters
“Registrable Interest”	means an interest of a kind set out in the Code of Conduct for Members
“Sensitive Interest”	means a Registrable Interest whose nature is such that the Member and the Chief Executive Officer consider that disclosure of the interest to the public could lead to the Member or a Connected Person being subject to violence or intimidation.
“SO”	means Standing Order

“Sub-Committee”	means a Sub-Committee established by a Committee under paragraph 6(2) of Schedule 21 of the Act.
“Substitute Member”	means a person identified by the Corporation as a substitute member of a Committee or a Sub-Committee with the approval of the Board and the Mayor.

### **3     Membership**

- 3.1 The Board shall be appointed by the Mayor and shall comprise not less than 6 members up to such number as the Mayor from time to time decides to appoint.
- 3.2 The Mayor shall approve the nomination and recruitment process of Board members.
- 3.3 The Board's Chair shall be the Mayor or a person appointed by the Mayor.
- 3.4 In the absence of the Chair at a meeting of the Board, the Deputy Chair shall act in his place or (if absent) the remaining members shall elect one of themselves to chair the meeting.
- 3.5 Secretary: The Secretary to the Board shall be any such person appointed by the Chief Executive Officer.

### **4     Calling Meetings**

- 4.1 An ordinary meeting of the Board may be convened by:
  - (a) the Chair; or
  - (b) by not less than one third of the Members of the Board by sending to the Chief Executive Officer a requisition stipulating the business to be transacted at the meeting.
- 4.2 The Proper Officer will give to the Members and Observers not less than five clear days' notice of a meeting of the Board convened under Standing Order (SO) 4.1 unless it is an extraordinary meeting. Where an extraordinary meeting is convened with less than five clear days' notice, the reasons for urgency shall be stated in the notice.
- 4.3 The notice of any Board meeting will give the date, time and place of each meeting and will set out the business to be transacted. Reports relating to the business to be transacted at the meeting will also be sent to Members and Observers with the notice of the meeting or as soon as practicable thereafter except where the Proper Officer has notice that a Member has a Registrable Interest in the business to which the report relates.
- 4.4 Members will be sent agendas, reports and other related documents by electronic means unless they request them to be sent in hard copy, in addition to or instead of the electronic copy, or agree with the Proper Officer alternative arrangements for accessing the documentation.
- 4.5 Provided that the agenda and/or papers for a Meeting have been dispatched in accordance with the Standing Orders, or by an alternative method specified by

the Proper Officer, their non-receipt by any Member or Observer shall not invalidate the business transacted at that Meeting.

- 4.6 If a report is not available at the time an agenda is published, then a supplementary agenda will be published with the report as soon as possible thereafter (if published on less than five clear working days' public notice, the items of business on the supplementary agenda shall be treated as being urgent business).
- 4.7 If withdrawn before the date for despatch of the agenda by its proposer and seconder by notice in writing to the Proper Officer, the notice of motion or notice of amendment is not required to be included on the agenda.
- 4.8 Copies of the agendas and reports for a meeting shall be open for public inspection by being:
- (a) published on the Authority's website; and
  - (b) available in hardcopy for collection by members of the press and public from the reception of the building at which the meeting is to take place (subject to practical considerations such as the number of copies which can be reasonably produced).
- 4.9 Agendas for meetings (other than a meeting convened under SO 4.1(b)) shall be prepared and issued by the Proper Officer following consultation with the Chair of the relevant body. Agenda items for meetings convened under SO 4.1(b) shall be limited to the business identified in the requisition for the meeting.
- 4.10 A meeting of a Committee or Sub-Committee may be convened by the Chair of the relevant Committee or Sub-Committee or by the Chief Executive Officer after consultation with the Chair and the provisions of SOs 4.2 and 4.3 shall apply.

## **5 Conduct of Meetings**

- 5.1 Subject to the provisions of these Standing Orders, the Board, a Committee or Sub-Committee may otherwise regulate their meetings in such manner as they think fit.
- 5.2 The Planning Committee shall make and publish arrangements for members of the public or representatives or interested organisations to address the Committee on specific applications.
- 5.3 Procedural issues arising at a meeting that are not subject of a particular Standing Order shall be decided by a simple majority of the Members present and voting. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.
- 5.4 Any meeting of the Board, a Committee or Sub-Committee may include Members who participate at the physical place at which the meeting is called and other Members who are not so present but may participate in its proceedings by remote means ("Remotely Participating Member(s)") provided that:
- (a) a quorum of Members exists in person at the physical place at which the meeting was called;
  - (b) a Remotely Participating Member may not vote on any business before the meeting (including where that person is the Chair);

- (c) each Remotely Participating Member may participate in the business of the meeting by any means (including by telephone conferencing, video conferencing, live web-cast or any other communications equipment) which enables him or her:
  - i. to see and/ or hear each of the other participating Members) addressing the meeting; and
  - ii. if s/he so wishes, to address all of the other participating Members simultaneously
- (c) each Remotely Participating Member announces to the other participating Members when s/he joins and leaves the meeting
- (d) where the meeting is open to the public, members of the public are able to hear and identify any Remotely Participating Members.

Subject to SO 5.4(a) above,

- 5.5 The quorum at a meeting of the Board for the transaction of business shall be half of the Members in office rounded down in the event of an odd number. The quorum for a meeting of a Committee or Sub-Committee other than the Planning Committee shall be two Members of the Committee or, if greater, one third of the number of Members of the Committee in office. The quorum for a meeting of the Planning Committee shall be three Members of the Committee.
- 5.6 The relevant Chair, shall, if present and willing, preside at all meetings of the Corporation or a Committee or Sub-Committee, but if no Chair has been appointed, or if s/he is not present within fifteen minutes after the time fixed for holding the meeting or is unwilling to act as Chair of the meeting, in the case of a meeting of:
  - (a) the Corporation, the Deputy Chair shall chair the meeting;
  - (b) a Committee or Sub-Committee, the Member of the Committee or Sub-Committee approved by the Chair of the Corporation shall chair the meeting,

or if s/he is not present or is unwilling to chair the meeting, the Members present shall choose one of their number to act as Chair of the meeting.
- 5.7 If a question arises at a meeting of the Corporation or a Committee or Sub-Committee as to the right of a Member to vote, the question shall be referred to the Chair of the meeting and his/her ruling in relation to any Member other than himself/herself is final and conclusive. In relation to the Chair of the meeting, the question shall be decided by resolution of the other Members.
- 5.8 \* If in the Chair's opinion (including where it is brought to the Chair's attention by any person) a Member, other participant or any member of the public or press:<sup>1</sup>
  - (a) persistently disregards the Chair's rulings;
  - (b) behaves improperly or offensively; or

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<sup>1</sup> The paragraphs indicated with an asterisk (\*) shall apply to the Committees and Sub-Committees and their members as they apply to the Board and its members with such alterations as the Secretary considers necessary in the circumstances.

- (c) wilfully obstructs the meeting's business;
  - (d) then the Chair shall warn the person or persons concerned ("the transgressor") about their behaviour and shall additionally consider whether it would be appropriate to exclude that person(s) from the remainder of the meeting.
- 5.9 \* It shall be at the Chair's discretion to decide whether it is appropriate to ask the transgressor(s) to explain or apologise for their behaviour and whether an undertaking from the transgressor not to repeat their misconduct is sufficient in the circumstances.
- 5.10 \* Notwithstanding the above, if the Chair however considers the transgressor's misconduct to be sufficiently serious then the Chair may straight away direct the transgressor(s) to not participate any further in the meeting and to immediately:
  - (a) leave the physical venue where the meeting is being held; and
  - (b) disconnect (or be disconnected) from the meeting if held virtually.
- 5.11 \* The Chair shall normally make the directions described in SO 5.10 above where the transgressor's(s) the behaviour involves serious misconduct as described in SO 5.12 below.
- 5.12 \* Serious misconduct includes (without limitation) behaviour that may be regarded as being reasonably likely to be perceived by someone as involving any of the following, even where it was unintentional or not intentionally directed at any specific person:
  - (a) the bullying, victimisation or harassment of any person, where "harassment" is behaviour that has the purpose or effect of violating a person's dignity or creating an intimidating, hostile, degrading, humiliating or offensive environment for them including by reference to any person's protected characteristics under the Equality Act 2010 (age, disability, gender reassignment, pregnancy and maternity, race, religion or belief, sex, sexual orientation, marriage and civil partnership); or
  - (b) conduct that is otherwise in breach of the Equality Act 2010 or the Corporation's Code of Conduct.
- 5.13 \* The transgressor(s) shall immediately comply with the Chair's directions under SO 5.10 above and if necessary the Chair may adjourn the meeting for a period, clear the venue or relocate where the meeting is held for the purpose of enforcing their ruling.
- 5.14 \* The minutes of the meeting shall record any actions taken under SO 5.8 as above.

## **6 Procedural and Reporting Arrangements**

- 6.1 The Board shall be entitled to appoint Observers to attend meetings of any Board or Committees or Sub-Committee. Such Observers shall be entitled to receive notice of, and all papers for, and to attend and speak (but not vote) at, all such meetings unless s/he has a direct or indirect interest in the matter under consideration. (If a Board Member cannot attend a particular Board meeting then the Board may appoint a person nominated by the absent member to be an Observer for that particular meeting.)

- 6.2 \* The Chair may authorise the Chief Executive Officer to issue invitations to others to attend meetings generally or in specific cases.
- 6.3 \* Unless otherwise agreed by the Chair for reasons permitted under Part VA of the 1972 Act, notice to each Board member confirming the venue, time and date, together with an agenda of items to be discussed and reports (if available), shall be forwarded to each Board member no later than a clear five days before the date of the meeting. Supporting reports or papers shall be sent to Board or Committee members and at the same time or as soon as available.
- 6.4 \* The Secretary (or a nominated deputy) shall minute the proceedings and resolutions of all Board and Committee meetings, including recording the names of those present and in attendance.
- 6.5 \* The Secretary (or a nominated deputy) shall promptly circulate the minutes of the meetings to all Board and Committee members for their approval at the next meeting.
- 6.6 \* The Board shall regularly review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness.

## **7. Committees and Subordinate bodies**

- 7.1 The Board may establish Committees, Sub-Committees and any other subordinate bodies as it deems appropriate.
- 7.1 The Board shall appoint members to its Committees and subordinate bodies which shall include, but not be limited to:
- (a) Planning Committee
  - (b) Audit and Risk Committee
  - (c) Development, Investment, and Sustainability Committee
- 7.2 The appointment of any member of a Committee or Sub-Committee who is not a member of the Board must be approved in advance by the Mayor.
- 7.3 The Board will approve and review their Terms of Reference.
- 7.4 The Board shall determine the quorum for Committee and Sub-Committees.
- 7.5 The Board shall agree the frequency of Committee meetings, their reporting arrangements and Terms of Reference.
- 7.6 The Board shall approve the appointment and attendance of named Substitute Member(s) to attend, speak and vote in the absence of a named member of a Committee and/or Sub-Committee, other than the Planning Committee (which shall approve its own procedures in respect of Substitute Members), subject to the appointment of the Substitute Member being approved, in advance of serving on any committee, by the Mayor (as required by the Localism Act 2011), unless the Substitute is a Board Member) and to that person having received training in the relevant business of the Committee. A substitute may exercise all the rights of the person he/she substitutes for, including the right to speak and vote (subject to having no direct or indirect interest in the matter under consideration).

## **8 Amendments**

- 8.1 Any of the above procedures and terms of reference may be altered or amended from time to time by resolution of the Board but may not be moved at a meeting without prior notice to its Members. Notice shall be given of the proposed alteration(s) in a paper for the meeting of the Board at which they are to be discussed.

## **9 Voting**

- 9.1 All questions or matters coming before, or to be decided by, the Board or its Committees and Sub-Committees shall be decided by a majority of the members of the body in question present and voting at the meeting. In the case of an equality of votes, the person chairing the meeting shall have a second or casting vote. (The foregoing provisions are subject to any provision to the contrary contained in this or any other enactment.)
- 9.2 Subject to the second or casting vote of the person chairing the meeting, each member of shall have one vote.
- 9.3 Any member may require the Chair to put a question or other matter to a vote. Unless a vote is held then the Board shall be regarded as having made a decision without opposition (nem. con).
- 9.4 Any proposition put to the meeting may be subject to an amendment that has been proposed and seconded; if not accepted by the Chair the amendment shall be put to the vote and if carried shall replace or correspondingly amend the original proposition.

## **10 Frequency of Meetings**

- 10.1 The Board will meet at such frequency as determined by the Chair. Meetings of the Board shall be convened by the Secretary at the request of the Chair.

## **11 Access to Information**

- 11.1 The Board will consider items of business and permit the press and public to be present in accordance with the requirements and procedures of Part VA of the Local Government Act 1972 which applies to meetings of the Board and its committees, and provides for the publication of their agendas, reports and minutes. (The Chief Executive Officer shall be the proper officer for the Purposes of Part VA of the 1972 Act).

## **12 Purpose of the Board**

- 12.1 To ensure the efficient and effective discharge of OPDC's functions, through the advocacy and delivery of regeneration, business and community engagement, environmental sustainability, housing and transport programmes.
- 12.2 The Board will take decisions in accordance with the law, its Standing Orders and (where applicable) the Scheme of Delegations.
- 12.3 The Board will monitor and advocate the delivery of OPDC's delivery programme

and objectives.

12.4 In particular the Board will:

- (a) provide entrepreneurial leadership of the OPDC operating within its overall statutory framework.
- (b) provide the necessary leadership and decision making to achieve the comprehensive regeneration of the Old Oak and Park Royal Mayoral Development Area.
- (c) provide prudent and effective controls appropriate to a body responsible for the use of public funds, which ensure that high standards of corporate governance and financial management are observed and which enable risk to be assessed and managed.
- (d) ensure the necessary financial and human resources are in place for the OPDC Corporation to achieve its objectives.
- (e) set the Corporation's values and standards and ensure that the objectives and obligations to others are understood and met.
- (f) prepare an annual budget and capital spending plan for each financial year for consideration by the Mayor in accordance with the Mayor's annual budget timetable and procedure.
- (g) as soon as practicable after the end of each financial year ensure that an annual report is prepared by OPDC including the audited accounts for submission to the Mayor and the London Assembly.
- (h) ensure that proper regard is had to any guidance given by the Mayor as to the exercise of OPDC's functions and it complies with any direction made by the Mayor.

### **13 Minutes and Records of Decisions**

- 13.1 Minutes of the proceedings of a meeting of the Board, or any subordinate body shall be recorded in accordance with provisions of Part VA of the Local Government Act 1972 (as amended).
- 13.2 Any such minutes shall be signed at the next suitable meeting of the Board, Committee or Sub-Committee by the Chair of, or person presiding at, that meeting. Where the minutes have been prepared but no further meeting of relevant Committee or Sub-Committee has been scheduled, those minutes shall be presented to the next suitable meeting of the Board for approval.

### **14 Conflict of Interests**

- 14.1 A Member or an employee of the Corporation acting under delegated powers, shall as soon as is reasonably practicable after making a decision deliver a signed copy of that decision to the Chief Executive Officer. The decision must include a record of any conflict of interest declared by a Member who is consulted by the Member or employee in relation to the decision in a manner consistent with the procedures approved from time to time by the Chief Executive Officer and in alignment with the GLA Group and OPDC's Register of Interest guidance.

## **15 Members' Conduct**

- 15.1 The Members' Code of Conduct has been determined by the Mayor of London as part of the Terms of Appointment of Board, Committee and Sub-Committee members of the Corporation.
- 15.2 The Chief Executive Officer must:
- (a) establish and maintain a register of the interests of Members notified to him/her by Members in writing;
  - (b) ensure that that a copy of the register (excluding any Sensitive Interests) is available for inspection by the public at the principal offices of the Corporation during the usual hours of opening for business and published on the Corporation's website; and
  - (c) give effect to any changes to the Registrable Interests of a Member notified to him/her by the Member in writing.
- 15.3 A Member shall notify the Chief Executive Officer in writing of his or her Registrable Interests if any within 28 days of (a) the adoption of these Standing Orders and (b) the Member accepting his / her appointment as a Member and shall thereafter notify the Chief Executive Officer in writing and in any event no later than 28 days after s/he becomes aware of or ought to have become aware of the change.

## **16 Proper Officer**

- 16.1 The officer appointed as Clerk to OPDC shall discharge the duties of the proper officer under Part VA of the Local Government Act 1972 (Access to Meetings and Documents) as applied to the Corporation.

## **17 The Seal**

- 17.1 The Board shall adopt a seal and provide for its safe custody.
- 17.2 The application of the seal is to be authenticated by either the Chair or any other Member of the Corporation. In addition, each of the Chief Executive Officer, the Executive Director, Corporate Operations / Chief Finance Officer, or the Legal Adviser are authorised to authenticate the seal.
- 17.3 The seal shall be used only on the authority of the Board or a Committee or Sub-Committee or by the Chair or employee of the Corporation acting under delegated powers.

## **18 Signing of Documents**

- 18.1 Where any document is necessary to give effect to any decision of the Board, a Committee or Sub-Committee it shall be signed by either the Chief Executive Officer, the Executive Director, Corporate Operations / Chief Finance Officer, or Legal Adviser, the Chair or Deputy Chair and one of those four individuals, or any other member of the Executive Management Team or any other employee of the Corporation appointed as per SO 18.2 below.
- 18.2 The Chief Executive Officer may appoint in writing such employees of the Corporation as s/he thinks fit either generally or in specific cases to sign

documents, notices, letters or other communications required to discharge the business of the Corporation.