

OPDC – Governance and Nominations Committee Terms of Reference

Status: Advising the Board on matters within its terms of reference. Part VA of the Local Government Act 1972, which deals with access to meetings and documents, applies to this Committee.

Membership: The Committee shall be appointed by the Board and shall comprise at least three Board Members; at least two shall have relevant experience of organisational change and development, remuneration and governance.

Chair: The Committee Chair shall be appointed by the Board. In the absence of the Committee Chair at a meeting of the Committee, the remaining Members present shall elect one of themselves to chair the meeting.

In attendance:

GLA observer

Executive Director, Corporate Operations / CFO or their representative

Head of People

Head of Governance

Chief Executive Officer

Invited members of the executive

Any Board Member may attend as an observer (NB – Borough Leaders can nominate a specified Senior Borough Officer to attend in their place)

Subject to the rights of the public to attend meetings, attendance of other officers, advisers or other persons shall be at the invitation of the Chair for all or part of the meeting. The Chair may authorise the Chief Executive Officer to issue invitations generally or in specific cases.

Secretary: To be appointed by the Chief Executive Officer.

Quorum: Two members of the Committee

Frequency of meetings

1. The Committee will meet as required, but usually at least two times a year or at such greater frequency as determined by the Committee Chair.¹ Meetings of the Committee shall be convened by the secretary at the request of its Chair or the Chief Executive Officer.

Purpose of the Committee

2. To advise the Board on matters of governance and nominations;
3. To provide a focus for Board members to challenge and support the executive on matters of organisational development, including the implementation of the corporation's

¹ The frequency and timing of meetings will differ according to the needs of the organisation and external regulatory requirements. Meetings should be organised so that attendance is maximised.

Terms of Reference

4. The Committee shall advise the Board on the following matters:
 - i. relevant matters concerning the corporation's senior staffing structure;
 - ii. strategic organisational development issues;
 - iii. settlement agreements above the contractual terms for Directors and above;
 - iv. matters relating to the corporate governance of the corporation, including its committee structure, board remuneration, board effectiveness, member appraisals and succession planning.
 - v. advise on any matter referred to it by the Corporation Chair, Board or CEO; and
 - vi. any other matter relating to resources and remuneration as requested by the Board.
5. The Committee will receive a report at least once each year addressing the Public Sector Equality Duty and a workforce pay gap report including, but not limited to, gender and race.
6. The Committee will be informed of significant organisational changes within the organisation.
7. The Committee will review and oversee the corporation's equality and diversity policy and learning and development framework, so that they remain relevant and measure progress in relation to the corporate objectives.
8. The Committee will take decisions delegated to it by the Board and taken in line with the Corporation's Scheme of Delegation and the Committee's Terms of Reference.
9. The committee chair shall report on any meeting(s) to the Board at its next meeting, including the context of its discussions, recommendations, approvals and actions.
10. The Committee shall periodically review its own performance, constitution and Terms of Reference to ensure it is operating effectively.

Procedural arrangements

11. Unless otherwise agreed, notice to each Committee member confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each Committee member, any other person required to attend and all other Board Members no later than five (5) working days before the date of the meeting. Supporting papers shall be sent to Committee Members and to other attendees as appropriate at the same time.
12. The Secretary or a nominated deputy shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.
13. The secretary shall promptly circulate the minutes of the meetings to all Committee Members.

Amendments

14. Any of these procedures and terms of reference may be altered or amended from time to time by resolution of the Board. 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.

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