

**Standing Orders**

## **1 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
“Chairman”	means the Chairman of the Corporation or in relation to a Committee the Chairman for the time being of the Committee appointed by the Corporation or in relation to a Sub-Committee the Chairman for the time being of the Sub-Committee approved by the Chairman 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: <ul style="list-style-type: none"><li>(a) the spouse or civil partner of the Member; or</li><li>(b) a person with whom the Member is living as husband and wife; or</li><li>(c) a person with whom the Member is living as if they were civil partners</li></ul>
“Corporation”	means the Old Oak and Park Royal Development Corporation
“Deputy Chair”	means a member of the Corporation appointed in by the Board to hold the position of Deputy Chair and to

	exercise such functions of the Chairman 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
“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 attached to these Standing orders at Appendix A
“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 Appendix A
“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 Subcommittee 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 Chairman shall be the Mayor or a person appointed by the Mayor

- 3.4 In the absence of the Chairman 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 Chairman; 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 Chief Executive Officer will give to the Members not less than 5 clear days' notice of a meeting of the Board convened under SO 4.1 unless it is an extraordinary meeting. Where an extraordinary meeting is convened with less than 5 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 with the notice of meeting or as soon as practicable thereafter except where the Chief Executive Officer has notice that a Member has a Registrable Interest in the business to which the report relates.
- 4.4 Agenda items for meetings (other than a meeting convened under SO 4.1(b)) shall be agreed by the Chairman. Agenda items for meetings convened under SO 4.1(b) shall be limited to the business identified in the requisition for the meeting.
- 4.5 A meeting of a Committee or Sub Committee may be convened by the Chairman of the relevant Committee or Sub Committee or by the Chief Executive Officer after consultation with the Chairman 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 majority of the Members present and voting. In the case of an equality of votes, the Chairman of the meeting shall have a second or casting vote.
- 5.4 Any part of a meeting of the Board, a Committee or Sub Committee may consist of a conference call between Members some of whom are in the place at which the meeting was called and some are in different places provided that:

- (a) A quorum of Members exists at the place at which the meeting was called;
- (b) each Member may participate in the business of the meeting whether directly or by telephone conference or any other communications equipment which enables him or her:
  - (i) to 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 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 participating Members present at another place

and each such participating Member shall be counted in the quorum for the meeting.

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 Chairman, shall, if present and willing, preside at all meetings of the Corporation or a Committee or Sub Committee, but if no Chairman 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 Chairman of the meeting, in the case of a meeting of:

- (a) the Corporation, the Deputy Chairman shall chair the meeting ;
- (b) a Committee or Sub Committee, the Member of the Committee or Sub Committee approved by the Chairman 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 Chairman 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 Chairman of the meeting and his ruling in relation to any Member other than himself is final and conclusive. In relation to the Chairman of the meeting, the question shall be decided by resolution of the other Members.

## **6 Procedural and Reporting Arrangements**

6.1 The Board shall be entitled to appoint an observer to attend meetings of any Board or Committees or Sub Committee. Such an observer 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.

6.2 \* The Chairman 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 Chairman 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 clear five (5) 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 conduct an annual review of 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.
- 7.2 The Board shall appoint members to its Committees and subordinate bodies which shall include, but not be limited to:
- a) Planning Committee
  - b) Audit Committee
- 7.3 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
- 7.4 The Board will approve and review their terms of reference.
- 7.5 The Board shall determine the quorum for Committee and Sub-Committees.
- 7.6 The Board shall agree the frequency of Committee meetings and their reporting arrangements.
- 7.7 The Board may approve procedures for the appointment and attendance of a single named Substitute to attend, speak and vote in the absence of a named member of a Committee, subject to the appointment of the substitute being approved 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 business of the Committee.
- 7.8 The paragraphs above 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.
- 7.9 The Board will approve procedures for the appointment of the named substitute(s) to attend committee or sub committee meetings in the absence of availability of

the person appointed by the Board. Where such substitutes are not Board members, Mayoral consent must be obtained to that person's appointment. A substitute may exercise all the rights of the person he/she substitutes for, including the right to speak and vote.

## **8 Amendments**

- 9.1 Any of the above se 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.

## **10 Voting**

- 10.1 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.)
- 10.2 Subject to the second or casting vote of the person chairing the meeting, each member of shall have one vote.
- 10.3 Any member may require the Chairman 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).
- 10.4 Any proposition put to the meeting may be subject to an amendment that has been proposed and seconded; if not accepted by the Chairman the amendment shall be put to the vote and if carried shall replace or correspondingly amend the original proposition.

## **11 Frequency of Meetings**

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

## **12 Access to Information**

- 12.1 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.)

## **13 Purpose of the Board**

- 13.1 To ensure the efficient and effective discharge of the OPDC's functions, through the advocacy and delivery of regeneration, business and community engagement, environmental sustainability, housing and transport programmes.

The Board will take decisions in accordance with the law, its Standing Orders and (where applicable) the Scheme of Delegations.

13.2 The Board will monitor and advocate the delivery of the OPDC's delivery programme and objectives.

13.3 In particular the board will:

a) provide entrepreneurial leadership of the OPDC Corporation operating within its overall statutory framework.

b) provide the necessary leadership and decision making to achieve the comprehensive regeneration of 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 the OPDC Corporation 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 the OPDC's Corporation's functions and it complies with any direction made by the Mayor.

## **14 Minutes and Records of Decisions**

14.1 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).

14.2 Any such minutes shall be signed at the next suitable meeting of the Board, Committee or Sub Committee by the Chairman 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.

14.3 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.

## **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. This is attached as Appendix 1 for information.

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 web site; 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 the Corporation 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 Chairman or any other Member of the Corporation. In addition, each of the Chief Executive Officer, the 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 Chairman 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, Chief Finance Officer or Legal Adviser, the Chairman or Deputy Chairman and one of those three individuals, or any other member of the Executive Management Team or any other employee of the Corporation appointed as per 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.

## Appendix 1

### **CODE OF CONDUCT Old Oak and Park Royal Development Corporation**

#### **1. Introduction and interpretation**

(1) This Code applies to you as a member of the Old Oak and Park Royal Development Corporation (the Corporation) and to your work in connection with the Board or any Committee or Sub-Committee and its business.

(2) It is your responsibility to comply with the provisions of this Code, including as amended from time to time.

(3) In this Code—

- (a) "Corporation" means the Old Oak and Park Royal Development Corporation;
- (b) "business or work of the Corporation" (and cognate expressions) includes any meeting or other activity performed by you in connection with the work of the Corporation in relation to it, including with other Board Members and/or Officers.
- (c) "Member" means a member of the Board, Committee or Sub-Committee of the Board ";
- (d) "the Board, Committee or Sub Committee" means the Board of the Old Oak and Park Royal Development Corporation or Committee or Sub Committee of the Board

#### **2. Standards in public life**

As a person covered by this Code you must observe the seven principles of public life ('the Nolan Principles') set out below in your work on the Board, Committee or Sub Committee:

- (1) **Selflessness** - You should act solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- (2) **Integrity** - You should not place yourself under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- (3) **Objectivity** - In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, you should make choices on merit.
- (4) **Accountability** - You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate to your office.
- (5) **Openness** - You should be as open as possible about all the decisions and actions that you take. You should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

- (6) **Honesty** - You have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- (7) **Leadership** - You should promote and support these principles by leadership and example.

### 3. Interests

(1) It is recognised that Board, Committee or Sub Committee members will also have strategic decision making positions in other organisations whose activities relate to the Board's work. This is welcomed as it helps provide valuable links and intelligence for the Board and the Corporation. However, issues may potentially arise regarding transparency in decision making, in particular where Board, Committee or Sub Committee members have already been involved in making decisions within other organisations on topics which are being considered by the Corporation. Therefore, it is important that Board and Committee Members – when acting in their capacity as OPDC Members – comply with the following requirements.

#### *Declaration of interests*

(2) As a Board, Committee or Sub-Committee member, you are required to:

- Register (using the prescribed form) and declare (at relevant meetings) interests in accordance with the statutory Disclosable Pecuniary Interests regime; and
- Act in accordance with the Principles of Public Life, including in particular the need to be open about any non-pecuniary interests that you or your partner holds that are relevant to the work of the Corporation. For these purposes, the nature of an interest would be one that, if a member of the public knew the relevant facts, he/she would regard it as being so significant that its existence was likely to prejudice your judgement of the public interest when undertaking the work of the Board.

(3) You must provide a completed Declaration of Interests to the Corporation's Chief Executive Officer within 28 days of becoming a Member, and thereafter within 28 days of you becoming aware of any new personal interest or change to any personal interest.

#### *Action where a conflict of interest arises*

(4) If you have a pecuniary interest - and a resulting conflict of interest - in the Board's work (as above) you must:

- (a) declare the existence and nature of the pecuniary interest to the Corporation's Chief Executive Officer as soon as possible, and provide the relevant details in writing if you have not already done so in the Standing Declaration of Interests referred to at paragraph (2) above;
- (b) seek the Corporation's Chief Executive Officer's advice as to any consequences for your work on the Board and any action you should take to remove any conflict;
- (c) not participate in the Board's work or that part of its work (including meetings, where you should leave the room) where the conflict or potential conflict arises; and

(d) not seek to influence any other Board, Committee or Sub Committee Member, Officer of the Corporation or other relevant person in relation to it.

#### **4. Gifts and hospitality**

(1) As a Member of the Board you are required to register any gifts or hospitality worth £25 or over that you receive in connection with your role on the Board. However you must at all times be, and be seen to be, fair, impartial and unbiased. As such:

- Gifts and hospitality should not be, or seen to be, part of usual business; any acceptance should be infrequent.
- Within 28 days of receiving gift(s) and/or hospitality in connection with your official duties with a value of £25 or more, you must register those items with the Monitoring Officer including providing details of the source of the gift or hospitality and your reason for accepting it.

##### *Acceptance of gifts and hospitality*

(2) For the purpose of this Code, gifts are defined as including (but are not limited to):

- (a) The free gift of any goods or services (including tickets or invitations to events etc).
- (b) The opportunity to acquire any goods or services at a discount or at terms not available to the general public.
- (c) The opportunity to obtain goods or services not available to the general public.

(3) Hospitality is taken to refer to the offer of food, drink, accommodation or entertainment, (except that which is provided by the Corporation) or the opportunity to attend any cultural, business or sporting event. Common hospitality includes lunches or dinners provided by external bodies or tickets to events.

#### **5. Other benefits and favours**

Be cautious when purchasing anything, or when additional services, privileges, discounts or advantages are offered, which might be related to your position at the Old Oak and Park Royal Development Corporation. This might include the opportunity to acquire any goods or services at a discount or at terms not available to the general public. This does not include discounts which may have been negotiated by the Corporation on behalf of all staff, for example discounted membership fees at a fitness centre.

#### **6. Principles to Apply in Relation to Gifts and Hospitality**

In deciding whether it is appropriate to accept any gift or hospitality you must apply the following principles:

- Do not accept a gift or hospitality as an inducement or reward for anything you do at the Old Oak and Park Royal Development Corporation. If you have any suspicion that the motive behind the gift or hospitality is an inducement or reward you must decline it;
- Do not accept a gift or hospitality of significant value or whose value is excessive in the circumstances; do not accept a gift or hospitality if you believe it will put you under any obligation to the provider as a consequence; do not solicit any gift or hospitality and avoid giving any perception of so doing.
- You must be clear as to the value of the gift / hospitality at the time that you agree to accept it; where the actual value of a gift or hospitality is not known or is not

reasonably obtainable, you must decide how much a person could reasonably be expected to pay for it at a commercial rate;

- For staff, offers of hospitality should be accepted only with the prior approval of your Director; prior approval by the relevant Director of gifts should also be sought by staff where it is possible to do so;
- You should declare receipt of any gift or hospitality that an ordinary member of the public might reasonably deem to be significant (eg the identity of the provider or the wider context in which the item was provided), regardless of its formal cash value;
- Do not accept a gift or hospitality: from parties involved with the Authority in a competitive tendering or other procurement process; from applicants for planning permission and other applications for licences, consents and approvals; from applicants for grants, including voluntary bodies and other organisations applying for public funding; from applicants for benefits, claims and dispensations; or from parties in legal proceedings with the Authority.

## **7. Items that do not need to be declared**

- As a general rule, you will not need to declare:
- Gifts and hospitality that is wholly and clearly unrelated to your position at the Corporation;
- The acceptance of facilities or hospitality provided to you by the Corporation and/or working meals including meals taken in the course of attending (following approval, for members of staff) meetings or conferences or training courses where they are provided to all attendees as part of the event;
- Attendance at formal functions as a representative of the Corporation and attendance at formal social functions in relation to which invitations have been issued to all members of staff; or
- Attendance at information gathering or sharing events with public or charitable / think tank bodies, such as meetings with representatives of the Old Oak and Park Royal Development Corporation, , local authorities and Government departments / agencies, other public sector organisations.

You are not required to declare gifts and/or hospitality that have been offered but declined. However, you should report to the Chief Executive Officer) any offers you have declined that could be perceived as significant or controversial. The key criteria would be whether the offer was novel (ie unusual) and frequency/persistence of the offer. Such offers would not be published on the gifts and hospitality register; reporting of any such offers would, however, allow action to be taken corporately and/or further guidance to be given where necessary.

## **8. Making a declaration**

- You must declare any gift or hospitality of £25 or over that you receive in connection with your official duties with the Corporation, the source of the gift or hospitality, and your reason for accepting it;
- You must register the form/declaration with the Chief Executive Officer within 28 days of receiving it; and

- You must include within the form/declaration the actual value of the gift or hospitality or its value estimated in accordance with this guidance.

*Registration of gifts and hospitality*

- (1) The receipt of a gift, benefit or hospitality must be registered with the Corporation within 28 days of the date of receipt.
- (2) A summary list of all gifts and hospitality declared by Members of the Board, Committee or Sub Committee will be published on the Corporation's website.

This Code may be amended from time to time by the Mayor of London.