Executive Committee (XCo)

Terms of reference

Purpose

1. The purpose of the Executive Committee (XCo) is to oversee the CMA's overall performance and delivery. It focuses on strategic leadership, management and direction, ensuring the most effective prioritisation of resources.

Status

2. XCo is an executive committee of the CMA and held its first meeting on 9 April 2014. XCo is the overall decision-making body for performance and delivery, under delegated authority from the Board.

Scope of the committee’s work

3. XCo’s terms of reference are to oversee and take any necessary decisions in the following areas:
   - **Strategy**: developing organisational strategy and performance objectives, including the Annual Plan.
   - **Delivery and performance**: ensuring delivery of key commitments, objectives and milestones; oversight of the Annual Report.
   - **Portfolio and pipeline**: ensuring that the selection, prioritisation and resourcing of projects, cases and other activities is appropriate and effective.
   - **Finance and risk**: ensuring that policies are appropriate and effective; providing steers to, and considering and approving recommendations from, the Operations Committee.
   - **Staffing**: providing a focus on staffing issues, including organisational culture and the development and talent management of the CMA’s staff.
   - **Organisational transformation**: driving forward the CMA’s commitment to continuous development and improvement.
   - **Regime issues**: keeping an overview of the operation of the competition and consumer regimes, including relationships with key stakeholders.
   - **Reputation**: giving consideration to issues, including around transparency, that may impact on the reputation of the CMA, its staff and the wider regime; considering the CMA’s communications strategy.
• **Matters relating to the Board**: including preparing for and reviewing Board meetings.

4. XCo may establish sub-committees reporting to it. XCo shall remain accountable to the Board for the work of any sub-committee.

**Membership**

5. XCo comprises of:
   - All Executive Members of the Board
   - The Chief Economic Adviser
   - The General Counsel
   - The Senior Director for People, Capability and Culture
   - The Senior Director for Strategy, Communications, Nations and Regions.

6. The Director of Executive Office and Performance may also attend in an advisory capacity.

7. The Chair of XCo is the Chief Executive or in their absence another Executive Member of the Board.

**Meetings**

8. XCo shall meet at least once a month.

9. XCo members may attend meetings (and vote at these meetings) in person, or via teleconference or videoconference (such as Skype). Members cannot vote on agenda items for which they are not in attendance. With the permission of the Chair, members may authorise an appropriate colleague to represent them if they are unable to attend a meeting.

10. Quorum is three committee members and must include two Executive Members of the Board.

11. CMA staff and external guests may attend XCo meetings as required.

12. A forward programme of scheduled meetings is maintained by the committee secretariat (the Executive Office) and circulated to XCo members in advance of meetings.

**Offline decisions**

13. More urgent matters can be considered offline (e.g. conducted via email, phone, or an online platform), but decisions may only proceed if quorum is met. Offline decisions will be coordinated by the XCo secretariat, or the Chair if more appropriate (in the Chair’s absence, another Executive Member of the Board).
Voting
15. All persons listed under paragraph 5 (or their representatives authorised to represent them) have voting rights, both in XCo meetings and for XCo decisions made offline. In the event of a split vote, the Chair has the casting vote.

Reporting
16. XCo minutes will be provided to the CMA Board for its information.

Version control
17. These terms of reference were last updated in November 2019 (version 3).