



OLYMPIC DELIVERY AUTHORITY

STANDING ORDERS (1)

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STANDING ORDER 1:

BOARD

TERMS OF REFERENCE

1. The ODA is a statutory corporation established by Section 3 of the London Olympic Games and Paralympic Games Act 2006 (“the Act”) which, together with other legislation, sets out the ODA’s duties and powers (also known as the ODA’s functions). The ODA is also an executive non-departmental public body (NDPB) and as such is required to act in accordance with the terms of the Management Statement and Financial Memorandum agreed with the DCMS.

The ODA’s Standing Orders shall, where applicable, be read and interpreted with the provisions of the Act and other relevant legislation, and any amendment to or re-enactment of those provisions.

Words and phrases in the ODA’s Standing Orders shall have the meanings set out in paragraph 41 below.

2. The ODA must exercise its functions for the purpose defined in Section 4(1) of the Act, namely:
 - a. preparing for the Games;
 - b. making arrangements for or in connection with the use or management, before during or after the Games, of premises and other facilities acquired, constructed or adapted in preparation for the Games, and
 - c. ensuring that adequate arrangements are made for the provision, management and control of facilities for transport in connection with the Games.
3. In exercising its functions the ODA must have regard to:
 - a. the desirability, wherever relevant, of maximising the benefits that may be derived after the Games from the preparation for the Games, whilst contributing to sustainable development (S.4(3));
 - b. the safety of individuals participating in or attending the Games (S.6(1)(a));
 - c. the security of property (S6.(1)(b));
 - d. any guidance given by the Secretary of State (Schedule 1 para 18(1)(a)); and
 - e. must comply with any direction given by the Secretary of State (Schedule 1 para 18(1)(b)).
4. Any such guidance or directions issued to the ODA shall be kept by the Secretary and notified to the next meeting of the Board and the Secretary shall communicate them to such officers of the ODA as s/he thinks appropriate.

5. Subject to an Order having been made under the local Government Planning and Land Act 1980 the ODA will also be the local planning authority within the boundary defined in the Order.

Responsibilities of the Board

6. The Board is responsible for exercising the functions of the ODA in accordance with applicable legislation, the Management Statement and Financial Memorandum and the priorities determined by the DCMS, and for ensuring that the ODA complies with any statutory or administrative requirements for the use of public funds.
7. In accordance with the Management Statement the Board is also responsible for the following:
 - a. ensuring the discharge of the ODA's statutory duties;
 - b. ensuring that high standards of corporate governance and financial management and control are observed at all times;
 - c. establishing the overall strategic direction of the ODA in the discharge of its statutory duties within the policy and resources framework agreed by the DCMS;
 - d. ensuring that the Board operates within the limits of its statutory authority and any delegated authority agreed with DCMS, and in accordance with any other conditions relating to the use of public funds;
 - e. ensuring that the ODA complies with any guidance or directions issued by the DCMS, and that in reaching decisions the ODA takes into account guidance issued by DCMS;
 - f. ensuring that DCMS is made aware of any changes which might impact on the strategic direction or attainability of targets;
 - g. ensuring that an adequate flow of information is supplied by the ODA to DCMS on matters of performance, budgeting, control and risk management, including early sight of ODA's Statement on Internal Control;
 - h. ensuring, in discussion with DCMS that any policy advice from DCMS to ODA is clear and explicit;
 - i. ensuring that a distinction is drawn and maintained between strategic planning and management, which is the responsibility of the Board, and day-to-day management issues which have been delegated to the Chief Operating Officer and that these arrangements are set down in writing;
 - j. assessing the performance of the Chief Operating Officer and determining his/her remuneration in accordance with the terms of his/her contract.
8. The Board is also responsible for the matters reserved to the Board under Standing Order 2.

9. Board members are required to:

- a. comply at all times with the Code of Practice adopted by the ODA and with all relevant rules relating to the use of public funds and to conflicts of interest;
- b. act in good faith in the best interests of the ODA;
- c. not misuse information gained in their capacity as Board members for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations;
- d. comply with the ODA's rules on the acceptance of gifts and hospitality and of business appointments (Management Statement para 5.16).

MEMBERSHIP

10. Paragraphs 1 – 5 of Schedule 1 apply to the appointment and removal of Board members. The Secretary of State appoints the members of the Board including the Chairman. (Schedule 1 paras (1) and (2)).
11. A Board member, including the Chairman, may resign by giving written notice to the Secretary and may be removed by the Secretary of State on the grounds that:
 - a. a bankruptcy order has been made against him/her, his/her estate has been sequestrated or s/he has made a composition or arrangement with or granted a trust deed for, his/her creditors or
 - b. the Secretary of State, thinks that the Chairman or other Board member is unable, unfit or unwilling to discharge the functions of his/her office.
12. A person who ceases to be a Board member or Chairman, other than in the circumstances set out in paragraph 11 above, can be re-appointed by the Secretary of State.

BOARD MEETINGS

Convening

13. The Board shall meet at least 5 times a year. Other meetings will be convened as may be necessary.
14. The Chairman, or any Board member with the agreement of the Chairman, may convene, or request the Secretary to convene a meeting.
15. At least five clear days before a Board meeting, the agenda and papers shall be sent to each Board member. Shorter notice periods for meetings held by telephone or videolink may be determined by the Secretary, following consultation with the Chairman.
16. The non receipt by any Board member of the agenda and papers for a meeting shall not invalidate the business transacted at that meeting.
17. All notices and papers to be given to a Board member for the purposes of these Standing Orders may be given personally or by sending it by fax to a fax number

notified by the Board member to the Secretary from time to time, by sending it by post in a pre-paid envelope addressed to the Board member at such business or residential address as shall be notified by the member to the Secretary from time to time for such purposes or by leaving it at that address. Notices and papers may be distributed using e-mail with the agreement of the relevant members. Any notice or other document addressed to a Board member at such address or to such fax number shall be deemed to have been served or delivered:

- a. if sent by post, on the day following the day on which it was put in the post (or, where second class post is used, on the second day after the day when it was put in the post); or
- b. if sent by fax, at the time of transmission; or
- c. if personally delivered, upon such delivery; or
- d. if by e-mail, at the time of transmission unless electronic notice of non-delivery is received.

Chairman and Deputy Chairman

18. The Secretary of State appoints the Chairman (Schedule 1 para 1(b)). The Board shall choose a Board member to act as Deputy Chairman. At a Board meeting the Chairman shall preside. If the Chairman is absent the Deputy Chairman shall preside. If both the Chairman and the Deputy Chairman are absent, the members in attendance shall choose one of their number to preside.

Quorum

19. No business shall be transacted at a meeting unless at least four Board members are present. A duly convened meeting at which a quorum is present shall be competent to exercise all or any of the functions for the time being vested in or exercisable by the ODA. A Board member shall not be counted in the quorum present in a meeting in relation to a resolution on which s/he is not entitled to vote (see paragraphs 36 to 38 below relating to Board members' interests).

Voting

20. All questions shall be decided by a majority of votes of the Board members present at a meeting. This may be determined by oral expression or a show of hands.

21. In the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

Participation by Telephone and Other Means

22. Any Board member may validly participate in a meeting through the medium of conference telephone, video conferencing or similar form of communication equipment, provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A Board member participating in this way shall be deemed to be present in person at the meeting and shall accordingly be counted in a quorum and be entitled to vote. Such a meeting shall be deemed to take place where the largest group of those Board members participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the meeting is present.

Resolution in Writing

23. A resolution in writing signed by all the Board members shall be as valid and effectual as if it had been passed at a Board meeting, duly convened and held. Such a resolution may consist of several documents in the same form each signed by one or more of the Board members, including signatures evidenced by means of fax. For such a resolution to be effective it shall not be necessary for it to be signed by a Board member who is prohibited, by these Standing Orders, from voting on the resolution.

Minutes

24. The names of the Board members present at a meeting shall be recorded in the minutes.
25. Minutes of the proceedings of meetings shall be prepared by the Secretary and submitted for approval as to their accuracy to the next appropriate meeting. The minutes as approved shall be signed by the Chairman of the meeting to which they are submitted and, if so signed, shall be deemed to be a correct record of the meeting.

COMMITTEES AND SUB-COMMITTEES

Appointment

26. The Board may appoint one or more committees to discharge its functions. Any such committee shall consist of one or more Board members and, subject to the approval of the Secretary of State having been obtained (as required by Schedule 1, paragraph 10(2)(b)), the Board members may also co-opt to any such committee one or more other persons who are not Board members. A committee may not include staff of the ODA (Schedule 1, paragraph 10(2)(c)). The Board may from time to time vary or revoke any such delegation. The Board may, if so determined at any meeting, by notice to that effect given to or served upon the Chairman of the relevant committee or sub-committee by the Secretary, remove any person (whether or not a member) appointed or co-opted to any such committee.
27. A committee established by the Board may establish a sub-committee (Schedule 1, paragraph 11(1)). A sub-committee must include one or more Board members, at least one of whom must be a member of the committee which established the sub-committee (Schedule 1, paragraphs 11(2)(a) and (b)), and may include one or more members of other committees. A sub-committee may, subject to the approval of the Secretary of State having been obtained, co-opt one or more persons who are not members of a committee of the ODA or of the ODA itself (Schedule 1, paragraph 11(2)(d)). A sub-committee may not include staff of the ODA (Schedule 1, paragraph 2(e)).

Regulation

28. Any committee or sub-committee appointed pursuant to paragraphs 26 & 27 above shall, in the exercise of any functions delegated to it comply with any regulations made or directions given by the Board from time to time thereafter and, subject to such regulations or directions, shall be governed by such of the provisions of this Standing Order 1 as are capable of applying provided that reference to the Board shall refer to committees or sub-committees as appropriate and references to the Secretary shall refer to the meeting Secretary. The terms of reference for any

committee or sub-committee shall be approved by the Board, which shall also determine the quorum for meetings of any committee or sub-committee.

BOARD MEMBERS' RIGHT TO INSPECT DOCUMENTS

29. A Board member may, for the purposes of his/her duty as a Board member and no other, inspect any document in the possession of the ODA or of a subsidiary of the ODA. Applications to inspect a document should be made to the Secretary specifying the reason why the Board member wishes to inspect a particular document or class of documents. A copy of a document may be made available to a Board member subject to an undertaking of confidentiality in appropriate circumstances.
30. A Board member shall not knowingly apply to inspect, or request a copy of, any document relating to a matter in which s/he has any interest whether direct or indirect, and whether pecuniary or not.
31. The Chief Operating Officer and/or Head of Legal may decline to allow inspection of any document which is or would be protected by privilege in the event of legal proceedings, if necessary to protect the interests of the ODA.

SEALING AND SIGNING

32. The seal of the ODA shall be held by the Secretary. Except where otherwise determined by the Board, the application of the seal of the ODA shall be authenticated by the signature of:
 - a. either the Chief Operating Officer or Director of Village and Commercial in the case of contracts or other legal documents of a value up to and including £10 million, subject to the Delegated Financial Authority Limit of the signatory;
 - b. both the Chief Operating Officer and the Director of Village and Commercial (or in either of their absence the Head of Legal and Head of Finance / Senior Programme Finance Manager) in the case of contracts or other legal documents of a value greater than £10 million;
 - c. the Head of Legal of the ODA in the case of Guarantees, Performance Bonds, Warranties, Vesting Agreements and Professional Services Appointments under existing Framework Agreements, up to a value of £250,000.

The Secretary shall maintain a seal register in which there shall be recorded on each occasion of its use relevant details of the use of the seal and the identity of the authorised signatory to every instrument sealed.

33. Except where otherwise determined by the Board, contracts and other legal documents not required to be executed under seal shall be signed:
 - a. in the case of contracts or other legal documents of a value up to and including £10 million by any one of the Chief Operating Officer, the Director of Village and Commercial, or any member of the Senior Management Team, subject to the Delegated Financial Authority Limit of the signatory; and

- b. in the case of contracts or other legal documents of a value greater than £10 million by both the Chief Operating Officer and the Director of Village and Commercial (or in either of their absence the Head of Legal and Head of Finance / Senior Programme Finance Manager) in the case of contracts or other legal documents of a value greater than £10 million..

SECRETARY

34. Reference in these Standing Orders to the Secretary shall, in the absence of the Secretary of the ODA, be construed as referring to such other person as may from time to time have been authorised by the Board members to fulfil the role of the Secretary in his or her absence.

REGISTER OF BOARD MEMBERS' INTERESTS

35. Each Board member shall be required to provide to the ODA, at the date of his or her appointment and thereafter at all times during the course of such appointment in accordance with any regulations or guidance applicable to the Board members from time to time issued by or through the DCMS such information concerning any financial or other interest which he or she or his or her family members or associates have. Such information or relevant details of the information shall be formally recorded in the Register of Board members' Interests which shall be maintained by the Secretary, and which shall be available for inspection at the Office by application to the Secretary. These requirements will be put into effect in respect of any non-Board members co-opted onto committees or sub-committees.

DECLARATION OF INTERESTS

36. A Board member or a member of any committee or sub-committee who is directly or indirectly interested in any matter brought up for consideration at a Board meeting or at a meeting of a committee or sub-committee shall disclose the nature of his or her interest to the Board meeting or the meeting of the relevant committee or sub-committee.
37. Where the matter in respect of which such a disclosure is made is a contract or agreement of any description, the Board member or member of the relevant committee or sub-committee shall not take part in any deliberation or decision of the Board, committee or sub-committee with respect to the matter and should withdraw from the meeting and not seek to influence a decision about that matter.
38. Where the matter in respect of which such a disclosure is made is one other than a contract or agreement, the Board member or member of the relevant committee or sub-committee may take part in any deliberation or decision of the Board or of the committee or sub-committee with respect to the matter save that if, in the opinion of the relevant member, or if the remainder of the Board members or of the members of the relevant committee or sub-committee so decide, the interest disclosed is such that a fair minded and informed observer, having considered the facts, would conclude that there was a real possibility that the member in question was biased, the member shall withdraw from the meeting and not seek to influence a decision about the matter.
39. The Secretary shall record in the minutes any disclosures made under paragraph 36.

40. Notwithstanding paragraph 38 above, a member or employee of the ODA who is involved in the exercise of the ODA's functions in relation to land may not participate in deliberations or decisions of the Planning Committee in relation to that land (Paragraph 20 Schedule 1 to the Act).

INTERPRETATION AND GENERAL

41. In these standing orders the following words shall have the meanings set opposite them unless the context otherwise requires:

“Delegated Financial Authority Limit”	means, in respect of any officer of the ODA, their financial limit of delegated authority as set out in ODA Standing Order 2
“DCMS”	means the Department for Culture, Media and Sport or any successor department;
“Games”	means the London Olympic and Paralympic Games 2012.;
“ODA”	means Olympic Delivery Authority;
“Office”	means 23 rd Floor, One Churchill Place, Canary Wharf, London E14 5LN;
“Schedule 1”	means Schedule 1 to the Act;
“Secretary”	means the Secretary, for the time being of the ODA or (if relevant) the person for the time being fulfilling, the role of the Secretary of the ODA.