

Subject: Approval of Standing Orders
Agenda item: 4
Report No: 1
Meeting date: 02/04/2012
Report to: Board
Report of: Jonathan Dutton, Executive Director of Finance and Corporate Services

FOR DECISION

This report will be considered in public

1. SUMMARY

- 1.1. This paper seeks approval of the London Legacy Development Corporation's Standing Orders, which include provisions for the calling and conduct of meetings, declarations of interest, the production of minutes, the service and signature of documents, and also include the Members' Code of Conduct, the specification of Registrable Interests, and the Gifts and Hospitality Code.

2. RECOMMENDATIONS

- 2.1 The Board is invited to **AGREE** to the adoption of Standing Orders attached as Appendix A.

3. BACKGROUND

- 3.1. The draft Standing Orders are based on those used by the Olympic Park Legacy Company, but have been adapted in a number of ways including:
- To reflect the application of the openness provisions of the Local Government Act 1972 to the London Legacy Development Corporation;
 - To reflect changing definitions of 'close family member' introduced in the Localism Act 2011;
 - To reflect the appointment of Board members by the Mayor of London, and the Mayor's intention to appoint an observer to the Board; and
 - The provision that documents will be executed under seal.

4. PROPOSAL

- 4.1. It is proposed that the Board adopt the Standing Orders.

5. TIMING

- 5.1. The adoption of standing orders is URGENT, as it will allow the London Legacy Development Corporation to be fully operational.

6. CONSULTATION

- 6.1. The draft Memorandum of Understanding with the Mayor of London (see other item) provides that the Mayor will be consulted on the Corporation's Standing Orders. Informal officer consultation has taken place during the drafting process, and further consultation will take place in advance of the Board meeting.

7. LEGAL IMPLICATIONS

- 7.1. The Standing Orders are consistent with the legislative framework for the London Legacy Development Corporation (in particular the Local Government Act 1972, the Greater London Authority acts 1999 and 2007, and the Localism Act 2011), but the Standing Orders do not seek to replicate the provisions of those acts.

8. LIST OF APPENDICES TO THIS REPORT

- Appendix A: Draft Standing Orders

List of Background Papers

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Standing Orders

1 Background

- 1.1 These Standing Orders were adopted by the Corporation at its meeting on 2 April 2012 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 and any of its committees.
- 1.2 They 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. 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.
- 1.3 The agenda and reports for meetings and minutes of meetings will therefore be open to inspection by the public at the Corporation's principal offices during normal business hours and published on the Corporation's web site except where publication may be properly withheld in accordance with exceptions set out in 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 Chairperson of the Corporation or in relation to a Committee the Chairperson for the time being of the Committee appointed by the Corporation or in relation to a Sub-Committee the Chairperson for the time being of the Sub-Committee
“Chief Executive”	means the person for the time being appointed as the chief executive of the Corporation
“Committee”	means a committee established by the Corporation under paragraph 6(1) of schedule 21 of the Act
“Corporation”	means the London Legacy Development Corporation
“Executive Director of Finance and Corporate Services”	means the employee of the Corporation with responsibility for the proper administration of its financial affairs
“General Counsel”	means the employee of the Corporation with responsibility to the Board for the provision of legal advice
“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 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
“Registrable Interest”	means an interest of a kind set out in Appendix B
“SO”	means Standing Order
“Sub Committee”	means a sub committee established by a Committee under paragraph 6(2) of schedule 21 of the Act.

3 Calling Meetings

- 3.1 A meeting of the Board may be convened by:
- (a) the Board or by the Chair; or
 - (b) by not less than one third of the Members by sending to the Chief Executive a requisition stipulating the business to be transacted at the meeting.
- 3.2 The Chief Executive will give to the Members not less than 5 clear days’ notice of a meeting of the Board convened under SO 3.1 unless there is urgency. Where a meeting is convened with less than 5 clear days’ notice the reasons for urgency shall be stated in the notice.
- 3.3 The notice of 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 has notice that a Member has a pecuniary interest for the purpose of SO 6 in the business to which the report relates.
- 3.4 Agenda items for meetings (other than a meeting convened under SO 3.1(b)) shall be agreed by the Chair. Agenda items for meetings convened under SO 3.1(b) shall be limited to the business identified in the requisition for the meeting.
- 3.5 A meeting of a Committee or Sub Committee may be convened by the Chair of the relevant Committee or Sub Committee or the Chief Executive after consultation with the Chair.

4 Conduct of Meetings

- 4.1 Subject to the provisions of these Standing Orders, the Board, a Committee or Sub Committee may regulate its meetings in such manner as they think fit. Questions arising at a meeting shall be decided by a majority of the Members present and voting. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote.
- 4.2 Any part of a meeting of the Board, a Committee or Sub Committee which is not open to the public 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 each member may participate in the business of the meeting

whether directly or by telephone conference or any other communications equipment which enables him:

- (a) to hear each of the other participating members addressing the meeting; and
 - (b) if he so wishes, to address all of the other participating members simultaneously.
- 4.3 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 shall be two members of the Committee or, if greater, one third of the number of members of the Committee in office.
- 4.4 The relevant Chair, shall, if present and willing, preside at all meetings of the Corporation or a Committee or Sub Committee as the case may be, but if no Chair has been appointed, or if 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, the members present shall choose one of their number to act as chair of the meeting.
- 4.5 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 ruling in relation to any Member other than himself is final and conclusive. In relation to the chair of the meeting, the question shall be decided by resolution of the other Members.

5 Attendance at Meetings by the Mayor's Observer and Officers

- 5.1 The Mayor shall be entitled to appoint an observer to attend meetings of the Board or any Committee 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 he has a direct or indirect interest in the matter under consideration. SO 6 and SO 7 shall apply to the observer as if he were a Member.
- 5.2 The Chief Executive and Executive Director of Finance and Corporate Services shall be entitled to attend all meetings of the Board or any Committee or Sub Committee.

6 Members' Interests

- 6.1 A Member who has directly or indirectly an interest in a matter which is material and which conflicts or may conflict with the interests of the Corporation and is present at a meeting of the Board or a Committee or Sub Committee at which the matter is under consideration shall:
- (a) at the meeting and as soon as practicable after its commencement disclose the nature and extent of his interest or duty giving rise to his conflict of interest; and

Save as otherwise provided in SO 6.3 shall not

- (b) participate in the consideration or discussion of the matter and leave the meeting during its consideration; and

- (c) vote on any question with respect to it
- 6.2 A Member shall not be counted in the quorum present at a meeting in relation to a resolution upon which he is not entitled to vote.
- 6.3 A Member who has disclosed the nature and extent of his interest or duty giving rise to his conflict of interest may, notwithstanding his interest, vote on the matter and be included for the purposes of a quorum at any meeting at which the matter is considered provided that:
- (a) he does not have a pecuniary interest in the matter which is material; and
 - (b) his interest does not give rise to a real danger of bias or is one which a member of the public aware of all the facts will regard as so significant that it is likely to prejudice the member's judgement of how to act in the public interest.
- 6.4 For the purposes of this SO 6 an interest includes a duty and an interest of:
- (a) a body corporate established by statute of which a person is a member or officer;
 - (b) a local authority of which a person is a member or officer or the elected mayor;
 - (c) a person's employer;
 - (d) a body of persons (including a partnership, unincorporated association or trust) of which a person is a member; or
 - (e) a person connected to a Member;
- shall be treated as an interest of that person but only in the case of a person connected to a member if he is aware of that interest.
- 6.5 The following persons (and only the following persons) are connected to a Member:
- (a) a member of his family being:
 - (i) the spouse or civil partner of the Member; or
 - (ii) a person with whom the Member is living as husband and wife; or
 - (iii) a person with whom the Member is living as if they were civil partners;
 - (b) a body corporate with which he is connected;
 - (c) a person acting in his capacity as trustee of a trust:
 - (i) the beneficiaries of which include the Member or another person who by virtue of paragraph (a) or (b) is connected with him, or
 - (ii) the terms of which confer a power on the trustees that may be exercised for the benefit of the Member or any such person;
- other than a trust for the purposes of an employees' share scheme or a pension scheme;

- (d) a person acting in his capacity as partner:
 - (i) of the Member, or
 - (ii) of another person who, by virtue of paragraph (a), (b) or (c), is connected with that Member;
- (e) a firm that is a legal person under the law by which it is governed and in which:
 - (i) the Member is a partner,
 - (ii) a partner is a person who, by virtue of paragraph (a), (b) or (c) is connected with the Member, or
 - (iii) a partner is a firm in which the member is a partner or in which there is a partner who, by virtue of paragraph (a), (b) or (c), is connected with that Member.
- (f) a Member is connected with a body corporate being a company formed under the Companies Acts if, but only if, he and the persons connected with him together:
 - (i) are interested in shares comprised in the equity share capital of that company of a nominal value equal to at least 20% of that share capital, or
 - (ii) are entitled directly or indirectly to exercise or control the exercise of more than 20% of the voting power at any general meeting of that company.

6.6 A Member who has directly or indirectly an interest in a matter which is material and which conflicts or may conflict with the interests of the Corporation may not exercise any power delegated to him in relation to that matter.

6.7 A pecuniary interest is one by reason of which a financial or economic benefit may be received or derived or a financial or economic loss or detriment incurred.

7 Minutes and Records of Decisions

7.1 Minutes of the proceedings of a meeting of the Board, or of any Committee or Sub Committee shall be kept in such form as the Chief Executive may determine.

7.2 Any such minutes shall be signed at the same or next suitable meeting of the Board, Committee or Sub Committee by the Chairperson of that meeting.

7.3 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. 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.

8 Members' Conduct

8.1 The Members' Code of Conduct is adopted and shall have effect.

- 8.2 The Chief Executive must:
- (a) establish and maintain a register of the interests of Members described in Appendix B and notified to him by Members in writing;
 - (b) ensure that that a copy of the register 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 by the Member in writing.
- 8.3 A Member shall notify the Chief Executive in writing of his Registrable Interest if any on the later of the adoption of these Standing Orders and his accepting his appointment as a Member and shall notify the Chief Executive in writing of any changes to his Registrable Interests promptly and in any event no later than 28 days after he becomes aware of or ought to have become aware of the change.
- 8.4 The Code relating to Gifts and Hospitality set out in Appendix C is adopted and shall have effect.

9 Proper Officer

- 9.1 The Chief Executive 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.

10 The Seal

- 10.1 The Board shall adopt a seal and provide for its safe custody.
- 10.2 The application of the seal is to be authenticated by the Chair, any other member of the Corporation, the Chief Executive or the Executive Director of Finance and Corporate Services.
- 10.3 The seal shall be used only by the authority of the Board or a Committee or Sub Committee or by a Member acting under delegated authority, or by the Chief Executive and Executive Director of Finance and Corporate Services acting under delegated authority, or by other employees as appointed in writing by the Chief Executive and Executive Director of Finance and Corporate Services.

11 Signing of Documents

- 11.1 Where any document is necessary to give effect to any decision of the Board, a Committee or Sub Committee it shall be signed by the Chief Executive and Executive Director of Finance and Corporate Services, with advice from General Counsel.
- 11.2 The Chief Executive and Executive Director of Finance and Corporate Services may appoint in writing such employees of the Corporation as they think fit either generally or in specific cases to sign documents, notices, letters or other communications required to discharge the business of the Corporation.

12 Service of Documents

- 12.1 Members shall from time to time inform the Chief Executive of their preferred email and postal addresses for receipt of written notice of meetings, agenda papers and other documents.
- 12.2 The failure to send written notice or agenda papers to a Member, or the non-receipt of duly dispatched written notice and agenda papers by a Member, shall not invalidate the proceedings at a meeting.

Appendix A

Members' Code of Conduct

Introduction

1. This Code applies to members of the Corporation, co-opted members and observers at meetings of the Corporation its Committees and Sub Committees with the right to speak ("Members"). Members must observe this Code whenever conducting the business of the Corporation.
2. This Code shall not have effect in relation to activities undertaken other than in a capacity described in paragraph 1, unless otherwise expressly indicated.
3. Members must comply with this Code and ensure that they understand their duties, rights and responsibilities, and that they are familiar with the Corporation's statutory framework in the Localism Act 2011 and within the GLA Group as a functional body.

The General Principles of Public Life

4. Members must also observe the nine General Principles of Public Life namely:
 - (a) Selflessness – Members should serve only the public interest and should never improperly confer an advantage or disadvantage on any person.
 - (b) Honesty and integrity – Members should not place themselves in situations where their honesty and integrity may be questioned, should not behave improperly, and should on all occasions avoid the appearance of such behaviour.
 - (c) Objectivity – Members should make decisions on merit, including when making appointments, awarding contracts, or recommending individuals for rewards or benefits.
 - (d) Accountability – Members should be accountable to the public for their actions and the manner in which they carry out their responsibilities, and should co-operate fully and honestly with any scrutiny appropriate to their particular office.
 - (e) Openness – Members should be as open as possible about their actions and those of their authority, and should be prepared to give reasons for those actions.
 - (f) Personal judgement – Members may take account of the views of others, but should reach their own conclusions on the issues before them and act in accordance with those conclusions.
 - (g) Respect for others – Members should promote equality by not discriminating unlawfully against any person, and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability. They should respect the impartiality and integrity of the Corporation's employees.
 - (h) Stewardship – Members should do whatever they are able to do to ensure

that their authorities use their resources prudently, and in accordance with the law.

- (i) Leadership – Members should promote and support these principles by leadership, and by example, and should act in a way that secures or preserves public confidence.

Individual Responsibilities

5. All persons covered by this Code are personally responsible for their conduct and must:

- (a) Act in good faith and in the overall interests of the Corporation and in a way that preserves public confidence in the Corporation;
- (b) Not use their position with the Corporation to promote their private interests or to confer on or secure an advantage or disadvantage for persons, firms, businesses or other organisations connected to them;
- (c) Comply with the Corporation Code relating to the receipt of gifts and hospitality;
- (d) Not, without express prior authority of the Corporation or a committee with delegated powers, commit, or purport to commit, the Corporation, its Officers or resources to any future course of action;
- (e) Not to use Corporation resources for a party political purpose and to observe the Corporation's guidance on pre-election political activity;
- (f) Not use information gained in the course of their public service for personal gain or for political purposes;
- (g) Not disclose information received in confidence, without the consent of the person authorised to give it, unless required by law to do so;
- (h) Not prevent another person from gaining access to information to which that person is entitled by law;
- (i) Cooperate with the Chief Executive or his or her nominee in any investigation relating to breach of this Code or any other part of the Corporation's Standing Orders;
- (j) Promote equality by treating others with respect and not discriminating unlawfully against any person.

Induction, Training & Development

6. Members shall attend all induction, skills evaluation training and development and other programmes required by the Corporation from time to time.

Appointments to Outside Bodies

7. A Member may be appointed or nominated by the Corporation as a member of another body or organisation. If so, the Member will be bound by the rules of conduct of that organisation and their responsibility for any actions taken as a member of such an organisation will be to the organisation in question. The Member must, however, also continue to observe the rules in this Code in carrying out the duties of that body in so far

as they do not conflict with his or her responsibilities to that body its code of conduct or any lawful obligation to which that other body is subject.

Member/Officer Relations

8. Members and Officers of the Corporation shall treat each other with mutual respect. All dealings between such persons must observe reasonable standards of behaviour and courtesy. Neither party should seek to take an unfair advantage of their position or act in a way which compromises their respective roles and responsibilities.

Breach of Code

9. Any complaint of Member misconduct should be addressed to the Chief Executive who will:

- (a) determine whether the complaint appears to identify misconduct and whether the complaint merits investigation;
- (b) in appropriate cases, cause an investigation to be conducted into the complaint; and
- (c) report the outcome of the investigation to the Mayor.

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Appendix B

Registrable Interests

The following interests of a Member or the members of the family of a Member where known to him are registrable

- (a) Any body, public, private, charitable or otherwise of which they are a member or in a position of general control or management.
- (b) Any employment or business carried on by them.
- (c) Any person or body who has a place of business or land in the Mayoral Development Area and in whom they have a beneficial interest in a class of securities of that person or body that exceeds the nominal value of £25,000 or one-hundredth of the total issued share capital (whichever is the lower).
- (d) Any grant agreement, contract for goods or services or works made between the Corporation or the Olympic Park Legacy Company Limited and a person covered by (a) to (c) or a firm in which such a person is a partner, a company of which such a person is a remunerated director or a person or body of a description specified in paragraph (c) above.
- (e) Any land in the Mayoral Development Area in which a person covered by (a) to (c) has a beneficial interest.
- (f) Any land in the Mayoral Development Area for which a person covered by (a) to (c) has a licence (alone or jointly occupying with others) to occupy for 28 days or longer.
- (g) Any land in the Mayoral Development Area where the landlord is the Mayoral Development Corporation and a person covered by (a) to (c), or a firm in which such a person is a partner, or a company of which such a person is a remunerated director, or a person or body of a description specified in paragraph (c) above, is the tenant.

“family member” means the following:

- (i) the spouse or civil partner of the Member;
- (ii) a person with whom the Member is living as husband and wife; and
- (iii) a person with whom the Member is living as if they were civil partners;

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Appendix C

Gifts and Hospitality Code

Scope of the Code

- 1 In this Code, references to “Gifts and Hospitality” includes goods, services, tickets, awards, food, drink, travel, accommodation, events, special terms, vouchers, favours, honours and any other tangible or intangible benefit.
- 2 This Code applies to Gifts and Hospitality offered or provided by a person or body other than the Corporation to members of the Corporation, co-opted members and observers at meetings of the Corporation, its Committees and Sub Committees with the right to speak (“Members”) or to any other person at the request of a Member
- 3 Members must observe this Code whenever conducting the business of the Corporation.

General Approach

4. The general approach of the Corporation to Gifts and Hospitality offered to a person covered by this Code arising out of or in connection to a Member’s role with the Corporation is that such Gifts and Hospitality should be declined. The acceptance of gifts and hospitality risks being perceived as influencing a Member and may bring their integrity or personal judgement into question. There are however exceptions set out in paragraphs 9-11 below.
5. Any such offers made and declined should be noted and the General Counsel informed.
6. Those covered by this Code must not accept any gift with a significant monetary value, nor should they solicit personal gifts under any circumstances. Similarly, offers of lavish hospitality or hospitality which could be interpreted as a means of exerting an improper influence over the way Members carry out their duty should be neither solicited nor accepted. The timing of hospitality in relation to sensitive matters should also be a consideration in accepting or offering any hospitality that falls within the scope.
7. Equally, any attempt made to induce those covered by this Code by the offering of Gifts and/or Hospitality should be reported to the General Counsel immediately.
8. All Members must record any Gifts and Hospitality received, unless it is an excepted item, in a register held by the Chief Executive.

Exceptions

- 9 Provided that a gift is worth less than £50, has negligible resale value or onward giving potential, is not money and has a relevance to work, it may be accepted without being declared.

- 10 Hospitality offered worth less than £50 and within one of the exceptions listed below, may be accepted without a record being made:
- (a) Refreshment provided at, or immediately after, a work meeting; or
 - (b) A standard form of transport to or from a work meeting; or
 - (c) A working meal whilst engaged on Corporation business,
- 11 Repeated gifts or hospitality from the same source within any twelve month period should be aggregated. If the aggregated amount is greater than £50, all items should be declared and recorded, with the exception of refreshment provided at work meetings, provided that in each instance the refreshment is worth less than £50.