



The OSS Executive Committee – Terms of Reference

1 Overview

In order to aid day to day decision-making OSS has a Working Group now referred to as the OSS Executive Committee. This is in line with provisions set out in the OSS Constitution, as below:

Delegation to sub-committees

- *The Board may delegate any of their powers to sub-committees; a sub-committee must include at least one Board Member.*
- *The Board may also delegate to the Chair (or the holder of any other post) such of their powers as they may consider appropriate.*
- *When delegating powers, the Board must set out appropriate conditions (which must include an obligation to report regularly to the board).*
- *Any delegation of powers may be revoked or altered by the board at any time.*
- *The rules of procedure for each sub-committee and the provisions relating to membership of each sub-committee, shall be set by the Board.*

2 Membership and Voting

The Executive Committee comprises:

- OSS Chair
- OSS Secretary
- OSS Treasurer
- OSS Executive Director

In addition, other Trustees, staff and advisors are invited to meetings when their expertise is required. Only the 4 sub-Committee members can vote to make decisions on behalf of the Board. The Chair carries the casting vote.

3 Scope

The Executive Committee exists primarily to support the Executive Director and to keep decision making timely and nimble. It also provides a central point where the activities

and actions from other OSS working groups and OSS Forums can be reviewed, coalesced and potentially choreographed to avoid duplication or contradiction.

The Executive Committee's remit includes:

- Financial monitoring and liaison with the Fundraising Group;
- Liaison with working groups and Forums;
- Liaison with RAG;
- Strategy development;
- Stakeholder development;
- Communication and event planning;
- Board development;
- Board meeting agendas and papers.

4 Interface with the Board

It is clearly important that the Executive Committee doesn't overstep its remit and undermine the role of the Board, or alternatively share so much information with the Board it swamps trustees' inboxes.

The following principles have been developed to guide the Executive Committee when it should seek comment or approval (usually by email) from the Board.

Any decision:

- which has a financial impact of more than [£10k];
- in respect of recruitment;
- in respect of Board membership;
- which involves partnership with another organization;
- which changes a previously agreed strategic direction;
- which the Committee members agree requires wider Board input and/or agreement.

5 Practicalities

The Executive Committee may meet in person or by telephone/ Skype etc, generally every 6 weeks but more frequently if necessary.

Summary action notes of meetings will be kept, usually by the Exec Director, and circulated to the Committee plus any other attendees. Any Trustee wishing to see these notes is welcome to.

Each Board meeting will be given a brief summary of actions and decisions taken by the Executive Committee.

Claire Phillips
(OSS Secretary)