



The OSS Executive Committee – Terms of Reference

Updated March 2024

1 Overview

In order to aid day to day decision making the OSS has 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 has a core membership of Trustees who will all be eligible to vote should that need arise. The OSS Chair carries the casting vote. In addition, the committee may expand to include other Trustees and advisors when additional expertise is required and available. At this point in time the Exec Committee has co-opted OSS advisor Keith Oliver.

Core Executive Committee

- OSS Chair (vacant)
- OSS Vice-Chairs
- OSS Treasurer

- OSS Trustee Stephen Docherty

Co-opted Executive Committee Member

- Keith Oliver, Chair OSS Business Development Group

3 Scope

The Executive Committee exists primarily to keep decision making timely and nimble. It also provides a central point where the activities and actions from other OSS working groups can be reviewed, coalesced and potentially choreographed to avoid duplication or contradiction.

The Executive Committee's remit includes:

- Financial monitoring;
- Liaison with working groups;
- 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 important 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 organisation;
- 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 more likely, by Zoom/Teams etc.

The Executive Committee will meet generally every 6 weeks but more frequently if necessary.

Summary action notes of meetings will be kept 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 Anderson
(OSS Vice-chair & Secretary)

March 2024