Greater Cambridge
Development Corporation

Greater Cambridge Development Corporation Terms Of Reference

Adopted By The Board On 20 October 2026

1. INTRODUCTION

1.1 These Terms regulate the conduct of business of the Greater Cambridge Development Corporation.

1.2 These Terms are adopted pursuant to GCDC's statutory powers and shall be read in conjunction with:

1.2.1 GCDC's establishing legislation in accordance with Part XVI and Schedule 26 of the Local Government, Planning and Land Act 1980;

1.2.2 any regulations or directions made thereunder;

1.2.3 the Framework Document agreed between GCDC and MHCLG; and

1.2.4 any applicable government standards and guidance.

1.3 In the event of any inconsistency, the order of precedence shall be:

1.3.1 primary legislation;

1.3.2 secondary legislation and directions;

1.3.3 the Framework Document; and

1.3.4 these Terms.

1.4 The Transparency Policy governs the classification, publication, redaction, deferred publication and withholding of information relating to Board, Committee and Sub-Committee business. These Terms govern the conduct of Meetings, public attendance and the exclusion of the public. The two documents shall be interpreted consistently.

2. INTERPRETATION

2.1 In these Rules:

"**Accounting Officer**"	means the officer designated by HM Treasury as the Accounting Officer responsible for the proper stewardship of GCDC's funds, including ensuring regularity, propriety and value for money in the use of its resources as set out in **paragraph 15.1**
"**Authorised Signatories**"	means a list of individuals authorised to sign documents on behalf of GCDC prepared by the General Counsel and approved by the Board
"**Board**"	means the Board of Members of GCDC
"**Committee"**	means any Committee established by the Board in accordance with **paragraph 14**
"**Business Plan"**	means GCDC's annual delivery plan for a Financial Year, setting out in detail the activities to be undertaken during that year, including the key milestones, budget priorities, performance measures and resources required to deliver the objectives and outcomes of the Corporate Plan. The Business Plan shall be prepared in accordance with Managing Public Money, shall require the approval of the MHCLG Senior Responsible Owner, and shall be published on GCDC's website
"**Chair**"	means the person appointed by the Secretary of State as chair of GCDC
"**Chief Executive**"	means the chief executive officer of GCDC (who shall also act as Accounting Officer unless otherwise directed)
"**Corporation**"	means the Greater Cambridge Development Corporation, established by article 3 of the Establishment Order
"**Corporate Plan**"	means GCDC's primary strategic planning document, setting out its objectives, priorities, key activities and expected outcomes for a period of three to five Financial Years and providing the strategic framework for the preparation of the Business Plan. The Corporate Plan shall be reviewed and updated annually on a rolling basis, prepared in accordance with Managing Public Money, approved by the Secretary of State and published on GCDC's website
"**Data Protection Legislation**"	means all applicable data protection and privacy laws in force from time to time in the United Kingdom, including: (a) the UK General Data Protection Regulation (UK GDPR); (b) the Data Protection Act 2018; (c) the Privacy and Electronic Communications (EC Directive) Regulations 2003 (as amended); and (d) any other applicable laws and regulations relating to the processing of personal data and privacy
"**Delegated Financial Authorities**"	means the framework approved from time to time by the Board with the prior written consent of MHCLG which specifies the: (a) delegations, limits, thresholds, approvals and conditions applicable to: (i) expenditure; (ii) commitments; (iii) investments; (iv) disposals; and

(v) other financial transactions undertaken by or on behalf of GCDC; and

(b) requirements necessary to ensure compliance with:

(i) Managing Public Money;

(ii) HM Treasury requirements; and

(iii) any applicable spending controls, including those relating to transactions which are novel, contentious or repercussive.

"**Delegated Financial Authority**"	means any delegation, limit, threshold, approval or condition specified in the Delegated Financial Authorities
"**Deputy Chair**"	means the person appointed by the Secretary of State as deputy chair of GCDC
"**Entitled Members"**	means those Members entitled to vote on the relevant resolution being members who are not subject to any conflict of interest or other restriction that would prevent them from voting in accordance with these Terms and/or applicable legislation
"**Establishment Order"**	means the Greater Cambridge Development Corporation (Establishment) Order 2026 (SI 2026/902), made under sections 134 and 135 of the Local Government, Planning and Land Act 1980, which designates the Urban Development Area and establishes GCDC[1]
"Executive Member"	means a Member who is also an employee, officer or office-holder of GCDC, including the Chief Executive
"**Exempt Information"**	means information which may lawfully or properly be redacted, withheld or subject to restricted circulation under the Transparency Policy, including: (a) personal data; (b) commercially sensitive information; (c) procurement-sensitive information; (d) information relating to land acquisition or disposal; (e) legally privileged information; (f) information relating to security or public safety; (g) market-sensitive information or inside information; (h) confidential third-party information; (i) information relating to policy formulation, internal deliberation, the development of proposals or options, or draft, incomplete or work in progress documents where disclosure could reasonably prejudice effective decision making, inhibit the provision of candid advice or otherwise undermine the proper conduct of GCDC's affairs; (j) information relating to audit, investigations or enforcement activity, including planning enforcement; (k) information subject to a statutory restriction on disclosure; and (l) any other information that may lawfully or properly be withheld from publication or disclosure
"**Finance Director**"	means the senior officer of GCDC responsible for GCDC's finance function.
"**Framework Document**"	means the framework document entered into between GCDC and MHCLG dated [ ] 2026

[1] The Greater Cambridge Development Corporation (Establishment) Order 2026

"**Financial Year**"	means each period of 12 months ending on 31 March, except that the first Financial Year shall commence on the date on which GCDC is established and end on the following 31 March
"**General Counsel**"	means the senior legal adviser of GCDC
"**Local Authority Leaders**"	means: (a) the Mayor of Cambridgeshire and Peterborough; (a) the Leader of Cambridge City Council; (b) the Leader of South Cambridgeshire District Council; and (c) the Leader of Cambridgeshire County Council, and, where paragraph 4.3 applies, includes any elected member of a successor or replacement local authority nominated in accordance with that authority's governance arrangements and approved by the Secretary of State
"**Local Authority Members"**	means a Member appointed to the Board pursuant to paragraph 4.2, being either: (a) a Local Authority Leader; or (b) an alternate nominated by a Local Authority Leader and approved by the Secretary of State in accordance with paragraph 4.2
"**Member**"	means a member of the Board
"**Meeting**"	means any meeting of the Board convened in accordance with these Terms
"**MHCLG**"	means the Ministry of Housing, Communities & Local Government (or a successor department)
"**Nolan Principles**"	means the Seven Principles of Public Life, namely selflessness, integrity, objectivity, accountability, openness, honesty and leadership, as published by the Committee on Standards in Public Life and as amended, supplemented or replaced from time to time, being the principles that underpin standards of conduct for those exercising public functions
"Non-Executive Member"	means a Member who is not an employee, Officer or [office-holder] of GCDC
"**Officers**"	means the Deputy Chief Executive, the Finance Director and the General Counsel
"**Open Meeting**"	has the meaning given in **paragraph** Error! Reference source not found.
"Other Member"	means a member who is not a Local Authority Member
"**Papers**"	means reports, presentations and other materials provided to Members for consideration at or in connection with a Meeting
"**Planning Functions Order**"	(when in place) means the Greater Cambridge Development Corporation (Planning Functions) Order [2026] (SI [2026]/[ ]), made under section 149 of the Local Government, Planning and Land Act 1980, which confers specified local planning authority functions on GCDC in respect of the Urban Development Area
"**Scheme of Delegation**"	means the scheme of delegation set out in **Schedule 2**

"**Secretary of State**"	means the Secretary of State for Housing, Communities and Local Government (or their successor from time to time)
"**Strategic Vision"**"	means GCDC's long term document covering the period of twenty five years from the date of presentation to the Board, describing the strategic ambition of the Board and informing the more detailed activities set out in the Corporate and Business Plans.
"Sub-Committee"	means any Sub-Committees established by the Board in accordance with **paragraph 14**
"**Service Level Agreement**"	means an agreement for the provision of services to GCDC
"**Terms"**	means these Terms of Reference
"**Transparency Policy**"	means the Transparency Policy as approved and amended by the Board from time to time
"**Urban Development Area**"	means the area designated as an urban development area by article 3 of the Establishment Order pursuant to section 134 of the Local Government, Planning and Land Act 1980

2.2 References to any statute or statutory provision include any modification, extension or re-enactment thereof.

3. ROLE OF THE BOARD

3.1 The Board is responsible for the overall direction and control of GCDC and shall exercise its functions in accordance with:

3.1.1 GCDC's statutory objects and powers;

3.1.2 the Framework Document;

3.1.3 any applicable directions or guidance issued by MHCLG;

3.1.4 the Scheme of Delegation; and

3.1.5 the Delegated Financial Authorities.

3.2 Without limiting paragraph 3.1, the Board shall:

3.2.1 oversee the governance of GCDC, including safeguarding the reputation of GCDC and maintaining effective relationships with MHCLG and other key stakeholders;

3.2.2 oversee the delivery of the Strategic Vision, the Corporate Plan, and the Business Plan;

3.2.3 approve the Corporate Plan and submit the Corporate Plan to the MHCLG Minister and MHCLG for approval in accordance with Schedule 1;

3.2.4 approve GCDC's Business Plan, including its output targets and key performance indicators, and submit it to MHCLG for approval in accordance with Schedule 1;

3.2.5 approve and maintain the Scheme of Delegation;

3.2.6 approve and maintain the Delegated Financial Authorities;

3.2.7 approve GCDC's annual budget and major investment decisions, consistent with the Business Plan, and submit the annual budget to MHCLG for approval in accordance with Schedule 1;

3.2.8 approve the Annual Report and Accounts for submission to Parliament;

3.2.9 receive reports from Committees and consider any matters referred to the Board by them;

3.2.10 oversee the effectiveness of GCDC's governance, risk management (including oversight of mitigation strategies) and internal control arrangements;

3.2.11 support the Accounting Officer in securing the proper, economic, efficient and effective use of public funds;

3.2.12 monitor GCDC's performance against its objectives, targets and key performance indicators;

3.2.13 ensure that appropriate arrangements are in place for stakeholder engagement, public participation and public accountability;

3.2.14 ensure that appropriate arrangements are established to facilitate engagement with local stakeholders (including local residents and business owners) within the Urban Development Area and to communicate relevant feedback to MHCLG

3.2.15 establish and maintain policies to ensure effective governance of GCDC; and

3.2.16 oversee compliance with all applicable statutory and administrative requirements.

4. COMPOSITION

4.1 The composition of the Board, including the minimum number of Members, shall be determined in accordance with the Local Government, Planning and Land Act 1980 (or any successor legislation), and any applicable public appointments processes.

4.2 Upon receiving written notification from the Secretary of State that a Member has been appointed or removed, GCDC shall take all administrative steps necessary to give effect to that appointment or removal.

4.3 Subject to **paragraph 4.1**, each Local Authority Leader shall be eligible for appointment by the Secretary of State as a Local Authority Member.

4.4 Each Local Authority Leader may nominate one alternate.

4.5 Any alternate nominated under **paragraph 4.4**:

4.5.1 must be a member of the cabinet or executive of the relevant Local Authority; and

4.5.2 shall not act as an alternate unless approved by the Secretary of State.

4.6 Subject to **paragraph 4.1**, such other persons as the Secretary of State may determine may be appointed as Other Members.

4.7 No Other Member may nominate or appoint an alternate.

4.8 In the event of any reorganisation, merger, abolition or replacement of a local authority within the Urban Development Area, or any change to its governance arrangements, the Board shall seek to ensure that there are at all times not fewer than four Local Authority Members.

4.9 Subject to **paragraph 11.1**, the Board may, with the prior approval of MHCLG, appoint an individual to serve as Chief Executive of GCDC.

4.10 The Chief Executive shall be appointed as a Member only with the approval of the Secretary of State.

4.11 Subject to **paragraph 11.1**, the Board may, with the prior consent of MHCLG, remove the Chief Executive and appoint a successor.

5. ATTENDANCE

5.1 The following persons shall be entitled to attend Meetings, vote on matters before the Board and count towards the quorum:

5.1.1 the Chair;

5.1.2 the Deputy Chair;

5.1.3 the Chief Executive or, where the Chief Executive is unable to attend, a deputy who has been approved as a Member by the Secretary of State;

5.1.4 all Local Authority Members; and

5.1.5 all Other Members.

5.2 The following persons shall be entitled to attend Meetings but shall not be entitled to vote on matters before the Board or count towards the quorum:

5.2.1 the Deputy Chief Executive (when not attending in place of the Chief Executive pursuant to **paragraph 5.1.3**);

5.2.2 the General Counsel, their nominee or, where that office is vacant, an interim appointee designated by the Chief Executive or the Chair;

5.2.3 the Finance Director, their nominee or, where that office is vacant, an interim appointee designated by the Chief Executive or the Chair;

5.2.4 a representative of MHCLG; and

5.2.5 such other persons as the Chair may invite.

5.3 Until the Local Authority Leaders have been appointed as Members, they shall be invited to attend all Meetings as non-voting attendees.

5.4 A Local Authority Member may attend a Meeting personally or by their alternate, provided that the alternate has been appointed in accordance with **paragraph 4.4** and **paragraph 4.5**.

5.5 A Local Authority Member and their alternate may not both participate in the same Meeting.

Where both a Local Authority Member and their alternate attend a Meeting, only the Local Authority Member shall be entitled to participate, vote and count towards the quorum.

6. QUORUM

6.1 A Meeting shall not be quorate unless:

6.1.1 the General Counsel, their nominee or, where that office is vacant, an interim appointee designated in accordance with **paragraph 5.2.2**, is present throughout the Meeting; and

6.1.2 the Finance Director, their nominee or, where that office is vacant, an interim appointee designated in accordance with **paragraph 5.2.3**, is present throughout the Meeting.

6.2 Until the Local Authority Leaders have been appointed as Members, a Meeting shall be quorate only if at least three Members are present, comprising:

6.2.1 the Chair or, in the Chair's absence, the Deputy Chair; and

6.2.2 any two Other Members, which may include the Deputy Chair where the Chair is present.

6.3 Following the appointment of the Local Authority Leaders as Members, **paragraph 6.2** shall cease to apply.

6.4 Thereafter, a Meeting shall be quorate only if at least five Members are present, comprising:

6.4.1 the Chair or, in the Chair's absence, the Deputy Chair;

6.4.2 not fewer than two Local Authority Members; and

6.4.3 not fewer than two Other Members, which may include the Deputy Chair where the Chair is present.

6.5 If a Meeting ceases to be quorate, no further business shall be transacted and the Meeting shall be adjourned.

7. MEETINGS

7.1 The Board shall hold such Meetings as are necessary for the proper discharge of its functions and, in any event, not fewer than six Meetings in each Financial Year.

7.2 **Convening Meetings**

The Chair may convene a Meeting at any time.

7.3 The Chair shall convene a Meeting upon the written request of any three Members.

7.4 **Notice and agenda**

Notice of each Meeting shall:

7.4.1 be given to all persons entitled to attend the Meeting pursuant to **paragraph 5**; and

7.4.2 specify the date, time, place and proposed agenda for the Meeting.

7.5 Except in cases of urgency, the notice, agenda and Papers for a Meeting shall be circulated to the persons entitled to receive them pursuant to **paragraph 7.4.1** at least five clear Working Days before the Meeting.

7.6 An accidental failure to give notice of a Meeting, circulate the agenda or Papers, or the non receipt of any such document by a person entitled to receive it, shall not invalidate the proceedings of the Meeting.

7.7 **Late Papers**

Where it is not reasonably practicable to circulate Papers in accordance with **paragraph** Error! Reference source not found., the Papers may be circulated later with the approval of the Chair.

7.8 Any notice accompanying Papers circulated under **paragraph 7.7** shall explain the reason for the late circulation.

7.9 The late circulation of Papers shall not invalidate the proceedings of the Meeting.

7.10 **MHCLG attendance**

The notice, agenda and Papers for each Meeting shall be provided to MHCLG.

7.11 **Additional agenda items**

The Board may consider an item of business which does not appear on the agenda if the Chair determines that:

7.11.1 the item is routine and substantially uncontroversial; or

7.11.2 urgent consideration is required and it was not reasonably practicable to include the item on the agenda.

7.12 **Remote Meetings**

Meetings shall ordinarily be held in person.

7.13 If the Chair determines that it is not reasonably practicable for a Meeting to be held in person, the Meeting may instead be held:

7.13.1 by telephone conference;

7.13.2 by video conference; or

7.13.3 by a combination of such means.

7.14 **Chairing Meetings**

The Chair shall preside at Meetings.

7.15 If the Chair is absent, the Deputy Chair shall preside.

7.16 If both the Chair and the Deputy Chair are absent, the Members present shall appoint one of their number to chair the Meeting.

8. AGENDA AND PAPERS

8.1 The Chair shall approve the agenda for each Meeting.

8.2 Any Member may request that an item be included on the agenda for a Meeting by notifying the Chair before the agenda for that Meeting is finalised.

8.3 The Chair shall determine whether an item requested under **paragraph 8.2** is included on the agenda.

8.4 Papers submitted for consideration by the Board shall be sufficiently detailed to enable informed decision making.

8.5 Board Papers shall clearly identify:

8.5.1 the decision requested of the Board;

8.5.2 the reasons supporting the recommendation;

8.5.3 any material legal, financial, operational, reputational or governance risks associated with the recommendation; and

8.5.4 where relevant, any alternative options considered and the reasons for recommending the proposed course of action.

9. DECISION-MAKING AND VOTING

9.1 Each Entitled Member present at a Meeting shall have one vote.

9.2 Decisions shall be taken by a simple majority of the Entitled Members present and voting.

9.3 In the event of an equality of votes, the person chairing the Meeting shall have a second or casting vote.

9.4 A decision of the Board may be taken by a written resolution.

9.5 A written resolution shall be passed where it is approved by a simple majority of the Entitled Members.

9.6 Approval of a written resolution may be evidenced by signature, including electronic signature.

9.7 A written resolution may take the form of a single document or counterpart documents.

9.8 A written resolution shall take effect on the date on which the required approvals have been received, unless a later date is specified in the resolution.

9.9 A written resolution and the record of its approval shall be published, redacted, deferred or withheld in accordance with the Transparency Policy.

10. DECLARATION OF INTERESTS

10.1 This paragraph 10 applies to each Member and each member of a Committee.

10.2 Each person to whom this **paragraph 9.8** applies shall:

10.2.1 comply with GCDC's Code of Conduct; and

10.2.2 declare any direct or indirect interest in a matter to be considered at a Meeting or by written resolution.

10.3 GCDC shall record each interest declared under **paragraph 10.2.2** in its register of interests.

10.4 Subject to **paragraph 10.5**, a person who has declared an interest shall not:

10.4.1 participate in any discussion relating to the relevant matter;

10.4.2 vote on the relevant matter;

10.4.3 count towards the quorum for consideration of the relevant matter; or

10.4.4 approve a written resolution relating to the relevant matter.

10.5 The Board may permit a person who has declared an interest to participate in the consideration of the relevant matter if the Board is satisfied that:

10.5.1 the interest is not material;

10.5.2 the participation is unlikely to give rise to a real or perceived risk of bias; and

10.5.3 the participation is in the best interests of GCDC.

10.6 Where the Board permits participation under **paragraph 10.5**, it may permit:

10.6.1 full participation; or

10.6.2 participation subject to any restrictions that the Board considers appropriate.

10.7 The Board shall have particular regard to conflicts arising from GCDC exercising functions as both:

10.7.1 a planning authority; and

10.7.2 a developer or landowner.

10.8 The minutes of the relevant Meeting, or the record of the relevant written resolution, shall record:

10.8.1 the interest declared;

10.8.2 the Board's decision under **paragraph 10.5**; and

10.8.3 any restrictions imposed under **paragraph 10.6.2**.

10.9 GCDC shall maintain its register of interests and review it at least annually.

11. TRANSPARENCY AND CONFIDENTIALITY

11.1 GCDC shall conduct its business in an open and transparent manner.

11.2 Agendas, Papers, minutes, written resolutions and decision records shall be published, redacted, deferred or withheld in accordance with the Transparency Policy.

11.3 **Open Meetings**

GCDC shall hold not fewer than four Meetings in each Financial Year that are open to observation by members of the public ("**Open Meetings**").

11.4 Open Meetings shall be livestreamed and may be observed remotely by members of the public. Where a member of the public is unable to access the livestream because they do not have internet access or suitable technology, GCDC shall consider alternative arrangements in accordance with the Transparency Policy. Nothing in this provision confers a right to attend the room in which the Open Meeting takes place.

11.5 At least five clear Working Days before each Open Meeting, GCDC shall publish on its website:

11.5.1 notice of the Open Meeting;

11.5.2 the agenda; and

11.5.3 the Papers classified for publication under the Transparency Policy.

The classification, redaction and withholding of Papers shall be governed by the Transparency Policy.

11.6 Members of the public may submit questions to the Board up to 48 hours before an Open Meeting.

11.7 The Chair may allocate time during an Open Meeting for the Board to consider and respond to questions submitted under **paragraph 11.5**.

11.8 **Exclusion of the public**

The Board may resolve to exclude the public from all or part of an Open Meeting where Exempt Information is to be considered.

11.9 **Conduct of Open Meetings**

11.10 The Chair may take such steps as the Chair reasonably considers necessary to:

11.10.1 ensure the safety of persons attending an Open Meeting; and

11.10.2 secure the proper and orderly conduct of an Open Meeting.

11.11 The powers available to the Chair under **paragraph 11.9** may include:

11.11.1 refusing entry to an Open Meeting; or

11.11.2 requiring a person to leave an Open Meeting,

11.12 where the Chair reasonably considers that the person's conduct is, or is likely to be, disruptive, threatening or otherwise prejudicial to the proper conduct of the Open Meeting.

12. MHCLG RESERVED MATTERS

GCDC and the Board shall not undertake any of the matters referred to in **Schedule 1** without the prior written consent of MHCLG.

13. DELEGATION

13.1 The Board may, subject to any limitations imposed by law, these Terms, the Scheme of Delegation, the Framework Document or MHCLG, delegate any of its functions to:

13.1.1 a Committee;

13.1.2 the Chair;

13.1.3 [the Deputy Chair;]

13.1.4 the Chief Executive; or

13.1.5 an Officer of GCDC.

13.2 The Board shall adopt and maintain and periodically review a Scheme of Delegation setting out:

13.2.1 matters reserved to the Board; and

13.2.2 matters delegated to Committees and Officers.

13.3 All delegations shall be exercised in accordance with:

13.3.1 the Scheme of Delegation;

13.3.2 applicable financial controls including (but not limited to) the Delegated Financial Authorities; and

13.3.3 any conditions imposed by the Board.

14. COMMITTEES

14.1 The Board shall establish and maintain:

14.1.1 an Audit and Risk Assurance Committee;

14.1.2 an Investment Committee;

14.1.3 a Nomination and Remuneration Committee; and

14.1.4 upon the coming into force of the Planning Functions Order, a Planning Committee.

14.2 The Board may establish such other Committees as it considers necessary for the discharge of GCDC's functions.

14.3 **Audit and Risk Assurance Committee**

The Audit and Risk Assurance Committee shall be established and operated in accordance with:

14.3.1 the HM Treasury Audit and Risk Assurance Committee Handbook;

14.3.2 the Code of Good Practice for Corporate Governance; and

14.3.3 any applicable government guidance on corporate governance.

14.4 The Audit and Risk Assurance Committee shall:

14.4.1 be chaired by an independent Non Executive Member; and

14.4.2 not include any Executive Members.

14.5 **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee shall support the Board in relation to senior appointments, succession planning, remuneration and such other matters as are specified in its terms of reference.

14.6 The Nomination and Remuneration Committee shall not make a decision reserved to the Board, MHCLG or the Secretary of State unless the relevant authority has expressly delegated that decision to it.

14.7 **Planning Committee**

The Board shall ensure that the membership, terms of reference and procedures of the Planning Committee support the effective management of conflicts arising from GCDC exercising functions as both:

14.7.1 a planning authority; and

14.7.2 a developer or landowner.

14.8 **Governance of Committees**

The Board shall keep under review the effectiveness of each Committee and the adequacy of GCDC's arrangements for governance, risk management and internal control.

14.9 Each Committee shall have:

14.9.1 terms of reference approved by the Board;

14.9.2 a defined membership;

14.9.3 quorum requirements; and

14.9.4 reporting obligations to the Board.

14.10 **Committee members**

GCDC may appoint persons who are not Members to serve on a Committee, subject to the prior consent of the Secretary of State.

14.11 **Sub-Committees**

A Committee may establish one or more Sub-Committees in accordance with its terms of reference.

14.12 A Sub-Committee may include Members and such other persons as the relevant Committee considers appropriate.

14.13 The appointment of a person who is not a Member to a Sub-Committee shall be subject to the prior consent of the Secretary of State. The classification, publication, redaction, deferred publication and withholding of Committee and Sub-Committee agendas, Papers, minutes and decision records shall be governed by the Transparency Policy.

15. EXECUTION OF DOCUMENTS

15.1 GCDC may execute a document:

15.1.1 under its common seal, authenticated by an Authorised Signatory; or

15.1.2 by such Authorised Signatories as are authorised to execute that document in accordance with the Authorised Signatories list approved by the Board.

15.2 The Board shall approve and maintain:

15.2.1 the Authorised Signatories list prepared by the General Counsel; and

15.2.2 the Delegated Financial Authorities.

15.3 GCDC shall not enter into any financial commitment unless:

15.3.1 it is authorised in accordance with the Scheme of Delegation;

15.3.2 it complies with the Delegated Financial Authorities and all other applicable financial controls; and

15.3.3 where applicable, any approval required under Schedule 1 has been obtained.

16. ACCOUNTING OFFICER

16.1 As provided in the Framework Document, the Chief Executive shall act as the Accounting Officer unless otherwise directed.

16.2 The Accounting Officer shall be responsible for:

16.2.1 ensuring propriety and regularity in the use of public funds;

16.2.2 securing value for money in the use of GCDC's resources; and

16.2.3 maintaining effective systems of governance, risk management and internal control.

16.3 The Accounting Officer shall comply with all reporting, assurance and accountability requirements applicable to GCDC, including those set out in the Framework Document and Managing Public Money.

17. MINUTES AND RECORDS

17.1 Minutes shall be taken of all Meetings.

17.2 Minutes shall record:

17.2.1 the names of those present;

17.2.2 declarations of interests and any decisions made by the Board under **paragraph 10.5**;

17.2.3 the substance of discussions; and

17.2.4 decisions taken.

17.3 Draft minutes shall be circulated to the Board promptly and submitted for approval at the next Meeting.

17.4 Approved minutes shall be retained as part of GCDC's official records and published, redacted, deferred or withheld in accordance with the Transparency Policy.

17.5 Written resolutions and associated decision records shall be published, redacted, deferred or withheld in accordance with the Transparency Policy.

18. REVIEW AND VARIATIONS OF THE TERMS

18.1 The Board shall review its effectiveness and these Terms at least annually.

18.2 Any amendment to these Terms shall require approval by a simple majority of the Entitled Members present and voting at a Meeting.

18.3 The agenda and Papers for any Meeting at which an amendment to, or revocation of, these Terms is proposed shall include the full text of the proposed resolution and the proposed amendments to these Terms.

18.4 The resolution set out in the agenda and Papers for the relevant Meeting may not be amended at that Meeting or at any adjournment of that Meeting, except to correct a manifest typographical, clerical or cross reference error.

19. GENERAL

19.1 Members shall at all times act in accordance with:

19.1.1 the Nolan Principles;

19.1.2 GCDC's Code of Conduct and any other applicable codes of conduct; and

19.1.3 their legal duties.

19.2 These Terms shall take effect on the date of adoption by the Board.

SCHEDULE 1 - MHCLG RESERVED MATTERS

GCDC will not undertake any of the activities set out below in relation to GCDC without the prior approval in writing of MHCLG.

Approve or make any amendments to the Corporate Plan
Approve GCDC's annual budget and Business Plan
Appoint/remove the Chief Executive
Appoint/remove Members (Ministerial appointment)
Carry out any property acquisitions and disposals above the thresholds set out in the Framework Document
Carry out any borrowing and financing transactions above the thresholds set out in the Framework Document
Approve GCDC's remuneration framework applying to employees and Officers, including any performance-related pay or bonus arrangements outside of the framework contained in GCDC's HR policy. Where the Board proposes to make any payments to Officers and/or staff of GCDC outside of GCDC's HR policies (including its remuneration policy), it shall give prior written notice to MHCLG. The notice shall specify a period within which MHCLG may object to the proposed payment(s) and any such objection must be made within that period.
Termination of any Service Level Agreement, which would result in the transfer of the terms of that agreement.
Approve amendments to the Framework Document.

SCHEDULE 2 - SCHEME OF DELEGATION

PART 1 - BOARD RESERVED MATTERS

Action/Decision	Authority Responsible	Threshold/Conditions
Adoption of the Corporate Plan	Board (following MHCLG's approval as per **Schedule 1**)	N/A
Adoption of the annual Business Plan and annual budget	Board (following MHCLG's approval of the annual budget as per **Schedule 1**)	N/A
Appointment/removal of the Chief Executive	Board (with MHCLG approval as per **Schedule 1)**	As per Framework Document
Adoption or amendment of the Terms, Scheme of Delegation, or Delegated Financial Authorities	Board	Subject to compliance with Framework Document and other relevant guidance
Significant contracts or investments	Board	Above threshold established by the Delegated Financial Authorities
Establishment of Committees and Sub-Committees	Board	N/A
Approval of organisational and governance policies for GCDC	Board (Board can delegate as it sees fit from time to time)	N/A

PART 2 - BOARD DELEGATED MATTERS

Action/Decision	Delegated to	Conditions/Limitations
Routine operational decisions	Chief Executive	Subject to Board policies and budget
Procurement of goods and services	Chief Executive and Officers	Up to thresholds established by the Delegated Financial Authorities
Execution of documents not requiring Board seal	Authorised Signatories	As set out in **paragraph 15** of these Terms (Execution of Documents)
Minor property deals	Chief Executive	Up to thresholds established by Delegated Financial Authorities
Engagement with stakeholders and partners	Chief Executive (Chief Executive can delegate as appropriate)	On behalf of the Board in accordance with GCDC's Communications Protocol