

### 1. Introduction

In 2019, the CLOCS Working Group agreed that a 'governance board' should be developed to provide balanced national oversight to reflect CLOCS' increasingly national focus and co-investment.

This document details how the CLOCS Strategy, Standards and Governance Board (SSGB) will operate, particularly detailing its Terms of Reference and how it will be populated. The following is based on the notes from those original discussions and any subsequent amendments as agreed by the SSGB.

### 2. Context

As CLOCS becomes increasingly national, co-investment from all key stakeholders is needed. With that there is a need for appropriate governance arrangements to ensure CLOCS remains right for all that co-invest.

Transport for London created CLOCS in 2012 and remains the CLOCS 'Sponsor' making final decisions on all policy and strategy and is also responsible for procuring secretariat services. However, CLOCS member organisations now contribute towards the ongoing cost of the national programme, which includes the central cost of servicing their membership.

The SSGB will complement the CLOCS Member Meetings for CLOCS Champions, Strategic Partners and Delivery Partners to discuss key opportunities and challenges the industry faces in ensuring the safest construction vehicle journeys, to share best practice, to inform the development and improvement of the CLOCS Standard and associated resources, and to help drive CLOCS adoption across the UK.

### 3. Agreed operation and Terms of Reference for the SSGB

#### Primary purpose:

1. Ensure CLOCS remains progressive and pragmatic in addressing the challenge and ambition of ensuring the safest, leanest and greenest movement of construction vehicles
2. Inform, approve, and review progress of CLOCS strategies, policies, and activities to ensure they remain appropriate and adequate to achieve the CLOCS mission
3. Be a credible and technically competent body to inform and approve all changes to the CLOCS Standard and other CLOCS resources, and where necessary provide specific authoritative advice and clarification to other members
4. Maintain the integrity of the CLOCS programme, including adjudicating on an organisation's CLOCS member status or arbitrate on any escalated complaints regarding CLOCS or a CLOCS member
5. Oversee all significant procurement by the CLOCS programme
6. To inform/decide CLOCS membership fees – considering recommendations from the Secretariat
7. For clarity, all issues and decisions are first to be addressed and a resolution sought by the CLOCS Secretariat, working under the authority of the SSGB and in discussion with TfL as the sponsor. However, where necessary e.g. a dispute or policy affecting other significant parties beyond, the final decision on any issue rests with the SSGB.

**Meeting frequency:**

1. Bi-annually or an ad hoc basis
2. Extraordinary SSGB meetings may be conducted as and when agreed by the SSGB, or called by the Chair

**Composition:**

1. Standing members - up to two representatives from each of the following stakeholder group
  - a. Significant Investors - those that invest at least 5% of CLOCS programme funding - with the number of significant investors capped to 4 to align with the number of CLOCS Champions stakeholder groups.
  - b. CLOCS Regulator Champions
  - c. CLOCS Client Champions
  - d. CLOCS Principal Contractor Champions
  - e. CLOCS Fleet Operator Champions
  - f. CLOCS Strategic Partners
  - g. CLOCS Delivery Partners
  - h. CLOCS Secretariat
  - i. Transport for London as CLOCS sponsor
2. The SSGB should have a minimum of 10 members and a maximum of 14 members at any time
3. SSGB meetings require a quorum of at least 50% +1 of current members to ensure fairness

**Election, replacement and dissolution processes:**

1. SSGB members will normally remain in post for no less than 3 years at which point they may choose to resign, creating a vacancy on the SSGB. Elected representatives will normally remain in the post for no more than 5 years in total.
2. All CLOCS member organisations or Significant Investors are eligible to nominate someone to join the SSGB, provided the organisation continues to meet or exceed any stated minimum requirement of a CLOCS member for their type of organisation in terms of implementing the CLOCS Standard.
3. All candidates must commit to active involvement in the SSGB and CLOCS Member Meetings, and to support the CLOCS mission.
4. If their own organisation ceases to be a CLOCS member or Significant Investor, the SSGB member must resign with immediate effect or as agreed by the SSGB. If the SSGB member changes organisation or role, they must advise the CLOCS Secretariat immediately so that a formal decision can be made by the SSGB on whether any conflict or issue is evident that could lead to the individual being asked to resign.
5. If an elected person resigns at any time, a new representative will be identified within 3 months following the process detailed below, with someone co-opted by the SSGB as an interim measure if needed.

6. The CLOCS Secretariat will contact all CLOCS members on an annual basis, or when a vacancy is created, inviting them to express an interest (EOI) in one of their employees joining the SSGB, providing a copy of the Terms of Reference. The deadline for submissions will be set at four weeks from the date of the EOI request, or as decided by the SSGB. Anyone interested will be asked to provide a short biography (no more than 200 words) outlining their background, suitability and motivation for the role.
7. All submissions received by the CLOCS secretariat will be reviewed for eligibility with a shortlist passed to the SSGB to review. The SSGB will review all submissions to ensure fairness and identify any candidates to be invited to join the SSGB.
8. Where the number of potential candidates exceeds the number of vacant positions, any SSGB member who has been part of the SSGB for more than 3 years may be invited to resign to allow a new candidate to assume their position. Alternatively, shortlisted candidates will be presented to the CLOCS members for them to vote for their preferred candidates. An electronic system will be used to ensure all members can vote anonymously. One vote per member organisation per position to be filled.
9. A Chair shall be appointed by the members of the SSGB from the members of the SSGB with the appointment lasting at least 2 years. A Chair should have at least 2 years' experience sitting on the SSGB before being nominated to the Chair role to ensure they have a full and broad understanding of CLOCS policies and strategy, unless an exception is agreed by the SSGB.
10. A Vice Chair will also be appointed for at least 2 years to support the Chair and stand in where necessary. The Vice Chair will not automatically become the Chair at the end of the term.
11. At the end of the initial 2-year period for Chair and Vice-Chair, existing SSGB members will be invited to express any interest in either position which would trigger a vote across SSGB members to decide who takes the role forward. If there is no declared interest, or if a vote secures the position of the incumbent Chair or Vice Chair, they will remain in role for a further 12 months. The Chair and Vice Chair should remain in the post for no more than 3 years in total, unless an exception is agreed by the SSGB.
12. Should dissolution of the SSGB be suggested, a proposal shall be issued to all SSGB members and discussed by at least a board quorate (50% + 1 member). If supported, a winding up notice shall be issued to all CLOCS members who have 14 days to challenge the decision in writing to the CLOCS secretariat. Any challenges will be discussed and resolved by the CLOCS secretariat in conjunction with TfL as the CLOCS sponsor.

### **Conflicts of Interests:**

1. In line with industry best practice and to ensure decisions are made without prejudice or favour to any one party, all members of SSGB will be required to notify to the CLOCS Secretariat of any known or perceived conflicts of interest at the earliest opportunity after identification.
2. The SSGB will be informed by the Secretariat of all notifications, advise any immediate actions necessary, and review the register at least annually.
3. Additionally, the CLOCS Secretariat will conduct a review annually to ask all SSGB members to declare any conflicts, known or perceived, or declare that there are none. The completed register will be shared with the SSGB.

### **Updated June 2023**