

**INNOVATIVE DELIVERY
TERMS OF REFERENCE**

Name	Innovative Delivery Committee
Purpose	The overall role of the Committee is to maintain robust oversight of the CAM technical programme by monitoring performance and impact of the CAM construction and making recommendations to the Board as appropriate.
Constitution and Authority	<p>The Innovative Delivery Committee (the Committee) is constituted as a standing committee of the SPV (the Company) Board (the board).</p> <p>The Committee has no executive powers, other than those specifically delegated by the Board in these terms of reference.</p> <p>Legal or other independent professional advice and the attendance of outsiders with relevant experience and expertise can be sought, if required.</p>
Declarations of Interest	The Committee will consider the declarations of interest of its membership at each meeting.
Membership	<p>The Committee shall be composed of at least three independent non-executive directors, at least one of whom should have recent and relevant financial experience. One of the members shall be appointed Chair of the Committee by the Board of Directors.</p> <p>Appointments to the Committee shall be for a period of up to three years, which may be extended for two further three year periods, provided the non-executive director remains independent.</p> <p>The Chair of the Board shall not be a member of the Committee (but may attend by invitation as appropriate).</p>
Attendance	<p>Only members of the Innovative Delivery Committee have the right to attend meetings, but the Chief Finance Officer, Director of Strategy and Sponsorship, Director of Delivery and Director of Engineering (or their named deputy) shall generally be invited to attend routine meetings of the Innovative Delivery Committee.</p> <p>SPV Directors and/or staff and executives shall be invited to attend those meetings in which the Innovative Delivery Committee will consider areas of technical development, construction or operation that are their responsibility.</p> <p>The # shall be the secretary to the Innovative Delivery Committee and will provide administrative support and advice to the Chair and the Committee members.</p> <p>Other individuals and external advisors may be invited to attend for all or part of any meeting as and when appropriate, with the prior agreement of the Committee Chair.</p>
Quorum	<p>A meeting quorum will be three members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any authorities, powers and discretions vested in or exercisable by the Committee.</p> <p>Urgent decisions may be exercised by the Committee on a virtual basis, subject to ratification by the Committee at the next formal meeting.</p> <p>Members of the Committee are able to attend a meeting without being in the same place, however they should communicate with each other during the meeting. The Chairman must confirm who is present on the call/video conference and all participating members should be formally recorded.</p>
Frequency of meetings	<p>The Committee will formally meet bi monthly.</p> <p>Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members and all members must be invited.</p>
Duties	The duties of the Committee will be driven by the priorities of the Company, as identified by the Board, and the associated risks. It will operate to a programme of business, which will be flexible to new and emerging priorities

Approval Date: XX 2020

Review Date: XX 2021

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	<p>and risks. In all duties undertaken, the committee will be cognisant of the environmental performance of the company in those matters.</p> <p>The Committee will undertake the following duties:-</p> <ul style="list-style-type: none"> • Monitor and seek assurance over the effective management of Construction and delivery risks which may impact upon the delivery of the strategy and the Company’s financial viability / sustainability and delivery of the CAM network. • Monitor and seek assurance over the effective management of technology in the CAM system. • The Committee will receive regular reports from the following executive committees and officers pertaining to the delivery of the CAM: ####, #### and ####.
Reporting	<p>The minutes of each meeting will be submitted to the Board and supplemented by a short written assurance report, which shall include any matters in respect of which actions or improvements are needed and be presented by the Committee Chair.</p> <p>The Chair of this Committee and the Audit, Risk and Health and Safety Committee Chair will maintain regular communications to share knowledge of identified risks and assurances.</p>
Administrative Arrangements	<p>The Committee Chair together with the Director of Engineering and Director of Delivery will set the agenda in line with the Committee annual work plan.</p> <p>Unless otherwise agreed, details of the meetings and supporting papers, shall be forwarded to each member of the Committee no later than five working days before the meeting.</p> <p>Formal minutes for each meeting, including decisions and actions, will be recorded and retained by the Secretary to the Board (the Company Secretary or their nominated deputy). These may be accessed by Company’s auditors with the prior approval of the Committee Chair.</p> <p>The Company Secretariat will be responsible for monitoring adherence to the Terms of Reference.</p>
Review	<p>The Committee will annually review its performance, constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board for approval. The Committee will submit to the Board an annual report recording how it has fulfilled its terms of reference during the year.</p> <p>These terms of reference will normally be reviewed annually. The Board will be required to approve and endorse any changes.</p>