

Ordnance Survey Limited Shareholder Framework Document

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Department for
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& Technology



UK Government
Investments



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Introduction and background

1. Purpose of document

- 1.1. This framework document (the “**framework document**”) has been agreed between the Department for Science, Innovation & Technology (“**DSIT**” or “**Shareholder**” or “**Shareholder Department**”), UK Government Investments Limited as shareholder representative (“**UKGI**” or “**the Shareholder Representative**”) and Ordnance Survey Limited (“**Ordnance Survey**” or the “**Company**”) in accordance with HM Treasury’s handbook Managing Public Money¹ (“**MPM**”) (as updated from time to time) and has been approved by HM Treasury.
- 1.2. The framework document sets out the broad governance framework within which Ordnance Survey and DSIT operate. It sets out:
 - Ordnance Survey’s core responsibilities
 - the governance and accountability framework that applies between the roles of DSIT as Shareholder, UKGI as Shareholder Representative and Ordnance Survey
 - how the day-to-day relationship works in practice, including in relation to governance and financial matters, developing the framework established in Ordnance Survey’s Articles of Association (the “Articles”), the shareholder reserved matters and delegated authorities.
- 1.3. The document does not convey any legal powers or responsibilities but both parties agree to operate within its terms.
- 1.4. Copies of the document and any subsequent amendments have been placed in the Libraries of both Houses of Parliament and made available to members of the public on Ordnance Survey’s website.

¹[Managing public money - GOV.UK](#)

Amendments to and interpretation of this document

- 1.5. Any amendment, update or replacement of any provision of this document shall be agreed by the parties, from time to time, in writing and must be consistent with the Articles (as may be amended, updated or replaced from this date).
- 1.6. This framework document should be reviewed regularly and updated at least every 3 years unless there are exceptional reasons that render this inappropriate that have been agreed with HM Treasury and the Principal Accounting Officer of the Shareholder Department. The latest date for review and updating of this document is 31 December 2028.
- 1.7. References to (including extracts and summaries of) a statute or statutory provision include and shall be read as a reference to that statute or provision as from time to time modified, re-enacted or consolidated whether before or after the date of this document, and any subordinate legislation made from time to time under that statute or statutory provision which is in force at the date of this document.
- 1.8. References to Ordnance Survey or the Company in this document shall also be taken to include any subsidiaries, joint ventures or associate undertakings of the Company over which it exercises effective control.

2. Objectives

- 2.1. DSIT and Ordnance Survey share the common objective of delivering improved public services and growing the economy, through Ordnance Survey's role as the National Geospatial Authority operating on a commercial basis. To achieve this Ordnance Survey and DSIT will work together in recognition of each other's roles and areas of expertise, providing an effective environment for Ordnance Survey to achieve its objectives through the promotion of partnership and trust and ensuring that Ordnance Survey also supports the strategic aims and objective of the department and wider government as a whole.

3. Classification and ownership

- 3.1. Ordnance Survey has been classified as a public non-financial corporation by the ONS/HM Treasury Classifications team.

- 3.2. Ordnance Survey is a private company limited by shares incorporated in England and Wales (registered no: 09121572) whose registered office address is at Explorer House, Southampton. Ordnance Survey is wholly owned by the Secretary of State for Science, Innovation & Technology. Ordnance Survey is governed by the requirements of and the obligations created by the Companies Act 2006 and successor legislation.
- 3.3. The Shareholder does not have any involvement in the day-to-day operations of Ordnance Survey, save to the extent that the Shareholder shall appoint the shareholder director, from the Shareholder Representative, to sit as a non-executive director on Ordnance Survey's Board. While the Board retains oversight, it is accountable to the Shareholder for the performance of Ordnance Survey and is required to seek consent for certain matters as set out in this document.

Purposes, aims and duties

4. Purposes

- 4.1. Ordnance Survey's operations were originally established in statute under the Ordnance Survey Act of 1841 (as amended), which includes (i) the requirement for Ordnance Survey to identify and record the alignment of administrative and electoral boundaries within Great Britain (ii) provides protection for essential survey marks necessary for the future conduct of the survey and (iii) provides essential rights of access onto land by Ordnance Survey staff for the purposes of conducting surveys and recording the landscape.
- 4.2. With effect from 1 April 2015 Ordnance Survey Limited has operated as a company limited by shares incorporated under the Companies Act 2006. Ordnance Survey operates on a commercial basis in order to sustainably enable the investment required to deliver its role as the National Geospatial Authority, the purpose of which is to provide pioneering geospatial capability for the benefit of the United Kingdom helping to:
 - position the UK at the forefront of geospatial advancement
 - drive innovation and sustain prosperity and economic growth
 - deliver geospatial infrastructure to support the UK economy, security and public services.

5. Powers and duties

- 5.1. Ordnance Survey's statutory duties, powers and functions are:

- under the Ordnance Survey Act 1841 to identify and depict the official electoral and administrative boundaries of Great Britain and exercise rights of access onto land by Ordnance Survey staff for the purposes of conducting surveys and recording the landscape
- for the Director General of Ordnance Survey to act as an assessor to the Boundary Commissions for England, Scotland and Wales under the Parliamentary Constituencies Act 1986².

6. Aims

6.1. As the UK's National Geospatial Authority Ordnance Survey's strategic aims are to operate on a commercial basis in order to:

- **Deliver the national mapping service for Great Britain.** This involves:
 - Provision of national location data that is consistent, definitive and authoritative and which accurately describes the geography of Great Britain. This involves maintaining, improving and providing stewardship of the National Geographic Database (NGD) comprising Crown and non-Crown data. Providing this national location data serves as a key part of the UK's foundational data infrastructure, acting as the 'glue' between otherwise disparate data sets in support of government's wider data agenda to drive public value and support better citizen outcomes.
 - Growing access to the NGD and making appropriate software and service interventions to enable geospatial ecosystems to more readily access, interrogate and gain insights from the use of OS data across the public and private sectors.
 - Maintenance and improvement of the UK's positioning capability, including strategic geodetic and GNSS infrastructure that underpins assured positioning services for the UK.

² This role involves providing independent and impartial advice and comment to the Boundary Commissions on the cartographic representation of Westminster parliamentary electoral boundaries. The Chief Executive Officer of the Company will be given the additional title of Director General for this purpose, and may delegate delivery of this function within the Company. The Director General will be required to keep the Boundary Commission's deliberations confidential until their recommendations have been made public

- **Act as a technical authority, expert advisor and delivery partner on location data, authoritative positioning and geospatial matters** with UK, Scottish and Welsh governments. This involves providing trusted, expert advisory services, supporting the delivery of innovative geospatial solutions, representing the UK internationally and providing leadership in technical geospatial forums including the UN, and on geospatial standards, promoting UK capability, R&D, and sharing international best practice across the UK geospatial ecosystem.
- **Support the development of a world-leading geospatial ecosystem and capabilities in the UK.** This includes:
 - Championing and developing geospatial education, skills and impactful networks
 - Partnering and collaborating in a way that promotes growth through the better application of geospatial data and capabilities
 - Pioneering geospatial research and innovation, thought leadership, and the application of this in informing standards, policy, and practice
 - Encouraging people to get outside and enjoy the benefits of more active lifestyles as an outcome of a highly respected consumer brand.
- **Grow the long-term value of the organisation.** This involves operating commercially to deliver products and services, driving revenue growth, delivering profitable revenues and on-going operational efficiency as part of a modern digital government, in order to deliver a sustainable return on capital. Alongside measures of revenue, efficiency, profit and return on capital, the measures of the long-term value of the organisation should include overall value and impact across the economy.

The specific objectives detailing how the above strategic aims are delivered and measured will be defined as part of the **multi-year Strategic Plan**, including through a balanced scorecard approach.

Governance and accountability

7. Governance and accountability

- 7.1. Ordnance Survey shall operate corporate governance arrangements that, so far as practicable and in the light of the other provisions of this framework document or as otherwise may be mutually agreed, accord with good corporate governance practice and applicable regulatory requirements and expectations.
- 7.2. In particular (but without limitation), Ordnance Survey should seek to:
- comply with the principles and provisions of the Financial Reporting Council’s UK Corporate Governance Code³ (as amended and updated from time to time) (‘the Code’) to the extent appropriate to Ordnance Survey or specify and explain any non-compliance in its annual report, and notify the shareholder in advance
 - take into account and comply with the codes of good practice and guidance set out in Annex A of this framework document, as they apply to public corporations.

Role of the Department as Shareholder

8. The responsible Minister

- 8.1. The Secretary of State for Science, Innovation & Technology will account for the Company on all matters concerning Ordnance Survey in Parliament.
- 8.2. The Secretary of State may delegate certain day-to-day ministerial responsibilities for Ordnance Survey to another Minister within the Department, but remains ultimately accountable to Parliament.

9. Shareholder appointments

- 9.1. The Shareholder shall have the following appointment and approval rights in relation to Ordnance Survey’s Board:
- the responsible Minister will appoint the Chair. This appointment is subject to the Public Appointments Order in Council⁴ and as such must comply with the Governance Code on Public Appointments⁵
 - the Shareholder will nominate a senior employee of the Shareholder Representative as a non-executive director on Ordnance Survey’s Board (the “**shareholder director**”). The shareholder director will

³ [UK Corporate Governance Code 2024](#)

⁴ <https://publicappointmentscommissioner.independent.gov.uk/regulating-appointments/orders-in-council/>

⁵ <https://www.gov.uk/government/publications/governance-code-for-public-appointments>

make provision for the appointment of an alternate for such shareholder director (the "alternate shareholder director") as required

- the Shareholder will approve the appointment of the Chief Executive on approval by the Board and on the advice of the Nominations Committee. The Chief Executive shall be a permanent employee of Ordnance Survey, appointed through a process that adheres to best practice guidance for appointments in being open, fair and transparent. The request to the Shareholder for approval of the final appointment should be accompanied by an explanation in writing as to why such appointment is recommended by the Board. This process also applies to proposals to appoint an interim Chief Executive
- in each case, the Board will give legal effect to the appointment.

9.2. All such appointments should have regard to the principle that appointments should reflect the diversity of the society in which we live, and appointments should be made taking account of the need to appoint Boards which include a balance of skills and backgrounds.

10. Other shareholder reserved matters

10.1. The Shareholder will review and, if in agreement, give prior written approval to the following "shareholder reserved matters":

- the Strategic Plan (following development and updating by the Board). The Shareholder will review and approve this annually
- any changes to the approved capital structure and to the financial framework, including to the remuneration criteria set out in section 34
- the appointment of any external auditor
- acquisitions, disposals and joint ventures of a value greater than 15% of the Company's net assets at the relevant time.

10.2. At the reasonable request of the Shareholder, the Directors shall:

- meet the Shareholder or its representatives to discuss the affairs of Ordnance Survey
- provide such information in relation to the affairs of Ordnance Survey as the Shareholder may reasonably require.

- 10.3. The Shareholder is committed to giving the Board the freedom to operate Ordnance Survey in line with the spirit of this framework document. Decisions on the day-to-day management of Ordnance Survey will be taken by the Executive leadership team, with oversight from the Board in accordance with their statutory, regulatory, common law and fiduciary duties.

11. The Principal Accounting Officer (PAO)

- 11.1. The Principal Accounting Officer (PAO) is the Permanent Secretary of the Shareholder Department.
- 11.2. The PAO is accountable to Parliament for the issue of any grant-in-aid to the Company.

12. PAO's specific accountabilities and responsibilities

- 12.1. The PAO is responsible for advising the responsible Minister on:
- an appropriate framework of objectives and targets for Ordnance Survey in the light of the department's wider strategic aims and priorities
 - how well Ordnance Survey is achieving its strategic objectives and whether it is delivering value for money.
- 12.2. The PAO via the shareholder team is also responsible for ensuring arrangements are in place in order to:
- monitor Ordnance Survey's activities and performance
 - address significant problems in Ordnance Survey, making such interventions as are judged necessary
 - periodically carry out an assessment of the risks both to the department and Ordnance Survey's objectives and activities in line with the wider departmental risk assessment process
 - inform Ordnance Survey of relevant government policy in a timely manner
 - bring ministerial or departmental concerns about the activities of Ordnance Survey to the full Ordnance Survey Board, and, as appropriate to the departmental board, requiring explanations and assurances that appropriate action has been taken.

13. Role of the Director General

- 13.1. The Director General, Science, Innovation and Growth (DG SIG) in the department is the primary contact for Ordnance Survey and is the responsible senior civil servant for this relationship. DG SIG advises and, as appropriate, acts on behalf of the Secretary of State for Science, Innovation & Technology on relevant government policy developments and responding to requests from Ordnance Survey to provide a policy perspective on Ordnance Survey's activities and plans.
- 13.2. DG SIG is responsible for two aspects to the sponsorship of Ordnance Survey:
- Policy sponsorship - ownership of policy advice relating to Ordnance Survey
 - Shareholder - responsibilities as sole shareholder of Ordnance Survey.
- 13.3. The Director General, Government Digital Service (DG GDS) in the department is responsible for the department's management of the Public Sector Geospatial Agreement. DG GDS acts as the intelligent customer for Ordnance Survey on behalf of the public sector and are the lead on all aspects relating to the customer relationship, including contract terms and performance.
- 13.4. All three aspects - policy, shareholder and customer - report into the respective DGs and then up to the PAO for Ordnance Survey. While there is separation of function for clear accountability, the three responsible areas will work closely with each other to ensure that the DGs, PAO and Ministers are provided with holistic advice which reflects the full range of responsibilities in relation to Ordnance Survey. The three areas will also work together to ensure that Ordnance Survey receives clear and consistent instructions from the Department.
- 13.5. The Geospatial team within the Government Digital Service (GDS) is responsible for the policy sponsorship and the customer relationship and advising the respective DGs. Within GDS, to ensure clear separation of accountability:
- Delegated policy sponsorship is undertaken by the Director for Geospatial within GDS, supported by a role in the GDS Geospatial team with responsibility for policy advice relating to Ordnance Survey
 - The customer function relating to the Public Sector Geospatial Agreement is carried out by the GDS Commercial Director.

- 13.6. The Shareholder Representative role is undertaken by UKGI on behalf of DSIT, who report to DG SIG.

14. The role of the policy sponsorship team

- 14.1. The policy sponsorship team has ownership of policy advice relating to Ordnance Survey and will:

- advise Ordnance Survey of relevant policy and guidance in a timely manner, including annual policy objectives in relation to the Company Operating plan and objectives
- advise Ministers on Ordnance Survey progress against agreed policy objectives
- engage closely with Ordnance Survey on wider policy developments and cross-Government priorities impacting on, or affected by, the work of Ordnance Survey.

15. The role of the customer team

- 15.1. The Commercial team in GDS manages the Public Sector Geospatial Agreement between Ordnance Survey and DSIT on behalf of the government, in accordance with the terms of that agreement.

16. The role of the Shareholder Representative

- 16.1. UKGI is responsible for discharging the responsibilities of the shareholder and are the primary contact between the shareholder and Ordnance Survey. UKGI is the main source of advice to the responsible Minister, PAO and DG on the discharge of their responsibilities in respect of Ordnance Survey. Ordnance Survey should engage with the Shareholder Representative as the initial point of contact between Ordnance Survey and the shareholder.

- 16.2. UKGI will:

- establish and maintain appropriate and effective corporate governance foundations which govern the shareholder and Ordnance Survey
- promote effective objectives, business planning and performance against the Strategic Plan
- promote the organisational capability of Ordnance Survey
- promote effective leadership (high quality boards and senior management)

- promote effective relationships between the shareholder and Ordnance Survey
- support and supplement the activities outlined above by providing an experienced non-executive director on the Board of Ordnance Survey
- approve the appointments of the non-executive directors of the Board, who shall be appointed from time to time through an open, fair and transparent process agreed by the Nominations Committee and the Shareholder Representative.

16.3. UKGI's shareholder responsibilities are set out in Annex B to this framework document.

17. Freedom of Information requests

17.1. Where a request for information is received by any of the parties to this document under the Freedom of Information Act 2000, or the Data Protection Act 1998 or 2018, the party receiving the request will consult with the other parties prior to any disclosure of information that may affect the other parties' responsibilities.

18. Reporting on legal risk and litigation

18.1. Notwithstanding the provisions of any protocol agreed under the terms of section 18.2 below, Ordnance Survey shall provide a quarterly update to the Shareholder Representative on the existence of any active litigation and any threatened or reasonably anticipated litigation. The parties acknowledge the importance of ensuring that legal risks are communicated appropriately to the shareholder in a timely manner.

18.2. In respect of each substantial piece of litigation involving Ordnance Survey, the parties will agree a litigation protocol which will include specific provisions to ensure appropriate and timely reporting on the status of the litigation and the protection of legally privileged information transmitted to the Shareholder to facilitate this. Until such time as a protocol is agreed, the parties will ensure that:

- material developments in the litigation are communicated to the Shareholder in an appropriate and timely manner
- legally privileged documents and information are clearly marked as such
- individual employees handling the legally privileged documents are familiar with principles to which they must adhere to protect legal privilege

- circulation of privileged information within government occurs only as necessary.

Company governance structure

19. Responsibilities of Ordnance Survey's Chief Executive as the accountable person

- 19.1. The PAO has designated Ordnance Survey's Chief Executive as Ordnance Survey's accountable person.
- 19.2. The PAO expects the Chief Executive as Ordnance Survey's accountable person to take personal responsibility for running the Company.
- 19.3. The Shareholder recognises that as a public corporation operating in commercial markets, Ordnance Survey needs to take investment and other financial decisions in accordance with commercial practices irrespective of whether delivering to the public or private sector.
- 19.4. Public corporations are not subject to MPM as a matter of course. However, the levels of control and governance are set out in this framework document, the Articles and the letter from DSIT to Ordnance Survey's Chief Executive as Ordnance Survey's accountable person, together with the delegations of financial authority from DSIT to Ordnance Survey. These specifically include the following sections of MPM which are applicable to Ordnance Survey as a public corporation:
 - the principles of regularity, propriety, value for money and feasibility set out in Managing Public Money
 - the principles, obligations and standards that the organisation must follow in relation to governance, decision making and financial management, as per Managing Public Money Box 3.1
 - the provisions of Managing Public Money which refer specifically to public corporations.
- 19.5. A full outline of the responsibilities of the accountable person can be found in their letter of appointment set out in Annex C.

20. Responsibilities for accounting to parliament

- 20.1. The responsibilities of the accountable person to Parliament and the public include:

- signing the accounts and ensuring that proper records are kept relating to the accounts and that the accounts are properly prepared and presented in accordance with any directions issued by the Secretary of State
- preparing and signing a Governance Statement covering corporate governance, risk management and oversight of any local responsibilities, for inclusion in the annual report and accounts
- ensuring that effective procedures for handling complaints about Ordnance Survey are established and made widely known within Ordnance Survey
- acting in accordance with the agreed levels of control and accountability, including any relevant principles in MPM it has been agreed Ordnance Survey should comply with, and other instructions and guidance issued from time to time by the department, HM Treasury and the Cabinet Office
- ensuring that as part of the above compliance they are familiar with and act in accordance with:
 - their fiduciary duties under the Companies Act
 - any governing legislation
 - this framework document
 - giving evidence, normally with the PAO, when summoned before the PAC on Ordnance Survey's stewardship of public funds.

21. Responsibilities to the Shareholder

21.1. The responsibilities of the accountable person to the Shareholder Department include:

- establishing, in agreement with the Shareholder, Ordnance Survey's strategic plans
- informing the Shareholder of progress in achieving the strategic plans as appropriate and in demonstrating how resources are being used to achieve those plans
- ensuring that timely forecasts and monitoring information on performance and finance are provided to the Shareholder, that any significant problems whether financial or otherwise, and whether detected by internal audit or by other means, are notified to the Shareholder in a timely fashion.

22. Responsibilities to the Board

22.1. The Chief Executive is responsible for:

- advising the Board on the discharge of Ordnance Survey's responsibilities as set out in this document, in the founding legislation and in any other relevant instructions and guidance that may be issued from time to time
- advising the Board on Ordnance Survey's performance compared with its aims and objectives as set out in the Strategic Plan
- ensuring that financial considerations are taken fully into account by the Board at all stages in reaching and executing its decisions, and that financial appraisal techniques are followed.

The Board

23. Role of the Board

23.1. The role of the Board shall be to provide effective and entrepreneurial leadership for Ordnance Survey, in accordance with this document and the Code, promoting the long-term sustainable success of the Company, and generating value for the Shareholder and contributing to wider society. Detailed responsibilities of the Board shall be set out in the Board terms of reference (as varied from time to time) and shall include the following:

- establishing and taking forward the aims and objectives of Ordnance Survey as set out in the strategic objectives subject to shareholder approval and within the policy and resources framework determined by the shareholder
- developing, updating and approving the multi-year strategic plan and the annual operating plan and budget
- providing entrepreneurial leadership of Ordnance Survey within a framework of prudent and effective controls which enables risk to be assessed and managed
- ensuring the financial and human resources are in place for Ordnance Survey to meet its strategic objectives
- ensuring that the Board receives and reviews regular financial information concerning the management of Ordnance Survey is informed in a timely manner about any concerns about the activities of Ordnance Survey
- reviewing management performance
- ensuring that the shareholder is kept informed of any changes which are likely to impact on the strategic direction of Ordnance Survey or

- on the attainability of its strategic objectives, and determining the steps needed to deal with such changes
- demonstrating high standards of corporate governance at all times, including by using Ordnance Survey's audit and risk committee to help the Board to address key financial and other risks
- ensuring that any statutory or administrative requirements for the use of public funds are complied with
- that the Board operates within the limits of its statutory authority and any delegated authority agreed with the Shareholder, and in accordance with any other conditions relating to the use of public funds. The Company's financial delegations from DSIT are set out in the delegation letter from the PAO to the accountable person
- if required, co-operating fully with the requests of all relevant Parliamentary committees for scrutiny, requests from the Parliamentary Commissioner for Administration and otherwise to assist the shareholder in answering questions about Ordnance Survey
- determining all such other things which the Board considers ancillary or conducive to the attainment or fulfilment by Ordnance Survey of the strategic objectives.

24. The Chair's role and responsibilities

- 24.1. The Chair is accountable to the Shareholder. Engagement between Ordnance Survey's Board and the Shareholder should, in the first instance, be through the Chair engaging with the Shareholder.
- 24.2. The Chair should lead the Board in providing support and challenge to Ordnance Survey's Chief Executive and the executive team as set out in the Chair's letter issued to them by the Shareholder from time to time.
- 24.3. The Chair has the following leadership responsibilities:
- formulating the Board's strategy
 - ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the responsible Minister or the department
 - promoting the efficient and effective use of staff and other resources
 - delivering high standards of regularity and propriety
 - representing the views of the Board to the general public.
- 24.4. The Chair also has an obligation to ensure that:
- the Board has a balance of skills and diversity which is appropriate to directing Ordnance Survey's business

- the Chair, together with the other board members, receives appropriate training on financial management and reporting requirements and on any differences that may exist between private and public sector practice
- Board members are fully briefed on terms of appointment, duties, rights and responsibilities and the Chair assesses the performance of individual board members regularly and when being considered for re-appointment
- ensuring there are regular internal and external reviews of Board performance and composition, with an externally facilitated board evaluation at least every three years
- ensuring the Shareholder is advised as appropriate of Ordnance Survey's needs when Board vacancies arise. The Chair will discuss Board composition, external Board review and succession plans with the Shareholder from time to time, and agree any actions at least annually
- there is a Board Operating Framework in place setting out the role and responsibilities of the Board consistent with the Government Code of Good Practice for Corporate Governance⁶
- there is a code of practice for Board members in place, consistent with the Cabinet Office Code of Conduct for Board Members of Public Bodies⁷.

24.5. Notwithstanding the Code, the Shareholder shall retain responsibility for conducting overall evaluation and review of the Chair's performance. In conducting such evaluation and review the Shareholder shall take into account appraisal of the Chair's performance as co-ordinated by the Senior Independent Director in accordance with the Code.

24.6. The Chair is bound by the Code of Conduct for Board Members of Public Bodies⁸ which covers conduct in the role and includes the Nolan Principles of Public Life⁹.

25. Individual Board members' responsibilities

25.1. Individual Board members should:

⁶ [Corporate governance code for central government departments 2017 - GOV.UK](#)

⁷ [Code of conduct for board members of public bodies - GOV.UK](#)

⁸ [Code of conduct for board members of public bodies - GOV.UK](#)

⁹ [The Seven Principles of Public Life - GOV.UK](#)

- comply at all times with the Code of Conduct for Board Members of Public Bodies, which covers conduct in the role and includes the Nolan Principles of Public Life as well as rules relating to the use of public funds and to conflicts of interest
- demonstrate adherence to the 12 Principles of Governance for all Public Body Non-Executive Directors¹⁰ as appropriate and not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations
- comply with the Board’s rules on the acceptance of gifts and hospitality, and of business appointments
- in accordance with the Code, additional external appointments by all Board directors should not be undertaken without prior approval of the Board. Furthermore, the Shareholder should be informed in advance
- act in good faith and in the best interests of Ordnance Survey and in accordance with their statutory, common law and fiduciary duties as directors of Ordnance Survey, including under section 172 of the Companies Act 2006 which set out directors’ duty to promote the success of the Company for the benefit of the members as a whole
- ensure they are familiar with any applicable guidance on the role of public sector non-executive directors and boards that may be issued from time to time by the Cabinet Office, HM Treasury or wider government.

26. Composition of the Board

- 26.1. The Board comprises the Non-Executive Chair, the Non-Executive Directors (including the Shareholder Director), the Chief Executive, the Chief Financial Officer, and such other executive directors whose appointment is recommended by the Nominations Committee and approved by the Board from time to time.
- 26.2. At least half of the Board, excluding the Chair, should be non-executive directors whom the board considers to be independent.

¹⁰ [12 Principles of Governance for all Public Body NEDs - GOV.UK](https://www.gov.uk/government/publications/12-principles-of-governance-for-all-public-body-neds)

- 26.3. All of the above will be company directors within the meaning of the Companies Act 2006.
- 26.4. The quorum for Board meetings shall be three Directors, one of whom shall be the Shareholder Director (or the alternate shareholder director), and one of whom shall be an Executive Director (or an alternate director appointed by an Executive Director) as stated in the Article 4.4.2 of the Articles.
- 26.5. All appointments should have regard to the principle that appointments should reflect the diversity of the society in which we live, and appointments should be made taking account of the need to appoint Boards which include a balance of skills and backgrounds.

27. Board committees

- 27.1. It is the responsibility of the Board to constitute such committees as necessary for it to fulfil its functions. In line with the Code as a minimum the Board should have three committees: audit and risk, remuneration and nomination.
- 27.2. The terms of each committee should set out its responsibilities and the authority delegated to it by the Board.

Management and financial framework

28. HM Treasury guidance

- 28.1. The activities, roles and responsibilities of Ordnance Survey as described in this document should be carried out taking into account the specific sections of MPM identified in sections 19.4, 30.1, 31.1, 33.2, 34.9 and 34.13 of this document.
- 28.2. Ordnance Survey will be subject to the rules set out in Consolidated Budgeting Guidance¹¹, insofar as they relate to public corporations.

29. Delegated authorities

- 29.1. The Board is responsible for establishing appropriate delegations with the Executive Directors. The Shareholder will review these delegations from time to time with the Board.

¹¹ [Consolidated budgeting guidance 2025 to 2026 - GOV.UK](https://www.gov.uk/government/uploads/system/uploads/attachment_data/file/101422/consolidated-budgeting-guidance-2025-to-2026.pdf)

- 29.2. Ordnance Survey's financial delegations from Shareholder Department are set out in the delegation letter from the PAO to the Accountable Person.
- 29.3. Ordnance Survey shall obtain the Shareholder Department's and where appropriate HM Treasury's prior written approval before:
- entering into any undertaking to incur any expenditure that falls outside the delegations
 - incurring expenditure for any purpose that is or might be considered novel or contentious, or which has or could have significant future cost implications
 - making any change of policy or practice which has wider financial implications that might prove repercussive or which might significantly affect the future level of resources required.

30. Banking, loans and working capital

- 30.1. Any loan facilities put in place should be reviewed and approved by the Board and take into account guidance set out in MPM (5.8 Borrowing by Public Sector Organisations and 5.9 External Borrowing) where relevant. Any loan facility will be arranged between Ordnance Survey and the Shareholder and will be conducted on commercial arms-length terms for the purposes of providing working capital.
- 30.2. Ordnance Survey will operate through the Government Banking Service and such commercial banking arrangements as are approved by the Board and approved by the Shareholder and the Treasury from time to time.

31. Charging and dividends

- 31.1. Ordnance Survey will operate commercial market rate pricing consistent with section 6.6 of MPM, in accordance with company and competition law. To the extent that it is applicable, Ordnance Survey's charging will be in accordance with the Re-use of Public Sector Information Regulations 2015¹² (as amended or re-enacted).
- 31.2. Ordnance Survey shall aim to declare annual dividends to the shareholder (subject to Companies Act requirements) of 50% of profit after tax or a profile as agreed with the shareholder, having regard to the Strategic Aims set out in section 6.1.

¹² [The Re-use of Public Sector Information Regulations 2015](https://legislation.gov.uk) (legislation.gov.uk)

32. Risk management

- 32.1. Ordnance Survey shall ensure that the risks that it faces are dealt with in an appropriate manner, in accordance with relevant aspects of best practice in corporate governance.

33. Counter fraud and theft

- 33.1. Ordnance Survey should adopt and implement policies and practices to safeguard itself against fraud and theft.
- 33.2. Ordnance Survey's policies and practices should take into account the procedures and considerations as set out in MPM Annex 4.9 and the Counter Fraud Functional Standard¹³. It should take all reasonable steps to appraise the financial standing of any firm or other body with which it intends to enter a contract.
- 33.3. Ordnance Survey should keep records of and prepare and forward to the Shareholder Department an annual report on fraud and theft suffered by Ordnance Survey and notify the Shareholder Department of any unusual or major incidents as soon as possible.

34. Remuneration and staff

Status of Ordnance Survey's employees

- 34.1. Ordnance Survey's staff are not civil servants and therefore the annually updated Civil Service Pay Guidance¹⁴ does not apply.

Pay controls

- 34.2. Controls over remuneration and conditions apply as follows:
- the remuneration package of Ordnance Survey's Chief Executive and remuneration for any other roles that are Ministerial appointments, require approval by the Chief Secretary to the Treasury (CST) assuming the remuneration threshold¹⁵ is reached. In addition, any remuneration package for any member of staff that is in excess of the Chief Executive's will require CST approval

¹³ [Government Functional Standard GovS 013: Counter Fraud - GOV.UK](#)

¹⁴ [Civil Service pay remit guidance 2021/22 - GOV.UK](#)

¹⁵ [Guidance for approval of senior pay - GOV.UK](#)

- the Chair is a Ministerial appointment and is therefore subject to the provisions set out in the guidance on the approval of senior pay¹⁶
- any other appointments are made by Ordnance Survey and are not Ministerial appointments or appointments that are approved by a Minister. They do not engage the senior pay controls and do not require CST approval. This does not remove the right of the Shareholder from dismissing or appointing any Board member pursuant to the Articles.

Board responsibilities regarding staff

- 34.3. The Board is solely responsible for all other staff matters, including the appointment and management of staff, determining staff numbers, determining terms and conditions of appointment in accordance with appropriate HR documents, including the remuneration policy.
- 34.4. Ordnance Survey must have regard to wider public sector pay policy when setting a remuneration policy.
- 34.5. The Remuneration Committee should have oversight of all bonus and incentive schemes. The Board will delegate to the Remuneration Committee those responsibilities set out above.
- 34.6. It is the responsibility of Ordnance Survey to ensure it complies with the IR35 requirement.
- 34.7. Subject to further legislation coming into force¹⁷, a cap of £95,000 on exit payments will be applicable.
- 34.8. Confidentiality clauses may only be used as permitted in relevant public sector guidance¹⁸.
- 34.9. Salary sacrifice schemes must be consistent with MPM guidance on tax planning.

¹⁶ [Guidance for approval of senior pay - GOV.UK](#)

¹⁷ Pursuant to further secondary legislation in relation to the Small Business Enterprise and Employment Act 2015 as amended by the Enterprise Act 2016.

¹⁸ [Cabinet Office Guidance on Settlement Agreements, Special Severance Payments on Termination of Employment and Confidentiality Clauses \(pdf\)](#)

- 34.10. Ordnance Survey's travel policy must be consistent with public sector guidance, with first class travel restricted to exceptional cases¹⁹.
- 34.11. Ordnance Survey should report (via the Remuneration Committee) to the Shareholder the number of posts paid above the remuneration threshold (with names). The Annual Report should contain full details of the remuneration of Board members, provide information in bands for executive committee members paid above the remuneration threshold, and report the numbers of other staff (without names) paid above the remuneration threshold. Ordnance Survey should also notify the Treasury, via the Shareholder, of all bonus arrangements put in place that are above the remuneration threshold as soon as the decision is made and within no more than one month. The number of bonuses paid above the threshold should be made public in the Annual Report.
- 34.12. Other benefits are set out in Ordnance Survey's remuneration policy, which also covers legacy arrangements. Ordnance Survey must not offer allowances that may be considered novel, contentious or repercussive.

Remuneration criteria

- 34.13. The Remuneration Committee shall determine the remuneration policy and remuneration levels in accordance with the following criteria (which shall also be reflected in the Remuneration Committee terms of reference and the remuneration policy itself). The criteria are that remuneration levels:
- are sufficient to attract and motivate high calibre individuals to drive the delivery of the activities and objectives of Ordnance Survey described in this document
 - are structured to link remuneration of all employees to performance in line with the Strategic Plan
 - are aligned with the objectives set out in this document
 - deliver value for money
 - take account of MPM and take account of remuneration levels within comparable public sector institutions and are set with wider public sector pay policy in mind.
- 34.14. Staff terms and conditions should be set out in an Employee Handbook, which should be provided to the Shareholder, together with subsequent amendments, on request.

¹⁹ [Public sector pay and terms: guidance note - GOV.UK](#)

- 34.15. Ordnance Survey will operate a performance-related bonus scheme based on Ordnance Survey's and individual's performance approved by its Remuneration Committee.
- 34.16. The travel expenses of Board members will be tied to the rates allowed to senior staff of Ordnance Survey. Reasonable actual costs, excluding alcohol, shall be reimbursed.

Strategic and business plans, management information and audit

35. Strategic and business plans

- 35.1. The Strategic Plan shall set out how Ordnance Survey will achieve its Strategic Objectives.
- 35.2. The Strategic Plan will be developed, reviewed and updated by the Board and approved by the shareholder. Among other things, it shall include:
- financial information at a level of detail agreed between Ordnance Survey and the shareholder covering a 5-year forecast period, including an income statement, balance sheet, cashflow statement and explanatory narrative regarding assumptions
 - description of how the Strategic Objectives are being fulfilled in the current period and for the future including clear descriptions of risks and opportunities to the plan
 - a set of Key Performance Indicators (KPIs) to allow the Board and shareholder to track performance against the plan.

36. Annual report and accounts

- 36.1. Ordnance Survey's Board must publish an annual report of its activities, together with its audited accounts after the end of each financial year.
- 36.2. The annual report must be produced by Ordnance Survey and comply with the Companies Act 2006 and the timing for production of such accounts shall accord with "best practice" applicable to UK registered companies.

- 36.3. The annual report shall also follow the principles in HM Treasury’s Financial Reporting Manual (FReM)²⁰ and provide the additional disclosures required by FReM where these go beyond the Companies Act 2006.
- 36.4. Ordnance Survey will share a draft of the report narrative with the Shareholder for review before it is signed off by Ordnance Survey’s Board providing adequate time for such review and not less than five working days. The final report should be submitted to the Shareholder immediately upon receipt of auditor approval, for endorsement. The Shareholder recognises that the finalised annual report is solely the responsibility of Ordnance Survey’s Board. Publication will be dependent on other government and Ordnance Survey announcements but will be as soon as feasibly possible.
- 36.5. The Shareholder will lay the annual report and accounts before Parliament and it should be made available on Ordnance Survey’s website.

37. Reporting performance to the Shareholder

- 37.1. Ordnance Survey shall operate management, information and accounting systems that enable it to review in a timely and effective manner its financial and non-financial performance against the budgets and targets set out in the corporate and business plans.
- 37.2. Ordnance Survey shall inform the Shareholder of any changes that make achievement of objectives more or less difficult. It shall report financial and non-financial performance, including performance in helping to deliver ministers’ policies, and the achievement of key objectives regularly.
- 37.3. Ordnance Survey’s performance shall be formally reviewed by the Shareholder twice a year.
- 37.4. The responsible Minister will meet the Chair and Chief Executive once a year.
- 37.5. The PAO will meet the Chief Executive at least once a year.

²⁰ <https://www.gov.uk/government/collections/government-financial-reporting-manual-frem>

38. Information provided to the Shareholder

- 38.1. Ordnance Survey will facilitate the Shareholder in fulfilling its function by providing relevant information on request including on, but not limited to, strategic plans, financial forecasts and budgets, financial performance, achievements against targets, capital expenditure and investment decisions, governance matters including Board appointments and remuneration and reports on key corporate risks.
- 38.2. Where the Shareholder Director receives information:
- in their capacity as the Shareholder Director, they shall be authorised to share this information with the Shareholder
 - other than in their capacity as the Shareholder Director and where that information is subject to a duty of confidentiality, they shall not be obliged to disclose the information to Ordnance Survey. Where the Shareholder Director receives such information in such capacity, in circumstances where they consider that the knowledge or receipt of such information could affect their ability to comply with their duties as a non-executive director of Ordnance Survey, the Shareholder Director agrees to notify the Board as soon as practicable and to take appropriate steps, including but not limited to agreeing to recuse themselves from relevant decision-making processes.
- 38.3. Regular meetings between the Shareholder and senior Ordnance Survey representatives (including the Chair, Chief Executive and Chief Financial Officer) will be held on a quarterly basis to discuss governance, financial performance and other relevant matters (quarterly Shareholder meetings).

39. Audit

- 39.1. Ordnance Survey will arrange for audit of its accounts in accordance with the Companies Act 2006, subject to the approval of the shareholder.
- 39.2. As at the date of this Document, the Comptroller and Auditor General (the "C&AG"), operating through the National Audit Office, is appointed as Ordnance Survey's auditor. Ordnance Survey may appoint an alternative party as external auditor, subject to the following requirements:
- The appointment of the proposed auditor has been reviewed and approved by the Company's Audit & Risk Committee (ARC)
 - The Shareholder has approved the appointment
 - the NAO have been informed prior to the appointment, and

- the ARC continues to review the suitability of the auditor's appointment in line with best practice, and prior to any period of re-appointment.
- 39.3. The C&AG may carry out value for money studies of Ordnance Survey under the National Audit Act 1983, examining the economy, efficiency and effectiveness with which Ordnance Survey and/or its subsidiaries have used their resources in discharging their functions. Ordnance Survey will make available to the C&AG its accounts and other relevant information, documents and access to staff as necessary for such examinations.
- 39.4. The Shareholder and Ordnance Survey shall provide, in conditions to any grants or contracts, for the C&AG to exercise such access to documents held by grant recipients, contractors or sub-contractors as may be required for its audit and examinations; and shall use its best endeavours to secure access for the C&AG to any other documents required by the C&AG which are held by other bodies.
- 39.5. Ordnance Survey will maintain an internal audit function (with or without external professional support) who will report to the Audit and Risk Committee and will cover (among other things) matters relating to risk management and internal controls, including compliance with the terms of this document.

Reviews and winding up arrangements

40. Review of public corporation's status

- 40.1. Ordnance Survey will be reviewed as part of the wider Public Bodies Reviews programme, at a time determined by the department's ministers and the PAO.

41. Arrangements in the event that the public corporation is wound up

41.1. The Shareholder shall put in place arrangements to ensure the orderly winding up of Ordnance Survey. In particular it should ensure that the assets and liabilities of the public corporation are passed to any successor organisation and accounted for properly. (In the event that there is no successor organisation, the assets and liabilities should revert to the shareholder department.) To this end, the department shall:

- have regard to Cabinet Office guidance on winding up of ALBs²¹
- ensure that procedures are in place in Ordnance Survey to gain independent assurance on key transactions, financial commitments, cash flows and other information needed to handle the wind-up effectively and to maintain the momentum of work inherited by any residuary body; specify the basis for the valuation and accounting treatment of Ordnance Survey's assets and liabilities
- ensure that arrangements are in place to prepare closing accounts and pass to the C&AG for external audit, and that funds are in place to pay for such audits. It shall be for the C&AG to lay the final accounts in Parliament, together with their report on the accounts
- arrange for the most appropriate person to sign the closing accounts. In the event that another entity takes on the role, responsibilities, assets and liabilities, the succeeding entity AO should sign the closing accounts. In the event that the department inherits the role, responsibilities, assets and liabilities, the Shareholder Department's AO should sign.

41.2. Ordnance Survey shall provide the department with full details of all agreements where Ordnance Survey or its successors have a right to share in the financial gains of developers. It should also pass to the department details of any other forms of claw-back due to Ordnance Survey.

²¹https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/690952/Public_Bodies_-_a_guide_for_departments_-_chapter_10.pdf

42. Signatures

Signed on behalf of the **Secretary of State for Science, Innovation and Technology** as Shareholder

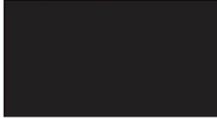
Signature 

Name Alexandra Jones

Title Director General for Science, Innovation and Growth

Date 28 January 2026 | 22:53 GMT

Signed on behalf of **Ordnance Survey Limited**

Signature 

Name Nick Bolton

Title Chief Executive Officer

Date 28 January 2026 | 10:52 GMT

Signed on behalf of **UK Government Investments Ltd** as Shareholder Representative

Signature 

Name Charles Donald

Title Chief Executive Officer

Date Signed: 28/1/2026 | 12:53

Annex A: Guidance

Ordnance Survey shall take into account and comply with the following guidance, documents and instructions, as applicable to public corporations:

Corporate governance

- This framework document
- Corporate Governance Code for Central Government Departments (relevant to Arm's Length Bodies) and supporting guidance: [Corporate governance code for central government departments 2017 - GOV.UK](#)
- Code of conduct for Board members of Public Bodies: [Code of conduct for board members of public bodies - GOV.UK](#)
- Code of practice for partnerships between Departments and Arm's Length Bodies: [Partnerships with arm's length bodies: code of good practice - GOV.UK](#)

Financial management and reporting

- Managing Public Money (MPM): [Managing public money - GOV.UK](#)
- Government Financial Reporting Manual (FRoM): [Guidance on annual reports and accounts - GOV.UK](#)
- Relevant Dear Accounting Officer (DAO) letters: [HMT Dear Accounting Officer \(DAO\) letters - GOV.UK](#)
- Relevant guidance and instructions issued by the Treasury in respect of Whole of Government Accounts: [Whole of Government Accounts - GOV.UK](#)
- The most recent letter setting out the delegated authorities, issued by the parent department.

Management of risk

- Management of Risk: [Orange Book - GOV.UK](#) and [Management of risk in government: framework - GOV.UK](#)
- Public Sector Internal Audit Standards: [Public Sector Internal Audit Standards - GOV.UK](#)

- HM Treasury approval processes for Major Projects above delegated limits: [Treasury Approvals Process for projects and programmes - GOV.UK](#)
- The Government cyber-security strategy and cyber security guidance: [National Cyber Strategy 2022 \(HTML\) - GOV.UK](#) and [Cyber security guidance for business - GOV.UK](#)

Commercial management

- Procurement Policy Notes: [Procurement policy notes - GOV.UK](#)
- Transparency in supply chains - a practical guide: [Transparency in supply chains \(pdf\)](#)

Public appointments

The following are relevant where public bodies participate in public appointments processes.

- Guidance from the Commissioner for Public Appointments: [Commissioner for Public Appointments](#)
- Governance Code on Public Appointments: [Governance Code on Public Appointments - GOV.UK](#)
- Procurement Policy Note 08/15 – Tax Arrangements of Public Appointees: [Procurement Policy Note 08/15: tax arrangements of appointees - GOV.UK](#)

Staff and remuneration

- HM Treasury guidance on senior pay and reward: [Guidance for approval of senior pay - GOV.UK](#)
- Civil Service pay guidance (updated annually): [Civil service pay guidance - GOV.UK](#)
- Public sector pay and terms: [Public sector pay and terms: guidance note - GOV.UK](#)
- Whistleblowing Guidance and Code of Practice: [Whistleblowing: guidance and code of practice for employers - GOV.UK](#)

- The Equalities Act 2010: [Equality Act 2010: guidance - GOV.UK](#)

General

- Freedom of Information Act guidance and instructions: [Freedom of Information Act 2000](#) (legislation.gov.uk) and [Freedom of information guidance and resources | ICO](#)
- The Parliamentary and Health Service Ombudsman's Principles of Good Administration: [Our Principles | Parliamentary and Health Service Ombudsman \(PHSO\)](#)
- Other relevant instructions and guidance issued by the central Departments (Cabinet Office and HM Treasury)
- Recommendations made by the Public Accounts Committee, or by other Parliamentary authority, that have been accepted by the Government and are relevant to the Company.
- Guidance from the Public Bodies team in Cabinet Office: [Public bodies - GOV.UK](#)
- The Civil Service diversity and inclusion strategy (outlines the ambition, to which Arm's Length Bodies can contribute): [Civil Service Diversity and Inclusion Strategy: 2022 to 2025 - GOV.UK](#)
- Guidance produced by the National Infrastructure and Service Transformation Authority on management of major projects: www.gov.uk/government/organisations/infrastructure-and-projects-authority
- The Government Digital Service: [Government Digital Service - GOV.UK](#)
- The Government Fraud, Error, Debt and Grant Efficiency function; [Fraud, Error and Debt - GOV.UK](#) and [Government Functional Standard GovS 015: Grants - GOV.UK](#)
- Code of Practice for Official Statistics: [Code of Practice for Statistics](#).
- Accounting Officer System Statements (AOSS are produced by departments with input from ALBs): [Accounting officer system statements - GOV.UK](#)

Annex B: UKGI Shareholder Role

Establish and maintain appropriate and effective corporate governance foundations which govern the department-asset relationship

- I. Work with DSIT and Ordnance Survey to establish and maintain appropriate corporate governance documents and systems, through up to date and fit for purpose governance documents, including Framework Documents, Articles of Association, board Terms of Reference, chair letter.

Promote effective objectives, business planning and performance against business plan

- II. Assess and challenge from an owner's perspective Ordnance Survey's multi-year strategic plan, the clarity of the objectives, the quality of the multi-year strategic plan and the financial, and where relevant commercial, strength underpinning it, and its effectiveness as a tool for Ordnance Survey.
- III. Monitor and challenge Ordnance Survey and its board as to the performance against its multi-year strategic plan or equivalent document, in terms of how Ordnance Survey is performing as an organisation (as opposed to monitoring the success of the policy delivery itself).

Promote strong corporate capability

- IV. Through the UKGI shareholder team, as well as the UKGI shareholder representative on Ordnance Survey's board, promote the strength of Ordnance Survey's governance systems which support organisational performance, by providing high level challenge to Ordnance Survey (and its board) on:
 - V. governance framework compliance - defined as Ordnance Survey's view on its compliance with its governance framework (as set out in its Framework Document, delegated authorities, and any other specified governance documents), and
 - VI. the adequacy and strength DSIT the department on these issues.

Promote effective leadership (high quality boards and senior management)

- VII. Promote the effectiveness of Ordnance Survey's leadership, specifically through:
 - a. promoting high quality and diverse boards, challenging the board's capability and effectiveness, and monitoring Ordnance Survey's succession planning,

- b. promoting the implementation of effective board composition, recruitment, remuneration and appointment processes,
- c. acting as the shareholder non-executive director on Ordnance Survey's board, and
- d. giving a view on Ordnance Survey's board level executive capability in relation to its responsibilities, and remuneration.

Promote effective relationships between DSIT and Ordnance Survey

- VIII. Support effective relationships between DSIT and Ordnance Survey, including through:
- a. building effective relationships with Ordnance Survey's board and senior management,
 - b. promoting effective interfaces and communications between DSIT and Ordnance Survey, including through regular shareholder meetings,
 - c. maintaining an effective regular meeting "rhythm" with the Ordnance Survey chair, board and executive to ensure appropriate flow of information (management information) between Ordnance Survey, UKGI and DSIT, including effective reporting to DSIT.

Supporting and supplementing the activities above by providing a Shareholder NED on Ordnance Survey's board

- d. Act as government shareholder representative on the Ordnance Survey board, through:
- e. providing an appropriate board member to carry out the non-executive director role effectively, drawing on the support and analysis from the UKGI shareholder team
- f. being a member of Ordnance Survey's Remuneration Committee, Audit and Risk Committee and Nominations Committee
- g. acting as an interlocutor between DSIT and Ordnance Survey's board
- h. providing a view to DSIT on the strength of Ordnance Survey's board.

Annex C: Accountable Person Appointment Letter



Department for
Science, Innovation,
& Technology

Nick Bolton
Chief Executive Officer
Ordnance Survey Limited
Adanac Drive
Southampton
SO16 0AS

6 October 2023

Sarah Munby
Permanent Secretary

100 Parliament Street

London

SW1A 2BQ

T: 020 7215 6368

E: permanentsecretary@dsit.gov.uk

Dear Nick

ACCOUNTABLE PERSON: INSTRUCTION FROM THE DSIT PERMANENT SECRETARY TO THE CEO OF ORDNANCE SURVEY LTD ON ACCOUNTABILITIES AND RESPONSIBILITIES

Firstly, I would like to welcome you to your role as Ordnance Survey's Chief Executive Officer, and I wish you every success.

As the Principal Accounting Officer of the Department for Science, Innovation and Technology, I hereby designate you as Ordnance Survey's Accountable Person. This appointment takes effect from the date of your appointment as Chief Executive Officer of Ordnance Survey, and replaces and supersedes all previous letters appointing the CEO or Acting CEO of Ordnance Survey as the Accounting Officer.

As the Accountable Person, you are to take personal responsibility for running the organisation in accordance with the principles of regularity, propriety, value for money and feasibility set out in Managing Public Money, while recognising that as a Public Corporation operating in commercial markets Ordnance Survey needs to take investment and other financial decisions in accordance with common business principles and practices.

Following guidance from HM Treasury, CEOs of OS are designated as the Accountable Person, rather than Accounting Officer, recognising OS's classification as a Public Corporation.

The principles, obligations and standards that apply to the Accountable Person are similar to those of the Accounting Officer, as set out in Managing Public Money. In particular, the standards to ensure that your organisation follows are summarised in **Managing Public**

Money Box 3.1. You should ensure that your organisation operates effectively and to a high standard of probity.

“The organisation should:

governance

- have a governance structure which transmits, delegates, implements and enforces decisions*
- have trustworthy internal controls to safeguard, channel and record resources as intended*
- work cooperatively with partners in the public interest*
- operate with propriety and regularity in all its transactions*
- treat its customers and business counterparties fairly, honestly and with integrity*
- offer appropriate redress for failure to meet agreed customer standards*
- give timely, transparent and realistic accounts of its business and decisions, underpinning public confidence;*

decision-making

- support its ministers with clear, well-reasoned, timely and impartial advice*
- make all its decisions in line with the strategy, aims and objectives of the organisation set by ministers and/or in legislation*
- take a balanced view of the organisation’s approach to managing opportunity and risk*
- impose no more than proportionate and defensible burdens on business;*

financial management

- use its resources efficiently, economically and effectively, avoiding waste and extravagance*
- plan to use its resources on an affordable and sustainable path, within agreed limits*
- carry out procurement and project appraisal objectively and fairly, using cost benefit analysis and generally seeking good value for the Exchequer as a whole*
- use management information systems to gain assurance about value for money and the quality of delivery and so make timely adjustments*
- avoid over defining detail and imposing undue compliance costs, either internally or on its customers and stakeholders*
- have practical documented arrangements for controlling or working in partnership with other organisations, as appropriate*
- use internal and external audit to improve its internal controls and performance.”*

The Committee of Public Accounts may invite you to attend as a witness at its evidence sessions. This is not optional, and it is only with specific agreement of the Chair of the Committee that you may defer your attendance or send a substitute.

Your designation is in line with latest HM Treasury advice on Public Corporations. The Office for National Statistics (ONS) has classified Ordnance Survey as a Public Corporation. Ordnance Survey is not in scope for standard Cabinet Office controls, except as agreed with HMG and the Shareholder, and it is recognised that Ordnance Survey needs to take investment and other financial decisions in accordance with common business principles and practices. Where any government fiscal controls may apply, it is Ordnance Survey’s responsibility to identify these, with assistance from DSIT and UKGI. You should also note and adhere to the delegations of financial authority set out in the separate letter from Jessie

Mitchell, and in the BEIS-OS Shareholder Framework Document which will be revised to reflect the Machinery of Government to DSIT.

Any funding or revenue received from DSIT or any other Government Department should only be used in accordance with the terms and conditions attached to the relevant Agreement and you should provide any assurance required by the relevant Agreement. Any other income received should be treated as public money and have the same standards applied to it as set out in Managing Public Money.

You may also find the following HM Treasury issued handbooks useful:

- **Parliamentary scrutiny of public spending**: practical guidance on engagement with the National Audit office and the Committee of Public Accounts;
- The **accounting officer's survival guide**: the main accounting officer's responsibilities (but do note that you are an Accountable Person rather than accounting officer); and
- **Regularity, Propriety and Value for Money**.

Yours sincerely,

A solid black rectangular box used to redact the signature of Sarah Munby.

Sarah Munby