

TERMS OF REFERENCE FOR THE NEWCASTLE-UNDER-LYME TOWN DEAL BOARD

1. What is a Town Deal?

The Ministry of Housing, Communities and Local Government (MHCLG) will provide up to £1bn funding for 100 new 'Town Deals' as part of a commitment to ensuring that communities across the UK can benefit from shared prosperity. Town deals are expected to help balance the economy by:

- Supporting the ambitions of local towns in their aspirations for their area.
- Driving economic regeneration and delivering long term economic and productivity growth.
- Bringing communities together and giving places new energy and life.

MHCLG has selected these 100 towns to be pioneers of new Town Deals, which gives people a say in how a new generation of Town Deals, each worth up to £25 million, should transform the place they call home. <https://www.gov.uk/government/news/blueprint-for-100-multi-million-pound-town-deals-revealed>.

The Town Deal Board, the membership of which should include public, private and voluntary sector representation, is a vital part and essential requirement of the governance of Town Deals.

2. The purpose of the Town Deal Board

Town Deals are a major opportunity to realise the ambition of local people to make improvements to their area and to ensure that the focus is on their priorities. Communities, businesses and local leaders will draw up and oversee delivery of ambitious plans to transform their town's economic growth prospects with a focus on improved transport, broadband connectivity, skills and culture

Consultation with local communities to understand more fully the local priorities that may be eligible for funding from the scheme will play an important role in developing the TIP. However, the Board will be the vehicle through which the vision and strategy for the town is defined. The Board will produce a well-evidenced Town Investment Plan, which sets out a clear understanding of the area, focusing on its assets, opportunities and challenges. Should the plan be accepted by MHCLG, the Board will then oversee the delivery of the projects contained within the TIP. In line with the Town Deal Prospectus, The Chair of the Town Deal Board is required to be a private sector representative.

3. Membership

3.1. The composition of the Newcastle-under-Lyme Town Deal Board should allow it to function efficiently and effectively in fulfilling its functions and responsibilities and promote equality and diversity. Newcastle-under-Lyme Town Deal Board members will come from the following sectors (NB: one member may cover more than one sector).

- One representative from each tier of local government (Town, Borough and County councils).
- Local MP
- Education
- Health
- Voluntary
- Community

- Large business
 - Small business
 - Developer
 - Culture/heritage
- 3.2. Board members may send an alternative representative from their organisation if they are unable to attend a meeting. It is the Board member's responsibility to ensure that the alternate is familiar with the Terms of Reference, has received the relevant documentation and is entitled to vote on behalf of the organisation on any decisions that need to be taken.
- 3.3. The composition of the Newcastle-under-Lyme Town Deal Board will be reviewed annually to ensure that its composition reflects the requirements of the Town Investment Plan preparation and delivery.
- 3.4. The Board will be led by a Chair and Vice Chair. These roles will provide leadership to the Board including its strategic direction (see sections 4.2 and 4.3). The role of Chair will, wherever possible, be held by a private sector organisation, in line with Town Deal guidance. At least one of these roles must be in attendance for a board meeting to take place. The holders of these positions will be reviewed annually by the Town Deal Board.
- 3.5. Each organisation represented will have one vote on any decisions to be taken at a Board meeting. A vote will be taken by either:
- A simple show of hands and the decision recorded in the Action Log or
 - written confirmation, including email, evidence of which will be kept electronically.

In the event of a tie, the Chair will have the casting vote.

Advisors to member organisations are welcome to attend meetings but will have no voting rights (unless attending as sole representative of that organisation as section 3.2).

4. The role of a Town deal Board member

- 4.1. Town Deal Board members have a responsibility to:
- Make an active contribution to developing and delivering the vision and strategic priorities of the Newcastle-under-Lyme Town Deal, using their commercial and or local knowledge and local business/community intelligence to ensure the Town Deal Board identifies relevant economic priorities and opportunities.
 - Declare any conflicts of interest in accordance with the policy of Newcastle-under-Lyme BC as the accountable body for the Town Deals (see 5.1).
 - Actively communicate with their networks and all key stakeholders to raise the profile of the Newcastle-under-Lyme Town Deal, the priorities of the Newcastle-under-Lyme Town Investment Plan and the Town Deal Board work programme.

- Champion the work of the Newcastle-under-Lyme Town Deal to the wider community, including its vision, strategic priorities and programmes, to drive growth and investment and secure additional funding.
- As part of the Board, to consider delivery commissioning options; ensure value for money and effective risk management in all Newcastle-under-Lyme Town Deal activity; monitor delivery and determine actions to address areas of under- performance.
- Actively engage in relevant subgroups, and lead appropriate task and finish groups on behalf of the Board; and promote the interests of the Newcastle-under-Lyme Town Deal by making a positive and active contribution to the well-being of the local area.
- Be aware of and confirm their responsibilities as Board members and to fulfil their obligations in terms of agreed actions in a timely and professional manner.
- Adhere to the Nolan principles of selflessness, integrity, objectivity, accountability, openness, honesty and leadership (see Annex 1 'Code of Conduct').

4.2. Responsibilities of the Chair

In addition to the responsibilities in section 4.1, the Chair of the Newcastle-under-Lyme Town Deal Board will:

- Provide high quality leadership of the Newcastle-under-Lyme Town Deal Board, ensuring that the Board is run in a transparent and equitable manner and that Board members are actively engaged in contributing to the work of the Board.
- Chair meetings of the Newcastle-under-Lyme Town Deal Board effectively, ensuring there is full participation during meetings, that all relevant matters are discussed, and that effective decisions are made, logged and actioned.
- Champion and represent the vision and strategic priorities of the Newcastle-under-Lyme Town Deal Board both locally and nationally as required, on occasions acting as the 'face' of the Town Deal Board.
- In exceptional circumstances, in the event that an extremely urgent decision is required the Chair may make decisions on behalf of the Newcastle-under-Lyme Town Deal Board, that are in line with the strategic vision, priorities and values of the Board

4.3. Responsibilities of the Vice-Chair

In addition to the responsibilities in section 4.1, the Vice Chair of the Newcastle-under-Lyme Town Deal Board will:

- Support the Chair in undertaking their duties as set out in section 4.2.
- Deputise for the Chair in Board meetings where the Chair is unable to attend.

4.4. Commitment

4.4.1. The Newcastle-under-Lyme Town Deal Board has responsibility for the governance and strategic direction of the Town Deal. Members are expected to play active roles in leading and/or contributing their expertise in appropriate sub-groups.

4.4.2. The Board will meet regularly as required by the prevailing work programme for the Newcastle-under-Lyme Town Deal and Town Investment Plan. The role is likely to

require the equivalent of one day per month. Board directors are expected to give their time voluntarily, (however extraordinary expenses for Town Deal commitments outside the area can be claimed in line with the Borough Council's Expenses Policy).

4.5. Criteria for Board members

4.5.1. Private sector/Community sector:

- A successful business person with experience as CEO/MD/senior manager/ owner or
- A community champion with experience of leading a significant community organisation
- Dynamic with good communication skills
- Passionate about improving the area

4.5.2. Board members should demonstrate:

- High level and broad management skills
- A knowledge of the specific needs of the area
- An ability to think strategically
- Commercial and/or community awareness
- An open mind to innovative solutions
- A focus and commitment to achieving successful outcomes
- An ability to inspire enthusiasm and commitment to the aims of the Town Deal.

4.6. Conduct

4.6.1. The Newcastle-under-Lyme Town Deal Board will operate in a spirit of collaboration and partnership. All Board Members are required to abide by the Nolan Principles and sign up to the Code of Conduct in Annex 1.

4.6.2. Decisions will be made in accordance with the following principles:

4.6.2.1. Due consultation will be carried out where appropriate (including taking relevant professional advice from officers).

4.6.2.2. Decision making will be open and transparent (within the limits of any confidential information).

4.6.2.3. Board members will make decisions as members of the Newcastle-under-Lyme Town Deal Board and not on behalf of specific organisations or areas.

4.6.3. Board members are expected to adhere to the following policies of Newcastle-under-Lyme BC as the accountable body for the Town Deals. Links to these policies can be found on the Town Deal web pages on the Borough Council website.

- Gifts and Hospitality
- Whistleblowing
- Conflicts of interest
- Complaints
- Compliance with the General Data Protection Regulation (GDPR)

5. Operation

- 5.1. Conflict of Interest: Board members should adhere to the Borough Council's Conflict of Interest Policy). Declarations of interest will form a standing agenda item at the start of every meeting. Members should inform the Chair of any conflict of interest that arises and may be asked to leave the meeting whilst that item is under discussion.
- 5.2. Board meetings will be used for detailed discussions of matters that are of strategic importance. The Board will receive reports and presentations as relevant to the business of the meeting.
 - 5.2.1.1. Meetings will be quorate when 10 members are in attendance
 - 5.2.1.2. Agendas will be published on the Borough Council website at least 5 working days in advance of the meeting.
 - 5.2.1.3. Draft Action Logs (minutes) of meetings will be published on the Borough Council website within 10 working days of the meeting to which they refer.
 - 5.2.1.4. Approved Action Logs (minutes) will be published on the Borough Council website within 10 working days of the meeting at which they were approved.
 - 5.2.1.5. All conflicts of interest will be included in the published Action Logs.
- 5.3. Project Development Groups: Once projects have been prioritised and agreed by the Board, small groups will be convened to work up the projects in more details. These will comprise board members, other representatives from Board member organisations, Borough Council officers and other organisations as required.
- 5.4. Sub-groups: The Newcastle-under-Lyme Town Deal Board, in conjunction with the Borough Council as accountable body, will make all decisions affecting the Newcastle-under-Lyme Town Deal. However, some powers may be delegated to sub-groups, to focus on specific tasks, projects or areas. The sub-group will make recommendations to the Board, who will make a decision based on the recommendations. Other organisations, not necessarily board members, may be invited to join the sub-groups to provide additional expertise and knowledge at the discretion of the Chair of the sub-group. All sub-groups, where feasible, will be chaired by a member of the Newcastle-under-Lyme Town Deal Board.

6. Accountable Body

- 6.1. Newcastle-under-Lyme Borough Council is the Accountable Body for the Town Deals. The Council's S151 Officer will ensure compliance with all necessary financial regulations. The Terms of Reference for the Boards will be reviewed and updated following the assessment of the submission of the Town Investment Plan to the Government to ensure it meets the needs of the next phase of the Town Deal process.
- 6.2. Internal governance arrangements for the Borough Council will be put in place to ensure openness and transparency in the management of the Town Deal Fund.

Annex 1

CODE OF CONDUCT FOR NEWCASTLE-UNDER-LYME TOWN DEAL BOARD MEMBERS

As per the Towns Fund Prospectus, the Government expect that Town Deal Boards should align with the governance and policies of the Lead Authority (Newcastle-under-Lyme Borough Council). This includes acceptance of gifts and hospitality, whistle blowing, conflicts of interest and complaints and GDPR compliance. These policies are available for view on the Town Deal pages of the Borough Council's website. The Borough Council recognises that certain elements of its policies may not apply to external organisations and common sense should be used in interpreting the information.

Town Deal Board members are required to declare any interests, gifts or hospitality which they have or receive which could influence any decisions they may make as Board members.

Any complaints received by the Town Deal Boards, will be referred to the Borough Council to be dealt with under its Complaints policy.

Board members are required to adhere to the Nolan Principles of public life.

1. Selflessness: Holders of public office should act solely in terms of the public interest.
2. Integrity: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. Objectivity: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. Accountability: Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. Openness: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
6. Honesty: Holders of public office should be truthful.
7. Leadership: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Failure to adhere to the Newcastle-under-Lyme Town Deal Board Code of Conduct could result in removal from the Board.

Signed: Name:

Organisation: Date: