

Clay Cross Town Board

Friday 27th September 2024

Terms of Reference Update

Report of the Section 151 Officer – J Dethick

Classification: Public

Report By: **Tris Burdett, Programmes Manager**

Contact Officer: as above

PURPOSE / SUMMARY

To provide for the Board's consideration the updated Clay Cross Town Board Terms of Reference following the annual review.

RECOMMENDATIONS

That the Town Deal Board notes the contents of this report and agree with the following:

1. To approve the revised Terms of Reference for the Clay Cross Town Board.
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IMPLICATIONS

Finance and Risk: Yes No

Details: There is no financial impact to note.

On Behalf of the Section 151 Officer

Legal (including Data Protection): Yes No

Details: The role of the Board, as set out within the Terms of Reference, do not conflict with the Constitution of the Accountable Body.

On Behalf of the Solicitor to the Council

Staffing: Yes No

Details: This will be completed within existing officer workloads.

On behalf of the Head of Paid Service

REPORT DETAILS

1 **Background** *(reasons for bringing the report)*

1.1 The Clay Cross Town Deal Board Terms of Reference were last agreed at the CCTB meeting on 29th September 2023. The annual review is therefore now due.

2. **Details of Proposal or Information**

2.1 The Terms of Reference set out the membership and responsibilities of the CCTB to oversee and provide strategic steer over the delivery phase of the programme.

2.2 As the Programme continues to move forward, a regular review of the CCTB Terms of Reference ensures that stakeholders can contribute in a meaningful way and support the delivery of the Programme as required.

3 **Reasons for Recommendation**

3.1 To ensure the Clay Cross Town Board remains fit for purpose and able to oversee the delivery stage of the Programme.

4 **Alternative Options and Reasons for Rejection**

4.1 There are no alternative options to consider.

DOCUMENT INFORMATION

Appendix No	Title
Appendix 1	Term of Reference Stage 2 v4
Background Papers (These are unpublished works which have been relied on to a material extent when preparing the report. They must be listed in the section below. If the report is going to Cabinet you must provide copies of the background papers)	
n/a	

Appendix 1

TOWNS FUND: CLAY CROSS TOWN DEAL

Clay Cross Town Board – Terms of Reference

Stage 2 – Delivery

1. Constitution

- 1.1 The Board was constituted at a full meeting of the Clay Cross Town Board (CCTB) held on Friday 24th January 2020.
- 1.2 These Terms of Reference (V4) were agreed by the CCTB on 27th September 2024 and will be reviewed no later than the end of September 2025.

2. Background

- 2.1 The Clay Cross Town Deal (CCTD), underpinned by a Town Investment Plan (TIP), is a £24.1m investment for Clay Cross which is being funded by the Government Department for Levelling Up, Housing and Communities (MHCLG).
- 2.2 The remit of the CCTB is to provide strategic direction and overseeing the implementation of the Town Investment Plan (TIP). It is a multi-organisation Board comprising of representatives from public, private, voluntary and community organisations. The Board is not a legal entity, and its role is advisory. Its purpose is to be an ambassador for the Programme and work with the Accountable Body, North East Derbyshire District Council (NEDDC), to ensure the TIP, also known as the Masterplan, is delivered.
- 2.3 The Board represents a variety of interests and has the skills and expertise to support the development and delivery of the £24.1m TIP. Observers include MHCLG and the NEDDC staff who provide a Programme Office and Project Management function (Delivery Team) on behalf of the Accountable Body and CCTB.
- 2.4 These terms of reference set out the membership and responsibilities of the CCTB to oversee and provide strategic steer over stage 2 of the programme which will focus on delivery.

3. Membership

- 3.1 As required by MHCLG, The Board will be led by a private sector Chair. The members of the Board shall be appointed by the Board and may be removed at any time by the Board. In the event of the Board Chair resigning, to enable the function of the Board to continue, a Public Sector Chair can be appointed on an interim basis whilst another Private Sector Chair is sought and elected. The Board should

regularly review its membership to ensure the right balance of skills and experiences are maintained throughout the programme.

3.2 The process for appointing a Chair is as follows:

- That an external advert placed and communicated as appropriate
- That a candidate must demonstrate strong business links with Clay Cross
- The shortlisting and appointing be made by a panel of three Board Members, with at least two from the Accountable Body's governing administration. This panel will act on behalf of the Board.
- That the Board consider endorsement of the panel's decision at next meeting.

3.3 The Vice Chair, representing and be appointed by the Accountable Body.

3.4 The Clay Cross Town Board shall comprise of up to 18 voting Board Members who are representatives from:

Public Sector

- i. All tiers of local government
North East Derbyshire District Council
At least 5 Members which must include the portfolio holder for Growth and Assets
Clay Cross Parish Council Chair

Derbyshire County Council:

- Cabinet Representative
- Senior Officer from Economy and Regeneration

Member of Parliament for North East Derbyshire

- ii. Other public bodies, education sector, arms-length bodies and non-departmental agencies who provide skills and experience in relation to TIP projects.
- iii. Third sector organisations

Businesses

- iv. Representatives from businesses in Clay Cross
- v. Representatives from business networks in the town

3.5 The CCTB may comprise of other private sector representatives and developers who operate on a national and international platforms who understand the requirements for investment and can help identify the best use of private and public funds.

3.6 Applications for new Board Members shall be supported by at least 3 Board members before a report from the lead officer of the Clay Cross

Town Delivery team is considered by the full Clay Cross Town Deal Board.

3.7 A Board Member shall cease to be a Member of the Clay Cross Town Board in the following circumstances:

- a) Such Board Member gives written notice to the Chair of their notice of resignation.
- b) Such Board Member fails to attend more than two consecutive meetings without giving apologies.
- c) Such Board Member's death.
- d) Such Board Member's bankruptcy making of any arrangement or composition with their creditors, or liquidation, or in the case of an organisation, winding up, liquidation, dissolution or administration or anything analogous to any of the foregoing occurring in relation to a Member in any jurisdiction.
- e) Such Board Member is removed from membership by a resolution of the Board that it is in the best interests of the Board that the membership is terminated.

3.8 Board Members may be removed from the Clay Cross Town Board as set out in Schedule 1 (Clay Cross Town Board Code of Conduct). Any Board Member removed may not be reappointed.

3.9 In exceptional circumstances Board Members may send a suitable substitute to represent their organisation in their absence. This should be agreed with the Chair in advance of the meeting. The substitute must adhere to all the requirements as laid out in the agreed Terms of Reference.

4. Responsibilities

4.1 To maintain strategic oversight of the CCTD Programme.

4.2 To provide support and advice to the Accountable Body to aid the delivery of business cases/strategic assessments for each strand of the TIP.

4.3 To receive updates on delivery, performance and risk from the Accountable Body.

4.4 To work together to shape and manage the town of Clay Cross, focusing on the priorities around:

- a) Use of existing public assets - new development focused on the town centre
- b) Skills and training for the 21st century
- c) Physical connectivity
- d) Health and Wellbeing.

4.5 To seek to add social value to the work we all deliver by considering wider socio-economic, environmental and health impacts through our normal service and project delivery work.

- 4.6 To explore and progress all future funding and opportunities to deliver against the overarching vision for Clay Cross town centre and the surrounding area.
- 4.7 To ensure that the Town Fund Delivery Team has sufficient resources, knowledge and capacity available to deliver the objectives.
- 4.8 To make representation to Government departments for advice and assistance as necessary.
- 4.9 To ensure the necessary liaison arrangements are in place to maximise resources across the range of partners, and to work collaboratively to deliver the shared objectives.
- 4.10 To ensure the views of the community are represented and considered through community engagement, consultation and communication.
- 4.11 Through active engagement with the community, ensure all the necessary governance matters within the remit of NEDDC are identified and progressed effectively.
- 4.12 'Task and finish' groups will be formed where necessary to look at specific pieces of work within each Workstream.

5. Professional and Administrative Support

- 5.1 NEDDC is the Accountable Body for CCTD. As Accountable Body the Council will utilise existing rules as outlined in the Constitution throughout the life of the programme and the Council's Statutory Officers will play a key role in ensuring compliance.
- 5.2 Committee management and administrative support to the Board will be provided by NEDDC.

6. Quorum

- 6.1 The quorum for meetings of the Board will be a quarter or 3 voting Members, whichever is the greater including the Chair and must include representation from North East Derbyshire District Council. Partners can send a nominated deputy (adhering to the conditions set out in 3.9) but only one representative per organisation may be in attendance (NEDDC and DCC may have a number of supporting officers in attendance).
- 6.2 If there is no quorum at the published start time for the meeting, the meeting can proceed but no substantive decisions will be binding upon the Board future direction.
- 6.3 No decisions taken by the Board will be binding upon individual partner organisations – each organisation will be subject to their normal governance processes and expected to seek appropriate

authority where relevant, as a result of any decisions taken by the Board.

6.4 The Board Shall:

Delegate to the Chairman of the Board the authority to make urgent decisions, having consulted by way of email with Board Members, where a Board cannot be convened in a timely manner to consider a matter. The decision shall be published as soon as practically possible once taken.

7. Frequency of Meetings

7.1 Meetings will be held quarterly. The frequency of meetings can be varied following a discussion and vote of the Board, at the discretion of the Chair.

7.2 Formal Board meetings will take place in public where all formal decisions of the Board will be taken.

7.3 Informal Board Meetings may take place from time to time. These will be in private and not open to the public. Other persons and external advisers may be invited to attend all or part of any meeting as and when appropriate as observers and shall be entitled to speak at the meeting with the prior permission of the Chair but shall not be entitled to vote.

8. Conduct

8.1 Board Members will act in accordance with the Clay Cross Town Board Code of Conduct (as seen in schedule 1).

9. Notice of and invitations to meetings

9.1 At least five clear working days before a meeting, a copy of the agenda and associated papers will be sent to every Member of the Board. The agenda will give the date, time and place of each meeting and specify the business to be transacted and will be accompanied by such details as are available.

10. Voting

10.1 Board Members commit to seek, where possible, to operate on the basis of consensus. A list of Board Members eligible to vote can be found in Schedule 2.

10.2 Should it not be possible in a specific instance to find a consensus, the decision will be made on the basis of a simple majority. The Chair will have the casting vote.

10.3 Matters which are the responsibility of the Accountable Body, (for externally secured funding) will be reserved to NEDDC. This includes

taking responsibility for the appropriate defrayal of all secured regeneration funding (Town Fund and any other secured external partnership funding) and the Council will not be bound by decisions of the Board which could compromise its position as Accountable Body.

11. Minutes

- 11.1 The Chair will sign the minutes of the proceedings at the next suitable meeting. The Chair will move that the minutes of the previous meeting be signed as a correct record.
- 11.2 The minutes will include a list of agreed action points, which will be discussed in considering the minutes of the previous meeting.
- 11.3 Minutes will be made available to the public.

12. General Matters

- 12.1 Board Members should make themselves available from time to time to meet the Cabinet of NEDDC both formally and informally, and to attend meetings of the Council's Scrutiny Committees as and when invited.
- 12.2 Board Members shall duly sign and return the Clay Cross Town Board's Code of Conduct (Appendix 1) and Declaration of Interests on an annual basis.
- 12.3 The Board may be provided with appropriate and timely training, both in the form of an induction programme for new Members and on an ongoing basis.
- 12.4 The Board shall be entitled to invite relevant third parties to attend any meeting of the Board as observers and they may be entitled to speak at a meeting of the Board with the prior permission of the Chair but shall not be entitled to vote.
- 12.5 The Board shall give due consideration to all laws and regulations as appropriate.
- 12.6 The Board will, from time to time, consider projects and proposals of a "commercial in confidence" or sensitive nature that will not be for publication under existing legislative provisions (Data Protection and Freedom of Information). All Board Members and invited third parties will observe the need for confidentiality in this respect.
- 12.7 The Clay Cross Town Board will be subject to the privacy legislation contained within Data Protection Act 2018, Freedom of Information Act 1998 and the Environmental Protection Regulations (various). Such requests will be serviced by NEDDC in accordance with NEDDC policies and procedures.

12.8 Members of the public may wish to contact the Clay Cross Town Board. Any such contact will be managed by the Clay Cross Town Board Delivery Team and contact details will be published on the Clay Cross Town Deal website. The Delivery Team may where appropriate, engage with the Chair and/or wider Board.

13. Review

13.1 The Government may publish further guidance on the operation and function of Town Deal Boards and these Terms of Reference must be reviewed in accordance with any such guidance.

13.2 The Board may amend these terms of reference at any time and will be reviewed on an annual basis.

Schedule 1

Clay Cross Town Board Code of Conduct

The Clay Cross Town Board (CCTB) has adopted this code setting out the expected behaviours required of its Board Members, acknowledging that they each have a responsibility to represent the ambition of the Town Deal for Clay Cross and work constructively with the Town Deal Delivery Team and partner organisations to develop and deliver the own Board Investment Plan and associated activities.

The Role of the CCTB is to;

- Develop and agree an evidenced based Town Investment Plan (also known as the Masterplan).
- Develop a clear programme of interventions
- Coordinate resources and influence stakeholders

In accordance with the Towns Fund Prospectus, when acting in a Board Member capacity, members must be committed to behaving in a manner that is consistent with the Nolan principles to achieve best outcome for our residents and maintain public confidence in the actions of the Board;

SELFLESSNESS:

Holders of public office should act solely in terms of the public interest.

INTEGRITY:

Holders of public office must avoid placing themselves under any obligation to outside individuals 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 material benefits for themselves, their family or their friends. They must declare and resolve any interests and relationships.

OBJECTIVITY:

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

ACCOUNTABILITY:

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to the scrutiny necessary to ensure this.

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.

HONESTY:

Holders of public office should be truthful.

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.

Conflict of Interests

Having regard to the nature of the likely interventions that will be explored as part of development of the Investment Plan, from time to time a conflict of interest may arise for Board Members.

A conflict of interest arises where a Board Member, a close associate, immediate family, business, organisation or employer has an interest in a matter which is the same as, connected to or may be affected by the matter under discussion.

At a meeting, Members must declare any interest which they have in any matter to be considered at that meeting. If the interest in the matter being discussed which a member of the public who knew of the facts would reasonably regard as so significant that it is likely to prejudice the Board Members judgement of the Board's interest in the matter, then the Board Member must declare the interest at the start of the agenda item and must not vote on the matter. However, due to the nature of information the Board Member may have relating to the topic under discussion, such as financial, viability, feasibility and volume by way of example, the Board Member will be able to take part in the debate.

A Register of Interest will be maintained by the Secretary to the Board.

Registration of Gifts and Hospitality

Board Members must register in the Register of Members Gifts and Hospitality, held by the Council's Monitoring Officer any gift or hospitality worth £50 or over received (or offered), in connection with their official duties as a Board Member and the source of that gift or hospitality (or offer) within 28 days of receiving it.

Acceptance by Board Members of hospitality through attendance at relevant events, conferences and other Board related activity is acceptable where it is clear the hospitality is corporate rather than personal.

Complaints

Where a person has reason to believe that the conduct of a Board Member of the CCTB has fallen short of the standards set out above, encapsulated in the Nolan Principles, a complaint may be made in writing to;

Assistant Director of Governance (Monitoring Officer)
North East Derbyshire District Council,
2013 Mill Lane,

Wingerworth,
Chesterfield,
Derbyshire,
S42 6NG

Or email Sarah.Sternberg@ne-derbyshire.gov.uk

The complaint should set out as follows;

- i. The nature of the complaint
- ii. Details of how the Board Member was acting in an official Clay Cross Town Board capacity
- iii. Details of which Nolan Principle has been breached and why
- iv. If relating to a conflict of interest, details of how the conflict has occurred and impact of that conflict.

The Director of Growth and Assets will review the complaint and determine if the Clay Cross Town Board Member was acting in an official capacity and if the complaint was proven, whether a Nolan Principle would have been breached. If both these are criteria are met, the complaint will be referred to the Chair of the Clay Cross Town Board (or Deputy Chair in the event the Chair is subject to a complaint).

Removal of a Clay Cross Town Board Member from the Board

In the event Clay Cross Town Board Member's conduct falls short of that expected and a breach of the Code of Conduct has taken place, the Board may by resolution remove that Board Member from the Clay Cross Town Board.

This may only occur when;

- i. The Board Member has been given at least 14 days clear days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it will be proposed; and
- ii. The Board Member has been given a reasonable opportunity to make representations to the meeting in person and/or in writing. The other Board Members must consider any representations made by the Board Member and inform them of their decision following such consideration.
- iii. There shall be no right of appeal from a decision of the Board's decision to terminate the membership of a Board Member.

Further information

Please email any further queries to Sarah.Sternberg@ne-derbyshire.gov.uk

Schedule 2

Voting Board Members

Public Sector

- Leader of North East Derbyshire District Council
- Deputy Leader of North East Derbyshire District Council
- Portfolio Holder for Health and Leisure for North East Derbyshire District Council
- Portfolio Holder for Growth and Assets for North East Derbyshire District Council
- Leader of the Opposition for North East Derbyshire District Council
- Representative of Clay Cross Parish Council
- MP for North East Derbyshire
- Councillor and Cabinet Representative for Derbyshire County Council
- Director of Growth and Assets for North East Derbyshire District Council
- Senior Regeneration Officer for Derbyshire County Council
- General Manager of Chesterfield and North East Derbyshire for Derbyshire Community Health Services NHS Foundation Trust
- Representative from Chesterfield College
- Representative from University of Derby
- Representative from Department of Work and Pensions
- Representative from D2N2/EMCCA

Private Sector *(and private sector Board Members appointed throughout the year)*

- Lee Barnes (Inspire Design Group)
- Andrew King of Clay Cross Town Centre Group
- Representative of Urban Design & Developments, Riber Products Ltd