

## Background

These terms of reference provide an update to the previous version, agreed by the Board in April 2020. Those terms of reference identified that the purpose of the Board was to submit a Town Investment Plan, which has now been completed. They also set term lengths for the Chair and for Board Members.

This update aims to reflect the continued role of the Board while the Town Deal transitions into delivery of the projects, for which Sefton Council is the accountable body.

## TERMS OF REFERENCE

### 1.0 Purpose and Objectives of the Board

1.1 The Purpose of the Board is to support the delivery of the projects, by the accountable body, within the Town Investment Plan.

1.2 The Objectives of the Board are to:

- Support ongoing consultation and engagement regarding the Town Deal projects, championing their role in, and importance to, the future of Southport.
- Monitor delivery of the projects against the agreed vision, strategy and Town Investment Plan.
- Serve as an advisory board to the local Council, as accountable body, where helpful.
- Support monitoring and evaluation activity associated with delivery of the projects and reporting to central government, where applicable.

### 2.0 Board Membership

2.1 The **Chairperson** will be a locally-invested business leader, nominees proposed by the Lead Local Authority, and approved by the Board, having taken into consideration a number of factors including the ability to meet all the essential requirements of a Board Member and in addition, a demonstrable ability to:

- understand the public, private, voluntary and community sectors
- run an effective Board and manage relationships with both shareholders and stakeholders
- ability to influence and persuade and communicate with others towards achieving the purpose and ambition of the Board
- competently manage conflicts that may arise through competing/conflicting interests of the Board members and key stakeholders
- ensure that the business is discussed in line with the agenda and ensure that everyone's views are heard and discussed, clear decisions are reached, accepted and follow-up

The Chairperson is invited initially for a term of office for 36 months from the time of writing, with options to extend for a further 12 months subject to progression and conclusion of the projects.

2.2 The **Vice Chair** will provide leadership in guiding the Board in the absence of the chair.

In the absence of the Chair, the **Vice Chair** will:

- Preside over meetings of the Board in line with responsibilities of the Chair

- As required, fulfil other responsibilities of the chair, consistent with Boards policies and Terms of Reference

2.3 The Board will be comprised of not more than 20 members.

2.4 Selection and appointment of the **Board Members** will be led by the Lead Local Authority, Sefton Metropolitan Borough Council. It is the Council's responsibility to ensure that the Board should include:

- The Council's Cabinet Member for Regeneration and Skills
- All layers of local government, Mayoral Combined Authority, Town and Parish Councils, Local Enterprise Partnerships
- Local business and investors
- Community representatives
- Local MPs (Members of Parliament)

The Board may also include:

- Local BID (Business Improvement District)
- Job Centre Plus
- Anchor Institutions
- Arms-length bodies and other non-governmental agencies

2.5 Duration of Board Membership will be for a period of 36 months from the time of writing, with options for extension with the agreement of the Board and the Lead Authority.

2.6 The selection and appointment process of Board Members will be invitation-led and the following criteria will be taken into consideration:

- Demonstrable passion and commitment to the development of Southport's future
- Record of commitment of time and resources into local social and economic infrastructure
- Willingness to engage with the Local Authority and Town Deal Board, abiding by the Terms of Reference of the Town Deal Fund Board and its Code of Conduct and Decision-making processes
- Respected and credible local community leader
- Ability to meet the time commitments of the Board and attend Board meetings regularly
- Domain knowledge or expertise, pertinent to the business of the Board

2.7 Board Members will not substitute with a deputy if unable to attend.

2.8 Board Members will be required to adhere to the governance standards and policies of the Lead Council including Whistle Blowing, Code of conduct (including declaration of conflicts of interest and the Nolan Principles on Standards in Public Life) and complaints, as well as previous policies and decisions agreed by the Board (for example, procurement policy).

### **3.0 Meeting**

3.1 Meetings will be held quarterly for a period of approximately two hours, at an accessible and appropriate venue within the town of Southport, or via Microsoft Teams.

3.2 Secretariat support will be provided by officers of Sefton Council, recording the business, decisions and actions of the Board.

3.3 The Council will be responsible for ensuring that the Town Deal Board:

- aligns with the governance standards and policies of the Lead Council including whistle blowing, conflicts of interest and complaints
- The meetings are open by default in terms of how the Board conducts its business whilst recognising commercial sensitivity i.e. agendas, minutes and decisions will be published

- Ensure that all evidence and supporting documents will be made publicly except where exempt by virtue of commercial confidence.

- 3.4 The meetings will not be open to attendance by the press and public.
- 3.5 Agendas, decisions and actions agreed by the Board will be made available to Members of the Public via Mog.Gov operated by the Lead Authority.
- 3.6 Costs of hosting the meeting will be met by development resources managed by the Council. Costs of travel to Board meetings will not be met, but reasonable pre-approved expenses to carry out agreed business of the Board, may be met.

#### **4.0 Decision-making**

- 4.1 All board members have a responsibility to ensure that adequate discussion of issues occurs before decisions are made.
- 4.2 The Board does not have a direct role in project delivery, but will receive information to enable the offer of support and guidance to the accountable body where helpful, as per the objectives of the Board. All such information will remain commercially sensitive and confidential.
- 4.3 The Board does not have sovereign power over the decisions and resources of any single organisation but may exercise persuasion and influence to achieve the primary objectives of the Board with respect to multiple stakeholders and organisations.
- 4.4 Board Members are expected to attend regularly, and meetings will be diarised to ensure optimal attendance. However, if Board members are not able to attend, they are still required to read the board papers and make their views known to the Chair of the Board in advance of the Board meeting.
- 4.5 If consensus cannot be agreed by the Board, in the first instance, the Chairperson will mediate towards satisfactory resolution, based on an evidenced-led approach. If the Board still cannot reach consensus, decisions will be made on the basis of voting by simple majority of those attending.
- 4.6 In the event of a tied-vote the Chair will exercise a casting vote.
- 4.7 As accountable body for the delivery of the Town Deal projects, the decision making processes and authorities of the Cabinet and Council of Sefton Council will supersede those of the Board, depending on the subject matter under discussion.

#### **5.0 Board Responsibilities**

- 5.1 The primary responsibilities of the Board are to:
- Support ongoing consultation and engagement regarding the Town Deal projects, championing their role in, and importance to, the future of Southport.
  - Monitor delivery of the projects against the agreed vision, strategy and Town Investment Plan.
  - Serve as an advisory board to the local Council, as accountable body, where helpful.
  - Support monitoring and evaluation activity associated with delivery of the projects and reporting to central government, where applicable.

#### **6.0 Delegating Tasks and Powers**

6.1 Additional non-Board members may be invited to provide skills, resources, insight and capacity to certain tasks but must abide by the decision-making structures, Code of Conduct and Terms of Reference of the Board.

6.2 Procurement processes for any goods or services will be governed by the Financial Regulations and Procurement Procedures of the Council as the accountable body, as per the agreed policy of the Board.

## **7.0 Code of Conduct**

7.1 One Code of Conduct will cover all Members of the Town Deal Board with respect to its purpose and objectives and its sub-committees supporting the development and delivery of the Board's role. Supporting Officers will abide by the Code of Conduct of their own organisation.