

## **Appendix I – Terms of reference – Town Deal Board**

### **BRIGHOUSE TOWN DEAL BOARD Terms of Reference (Revised November 2021)**

#### **1 INTRODUCTION**

1.1 Brighouse is one of the 101 towns included in the Ministry of Housing, Communities & Local Government (MHCLG)'s Towns Fund (now the Department of Levelling Up, Housing & Communities, DLUHC), set up to address growth constraints and to deliver long term economic and productivity growth through:

- Urban regeneration, planning and land use
- Skills and enterprise infrastructure
- Connectivity

1.2 The Towns Fund provides an opportunity for Brighouse to agree a Town Deal with DLUHC and thereby benefit from significant investment for growth.

1.3 The Brighouse Town Deal Board brings together key stakeholders from the private, community and public sectors to guide, steer and influence the transformation of the town with an objective to drive inclusive, sustainable, long term economic growth.

#### **2 PURPOSE OF THE BRIGHOUSE TOWN DEAL BOARD**

2.1 The Brighouse Town Deal Board ("the Board") is the vehicle through which the vision and strategy for the Brighouse Town Deal is developed, articulated and promoted.

2.2 The Town Deal Board will work with both the Council and local stakeholders to promote and support the agreed Investment Case for the town centre, in line with the aims and objectives of the government's Towns Fund

2.4 The Board has:

(i) developed and agreed an evidence-based Town Investment Plan that includes:

- Background, context and evidence of need for suggested interventions
- A vision for Brighouse, complementing agreed or emerging local economic strategies
- A high-level description of priority areas for the short, medium and long term including:
  - Activity that can be locally funded
  - Projects that could be supported by public investment (including through the Towns Fund), with high level costs estimates
  - Ambitions for private sector investment and community involvement

#### **3 VISION FOR BRIGHOUSE AND VALUES**

3.1 Our vision is a thriving market town which capitalises on its unique landscape, its environment, and its renowned community activism and enterprising spirit. Brighouse will have a strong visitor economy and be a beacon for social and environmental enterprise, creative industries and healthy living.

3.2 The vision is underpinned by three cross-cutting themes:

- Health & well-being – optimising the health and well-being of people in Brighouse throughout the course of their lives.
- Inclusive growth – helping local people develop new skills and secure more and better-quality jobs, leading to increased household incomes and an economy from which everyone benefits.
- Creating a sustainable future – resilient individuals and communities living in healthy environments but also ensuring growth is clean to meet zero carbon target of 2038.

3.3 Members of the board will develop and steer the strategic delivery of the Town Investment Plan informed by the following agreed values:

- **Ensuring a mandate for action** – consult and inform Brighouse residents, businesses and organisations in the development and delivery of the Town Investment Plan
- **Recognising and responding to the climate challenge** – shape the strategic decisions so that Town Investment Plan interventions are working towards solutions to address the Climate Emergency as declared by Calderdale Council, partner organisations including the West Yorkshire Combined Authority and advancing national government's Net Zero goals.
- **Ensuring inclusion** – ensuring diverse and underrepresented Brighouse voices are involved in decision making, wherever possible, at each phase of development. The Board will endeavour to represent and champion all of Brighouse.
- **Believing in Brighouse** – Town Investment Plan interventions and delivery should amplify the unique qualities and opportunities in Brighouse now and in generations to come in terms of access to nature, arts and culture, business, tourism and quality of life.
- **Being Kind and Fair** - in making strategic decisions the board will at all times endeavour to work from a place of compassion and generosity to listen, reflect and lead by example the travel towards a kinder and fairer Brighouse that avoid inequality.

## 4 ROLES AND RESPONSIBILITIES

4.1 **The Chair** - The role of the Chair is to lead the Board in defining vision and strategic direction, and in delivering the desired outputs and outcomes, whilst ensuring that appropriate procedures for governance and productive working relationship with Calderdale as accountable body are in place.

4.2 The key responsibilities of the post of Chair are to:

- Appoint a vice or vice chairs to ensure productive working relationship.
- Provide strategic leadership and direction to ensure that the Board achieves its goals
- Lead the efforts of the Board to agree and deliver a Town Investment Plan for Brighouse and the agreement of business cases for individual projects
- Effectively chair meetings of the Board, leading it towards strategic decisions that ensure the vision and key objectives of the Board are delivered.
- Achieve wherever possible consensus decisions through bringing together the board and allowing respectful debate
- Be an effective influencer and “ambassador” for Brighouse at local, regional and national levels working with appropriate partner organisations and individuals
- Be an effective advocate on behalf of the Board and the businesses and people of Brighouse, in particular at conferences and events/meetings with Ministers, MPs and key civil servants
- Reflect the agreed policies of the Board and its members in all discussions with partners, stakeholders, government and its agencies.
- Ensure that the Board adheres at all times to high standards of ethics and governance in public life and is an exemplar to other organisations

- Ensure that all Board members participate actively in the work of the Board, encouraging their attendance and engagement and keeping regular contact with all members
- Exert a casting vote in Board decisions if circumstances so require

**4.3 Vice Chair** - The role should reflect the responsibilities outlined for the Chair. The Vice Chair should work closely with and support the Chair. Ideally, they should supplement Chair's skills and or beneficial networks/connections to enhance the wider investment plan.

**4.4 Board Members** - Board members have a responsibility to uphold high standards of integrity and probity. They should support the Chair and Vice Chair in instilling the appropriate culture, values and behaviours in the boardroom and beyond.

4.5 Board members should solicit and take into account the views of other stakeholders, because these views may provide different perspectives on the Board and its performance.

4.6 The duties and responsibilities of a Board member are to:

- Attend meetings of the Board and if representing a specific organisation/agency to nominate an appropriate named substitute where attendance is not possible, subject to the prior agreement of the Chair.
- Reflect the agreed view of the Board and its members in all discussions with partners, stakeholders, government and its agencies
- Consult and inform Brighouse residents, businesses, organisations and other stakeholders while developing and implementing the Town Investment Plan
- Actively develop a culture of collaboration and partnership working
- Formally represent the Board in meetings with other bodies and partner organisations as required
- Review and approve collectively as a Board the prioritisation of projects
- Review and approve collectively as a Board the Final Business Cases for projects
- Ensure, and challenge if necessary, the adherence of the Programme with the assurance framework
- Receive and review programme level updates, providing direction as necessary to the Programme Officer regarding issues arising
- Help shape and receive the project and programme evaluation

## **5 CALDERDALE ACCOUNTABLE BODY FUNCTIONS**

5.1 As accountable body, it is CMBC's responsibility to:

- ensure the recruitment, appointment and management of programme, project and assistant project managers to facilitate the successful delivery of the projects that are approved, including procurement and management of all resources.
- successfully commission, appoint and manage consultants to develop the town investment plan, the business cases of the projects, and to support the board in the development of robust assurance frameworks for the projects.
- ensure that the obligations under Public Sector Equality Duty are met
- ensure that Environmental Impact Assessments for all projects are undertaken and recommendations in theses assessments followed
- provide secretariat and technical support to the board, working with the Chair to develop agendas, producing papers to support decision-making and providing the appropriate technical information and officer support at meetings to facilitate informed

- decision-making.
- provide timely updates in the form of reports and verbal updates in accordance with this Assurance Framework.

## 6 BOARD MEMBERSHIP

6.1 It is desirable that board members either live in Brighouse or have significant business or cultural interests in the town. However, if particular skill sets are required exceptions may be made by the board. The board shall consist of a maximum of 13 voting members.

6.2 Selection of Chair and Board members was initially conducted by the lead council in line with the MHCLG (now DLUHC) prospectus. Recruitment and selection is now assumed by the board.

6.3 A selection process will include advertising publicly for vacant full board positions and recruitment will be by a panel consisting of the Chair, programme manager and an independent HR specialist from the accountable body. Where the selection involves the recruitment of a Chair from outside the existing board this will likewise be by advertisement. The panel will include an interim chair/vice chair, programme manager and an independent HR specialist. Recommendations of the panel for a chair will be subject to ratification by the board.

6.4 The Town Deal Board will derive its core membership from:

- Chair, CMBC Councillor
- Vice Chair, Private Sector Representative
- 2 x CMBC representatives
- Private sector representatives: - from local Brighouse businesses. Max x 5 (including Vice Chair)
- Voluntary and community sector. representatives Max x 5
- Member of Parliament for the Calder Valley (or their representative)
- West Yorkshire Combined Authority will provide a representative in an **advisory** capacity

6.5 \*As the Accountable Body to the Government for the Town Deal funding, Calderdale Council will identify their appropriate representatives for the Board.

6.6 The lead council had responsibility for establishing the current board, the board will now assume responsibility for future governance under these TORs.

6.7 In addition to its core membership outlined in paragraph 6.4, the Board, at the discretion of the Chair, will have the power at any time to co-opt new members on to the Board for a period of time or invite other specialists for a period of time to provide advice and attend meetings. Such co-opted new members or other invitees will not have voting rights unless they permanently replace an existing core member of the Board. Should the Board need to go outside any existing board members for a chair, they would have voting rights.

6.8 A Board member shall cease to be a member in the event of:

- giving written notice to the Board of their resignation, to take effect on receipt by the Chair of the notice of resignation or, if later, the date stated in the notice.
- death or ill health that means they are not able to continue in the role
- bankruptcy

- failure to attend three meetings, unless in the case of ill health, or some other reason as accepted by the Chair
- refusal to adhere to the values and behaviours of the board, including Code of Conduct that each Board member must sign
- Private sector and Community board members must retire every three years but can be reappointed by the board at the end of each three -year period. The period of tenure begins and ends in July for all those members regardless of when they joined.

## **7 BOARD MEETINGS AND CONDUCTING OF BUSINESS**

7.1 The Board will meet quarterly. A minimum of 12 month's advanced schedule of meetings will be circulated and agreed by Board members at the beginning of each year. Situations may arise where additional meetings are required. In this instance, a minimum of 5 clear working days' notice must be given and exceptional meetings would be held at the Chair's discretion. Similarly, Board meetings may be held in person, on-line or where technically feasible a hybrid of these two formats. The format of each Board meeting will be determined in advance and is at the Chair's discretion, having first canvassed the views of Board members and other advice received from the Accountable Body. It is anticipated that sub-groups of the Board will be held in person but will adhere to Government guidance concerning social distancing and other Health & Safety advice (including that provided by the Accountable Body).

7.2 No business shall be transacted at any Board meeting unless a quorum is present. A quorum will be seven members and must include the chair or a vice chair.

7.3 Each Board member shall have one vote and decisions will be made on a show of hands or an email return by a given date and time. In the event of an equality of votes the Chair of the meeting shall have a casting vote.

7.4 CMBC will provide administrative and technical support to the Board. They will produce copies of agendas and reports for members, at least 5 clear working days before each board meeting, and copies of minutes of board meetings that are open to public inspection 10 clear working days after each board meeting. These will be made available on the Calderdale MBC website.

**7.7 Observers:** By default the Town Deal Programme Manager and Calderdale's Major Programme Officer will attend Board Meetings to provide secretariat duties and advise, they will not have voting rights. Other advisors, presenters and observers will be permitted to attend with the prior agreement of the Chair. Where it is appropriate the Chair will invite DLUHC and the Towns Fund Delivery Partner to send a representative to attend Board meetings as an observer/advisor. Board members will be advised of observers/advisors who are to be in attendance as a fixed item on each Agenda circulated.

7.8 Meetings will be held in a manner that the public can observe, either by being present or via a webcast.

7.9 Some business may need to be conducted through sub-groups or task and finish groups. These will be led by a board member and sub-groups will have schemes of delegation to be prepared by those sub-groups and agreed by the board. Task and finish group will be led by a board member and take up actions resulting from board meetings. They will report to the Chair.

## **8 BOARD MEMBERS' CONDUCT**

8.1 Board members are expected to adhere to the Board Members code of conduct as set out in these Terms of Reference, and adhere to the Seven Principles of Public Life, known as the Nolan Principles, as defined by the Committee for Standards in Public Life. They can be found at <https://www.gov.uk/government/publications/the-7-principles-of-publiclife>

8.2 Members who are found to be in breach of these principles may be required by the board to resign or be dismissed by a 50% plus one majority of the board's voting members. If such a member belongs to a nominating organisation the organisation will be asked to provide a substitute. Otherwise the board can co-opt a member from elsewhere (see also paragraph 6.7).

8.3 There may be other occasions where a member is not willing to adhere to the Board's own stated visions and values. The board may likewise require a resignation or undertake to dismiss the member.

8.4 The Chair may suspend a member pending any disciplinary investigation or processes.

8.5 The board may suspend the Chair or Vice Chair pending any disciplinary investigation or processes. This can be instigated by notification in writing of a simple majority of the voting members. The next normal or an extraordinary board meeting will deal with the disciplinary matter.

8.6 Right to appeal - The accountable body has a disciplinary process which the board could follow if a member does not accept the board's decision to dismiss them

## **9 CONFLICTS OF INTEREST**

9.1 CMBC officers will maintain and publish on the Brighthouse Town Deal website a Register of Board Member Interests.

9.2 The following provisions shall apply to all Board members:

9.3 Board members must disclose upon becoming a member all interests, pecuniary and otherwise, that may give rise to a conflict of interest in terms of investment from the Towns Fund, and update officers on any change in these interests

9.4 In the event that there is a conflict of interest the person so conflicted shall immediately declare the nature of the conflict or potential conflict and withdraw from any business where the conflict would be relevant.

9.5 Whenever a person has an interest in a matter to be discussed at a meeting the person concerned will not be:

- entitled to remain present at the meeting during discussion of that matter
- counted in the quorum for that part of the meeting
- entitled to vote on the matter

9.6 The Chair may, at any time authorise a person to remain in the meeting whilst a matter in which they have or may have a conflict of interest is discussed, provided that the conflict of interest is declared and the person subject to the conflict of interest shall not be entitled to vote on the matter.

## **10 CHANGES TO THESE TERMS OF REFERENCE**

10.1 The Terms of Reference of the Board may be amended by the Board at any meeting subject to a majority vote. 14 days notice must be given of any proposed changes to the Terms.

REVISED