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| <b>Agenda Item</b> | <b>2</b>                                 |
| <b>Title</b>       | <b>Governance and Terms of Reference</b> |
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## 1. Purpose

To review and agree the Terms of Reference for Stevenage Development Board

## 2. Background

In 2015 a local partnership, Stevenage First, was formed to support the early stages of regeneration work in Stevenage, involving a range of local partners. This partnership worked together to commission a regeneration framework using commercial and masterplanning advice, a range of studies and preparation work, and secured enabling funding for regeneration. Working together a package was put forward to government in 2016 under Growth Deal Round 3.

When awarding Growth Deal 3 funding in February 2017, Ministers agreed that the bid from Hertfordshire LEP presented a strong case for investment, but had some concerns around funding, capacity and governance to deliver regeneration in Stevenage. A revised package of projects was agreed, subject to conditions that:

- Local partners create a new governance structure to oversee the regeneration, with an independent Chair
- The new structure should include a stronger business voice than the pre-existing Stevenage First, with representation from local employers
- The new structure should also include stronger political representation, including the local MP

In discussions with government officials local partners confirmed they would support and work with these governance requirements.

The inclusion of Stevenage in the list of 101 towns invited to develop proposals for a Town Deal gives the opportunity to create a development board which brings parties together, with an independent business chair. This can consolidate the oversight of Local Growth Funding and the Town Investment Plan.

In order to meet these conditions we propose creating a Stevenage Development Board that will oversee the Growth Deal 3 programme and development and delivery of the Town Investment Plan.

The government's Cities and Local Growth Unit has asked that the Board's governance is consistent with existing guidance already in place for Town Deal Boards, including:

- Membership should reflect a range of representatives to ensure a cross-section of different interests and views are represented fairly – this will include local businesses

and investors, other tiers of local government and the local MP. *We consider that this condition has been met by the proposed Terms of Reference*

- All members should adhere to the Nolan Principles, set out clear Terms of Reference, and agree to a Code of Conduct. *We consider that this condition has been met by the proposed Terms of Reference*
- The Board's governance structure and ways of working should be published, detailing, for instance, the conditions under which it is considered quorate, and how it will agree decisions. *We consider that this condition has been met by the proposed Terms of Reference*
- On transparency, the Board should be 'open by default'. Governance structures, profiles on key stakeholders, meeting agendas and minutes (in accordance with the Local Government Act 1972), evidence and any supporting documents for Town Investment Plans should be made publicly available (acknowledging that commercially sensitive information will need to be protected). *We consider that this condition has been met by the proposed Terms of Reference, and will be reinforced by the publication of papers on the SBC website*

When the new Chair convenes the first meeting of the Stevenage Development Board and Terms of Reference have been agreed which reflect the above, The Minister is content that the conditions placed on Growth Deal 3 funding will have been met.

### **3. Terms of Reference**

The proposed Terms of Reference are set out in **Appendix A**. These are very similar to the draft Terms of Reference that were sent out with the papers for the last Board meeting, but have been amended to reflect the Cities and Growth Unit's comments above.

### **4. Recommendation**

The Board is asked to approve the Terms of Reference attached to this report, subject to any changes made by the Board at its meeting on 20<sup>th</sup> March 2020 and delegate and final minor amendments to Officers following consultation with the Chair.

## Appendix A

### STEVENAGE DEVELOPMENT BOARD

#### Terms of Reference

*Last Updated 16<sup>th</sup> March 2020*

#### INTRODUCTION

Stevenage was the first new town to be designated under the New Towns Act of 1946 and was the first place in Britain to have a fully pedestrianised town centre. The town has ambitious regeneration plans spanning the next 20 years. Building on energy, confidence and determination for growth and change across Stevenage, the new independent Board will oversee the regeneration of the town, working together to secure investment and real change for its 85,000 residents. Development is now moving at pace and the town's residents will be encouraged to play an active part, and their suggestions will be sought and considered by the Board.

Stevenage is one of the 101 towns included in the Ministry of Housing, Communities & Local Government (MHCLG)'s Towns Fund, 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

The Government's Towns Fund provides an opportunity for Stevenage to develop a Town Investment Plan, to negotiate and agree a Town Deal with MHCLG and thereby benefit from significant investment for growth.

MHCLG has indicated that Stevenage should create a Development Board that incorporates a Town Deal Board and to oversee the commissioning and delivery of projects funded by the Growth Fund (GD3).

#### THE ROLE OF THE STEVENAGE DEVELOPMENT BOARD

The Board's role is to provide strategic leadership and to set out a Town Investment Plan with a clear vision, strategy and delivery proposals in place. It will:

- Oversee the regeneration of the Stevenage town centre, including the Local Growth Fund Round 3 (GD3) projects
- Hold partners to account to ensure projects are delivered on time and on budget
- Manage risks and address issues as they arise by acting as a convenor and critical friend to key partners
- Provide expert advice to stakeholders
- Champion economic opportunities to galvanise local, regional and national support for the regeneration
- Coordinate resources and influence stakeholders
- Act as the Stevenage Town Deal Development Board for the purposes of securing and delivering Town Deal funding
- Develop and agree an evidence-based Town Investment Plan that includes:
  - Background, context and evidence of need for suggested interventions
  - A Town Deal vision for Stevenage, complementing agreed or emerging local economic strategies
  - A high level description of priority areas for the short, medium and long term including identifying projects that can be locally funded and delivered, projects that require public sector contribution, and projects which can attract external funding
- Develop a clear programme of Town Deal and other regeneration and economic growth interventions

The area the Board will represent is the Stevenage Borough Council geographic area.

The Board is not a legal entity, and its role is advisory. In respect of the Town Deal, its role is to prepare a well evidenced Town Investment Plan which sets out a clear understanding of Stevenage focusing on its assets, opportunities and challenges. It will subsequently assist in the production of business cases to access Town Deal funding.

## **BOARD MEMBERSHIP**

The Board is made up of members drawn from the private, public and not-for-profit sectors, comprising:

- An independent chair from the private sector
- The Member of Parliament for Stevenage
- Two representatives of Stevenage Borough Council (SBC)
- A representative of Hertfordshire County Council (HCC)
- A representative of the Hertfordshire Local Enterprise Partnership
- A representative of the Hertfordshire Chamber of Commerce
- Two representatives from large businesses having bases in Stevenage
- Two representatives from small and medium-sized enterprises (SMEs)
- A representative of a key education and skills provider

- A representative of a relevant national body in relation to themes such as homes/housing and urban design
- A representative from the arts and culture sector
- Two representatives of a major landowner and/or a developer in the town
- A representative from the local community, appointed through a process led by SBC.

The Board will invite MHCLG to send a representative to attend Board meetings as an observer.

Once appointed, the Chair will invite stakeholder organisations listed above to nominate individuals to represent them on the Board. In the event of the Board meeting ahead of the Chair being in post, interim appointments will be made.

Individual membership of the Board is dependent on the continuing support of the relevant nominating body.

The Board will have the power at any time to co-opt further members if and when an appropriate candidate becomes available.

Within 12 months the Board will aim to have a minimum female representation of 33% in line with Government recommendations, subject to the appropriate candidates becoming available.

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

- such member giving written notice to the Board of their resignation, to take effect on receipt by the Board of the notice of resignation or, if later, the date stated in the notice
- such member's death or, being a corporation, its winding up
- such member's bankruptcy, making of any arrangement or composition with her/his 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
- such member ceasing to have an office or other base within Stevenage or ceasing to be employed by such organisation as entitles them to be a member, at the Board's discretion.

All Board members must retire every three years but can be reappointed by their nominating body at the end of each three year period.

## **BOARD MEETINGS**

SBC will provide administrative support to the Board.

## **Frequency**

The Board will meet monthly in the first six months of operation, with an expectation of meeting four times per year thereafter.

In exceptional circumstances the Board meeting could meet by electronic communication means, at the discretion of the Chair.

## **Quoracy**

No business shall be transacted at any Board meeting unless a quorum is present. The quorum shall be eight representatives including one SBC representative and a large business or SME representative as a minimum.

## **Board Attendance**

If any Board representative does not attend four meetings in any one 12 month period then they cease to be a Member of the Board unless otherwise agreed by the Chair.

## **Public Attendance**

Members of the public may attend all board meetings, unless information relating to the financial or business affairs of any person, organisation or project is likely to be disclosed.

## **Notice of Meetings and Board Papers**

SBC will give at least five clear working days' notice, or such notice as determined by the Chair, of all Board meetings by publishing details on its website, or on a separate dedicated website when that is developed.

## **Transparency**

In line with government recommendations all Stevenage Development Board papers (agendas, minutes, supporting papers, reports, etc.) will be made publicly available either on the SBC website or on a separate dedicated website when that is developed. The exception will be documents that contain commercially sensitive information which will be protected in accordance with the Local Government Act 1972.

Copies of agendas and reports that are open to public inspection will be published at least five clear working days before each board meeting, or such notice as determined by the Chair. Copies of minutes of board meetings will be open to public inspection as soon as practicable once they have been approved by the Board.

## Voting

Each Board member will have one vote. It is the intention of the Board to reach consensus but, where this is not possible, decisions will be made on a show of hands. In the event of an equality of votes the Chair shall have a casting vote.

## BOARD MEMBERS' CONDUCT

Board members are expected to adhere to the Seven Principles of Public Life, known as the Nolan Principles, as defined by the Committee for Standards in Public Life . They are:

- **Selflessness:** Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends.
- **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties.
- **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
- **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
- **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it.
- **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership:** Holders of public office should promote and support these principles by leadership and example

## **Conflicts of Interest**

SBC will maintain and publish on its website, or on a separate dedicated website when that is developed, a Register of Board Member Interests.

The following provisions shall apply to all Board members:

- 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.
- 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

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.

## **ROLES AND RESPONSIBILITIES**

### **The Chair**

The role of the Chair is to lead the Board in defining vision and direction, and in delivering the desired outputs, whilst ensuring that appropriate procedures for governance and management of resources are in place.

The key responsibilities of the post are to:

- Provide strategic leadership and direction to ensure that the Board achieves its goals
- Lead the efforts of the Board to support the regeneration and growth of Stevenage, including agreeing a Town Investment Plan for Stevenage and business cases funding
- Effectively chair meetings of the Board, leading it towards decisions that ensure the strategic vision and key objectives of the Board are delivered.
- Be an effective influencer and “ambassador” for Stevenage 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 Stevenage, 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

### **Board Members**

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

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

The duties and responsibilities of a Board member are to:

- Attend meetings of the Board and to nominate an appropriate named alternative where attendance is not possible and subject to consultation with the Chair
- Reflect the agreed view of the Board and its members in all discussions with partners, stakeholders, government and its' agencies
- Support the Chair by leading on activities relevant to their knowledge and experience by representing the interests of the Board in meetings with partners, stakeholders, government and its' agencies
- Actively develop an effective partnership
- Contribute knowledge and expertise to the development of Stevenage, including the Town Investment Plan, and business cases for funding
- Formally represent the Board in meetings with other bodies and partner organisations as required