

Pride in Place Neighbourhood Board for Raffles and Morton

Terms of Reference

1. TERMS

Term	Meaning
Accountable Body	Cumberland Council, or any successor or replacement accountable body agreed for the Pride in Place Programme.
Board	The Pride in Place Neighbourhood Board for Raffles and Morton.
Board Member	A person appointed to the Board with voting rights
Chair	The appointed Chair of the Board, including an Interim Chair where appointed in accordance with the Programme guidance.
Clear Days	A period excluding the day on which notice is given and the day of the meeting or action to which the notice relates.
Conflict of Interest	Any direct or indirect interest, duty, loyalty, role, payment, benefit or connection that conflicts, may conflict, or may reasonably be perceived to conflict with the interests of the Board, the Programme or the community.
Neighbourhood	Middle Layer Super Output Area Carlisle 009 / E02003995, commonly known as Raffles and Morton, subject to any boundary change approved under Programme guidance.
Programme	The Pride in Place Programme and any successor programme, guidance, funding agreement or assurance requirements issued by MHCLG or the Accountable Body.
Writing	Words, symbols or information in visible form, including by email or other electronic means.

2. NAME, STATUS AND GOVERNING FRAMEWORK

- 2.1 The name of the Board is: Pride in Place Neighbourhood Board for Raffles and Morton.
- 2.2 The Board is a neighbourhood governance and decision-making forum for the Programme.
- 2.3 The Board operates under these Terms of Reference, Programme guidance, and the governance and finance requirements of the Accountable Body.
- 2.4 If there is any inconsistency between these Terms of Reference and binding Programme requirements, Programme requirements prevail.

3. COMMUNITY BENEFIT, PURPOSE AND OBJECTS

- 3.1 The Board is established to build thriving places, strengthen communities and empower people to take back control of the future of Raffles and Morton, while following Pride in Place Programme guidance.
- 3.2 The Board shall act principally for the benefit of the community in the Neighbourhood and shall not be established or conducted for private gain.
- 3.3 The Board shall collectively lead the production, development, prioritisation and oversight of the Pride in Place Plan for the Neighbourhood, including the 10-year vision and the relevant investment plan or delivery cycles.
- 3.4 The Board shall ensure that decisions are informed by broad, meaningful and sustained community engagement, including people who live, work, volunteer, study, trade or have a deep connection in the Neighbourhood.
- 3.5 The Board may support interventions outside the strict geographic boundary only where permitted by Programme guidance, supported by a clear rationale, and where the primary benefit is felt by residents or communities within the agreed Neighbourhood boundary.

4. FUNCTIONS, POWERS AND LIMITATIONS

- 4.1 Subject to Programme guidance and the role of the Accountable Body, the Board is responsible for setting the community-led vision and priorities for the Programme in the Neighbourhood.
- 4.2 The Board may make decisions and recommendations on the development of the Pride in Place Plan, prioritisation of interventions, use of Programme funding, community engagement, monitoring, evaluation and changes to projects.
- 4.3 The Board may request reports, options, advice and assurance from the Accountable Body, commissioned advisers, delivery partners, subgroups and invited contributors.
- 4.4 The Board may establish subgroups, advisory groups or task-and-finish groups and may delegate specific functions to them in accordance with section 13.
- 4.5 The Board may not enter contracts, employ staff, hold funds, own assets, incur liabilities or bind the Accountable Body unless the Accountable Body has expressly authorised this in Writing.
- 4.6 The Accountable Body remains responsible for the legal, financial, procurement, subsidy control, equality, audit and public money requirements attached to Programme funding unless and until those responsibilities are lawfully transferred or delegated.

5. BOARD COMPOSITION

- 5.1 The Board shall consist of up to 14 Board Members:

Category	Number	Description
Neighbourhood Members	10	People whose primary residence or place of work is in the Neighbourhood.
Co-opted Members	Up to 2	People whose skills, experience or network are considered beneficial to the work of the Board.
Member of Parliament	1	The MP for the Carlisle constituency, or the

		constituency covering the majority of the Neighbourhood if boundaries change.
Councillor	1	One elected Councillor for Morton Ward, or if they do not take up their place, a Councillor for Belle Vue or Yewdale wards invited by the Chair. Or the ward covering the greatest amount of the Neighbourhood if boundaries change.

5.2 Every Board Member has one vote. No Board Member has weighted voting rights.

5.3 The Board should maintain a majority of people who live or work within the Neighbourhood and should maintain greater representation from non-elected members than elected representatives.

5.4 Council officers and other invitees may attend as observers or contributors where permitted by the Chair, but they are not Board Members and have no voting rights.

5.5 The Board may publish profiles of Board Members to support transparency and accountability, subject to appropriate privacy, safeguarding and consent considerations.

6. APPOINTMENT, TERMS OF OFFICE AND CESSATION

6.1 The term of office for Neighbourhood Members and Co-opted Members is three years, subject to earlier resignation, removal or replacement in accordance with these Terms of Reference and Programme guidance.

6.2 The MP and Councillor serve for as long as they hold the relevant elected office.

6.3 A Board Member may resign by giving written notice to the Chair or Secretariat. A Chair wishing to resign should follow Programme guidance, including any requirement for confirmation to MHCLG and co-signature by the MP and Accountable Body.

6.4 A Board Member ceases to be a Board Member if they cease to satisfy the eligibility basis on which they were appointed, are prohibited by law from holding an equivalent director or trustee role, die, resign, are removed under a fair process, or otherwise cease in accordance with Programme guidance.

6.5 The Board may resolve that a Board Member should be removed where the member has failed to attend three consecutive scheduled meetings without reasonable explanation, has materially breached the Code of Conduct, has failed to declare or manage a conflict of interest, or has acted in a way that is materially harmful to the Board, the Programme or the community.

6.6 Before a removal resolution is considered, the Board Member should receive at least 14 Clear Days' notice of the proposed resolution and the reasons for it, and should be given a reasonable opportunity to make written or oral representations.

6.7 Concerns about the conduct or participation of elected representatives should be addressed through dialogue, the relevant democratic process or the relevant standards procedure, where these fail, the board may consider removal with guidance from MHCLG.

6.8 Vacancies do not invalidate the proceedings of the Board, provided the meeting is quorate and the Board remains capable of complying with Programme guidance. Vacancies should be filled as soon as reasonably practicable.

7. CHAIR, INTERIM CHAIR AND DEPUTY CHAIR

- 7.1 The Chair is appointed by the MP and the Accountable Body in accordance with the Programme guidance.
- 7.2 The Chair must be a Neighbourhood Member or Co-opted Member and cannot be an elected representative, nor an officer or employee of Cumberland Council while it is the Accountable Body. The Chair counts towards the total number of Board Members.
- 7.3 The Chair is responsible for leading the Board, upholding the Seven Principles of Public Life, promoting a community-led culture, ensuring meetings are effective and inclusive, and ensuring decisions are made in accordance with these Terms of Reference.
- 7.4 In the absence of a Chair, the Board may elect an Interim Chair while a new Chair is appointed in accordance with Pride in Place Programme guidance or MHCLG advice.
- 7.5 The Board may appoint a Deputy Chair from among the Board Members to support succession, deputise for the Chair when absent or conflicted, and support urgent Board business.
- 7.6 The Chair does not have a casting vote. In the case of equality of votes, the proposal is not carried and may be reconsidered at a future meeting or revised and resubmitted.
- 7.7 If concerns arise about the Chair, the Accountable Body, MP and Board should follow Programme guidance. Grounds may include sustained poor attendance, unmanaged conflict of interest, persistent failure to promote community involvement or failure to uphold the Seven Principles of Public Life.

8. RECRUITMENT AND APPOINTMENT OF BOARD MEMBERS

- 8.1 The Board shall seek to maintain a balanced, inclusive and effective membership which reflects the Neighbourhood, supports resident-led decision-making, and provides the skills, experience and perspectives required to deliver the Programme.
- 8.2 In recruiting Neighbourhood Members and Co-opted Members, the Board shall have regard to:
 - a. eligibility under these Terms of Reference;
 - b. the requirement to maintain a majority of people who live or work in the Neighbourhood;
 - c. the need for non-elected members to remain greater in number than elected representatives;
 - d. the skills, knowledge and lived experience required by the Board;
 - e. the geographic, social and demographic diversity of the Neighbourhood;
 - f. the need to include under-represented voices;
 - g. conflicts of interest, independence, integrity and suitability; and
 - h. the Seven Principles of Public Life.
- 8.3 The Board shall maintain a membership, skills and representation matrix to support recruitment, succession planning and review of vacancies. The matrix shall be used to identify gaps and priorities, but shall not create fixed entitlement to a place on the Board for any person, organisation or interest group.
- 8.4 The default method of recruitment shall be an open expression of interest process, advertised in accessible ways across the Neighbourhood. The Chair may also undertake targeted outreach to encourage applications from under-represented groups or people with particular skills, experience or local connections.
- 8.5 Recruitment materials should normally include:

- a. a description of the role and expected time commitment;
- b. eligibility criteria;
- c. the Board's purpose and standards of conduct;
- d. the appointment process;
- e. how conflicts of interest will be managed;
- f. what suitability checks may be required; and
- g. how applicants can request accessibility support.

8.6 Applicants shall normally be asked to submit a short expression of interest explaining their connection to the Neighbourhood, relevant experience or lived experience, reasons for applying, potential contribution and any actual or potential conflicts of interest.

8.7 The Chair shall lead the recruitment process, supported by the Secretariat and, where appropriate, the Accountable Body. The Chair shall not appoint voting Board Members acting alone.

8.8 For each recruitment process, the Board shall establish a Recruitment Panel. Unless the Board decides otherwise, the Recruitment Panel shall include:

- a. the Chair;
- b. at least two non-conflicted Board Members;

8.9 The MP may participate in the Recruitment Panel where required by Programme guidance or where the Board considers this appropriate. The Board may also invite an independent adviser or community representative to support the process, provided they have no voting rights unless they are a Board Member.

8.10 Where the Chair is conflicted, unavailable, seeking reappointment, or where the recruitment concerns the role of Chair, the Deputy Chair or another non-conflicted Board Member shall lead the Recruitment Panel. For appointment of a new Chair, the process shall follow Programme guidance and any requirements of the MP, Accountable Body and MHCLG.

8.11 The Recruitment Panel shall assess applicants fairly against the published criteria and the current needs of the Board. Assessment may include application review, interview, informal conversation, references, eligibility checks, conflict of interest review and any suitability checks approved by the Board or required by the Accountable Body.

8.12 The Recruitment Panel shall make recommendations to the Board. The recommendation should explain the process followed, the criteria used, the reasons for recommending appointment, any conflicts identified, and any conditions of appointment.

8.13 Neighbourhood Members and Co-opted Members shall be appointed by ordinary resolution of the Board at a quorate meeting or by written decision, subject to any approval, no-objection or assurance requirement of the MP, Accountable Body, MHCLG or Programme guidance.

8.14 The Board may decide not to fill a vacancy immediately where it considers that further outreach is required, the skills or representation gap has not been met, the timing is unsuitable, or the Board remains properly constituted and quorate. Vacancies should not be left open longer than reasonably necessary.

8.15 The Board may maintain a reserve list of appointable candidates for up to 12 months following a recruitment process. A person on the reserve list may be appointed to a suitable vacancy without a further open recruitment process, provided the Board

remains satisfied that the appointment is fair, appropriate and consistent with the current needs of the Board.

8.16 Before taking up their role, every appointed Board Member must:

- a. confirm acceptance of appointment in Writing;
- b. confirm their eligibility;
- c. complete required declarations of interest;
- d. sign or agree to comply with the Code of Conduct;
- e. complete any required suitability checks;
- f. complete induction or briefing requirements; and
- g. agree to comply with these Terms of Reference and Programme requirements.

8.17 Appointment to the Board is personal to the individual. A Board Member does not represent, bind or speak on behalf of any employer, organisation, political party, community group or other body unless the Board expressly agrees otherwise.

8.18 Unsuccessful applicants may be invited to participate in advisory groups, subgroups, engagement activity or future recruitment processes where appropriate. There is no right of appeal against a recruitment decision, but applicants may request feedback and may raise concerns through the Board's complaints or governance process.

8.19 The Board shall publish the names and appropriate profiles of appointed Board Members, subject to privacy, safeguarding and consent considerations.

9. DUTIES, CONDUCT AND STANDARDS

9.1 Board Members shall act in good faith to further the purpose of the Board and the Programme, for the benefit of the Neighbourhood community as a whole.

9.2 Board Members shall have regard to the Seven Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership.

9.3 Board Members shall sign and comply with a Code of Conduct approved by the Board and, where applicable, by the Accountable Body.

9.4 Board Members shall use reasonable care and skill, prepare for meetings, participate constructively, respect confidentiality, support inclusive participation and avoid bringing the Board or Programme into disrepute.

9.5 Board Members may challenge decisions and proposals in good faith, but should support accurate, constructive and consistent communications once decisions are made.

9.6 Board Members shall comply with safeguarding, equality, data protection, information security and communications requirements notified by the Accountable Body or required by law or Programme guidance.

10. MEETINGS

10.1 The Board shall meet at least quarterly and may meet more frequently as required by the Programme, the Chair, the Accountable Body or the Board.

10.2 Two Board Members, or the Chair, may request that the Secretariat call a meeting. The Secretariat shall call a meeting where required by the Chair or by at least two Board Members.

- 10.3 At least seven Clear Days notice shall be given for ordinary meetings unless urgent circumstances require shorter notice or all Board Members agree to shorter notice.
- 10.4 The notice shall state the place, date, time, format and proposed business of the meeting and shall explain how Board Members may participate if the meeting is hybrid or remote.
- 10.5 Board Members may participate in meetings in person, by telephone, by video conference or by any other means which allows them to hear, speak and participate effectively.
- 10.6 The Chair may invite observers, advisers, residents, delivery partners or other contributors to attend and speak at meetings where appropriate. Such invitees have no voting rights and may be asked to withdraw for confidential, conflicted or reserved business.
- 10.7 Up to two council officers may observe Board meetings while Cumberland Council is the Accountable Body, to enable the Council to fulfil its duties. They have no voting rights.
- 10.8 The Chair shall chair meetings. In the Chair absence, the Deputy Chair shall chair the meeting, or the Board Members present shall nominate one of their number to chair the meeting. A conflicted Chair shall not chair the conflicted item.

11. QUORUM

- 11.1 No decision may be made unless a quorum is participating, except a decision to adjourn the meeting or call another meeting.
- 11.2 The quorum is five Board Members.
- 11.3 The quorum must include at least two Neighbourhood Members, a third member of either Neighbourhood or Co-opted Membership, and elected representatives must not outnumber non-elected Board Members present.
- 11.4 A Board Member who is excluded from an item because of a Conflict of Interest shall not count towards the quorum for that item.
- 11.5 If the number of Board Members in office falls below the quorum, the Board may only act to fill vacancies, call a meeting to fill vacancies, or take urgent protective action agreed with the Accountable Body.

12. DECISION-MAKING AND VOTING

- 12.1 Decisions of the Board shall be taken collectively, either at a quorate meeting or by written decision under section 13.
- 12.2 The Board should seek consensus wherever possible. Where consensus is not possible, a decision shall be made by a simple majority of votes cast by eligible Board Members present and voting.
- 12.3 Each Board Member has one vote. Abstentions are recorded but do not count as votes cast.
- 12.4 In the case of equality of votes, the proposal is not carried. The Chair may invite further discussion, defer the item, request additional information, or invite a revised proposal.
- 12.5 No Board Member may vote by proxy. A Board Member who cannot attend may submit written comments in advance, but those comments do not constitute a vote.

- 12.6 The minutes shall record the decision, the number of votes for, against and abstaining where a vote is taken, any declared conflicts, and any actions or conditions attached to the decision.
- 12.7 Decisions about Programme funding must be consistent with the approved Pride in Place Plan, Programme guidance, the Accountable Body finance and procurement procedures, subsidy control or state aid requirements, equality duties and Managing Public Money principles.
- 12.8 Certain decisions shall be treated as Reserved Matters and shall require approval by at least 75% of the Board Members then in office and entitled to vote on the matter.
- 12.9 For the purposes of clause 12.8, the number of votes required shall be rounded up to the nearest whole number. For example, where there are 12 Board Members in office and entitled to vote, at least 9 votes in favour shall be required.
- 12.10 Reserved Matters are:
- a) amendment of these Terms of Reference;
 - b) approval of the Pride in Place Plan, 10-year vision, investment plan or any material revision to them;
 - c) approval of any major Programme funding allocation above £150,000;
 - d) any material change to previously agreed investment priorities;
 - e) removal of a Board Member;
 - f) approval of any proposal to transition to a community interest company, charity, community benefit society or other incorporated or community-led delivery model;
 - g) approval of any exceptional remuneration for the Chair or any Board Member; and
 - h) any other matter which the Board resolves should be treated as a Reserved Matter.
- 12.11 A Board Member who is excluded from a matter because of a Conflict of Interest shall not be treated as entitled to vote on that matter for the purposes of calculating the 75% threshold.
- 12.12 Abstentions shall not count as votes in favour of a Reserved Matter.
- 12.13 Reserved Matters may be decided either at a quorate meeting of the Board or by written decision under section 12, provided that the applicable 75% approval threshold is met.

13. DECISIONS WITHOUT A MEETING

- 13.1 The Board may take a written decision without a meeting where the Chair considers that a decision is required before the next meeting and the matter is suitable for written decision.
- 13.2 A written decision is approved only if at least 75% of the Board Members then in office and entitled to vote on the matter confirm their approval in Writing.
- 13.3 For the purposes of clause 13.2, the number of approvals required shall be rounded up to the nearest whole number. For example, where there are 12 Board Members in office and entitled to vote, at least 9 approvals in Writing shall be required.
- 13.4 A Board Member who is excluded from the matter because of a Conflict of Interest shall not be treated as entitled to vote on that matter for the purposes of calculating the 75% threshold.
- 13.5 A failure to respond shall not be treated as approval. Abstentions and objections shall not count as approvals.
- 13.6 The written decision process shall be sent to all Board Members entitled to vote on the matter and shall identify the proposal, the reason for using written decision, the

deadline for response, the person receiving responses, any conflicts declared, and the number of approvals required.

- 13.7 The deadline for response should give Board Members a reasonable opportunity to consider the proposal, taking account of the urgency and importance of the decision.
- 13.8 The date of the decision is the date on which the Secretariat confirms in Writing that the required approval threshold has been reached.
- 13.9 Written decisions shall be recorded, reported at the next Board meeting, and published in the same way as other decisions unless a lawful confidentiality reason applies.
- 13.10 Reserved Matters may be decided by written decision only where the Chair considers that the matter cannot reasonably wait until the next meeting and the Board Members are given sufficient information to make an informed decision in Writing.

14. DELEGATION, SUBGROUPS AND ADVISORY GROUPS

- 14.1 The Board may establish committees, subgroups, advisory groups or task-and-finish groups to support its work.
- 14.2 The Board shall approve the remit, membership, chairing arrangements, reporting requirements, duration and delegated authority of each group in Writing.
- 14.3 Subgroups shall follow procedures based, so far as applicable, on these Terms of Reference, including conflicts of interest, records and transparency requirements.
- 14.4 Unless expressly delegated by the Board and permitted by the Accountable Body, subgroups are advisory and may make recommendations but not final funding or Programme decisions.
- 14.5 The Board remains responsible for delegated work and may revoke or vary any delegation at any time.
- 14.6 The Board should use subgroups to enable wider resident participation and specialist input, without creating voting membership or diluting the responsibility of Board Members.

15. CHAIRS ACTION AND DELEGATED AUTHORITY

- 15.1 The Board delegates to the Chair authority to take Chair's Action between Board meetings where:
 - a. the matter is urgent and cannot reasonably wait until the next Board meeting or written decision process;
 - b. the matter is administrative, operational or necessary to implement a previous Board decision; or
 - c. the matter falls within an approved budget, workplan, engagement plan, project plan or delegation previously agreed by the Board.
- 15.2 Chair's Action may only be used where the action is:
 - a. consistent with these Terms of Reference, Programme guidance and the requirements of the Accountable Body;
 - b. in the interests of the Programme and the Neighbourhood community;
 - c. not a Reserved Matter;
 - d. not affected by an unmanaged Conflict of Interest; and
 - e. within any financial, procurement, legal or operational authority confirmed by the Accountable Body.
- 15.3 Chair's Action must not be used to:

- a. amend these Terms of Reference;
- b. approve or materially amend the Pride in Place Plan, 10-year vision or investment plan;
- c. approve a major Programme funding allocation;
- d. appoint or remove a Board Member;
- e. approve exceptional remuneration for the Chair or any Board Member;
- f. award funding, contracts or paid work to the Chair, a Board Member, a connected person, or an organisation in which they have a Conflict of Interest, unless this has been properly considered and approved by the Board and the Accountable Body;
- g. enter into a contract, employ staff, dismiss staff, hold funds, incur liabilities or bind the Accountable Body unless expressly authorised in Writing by the Accountable Body; or
- h. take any decision which Programme guidance, the Accountable Body, these Terms of Reference requires to be taken by the Board.

15.4 Subject to clause 15.3, the Chair may authorise operational expenditure up to £5000 excluding VAT per decision, provided the expenditure is within an approved budget or workplan and is permitted by the Accountable Body's finance and procurement procedures.

15.5 Chair's Action expenditure must not be artificially split to avoid the financial threshold. The total value of Chair's Action expenditure should not exceed £15,000 excluding VAT between meetings unless the Board approves a different limit.

15.6 In urgent protective circumstances, where delay would create a material risk to safety, safeguarding, legal compliance, public money, reputation, delivery or community trust, the Chair may take urgent action above the normal financial threshold only with prior written agreement from the Accountable Body and, where reasonably practicable, the Deputy Chair or one other non-conflicted Board Member.

15.7 Before taking Chair's Action, the Chair should, where reasonably practicable, consult:

- a. the Deputy Chair, if appointed;
- b. at least one other non-conflicted Board Member;
- c. the Accountable Body, where the action has financial, legal, procurement, staffing, contractual or compliance implications; and
- d. the MP, where the matter is strategic, reputational or materially affects the Programme partnership.

15.8 Where staff, volunteers, contractors, consultants or commissioned organisations support the Board, the Chair may provide day-to-day operational direction, agree priorities, allocate tasks, approve workplans, review outputs, request reports and confirm whether work has been satisfactorily completed. This does not make the Chair the legal employer, contracting party or budget holder unless this has been expressly agreed in Writing by the relevant employer, contracting body or Accountable Body.

15.9 The Chair may approve minor variations to previously agreed activities, engagement plans, communications, workplans or project delivery arrangements where the variation does not materially change the purpose, budget, risk, community benefit or equality impact of the original decision.

15.10 Every use of Chair's Action must be recorded in Writing, including:

- a. the decision or action taken;
- b. the reason Chair's Action was used;
- c. why the matter could not wait, or the delegation relied upon;
- d. any expenditure authorised;
- e. who was consulted;
- f. any conflicts considered;

- g. any Accountable Body advice or approval; and
 - h. any follow-up action required.
- 15.11 Chair's Action shall be reported to the next Board meeting and entered into the decision log. It shall be published in the same way as other Board decisions unless a lawful confidentiality reason applies.
- 15.12 Reporting Chair's Action to the Board does not require retrospective approval where the Chair acted within delegated authority. However, the Board may review, vary or revoke any delegation, and may require future decisions of a similar type to come to the Board.
- 15.13 Where the Chair is absent, conflicted or unable to act, the Deputy Chair may exercise Chair's Action on the same terms. Where there is no Deputy Chair, the Chair's Action shall be taken only with the agreement of at least two non-conflicted Board Members and the Accountable Body, unless the matter is purely administrative.

16. CONFLICTS OF INTEREST

- 16.1 Every Board Member must declare any Conflict of Interest as soon as they become aware of it and before the Board considers the relevant matter.
- 16.2 The Board shall maintain a register of interests covering financial and non-financial interests, roles in organisations, close personal or family connections, gifts, hospitality and any other interests required by the Accountable Body.
- 16.3 If a question arises as to whether a Board Member has a Conflict of Interest, the question shall be decided by the Chair or, where the Chair is affected, by the non-conflicted Board Members present, having regard to advice from the Accountable Body.
- 16.4 Where a Board Member has a Conflict of Interest in a matter, they shall not be counted in the quorum for that item, shall not vote on that item, and shall withdraw from the meeting unless the non-conflicted Board Members decide that they may remain for all or part of the discussion to provide information.
- 16.5 The Board may authorise a declared Conflict of Interest only where permitted by law, Programme guidance and the Accountable Body, and only where appropriate safeguards are recorded.
- 16.6 A Board Member with a declared interest is not automatically excluded from Board membership merely because they are part of the community or may indirectly benefit as a resident, worker or community participant. The key requirement is proper declaration, management and recusal from affected decisions.
- 16.7 The minutes shall record all declared interests and the action taken in response. The published minutes shall include conflicts unless a lawful reason requires redaction.

17. SECRETARIAT, PAPERS, MINUTES AND PUBLICATION

- 17.1 The Chair may arrange or direct an organisation or individual which shall act as Secretariat or provide secretariat support to the Board. They will be supported by the Accountable Body. Any expenditure will need to be approved via the Board and subject to Accountable Body's requirements.
- 17.2 The Secretariat shall support meeting administration, agendas, papers, minutes, decision logs, publication, records, declarations of interest, action tracking and liaison with the Accountable Body and MHCLG.
- 17.3 The Board shall publish its membership and governance arrangements, including these Terms of Reference, on its public website.

- 17.4 Board papers should be shared with Board Members at least 7 days before the meeting.
- 17.5 Draft minutes should be shared with Board Members within 10 working days after the meeting, clearly marked as draft and subject to approval.
- 17.6 Draft minutes may be published before approval where appropriate, provided they are clearly marked as draft.
- 17.7 Board Members should raise any concern about accuracy with the Chair or Secretariat as soon as reasonably practicable and, where possible, before the next meeting.
- 17.8 The minutes of the previous meeting shall be presented to the next ordinary Board meeting for approval as a true and accurate record. Once approved, they shall be signed or confirmed by the Chair.
- 17.9 Final approved minutes shall be published within 10 working days after approval by the Board unless a lawful confidentiality reason applies.
- 17.10 The Chair may approve minor typographical, formatting or factual corrections that do not alter the substance of the approved minutes.
- 17.11 The Board shall maintain and publish Board Member profiles, the documented decision-making process, declared conflicts, and full use of capacity funding including remuneration or expenses reimbursed where applicable.
- 17.12 The default position is that papers and meetings should be open and transparent. Private or confidential items should be used only where necessary, proportionate and consistent with the Accountable Body governance and finance arrangements. However, Board Meetings are not public meetings, only those invited by the Chair shall attend.
- 17.13 Minutes and core governance records should be retained for at least 10 years, or longer if required by the Programme, Accountable Body, audit, funding or legal requirements.

18. BOARD MEETING BUSINESS AND CONDUCT

- 18.1 The Chair, supported by the Secretariat, shall set the agenda for each meeting. The agenda should prioritise matters requiring decision, assurance, scrutiny, risk management, community engagement, delivery progress and matters requested by the Board.
- 18.2 Any Board Member may request that an item be added to the agenda by submitting the proposed item and a brief explanation to the Chair or Secretariat at least five Clear Days before papers are due to be issued.
- 18.3 The Chair may defer, combine or decline an agenda request where the item is outside the Board's remit, insufficiently developed, duplicative, confidential, better dealt with by a subgroup or the Accountable Body, or cannot be properly considered with the information available. Where at least two Board Members request the same item, the Chair should include it on the agenda for the next ordinary meeting unless there is a clear governance reason not to do so. Any refusal or deferral should be explained to the requesting members.
- 18.4 Order of business
- 18.5 Unless the Chair decides otherwise, the ordinary order of business should be:
 - a. welcome, apologies and confirmation of quorum;
 - b. declarations of interest, including any agenda-specific interests not already on the register;

- c. approval of the previous minutes as a true and accurate record;
- d. matters arising and action log;
- e. Chair's report and Chair's Action taken since the last meeting;
- f. finance, risk, assurance and Accountable Body updates;
- g. substantive decision items;
- h. community engagement, communications and delivery updates;
- i. Any Other Business; and
- j. date and arrangements for the next meeting.

18.6 Declarations of interest at meetings

18.7 At the start of each meeting, and before any relevant item, the Chair shall ask Board Members to declare any Conflict of Interest relating to the agenda, including any interest not already recorded on the register. The minutes shall record declarations and how they were managed.

18.8 Any Other Business

18.9 Any Other Business may be used for brief updates, questions, matters for noting, or requests for future agenda items. A substantive decision should not be taken under Any Other Business unless the Chair is satisfied that the matter is urgent, within the Board's remit, properly informed, not a Reserved Matter, and that conflicts of interest and quorum requirements can be properly managed.

18.10 Conduct of meetings

18.11 The Chair is responsible for preserving order, fairness, inclusion and effective participation at meetings. All Board Members, observers, contributors and invited attendees must behave respectfully, allow others to speak, follow reasonable directions from the Chair, and comply with the Code of Conduct or any meeting ground rules.

18.12 Where any person is disruptive, abusive, threatening, discriminatory, repeatedly interrupts, prevents others from participating, refuses to follow reasonable directions, or otherwise prevents the meeting from functioning properly, the Chair may:

- 18.13 a. issue a verbal warning;
- b. limit speaking time;
- c. require the person to stop speaking;
- d. mute or remove the person from a remote meeting;
- e. adjourn the meeting;
- f. require an observer, contributor or invited attendee to withdraw;
- g. require a Board Member to withdraw for the remainder of the item or meeting where necessary to preserve order, subject to the matter being reported and any further action being taken under the Code of Conduct; or
- h. end the meeting where safety, order or fairness cannot be maintained.

18.14 The Chair should use these powers proportionately and should not use them to prevent legitimate challenge, scrutiny or disagreement. Serious incidents should be recorded and may be referred for action under the Code of Conduct, safeguarding procedures, venue procedures or, where necessary, the police.

18.15 Private or reserved business

18.16 The Chair may require observers, contributors, residents or other invited attendees to withdraw for confidential, conflicted or reserved business. The reason should be recorded in the minutes, unless recording the reason would itself breach confidentiality.

19. FINANCE, EXPENSES AND REMUNERATION

- 19.1 Programme funds shall be held and administered by the Accountable Body in accordance with Programme Guidance unless and until another lawful arrangement is approved.
- 19.2 The Board shall receive sufficient financial information to make informed decisions and to monitor delivery, risks, commitments, underspends, overspends and value for money.
- 19.3 Board Members may claim reasonable expenses incurred through their involvement in the Board, including travel, childcare or other access costs, as permitted by Programme guidance.
- 19.4 Board Member roles are expected to be voluntary.
- 19.5 Any payment to the Chair or any Board Member must be for work outside of their role expectations for which the Board would otherwise have to pay an external person to complete. It should be exceptional, proportionate, properly approved, manage conflicts, recorded and published, including the amount and rationale.
- 19.6 No Board Member shall receive any private benefit from Programme funding other than reasonable expenses, permitted remuneration, or indirect community benefit available to the wider community, unless expressly authorised and lawfully managed.

20. COMMUNITY ENGAGEMENT AND COMMUNICATIONS

- 20.1 The Board shall ensure that residents, businesses, organisations and other local stakeholders are actively involved in plan design, decision-making and review.
- 20.2 The Board shall use a range of accessible engagement methods, which may include listening campaigns, community conversations, resident forums, surveys, workshops, outreach and targeted engagement with under-represented groups.
- 20.3 The Board shall seek evidence that the Pride in Place Plan and investment priorities reflect the preferences, needs and assets of the local community.
- 20.4 External communications about the Programme should be accurate, constructive, inclusive and consistent with agreed Board decisions, while allowing legitimate challenge and feedback.
- 20.5 No Board Member may make public commitments on behalf of the Board, the Programme or the Accountable Body unless authorised to do so.

21. ASSURANCE, RISK AND COMPLIANCE

- 21.1 The Board shall have regard to risk, assurance, impact, deliverability, community benefit, equality, environmental considerations, safeguarding, procurement, subsidy control, state aid and value for money when making decisions.
- 21.2 The Board shall cooperate with monitoring, evaluation, audit, assurance and reporting requirements of MHCLG, the Accountable Body and any other relevant public authority.
- 21.3 The Board shall maintain a risk register or receive risk reporting through the Accountable Body, covering Programme, governance, financial, delivery, safeguarding, reputational and community risks.
- 21.4 The Accountable Body may pause, qualify or decline implementation of a Board decision where it considers that implementation would breach legal, financial, procurement, equality, audit, safeguarding, subsidy control, Programme or public money requirements.

- 21.5 Where the Accountable Body pauses, qualifies, declines or materially delays implementation of a Board decision, it should provide the Chair with written reasons, the requirement or risk relied upon, and, where possible, options for resolving the issue.
- 21.6 The Chair may request a resolution meeting with the Accountable Body, the MP, relevant officers, advisers or delivery partners. The purpose of the meeting shall be to identify whether the Board's decision can be implemented lawfully and practically, whether modifications are required, or whether the matter should return to the Board.
- 21.7 Where the Board, Chair and Accountable Body cannot resolve a material disagreement, the matter may be escalated to a senior representative of the Accountable Body, the MP and, where appropriate, MHCLG or the Communities Delivery Unit.
- 21.8 Material implementation delays, unresolved assurance issues and Accountable Body concerns should be recorded in the risk register or decision log.

22. INSURANCE AND INDEMNITY

- 22.1 The Board should seek confirmation from the Accountable Body as to what insurance, indemnity or liability cover applies to Board Members, observers, volunteers, advisers and subgroup participants.
- 22.2 Any future entities articles should include appropriate indemnity and insurance provisions for directors, subject to the Companies Acts and other applicable law.
- 22.3 Nothing in these Terms of Reference indemnifies a Board Member for fraud, dishonesty, wilful misconduct, knowing breach of law, or any liability that cannot lawfully be indemnified.

23. FUTURE COMMUNITY-LED DELIVERY AND TRANSITION

- 23.1 The Board recognises the Programme expectation that places transition towards a community-led delivery model by year three of the Programme.
- 23.2 If the Board wishes to transition into a CIC, community benefit society, charity or other community-led model, it shall agree a transition plan with the Accountable Body and, where required, MHCLG.
- 23.3 Until transition is complete, the Board shall continue to operate under these Terms of Reference, Programme guidance and Accountable Body arrangements.

24. SUPPORTING POLICIES, PROCEDURES AND GOVERNANCE DOCUMENTS

- 24.1 The Board shall create, adopt, maintain and comply with such policies, procedures, protocols and governance documents as are reasonably required for the proper, lawful, transparent and effective operation of the Board and the Programme.
- 24.2 The Board may create its own policies, adopt policies of the Accountable Body, or approve joint protocols with the Accountable Body, delivery partners or other relevant bodies, provided they are suitable for the Board's role and consistent with Programme requirements.
- 24.3 The Board shall maintain, or ensure access to, policies and procedures covering the following areas where relevant:

- a. Code of Conduct and standards of behaviour;
- b. conflicts of interest, gifts and hospitality;
- c. recruitment, appointment, induction and removal of Board Members;
- d. Chair's Action, delegated authority and urgent decisions;
- e. meeting procedure and standing orders;
- f. complaints, concerns and dispute resolution;
- g. safeguarding, including youth engagement and vulnerable adults where relevant;
- h. equality, diversity, inclusion and accessibility;
- i. data protection, privacy, confidentiality and information security;
- j. communications, media, public statements and political neutrality;
- k. community engagement and resident proposals;
- l. funding, grants, quick wins and project approval;
- m. procurement, commissioning and delivery partner oversight;
- n. finance, expenses, remuneration and use of capacity funding;
- o. risk management, assurance, audit and monitoring;
- p. volunteer, staff, contractor or adviser management where applicable; and
- q. any other matter required by Programme guidance, the Accountable Body, law, audit, insurance or good governance.

- 24.4 The Board shall prioritise the adoption of policies required before the relevant activity takes place. In particular, the Board should not approve grant funding, quick wins, commissioned work, youth engagement, resident data collection, paid work or significant delivery activity unless the relevant governance, finance, safeguarding, data protection, conflicts and approval arrangements are in place.
- 24.5 Policies and procedures shall be approved by the Board unless these Terms of Reference, Programme guidance or the Accountable Body require a different approval process. The Chair may approve minor administrative updates that do not alter the substance of a policy, provided such updates are reported to the Board.
- 24.6 The Board shall review its core policies at least annually, and sooner where required by law, Programme guidance, the Accountable Body, a serious incident, complaint, audit finding, governance issue or material change in delivery arrangements.
- 24.7 The Board shall publish its core governance documents where appropriate, subject to lawful restrictions relating to confidentiality, safeguarding, personal data, commercial sensitivity, security, legal privilege or the effective management of public money.
- 24.8 In the event of inconsistency between governance documents, the order of precedence shall be:
- a. law and binding Programme requirements;
 - b. mandatory Accountable Body requirements;
 - c. these Terms of Reference;
 - d. Board-approved policies, procedures and protocols; and
 - e. operational guidance, templates and forms.
- 24.9 The absence of a specific policy shall not prevent the Board, Chair or Accountable Body from taking reasonable and proportionate action where necessary to protect people, public money, legal compliance, delivery, confidentiality, fairness, community trust or the reputation of the Programme.

25. REVIEW AND AMENDMENT

25.1 These Terms of Reference shall be reviewed at least annually, and sooner if required by Programme guidance, MHCLG, the Accountable Body, the Board, a material governance issue or a proposed entity transition.

25.2 Amendments may be proposed by the Chair, the Accountable Body, the MP, or at least two Board Members.

25.3 Amendments shall be recorded in the minutes and an updated version of the Terms of Reference shall be published promptly.

26. ADOPTION

26.1 These Terms of Reference come into effect when adopted by the Board.

Adopted by the Board on	24 th July 2026
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