

Rowley Regis Towns Fund Board Terms of Reference

May 2025

1. Purpose of Document

- 1.1. The purpose of this document is to outline the governance arrangements for the Rowley Regis Towns Fund Programme.
- 1.2. This document was originally developed to set out the Terms of Reference for the Towns Fund Programme and to reflect the latest Towns Fund Guidance (released by MHCLG December 2020, April 2021 and December 2021).
- 1.3. The Terms of Reference was updated in July 2022 to reflect the changes in the Board inheriting the responsibilities of the Superboard
- 1.4. The document includes roles and responsibilities, a Code of Conduct for Board Members, decision-making arrangements, scrutiny arrangements, transparency and accountability and a list of Members of the three Town Deal Boards.

2. Context

- 2.1. Governance was provided to the Towns Fund Programme through the Towns Fund Superboard and three Local Boards, and Sandwell Council as the Accountable Body for Phases 1 and 2.
- 2.2. For Phase 3 – Delivery of the Towns Fund Programme, the work of the Town Deal Boards (historic Local Boards) will involve reviewing progress of the Towns Fund Programme and projects, assessing change requests and ensuring compliance with Heads of Terms. In accordance with the Towns Fund Guidance published June 2020 and updated guidance in, the Local Boards will each act as the Town Deal Board for their respective Towns.
- 2.3. MHCLG guidance outlines the following responsibilities for the Town Deal Boards: -
 - 2.3.1. Phase 3 of the Programme (project delivery) - that the Town Deal Board should ensure an element of independent ‘on-the-ground’ monitoring of the deal delivery and act as a ‘critical friend’ throughout the programme lifecycle.

- 2.3.2. Through project delivery, ensure regular catch ups with the Town Deal Board to enable the board to see through the town vision, take ownership of their proposed projects and provide a level of accountability.
- 2.3.3. The Town Deal Board should have an ongoing role and sight of decisions, the nature and degree of which should be agreed locally.
- 2.4. Working groups may be established by the Board to complete a specific task for specific and appropriate elements of the Board's business. The Board must agree the establishment of a working group, its scope and delegations and its duration of operation.

3. Roles and Responsibilities

3.1. Towns Fund Board

3.1.1. The Towns Fund Board will be responsible for: -

- Direction - Provide strategic direction across the Towns Fund Programme.
- Coherent Governance – Work in partnership and make recommendations to Sandwell Council as the Accountable Body. The Accountable Body will ensure that recommendations and subsequent decisions accord with Governance, Financial regulations and Sandwell Council's policies, procedures and codes where relevant.
- Consistency - Ensure interventions are not competitive and act to build the local economy inclusively.
- Alignment to Strategic Priorities - Ensure alignment of projects to Local, Regional and National strategies.
- Approve the Stakeholder Engagement Approach – ensuring that communities' voices are involved in shaping design and decision making at each phase of development and ensuring diversity in its engagement with local communities and businesses.
- Upholding the Seven Principles of Public Life (Nolan Principles)
- Ensure compliance with Heads of Terms Agreements
- Have sight of and be consulted over project change requests.
- Act as a critical friend throughout the programme.
- Fulfil any other duties and responsibilities required of the Towns Fund Board from funding bodies.

3.1.2. The Chair of the Towns Fund Board will be responsible for: -

- Upholding the Seven Principles of Public Life (Nolan Principles)
- Leading the Board to achieve its objectives, maintaining an overview of activity, and championing the supporting partnership working.
- Ensuring that decisions are made by the Board in accordance with good governance principles.

- Signing the submissions to Government on behalf of the Board, where applicable.
- Seeking agreement in consultation with the Accountable Body to the postponement or rescheduling of Board meetings in the event of delays in receipt of information from government or other relevant source, or in the absence of sufficient Board members being available to transact business.

3.2. Working Groups

- 3.2.1. Occasionally, working groups of the Towns Fund Board may need to be established to complete a specific task for specific and appropriate elements of the Board's business. The Board must agree the establishment of a working group, its scope and delegations and duration of operation.
- 3.2.2. Each working group should be chaired either by a Board Member or a Board-approved nominated representative. The Chair of working groups should be approved by the Towns Fund Board Members via a majority vote of those present.
- 3.2.3. Each working group shall be required to consider and agree all actions within the scope of delegations granted to the working group. Any actions by the working group, unless otherwise delegated, shall be subject to reporting to the Towns Fund Board for approval.
- 3.2.4. Additional non-Board members may be invited to provide skills, resources, insight, and capacity to the task but must abide by the decision-making structures, Code of Conduct and Terms of Reference of the Board.
- 3.2.5. Progress on tasks of the working groups should be updated and reported to the Board, to a schedule agreed by the Board as appropriate to its agenda.
- 3.2.6. Where working groups are established, they will be responsible for: -
 - Providing views, opinions and ideas on options and proposals.
 - To input into and advise on proposed engagement and consultation plans to encourage and help ensure relevant, proportionate, and timely engagement with stakeholders.
 - To support the programmes and projects.
 - To act as a critical friend offering on the ground local knowledge and perspective.
 - To make recommendations/ create reports detailing the views of the Long-Term Plan to Towns Fund Board and Project Leads (as required).
- 3.2.7. The chairs of the working groups are responsible for: -
 - Upholding the Seven Principles of Public Life (Nolan Principles)
 - Leading the working groups to achieve their objectives, maintaining an overview of activity, and championing the supporting partnership working.

- Reporting progress to the Towns Fund Board.
- Acting as a Champion for the funding programme and supporting the Towns vision (applicable if an independent Chair is approved by the Board).

3.3. Sandwell Council

3.3.1. Sandwell Council is the Accountable Body for Sandwell's Town Deal Programme.

3.3.2. All accounting arrangements will be made under the supervision of Sandwell Council's Finance Department.

3.3.3. Sandwell Council is responsible for: -

- Upholding the Seven Principles of Public Life (Nolan Principles)
- Where required, developing a delivery team, delivery arrangements and grant agreements with partners and projects.
- Ensuring that decisions made by the Boards are in accordance with good governance principles.
- Ensuring transparency through the publication of agendas and minutes of the Boards on Modern.Gov.
- Where required, developing agreed projects in detail and undertaking any necessary feasibility studies.
- Ensuring any required Environmental Impact Assessments or Public Sector Equality Duties are completed and recommendations are followed.
- Monitoring and evaluating the delivery of Towns Fund.
- Submitting monitoring reports to Government, as required.
- Receiving and Accounting for funding allocation and capacity funds
- Engage with the Boards and Government regarding project changes.
- Proactively consult with the Government representatives on any potential changes to approved plans subject to Towns Fund Board approval.
- Ensure that all templates submitted to Government are accurate and complete representations of current circumstances.
- In consultation with the Board, the Accountable Body shall commission, appoint and manage consultants to assist in the development of project business cases and to support the board in the development of robust assurance frameworks for the projects. Whilst the Board will be consulted during the process, the final decision regarding the identification and management of consultants will rest with the Accountable Body.
- Reviewing documentation considered by the Towns Fund Board for approval/ sign off.

4. **Board Vacancies**

- 4.1. Election of chair and board members was initially conducted by Sandwell Council in line with the MHCLG prospectus. Selection and appointment of all Board vacancies will be led by the lead Local Authority.
- 4.2. The ideal number of Board members is 18. This is subject to change based on guidance received by Government and agreement with the Accountable Body.
- 4.3. Where a Board member is unable to attend, then it will be the responsibility of that Board member to nominate a substitute, subject to the Chair's agreement.
- 4.4. If a member of the Board changes to a different employer or loses his or her position, then their membership of the Board will automatically cease with immediate effect.
- 4.5. Towns Fund Board Chairperson.
 - 4.5.1. The Chairperson of the Board should be a representative of the local business community or a local community representative.
 - 4.5.2. The Chairperson must not be directly benefiting from the fund or wanting to put in an application for funding in the 3-year term.
 - 4.5.3. Where there is a vacancy for a chairperson, the selection and appointment process will be invitation-led (public advertisement) and recruitment will be by a panel consisting of the interim Chair/ Vice-Chair, Cabinet Member for Regeneration and Infrastructure, the Town Lead Member and an independent representative.
 - 4.5.4. If the interim Chair and Vice-Chair wish to submit an application, the panel will consist of the Cabinet Member for Regeneration and Infrastructure, the Town Lead Member and up to two independent representatives.
- 4.6. Vice-Chair.
 - 4.6.1. Where required, the Vice-chair shall support the Chair in the exercise of his or her duties in addition to their normal duties as a Board member.
 - 4.6.2. They shall stand in for the Chair in the event of his or her absence and are to be the first point of contact in the event that an urgent Board matter occurs whilst the Chair is not contactable for a period of time.
 - 4.6.3. Vice-Chairs will be appointed from within the Board Membership.
 - 4.6.4. Where there is a vacancy for a Vice-Chair, nominations will be sought from Board Members. Board members can nominate themselves.

4.6.5. Should there be more candidates nominated, a vote will take place involving the remaining board members and a secret ballot will be arranged by the secretariat on the basis of one vote per board member. The nominee receiving the most votes will be elected Vice-Chair. In the event of a tie the Chair will have the casting vote.

4.6.6. Where there are no Vice-Chair nominations, the selection and appointment process will be invitation-led (public advertisement) and recruitment will be by a panel consisting of the interim Chair/ Vice-Chair, Cabinet Member for Regeneration and Infrastructure or the Town Lead Member and an independent representative.

4.7. Interim Chair/ Vice-Chair.

4.7.1. Should the occasion arise where an interim chair or vice chair are required the board can elect one from within the existing Board. This interim post should last for no more than 4 months to allow for a new chair to be selected.

4.8. Sector based appointments.

4.8.1. Vacancies occurring are for the identified organisations to make an appointment to in line with their own governance procedures. Where no such representation is provided, a call for Expression of Interest will be circulated where vacancies occur within the membership term. An Independent Panel agreed by the Board and Accountable Body will be convened to score applications and appoint to Board.

4.9. Elected Members (Towns Fund Board).

4.9.1. SMBC Full Council nominates Councillors and Cabinet Members to represent Towns Fund Board on an annual basis (Appointments to other Bodies). To comply with the MHCLG Guidelines issued December 2023, the Board will include the Cabinet Portfolio for Regeneration & Infrastructure and appointed Town Lead Member for Rowley Regis. Where these members cannot attend a board meeting, the appointee can nominate an Elected Member to attend on their behalf.

4.9.2. Elected members can attend working groups to support the development of project proposals.

4.9.3. The Town Lead Member is responsible for reporting progress back to Ward Members via Town Member Board Meetings. The Programme Management Office and supporting colleagues will have an open invite to attend monthly Ward Member Meetings.

4.10. Working group representatives.

- 4.10.1. Occasionally, working groups of the Towns Fund Board may need to be established to complete a specific task for specific and appropriate elements of the Board's business as outlined in section 3.2. The working group appointments will be agreed by the Towns Fund Board and the Accountable Body and can include non-Board Members. The approach to establish working group is to be agreed by the Board on an individual basis.

5. Code of Conduct

- 5.1. All Members of the Towns Fund Board will sign the Councillor Code of Conduct which is based on the Seven Principles of Public Life (Nolan Principles) and contained within Article 13 of the Council's constitution.
- 5.2. Members of the Towns Fund Board as a whole will be required to declare and register any gifts and/ or hospitality which will be maintained by Sandwell Council.

6. Legal Status

- 6.1. The Towns Fund Board is not a legal entity. It is not the accountable body for any grant or funding regime. Sandwell Council is the Accountable Body for the receipt of and monitoring compliance of all relevant funding.
- 6.2. Whilst the Board has decision making authority, decisions are required to be made in accordance with the governance, financial regulations, policies, procedures and codes of Sandwell Council as the Accountable Body.

7. Decision Making

- 7.1. The Council's Principles of Decision Making will apply to the Towns Fund Board, as laid out in article 13 of the Council's Constitution. 'Elected Member' is taken to refer to a Board member: -

7.1.1. Article 13.02 Principles: -

- Proportionality (i.e. the action taken is proportionate to the desired outcome);
- Decisions are taken on the basis of due consultation and professional advice from officers (Decisions taken by elected members will be based on information provided in a written report prepared by the responsible officer/s);
- Respect for human rights and giving due regard to the Public Sector Equality Duty;
- A presumption in favour of openness (Reports will only be considered in private where they contain exempt information as defined in Schedule 12A to the Local Government Act 1972 (as amended) (see Part 4 Access to Information Rules – Rule 10);

- Clarity of aims and desired outcomes (The written reports submitted to elected members will contain a clear recommendation of the professional officer for every decision they are asked to take)

7.2. Quorum

- 7.2.1. Boards will be considered quorate with five voting members present.

7.3. Voting

- 7.3.1. Each member of the Board shall have one vote which may be cast on matters considered at the meeting. Any decision of the board will be decided upon by a simple majority of those members present in the room and eligible to vote.
- 7.3.2. Where a substitute Board Member is attending, they are eligible to cast a vote.
- 7.3.3. Any representatives attending in an advisory capacity cannot cast a vote.
- 7.3.4. Any Board Member who has declared a pecuniary or prejudicial interest in the matter will be asked to leave the meeting whilst the vote is underway, for the duration of the matter of business during the meeting.
- 7.3.5. Where a decision cannot be concluded by a vote, the Chair will have the final decision making authority.
- 7.3.6. If an urgent decision is required which cannot be deferred until a subsequent meeting, the Chair can call for an additional meeting to be arranged. If this is not practical, the Chair in consultation with the Vice-Chair and the Councils S151 officer or nominee shall be authorised to determine the matter and is required to submit this to the Accountable Body for review. Any urgent decisions made in this manner shall be reported to the next scheduled meeting of the board and also communicated to all board members at the point of decision.

7.4. Confirmation of minutes

- 7.4.1. The Chair presiding shall put the question that the minutes submitted to the meeting be approved as a correct record.

8. **Declarations of Interest**

- 8.1. Members shall be required to declare interests in accordance with any relevant statutory provisions and the Members' Code of Conduct as set out in Part 5 of the Constitution.

- 8.2. Where a Board member has a disclosable pecuniary interest or pecuniary interest in the business of the authority, he/ she must withdraw from the meeting (virtually or meeting room) where the meeting considering the business is being held unless the member has obtained a dispensation from the Council's Monitoring Officer.
- 8.3. Where a Board Member is nominated as the Lead Officer for a project and/ or is involved in project delivery, they may attend the Board discussion relating to the project in the capacity of providing and presenting information, but they may not participate in any deliberations or decision by the Board concerning that project.

9. Scrutiny

- 9.1. Scrutiny of Sandwell's Towns Fund Programme and Long-Term Plan Programme will be provided by the Council's Economic, Skills, Environment and Transport Scrutiny Board on a quarterly basis and through the critical friend challenge that will be provided by the Boards.

10. Transparency and Accountability

10.1. Towns Fund Board Agendas and Minutes

- 10.1.1. The Council will publish Board meeting agendas on Modern.gov 5 clear days before the meeting.
- 10.1.2. Draft minutes of the Boards will be published within 10 clear working days and approved minutes of the Boards will be published within 10 clear working days.

10.2. Member profiles

- 10.2.1. Profiles of Board Members will be published on Modern.gov.uk.

10.3. Conflicts of Interest

- 10.3.1. Members of the Boards will be required to declare any conflicts of interest (commercial, actual and potential). This will be maintained by the council in a declaration of interest register which will be managed by Sandwell Council.
- 10.3.2. Board Members should take personal responsibility for declaring their interests before any decision is considered by the Boards. These will be formally noted within the published minutes of meetings of the Boards including action taken in response to any declared interest.
- 10.3.3. Board Members should take personal responsibility for declaring their interests prior to an item being discussed. These will be noted within the

minutes including action taking in response to any declared interest. If any Member has any queries about their interests and the disclosure thereof, they should seek advice from the Monitoring Officer.

11. The Boards relationship with Sandwell Council

- 11.1. In accordance with the government guidance, Towns Fund Board will have sight and endorse Accountable Body decisions in the delivery of the Towns Fund Programme and Long-Term Plan Programme. Sandwell Council will remain the Accountable body for any Town Deal and Long-Term Plan funding that is received, and any other funding received in future in relation to Town Deal and Long-Term Plan projects.
- 11.2. These Terms of Reference do not change, replace, substitute for or amend in any way the statutory powers or duties or other responsibilities of any of the people or organisations represented on the Boards.
- 11.3. The procurement policies of Sandwell Council will apply. Where external professional advice is required, consultants will be identified using the procurement policies of Sandwell Council and contracts will be entered into between Sandwell Council and the relevant organisation in accordance with Sandwell Councils policies and procedures including its contract procedure rules.
- 11.4. Where applicable, Sandwell Councils Cabinet will receive regular reports on progress of activities through regular performance monitoring.
- 11.5. Board Members shall make themselves available from time to time to meet Cabinet and/ or Portfolio Holder and to attend meetings of the Council's Scrutiny Committee if invited.
- 11.6. The council's Data Protection Officer and the Programme Management Office will support the Boards in dealing with any data protection questions. The council's framework can be found at Information Governance and Data Protection.

12. Membership

- 12.1. The Lead Council has responsibility for establishing the Boards for the development and implementation of the Town Investment Plans.
- 12.2. The Boards will now assume responsibility for future governance under these Terms of References in consultation with the Accountable Body.
- 12.3. Current membership can be found in Annex 1.

- 12.4. Membership will be reviewed annually, ensuring compliance with the Code of Conduct, Terms of Reference and review Declaration of Interests. If a vacancy arises during the annual review, the process outlined in section 4.8 will be followed.
- 12.5. Additionally, all non-mandatory board memberships, including the Chair position, will be refreshed every three years. This process ensures that the board remains representative of a diverse range of sectors, skills, and interests in Sandwell, enabling the board to effectively support the Town Investment Plan and Long-Term Plan implementation at all stages. At the end of each term, the accountable body will conduct a review of the board membership.
- 12.6. If an application is received for the Chair position, they must not be directly benefiting from the fund/ wanting to put in an application for funding in the 3-year term.
- 12.7. The updated membership will be reported to Cabinet at least on an annual basis to align with Annual appointments.
- 12.8. All Board members are expected to attend at least a minimum of 50% of the annual meetings held, unless exceptional circumstances which have been agreed by the Chair.
- 12.9. Board Membership may change over time. Board members may be removed from the Towns Fund Board if they do not adhere to the Terms of Reference and requirement of the Code of Conduct, or do not attend two or more meetings in succession.
- 12.10. A Board Member shall also cease to be a member of the Board in the following circumstances: -
- gives written notice to the Chair of their notice of resignation.
 - Death or ill health that means they are not able to continue in the role.
 - Board Member's bankruptcy making of any arrangement or composition with their creditors, or liquidation, or in the case of an organisation, winding up, liquidation, dissolution or administration or anything analogous to any of the foregoing occurring in relation to a member in any jurisdiction.
 - By a resolution of the Board that it is in the best interests of the Board that the membership is terminated.
 - Members who breach confidentiality
 - Refusal to adhere to the values and behaviours of the board.
- 12.11. Values and Behaviours
- 12.11.1. Members should adhere to the Terms of Reference.

- 12.11.2. Members should act honestly and ethically, always making decisions based on the interests of the Board and community.
- 12.11.3. Members should treat others with courtesy, valuing views of others and ensuring a positive, inclusive environment. Members should listen actively and engage in constructive discussions.
- 12.11.4. Members should demonstrate dedication to the Board and the funding programme goals and objectives.
- 12.11.5. Members should work together, sharing knowledge and expertise, encouraging input from others to support the programme and decision making.
- 12.11.6. Members should act as a champion of the Board and funding programmes. Any communication regarding the Towns Fund Board, Towns Fund Programme and Long-Term Plan Programme should be positive, promote the initiatives, and refrain from making negative statements or criticisms about the programmes

12.12. Advisors

- 12.12.1. Advisors are invited by Board Members and participate in the meetings but will have no voting rights or ability to make decisions on behalf of the Board.
- 12.12.2. S151 Officer – Sandwell Council is the Accountable Body for the Boards. The Council's S151 Officer or nominee shall be included as a member on the Boards to ensure compliance with all necessary financial regulations.
- 12.12.3. The Board will be closed to the public and press unless specifically invited.
- 12.12.4. These terms of reference may be reviewed and modified at any time in consultation with the Monitoring Officer, Director of Law and Governance.

13. Respecting confidentiality

- 13.1. On occasions the Board may wish to discuss matters where one or more members wish to retain confidentiality. In such circumstances, and where specifically requested by one or more members of the Board, all Board members are expected to retain confidentiality in the context of the matters being considered.
- 13.2. Matters may require more stringent levels of confidentiality due to commercial sensitivity, allowing for ideas to be developed without being negatively influenced before external engagement, this may be discussed in a private section of the agenda.

- 13.3. Members who breach confidentiality will be removed from the Board.

14. Communications, Press and Media Protocol

- 14.1. Press and media enquiries shall be referred to the Chair and the Council before any statement is made by individual members of the Board.
- 14.2. All Board members should act as a champion of the Board and funding programmes. Any communication regarding the Towns Fund Board, Towns Fund Programme and Long-Term Plan Programme should be positive, promote the initiatives, and refrain from making negative statements or criticisms about the programmes.

15. Scheme of Delegation

- 15.1. The Towns Fund Scheme of delegation in relating decision making are included as Annex 2 to these Terms of Reference.
- 15.2. A decision which is made in contravention of the process will be invalid based on non-compliance unless the Board has given prior approval for variation in the decision-making process.
- 15.3. Any financial decision must be signed off by Sandwell's S151 Officer as the Accountable Body. The Council's S151 Officer will ensure compliance with all necessary financial regulations, in order to protect the Accountable Body and ensure proper administration of all financial affairs.
- 15.4. The Chair of the Board can decide to convene a meeting where decisions need to be considered by the Boards which does not fit within the timeframe of the scheduled meetings. Where possible, the standard notice period will apply for any such meeting.
- 15.5. Where a meeting cannot be convened, urgent decisions can be endorsed by the Board through a written procedure.
- 15.6. Only in the most exceptional circumstances might it be considered necessary and appropriate for a matter of strategic importance usually reserved to the Main Board to be decided through this procedure. This will apply where a project cannot continue without a decision being approved, therefore posing a significant risk to project deliverability. This includes, but is not limited to:
- (a) Time limited reallocation of funding
 - (b) Changes to Heads of Terms
 - (c) Changes to Mandatory Indicators and financial profiles
- 15.7. Written/Urgent Procedure: -

- 15.7.1. Following consideration by Director of Place/S151, a report in the usual meeting format and including reasons for urgency, will be circulated to the Chair/Vice chair to consider whether, due to the urgent nature of the decision to be made, it is necessary and appropriate for the decision to be made before the next meeting.
- 15.7.2. The Chair/Vice Chair may consult with Director of Place/S151 or other officers to provide further information where required.
- 15.7.3. Within 5 working days of the report being presented, the Chair/Vice Chair will inform whether the decision is endorsed on behalf of the Board.
- 15.7.4. For transparency the report, reasons for urgency, and decision will be presented to the next Board meeting.

16. Objections following consultations

- 16.1. Project Leads will present any objections that have been received following consultation on projects to the Boards. The Board will consider the objections and alternative options prior to making a decision in consultation with the appropriate Cabinet member.
- 16.2. In the event that a decision cannot be agreed between the Board and Cabinet member, a separate meeting will be held with the Leader, Cabinet Member, Chair of the Board and Director of Place to discuss/resolve difference of view.
- 16.3. The project will not proceed in the delivery phase until a decision has been made.

