**Dudley Town Fund Board Terms of Reference – updated March 2022**

**1.0 Background Context**

In autumn 2019 Dudley was included in the first round of the governments £3.6bn “Towns Fund” programme. This brought the potential to access up to £25m of government support through the drafting of a Town Investment Plan and securing a Town Deal with government. The award fo the full £25m was announced in July 2021.

As part of that deal a Town Fund Board was established which operates as an partnership of private and public representatives and is the vehicle through which the Investment Plan and Town Deal for Dudley is developed and will be delivered. Since then, the Levelling Up Fund (LUF) bids have been announced and the council and partners were progressing a submission for Dudley town centre. Although not a requirement of the LUF bid to have board to oversee the programme it was agree at the Board meeting of December 2021 that the remit of the board would be expanded to include wider regeneration projects and programmes.

**2.0 The Purpose of the Dudley Town Fund Board**

The purpose of the Dudley Town Deal Board is to secure a Town Deal with HM Government. The Board has already successfully overseen stage 1: completion of the evidence base, community engagement and drafting of Town Investment Plan in order to move to the next stage of agreeing a deal. The next stages,

Stage 2: Using the Town Investment Plan to put together a business case to apply for funding for projects and agreeing with government a Town Deal is underway and due for submission in April 2022.

The Board lead on the development of the Town Investment Plan which will set out investment priorities to support the development of Dudley as a thriving town that delivers sustainable improvements in residents’ wellbeing.

The Town Investment Plan set out a vibrant vision for the future of Dudley as a successful town, which utilises its full economic potential to benefit people from all backgrounds and communities. It reflects on recent challenges such as the impact of Covid-19, the decline of the retail sector, and the climate emergency and demonstrate how Dudley can have its own vision, can be resilient, and can offer genuine ambition for the future.

The funding will also help to increase long term economic and productivity growth with a focus on regeneration, improved transport, skills and culture.

The Board is expected to be creative and entrepreneurial in following the prospectus which provides practical guidance and adDeputy Chair to help communities, businesses and local leaders develop their own ambitious proposals for growth.

The board will oversee and provide the same support and constructive challenge to the wider regeneration programme in Dudley town centre, including the Levelling Up Bid and any future major capital bids and programmes led by the Council.

The role of the Board is to:

• develop and agree an evidence-based Town Investment Plan and future investment plans;

• develop a clear programme of interventions;

• coordinate resources and influence stakeholders.

The Board will extensively engage with local communities to canvass opinion on the priorities that should shape the Investment Plans. The Board will ensure that the Investment Plan is based on the best available economic, social and environmental data for Dudley.

The Board will ensure that the Investment Plan is aligned with other relevant strategies, including HM Government’s clean growth objectives, West Midlands Industrial Strategy, the West Midlands and Black Country Strategic Economic Plans.

To assist in the process of engagement and evidence based development the Board will oversee the commissioning of appropriate consultancy and administrative support and the allocation of government capacity funding to ensure the delivery of the Investment Plan in accordance with the timetable laid out in the guidance.

**3.0 Implementation**

To ensure the successful delivery of the Town Investment Plan, The Towns Board, advised by Dudley MBC as the Lead Council – will implement agreed projects and set up internal monitoring and evaluation arrangements. Dudley MBC will also agree to meet the external monitoring and evaluation conditions and ensure the submission of regular reports to timetable.

**4.0 Roles and responsibilities**

 **4.1 Town Deal Board:**

The Board will sign off each stage of a Town Investment Plan and Town Deal and is responsible for:

1. Upholding the Seven Principles of Public Life (the Nolan Principles)
2. Developing and agreeing an evidence-based Town Investment Plan
3. Establishing a clear programme of interventions
4. Embedding arrangements in local plans (where appropriate) and undertaking Environmental Impact Assessments and fulfilling duties on public authorities under the Equalities Act, in particular, and the public sector equality duty.
5. Coordinating resources and engaging stakeholders
6. Ensuring communities’ voices are involved in shaping design and decision making at each phase of development
7. Ensuring diversity in its engagement with local communities and businesses
8. Helping develop detailed business cases
9. Overseeing each step of agreeing a Town Deal and overseeing compliance with the
10. Heads of Terms Agreement with government

**4.2 Town Fund Board Chair**:

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

4.Signing the Head of Terms Agreement with government

**4.3 Lead Council and Accountable Body**

All Town Deals need to have an Accountable Body which will be a council through which funding
will flow. Dudley MBC will be the Lead Council for the Town Deal and will also act as the Accountable Body. As the Lead Council, Dudley MBC has a seat on the board and takes responsibility for ensuring that decisions are made by the Town Fund Board in accordance with good governance principles

The council will facilitate this by:
1. Upholding the Seven Principles of Public Life (the Nolan Principles)
2. Developing a delivery team, delivery arrangements and agreements
3. Ensuring that decisions are made by the board in accordance with good governance principles
4. Ensuring transparency requirements are met – through publication of information on their website or a Town Deal specific website (*where further reference is made in this guidance to publication on a Lead Council’s website this includes Town Fund specific websites*)
5. Developing agreed projects in detail and undertaking any necessary feasibility studies
6. Undertaking any required Environmental Impact Assessments or Public Sector Equalities Duties
7. Helping develop detailed business cases
8. Liaising with potential private investors in identified local projects and schemes
9. Signing the Head of Terms Agreement with government
10. Monitoring and evaluating the delivery of individual Towns Fund projects
11. Submitting regular monitoring reports to Towns Hub
12. Receiving and accounting for the Town’s funding allocation

There will be a collective responsibility between the Board and Dudley MBC to meeting the submission date of 29 January 2021 for the Town Investment Plan.

**5.0 Code of Conduct**

All members and officers of the Dudley Town Fund Board will sign this Code of Conduct to make explicit their commitment to the highest standards of conduct in dealing with the business of the Town Board.

**5.1 Conduct of board business**

All business of the Dudley Town Board will be conducted in accordance with The Seven
Principles of Public Life, 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.
*Integrity*: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
*Objectivity*: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
*Accountability*: Holders of public office are accountable to the public for their decisions and actions and must submit themselves the scrutiny necessary to ensure this.
*Openness*: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for doing so.
*Honesty*: Holders of public office should be truthful.
*Leadership*: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

**5.2 Conduct of Board members.**

Members commit to**:**

a) Support the purpose, objectives and roles of the Dudley Town Fund (and other relevant bids) and promote the priorities of the Board within their business community.
b) Contributing their individual knowledge and expertise towards the development of a successful the Investment Plan.
c) Work co-operatively with other Board Members, secretariat and officers in the best interests of the Board.
d) Actively support equality and diversity in the work of the Board and ensure its consideration in drafting of the Investment Plan.
e) Act honestly, diligently and in good faith, noting that to do so may require taking professional adDeputy Chair.
f) Resist any temptation or outside pressure to use the position of Board Member to benefit themselves, their business interests, or other individuals or agencies.
g) To follow the council policy on accepting offers of money, gifts or hospitality.
h) Avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and those of the Dudley Town Fund Board.
i) Acknowledge that differences of opinion may arise in discussion but once a decision has been made by the Dudley Town Fund Board to support the decision.
j) Base their views on matters before the Dudley Town Fund Board on an honest assessment of the available facts and representative engagement results, unbiased by partisan or representative views.
k) Understand that an individual member does not have the right to make statements or express opinions on behalf of the Dudley Town Fund Board unless specifically authorised to do so.
l) Respect the confidentiality of items of business which the Dudley Town Fund Board decides should remain confidential.
m) Honour the obligation on all members not to reveal to third parties the views expressed at meetings.
n) Have regard to the need to promote public accountability for the actions and performance of the Dudley Town Fund Board.
o) Give priority, as far as practicable, to attendance at Board meetings and its committees or groups

**6.0 Membership**

The business of the Dudley Town Fund Board shall be conducted by its members sitting as a Board and meeting on a regular basis.

The government guidance recommends that the Town Fund Board should reflect the diversity of the town.

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 prior agreement.

Board members agree to champion and communicate the partnership arrangements of the Town Deal throughout their organisation, partnership and sector.

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.

Each member of the Board shall have one vote. In the event of a tied vote the Chair shall have the casting vote.

The membership of the Board will be as follows:

* MP for Dudley North Constituency
* Cabinet Member for Regeneration & Enterprise, Dudley MBC
* Shadow Cabinet Member for Regeneration & Enterprise, Dudley MBC
* Director of Regeneration & Enterprise, Dudley MBC
* CEO, Dudley College
* CEO, University of Worcester
* MD Avenbury
* Director, Dudley Zoo
* Chief Executive, Dudley Canal and Tunnel Trust
* Chief Executive, Black Country Living Museum
* Chief Executive, Black Country Consortium
* LEP Board Member
* CEO, Black Country Innovation and Manufacturing Organisation
* Director, Black Country Transport
* Diocese of Worcester – Bishop of Dudley
* Retail Director, LCP Properties
* Director of Integrated Network SerDeputy Chairs, TfWM
* Board Level Representative from Dudley CCG
* Head of Business Engagement, WMCA
* Director of Strategy, Dudley Group NHS Foundation Trust
* Director of People, Dudley Group NHS Foundation Trust

In addition, Officers from Dudley MBC will attend Board meetings to provide secretariat and subject matter support as and when required.

There are a number of other stakeholders invited to attend board as guests. These are nominated substitutes for board members and other representatives from board members organisations.

By agreement of the board membership will be regularly reviewed and amended to reflect the nature of the projects in development and delivery.

**6.1 Chairperson**

The Chair will be appointed from within the Town Deal Board membership and will be a private sector representative. Nominations for the role of Chair, and any Deputy Chair Chair, will be sought from Board Members. Board members can nominate themselves.

The Chair will be elected on the same terms as other board members and will be in position for the period up to the outcome of the Town Fund process is known. This could be a point twelve months after the submission of the town Investment Plan. At this point a review of the Terms of Reference, including Board Membership, Chairperson, and terms, will be conducted to reflect the nature of the Town deal and any government guidance or criteria that accompany it.

**6.2 Chairperson Responsibilities**

The Chair has all the same responsibilities as the other Board members and is selected by fellow Board members, working as “the first among equals”, i.e. sharing collegiate responsibility equally with other Board members, but taking the additional responsibility of steering the Board openly and fairly through its decision making processes.

The Chair shall ensure that the views of all board members are heard, that any appointments to the Dudley Town Board are managed in a timely, open and transparent manner and shall be responsible for ensuring that the Board is kept up-to-date on all the relevant activities of the Town Investment Plan process.

**6.3 Deputy Chair Chair(s)**

The Board can elect up to two Deputy Chair Chairs. Deputy Chair-Chairs will be appointed from within the Board Membership, they can be either Public or Private members. Nominations for any Deputy Chair Chair role will be sought from Board Members. Board members can nominate themselves.

The Deputy Chair-Chair(s) will be elected on the same terms as other board members and will be in position for the period up to the outcome of the Town Deal process is known.

**6.4 Deputy Chair-chairs’ Responsibilities**

The Deputy Chair-chairs shall support the Chair in the exercise of his or her duties in addition to their normal duties as Board members. 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.

**7.0 Accountability and Communication**

**7.1 Remuneration**

There will be no remuneration paid to any board members for the opinion and guidance they provide.

**7.2 Secretariat**

Dudley MBC will function as the accountable body for any finances. The Board may decide to source external secretariat support or seek this from Dudley MBC

**7.3 Governance**

The responsibility for setting the agenda will sit with the board Chair. Wherever possible papers will be circulated by the secretariat at least five working days before the board meeting.

Quorum for a board meeting will be a minimum of 50% of the Board membership at the time of the Board meeting plus the Chair or a Deputy Chair Chair.

**7.4 Conflicts of Interest**

Dudley MBC, will provide guidance on the pecuniary and nonpecuniary interests individuals must declare, and will outline the process that Board members must follow for declaring interests and explain the process for requesting an exemption. This will be detailed in a separate Conflicts of Interest Policy which will be appended to these Terms of Reference. Town Deal Board members should then complete a declaration of interests which will then be held by Dudley MBC.

All Board Members should take personal responsibility for declaring their interests before any decision is considered. A record will be kept of action taken in response to any declared interest and where necessary this information will be recorded in the central register held by the Council.

The Board will adopt the Dudley MBC policy on gifts and/or hospitality and will maintain a register of such gifts provided to individual Town Fund Board members or the Town Fund Board as a whole.

**7.5 Transparency**

In line with the principles of public life, it is important that there is transparency around the operation of the Town Fund Board. The Board will work with Dudley MBC in publishing information on the Board and its decision-making processes. This information will include:

• A documented decision-making process outlining the voting rights of the Board to be published

• Profiles of Board Members

• All Board papers to be published on the Council’s website in advance of the meeting (within 5 clear working days)

• Publishing draft minutes of meetings on the Council’s website following the meeting (within 10 clear working days)

• Publishing final minutes on the Council’s website, once approved by the Board (within 10 clear working days)

• Any conflicts of interest reported to be formally noted within the published minutes The Town Fund Board will use Dudley MBC governance and finance arrangements when considering what constitutes private reports, but acknowledges that the default position should be one where all papers are open to the public.

**8.0 Terms of Reference Review**

These terms of reference may be reviewed and modified at any time at the discretion of the Board.

**9.0 Data Protection and GDPR**

The council’s data protection policies will be adopted and are included as an annex to these Terms of References