

Canterbury's Tales of England Board Terms of Reference

Background

A strategic board is being established by the council to support the design, delivery and oversight of a cultural and economic growth programme for the city.

Post-Covid-19 Canterbury, along with other parts of east Kent, have been identified by central government as target areas for investment to ensure those towns and cities are able to respond effectively to a new normal.

There is a focus on regeneration, improved transport, skills development and culture that enable economic growth.

Canterbury City Council (CCC) is currently developing a bid for the government's levelling up fund to enable some initial investment in these areas.

If successful, this funding will enable swift investment in key infrastructure projects across the city, but would be unlikely to deliver the full extent of scoped works that have been identified by the council and other stakeholders.

As such, and to ensure CCC is ready to capitalise on future funding and ensure stakeholder and community involvement in the current bid, CCC is creating the Canterbury's Tales of England Board to provide strategic input and oversight into current and future bids and the concepts and works these would deliver.

CCC is keen to engage a range of stakeholders and community representatives from across the city to represent a diverse range of ideas, skills and knowledge.

The board will be tasked with overseeing the development of a masterplan for the city that builds on the well-established identity of Canterbury.

The board will also provide strategic input and advice into the development of bids that enable the delivery of the masterplan, including establishing and producing evidence-based insight into the needs of the city that ensures its continued growth and prosperity.

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Purpose

The Canterbury's Tales of England Board will be the vehicle through which the vision and strategy for the masterplan is defined. The masterplan will form the basis of current and future business cases and funding bids that enable the delivery of that vision and strategy.

Role of the Board

To develop a masterplan for the city that ensures future growth and prosperity through the city's existing identity, assets and characteristics by:

- Establishing and assessing evidence for projects, taking into account the needs and views of stakeholders, communities and legal constraints/considerations through engagement and consultation
- Developing the vision and strategy that includes scoped out projects and opportunities
- Identifying the priorities within the masterplan and set a realistic timeframe for the delivery of the short, medium and longer term interventions
- Engaging with funders, government and other agencies to champion the vision and strategy in order to bring in investment and deliver the vision and strategy

Membership

The Board will include a range of stakeholders and representatives from across the city. These will include, but are not limited to, local authorities, educational institutions, businesses, the Business Improvement District, cultural institutions, sports and leisure, community groups and other stakeholders that have a vested interest in the delivery of the purpose of the Board.

Canterbury City Council will act as secretariat of the Board with both a nominated councillor and senior officer as permanent members of the Board. The council will also act as the nominated authority for the receipt and distribution of funds.

A Board member shall cease to be a member in the following circumstances:

- A member provides written notice to the Chair of their intention to resign;
- The Chair receives notice of their removal/replacement by the appointing authority/organisation/nominated body;
- A board member's bankruptcy making of any arrangement or composition with creditors, or liquidation, or in the case of an organisation, winding up, liquidation, dissolution or administration to a member in any jurisdiction;
- A member is removed from membership by a resolution of the Board that is in the best interests of the Board that the membership is terminated.

Board membership will be co-opted and appointed by Canterbury City Council in consultation with the chair of the board, or if a chair is not yet elected, the Chair of Policy Committee. Where the board highlights a particular gap in knowledge, experience or skills, the board may elect to advertise for a board member.

Roles and responsibilities

The role of **Canterbury City Council** is to:

- Define the area that the Canterbury's Tales of England vision and strategy will represent;
- Convene the Board which will align with the governance standards and policies of the Council, including whistle blowing, conflicts of interest and complaints;
- Publish the governance structure and ways of working on their website;
- Set out how any capacity funding allocated in advance of bids being developed will support the vision and strategy

The role of the **Chair** is to lead the Board in shaping the vision for the city as well as defining the strategy and steps that need to be taken to achieve that vision. The key responsibilities of the post are:

- Provide strategic and dynamic leadership for the Board
- Lead the Board in developing and implementing the vision and strategy
- Ensure that all sectors on the board are actively engaged
- Run meetings effectively and fairly ensuring the Board adheres at all times to high standards of ethics and governance
- Exert a casting vote in Board decisions if circumstances so require

The role of **Board Members** is to support the Chair in shaping the vision for the city and ensuring the correct steps are taken to make the vision a reality. The responsibility of the Board Members includes:

- Attending Board meetings
- Communicating the agreed view of the Board in discussions with other stakeholders and partners
- Taking account of the views of other stakeholders and being mindful of different views and requirements
- Contribute to the development of a Canterbury's Tales of England masterplan
- Formally represent the Board in meetings with other bodies, partner organisations and agencies

Substitutions

Substitutes are required to be identified at the formation of the Board and will be agreed as a part of the governance process.

Conflicts of Interest

Any conflicts of interest should be declared to the nominated senior council officer before officially joining the Board. The council will maintain a register of Board member interests that will be reviewed annually. The register of interests will be disclosed on the council's website to ensure transparency and good governance.

The following provision shall apply to all Board members should they be faced with conflicts of interest:

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- The Board member shall immediately declare the nature of the conflict and may be asked to withdraw from any business where the conflict would be relevant
- Whenever a Board member has an interest in a matter to be discussed at the meeting the member may not be:
 - Entitled to remain present at the meeting during the discussions of the matter
 - Counted in the quorum in relation to the matter
 - Entitled to vote on the matter

The Board may, at its discretion, authorise a person to remain in the meeting whilst a matter is discussed provided the conflict of interest has been declared by the member and that member is not entitled to vote on the matter.

Board Member Conduct

Board members will observe the 'Seven Principles of Public Life' and are bound by their own authority's/organisation's code of conduct in their work on the Board.

Quorum and Decision Making

The Board shall delegate the Chair of the Board the authority to make urgent decisions, having consulted with the Board members by email, where the Board cannot convene in a timely manner to consider a matter.

The Chair shall be appointed by Canterbury City Council's Policy Committee in the first instance and thereafter by the Chief Executive of the Council in consultation with the Chair of Policy Committee.

In the absence of the Chair, the Board shall vote and appoint a Chair for that meeting only.

The council's nominated senior officer shall consult with the Chair of the Board from time to time to assess and review the progress of the Board and ascertain the work required to deliver the purpose of the Board.

Any informal meetings convened by the Chair will be reported back to the Board at a formal meeting.

All members shall have one vote which may be cast on matters considered at a Board meeting.

The Chair will have a casting vote, if required, on matters considered by the Board.

The board must be quorate in order to formally meet and make decisions. 50% of the membership will be considered as quorate. Below 50% and the meeting will not be held and agenda and items passed to the next meeting to consider.

The Board's relationship with Canterbury City Council

The Board is not an incorporated body and CCC will remain the accountable body for decisions, bids and funding (existing or future).

CCC will administer all funding and procure, contract and pay suppliers for any and all works commissioned by the Board provided these are within the means of the funding allocated.

The Board may put recommendations to the relevant council committee, which will be incorporated into the report by the relevant council officer. The relevant council officer is not compelled to agree with or recommend options or views expressed by the Board.

Meetings

The Board will meet as required to deliver the purpose of the Board. Timings will be agreed with the Board members. The Board may meet more frequently than agreed, provided the Board members agree. The Board may approve recommendations via a written procedure.

Board meetings will not be open to the public due to the commercial and financial nature of the meetings.

Meetings may take place in person or virtually and will be agreed by the Board. Where a Board meeting is in person, and with the prior agreement of the Chair, a Board member may attend the meeting by telephone or other means of communication whereby all persons in the meeting can communicate freely between all members. Where this is possible that member shall be deemed present and shall be entitled to vote and counted as quorum accordingly.

Informal Board meetings may take place from time to time and will be reported at the next formal Board meeting.

External advisors and other persons may be invited to attend all or part of a Board meeting. They will be able to speak on matters with the prior consent of the Chair.

Communicating and reporting arrangements

Meetings of the Board shall be called by the secretariat at the request of the Chair of the Board. The agenda and papers for meetings shall be approved by the Chair.

Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of the matters to be discussed shall be forwarded to each member and any other person invited to attend no later than four calendar days before the date of the meeting.

The proceedings and resolutions of the meetings of the Board shall be minuted by the secretariat. Draft minutes of the Board shall be approved by the Chair and shared with the Board. If no further comments are received, the draft minutes shall be approved by the Chair and uploaded onto the council's website.

Confidentiality

On occasion the Board may wish to discuss matters that one or more members wish to retain confidentiality. In such circumstances, and where specifically requested by one or more Board members, all Board members are expected to retain confidentiality in the context of the matter/s being considered.

If required for commercial sensitivity reasons, the Board may consider the requirement of using Non-Disclosure Agreements in relation to particular issues or discussions.

Review

The Board may require the terms of reference to be altered from time to time. A review will be completed once per year, or earlier if resolved by the Board.

Ancillary matters

Freedom of Information

The Board and its activities will be subject to freedom of Information requests, in addition to Data Protection Act 2018 and the Environmental Information regulations (various). Provisions will be made via the council to manage and respond to such requests.

All questions from the public about the Board, its decisions and functions will be directed to the council's nominated senior officer, who will engage with the Board to agree a response, where required.

Subgroups

In developing the vision and strategy for Canterbury's Tales of England various thematic sub-groups may be required.

Sub-groups will be approved by the Board and members of the sub-groups will adhere to these Terms of Reference and associated Code of Conduct. Sub-groups may co-opt individuals not on the Board to provide professional advice and input into the delivery of the Board's purpose. Sub-groups are advisory and will not be required to vote on matters.