

Towns Fund Programme Terms of Reference

V5 May 2023

1. Purpose of Document

- 1.1. The purpose of this document is to outline the governance arrangements for Sandwell's Towns Fund Programme for Phase 3 and supersedes the Towns Fund Governance Arrangements agreed in July 2021 which was relevant to Phases 1 and 2.
- 1.2. It has been updated to reflect the next phases of the programme now that the Town Deals have been signed and to reflect the latest Towns Fund Guidance (released by MHCLG December 2020, April 2021 and December 2021).
- 1.3. The document includes Roles and Responsibilities, 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 this programme through the Towns Fund Superboard and three Local Boards, and the Council as the Accountable Body for Phases 1 and 2.
- 2.2. For Phase 3 - Delivery, 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. DLUHC guidance outlines the following responsibilities for the Town Deal Board: -
 - 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.

3. Roles and Responsibilities

3.1. Town Deal Board

3.1.1. The Town Deal Board will be responsible for: -

- Leadership/ Direction - Provide strategic direction across the Town Deal Area
- Coherent Governance - Ensure a coherent approach across the three Town Deal Areas, maximising cross town initiatives where possible
- Consistency - Ensure interventions are not competitive and act to build the local economy
- 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 Town Deal Board by Central Government

3.1.2. The Chair of the Town Deal 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

3.2. Sandwell Council

3.2.1. Sandwell Council is the Accountable Body for Sandwell’s Town Deal Programme.

3.2.2. Sandwell Council is responsible for: -

- Upholding the Seven Principles of Public Life (Nolan Principles)
- Developing a delivery team, delivery arrangements and agreements
- Ensuring that decisions are made by the Town Deal Boards are in accordance with good governance principles.
- Ensuring transparency through the publication of agendas and minutes of the Town Deal Boards on Modern.Gov
- Developing agreed projects in detail and undertaking any necessary feasibility studies
- Undertaking any required Environmental Impact Assessments or Public Sector Equality Duties
- Monitoring and evaluating the delivery of Towns Fund projects and impact
- Submitting monitoring reports, as required
- Receiving and Accounting for the Town's Funding allocation and capacity funds
- Engage with the Town Deal Boards regarding project changes
- Proactively consult the Towns Fund Area Lead (DLUHC representative) on any potential changes to approved plans
- Ensure that all templates submitted to DLUHC are accurate and complete representations of current circumstances

4. Board Vacancies

- 4.1. **Town Deal Board** - Vacancies occurring within the Town Deal Board are for the identified organisations to make an appointment to in line with their own governance procedures. Where no such representation is provided, the Board will review the membership to decide whether alternative organisations or community representation are to be invited.
- 4.2. **Elected Members** – SMBC Full Council nominates Councillors and Cabinet Members to represent Town Deal Boards on an annual basis (Appointments to other Bodies). Where the appointed nominees for the Town Deal Boards do not represent the appropriate wards for the funding programme, an additional elected member can express their interest, to ensure all Wards are covered. The Chair and Town Lead will make the decision should there be more than one elected member expressing interest for the same Ward. Town Deal Board members will cast votes where a decision cannot be agreed.
- 4.3. The Town Lead Member is responsible for reporting progress back to Ward Members via Town Member Board Meetings.
- 4.4. **Young People's Representatives** - Vacancies occurring in young people's representation at Town Deal Boards will be identified and appointed to via the Sandwell Council Youth Service in consultation with the Chair of the Town Deal Boards, as appropriate.

5. Code of Conduct

- 5.1. All Members of the Town Deal Boards will sign the Councillor Code of Conduct upon their appointment, 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 Town Deal Boards as a whole will be required to declare and register any gifts and/ or hospitality upon their appointment, which will be maintained by the Council. Board members will be required to declare new interests by contacting the Programme Management Office , or declaring at the next Board meeting.

6. Decision Making – Town Deal Boards

- 6.1. The Council's Principles of Decision Making will apply to the Town Deal Boards, as laid out in article 13 of the Council's Constitution. 'Elected Member' is taken to refer to Town Deal Board member: -
 - 6.1.1. 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)
- 6.2. **Quorum** – the Town Deal Boards will be considered quorate with one quarter of voting members present.
- 6.3. **Voting** – any matter will be decided upon by a simple majority of those members present in the room and eligible to vote. Where a decision cannot be concluded by a vote, the Chair will have the final decision making authority.
- 6.4. **Confirmation of minutes** - The Chair presiding shall put the question that the minutes submitted to the meeting be approved as a correct record.

6.5. Declarations of Interest

- 6.5.1. 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.
- 6.5.2. Where a Town Deal Board member has a disclosable pecuniary interest or pecuniary interest in the business of the authority he/ she must withdraw from the room or chamber where the meeting considering the business is being held unless the member has obtained a dispensation from the Council's Monitoring Officer.
- 6.5.3. Where a Town Deal Board Member is nominated as the Lead Officer for a project and/ or is involved in project delivery, they may attend the Town Deal 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 Town Deal Board concerning that project.
- 6.6. In the event that Town Deal Board wishes to move to a vote, any matter will be decided upon by a simple majority of those members present in the room and eligible to vote.
- 6.7. The Chair shall have a casting vote.

7. Scrutiny

- 7.1. Scrutiny of Sandwell's Towns Fund 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 Town Deal Boards.

8. Transparency and Accountability

8.1. Town Deal Board Agendas and Minutes

- 8.1.1. The Council will publish Town Deal Board meeting agendas on Modern.gov 5 clear days before the meeting.
- 8.1.2. Draft minutes of the Town Deal Boards will be published within 10 clear working days; and
- 8.1.3. Approved minutes of the Town Deal Boards will be published within 10 clear working days

8.2. Member profiles

- 8.2.1. Profiles of Town Deal Board Members will be published on Modern.gov.uk

8.3. Conflicts of Interest

- 8.3.1. Members of the Town Deal 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.
- 8.3.2. Town Deal Board Members should take personal responsibility for declaring their interests before any decision is considered by the Town Deal Boards. These will be formally noted within the published minutes of meetings of the Town Deal Boards including action taken in response to any declared interest.
- 8.3.3. Town Deal 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.

9. The Boards relationship with Sandwell Council

- 9.1. In accordance to the government guidance, the Town Deal Board will have sight and endorse Accountable Body decisions in the delivery of the Towns Fund Programme. Sandwell Council will remain the Accountable body for any Town Deal funding that is received, and any other funding received in future in relation to Town Deal projects.
- 9.2. 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 Sandwell Town Deal Boards.
- 9.3. 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.
- 9.4. Where applicable, Sandwell Councils Cabinet will receive regular reports on progress of activities through regular performance monitoring.
- 9.5. 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.

9.6. The council's Data Protection Officer and the PMO will support the Board in dealing with any data protection questions. The councils framework can be found at Information Governance and Data Protection.

10. Membership

10.1. The Lead Council has responsibility for establishing the Town Deal Boards for the development and implementation of the Town Investment Plans

10.2. The Town Deal Boards will now assume responsibility for future governance under these Terms of References in consultation with the Accountable Body.

10.3. Membership will be reviewed annually and seek to continue to be representative of a diverse range of sectors, skills and interests in Sandwell in order for the Sandwell Towns Boards to be a valuable resource to drawn on at all stages of the Town Investment Plan implementation.

10.4. The updated membership will be reported to Cabinet at least on an annual basis to align with Annual appointments.

10.5. 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.

10.6. Advisors – 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.

10.7. S151 Officer – Sandwell Council is the Accountable Body for the Town Board. The Council's S151 Officer or substitute will have a standing invite on the Town Deal Boards to ensure compliance with all necessary financial regulations.

10.8. These terms of reference may be reviewed and modified at any time in consultation with the Monitoring Officer, Director of Law and Governance.

11. Scheme of Delegation

11.1. The Scheme of delegation in relating decision making are included as an annex to these Terms of Reference.

11.2. A decision which is made in contravention of the process will be invalid based on non-compliance unless the Town Deal Board has given prior approval for variation in the decision-making process.

11.3. 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.

- 11.4. The Chair of the Town Deal Board can decide to convene a meeting where decisions need to be considered by the Town Deal Boards which does not fit within the timeframe of the scheduled meetings. Where possible, the standard notice period will apply for any such meeting.
- 11.5. Where a meeting cannot be convened, urgent decisions can be endorsed by the Town Deal Board through a written procedure.
- 11.6. 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
- 11.7. Written/Urgent Procedure: -
 - 11.7.1. Following consideration by Director of Regeneration and Growth/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.
 - 11.7.2. The Chair/Vice Chair may consult with Director of Regeneration and Growth /S151 or other officers to provide further information where required.
 - 11.7.3. 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.
 - 11.7.4. For transparency the report, reasons for urgency, and decision will be presented to the next Town Deal Board meeting.

12. Objections following Consultations

- 12.1. Project Leads will present any objections that have been received following consultation on Towns Fund projects to the Town Deal Boards. The Town Deal Board will consider the objections and alternative options prior to making a decision in consultation with the appropriate Cabinet member.
- 12.2. In the event that a decision cannot be agreed between Town Deal Board and Cabinet member, a separate meeting will be held with the Leader, Cabinet Member, Chair of Town Deal Board and Director of Regeneration and Growth to discuss/resolve difference of view.

12.3. The project will not proceed in the delivery phase until a decision has been made.

Annex 1

Type of Variation	Scale of Variation	Action Required	Requires Town Deal Board endorsement?	Delegated Authority to approve	Approval required from DLUHC	Action following DLUHC approval
Heads of Terms	Any Changes to the Heads of Terms	Submit Project Adjustment Request	Yes	Director of Regeneration & Growth in consultation with Cabinet Member and S151 Officer *(subject to May 22 Cabinet approval)	Yes S151 sign off required	Issue Deed of Variation
Financial	A decrease/increase of grant funds to be drawn down by the project which is less than £250,000					
	A decrease/increase of grant funds to be drawn down by the project which is greater than £250,000					
	Any decrease of match funding					
	An increase in the match funding cost of the project without impact to the agreed funding for the project, the outputs/ outcomes or project completion	Update PMO	n/a	Towns Fund Programme Manager	No	Issue Re-profile letter Report to Town Deal Board
	Project leads to report on sunk/abortive costs as soon as possible, where the amount is: £5,000 + for projects below £1m (2 projects) £25,000 + for projects above £1m (14 projects) Movement of monies between individual project budget headings will also require Board endorsement as per the above criteria. This is applicable to all pre-construction costs including preliminary, design fees	Report to PMO	Yes – For changes above threshold	Towns Fund Programme Manager	No	Not applicable
Time/ Schedule	Slippage of milestones with no effect on total grant, completion date, outputs/outcomes	Update PMO	No	Towns Fund Programme Manager	Tbc	Issue Re-profile letter Report to Town Deal Board
	Slippage of outcomes and/ or grant claim profile, requiring re-profiling across future financial years with no overall change to project	Submit Project Adjustment Request	Yes	Director of Regeneration & Growth in consultation with S151 Officer*	Yes S151 sign off required	Issue Re-profile letter Report to Town Deal Board
Outcomes/Outputs	An increase in the outputs and outcomes of the project.	Quarterly reporting by project lead	No	Towns Fund Programme Manager	No	Report to Town Deal Board

	Any decrease to Mandator indicators outputs and outcomes of the project.	Submit Project Adjustment Request	Yes	Director of Regeneration & Growth, in consultation with S151 Officer and Cabinet Member	Yes S151 sign off required	Issue Deed of Variation
	Any decrease to Local Measures	Submit Project Adjustment Request	Yes	Director of Regeneration & Growth	Tbc	Issue Re-profile letter
Other	Changes to project contact information, administrative errors and others which have no impact to approved outcomes, outputs or grant.	Inform Project Lead/PMO	No	Towns Fund Programme manager	Tbc	Update documentation and Local Board where applicable

