



## Terms of Reference of the St Ives Town Deal Board

### 1. Purpose

There shall be a St Ives Town Deal Board consisting of representatives from the public, private, voluntary and community sector organisations with an active interest in community regeneration in the St Ives Town Deal Board area shown in the map in Appendix 1.

The St Ives Town Deal Board (“the Board”) is the vehicle through which the vision and strategy for the St Ives Town Deal is defined. The Board is not a legal entity, and its role is to provide strategic leadership. Its purpose is to work with Cornwall Council, to which it is accountable as the Lead Council, to undertake its functions as set out below.

The function of the Board is on the delivery of the Investment Plan, including:

- Where necessary, responding to the shaping of projects and to provide feedback.
- Provide strategic oversight and guidance on priorities and delivery in line with the Town Investment Plan.
- To ensure as the projects are developed the vision of the Town Deal initiative in St Ives is retained and the projects reflect the key elements of the vision.
- Where necessary, form project stakeholder groups, working with the nominated Project Lead. The groups will meet as determined by the project lead and will receive progress reports and support project delivery.
- To ensure that there is community engagement within the town in the delivery of projects.
- Working with the Lead Authority, Cornwall Council, and project leads to oversee delivery of the Programme.

### 2. Representation / Membership

Representatives who serve on the Board in a voting capacity will be from named bodies, organisations and businesses and individuals with an interest in stimulating the economy and improving quality of life in the St Ives area.

The membership itself and the balance of Members from different sectors (public/private/voluntary) reflects the guidance contained in the [Towns Fund Prospectus](#) and no single sector will have more than 49% of the voting rights.



Membership of the Board may also include individuals where agreed by the Board should these individuals be able to contribute the relevant skills, experience or expertise to the delivery of a project or projects. These representatives would be non-voting.

It is anticipated that the total number of voting members will not number less than 12. The Membership of the Board including voting members and non-voting members can be found in Appendix 2.

Cornwall Council Officers will represent the Lead Council in a non-voting capacity and are not permitted to represent any private sector or voluntary organisations with which they are involved.

A representative from the Accountable Body, Cornwall Council shall also be in attendance at Board meetings in a non-voting capacity.

### **3. Roles and Responsibilities**

The role of the Chair is to lead the Town Deal Board in shaping the vision for the town as well as defining the strategy and steps that need to be taken to achieve that vision.

The key responsibilities of the position are to:

- Provide strategic and dynamic leadership for the Board.
- Act in the best interests of the St Ives Town Deal Board as a whole.
- Lead the Board in developing and implementing the Town Investment Plan.
- Ensure that all sectors on the Board are actively engaged.
- Work with Cornwall Council Officers to ensure meeting agendas are confirmed and circulated five working days clear of each Board meeting, advising Officers of the items they wish to include on each agenda, and requesting any written reports from Officers with reasonable notice (minimum five working days) prior to the date of agenda circulation.
- Run meetings effectively and fairly ensuring the Board adheres at all times to high standards of ethics and governance.
- Allowing all Members a fair and equal voice at meetings.
- Exert a casting vote in Board Decisions if circumstances so require.

The role of the Vice Chair is to:

- assist the Chair in ensuring all the Board's activities will deliver the agreed outcomes of the Town Investment Plan by 2026.



- to support the Chair to enable the fulfilment of governance responsibilities and the strategic direction of the objectives of the Investment Plan.
- Chair the Board meeting, when the Chair is not available.

The role of the Board Members is to support the Chair in shaping the vision of the town and ensuring the correct steps are taken to make that vision a reality.

The responsibilities of Board Members include:

- Attending Board meetings.
- Acting in the best interests of the St Ives Town Deal Board as a whole.
- Reflecting the agreed view of the Board in discussions with partners and stakeholders.
- Taking account of views of other stakeholders and being mindful of different views and requirements.
- Contributing to the development and delivery of a Town Investment Plan.
- Formally representing the Board in meetings with other bodies and partner organisations.

The role of Cornwall Council as the Lead Authority is to:

- Define the area the Town Deal Board will represent on a map.
- Convene the Town Deal Board which will align with the governance standards and policies of the Lead Council including around whistle blowing, conflicts of interest, and complaints.
- Publish the Town Deal Board's governance structure and ways of working, such as a statement for how the Board will engage stakeholders and agree decisions over time; and
- Set out how capacity funding is spent, and to support the process of delivering the successful Town Investment Plan. This funding will be used for:
  - Convening Town Deal Board
  - Running business and wider community engagement events
  - Providing technical expertise for business case development

A full overview of the roles and responsibilities of each party is set out in the Responsibilities Matrix in Appendix 4.

Membership will be kept under review, and in accordance with the Towns Fund Prospectus, and will be formally reviewed on an annual basis. In reviewing membership, the Board will assess and take recognition of the involvement of its representatives in other related organisations and groups. The Board's



Nominations Committee is responsible for overseeing Board member recruitment and succession planning arrangements for the St Ives Town Deal Board. The Committee terms of reference can be found on the St Ives Town Deal website.

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

- The Board Member gives written notice to the Chair of their notice of resignation.
- Due to their resignation from, or removal/replacement by, the appointing authority/organisation/relevant nominated body. In this circumstance, the organisation will then be invited to nominate a new representative.
- The Board Member comes to the end of their term of office.
- The 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.
- The Board Member is removed from membership by a majority vote of the Board that it is in the best interests of the Board that the membership is terminated.

Should a Board member miss 3 consecutive meetings without sending apologies with a reason for absence the Board will consider whether that member should be asked for a written explanation, which will be formally reviewed by the Board and decision made as to whether the membership is terminated and/or a request is submitted to the organisation requesting alternative representation.

#### **4. Appointment of Chair and Vice Chair**

In line with the Towns Fund Prospectus guidance the Chair should be from the private sector unless there are reasons why this cannot be the case.

In line with UK good governance practice, the Board has adopted an approach whereby the Chair should hold the position for a period of three years, but at the end of this first appointment period, they shall be eligible for reappointment for a further period of three years with a maximum of two terms being served. The Board has also adopted the same defined term for the Vice Chair position to ensure consistency.



Further details on the Board's appointment process for Board Members, Chair and Vice Chair positions can be found within the St Ives Town Deal Board Recruitment Policy.

## 5. Meetings

The Board shall hold at least 4 meetings in every year for the transaction of general business and may hold such other meetings as they shall find necessary or convenient. Extraordinary meetings of the Board will be held with no less than 5 working days' notice (unless in the case of absolute business need when a shorter notice period may be given, in agreement with Lead Council and Chair) and may be called by the Chair, or by any six Members of the Board, sending a written request to the Secretariat with a clear single agenda item.

Meetings may be held either in a physical location, remote location (virtual meeting), or a hybrid approach will be adopted.

In order to discuss items of business (such as ongoing contract negotiations) Board agendas may, as necessary, include a Confidential section of the meeting. The minutes of this section of the meeting will be confidential to the Board, and not shared publicly. The minutes of the public sections of these meetings will be shared as standard on the Lead Council's website. The meeting agenda will clearly reflect which items are to be discussed under the public and confidential sections of the meeting.

## 6. Quoracy, access to information and decision making in meetings

For a meeting of the Board to be quorate there must be present no less than two thirds of the voting membership.

### VOTING

- Where a decision is required the Board shall try to reach a consensus view. Where this is not possible there will be a vote.
- Each Member shall have one vote.
- Voting shall be by a show of hands of Board members and shall be by simple majority.
- In the case of equality of voting, the Chair shall have a second or casting vote.

A full record of those present at the meeting and of the representatives sending in apologies of absence shall be recorded in the minutes. The minutes of every meeting of the Board shall be recorded by the Economy and Skills Service of



Cornwall Council and shall be approved by the Board at the next meeting and, when approved, signed by the Chair.

Minutes will be published on the websites of the Board and the Lead Authority unless they contain confidential or exempt information, in which case those sections of the minutes will not be published.

Each member of the Board shall be permitted to:

- Send to the Chair and Secretariat not less than 3 working days prior to the date the agenda is due to be produced of any matter that they may wish to include in the agenda.
- Receive copies of the agenda and accompanying papers 5 working days prior to the date of the meeting, unless there is some particular urgency when a lesser period may be given, which in any event shall not be less than 3 working days.
- Items may be tabled for information purposes only; all should be written in plain English.
- Verbal reports, other than those for information, will be accepted with the consent of the Chair where a reasonable explanation is offered as to why a verbal report is necessary/preferable.

## **7. Written procedures**

With the express consent of the Chair and the Lead Council decisions can be made by written procedures, such procedures to be agreed by the Board but which reflect the principles of this terms of reference. In each case a deadline for response will be given, the decisions will be binding, and they will be reported to the next convened meeting of the Board.

## **8. Conflicts of Interest and Confidentiality**

A conflict of interest is any situation in which a Board member's personal interest, or interests that they owe to another body, may (or may appear to) influence or affect their decision making.

Interests may be associated with, for example, employment, other appointments (including trusteeships, directorships, elected office), memberships (whether corporate or personal), investments, shareholdings, personal relationships, land and property, intellectual property, customer/client relationships, use of the Board's services or anything else which could (or could be perceived to) impact on the member's ability to act fairly (independently, impartially, and in the public interest).



The following parties should be considered when assessing the potential effect of a member's declared interest on any decision:

- the member, the member's family, including spouse or civil partner or any person living in the same household as the member;
- a business partner or close personal friend;
- a firm, business, or other organisation with which the member is connected.

A pecuniary interest is an interest through which the member or relevant party stands to gain or lose financially.

A non-pecuniary interest is an interest through which the member or relevant party stands to gain or lose in non-financial ways.

All Board Members must take responsibility for declaring any potential conflicts of interest at the start of the meeting and again when the relevant item is reached on the agenda, regardless of whether it is already included in the Register of Interests.

When accepting membership of the Board each member must complete a register of interests and accept the membership code of conduct, which shall be kept by the Secretariat and be open to inspection by any member of the Board. This register of interest must also be completed by any officer contributing to the work of the Board. Members will be required to submit a signed Declaration of Interest to the Secretariat prior to their attendance at their first Board meeting.

In the spirit of openness, interests must be declared where appropriate. Those declaring an interest will be asked to leave the room and shall take no part in the discussion or the voting thereon. However, the Board can, if appropriate, invite the interested party to provide factual information before the discussion begins. As a minimum the register must be updated annually, but each member should ensure that it is updated as necessary if any changes occur during the year.

All members should respect the confidential nature of some aspects of the activity undertaken by the Board and must adhere to the membership code of conduct. Members will be required to submit a signed Code of Conduct to the Secretariat prior to their attendance at their first Board meeting.

All Board Members are expected to abide by [The Seven Principles of Public Life \(Nolan Principles\)](#).

## 9. Supporting arrangements and sub-groups



Provision is made to establish sub-groups of the Board to facilitate quick decision making and engagement of relevant specialists. The terms of reference, functions and membership of any such sub-groups is to be formally agreed by Board prior to their creation.

Any groups established whilst having their own terms of reference are expected to operate within the remit of this terms of reference and shall have a majority of members from the voting representatives of the Board.

Sub-groups will provide their own secretariat function and produce a written report following each sub-group meeting, which will be tabled at the next Board meeting in an agenda item led by the sub-group Chair. In line with the requirement of papers to be shared with the Board Members five days clear of the Board meeting, Sub-group Chairs are asked, wherever possible, to convene meetings in a suitable timeframe that they are able to provide their written report, in a standard template form, to the Secretariat and Board Chair no less than seven days clear of the next Board meeting.

## **10. Amendments to the Terms of Reference**

The Terms of Reference shall be open to review at any time, but any amendment shall not be made unless agreed by a two thirds majority of members present that are entitled to vote.

## **11. Dissolution**

The Board may be dissolved by a resolution passed by a simple two-thirds majority of those present and voting at a Special Meeting. The Board may also be dissolved by the Lead Authority if and when appropriate, in line with the Lead Council's processes and the Board Code of Conduct, should the actions of the Board be of detriment to the progress of the Town Deal or if the operation of the Board becomes dysfunctional and poses a risk to programme delivery.

Terms of Reference agreed at the meeting of:

Signed:

Position: Chair of St Ives Town Deal Board

Date:





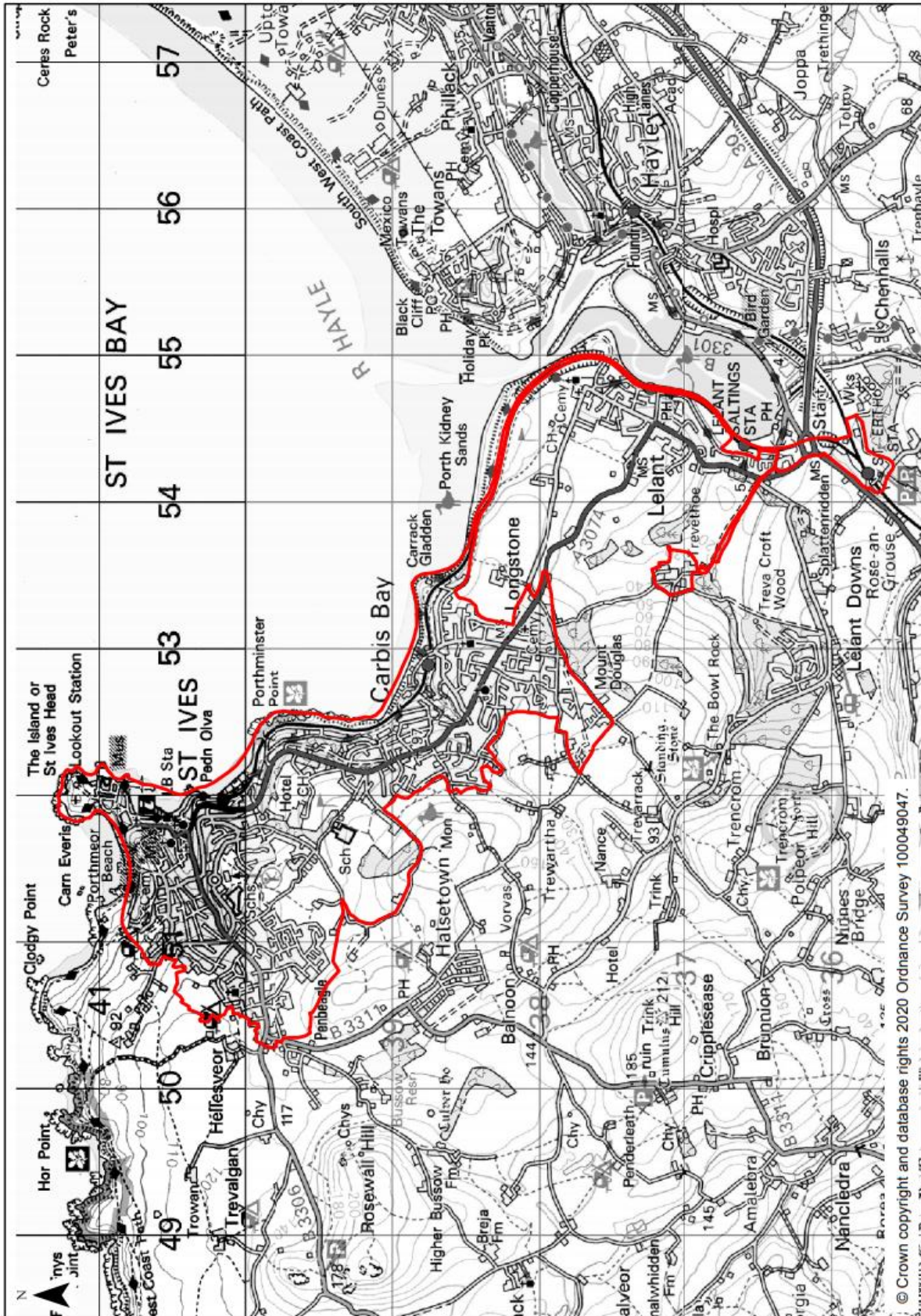
Signed:

Position: Representative of Cornwall Council (as Lead Council)

Date:



**Appendix 1: Area covered by the St Ives Town Deal Board**





## Appendix 2: List of voting members of the St Ives Town Deal Board

### MEMBERSHIP OF the St Ives Town Deal Board

ORGANISATION	NAME
<b>Public Sector</b>	
Cornwall Councillor (St Ives West & Towednack)	Andrew Mitchell
Cornwall Councillor	Linda Taylor
St Ives Town Council (Councillor)	Johnnie Wells
MP	Andrew George
<b>Private/Community/Voluntary Sector</b>	
BID	Steve Cross
Community and Voluntary Sector	Lynn Fox
Community and Voluntary Sector	Karen Fielding
Community and Voluntary Sector	Rowena Swallow
Private Sector - Chair	Andrew Baragwanath
Private Sector	Libby Buckley
<b>Voting Members</b>	<b>14</b>
Quoracy (2/3 of voting members)	9
<b>Ratification Officer</b>	
Cornwall Council (Lead Council)	Emily Kent
<b>Non-Voting Officers</b>	
St Ives Town Council	Louise Dwelly
Cornwall Council	Glenn Caplin-Grey
Cornwall Council (PMO)	Matthew Pitt
Cornwall Council (PMO)	Jessica Morris
Cornwall Council (PMO)	Danielle Hunt
Cornwall Council (PMO)	Melinda Brown
Cornwall Council	Guy Pace

### Appendix 3 – Towns Fund Background and Objectives

In November 2019, The Ministry of Housing, Communities and Local Government (MHCLG) launched the £3.6bn Towns Fund, for 100 towns across the country



each bidding for a share of up to £25 million. Of these for Cornwall, St Ives was selected by MHCLG for inclusion (the Towns Fund).

MHCLG published (in Nov 2019) the Towns Fund Prospectus, in which there are explicit guidelines on the formation of the Town Deal Board, their role and function, who should sit on the board, and from where these members should be drawn.

The Prospectus instructs the Unitary Authority (Cornwall Council) hereto referred to as the Lead Council to develop the Town Deal Board, and from there draw up a Town Investment Plan. The Town Investment Plan shall be drawn up, and when consensus is achieved confirms that the content of the Town Investment Plan is of high enough quality for submission to MHCLG, it shall be done so by the Lead Council.

The Towns Fund objectives include:

- The Towns Fund addresses growth constraints across the UK experienced by certain towns in certain areas.
- Successive governments have focussed on cities as drivers of economic growth. Towns have been overlooked and an objective of the Towns Fund is to level up that imbalance.

The Towns Fund will strengthen economies in towns that may not have the fundamental building blocks of a healthy localised economy. Without a strong economy amenities and leisure facilities, it is crucial to grow the economy of towns to facilitate the revival of these facilities and improve the standards of living in these areas.

The Towns Fund will:

- Focus on the individuality and assets of each town and build upon those assets providing the tools to design and deliver a growth strategy for that town.
- Provide confidence in long-term investment for businesses in towns, capitalising on the natural environment for renewable energy creation, historic and cultural offering and access to infrastructure.
- Work with local leaders to support the businesses to grow further and encourage a healthy supply chain.
- Seek opportunities to reinvigorate a workforce with new skills and enable that workforce to pursue other job opportunities that may exist in a changing economic marketplace.



- Work with Town Deal Boards to restore a spirit of pride that is often lost in 'left-behind' towns, through facilitation of project space for people to meet and deliver projects.
- Assist Town Deal Boards in the creation of the Town Investment Plan (TIP) for the recognition, rationalisation, ongoing development, and future investment opportunities of a town.

## Appendix 4 – Responsibilities Matrix

Town Deal Development stage	PARTNER RESPONSIBILITIES						Resource functions required
	Government (Funder)	Cornwall Council (Accountable Body)	Cornwall Council (Town Deal Delivery Office)	Town Deal Board (Strategic Advisory body)	Project lead/beneficiary (Delivery body)	ARUP / Town Hub (HMG funded technical advice)	
<b>TIP development</b>	<ul style="list-style-type: none"> <li>Provide prospectus and guidance for fund</li> </ul>	<ul style="list-style-type: none"> <li>Sign off final TIP and strategic fit with guidance</li> <li>Procurement of feasibility/comms</li> <li>Assess and sign off deliverability</li> <li>Sign off final TIP submission</li> </ul>	N/A	<ul style="list-style-type: none"> <li>Agree strategic vision</li> <li>Understand community views</li> <li>Review EOIs and agree projects to include</li> <li>Agree overall financial ask and programme</li> <li>Agree final TIP wording and content</li> </ul>	<ul style="list-style-type: none"> <li>Propose projects/EOIs</li> </ul>	<ul style="list-style-type: none"> <li>Provide advice to accountable body and to Boards on TIP development</li> <li>Critical analysis of TIP drafts</li> </ul>	<ul style="list-style-type: none"> <li>Coordination of EOI process</li> <li>Community engagement</li> <li>Communications</li> </ul>
<b>Heads of Terms agreement and final project selection</b>	<ul style="list-style-type: none"> <li>Decide deal allocation</li> <li>Sign HoT</li> </ul>	<ul style="list-style-type: none"> <li>Sign off deliverability of deal allocation and final projects</li> <li>Complete project/finance summary</li> <li>Sign HoT</li> </ul>	<ul style="list-style-type: none"> <li>Design and confirm mechanism for CC cash flow support in FBC stage</li> <li>Develop Comms Strategy and protocol for each town (designed alongside Boards)</li> </ul>	<ul style="list-style-type: none"> <li>Advise on final projects and allocations</li> <li>Sign HoT (Chair)</li> <li>Co-design Comms strategy</li> <li>Agree Comms Strategy</li> </ul>	<ul style="list-style-type: none"> <li>Advise on project specific conditions as appropriate</li> <li>Confirm intention to progress project</li> </ul>	N/A	<ul style="list-style-type: none"> <li>Post submission assessment of all TIP projects incl. match funding assessment</li> </ul>
<b>Full business case development</b>	<ul style="list-style-type: none"> <li>No specific role but spot checks may be made to confirm FBCs are being developed in line with guidance.</li> </ul>	<ul style="list-style-type: none"> <li>Receives reporting from PMO and recommendations from Boards to provide ongoing assurance</li> <li>Giving advice in relation to key strategic risks or any significant project changes if this effects FBC (when required/requested)</li> </ul>	<ul style="list-style-type: none"> <li>Critical role to maintain momentum on project development</li> <li>Advise project leads on FBC development</li> <li>Make recommendations to Boards on FBC development and changes</li> <li>Ensure Accountable Body are informed of key strategic risk</li> <li>Complete summary document of business cases for agreement by HMG</li> <li>PSED analysis</li> <li>Identify where support is required with projects</li> <li>Produce FBC plan</li> <li>Support on Procurement advice to beneficiaries</li> <li>Supporting Boards in delivery of their agreed communications strategy</li> </ul>	<ul style="list-style-type: none"> <li>PMO will sight the Board on capacity funding issues that can affect project development</li> <li>Advise PMO / make recommendations to Accountable Body as projects are developed in more detail or possible changes are made</li> <li>Receive regular monitoring reports and constructively challenge/comment as projects develop.</li> <li>Board to consider performance reports and recommend corrective action (including any funding re-allocation if and when required for projects)</li> <li>Monitor and advise on continued progress over 12 months</li> <li>Recommend escalation of strategic issues to Accountable Body for advice</li> <li>Consider and recommend FBC to Accountable Body for approval and government submission.</li> </ul>	<ul style="list-style-type: none"> <li>Lead development of FBC – designs, costings, planning, match funding, professional advice, economic impact appraisal.</li> <li>Report to PMO on progress/risks/status</li> <li>Address HoT project conditions</li> </ul>	<ul style="list-style-type: none"> <li>Specialist advice</li> <li>Online tools, guides and training</li> </ul>	<ul style="list-style-type: none"> <li>Design advice</li> <li>Planning</li> <li>Economist</li> <li>Subsidy control advice</li> <li>EIA</li> </ul>

<b>Match Funding</b>	N/A	<ul style="list-style-type: none"> <li>Set expectations of Match Funding (what needs to be confirmed and by when)</li> </ul>	<ul style="list-style-type: none"> <li>Communicate Accountable Body match funding timescale requirements to Projects</li> </ul>	<ul style="list-style-type: none"> <li>N/A</li> </ul>	<ul style="list-style-type: none"> <li>Securing match funding to agreed timescale</li> </ul>	N/A	
<b>Full business case approval</b>	<ul style="list-style-type: none"> <li>Sign off summary document</li> <li>Agree project adjustments</li> </ul>	<ul style="list-style-type: none"> <li>S151 and Cabinet sign off</li> </ul>	<ul style="list-style-type: none"> <li>Production of summary documents for each project</li> <li>Co-ordinate the appraisal and Accountable body sign off process.</li> </ul>	<ul style="list-style-type: none"> <li>Board recommends final FBCs to Accountable Body</li> <li>Chair signs Summary document</li> </ul>	<ul style="list-style-type: none"> <li>Respond to queries</li> </ul>	N/A	<ul style="list-style-type: none"> <li><i>Cornwall Council democratic approval</i></li> </ul>
<b>Grant agreements</b>		<ul style="list-style-type: none"> <li>Draft grant agreement</li> <li>Sign on behalf of accountable body</li> </ul>	<ul style="list-style-type: none"> <li>Co-ordinate the drafting of Grant Agreement between the Accountable body and Delivery Body.</li> </ul>	<ul style="list-style-type: none"> <li>Set grant conditions</li> </ul>	<ul style="list-style-type: none"> <li>Agree grant conditions</li> <li>Sign on behalf of project lead</li> </ul>	N/A	<ul style="list-style-type: none"> <li><i>Legal services</i></li> <li><i>Finance approval</i></li> <li><i>Communications</i></li> </ul>
<b>Delivery</b>	<ul style="list-style-type: none"> <li>Transfer XX% of deal allocation to accountable body</li> </ul>	<ul style="list-style-type: none"> <li>Receives reporting from PMO and recommendations from Boards to provide ongoing assurance</li> <li>Signs off grant claims and pays grant to project leads</li> </ul>	<ul style="list-style-type: none"> <li>Production of a programme delivery plan</li> <li>Monitor delivery</li> <li>Communications</li> <li>Ensure delivery reporting to accountable body and Town Deal Boards</li> <li>PMO to provide 6-monthly comprehensive progress report to MHCLG</li> <li>Support on Procurement advice to beneficiaries</li> </ul>	<ul style="list-style-type: none"> <li>Board to receive delivery monitoring in line with strategic overview role.</li> <li>Receive regular monitoring reports and constructively challenge/comment</li> <li>Board to consider performance reports and recommend corrective action (including any funding re-allocation if and when required for projects)</li> </ul>	<ul style="list-style-type: none"> <li>Responsible for project delivery and adherence to grant conditions including procurement regulations</li> </ul>		<ul style="list-style-type: none"> <li><i>Procurement advice</i></li> </ul>
<b>Evaluation</b>			<ul style="list-style-type: none"> <li>PMO to set up and manage monitoring and evaluation arrangements</li> <li>PMO to report M&amp;E to Boards at agreed intervals</li> </ul>	<ul style="list-style-type: none"> <li>Boards will have oversight of monitoring and evaluation throughout</li> </ul>			