

Appendix 2

ASHBOURNE REBORN PROGRAMME BOARD TERMS OF REFERENCE

1. Context

- 1.1 Ashbourne Reborn is a Levelling Up Funded programme of interventions to transform Ashbourne Town Centre. The programme is led by Derbyshire Dales District Council through collaborative working with local partners who brought forward project ideas, identified opportunities and raised match-funding for the project. The Ashbourne Reborn programme comprises two projects: (1) Highways and Public Realm (Derbyshire County Council acts as Delivery Partner for this project); and (2) Link Community Hub (Ashbourne Methodist Church acts as Delivery Partner for this project).
- 1.2 A Programme Board made up of Derbyshire Dales District Council (as the Accountable Body) with Derbyshire County Council and Ashbourne Methodist Church, Ashbourne Town Team and the involvement of other key local partners supporting the project, has been established to oversee the delivery of intended outcomes. The purpose of the Programme Board is to provide a framework that will enable local authorities and partners to work collaboratively and provide political and strategic leadership, as well constructively supporting and challenging the Delivery Partners to deliver on time and within their allocated budgets.
- 1.3 The Programme Board is not a legal entity, and its role is advisory. Its purpose is to advocate for Ashbourne Reborn and support the Accountable Body to ensure the aims of the programme are delivered on time and within budget.
- 1.4 The Programme Board represents a variety of interests and has the skills and expertise to support the development and delivery of the £15m Ashbourne Reborn programme. Observers include staff from Derbyshire Dales District Council providing a Programme Office and Project Management function, on behalf of the Accountable Body.
- 1.5 These terms of reference set out the membership and responsibilities of the Programme Board to oversee and provide strategic direction on the delivery of Ashbourne Reborn.

2. Membership of the Programme Board

- 2.1 Derbyshire Dales District Council shall appoint 4 councillors as members of the Programme Board.
- 2.2 Derbyshire County Council shall appoint 2 councillors to be a member of the Programme Board.

2.3 One representative from each of the following will be appointed to serve as Members of the Programme Board:

- Member of Parliament for Derbyshire Dales
- AshCom
- Ashbourne Methodist Church (Chair of Link Community Hub)
- Ashbourne Town Council
- Ashbourne Town Team (Chair of Ashbourne Town Team)

2.4 Applications for new Programme Board Members shall be supported by at least 3 Programme Board members before a report from the Programme Manager acting on behalf of the Accountable Body is considered by the full Programme Board.

2.5 A Programme Board Member shall cease to be a member of the Ashbourne Reborn Programme Board in the following circumstances;

- a) Such a Member gives written notice to the Chair of their notice of resignation.
- b) Such Member's death.
- c) Such 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.
- d) Such Member is removed from membership by a resolution of the Programme Board that it is in the best interests of the Programme Board that the membership is terminated.

2.6 Members may be removed from the Ashbourne Reborn Programme Board as set out in Schedule 1 (Ashbourne Reborn Programme Board Code of Conduct). Any Member removed for conduct-related reasons may not be reappointed.

2.7 In exceptional circumstances Members may send a suitable substitute to represent their organisation in their absence. This should be agreed with the Chair in advance of the meeting. The substitute must adhere to all the requirements as laid out in the agreed Terms of Reference.

2.8 Derbyshire Dales District Council may invite DLUHC (or its successor Department/Ministry) to send a representative to attend Board meetings as an observer.

3 Chairing the Programme Board

3.1 The Programme Board will be chaired by a Member of Derbyshire Dales District Council, as the Accountable Body for the project. The Vice-Chair of the Programme Board will be a Member of Derbyshire County Council.

3.2 The Chair will play a key role in facilitating collaboration between partners and supporting the Accountable Body to ensure the aims of the Ashbourne Reborn are delivered on time and within budget.

3.3 The Chair or Vice-Chair of the Programme Board will cease to hold such office when they cease to be a Member of the Programme Board or a Member of the authorities that have appointed them.

4. Responsibilities

4.1 The following responsibilities are allocated to the Programme Board:

- (a) To maintain strategic oversight of the Ashbourne Reborn projects
- (b) To provide support and advice to the Accountable Body
- (c) To consider updates on delivery, performance and risk from both Delivery Partners at each meeting of the Programme Board
- (d) To ensure that the Delivery Partners deliver the projects on time and within their allocated budgets.
- (e) To manage strategic risks and escalated project risks, taking ownership of the programme risk register, reviewing updates from Delivery Partners and agreeing mitigation measures as necessary
- (f) To advise the Accountable Body on strategic decisions including those escalated by Delivery Partners, e.g. where projects exceed a set tolerance regarding spend, slippage, outputs etc. This could include decisions on scope change/reduction where there is a need to re-prioritise due to cost or deliverability. It could also include advising on the allocation of project and programme management resources. Recommendations will be escalated where required to Derbyshire Dales District Council's Community and Environment Committee for consideration and formal approval as the Accountable Body.
- (g) To have an overview of governance and assurance, with a watching brief on the overall governance and a specific responsibility to support the Accountable Body's section 151 officer in her role providing the Government with regular assurance
- (h) To make representation to Government departments for advice and assistance as necessary
- (i) To ensure the necessary liaison arrangements are in place to maximise resources across Delivery Partners, and to work collaboratively to deliver the Ashbourne Reborn programme.
- (j) To ensure that Delivery Partners consider the views of the community through community engagement, consultation and communication.
- (k) To agree, implement and monitor the communications & engagement plan and receive regular reports from the Communications and Engagement Group; supporting them as advocates for the programme and playing an active role in managing stakeholder issues, particularly during challenging delivery periods (e.g. disruption to town centre).

5. Reports

- 5.1 The Board will be responsible for making sure that reporting is in line with the Government's Assurance and Performance Management Framework and will seek assurances from the Delivery Partners and Programme Manager to this effect.
- 5.2 The Board will receive monthly reports from each Delivery Partner. This will provide a mechanism through which issues and risks can be formally escalated from each Delivery Partner if required. The Programme Board will also maintain oversight of the reporting returns to central government made by the Accountable Body.
- 5.3 The Board will ensure that reporting is clear, accurate and informative. It will provide feedback to the Programme Manager and Delivery Partners in order to drive continuous improvement in project management and to ensure that highlights and escalations are taking place at the appropriate time and level.
- 5.4 The Board may wish to commission more in-depth reviews of projects where it has concerns or seeks additional assurance. This should be done in collaboration with the relevant Delivery Partner and with consideration to the available resources.

6. Professional and Administrative Support

- 6.1 Derbyshire Dales District Council is the Accountable Body for Ashbourne Reborn. As the Accountable Body, the Council will utilise existing rules as outlined within the Council's Constitution throughout the life of the programme, and the Council's Statutory Officers will play a key role in ensuring compliance.
- 6.2 Administrative support to the Programme Board will be provided by Derbyshire Dales District Council's Democratic Services team.

7. Quorum

- 7.1 The quorum for meetings of the Programme Board will be a half or 4 voting members, whichever is the greater and must include representation from Derbyshire Dales District Council and the two Delivery Partners. Members can send a nominated substitute but only one representative per organisation may be in attendance unless by agreement with the Chair, for example for the purposes of presenting a specialist agenda item. In these circumstances, the additional guest representative would not have voting rights. Derbyshire Dales District Council and Derbyshire County Council may have a number of supporting officers in attendance.
- 7.2 If there is no quorum at the published start time for the meeting, the meeting can proceed but no substantive decisions will be binding until they have received formal approval at the next quorate Programme Board meeting.

- 7.3 No decisions taken by the Programme Board will be binding upon individual partner organisations – each organisation will be subject to their normal governance processes and expected to seek appropriate authority where relevant, as a result of any decisions taken by the Programme Board.
- 7.4 The Programme Board shall delegate to the Chair of the Programme Board the authority to make urgent decisions, having consulted by way of email with Programme Board members, where a Programme Board meeting cannot be convened in a timely manner to consider a matter. The decision shall be published as soon as practically possible once taken.

8. Frequency of Meetings

- 7.1 Meeting of the Programme Board will take place monthly, though this may decrease (or increase) in frequency as the programme develops and according to need. The frequency of meetings can be varied following a discussion and vote of the Board, at the discretion of the Chair.
- 7.2 The meetings will be held after the cycle of Delivery Partner project meetings, to ensure that the Programme Board has the latest information available on each project, and prior to the government deadlines for reporting returns, in order that the Board can provide formal comments before submission.
- 7.3 Formal meetings of the Programme Board will take place in public where all formal decisions of the Programme Board will be taken.
- 7.4 Informal meetings of the Programme Board may take place from time to time. These will be in private and not open to the public. Other persons and external advisers may be invited to attend all or part of any meeting as and when appropriate as observers and shall be entitled to speak at the meeting with the prior permission of the Chair but shall not be entitled to vote.
- 7.5 Meetings will be a mixture of on-line and in-person. The latter will take place mainly in Matlock but the Board will also aim to meet in Ashbourne at intervals by agreement.

9. Conduct

- 9.1 Members will act in accordance with the Ashbourne Reborn Programme Board Code of Conduct (as seen in schedule 1).
- 9.2 Members who are elected Members of Derbyshire Dales District Council and Derbyshire County Council will also be subject to the Code of Conduct for Councillors in operation at those local authorities.

10 Notice and Publication of Agenda Papers

- 10.1 At least five clear working days before a formal meeting, a copy of the agenda and associated papers will be sent electronically to every member of the Programme Board. The agenda will give the date, time and place of

each meeting and specify the business to be transacted and will be accompanied by such details as are available.

11. Voting

- 11.1 Programme Board members commit to seek, where possible, to operate on the basis of consensus.
- 11.2 Should it not be possible in a specific instance to find a consensus, the decision will be made on the basis of a simple majority. The Chair will have the casting vote.
- 11.3 Matters which are the responsibility of the Accountable Body will be reserved to Derbyshire Dales District Council. This includes taking responsibility for the appropriate defrayal of all LUF funding.
- 11.4 The Board may not make decisions that compromise the role of Derbyshire Dales District Council as Accountable Body. Should the Board endeavour to do so, such a decision will be deemed invalid and outside the Terms of Reference of the Board. Derbyshire Dales District Council would not be bound by any such invalid decisions of the Board.

12. Minutes

- 12.1 The Chair will sign the minutes of the proceedings at the next suitable meeting. The Chair will move that the minutes of the previous meeting be signed as a correct record.
- 12.2 The minutes will be accompanied by a list of agreed action points, which may be discussed in considering the minutes of the previous meeting should they not be specifically listed as items on the agenda for the meeting.
- 12.3 Minutes of Programme Board meetings will be published on Derbyshire Dales District Council's website.

13. General Matters

- 13.1 Programme Board Members should make themselves available from time to time to meet the Leader and Deputy Leaders of Derbyshire Dales District Council, both formally and informally, and to attend meetings of Derbyshire Dales District Council's Community and Environment Committee as and when invited.
- 13.2 Programme Board Members shall duly sign and return the Ashbourne Reborn Programme Board's Code of Conduct (Appendix 1) and Declaration of Interests on an annual basis.
- 13.3 The Programme Board may be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis.

- 13.4 The Programme Board shall be entitled to invite relevant third parties to attend any meeting as observers and they may be entitled to speak at a meeting of the Programme Board with the prior permission of the Chair but shall not be entitled to vote.
- 13.5 The Programme Board shall give due consideration to all laws and regulations as appropriate.
- 13.6 The Programme Board will, from time to time, consider projects and proposals of a “commercial in confidence” or sensitive nature that will not be for publication under existing legislative provisions (Data Protection and Freedom of Information). All Board members and invited third parties will observe the need for confidentiality in this respect.
- 13.7 The Ashbourne Reborn Programme Board will be subject to the privacy legislation contained within Data Protection Act 2018, Freedom of Information Act 1998 and the Environmental Protection Regulations (various). Such requests will be serviced by Derbyshire Dales District Council in accordance with Derbyshire Dales District Council policies and procedures.

14. Review

- 14.1 The Programme Board may amend these terms of reference at any time, which will be reviewed on an annual basis as a minimum.

ASHBOURNE REBORN PROGRAMME BOARD CODE OF CONDUCT

1. The Ashbourne Reborn Programme Board has adopted this code setting out the expected behaviours required of its Members, acknowledging that they each have a responsibility to represent the ambition of the Levelling Up Funded project for Ashbourne Town Centre and work constructively with Derbyshire Dales District Council, the Delivery Partners, and other partner organisations.
2. When acting in a Programme Board Member capacity, members must be committed to behaving in a manner that is consistent with the Nolan principles to achieve best outcome for our residents and maintain public confidence in the actions of the Board:

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 outside individuals 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 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 for their decisions and actions to the public and must submit themselves to 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 so doing.

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.

Conflict of Interests

A conflict of interest arises where a Programme Board Member, a close associate, immediate family, business, organisation or employer has an interest in a matter which is the same as, connected to or may be affected by the matter under discussion.

At a meeting, Members must declare any interest which they have in any matter to be considered at that meeting. If the interest in the matter being discussed which a member of the public who knew of the facts would reasonably regard as so significant that it is likely to prejudice the Programme Board Members judgement of the Programme Board's interest in the matter, then the Member must declare the interest at the start of the agenda item and must not vote on the matter. However, due to the nature of information the Member may have relating to the topic under discussion, such as financial, viability, feasibility and volume by way of example, the Programme Board Member will be able to take part in the debate.

A Register of Interests will be maintained by the Monitoring Officer of Derbyshire Dales District Council.

Registration of Gifts and Hospitality

Programme Board Members must register in the Register of Members Gifts and Hospitality, held by the District Council's Monitoring Officer any gift or hospitality worth £50 or over received (or offered), in connection with their official duties as a Programme Board Member and the source of that gift or hospitality (or offer) within 28 days of receiving it.

Acceptance by Programme Board Members of hospitality through attendance at relevant events, conferences and other Programme Board related activity is acceptable where it is clear the hospitality is corporate rather than personal.

Complaints

Where a person has reason to believe that the conduct of a Programme Board Member has fallen short of the standards set out above, encapsulated in the Nolan Principles, a complaint may be made in writing to:

Director of Corporate & Customer Services and Monitoring Officer
Derbyshire Dales District Council
Town Hall
Bank Road
Matlock
Derbyshire
DE4 3NN

Or email mo@derbyshiredales.gov.uk

The complaint should set out as follows:

- (a) The nature of the complaint

- (b) Details of how the Member was acting in an official Ashbourne Reborn Programme Board capacity
- (c) Details of which Nolan Principle has been breached and why
- (d) If relating to a conflict of interest, details of how the conflict has occurred and impact of that conflict.

The Director of Corporate & Customer Services and Monitoring Officer will review the complaint and, in consultation with the Independent Person appointed by Derbyshire Dales District Council, determine if the Member was acting in an official capacity and if the complaint was proven, whether a Nolan Principle would have been breached. If both these criteria are met, the complaint will be referred to the Chair of the Ashbourne Reborn Programme Board

Removal of an Ashbourne Reborn Programme Board Member

In the event that a Member's conduct falls short of that expected and a breach of the Code of Conduct has taken place, the Programme Board may by resolution remove that Member from the Ashbourne Reborn Programme Board. This may only occur when:

- (a) The Member has been given at least 14 days clear days' notice in writing of the meeting of the Programme Board at which the resolution will be proposed and the reasons why it will be proposed; and
- (b) The Member has been given a reasonable opportunity to make representations to the meeting in person and/or in writing. The other Programme Board Members must consider any representations made by the Member and inform them of their decision following such consideration.
- (c) There shall be no right of appeal from a decision of the Programme Board's decision to terminate the membership of a Programme Board Member.

Further information

Please email any further queries to mo@derbyshiredales.gov.uk