

# **[Insert place name]**

## **Neighbourhood Board Terms of Reference**

*Using Co-operatives UK's template for a community-led and co-operative approach for an unincorporated Neighbourhood Board*

**Neighbourhood Board name:**

**Accountable body:**

**Agreed place boundary:**

**Date first approved:**

**Date last reviewed:**

### **1 Definitions**

- 1.1 'The Board'** – refers to the decision-making body of the Neighbourhood Board comprised of at least 8 individual Board Members in line with the governance expectations of the Pride in Place programme.
- 1.2 'Board Members'** - refers to the individuals who are appointed to the decision-making body of the Neighbourhood Board referred to as The Board
- 1.3 'Members'** - refers to those in the local community who are part of the Neighbourhood Board that is operating co-operatively. Members have a say on strategic decisions in the same way that they would in an incorporated body.
- 1.4 'Neighbourhood Board'** – refers to the unincorporated organisation which brings together the local community to deliver on the Pride of Place programme and Regeneration Plans.
- 1.5 'Wider Membership'** – see 'Members', refers to those in the local community who are part of the Neighbourhood Board that is operating co-operatively. Members have a say on strategic decisions in the same way that they would in an incorporated body.

### **2 Neighbourhood Board Core Purpose**

- 2.1** The **[insert place name]** Neighbourhood Board is established for the purposes of the Pride in Place programme. The Neighbourhood Board will bring together people and organisations with a deep connection to our local area and will operate as a community-led decision-making forum.
- 2.2** The Neighbourhood Board will work in partnership with **[insert local authority name]** as the accountable body, and with the local community, to co-produce and oversee delivery of the Pride in Place programme.

- 3** These Terms of Reference set out how The Board will be constituted, how meetings will be run, and how decisions will be made transparently, appropriately and co-operatively.

### **4 Scope/Remit**

- 4.1** The remit of The Board is to work with the community, and wider membership if the Neighbourhood Board has one, to:

- co-produce a Regeneration Plan, including a 10-year vision and a 4-year investment plan;
- identify local priorities through meaningful engagement with residents, businesses, grassroots organisations and other local stakeholders;
- act as the community-led forum for decisions and recommendations about the programme;
- work with the accountable body to ensure that public funds are used fairly, effectively and compliantly;
- monitor progress, outcomes and risks, and use learning to improve delivery over time;
- ensure the programme benefits the community within the agreed place boundary, while recognising that some activities may involve wider participation where the primary benefit is local; and
- publish and maintain appropriate information so the community can hold The Board and accountable body to account.

4.2 The Board must act within the requirements of the Plan for Neighbourhoods programme and within the governance, finance, procurement, subsidy control, legal and assurance arrangements of the accountable body.

4.3 The Neighbourhood Board **[is unincorporated and]** must not commit expenditure, enter contracts, employ staff, or create legal obligations unless this has been expressly authorised in writing by the accountable body.

4.4 The Board may establish working groups to support delivery of its remit. Any working group must operate within written terms of reference or a clear task brief agreed by The Board.

## 5 Accountability and reporting

5.1 The accountable body is **[insert local authority name]**. The accountable body is responsible for managing and assuring programme funds and for ensuring compliance with applicable law and public money requirements.

5.2 The Board is accountable to its Wider Membership, if it has a formalised structure, and the local community for the way it identifies priorities, makes decisions, oversees delivery and reports on progress. There should be regular opportunities for the Wider Membership and local community to be involved in consultations on the work of and progress made by The Board.

5.3 The Board must provide information required by the accountable body to meet programme reporting, monitoring, evaluation and assurance requirements.

5.4 The Board must maintain a clear decision log, action log, risk log and declarations of interest record.

5.5 Any material changes to Board membership, governance arrangements or the agreed place boundary must be communicated to the accountable body promptly so that the accountable body can meet any notification requirements to MHCLG.

5.6 Any changes to these Terms of Reference shall be approved by a majority of The Board.

5.7 At all times, The Board is expected to act in the best interests of its Wider Membership and the Regeneration Plan (including a 10-year vision and a 4-year investment plan).

## **6 Co-operative ways of working**

- 6.1 The Board will work co-operatively, in line with co-operative values (in brackets), by:
- putting community voice and community benefit at the centre of its work (Social Responsibility);
  - ensuring all Board Members have an equal right to participate and vote on issues (Equality);
  - encouraging open discussion, active listening and respectful challenge (Self-responsibility and Honesty);
  - seeking consensus wherever possible before moving to a vote - with every Board Member receiving an equal vote in decisions (Democracy);
  - making decisions transparently and recording the reasons for significant decisions (Openness);
  - sharing information in good time so The Board Members can prepare and participate properly (Solidarity);
  - supporting individuals on The Board to understand papers, finance, risks and legal requirements (Equity and Caring for others); and
  - reviewing how meetings are working and making improvements where needed (Self-help).
- 6.2 Board Members must participate in meetings and take an active interest in the development and delivery of the Regeneration Plan.
- 6.3 Board Members must respect the confidential nature of any private reports or information considered by The Board. The default position is that papers are open to the public unless there is a lawful or governance reason to treat them as private.

## **7 Composition**

- 7.1 The Board is required by the Plan for Neighbourhoods governance and boundary guidance to have a composition which includes:
- an Independent Chair;
  - the relevant local MP or MPs, as determined by the agreed place boundary and programme guidance;
  - the required local councillor representation for the relevant local authority structure;
  - a senior representative from the police, as agreed in line with programme guidance; and
  - plus other members who together provide a representative cross-section of the local community.
- 7.2 As a co-operative, The Board should be made up of a majority of people from across the local community and may include representatives from community groups, faith groups, local charities, educational institutions, youth groups, workplace representatives, local businesses, cultural and sporting organisations, public agencies, anchor institutions and other relevant organisations.

- 7.3 The Board must ensure there is greater representation from the community than those in appointed seats from the local authority, police and MPs, in line with co-operative values and the community-first principle of the programme.
- 7.4 The Independent Chair, supported by the accountable body, must ensure the right people are around the table to reflect the priorities, communities and needs of the area. If the Neighbourhood Board is operating with a Wider Membership, elections should be held to fill the community seats on The Board. Elections should ensure a fair, transparent and co-operative process.
- 7.5 The make-up of The Board must comply with applicable equality duties. The Board must consider whether its make-up, Wider Membership and engagement methods are inclusive and representative of the local community and provide diversity of thought to discussions.
- 7.6 The Board shall have a minimum of 8 and a maximum of **[insert number]** Board Members, unless otherwise agreed by the accountable body and recorded in meeting minutes.
- 7.7 Council officers may provide secretariat support and may attend as observers if agreed by the Independent Chair.

## **8 Appointment, terms of office and changes in membership**

- 8.1 Board Members are elected or appointed through the process agreed by the Independent Chair and accountable body, subject to the requirements of the Plan for Neighbourhoods programme.
- 8.2 Elected Board Members shall serve terms of 3 years, unless their appointment is ended earlier under these Terms of Reference or by the body they represent. Elected individuals will serve a maximum of 3 consecutive terms of office (a total of 9 years).
- 8.3 Appointed Board Members may serve for the duration of their tenure in the role which has a seat on The Board. If they no longer serve in that role, they must stand down from The Board and the new person in post will automatically be appointed to that seat on The Board.
- 8.4 The Board should seek consistency and continuity, while also reviewing its make-up when needed to ensure it has the skills, local knowledge, lived experience and community representation required.
- 8.5 A Board Member may resign by giving written notice to the Independent Chair or secretariat.
- 8.6 A Board Member may be removed from The Board if they:
- no longer meet the governance criteria,
  - fail to sign or comply with the code of conduct,
  - fail to comply with conflict of interest processes,
  - fail to attend 3 consecutive meetings without reasonable explanation, or
  - otherwise act in a way that is inconsistent with the purpose of The Board.
- 8.7 The process for removal must be fair, documented and agreed in advance with the accountable body.

## **9 The Role of the Independent Chair**

- 9.1 The Neighbourhood Board must be led by an Independent Chair appointed by the accountable body following consultation with the local MP. There should be a recruitment process which aims to appoint an individual with appropriate skills and experience in building communities and co-operative leadership of activity.
- 9.2 The Independent Chair should act as a champion for the place and provide leadership for The Board, ensuring it operates co-operatively, is community-led and embedded within the local area.
- 9.3 The Independent Chair must not be an elected representative, including an MP, MSP, MS, MLA or local councillor.
- 9.4 The role of Independent Chair is voluntary and must not be remunerated or compensated in any way. Reasonable expenses may be reimbursed in line with the accountable body's expenses policy.
- 9.5 The Independent Chair is responsible for:
- setting meeting agendas with the secretariat and accountable body;
  - ensuring meetings are inclusive, focused and co-operatively run;
  - encouraging consensus, constructive participation and democracy;
  - ensuring decisions are clear, lawful, properly recorded and within remit;
  - ensuring conflicts of interest are declared and managed;
  - ensuring The Board operates transparently, co-operatively and publishes required information;
  - working with the accountable body on membership, succession planning and any refresh of The Board composition; and
  - representing the Neighbourhood Board externally where agreed by The Board.
- 9.6 The Independent Chair, in partnership with the accountable body, may appoint a deputy chair for succession planning and to deputise where required. The deputy chair must be recorded in the minutes.
- 9.7 If the Independent Chair is absent from a meeting, the deputy chair shall chair the meeting. If both are absent, or there is no deputy chair the members present may appoint a meeting chair for that meeting only.

## **10 Secretariat**

- 10.1 Secretariat support shall be provided by **[insert local authority name / alternative organisation]**. (An alternative organisation, such as a community group, may act as or support the secretariat if agreed by the Independent Chair and accountable body.)
- 10.2 The secretariat is responsible for the operation of the Neighbourhood Board and must ensure that:
- meeting dates (for The Board and the Wider Membership) are arranged and publicised as required;
  - agendas and papers are prepared and circulated in good time;
  - Board papers are published 7 days before meetings, unless a lawful or governance reason applies;
  - minutes, decisions, actions and conflicts of interest are recorded clearly;
  - draft minutes are published within 10 working days after each meeting;

- final minutes are published within 10 working days of approval by The Board;
- membership details, governance arrangements, Board Member profiles and decision logs are kept up to date and published on the lead council website;
- records are retained securely and in line with the accountable body records management requirements; and
- Board Members receive induction information, the code of conduct, declaration of interests forms and relevant policies.

## **11 Meetings**

- 11.1 The Board is expected to meet quarterly and must meet at least **[insert minimum number]** times each year.
- 11.2 Board meetings may be held in person, online or as hybrid meetings. Board Members attending online shall be treated as present if they can hear, be heard, participate in discussion and vote.
- 11.3 The Independent Chair may call additional meetings where urgent business is required. A meeting must also be called if requested by at least three Board Members or by the accountable body.
- 11.4 Notice of meetings, agendas and papers must be circulated to all Board Members at least 7 days before the meeting, except where urgent business requires shorter notice and the Independent Chair agrees that the item cannot reasonably wait.
- 11.5 The agenda for each ordinary Board meeting should include, as appropriate:
  - welcome, introductions and apologies;
  - declarations of interest and management of conflicts;
  - approval of minutes and review of actions;
  - community engagement and feedback;
  - programme delivery, finance, risk and assurance updates;
  - items for decision, with clear recommendations;
  - items for discussion or information;
  - communications and transparency requirements;
  - any other business agreed by the Independent Chair; and
  - date of the next meeting and any planned agenda items for that meeting.
- 11.6 Meetings should be run co-operatively and in a way that enables Board Members to participate equally. The Independent Chair may use facilitation methods such as round-table input, small-group discussion, time limits, consensus checks and clear summaries of proposed decisions.
- 11.7 The Independent Chair may invite individuals to attend and speak at meetings where their expertise, lived experience or local knowledge will support the work of The Board. Invitees do not have voting rights and do not count towards quorum.
- 11.8 The default position is that meetings, papers and decisions are transparent. Private sessions or private papers may only be used where permitted by the accountable body governance and finance arrangements.

## **12 Quorum**

- 12.1 A quorum is the number of people who have to be present for a meeting to be able to make valid decisions. The quorum for meetings shall be **[one third]** of the total number of Board Members, subject to a minimum of three Board Members.
- 12.2 The quorum must include the Independent Chair or deputy chair, unless the Independent Chair has agreed in advance that another member may chair the meeting.
- 12.3 No decision may be made unless a quorum is present throughout the relevant decision-making item.
- 12.4 If a meeting is not quorate within 30 minutes of the start time, the meeting may continue for discussion only but no decisions may be made. Any required decision must be deferred, dealt with by written decision or considered at a reconvened meeting.

## **13 Decision making and voting**

- 13.1 All Board Members have an equal right to vote on Board issues, unless they are required to withdraw from a decision because of a conflict of interest.
- 13.2 The Board should seek to make decisions by consensus wherever possible. Consensus means that members have had a fair opportunity to contribute, concerns have been heard, and Board Members can support or accept the proposed decision even if it is not every Board Member's first preference.
- 13.3 Where consensus cannot be reached, the Independent Chair may put the matter to a democratic vote. A decision shall be passed by a simple majority of members present and voting, unless the accountable body or programme requirements specify a higher threshold. In line with co-operative principles, every Board Member shall have one vote only.
- 13.4 In the case of an equality of votes, the proposal shall not be carried. The Independent Chair may ask The Board to revise the proposal, defer the matter, or seek further information before reconsidering it.
- 13.5 The minutes must record the decision, the reasons for the decision, any vote outcome where a vote is taken, any conflicts of interest declared, and any actions arising.
- 13.6 Where a decision has financial, legal, procurement, subsidy control or equalities implications, The Board must take advice from the accountable body before making or implementing the decision.
- 13.7 Decisions must be made in the interests of the local community and the objectives of the programme, not in the interests of any individual member or organisation.

## **14 Written decisions and urgent decisions**

- 14.1 Written decisions of the Board may be used where a decision is urgent or where it is not practical to wait until the next meeting.
- 14.2 A written decision must be circulated to all Board Members with the relevant papers, clear wording of the proposed decision, the reason for urgency, the deadline for response and instructions for declaring conflicts of interest.
- 14.3 A written decision shall be valid only if at least a simple majority of The Board approve the decision, unless a higher threshold is required.

- 14.4 Written decisions must be reported to the next Board meeting and recorded in those minutes.
- 14.5 The Independent Chair may take an urgent procedural decision between meetings, in consultation with the accountable body, where delay would prevent the effective operation of The Board. The Independent Chair must report the decision and reasons to the next meeting.

## **15 Conduct, conflicts of interest and declarations**

- 15.1 All Board Members must sign and comply with a code of conduct based on the Seven Principles of Public Life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership which align closely to co-operative values.
- 15.2 All Board Members must complete a declaration of interests in the format provided by the accountable body before taking part in decision making.
- 15.3 Board Members must declare financial, non-financial, commercial, actual and potential interests before The Board considers any relevant item.
- 15.4 Where a Board Member has an interest that could affect, or could reasonably be perceived to affect, their participation in a decision, the Independent Chair must decide how the interest will be managed. This may include allowing the Board Member to remain, allowing them to speak but not vote, or requiring them to leave the meeting for that item and restrict their access to information and papers relevant to that agenda item.
- 15.5 Board Members must recuse themselves from relevant decisions where required by the Independent Chair or accountable body.
- 15.6 The secretariat must record declarations of interest, actions taken in response, and any gifts or hospitality given to The Board or individual Board Members. Acceptance of gifts and hospitality is strongly discouraged.
- 15.7 Conflicts of interest reported at a meeting must be included in the published minutes.

## **16 Community engagement and communications**

- 16.1 The Neighbourhood Board must ensure the Wider Membership, residents, businesses, grassroots organisations and other local stakeholders are actively and co-operatively involved in programme design and decision making. Engagement should be inclusive, accessible and proportionate, with particular attention to people and groups who are less often heard.
- 16.2 The Board should use engagement findings to shape priorities, test proposals and review whether delivery reflects local needs.
- 16.3 Public communications about the work of the Neighbourhood Board should be accurate, timely and consistent with any communications protocol agreed by The Board and accountable body.
- 16.4 Board Members speaking publicly about The Board should make clear whether they are speaking on behalf of The Board or in another capacity.

## **17 Finance, procurement and use of resources**

- 17.1 Programme funds are held and administered by the accountable body. The Neighbourhood Board does not hold programme funds unless this is expressly agreed in writing by the accountable body.
- 17.2 The Board must follow the accountable body's finance, procurement, subsidy control, legal, risk management and assurance requirements.
- 17.3 The Board may recommend the use of programme funds within its remit, but expenditure may only be committed through the accountable body's approved processes.
- 17.4 Board Members shall not receive payment for sitting on The Board. Reasonable travel, access, caring or subsistence expenses may be reimbursed where permitted by, and in line with any policy set by, the accountable body policy and agreed budget.
- 17.5 Where The Board commissions advice, engagement, programme management or community relationship expertise, this must be done through the accountable body or another approved route, with conflicts of interest checked and value for money considered.

## **18 Working groups**

- 18.1 The Board may establish working groups to carry out tasks, explore themes, develop proposals, support co-operative engagement or oversee specific strands of work.
- 18.2 Each working group must have a clear remit, membership, reporting route and timescale agreed by The Board.
- 18.3 Working groups may include the Wider Membership where their expertise, lived experience or local knowledge supports the work.
- 18.4 Working groups may make recommendations to The Board but must not make decisions on behalf of The Board unless authority has been expressly delegated and recorded.
- 18.5 The work of any working group must be reported to The Board regularly and must comply with these Terms of Reference, the code of conduct and conflicts of interest requirements.

## **19 Transparency and publication requirements**

- 19.1 To enable the community to hold the Neighbourhood Board and accountable body to account, The Board must publish its membership and governance arrangements on the lead council website.
- 19.2 The following must be published, unless a lawful or governance reason applies for withholding or redacting information:
  - these Terms of Reference;
  - the documented decision-making process and voting rights;
  - profiles of Board Members;
  - meeting papers at least 5 working days before each meeting;
  - draft minutes within 10 working days after each meeting;
  - final minutes within 10 working days of approval;
  - decision logs; and

- conflicts of interest reported at meetings, within the published minutes.

19.3 The Board must follow the accountable body's arrangements for handling private reports, personal data, commercially sensitive information and exempt information.

## **20 Records and data protection**

20.1 The secretariat must keep accurate records of meetings, decisions, attendance, apologies, declarations of interest, actions, risks and published documents.

20.2 Records must be stored securely and retained in line with the accountable body records management and data protection requirements.

20.3 Board Members must handle personal data, confidential information and private papers in accordance with the policies and instructions issued by the accountable body or secretariat.

## **21 Review and amendment**

21.1 These Terms of Reference shall be reviewed annually, or sooner only if required by changes to programme guidance, membership, governance arrangements or local circumstances.

21.2 Proposed amendments may be recommended by the Independent Chair, The Board, the secretariat or the accountable body.

21.3 Amendments must be approved by The Board and agreed by the accountable body before taking effect.

21.4 The current approved Terms of Reference must be published on the lead council website.

**Approved by Neighbourhood Board [Insert date]**

**Agreed by accountable body [Insert date]**

**Published on lead council website [Insert date / link]**

**Next review due [Insert date]**

## **Appendix: Meeting checklist**

This does not form part of the Terms of Reference above

The Independent Chair and secretariat should use the following checklist for each meeting:

- Meeting date, time, format and access arrangements agreed.
- Agenda agreed by Independent Chair, with decision items clearly marked.
- Papers circulated to Board Members and published at least 5 working days before the meeting.
- Quorum checked before the meeting and again for decision items.
- Declarations of interest invited at the start of the meeting and before relevant items.
- Members given fair opportunity to contribute.
- Consensus sought before any vote is taken using a one member, one vote approach.
- Decisions, reasons, actions and vote outcomes recorded.
- Conflicts of interest and actions taken recorded in the minutes.
- Draft minutes published within 10 working days after the meeting.
- Final minutes published within 10 working days of approval.
- Decision log, action log and risk log updated.