Board ToR V1.0 (agreed 20 April 2015)

**Terms of Reference: Ebbsfleet Development Corporation Board**

1. **Constitution**
   1. The statutory objective of the Ebbsfleet Development Corporation (the Corporation) is to secure the regeneration of the Urban Development Area created by The Ebbsfleet Development Corporation (Area and Constitution) Order 2015.
   2. The Corporation will be the local planning authority for that area pursuant to The Ebbsfleet Development Corporation (Planning Functions) Order 2015.
   3. The Board shall comprise the Members for the time being of the Ebbsfleet Development Corporation, as appointed by the Secretary of State in accordance with the Local Government, Planning and Land Act 1980.
2. **Functions and Responsibilities of the Board**
   1. Responsible for overall governance, including preservation of the reputation of the Corporation, and relationships with the Department for Communities and Local Government (DCLG) and other key stakeholders.
   2. Recommend to DCLG the Corporation’s overall strategic direction, within the policy and resources framework agreed.
   3. Approve the Corporation’s periodic draft Corporate Plans, including output targets and/or key performance indicators, for submission to Ministers for approval.
   4. Approve and maintain a scheme of delegation that supports the functions and responsibilities of the Board.
   5. Agree the Corporation’s Annual Budget, consistent with the Corporate Plan, for approval by DCLG.
   6. Agree the Annual Report and Accounts, for submission to Parliament.
   7. Approve overall governance arrangements including setting the Corporation’s values and standards to ensure that the Corporation’s affairs are conducted with probity, and that high standards of corporate governance are observed at all times.
   8. Ensure that the necessary financial and human resources, including key appointments, are in place to enable the Corporation to safeguard its assets and meet its objectives.
   9. Appoint or dismiss the Chief Executive, subject to DCLG approval.
   10. Approve overall arrangements for the delivery of land acquisitions and disposals, and investment programmes.
   11. Receive reports from the Board Committees and Advisory Groups and consider any key issues that they raise.
   12. Consider any matters that the Board Committees wish to refer up to the Board, particularly where issues of principle are involved.
   13. Approve any Compulsory Purchase Orders to be undertaken by the Corporation.
   14. Ensure that the Corporation’s Health and Safety processes are effective.
   15. Ensure that the Corporation’s strategic objectives and obligations to its stakeholders are understood outside and throughout the organisation.
   16. Receive and review monthly and quarterly performance information, scored against corporate targets and relating to the management and performance of the Corporation, and direct executives regarding any required performance improvements.
   17. Approve risk appetite, assess the periodic risk evaluations, and oversee mitigation strategies.
3. **Chairman and Deputy Chairman**
   1. The Chairman and Deputy Chairman shall be appointed by the Secretary of State.
   2. At a Meeting the Chairman shall preside. If the Chairman is absent the Deputy Chairman, or, where a Deputy Chairman has not been appointed, the Chairman’s nominee, shall preside. If both the Chairman and Deputy Chairman (if appointed) or Chairman’s nominee are absent, the members in attendance shall choose one of their number to preside.
4. **Board Meetings**
   1. The Chairman, or any Member with the agreement of the Chairman, may convene, or request the Secretary to convene, a Meeting.
   2. Members shall meet at such times and places as the Board shall from time to time determine. Other Meetings will be convened as may be necessary.
   3. At least five clear working days before a Meeting, a notice of the Meeting signed by the Secretary or by any Member specifying brief details of the principal items of business proposed to be transacted at that Meeting shall be sent by post, fax or e-mail to each Member.
   4. The accidental failure to give notice to, or the non-receipt of a duly despatched notice by a Member, shall not invalidate the proceedings at a Meeting.
   5. All notices to be given to a Member for the purposes of these Standing Orders may be given to a Member personally or by fax to such facsimile number as shall be notified by the Member to the Secretary from time to time for the giving of notices, or by email to such email address notified by the Member to the Secretary from time to time for the giving of notices, or by post in a pre-paid envelope addressed to the Member at such business or residential address of the Member as shall be notified to the Secretary from time to time for such purposes or by leaving it at such address.
   6. Any notice, or other document, addressed to a Member at such address or to such facsimile number or email address shall be deemed to have been served or delivered:

a) if sent by post, on the day following the day on which it was put in the post (or, where second class post is employed, on the second day after the day when it was put in the post); or

b) if sent by facsimile transmission, at the time of transmission; or

c) if personally delivered, upon such delivery; or

d) if sent by email, on the day after it was sent.

* 1. Any Member who does not receive a notice of a Meeting in accordance with these Standing Orders but who nevertheless attends the Meeting to which the notice relates shall, unless he or she shall otherwise state at the relevant Meeting, be deemed to have received due notice of such Meeting. Without prejudice to the aforesaid any Member may waive the requirements that notice in accordance with these Standing Orders be given to him or her of any Meeting either prospectively or retrospectively.
  2. A notice of a Meeting shall be copied to DCLG, who will have the right to be represented by a non-voting observer at all Board or (see standing order 6 below) Special or Emergency Meetings. DCLG shall from time to time advise the Secretary of the person(s) within DCLG to whom such notice should be sent.
  3. Items of business may be transacted at any Meeting notwithstanding that the item has not been specified in the Meeting notice, provided that, in the opinion of the Chairman of the Meeting, either
  4. the item in question is of a routine and substantially uncontroversial nature; or
  5. the item requires urgent consideration and has arisen so recently that it was not reasonably practicable to specify it in the Meeting notice.

1. **Board Meetings to be held in public**
   1. It shall be the normal operating policy of the Corporation that meetings of the Board should be open to members of the public or other interested parties to attend. The right to attend meetings does not confer any right to take part in discussions.
   2. At least ten clear working days before a Meeting, a notice of the Meeting specifying brief details of the principal items of business proposed to be transacted at that Meeting shall be published on the Corporation’s website.
   3. Where, in the opinion of the Chairman, matters to be considered by the Board are of a confidential nature (for example because of a current commercial sensitivity or because it concerns information that is exempt from publication due to the requirements of the Data Protection Act 1998), then members of the public may be excluded from that part of the meeting at which such matters are to be considered, and from the details of the Meeting that are published on the Corporation’s website.
   4. Any decision to deviate from the operating procedure of holding meetings in public or any accidental failure to publish details of a Meeting on the Corporation’s website shall not invalidate the proceedings at a Meeting.
   5. If the Chairman of a Board meeting or the Secretary considers that steps should be taken to ensure the safety of people attending a meeting or the proper and orderly conduct of the meeting, they may take whatever steps are necessary to deal with the situation. They may in particular, if they think it necessary, refuse to allow members of the public into the meeting or have them removed from the meeting, where their behaviour is or is likely to be violent or disruptive:
2. **Special and Emergency Meetings**
   1. The Chairman or, in his or her absence, the Deputy Chairman (if appointed) may call a Special Meeting of the Members at any time. In the absence of both the Chairman and the Deputy Chairman, any two Members may instruct the Secretary to call a special Meeting.
   2. Five clear working days at least before any such Special Meeting of the Members a notice specifying the business proposed to be transacted shall be given to every Member of the Corporation, by electronic mail or by being left at or sent by post to his or her usual place of residence or business.
   3. The Chairman or, in his or her absence, the Deputy Chairman (if appointed) or the Member who is the Chief Executive, may call an Emergency Meeting of the Members at any time.
   4. Reasonable notice of such Emergency Meeting of the Members shall be given to every Member by electronic mail or by being left at or sent by post to his or her usual place of residence or business. It shall not be necessary to give notice of such a Meeting to a Member who is absent from the United Kingdom.
   5. The procedures for public meetings set out in Standing Order 5 shall apply to Special and Emergency Meetings too, except that the notice of an Emergency Meeting to be published on the Corporation’s website need not be subject to a minimum of five clear working days.
3. **Quorum**
   1. No business shall be transacted at a Board Meeting unless a quorum is present. The quorum will be:
4. Where two or fewer of the Board members who are present are members who have been nominated to the Secretary of State by the local authorities, five or more Members;
5. In all other cases, seven or more Members.
   1. A duly convened Meeting at which a quorum is present shall be competent to exercise all or any of the powers, authorities and discretions for the time being vested in or exercisable by the Corporation.
6. **Voting**
   1. All decisions (except a resolution to vary or revoke these Standing Orders when Standing Order 8.1 shall not apply) shall be carried by a majority of votes of the Members present at a Meeting.
   2. In the case of an equality of votes, the Chairman of the Meeting shall have a second or casting vote (except on a resolution to vary or revoke these Standing Orders when this Standing Order 8.2 shall not apply).
   3. Voting shall be by such means as may be agreed by the Members present as a Meeting provided that:

a) the Chairman or any Member may request a vote to be taken by a show of hands on any resolution or business before the Meeting;

b) the provisions of Standing Order 21 shall apply in relation to any resolution to vary or revoke these standing orders.

1. **Participation by Telephone and Other Means**
   1. Any Member may validly participate in a Meeting through the medium of conference telephone, video conferencing or similar form of communication equipment, provided that all persons participating in the Meeting are able to hear and speak to each other throughout such Meeting, or relevant part thereof. A Member so participating shall be deemed to be present in person at the Meeting, and shall accordingly be counted in a quorum and entitled to vote. Such a Meeting shall be deemed to take place where the largest group of those Members participating is assembled or, if there is no group which is larger than any other group, where the Chairman of the Meeting then is.
2. **Resolution in Writing**
   1. Save as provided in Standing Order 21.4, a resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a Meeting duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Members, including signatures evidenced by means of facsimile transmission. For such a resolution to be effective, it shall not be necessary for it to be signed by a Member or any other person who is prohibited, by these Standing Orders, from voting thereon.
3. **Minutes**
   1. The names of the Members present at a Meeting shall be recorded in the Minutes.
   2. Minutes of the proceedings of Meetings shall be prepared by the Secretary, entered in a record to be kept for that purpose and submitted for approval as to their accuracy to the next Meeting. The minutes, as approved, shall be signed by the Chairman of the Meeting to which they are submitted, and, if so signed, shall be taken as conclusive evidence of the facts therein stated.
   3. The Minutes shall be published on the Corporation’s website in full, except for summarisation where information remains confidential due to a current commercial sensitivity, or where information is exempt from publication, for example due to the requirements of the Data Protection Act 1998.
4. **Delegation**
   1. Subject to the provisions of the legislation governing the Corporation, the Board may from time to time delegate to any Member, or the Chief Executive or any other officer or member of staff of the Corporation, such of their powers, authorities and discretions (with power to sub-delegate) for such time or on such terms and subject to such conditions as the Board thinks fit and the Board may vary or revoke any such delegation. Any such delegation must be recorded in the minutes of a Board Meeting to have effect.
5. **Board Committees and Sub-Committees**
   1. The Board may delegate such of their powers, authorities and discretions to one or more committees as it so decides (with, or without, power to sub-delegate to sub-committees). Any such committee or sub-committee shall consist of one or more Members and, where necessary with the consent of the Secretary of State, if the Members so decide, the Members may also co-opt to any such committee or sub-committee one or more persons not being Members. The Members may from time to time vary or revoke any such delegation and may, if so determined at any Meeting by notice to that effect given to or served upon the Chairman of the relevant committee or sub-committee by the Secretary, remove any person, whether or not a Member, appointed or co-opted to any such committee or sub-committee.
   2. Any committee or sub-committee appointed pursuant to standing order 13.1 shall, in the exercise of powers, authorities and discretions delegated to it, comply with any regulations made or directions given by the Members at the date of such appointment, or from time to time thereafter.
   3. The terms of reference for any committee or sub-committee shall be approved by the Board.
   4. Unless otherwise directed by the Board, and set out within the terms of reference of the sub committees concerned, the quorum for a committee or sub-committee shall be t members.
6. **Standing Orders to Apply to Board Committees and Sub-Committees**
   1. The following parts of these Standing Orders shall also apply to the conduct of meetings of all committees, sub-committees, and boards appointed by the Board, except where otherwise directed by the Board and set out in the terms of reference of the body concerned. Where such Standing Orders refer to Meetings and Members, these shall be interpreted for committees as referring to meetings and members of the committee.

3.2 presiding at meetings

4.3 notice of meeting

4.4 failure to give notice

4.5 means of giving notice

4.6 notice, or document, deemed to have been served, or delivered

4.7 attendance by member who does not receive notice

4.9 transaction of business not specified in the notice

6.1 calling a special meeting

6.2 notice of special meeting

8.1 decisions to be carried by majority vote

8.2 second or casting vote of the Chairman

9.1 participation by telephone or other means

10.1 resolution in writing

11.1 names to be recorded in the minutes

11.2 preparation of minutes

11.3 publication of minutes

13.2 committees to comply with directions and regulations of Board

13.3 committee terms of reference to be approved by the Board

13.4 quorum of committees

14.1 standing orders to apply to committees and sub committees

18.1 all members to comply with Code of Practice for Board Members

20.1 register of members interests

20.1 all members to comply with rules for declaration of interest

20.2 disclosure of interest at a meeting

20.3 disclosures of interest to be recorded in the minutes

1. **Board Advisory Groups**
   1. The Board may, from time to time, appoint Board Advisory Groups, comprising Members and non-Members, which shall report to the Board periodically, and at least annually, on the matters they are established to consider.
   2. Each Board Advisory Group shall include at least one Member of the Board together with such other persons as the Board shall decide. The Board shall appoint the Chairman of an Advisory Group, who may be a Board Member or a non-Member.
   3. Board Advisory Groups shall not have delegated powers.
2. **Seal of the Corporation**
   1. The Seals of the Corporation shall be held in the custody of the Secretary. The application of a Seal of the Corporation shall be authenticated by the signature of the Secretary or any Member, or of any of the Corporation’s staff, who has been authorised by the Board on the recommendation of the Chief Executive, whether generally or specially, for that purpose. The Secretary shall maintain a Seal Register in which there shall be recorded, on each occasion of a Seal’s use, relevant details and the identity of the authorised signatory.
3. **Secretary**
   1. The Secretary role to the Board will be undertaken by the Head of Governance. Reference in these Standing Orders to the Secretary shall be construed as referring to the Secretary of the Corporation, i.e. the Head of Governance or, in the absence Head of Governance, to such other person as may from time to time have been authorised by the Members to fulfil the role of the Secretary in his or her absence.
4. **Code of Practice for Board Members**
   1. The Secretary shall provide a copy of the Code of Practice for Board Members at the time that Board members take up their position on the Board. All Board Members will comply at all times with the code of practice.
   2. If the code of practice is not adhered to, Board Members will be subject to the procedures and sanctions as set out in the relevant sections of the Disciplinary and Grievance procedures.
5. **Register of Members’ Interests**
   1. Each Member shall be required to provide to the Corporation, at the date of his or her appointment and thereafter at all times during the course of such appointment, in accordance with the Code of Practice for Board Members and any regulations or guidance applicable to the Members from time to time issued by or through the Secretary of State, such requisite information concerning any financial or other interest, which he or she or his or her family members or associates have. Such information, or relevant details thereof, shall be formally recorded in the register of Members’ interests, which shall be maintained by the Secretary, and which shall be available for inspection at the Office by application to the Secretary. The Register of Board Members’ interests shall also be published and available for inspection on the Corporation’s website.
6. **Declaration of Interests**
   1. All Members and members of any committee, sub-committee or board appointed by the Board shall comply with the rules for declarations of interest as detailed in the Code of Practice for Board Members.
   2. A Member or a member of any committee or sub-committee who is directly interested in any matter brought up for consideration at a Meeting or at a meeting of a committee or sub-committee shall disclose the nature of his or her interest to the Meeting or the meeting of the committee or sub-committee.
   3. The Secretary shall record in the Minutes any disclosures made under Standing Order 20.2.
7. **Variation and Revocation of Standing Orders**
   1. The notice of a Board Meeting at which a resolution to vary or revoke Standing Orders is to be proposed must set out the full text of the resolution, including the proposed variations of the Standing Orders to be put to the Meeting.
   2. The resolution, as set out in the notice convening the relevant Meeting, may not be amended at that Meeting or at any adjournment thereof, except to correct a manifest typographical or clerical error.
   3. Any resolution varying or revoking these Standing Orders shall only be effective if at least three quarters of the Members present at the Meeting at which the resolution is considered vote in favour of the resolution.
   4. Voting on such a resolution shall be by show of hands. Thus Standing Order 10.1, (resolution in writing), shall not apply or be effective in relation to any resolution to amend or revoke these Standing Orders.