**Board ToR V1.1 – approved and adopted by EDC Board 24 July 2024**

**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 is the local planning authority for that area pursuant to The Ebbsfleet Development Corporation (Planning Functions) Order 2015.
   3. The Board shall comprise the Members 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 Ministry of Housing, Communities and Local Government (MHCLG) and other key stakeholders.
   2. Recommend to MHCLG 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 MHCLG.
   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 MHCLG approval.
   10. Approve overall arrangements for the delivery of land acquisitions and disposals, and investment programmes.
   11. Receive reports from the Board Committees and any 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 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.
   18. Any other functions and responsibilities as set out in the Framework Document.
3. **Chair and Deputy Chair**
   1. The Chair and any Deputy Chair shall be appointed by the Secretary of State.
   2. At a Meeting the Chair shall preside. If the Chair is absent the Deputy Chair, or, where a Deputy Chair has not been appointed, the Chair’s nominee, shall preside. If both the Chair and Deputy Chair (if appointed) or Chair’s nominee are absent, the members in attendance shall choose one of their number to preside.
4. **Board Meetings**
   1. The Chair, or any Member with the agreement of the Chair, may convene, or request the EDC Secretariat 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 days before a meeting, the agenda and papers for the meeting shall be sent to each Member.
   4. The accidental failure to issue the agenda and papers at least five days before a meeting, or the non-receipt of the agenda and papers by a Member shall not invalidate the proceedings at a meeting.
   5. The agenda and papers shall be copied to MHCLG, 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. MHCLG shall from time to time advise the Secretariat of the person(s) within MHCLG to whom such agenda and papers should be sent.
   6. Items of business may be transacted at any meeting notwithstanding that the item has not been specified in the agenda, provided that, in the opinion of the Chair of the Meeting, either
   7. the item in question is of a routine and substantially uncontroversial nature; or
   8. the item requires urgent consideration and has arisen so recently that it was not reasonably practicable to specify it in the meeting agenda.
5. **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 in person. The right to attend meetings does not confer any right to take part in discussions.
   2. At least seven 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. By default, all papers/decisions to be considered by the Board will be categorised as Part I (to be held in public, with papers published on the EDC website), unless the substance of the matter to be discussed meets one or more of the following definitions, in which case the paper/decision will be categorised as Part II (where the meeting will be held in private, with no members of the public present and the papers will not be published on the EDC website):

* the matter to be discussed is commercially confidential;
* the matter concerns information that should not be considered in public due to the requirements of the Data Protection Act 1998 (e.g. the matter concerns personal information); this will include any issues relating to individual staff members;
* the matter is subject to legal privilege; and/or
* the issue discussed relates to planning enforcement investigations. There is a presumption that any decision to take enforcement action (as defined in the Town and Country Planning Act 1990) will be made in public
  1. 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.
  2. If the Chair of a Board meeting or the Secretariat 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:

1. **Special and Emergency Meetings**
   1. The Chair or, in his or her absence, the Deputy Chair (if appointed) may call a special meeting of the Members at any time. In the absence of both the Chair and the Deputy Chair, any two Members may instruct the Secretariat to call a special meeting.
   2. Five days at least before any such special meeting of the Members the agenda and papers shall be sent to every Member.
   3. The Chair or, in their absence, the Deputy Chair (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 sent to every Member.
   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 seven days.
2. **Quorum**
   1. No decisions shall be transacted at a Board meeting unless a quorum is present. The quorum will be:
3. Where two or fewer of the Board members who are present are local authority nominated members, the quorum will be five or more Members;
4. In all other cases (i.e. where three local authority nominated members are present), the quorum will be 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.
5. **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 Chair 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 at a meeting provided that:

a) the Chair 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 20 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 Chair of the meeting then is.
2. **Resolution in Writing**
   1. Save as provided in Standing Order 20.4, 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. 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 Secretariat , 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 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 as set out in Standing Order 5.
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** 
   1. The Board may delegate such of their powers, authorities and discretions to one or more committees as it so decides. Any such 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 Chair of the relevant committee by the Secretariat, remove any person, whether or not a Member, appointed or co-opted to any such committee.
   2. Any 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 shall be approved by the Board.
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 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

4.6 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 Chair

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

14.1 standing orders to apply to committees

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

18.1 register of members interests

19.1 all members to comply with rules for declaration of interest

19.2 disclosure of interest at a meeting

19.3 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 Chair 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 Seal of the Corporation shall be held in the custody of the Secretariat. The application of a Seal of the Corporation shall be authenticated by the signature of the Chief Executive Officer or any Member, or of any of the Corporation’s staff, who has been authorised by the Chief Executive, whether generally or specially, for that purpose. The Secretariat 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. **Code of Practice for Board Members**
   1. The Secretariat 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 EDC Disciplinary and Grievance procedures.
4. **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 Secretariat, and which shall be available for inspection at the Office by application to the Secretariat. The Register of Board Members’ interests shall also be published and available for inspection on the Corporation’s website.
5. **Declaration of Interests**
   1. All Members and members of any committee, 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 who is directly interested in any matter brought up for consideration at a meeting or at a meeting of a committee shall disclose the nature of his or her interest to the meeting or the meeting of the committee.
   3. The EDC Secretariat shall record in the Minutes any disclosures made under Standing Order 19.2.
6. **Variation and Revocation of Standing Orders**
   1. The agenda and papers 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.