

# Smethwick Partnership Board

## Terms of Reference

### July 2026

#### 1. Purpose of Document

- 1.1. The purpose of this document is to outline the governance arrangements for the Smethwick Partnership Board, who oversee the Smethwick Towns Fund Programme and the Smethwick Pride in Place Programme (also referred to as the Plan for Neighbourhoods Programme).
- 1.2. This document was originally developed to establish the governance framework and Terms of Reference (ToR) for the Towns Fund Programme, in line with guidance issued by the Ministry of Housing, Communities and Local Government (MHCLG) in December 2020, April 2021 and December 2021.
- 1.3. Since its original publication, the Terms of Reference has been updated as follows:
  - 1.3.1. **July 2024** – The Terms of Reference was expanded to incorporate the Smethwick Long Term Plan (now referred to as the Smethwick Pride in Place/ Plan for Neighbourhoods Programme). This update ensured alignment with the Long-Term Plan guidance published by MHCLG in December 2023 and formally integrated the programme within the existing governance arrangements.
  - 1.3.2. **November 2024** – The document was revised to provide greater clarity and definition regarding the roles and responsibilities of Board Members. This included strengthening expectations relating to leadership, representation, accountability, and the responsible management of public funds.
  - 1.3.3. **February 2025** - Further amendments were made to introduce a requirement to refresh Board membership on a more frequent and structured basis to support transparency, diversity, and continued effectiveness, and to incorporate formal Board Member application criteria, setting out eligibility requirements, selection principles, and expectations for participation.
  - 1.3.4. **March 2026** – The Terms of Reference has been updated to ensure full alignment with the Pride in Place Government guidance published in December 2025. This update reflects any revised governance expectations,

accountability requirements, and programme delivery standards set out in the latest national guidance, ensuring the Board's arrangements remain compliant, robust, and consistent with current Government policy.

- 1.3.5. **July 2026** – Further amendments requested by the Board in relation to the annual attendance threshold for Board member and Reserves, and further clarification around reserve rights and termination of Board membership.

- 1.4. This document sets out the roles and responsibilities of Board Members, the Code of Conduct, decision-making and scrutiny arrangements, transparency and accountability provisions, and the membership of the Smethwick Partnership Board.

## **2. Context**

- 2.1. Governance for the Towns Fund Programme was initially provided through the Towns Fund Superboard and three Local Boards, with Sandwell Council acting as the Accountable Body for Phases 1 and 2.

- 2.2. For Phase 3: Delivery of the Towns Fund Programme, the Town Deal Boards (formerly Local Boards) are responsible for reviewing programme and project progress, considering change requests, and ensuring compliance with agreed Heads of Terms and the latest Government guidance. Each Local Board acts as the Town Deal Board for its respective town, with Sandwell Council acting as the Accountable Body.

- 2.3. Government guidance sets out the following responsibilities for Town Deal Boards during the delivery phase: -

- 2.3.1. To provide independent “on-the-ground” oversight of deal delivery and act as a constructive ‘critical friend’ throughout the programme lifecycle.

- 2.3.2. To maintain regular engagement during project delivery to support achievement of the town vision, ensure local ownership of projects, and provide appropriate accountability.

- 2.3.3. To retain an ongoing advisory and oversight role in relation to key decisions, with the nature and extent of involvement agreed locally and reflected in governance arrangements.

- 2.4. Following the Government's announcement of the Long-Term Plan (now operating as the Smethwick Pride in Place/ Plan for Neighbourhoods Programme), governance arrangements were expanded to incorporate this programme. Oversight is provided through the Smethwick Partnership Board

(formerly the Smethwick Town Deal Board), supported by working groups where appropriate, with Sandwell Council acting as the Accountable Body.

- 2.5. The Smethwick Partnership Board may establish working groups (also referred to as subgroups) to undertake specific tasks relating to defined elements of the Board's business. The Board must formally approve the establishment, scope, delegated authority, and duration of any such working group.
- 2.6. Government guidance (December 2023 and subsequent updates, including December 2026) outlines the following responsibilities for the Smethwick Partnership Board:
  - 2.6.1. To develop and maintain a Regeneration Plan comprising a 10-year vision setting out strategic priorities for the town, supported by a rolling 3-year investment plan.
  - 2.6.2. To identify and oversee delivery of interventions aligned to the Government's prescribed investment themes.
- 2.7. The Smethwick Pride in Place Programme operates within the geographical boundary agreed with Government and defined within the approved programme documentation.
- 2.8. The Smethwick Towns Fund Programme operates within the geographical boundary agreed with Government and defined within the approved programme documentation.
- 2.9. The Board's governance and decision-making responsibilities in relation to Pride in Place and Towns Fund funding shall apply only to interventions delivered within this defined boundary.

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

#### **3.1. Smethwick Partnership Board**

- 3.1.1. The Partnership Board will be responsible for: -
  - Direction - Provide strategic direction across the Town Deal and Pride in Place programmes.
  - Coherent Governance – Work in partnership and make recommendations to Sandwell Council as the Accountable Body. The Accountable Body will ensure that recommendations and subsequent decisions accord with Governance, Financial regulations and Sandwell Council's policies, procedures and codes where relevant.

- Consistency - Ensure interventions are not competitive and act to build the local economy inclusively.
- Alignment to Strategic Priorities - Ensure alignment of projects to Local, Regional and National strategies.
- Approve the Stakeholder Engagement Approach – ensuring that communities’ voices are involved in shaping design and decision making at each phase of development and ensuring diversity in its engagement with local communities and businesses.
- Review the 10-year Regeneration Plan and rolling investment plan at least annually, ensuring continued alignment with community priorities, Government guidance and available funding.
- Upholding the Seven Principles of Public Life (Nolan Principles)
- Ensure compliance with Heads of Terms Agreements
- Have sight of and be consulted over project change requests.
- Act as a critical friend throughout the programme.
- Act in the interests of local people and community priorities
- Fulfil any other duties and responsibilities required of the Partnership Board from funding bodies.

3.1.2. The Chair of the Partnership Board will be responsible for: -

- Upholding the Seven Principles of Public Life (Nolan Principles)
- Leading the Board to achieve its objectives, maintaining an overview of activity, and championing the supporting partnership working.
- Ensuring that decisions are made by the Board in accordance with good governance principles.
- Signing the submissions to Government on behalf of the Board, where applicable.
- Seeking agreement in consultation with the Accountable Body to the postponement or rescheduling of Board meetings in the event of delays in receipt of information from government or other relevant source, or in the absence of sufficient Board members being available to transact business.

### 3.2. Smethwick Working Groups

- 3.2.1. Occasionally, working groups of the Smethwick Partnership Board may need to be established to complete a specific task for specific and appropriate elements of the Board’s business. The Board must agree the establishment of a working group, its scope and delegations and duration of operation.
- 3.2.2. Each working group should be chaired either by a Board Member or a Board-approved nominated representative. The Chair of working groups should be approved by Partnership Board Members via a majority vote of

those present.

- 3.2.3. Each working group shall be required to consider and agree all actions within the scope of delegations granted to the working group. Any actions by the working group, unless otherwise delegated, shall be subject to reporting to the Smethwick Partnership Board for approval.
- 3.2.4. Additional non-Board members may be invited to provide skills, resources, insight, and capacity to the task but must abide by the decision-making structures, Code of Conduct and Terms of Reference of the Board. Non-Board member invitees must be approved by the Chair of the Board in advance.
- 3.2.5. Updates on working group activities should be reported to the Board according to a schedule determined by the Board and aligned with its agenda.
- 3.2.6. Where Smethwick working groups are established, they will be responsible for: -
  - Providing views, opinions and ideas on options and proposals.
  - To input into and advise on proposed engagement and consultation plans to encourage and help ensure relevant, proportionate, and timely engagement with stakeholders.
  - To support the programmes and projects.
  - To act as a critical friend offering on the ground local knowledge and perspective.
  - To make recommendations/ create reports detailing the views of the programme to Smethwick Partnership Board and Project Leads (as required).
- 3.2.7. The chairs of the Smethwick working groups are responsible for: -
  - Upholding the Seven Principles of Public Life (Nolan Principles)
  - Leading the working groups to achieve their objectives, maintaining an overview of activity, and championing the supporting partnership working.
  - Reporting progress to the Smethwick Partnership Board.
  - Acting as a champion for programme projects and the Town vision (applicable if an independent Chair is approved by the Board).

### 3.3. Sandwell Council

- 3.3.1. Sandwell Council is the Accountable Body for Sandwell's Town Deal Programme and Pride in Place Programme.

3.3.2. All accounting arrangements will be made under the supervision of Sandwell Council's Finance Department.

3.3.3. Sandwell Council is responsible for: -

- Upholding the Seven Principles of Public Life (Nolan Principles)
- Where required, developing a delivery team, delivery arrangements and grant agreements with partners and projects.
- Ensuring that decisions are made by the Board in accordance with good governance principles.
- Ensuring transparency through the publication of agendas and minutes of the Boards on Modern.Gov.
- Where required, developing agreed projects in detail and undertaking any necessary feasibility studies.
- Ensuring any required Environmental Impact Assessments or Public Sector Equality Duties are completed and recommendations are followed.
- Ensuring that public funds are distributed fairly and effectively, and that funds have been managed in line with the Nolan Principles, Equality Act 2010, Public Sector Equality Duty and Managing Public Money principles.
- Monitoring and evaluating the delivery of Towns Fund and Pride in Place projects.
- Submitting monitoring reports to Government, as required.
- Receiving and Accounting for funding allocation and capacity funds
- Engage with the Boards and Government regarding project changes.
- Proactively consult with the Government representatives on any potential changes to approved plans subject to Partnership Board approval.
- Ensure that all templates submitted to Government are accurate and complete representations of current circumstances.
- In consultation with the Board, the Accountable Body shall commission, appoint and manage consultants to assist in the development of project business cases and to support the board in the development of robust assurance frameworks for the projects. Whilst the Board will be consulted during the process, the final decision regarding the identification and management of consultants will rest with the Accountable Body.
- Reviewing documentation considered by the Smethwick Partnership Board for approval/ sign off.

#### **4. Board Vacancies**

4.1. Election of the Chairperson and board members was initially conducted by Sandwell Council in line with the Government prospectus for the Towns Fund Programme (2019). Selection and appointment of all Board vacancies will be led by the Accountable Body.

- 4.2. The Board shall maintain no fewer than eight voting members at any time. If membership falls below this minimum threshold, the Board shall not take strategic funding decisions until membership is restored to a compliant level, unless otherwise agreed in writing by the Accountable Body and Government representatives.
- 4.3. The ideal number of Board members is 18. This is subject to change based on guidance received by the Government and agreement with the Accountable Body.
- 4.4. Where a Board member is unable to attend a meeting, then it will be the responsibility of that Board member to nominate a substitute, subject to the Chair's agreement.
- 4.5. If a member of the Board changes to a different employer or loses his or her position, then their membership of the Board will automatically cease with immediate effect.
- 4.6. Applicants applying to fulfill board vacancies will be expected to meet the following criteria: -
  - 4.6.1. **Local Understanding and Awareness:** Demonstrate an understanding and awareness of the issues, challenges, and strengths of Smethwick based on their work and experience in the area.
  - 4.6.2. **Collaborative Working:** Show the ability to work constructively with individuals from diverse sectors and provide critical friend challenge when necessary.
  - 4.6.3. **Community Liaison:** Possess the capability to act as a conduit between the Board and other organisations and/ or residents in Smethwick.
  - 4.6.4. **Commitment to Equality, Diversity, and Inclusion (EDI):** Show a strong commitment to promoting equalities, diversity, and inclusion.
  - 4.6.5. **Passion for Change:** Demonstrate a genuine passion for making a positive difference in Smethwick.
- 4.7. Smethwick Partnership Board Chairperson
  - 4.7.1. The Chairperson of the Board should be a representative of the local business community or a local community representative.
  - 4.7.2. The Chairperson must not be directly benefiting from the fund or wanting to put in an application for funding in the 3-year term.

- 4.7.3. Where there is a vacancy for a chairperson, the selection and appointment process will be invitation-led (public advertisement) and recruitment will be by a panel consisting of the interim Chair/ Vice-Chair, Local MP, Cabinet Portfolio Holder appointed to the Board by Full Council, the Town Lead Member and an independent representative.
- 4.7.4. If the interim Chair and Vice-Chair wish to submit an application, the panel will consist of the Local MP, Cabinet Portfolio Holder appointed to the Board by Full Council, the Town Lead Member and up to two independent representatives.

#### 4.8. Vice-Chair

- 4.8.1. The Vice-chair shall support the Chair in the exercise of their duties in addition to their normal duties as a Board member.
- 4.8.2. The Vice-chair shall stand in for the Chair in the event of his or her absence and are to be the first point of contact in the event that an urgent Board matter occurs whilst the Chair is not contactable for a period of time.
- 4.8.3. The Vice-chair will be appointed from within the Board Membership.
- 4.8.4. Where there is a vacancy for a Vice-chair, nominations will be sought from Board Members. Board members can nominate themselves.
- 4.8.5. Should there be more than one candidate nominated, a vote will take place involving the remaining board members. A secret ballot will be arranged by the secretariat on the basis of one vote per board member. The nominee receiving the most votes will be elected Vice-Chair. In the event of a tie the Chair will have the casting vote.
- 4.8.6. Where there are no Vice-Chair nominations, the selection and appointment process will be invitation-led (public advertisement) and recruitment will be by a panel consisting of the Chair, Cabinet Portfolio Holder appointed to the Board by Full Council or the Town Lead Member and an independent representative.

#### 4.9. Interim Chair/ Vice-Chair

- 4.9.1. If a temporary Chair or Vice-Chair is required, the Board may elect an interim postholder from among the existing Board Members.

4.9.2. The interim appointment should not exceed four months, providing time to conduct the full selection process for a permanent Chair or Vice-Chair as set out in Sections 4.6 and 4.7.

4.9.3. Where more than one candidate is nominated for the interim post, a vote will take place involving the remaining Board Members. A secret ballot will be arranged by the secretariat on the basis of one vote per Board Member. The nominee receiving the most votes will be elected interim Chair or Vice-Chair. In the event of a tie, the remaining Board Members will agree a temporary resolution to appoint the interim until the next meeting.

#### 4.10. Mandatory Members

4.10.1. The Mandatory Members for the Board include the Local MP, a Cabinet Portfolio Holder appointed by Full Council and the Smethwick Town Lead Member. Any proposed change to this mandatory representation shall require prior consultation with and approval from the Accountable Body and Government representatives.

4.10.2. The above mandatory members are to make an appointment in line with their own governance procedures. Where no such representation is provided, the Board will review the membership to decide whether alternative organisations or community representation are to be invited, subject to Government approval.

#### 4.11. Sector based appointments

4.11.1. A call for Expression of Interest will be circulated where vacancies occur within the membership term. A recruitment panel agreed by the Board and Accountable Body will be convened to score applications and appoint to Board.

#### 4.12. Elected Member appointments

4.12.1. At least one elected ward councillor is a mandatory requirement under Pride in Place Government guidance.

4.12.2. Where relevant for the place, the Chair may wish to invite parish, town, or community councillors, noting that numbers of elected representatives should be limited to promote community leadership.

4.12.3. SMBC Full Council nominates Councillors and Cabinet Members to represent Smethwick Partnership Board on an annual basis (Appointments to other Bodies). To comply with the Government Guidelines, the Board will include a Cabinet Portfolio holder appointed by Full Council and the

appointed Town Lead Member for Smethwick. Where these members cannot attend a board meeting, the appointee can nominate an Elected Member to attend on their behalf.

- 4.12.4. Elected members appointed to the Board can attend working groups to support the development of project proposals.
- 4.12.5. The Town Lead Member is responsible for reporting progress back to Ward Members via Town Member Board Meetings. The Programme Management Office and supporting colleagues will have an open invite to attend monthly Ward Member Meetings.
- 4.12.6. Where a Board member becomes an Elected Member (Councillor), the remaining Board members should consider whether they continue their membership representing their organisation.

#### 4.13. Board member reserves and conduct

- 4.13.1. A Reserve is an individual nominated to attend and participate in Board meetings on behalf of a permanent Board Member who is unavailable.
- 4.13.2. Reserves must be appointed from within the Board members organisation and meet the Board Member eligibility criteria as set out in the Terms of Reference.
- 4.13.3. Appointment of Reserves will be approved by the Chairperson.
- 4.13.4. Reserves assume the responsibilities of the Board member they are substituting for once formally appointed to act in that capacity for a meeting.
- 4.13.5.
- 4.13.6. Reserves assume the responsibilities of the Board member they are substituting for once formally appointed to act in that capacity for a meeting, including their right to vote on behalf of the Board member.
- 4.13.7. Members must notify the Programme Management Office and the Chairperson in advance of the meeting of their absence and the Reserve who will be attending in their place.
- 4.13.8. Once the permanent Board Member has notified the Programme Management Office and the Chairperson of their absence, the Reserve will receive both the meeting appointment and all relevant Board papers in advance, ensuring they are fully briefed and able to participate effectively.

- 4.13.9. Where a Reserve is acting for a Board Member, the Secretariat should record in the minutes the name of the Reserve and the Board Member they are representing.
- 4.13.10. Reserves should only act for one Board Member per meeting and for the specific duration of that meeting unless otherwise agreed by the Board.
- 4.13.11. Reserves are required to comply with the Board's Code of Conduct and all governance rules in the same way as permanent Board Members.
- 4.13.12. Reserves must act in a professional, courteous, and constructive manner during meetings.
- 4.13.13. Any behaviour that is disruptive, disrespectful, or inconsistent with the standards of the Board may result in the Reserve being asked to leave the meeting and their future participation reviewed by the Board.
- 4.13.14. Reserves are accountable for representing the absent Board Member appropriately. Their conduct is considered a reflection of the Board Member they are substituting for.
- 4.14. Smethwick working group representatives
  - 4.14.1. Occasionally, working groups of the Smethwick Partnership Board may need to be established to complete a specific task for specific and appropriate elements of the Board's business as outlined in section 3.2.
  - 4.14.2. The working group appointments will be agreed by the Smethwick Partnership Board and the Accountable Body and can include non-Board Members. The approach to establish working group is to be agreed by the Board on an individual basis.

## **5. Code of Conduct**

- 5.1. All Members of the Smethwick Partnership Board will sign the Councillor Code of Conduct which is based on the Seven Principles of Public Life (Nolan Principles) and contained within Article 13 of the Council's constitution.
- 5.2. Members of the Smethwick Partnership Board as a whole will be required to declare and register any gifts and/ or hospitality which will be maintained by Sandwell Council.

## **6. Legal Status**

- 6.1. The Smethwick Partnership Board is not a legal entity. It is not the accountable body for any grant or funding regime. Sandwell Council is the Accountable Body for the receipt of and monitoring compliance of all relevant funding.
- 6.2. The Smethwick Partnership Board provides strategic oversight, direction and formal recommendations in respect of the Towns Fund and Pride in Place Programmes. All final legal, contractual and financial decisions are made by Sandwell Council as the Accountable Body, in accordance with its statutory duties, governance framework and financial regulations.

## **7. Decision Making**

- 7.1. The Council's Principles of Decision Making will apply to the Smethwick Partnership Board, as laid out in article 13 of the Council's Constitution. 'Elected Member' is taken to refer to a Board member: -

### **7.1.1. Article 13.02 Principles: -**

- Proportionality (i.e. the action taken is proportionate to the desired outcome);
- Decisions are taken on the basis of due consultation and professional advice from officers (Decisions taken by elected members will be based on information provided in a written report prepared by the responsible officer/s);
- Respect for human rights and giving due regard to the Public Sector Equality Duty;
- A presumption in favour of openness (Reports will only be considered in private where they contain exempt information as defined in Schedule 12A to the Local Government Act 1972 (as amended) (see Part 4 Access to Information Rules – Rule 10);
- Clarity of aims and desired outcomes (The written reports submitted to elected members will contain a clear recommendation of the professional officer for every decision they are asked to take)

### **7.2. Quorum**

- 7.2.1. Boards will be considered quorate with five voting members present.

### **7.3. Voting**

- 7.3.1. Each member of the Board shall have one vote which may be cast on matters considered at the meeting.

- 7.3.2. Where a substitute or Reserve Board Member is formally appointed for a meeting following notification of the permanent Member's absence, they are eligible to cast a vote in place of that Member.
  - 7.3.3. Any representatives attending in an advisory capacity cannot cast a vote.
  - 7.3.4. Any Board Member who has declared a pecuniary or prejudicial interest in the matter will be asked to leave the meeting whilst the vote is underway, for the duration of the matter of business during the meeting.
  - 7.3.5. Any decision of the board will be decided upon by a simple majority of those members present in the room and eligible to vote.
  - 7.3.6. Where a decision cannot be concluded by a vote, the Chairperson will have the final decision-making authority.
  - 7.3.7. If an urgent decision is required which cannot be deferred until a subsequent meeting, the Chair can call for an additional meeting to be arranged. If this is not practical, the Chair in consultation with the Vice-Chair and the Councils S151 officer or nominee shall be authorised to determine the matter and is required to submit this to the Accountable Body for review. Any urgent decisions made in this manner shall be reported to the next scheduled meeting of the board and also communicated to all board members at the point of decision.
- 7.4. Confirmation of minutes
- 7.4.1. The Chairperson presiding shall put the question that the minutes submitted to the meeting be approved as a correct record.

## **8. Declarations of Interest**

- 8.1. Members shall be required to declare interests in accordance with any relevant statutory provisions and the Members' Code of Conduct as set out in Part 5 of the Constitution.
- 8.2. Where a Board member has a disclosable pecuniary interest or pecuniary interest in the business of the authority, he/ she must withdraw from the meeting (virtually or meeting room) where the meeting considering the business is being held unless the member has obtained a dispensation from the Council's Monitoring Officer.
- 8.3. Where a Board Member is nominated as the Lead Officer for a project and/ or is involved in project delivery, they may attend the Board discussion relating to the project in the capacity of providing and presenting information, but they

may not participate in any deliberations or decision by the Board concerning that project.

## **9. Scrutiny**

- 9.1. Scrutiny of Sandwell's Towns Fund Programme and Long-Term Plan Programme will be provided by the Council's Economic, Skills, Environment and Transport Scrutiny Board on a quarterly basis and through the critical friend challenge that will be provided by the Boards.

## **10. Transparency and Accountability**

### **10.1. Smethwick Partnership Board Agendas and Minutes**

- 10.1.1. Sandwell Council will publish Board meeting agendas on Modern.gov 5 clear working days before the meeting.
- 10.1.2. Approved minutes of the Board will be published within 10 clear working days.

### **10.2. Member profiles**

- 10.2.1. Profiles of Board Members will be published online (Smethwick Partnership Board website and/ or Modern.gov.uk).

### **10.3. Conflicts of Interest**

- 10.3.1. Members of the Boards will be required to declare any conflicts of interest (commercial, actual and potential). This will be maintained by the council in a declaration of interest register which will be managed by Sandwell Council.
- 10.3.2. Board Members should take personal responsibility for declaring their interests before any decision is considered by the Boards. These will be formally noted within the published minutes of meetings of the Boards including action taken in response to any declared interest.
- 10.3.3. Board Members should take personal responsibility for declaring their interests prior to an item being discussed. These will be noted within the minutes including action taking in response to any declared interest. If any Member has any queries about their interests and the disclosure thereof, they should seek advice from the Monitoring Officer.

## **11. The Boards relationship with Sandwell Council**

- 11.1. In accordance with the government guidance, the Smethwick Partnership Board will have sight and endorse Accountable Body decisions in the delivery of the Smethwick Towns Fund Programme and Pride in Place Programme. Sandwell Council will remain the Accountable body for any Town Deal and Pride in Place funding that is received, and any other funding received in future in relation to Town Deal and Pride in Place projects.
- 11.2. These Terms of Reference do not change, replace, substitute for or amend in any way the statutory powers or duties or other responsibilities of any of the people or organisations represented on the Boards.
- 11.3. The procurement policies of Sandwell Council will apply. Where external professional advice is required, consultants will be identified using the procurement policies of Sandwell Council and contracts will be entered into between Sandwell Council and the relevant organisation in accordance with Sandwell Councils policies and procedures including its contract procedure rules.
- 11.4. Where applicable, Sandwell Councils Cabinet will receive regular reports on progress of activities through regular performance monitoring.
- 11.5. Board Members shall make themselves available from time to time to meet Cabinet and/ or Portfolio Holder and to attend meetings of the Council's Scrutiny Committee if invited.
- 11.6. The council's Data Protection Officer and the Programme Management Office will support the Boards in dealing with any data protection questions. The council's framework can be found at Information Governance and Data Protection.

## **12. Membership**

- 12.1. The Lead Council has responsibility for establishing the Board for the development and implementation of Town Investment Plans and the Smethwick Pride in Place Programme.
- 12.2. The Board will now assume responsibility for future governance under these Terms of References in consultation with the Accountable Body.
- 12.3. Current membership can be found in Annex 1.
- 12.4. The Board shall maintain a minimum of 51% of its voting membership comprised of individuals who live in or work within the defined Smethwick Pride in Place programme investment boundary. Should Board membership fall below this threshold at any time, the Accountable Body, in consultation with

the Chair, shall take appropriate steps to restore compliance at the earliest opportunity.

- 12.5. Membership will be reviewed annually, ensuring compliance with the Code of Conduct, Terms of Reference and review Declaration of Interests. If a vacancy arises during the annual review, the process outlined in section 4.8 will be followed.
- 12.6. Additionally, all non-mandatory board memberships, including the Chair position, will be refreshed every three years. This process ensures that the board remains representative of a diverse range of sectors, skills, and interests in Sandwell, enabling the board to effectively support the Town Investment Plan and Pride in Place implementation at all stages. At the end of each term, the accountable body will conduct a review of the board membership.
- 12.7. If an application is received for the Chair position, they must not be directly benefiting from the fund/ wanting to put in an application for funding in the three-year term.
- 12.8. The updated membership will be reported to Cabinet at least on an annual basis to align with Annual appointments.
- 12.9. Board members must attend a minimum of 50% of the annual meetings held, unless exceptional circumstances have been agreed by the Chair.
- 12.10. Reserve members are only expected to attend when deputising for a Board member who is unable to attend, and their contribution and participation will be taken into account during the annual review process.
- 12.11. Where a Board member has not met the 50% attendance requirement themselves, both the Board member and their reserve must each attend a minimum of 25% of meetings to collectively meet the required attendance threshold. Any variance to this will be agreed by the Chair.
- 12.12. Board Membership may change over time. Board members may be removed from the Smethwick Partnership Board if they do not adhere to the Terms of Reference and requirement of the Code of Conduct.
- 12.13. A Board Member shall also cease to be a member of the Board in the following circumstances: -
  - Gives written notice to the Chair of their notice of resignation.
  - Death or ill health that means they are not able to continue in the role.
  - 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.

- By a resolution of the Board that it is in the best interests of the Board that the membership is terminated.
- Members who breach confidentiality
- Members who breach the Social Media policy

Refusal to adhere to the values and behaviours of the board

#### 12.14. Values and Behaviours

12.14.1. Members should adhere to the Terms of Reference.

12.14.2. Members should act honestly and ethically, always making decisions based on the interests of the Board and community.

12.14.3. Members should treat others with courtesy, valuing views of others and ensuring a positive, inclusive environment. Members should listen actively and engage in constructive discussions.

12.14.4. Members should demonstrate dedication to the Board and the funding programme goals and objectives.

12.14.5. Members should work together, sharing knowledge and expertise, encouraging input from others to support the programme and decision making.

12.14.6. Members should act as a champion of the Board and funding programmes. Any communication regarding the Smethwick Partnership Board, Towns Fund Programme and Long-Term Plan Programme should be positive, promote the initiatives, and refrain from making negative statements or criticisms about the programmes

#### 12.15. Advisors

12.15.1. Advisors are invited by Board Members and participate in the meetings but will have no voting rights or ability to make decisions on behalf of the Board.

12.15.2. S151 Officer – Sandwell Council is the Accountable Body for the Boards. The Council's S151 Officer or nominee shall be included as a member on the Boards to ensure compliance with all necessary financial regulations.

12.15.3. The Board will be closed to the public and press unless specifically invited.

- 12.15.4. These terms of reference may be reviewed and modified at any time in consultation with the Monitoring Officer, Director of Law and Governance.

### **13. Respecting confidentiality**

- 13.1. On occasions the Board may wish to discuss matters where one or more members wish to retain confidentiality. In such circumstances, and where specifically requested by one or more members of the Board, all Board members are expected to retain confidentiality in the context of the matters being considered.
- 13.2. Matters may require more stringent levels of confidentiality due to commercial sensitivity, allowing for ideas to be developed without being negatively influenced before external engagement, this may be discussed in a private section of the agenda.
- 13.3. Members who breach confidentiality will be removed from the Board.

### **14. Communications, Press and Media Protocol**

- 14.1. Press and media enquiries shall be referred to the Chair and Sandwell Council before any statement is made by individual members of the Board.
- 14.2. All Board members should act as a champion of the Board and funding programmes. Any communication regarding the Smethwick Partnership Board, Towns Fund Programme and Plan for Neighbourhoods Plan Programme should be positive, promote the initiatives, and refrain from making negative statements or criticisms about the programmes.

### **15. Social Media**

- 15.1. Board members recognise that their code of conduct on social media may affect the reputation and public perception of the Board and its Accountable Body.
- 15.2. The Accountable Body reserves the right to undertake regular due diligence relating to publicly available social media activity of Board Members.
- 15.3. The Social Media policy is detailed in Appendix B.
- 15.4. Where social media activity gives rise to concerns regarding reputational risk, governance standards or code of conduct, the Chair or the Accountable Body may review the matter and take appropriate action in line with the social media Policy.

- 15.5. Where the social media policy is breached, the Chair or the Accountable Body reserves the right to end that individuals Board membership with immediate effect.

## **16. Scheme of Delegation**

- 16.1. The Towns Fund Scheme of delegation in relating decision making are included as Annex 2 to these Terms of Reference.
- 16.2. The Accountable Body is required to approve the Scheme of Delegation for the Pride in Place Programme.
- 16.3. A decision which is made in contravention of the process will be invalid based on non-compliance unless the Board has given prior approval for variation in the decision-making process.
- 16.4. Any financial decision must be signed off by Sandwell's S151 Officer as the Accountable Body. The Council's S151 Officer will ensure compliance with all necessary financial regulations, in order to protect the Accountable Body and ensure proper administration of all financial affairs.
- 16.5. The Chair of the Board can decide to convene a meeting where decisions need to be considered by the Boards which does not fit within the timeframe of the scheduled meetings. Where possible, the standard notice period will apply for any such meeting.
- 16.6. Where a meeting cannot be convened, urgent decisions can be endorsed by the Board through a written procedure.
- 16.7. Only in the most exceptional circumstances might it be considered necessary and appropriate for a matter of strategic importance usually reserved to the Main Board to be decided through this procedure. This will apply where a project cannot continue without a decision being approved, therefore posing a significant risk to project deliverability. This includes, but is not limited to:
- Time limited reallocation of funding
  - Changes to Heads of Terms
  - Changes to Mandatory Indicators and financial profiles
- 16.8. Written/Urgent Procedure:
- 16.8.1. Following consideration by Director of Place/S151, a report in the usual meeting format and including reasons for urgency, will be circulated to the Chair/Vice chair to consider whether, due to the urgent nature of the

decision to be made, it is necessary and appropriate for the decision to be made before the next meeting.

- 16.8.2. The Chair/Vice Chair may consult with Director of Place/S151 or other officers to provide further information where required.
- 16.8.3. Within 5 working days of the report being presented, the Chair/Vice Chair will inform whether the decision is endorsed on behalf of the Board.
- 16.8.4. For transparency the report, reasons for urgency, and decision will be presented to the next Board meeting.

## **17. Objections following consultations**

- 17.1. Project Leads will present any objections that have been received following consultation on projects to the Boards. The Board will consider the objections and alternative options prior to making a decision in consultation with the appropriate Cabinet member.
- 17.2. In the event that a decision cannot be agreed between the Board and Cabinet member, a separate meeting will be held with the Leader, Cabinet Member, Chair of the Board and Director of Place to discuss/resolve difference of view.
- 17.3. The project will not proceed in the delivery phase until a decision has been made.

## Annex 1 - Smethwick Partnership Board Membership

| Name                 | Organisation                                                    | Representing (Sector)                                      |
|----------------------|-----------------------------------------------------------------|------------------------------------------------------------|
| Alan Taylor          | MI Glass/ Sandwell Business Ambassador                          | Chair of the Board/ Enterprise and Innovation              |
| Jude Thompson        | CSCM                                                            | Vice-Chair of the Board/ Enterprise and Innovation         |
| Gurinder Singh Josan | Local MP                                                        | MP for Smethwick                                           |
| Cllr Ray Nock        | Sandwell Council Cabinet Member                                 | Cabinet Member for Regeneration and Economic Growth        |
| Cllr Tuli Zefi       | Sandwell Council Councillor                                     | Smethwick Town Lead Member                                 |
| Charn Singh Padda    | Guru Nanak Gurdwara                                             | Faith Sector                                               |
| Jan Jennings         | Black Country Chamber of Commerce                               | Partner Organisations                                      |
| Khatija Patel        | Ideal for All                                                   | Other Minority Groups                                      |
| Kim Madill           | West Midlands Police                                            | West Midlands Police                                       |
| Muhammed Sibi        | Gambian Islamic Community Centre                                | Other Minority Groups                                      |
| Raj Singh            | Governor at Holly Lodge High School                             | Education Sector                                           |
| Rob Lake             | The Albion Foundation                                           | Youth Sector                                               |
| Robert Powell        | Keltruck Limited                                                | Enterprise and Innovation                                  |
| Sabrina Nolan Jaques | Parent Governor at St Matthews Church of England Primary School | Education Sector                                           |
| Joseph Watkins       | West Midlands Combined Authority                                | Public Sector                                              |
| Simon Griffiths      | Sandwell College                                                | Education Sector                                           |
| Wasim Ali            | West Midlands Police and Crime Commissioner                     | West Midlands Police and Crime Commissioner Representative |
| Zahir Hussain        | The Abrahamic Foundation                                        | Voluntary Organisations                                    |

## Smethwick Partnership Board Regular Observers (Sandwell Council Officers)

| Name                    | Title                                          |
|-------------------------|------------------------------------------------|
| Tammy Stokes            | Assistant Director Spatial Planning and Growth |
| Allison Blakeway        | Interim Regeneration Manager                   |
| Hayley Insley           | Capital Projects Manager                       |
| Rina Rahim              | Towns Fund Programme Manager                   |
| Emma Parkes             | Towns Fund Programme Officer                   |
| Annabel Fuidge          | Neighbourhoods Development Officer             |
| Emma Pate               | Smethwick Ward Coordinator                     |
| Carl Burke/ Darren Cope | S151 Representative                            |