

Margate Town Deal Board

Code of Conduct and Terms of Reference

Last update: October, 2021

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Background

A Margate Town Deal Board was set up by the council in February 2020, to design and deliver an economic growth strategy for the town. This Board is part of the Government's programme of funding for towns.

In September 2019, the Ministry of Housing, Communities & Local Government (DLUHC) announced a £3.6bn Towns Fund for 101 towns to drive economic development. There is a focus on urban regeneration, improved transport, better broadband connectivity, skills and culture. For more information see the Town's Fund Prospectus and Further Guidance.

As part of this, the Council set up the Margate Town Deal Board to develop a vision for Margate's economic growth, coordinate resources and engage with a variety of stakeholders. Under initial Government guidance the Council convened a Board that represented the community and harnessed a diverse range of perspectives – business, philanthropists, investors, universities, colleges, the Local Enterprise Partnership (LEP), Jobcentre Plus, civic society and all tiers of local government.

The Board was tasked with producing an evidence-based Town Investment Plan which was submitted to the Government in December 2020. This completed the first phase of the Town Deal process; submitting a successful Town Investment Plan and agreeing Heads of Terms for a Margate Town Deal.

The Terms of Reference - Phase 1 has been superseded by a new governing document set out within which is intended to ensure the Board and Governance in place is appropriate for the Business Case development phase.

The Terms of Reference - Phase Two sets out the governance of the Board, Board Members, and the relationship with Thanet District Council and provides a basis for how the decisions of the Board will be made and the role of Board Members during the second phase of the Town Deal process, to develop full Business Cases and move into delivery. The townsfund.org website has guidance and resources available which have helped inform the revised governance and board membership for Phase Two.

Code of Conduct

1. Introduction

- 1.1. The Margate Town Deal Board (MTDB) has adopted this code setting out the expected behaviours required of its Board Members, acknowledging that they each have a responsibility to represent the ambition of the Town Deal for Margate and work constructively with the Town Deal Delivery Team and partner organisations to develop and deliver the Town Investment Plan and associated activities.
- 1.2. The Code of Conduct provides, by way of guidance to members of the Margate Town Deal Board the standards of conduct required in carrying out their duties and their relationships with Thanet District Council as the Accountable Body and the Department for Levelling Up, Housing and Communities (DLUHC) in the management of the Towns Fund.
- 1.3. The Code applies to all Members of the Board and their substitutes. All members are required, on accepting or continuing office, to declare that they will adhere to the Code. The Code also applies to all Council staff involved in delivery and advisers, whether or not they are voting representatives. The Code represents the standard against which the conduct of all involved in the Margate Town Deal will be judged.
- 1.4. The requirement is that at all times all those involved should:
 - i Treat people with respect;
 - ii Ensure you do not do anything which causes the Board to breach any of the equality enactments (as defined by the Equality Act 2010);
 - iii Intimidate or attempt to intimidate any person involved in the programme;
 - iv Do anything which compromises, or is likely to compromise the impartiality of those who work for or on behalf of the Board.

2. Principles of Public Life

- 2.1. In accordance with the Towns Fund Prospectus, when acting in a Board Member capacity, members must be committed to behaving in a manner that is consistent with the Seven Principles of Public Life to achieve best outcome for our residents and maintain public confidence in the actions of the Board.
- 2.2. The Principles are:
 - i Selflessness: Holders of public office should act solely in terms of the public interest.
 - ii Integrity: Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
 - iii Objectivity: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

- iv Accountability: Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
 - v Openness: Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
 - vi Honesty: Holders of public office should be truthful.
 - vii Leadership: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.
- 2.3. Board members should never do anything they could not justify to the public or fellow Board members. Members conduct and what the public believes about their conduct will affect the reputation of the Board and the organisation or sector that they represent.

3. Conflict of Interests

- 3.1. An interest can exist when either:
- i There is a direct or indirect financial interest in another company;
 - ii There is a non-financial or personal interest in another company, organisation, person or other;
 - iii A senior position is held in a private, or public, company, organisation or other;
 - iv Any of the above circumstances applying to a Board Member's family members.
- 3.2. All interests should be registered using the Declaration of Interests form to the Accountable Bodies Project Team and the Chair of the Board before officially joining the Board. Board Members and substitute Board Members should ensure that their register is kept up to date and must inform the Projects Team and the Chair as soon as any changes arise. At the beginning of a meeting, or during if the discussion changes direction, Members must verbally declare any interest in any matter to be considered at that meeting and this declaration should be included in the minutes of the meeting.
- 3.3. Non-financial interests should be declared as above but the Board Member may stay and participate as normal.
- 3.4. A direct financial interest (of the Board Member/substitute or close family member) in a matter being discussed will constitute a conflict of interest. A direct financial interest is defined as when the decision taken by the Board will, or potentially will, benefit financially the Board Member/substitute/close family member or their employer or another organisation with whom they hold a financial interest.
- 3.5. In unclear situations, the Accountable Body shall decide whether an interest constitutes a conflict of interest- this decision and the reasoning should be documented in the minutes of the meeting.

- 3.6. If a Board Member has a conflict of interest but a substitute is attending in their place, the substitute is still considered to have a conflict of interest in that matter regardless of their personal interests as they are representing the original Board Member.
- 3.7. The following provisions shall apply in the event of a conflict of interest:
- i Board Members must leave the room (or be placed on hold in case of a virtual meeting) at the beginning of the item with which they have a conflict, and may not rejoin the discussion until the item is finished;
 - ii Board Members will not be counted in the quorum in relation to the item; and
 - iii Board Members will not be entitled to vote on the matter.

4. Advisers and Officers

- 4.1. The role of the Project Team and specialist consultants and advisors is to give advice to Board members and to the Board as a whole on matters relating to governance and operational matters and the development and delivery of the Town Deal projects. They are to carry out work under the direction and control of the Council as the Accountable Body.
- 4.2. Board members, advisers and Council Officers are there to serve the interests of the programme but their responsibilities are distinct. Whilst Board members have the vote and advisers/Council Officers do not, the guidance applies to both.

5. Gifts and Hospitality

- 5.1. Board members should treat with extreme caution any offer or gift, favour or hospitality that is made if the person or organisation making the offer may be doing, or seeking to do, business with the Board, or may be interested in future investment opportunities, or support another kind of decision.
- 5.2. Board members are personally responsible for all decisions connected with the acceptance or offer of gifts or hospitality and for avoiding the risk of damage to public confidence in the Board. However, it would be wise to register any gift or hospitality received (or offered), in connection with their official duties as a Board Member and the source of that gift or hospitality (or offer) to the Accountable Bodies Project Team and the Chair of the Board. Acceptance by Board Members of hospitality through attendance at relevant events, conferences and other Board related activity is acceptable where it is clear the hospitality is corporate rather than personal.

6. Complaints Procedures

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

- i The Margate Town Deal Project Team, Thanet District Council PO Box 9, Cecil Street, Margate, Kent, CT9 1XZ, or
- ii Email margate-town-deal@thanet.gov.uk

6.2. The complaint should set out as follows:

- i The nature of the complaint;
- ii Details of how the Board Member was acting in an official MTDB capacity;
- iii Details of which of the Seven Principles has been breached and why; and
- iv If relating to a conflict of interest, details of how the conflict has occurred and impact of that conflict.

6.3. Thanet District Council, as the Accountable Body will review the complaint with the Chair of the Board and determine if the MTDB Member was acting in an official capacity and if the complaint was proven, whether a Principle would have been breached. If the complaint is about the Chair it will remain a matter for the Council.

6.4. In the event that a MTDB Member's conduct falls short of that expected and a breach of the Code of Conduct has taken place, the Accountable Body may remove that Board Member from the MTDB. This may only occur when:

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

7. Whistleblowing

7.1. The MTDB is committed to the highest possible standards of propriety and accountability in the conduct of its activities. Concerns over any potential wrong-doing within the MTDB activities should be reported following Thanet District Council's Whistleblowing Policy.

Terms of Reference

1. Purpose

- 1.1. The Town Deal Board will be the vehicle through which a vision and strategy for the town's economic growth will be defined and kept on track. As part of the Government's 'Towns Fund', the Board is required to produce a Town Investment Plan and to inform the Town Deal negotiation with the Government. The Investment Plan and Heads of Terms will now help inform business cases that will be used to draw down on the funding allocation to deliver the strategy and vision for the town.

2. The Role of the Board

- 2.1. The role of all Board Members is to support the Chair in shaping the vision of the town and ensuring the correct steps are taken to make that vision a reality. The responsibility of Board Members includes:
- i Uphold the Seven Principles of Public Life (the Nolan Principles) as detailed Code of Conduct;
 - ii Sign-up to and adhere to the requirements set out in the Code of Conduct and Terms of Reference;
 - iii Oversee delivery of the Town Deal to ensure it is in compliance with the Heads of Terms agreement with government;
 - iv Maintain commercial confidentiality where required;
 - v Working together Board Members should take collective responsibility for how they are performing, and may discuss improvement actions they could take;
 - vi Support the Project Team to ensure the purpose and aims of the Town Investment Plan remain true through to delivery;
 - vii Identify additional and appropriate opportunities to service the interests of the delivery of the Town Investment Plan;
 - viii Bring other perspectives constructively to the discussion;
 - ix Ensure that their engagement through their networks ensures that the Board has an understanding of any changes that could affect the basis of the Business Cases, involving and explaining the rationale to others;
 - x Take balanced decisions in the best interests of the Business Case goals in partnership with the Accountable Body;
 - xi Ensure engagement continues to be a focus and supporting that through the Board Members' own networks and the People's Panel;
 - xii Where relevant, support with their own skills and connections;
 - xiii Be prepared to make difficult decisions in relation to prioritising funding and delivery if the case arises;
 - xiv Through their oversight mitigate any risks, particularly financial, legal and reputational; and
 - xv Ensure all publicity rules and obligations are met including the government's requirements for branding and recognition.

3. The Role of the Accountable Body

2.2. The Board serves an advisory function to Thanet District Council as the Accountable Body with regard to the strategic direction for the Towns Fund, and deliverability of the Town Investment Plan. The main role of all Members of the Board will be to take a town-wide perspective and to develop consensus in the best interests of the town as a whole. Members will be recognised for their contribution in bringing ideas, knowledge and expertise to the process. They are required to fulfil their role as public-private partnerships whilst ensuring robust stewardship of public resources.

2.3. The role of the Accountable Body - Thanet District Council is to:

- i Uphold the Seven Principles of Public Life as set out in Code of Conduct;
- ii Convene the Town Deal Board which will align with the governance standards and policies of the Accountable Body;
- iii Publish the Town Deal Board's governance structure and ways of working, agenda, papers and minutes;
- iv Publish the Town Investment Plan;
- v Facilitate and manage the communications and stakeholder engagement for the Town Deal;
- vi Set out how capacity funding will be spent and utilise the capacity funding for the required purposes;
- vii Sign Heads of Terms Agreement with government;
- viii Develop a delivery team, delivery arrangements and agreements;
- ix Engage and manage external specialist resources where funding available and appropriate;
- x Ensure that decisions are made by the Board in accordance with good governance principles;
- xi Ensure transparency requirements are met;
- xii Provide updates to the Board which manage and report any identified risks and delivery outcomes;
- xiii Develop agreed projects in detail and undertaking any necessary feasibility studies where funding permits;
- xiv Undertake any required Environmental Impact Assessments or Public Sector Equalities Duties;
- xv Help to develop detailed business cases;
- xvi Ensure a suitable local assurance process is in place for the signing off of the Business Cases and Summary Documents;
- xvii Liaise with potential private investors in identified local projects and schemes;
- xviii Receive and account for the Town's funding allocation;
- xix Monitor and evaluate the delivery of the individual Town Deal projects;
- xx Submit regular monitoring reports to the Towns Hub at DLUHC; and
- xxi Ensure that the Council is not put at any financial, legal, or reputational risk by the Margate Town Deal Board.

3. The Role of the Chair

3.1. The role of the Chair is to lead the Town Deal Board in shaping the vision for the town as well as defining the strategy and steps that need to be taken to achieve that vision. The key responsibilities of the post are to:

- i Uphold the Seven Principles of Public Life as set out in Code of Conduct;
- ii Provide strategic and dynamic leadership for the Board;
- iii Ensure that all sectors on the Board are actively engaged;
- iv Run meetings effectively and fairly ensuring the Board adheres at all times to high standards of ethics and governance;
- v Exert a casting vote in Board Decisions if circumstances so require;
- vi Reflect the agreed view of the Board in discussions with partners and stakeholders;
- vii On behalf of the Board, work with the Accountable Body to ensure there is a strong assurance framework for phase two;
- viii Work in partnership with the Accountable Body to achieve each major phase two milestone;
- ix Ensure that the Board continually considers stakeholder engagement, being mindful of different views and requirements, including engagement through the People's Panel;
- x Lead the Board in overseeing the development of business cases and implementation of the Town Investment Plan; and
- xi Ensure that through the Margate Town Deal Board the funds are not put at any financial, legal, or reputational risk.

4. Membership of the Board

4.1. There are a number of representatives suggested by DLUHC in the original guidance, including all tiers of local government and the local MP, alongside representatives from The Local Enterprise Partnership (LEP) and other anchor institutions. The Board should also include local businesses, investors and organisations that represent the community. This is particularly important as the role of the Board moves towards overseeing the development of business cases, and delivery.

4.2. The Council will be looking for people who consider themselves to have the skills required to put themselves forward as potential representatives. The below table outlines the proposed membership of the Margate Town Deal Board for the next phase, which is drawn from the guidance set out by DLUHC. This takes into consideration the proposed changes to the Board in the Hospital and Jobcentre Plus no longer being formal members of the Board. Some of these positions have existing Board members and others need to be filled by new members including recruitment of a new Chair to take over from the Interim Chair for the next phase.

	Position	Government Guidance
1	Lead Council Member	<i>Accountable Body</i>
2	Lead Council Chief Executive	
3	Chair	From the Private or Third Sector
4	County Council Member	<i>Upper-tier authorities: bring crucial understanding of the important role towns play within the wider regional economy – as well as strategic leadership and powers that will be of value to the partnership.</i>
5	County Council Senior Officer	
6	MP	<i>The MP (or MPs) representing the town should be invited to engage in the process of designing and agreeing the Town Investment Plan. The MP may not wish to have a role on the Board, however they should be kept engaged in the next Phase of delivery.</i>
7	Local Enterprise Partnerships	<i>LEPs bring a strong specialism in economic development strategy, business engagement, and the local skills system – through Skills Advisory Panels</i>
8	Local businesses and investors	<i>Driving economic growth and building productivity will require entrepreneurship and investment from business. It will therefore be essential to draw on their leadership and capability to help understand challenges and develop the key proposals. Existing investors currently active in the area also have an important role to play; their experience of driving development in specific regions should be drawn on to identify the best uses of public and private funds. Expect to see representation on Town Deal Boards through large employers and SMEs</i>
9	Local businesses and investors	
10	Local businesses and investors	
11	Community	<i>Expect to see representatives from local community forums, voluntary and community sector organisations, or Councils of the Voluntary Sector to draw on their local knowledge and insight on the barriers to driving local growth and productivity.</i>
12	Community	
13	Community	
14	Anchor Institutions	<i>They have strong convening power, as well as a significant role in the local economy. They may include:</i> <ul style="list-style-type: none"> <i>o The wider business community</i> <i>o Universities and Further Education colleges</i> <i>o Academies and Schools</i> <i>o Hospitals</i> <i>o Development corporations</i> <i>o Local sports teams</i> <i>o Cultural and creative institutions</i> <i>o Housing sector including housing developers and housing associations</i>
15	Anchor Institutions	

- 4.3. A Board Member shall cease to be a member of the MTDB in the following circumstances:
- i Board Member gives written notice to the Chair of their notice of resignation;
 - ii Their removal/replacement by the appointing authority or the organisation/relevant nominated body;
 - iii 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;
 - iv Board Members are removed from membership by the Accountable Body due their failure to adhere to the Margate Town Deal Terms of Reference and Code of Conduct as detailed in the Code of Conduct; and
 - v Board Members are removed from membership by a resolution of the Board that it is in the best interests of the Board that the membership is terminated.
- 4.4. Substitutes are required to be identified at the formation of the Board/joining of the Board Member. Members should submit the Named Substitute Form to the Chair and Project Team.

5. Board Member Conduct

- 5.1. All members of the Margate Town Deal Board shall observe the "Seven Principles of Public Life" (as detailed in the Code of Conduct) and will be bound by their own authority's/organisation's code of conduct in their work on the Town Deal Board.
- 5.2. All members should adhere to the procedures regarding conflicts of interest as detailed in the Code of Conduct.

6. Quorum and Decision Making

- 6.1. The Chair will be appointed by Thanet District Council.
- 6.2. In the absence of the Chair at a formal meeting of the MTDB, the Board will vote and appoint a Chair for that meeting only.
- 6.3. The Board shall delegate to the Chair of the Board the authority to make urgent decisions, having consulted by way of email with Board members, where a Board cannot be convened in a timely manner to consider a matter. The decision shall be published as soon as practically possible once taken.

- 6.4. The Council's Director of Regeneration will consult the Chair from time to time on progress of works required to be undertaken on individual interventions, projects, and business cases. A quorum shall be eight Members present at the meeting, including the Accountable Body.
- 6.5. Each member of the Board shall have one vote which may be cast on matters considered at the meeting, where voting is required.
- 6.6. Any decision of the Board must be a majority decision. In the case of a tie, the Chair or acting Chair will have the casting vote.
- 6.7. The Board cannot make decisions that put the Accountable Body (Thanet District Council) in any risk relating to financial, legal, or reputational matters.

7. Meetings

- 7.1. The Board will meet on a bi-monthly basis until the completion of the Business Cases; additional ad-hoc meetings may be required due to the timing of Summary Document submission.
- 7.2. The Board may meet at other times during the year as agreed between the members of the Board and may approve recommendations via written procedure. The above section regarding Quorum and Decision Making shall still apply in these situations.
- 7.3. Board meetings will not be open. Other persons and external advisers may be invited to attend all or part of any meeting as and when appropriate as observers and shall be entitled to speak at the meeting with the prior permission of the Chair but shall not be entitled to vote.
- 7.4. Meetings may be taken in person or virtually where required.
- 7.5. With the prior agreement of the Chair, any Board Member may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and shall be entitled to vote and be counted in a quorum accordingly.

8. Communication and Reporting arrangements

- 8.1. Meetings of the Board shall be called by the Accountable Body and the Chair of the Board. The agenda shall be approved by the Chair.
- 8.2. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than three business days before the date of the meeting. Any supporting reports and/or

papers shall be sent to each member of the Board and other attendees (as appropriate) at the same time.

- 8.3. The proceedings and resolutions of meetings of the Board, including the names of those present and in attendance, shall be minuted by the Secretariat of the Board. Draft minutes of each meeting will be circulated promptly to all Members of the Board. Minutes of meetings of the Board shall be approved in draft form by the Chair and disseminated to the Board. They will then be uploaded onto the website.
- 8.4. All communications shall follow the Communications Strategy, which will be drafted by the Accountable Body and appended to this document. This will take into account guidance set by DLUHC.
- 8.5. All correspondence from Board Members, the People's Panel, external consultants and project sponsors will be directed through the Margate Town Deal email address to be picked up by the Project Team. This is to ensure that the Project Team is able to keep track of the varieties of engagement activities, ensure that they are able to answer queries directly, and to ensure all those involved in the project management of the Margate Town Deal are able to access the correspondence. Board Members are encouraged to engage with the Margate community, which may include members of the People's Panel and Project Sponsors. This refers back to the Board Members roles and responsibilities.

9. Respecting Confidentiality

- 9.1. On occasions the Board may wish to discuss matters where one or more members wish to retain confidentiality. This may include instances where the Board is to issue a press release or arrange an event. 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.
- 9.2. 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. In these instances, the Board may consider the requirement of using non-disclosure agreements in relation to particular discussions.
- 9.3. Third parties developing Business Cases may wish for their submission to remain confidential due to commercial (and other reasonable requests), and this may mean the board is privy to summary documents rather than the full detail of the Business Case. These will be considered on a case by case basis.
- 9.4. The Government may publish further guidance on the operation and function of Town Deal Boards and these Terms of Reference must be reviewed in accordance with any such guidance.
- 9.5. The Board may amend these Terms of Reference at any time, and they will be reviewed on an annual basis.

10. Ancillary Matters

10.1. Freedom of Information

- i The Board and its activities will be subject to Freedom of Information requests, in addition to the Data Protection Act 2018 and the Environmental Information Regulations (various). Provision will be made via TDC website and support will be provided by Thanet District Council to manage and respond to such requests.
- ii It is likely that members of the public may have direct questions that relate to how the Board functions and the decisions it makes. These in the first instance will be directed to the Director of Regeneration to manage, and where appropriate engage with the Chair and/or the Board.

10.2. Task and Finish Groups

- i Task and Finish Groups may be required to be set-up, engaging people and organisations outside of the Board to support the development of the Business Cases and delivery of the Investment Plan.
- ii Task and Finish Groups will adhere to these Terms of Reference and the associated Code of Conduct and will allow for wider engagement outside of the Board in developing evidence. The Groups will not require voting mechanisms and are advisory to the Board on specific matters.

NOTE: This is a live document and maybe amended, new versions will be circulated to the MTDB and published on the website.