

## Draft Terms of Reference

### Loughborough Town Deal Delivery Sub-Group

#### 1. Membership

The members of the Sub-Group shall be appointed by the Loughborough Town Deal Board (hereby referred to as the 'Board') and may be removed at any time by the Board.

The Sub-Group shall comprise of a total of 4 Board Members and be supported by Officers as required.

The Sub-Group Members must be independent of any of the Town Deal Projects and have no conflicts of interest.

The Board shall appoint the Chair of the Sub-Group.

The membership, Terms of Reference and structure of the Sub-Group shall be reviewed on an annual basis by the Board. The Board reserves the right to amend the Terms of Reference at any time.

#### 2. Purpose

- To support the Loughborough Town Deal Board and project team in administering the preparation, submission, delivery and monitoring of Town Deal Projects.
- To advise the Loughborough Town Deal Board that projects satisfy the Local Assurance Framework.
- To support the project team and project leads in the submission of projects to government and in their delivery.
- To monitor and review the performance and delivery of projects.

#### 3. Sub-Group Responsibilities

To assess and support projects to progress amendments to their full business cases, in accordance with the Heads of Terms Agreement with Government and DLUHC's Project Adjustment Request (PAR) process.

To approve the allocation of DLUHC programme support funding.

To secure confirmation from the Accountable Body and Section 151 Officer that projects meet the requirements of the Project Assurance Framework and remain good value for money.

To undertake a final strategic assessment of projects through to contracting stage, based on the recommendations of an independent due diligence process.

To approve projects for contracting and delivery, subject to final approval by the Accountable Body's S151 Officer.

To monitor the performance of approved projects on a quarterly basis during the delivery stage and in accordance with the terms set out within the Grant Funding Agreements for each project and to make recommendations to the Loughborough Town Deal Board on interventions that may be necessary.

To suspend projects where there are 'Red' rated issues, such as potential for significant overspends and/or project delays leading to late completion.

Where a project is suspended, to make a report to the Board for it to consider halting the project unless urgent action is required in which case the report is to be circulated to all Board Members for their views and, that on receiving all responses, the Chair makes the final decision if the Board is not convened.

To approve the submission of Performance Monitoring reports to DLUHC.

To support Programme delivery through regular project review, particularly in respect of:

- Project stage and Planning status
- Funding sources and status of match funding
- Key Issues
- Continued Strategic need
- Economic Case, including assessment of outputs and value for money.
- Commercial Case, including market assessment and development appraisal as relevant to the scheme.
- Financial Case, including review of the mechanism for investment, procurement, state aid and legal compliance.
- Management Case, including assessment of deliverability, programme, and milestones.
- Overall Delivery Risk Assessment

To support the Town Deal Board:

- In promoting the Town Deal Programme and Investment Plan and advocating for support from partners.
- To regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Sub-Group and make recommendations to the Board with regard to any changes.
- To work and liaise as necessary with the Board and to consider any other matters as may be requested by the Board.

To monitor and consider for approval variations to projects including Project Adjustments Requests that comprise but are not limited to:

- An overall change of project scope
- Re-scoping of outputs/outcomes
- Change to a project's Towns Fund funding amount
- Change to a project's match funding amount (if this impacts on outputs and outcomes)
- Movement of funds between projects within the programme
- Merging projects or splitting projects into multiple interventions
- Cancellation of projects
- A change in location.

To approve Project Adjustment Requests on behalf of the Loughborough Town Deal Board in conjunction with Charnwood Borough Council, as the Accountable Body that meet the following criteria:

- Up to 30% change to agreed project outputs and outcomes

- 30% flexibility to move spend across years
- Reallocating up to 30% of project funding to another project within the Loughborough Town Deal, provided:
  - i. The change does not exceed 30% of the source project value
  - ii. The projects remain good value for money as per the requirements of the Town Deal fund and
  - iii. Outputs, outcomes and spend timetable do not move or reduce by more than 30%

Subject to meeting all other required criteria, any reallocation of project funding above £500k is to be decided by the Loughborough Town Deal Board unless an urgent decision is required, in which case the proposal is to be circulated to all Board Members for their views and, on receiving all responses, the Chair makes the final decision if a Board meeting is not convened.

Where proposed project changes exceed the 30% thresholds set out above, on behalf of the Loughborough Town Deal Board approve the submission of Project Adjustment Requests for DLUHC approval.

#### **4. Professional and Administrative Support**

Committee management and administrative support to the Sub-Group will be provided by Charnwood Borough Council.

#### **5. Quorum**

A quorum shall be 2 members present, including at least one independent representative and the Sub-Group Chair. If there is no quorum the meeting can continue for discussion purposes only but no decisions can be made.

#### **6. Frequency of meetings**

The Sub-Group will meet at least four times a year. The Sub-Group may meet at other times during the year as agreed between the members of the Sub-Group or as otherwise requested by the Board and may approve recommendations via written procedure, including via electronic communication.

Only members of the Sub-Group have the right to attend Sub-Group meetings but other non-voting representatives and external advisers may be invited to attend all or part of any meeting as and when appropriate provided that that such parties agree to be bound by the Code of Conduct and shall be entitled to speak at the meeting with the prior permission of the Chair.

#### **7. Conduct**

Members of the Sub-Group shall abide by the agreed Board Code of Conduct and return Declaration of Interests on an annual basis.

The Sub-Group shall give due consideration to all laws, regulations and guidance as appropriate.

The Sub-Group will, from time to time, consider projects and proposals of a “commercial in confidence” or sensitive nature. All Board Members and Observers will observe the need for confidentiality in this respect.

If a Sub-Group member has a pecuniary or personal interest in a matter to be discussed at a meeting the member shall immediately declare the nature of the conflict or potential conflict and withdraw from all or part of any meeting where the conflict would be relevant.

## **8. Notice of Meetings**

Meetings of the Sub-Group shall be called by the secretary of the Sub-Group at the request of the Chair of the Sub-Group or the Board.

Unless otherwise agreed, a copy of the agenda and associated papers will be sent to every member of the Sub-Group five clear working days before the meeting. The agenda will give the date, time and place of each meeting and specify the business to be transacted and will be accompanied by such details as are available.

Any supporting papers shall be sent to each member of the Sub-Group and other attendees (as appropriate) at the same time.

## **9. Decisions**

Each member of the Sub-Group shall have one vote, which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Sub-Group. If the number of members attending the meeting does not allow for a decision to be reached due to the reduced numbers, absent members may be called upon to cast their vote by email. This will be recorded in the minutes of the meeting.

Other representatives and external advisors invited to a meeting of the Sub-Group will not be able to vote on decisions made by the Sub-Group.

Any decision of the Sub-Group must be a majority decision.

If a matter that is considered by the Sub-Group is one where a Sub-Group member, either directly or indirectly has a personal interest, that member shall not be permitted to vote on that matter and may not take part in discussions relating to that matter. In this instance, the Sub-Group member shall be required to leave the meeting until such time as the matter has been dealt with and any vote has taken place.

Save where he or she has a personal interest, the Chair will have a casting vote.

A resolution in writing, sent to all members entitled to receive notice of a meeting of the Sub-Group and agreed in writing by a majority of the members shall be valid and effectual as if it has been passed at a meeting duly convened and held and may consist of several documents in materially the same form each agreed in writing by one or more members. This includes via the use of electronic mail.

Decisions identified by the Sub-Group that require urgent agreement that does not allow for a Board meeting to be convened can be made by the full approval of its Chair .

## **10. Reporting**

The proceedings and resolutions of meetings of the Sub-Group, including the names of those present and in attendance, shall be minuted by the secretary of the Sub-Group.

Draft minutes of each meeting will be circulated to all members of the Sub-Group. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Sub-Group on behalf of the Board unless it would be inappropriate to do so. If information discussed at the Sub-Group meeting is of a business sensitive or confidential nature this information will be shared as a confidential note to the Board and not published on the Loughborough Town Deal Website.

The Sub-Group shall produce an annual report, summarizing project progress and spend and any other matters pertinent to the delivery of the programme. This report will be presented to the Board.