



STOCKPORT
METROPOLITAN BOROUGH COUNCIL

Cheadle

Towns Fund Board

Terms of Reference

1 INTRODUCTION

- 1.1 These Terms of Reference (**Terms**) set out how the Cheadle Towns Fund Board operates, how decisions are made and the procedures that are followed to ensure that the Cheadle Towns Fund Board operates efficiently, effectively and is both transparent and accountable.
- 1.2 The area of responsibility of the Cheadle Towns Fund Board is Cheadle and shown on the [plan](#) and is referred to throughout this document as the '**Town**'.
- 1.3 Any reference to the '**Lead Council**' is a reference to The Metropolitan Borough Council of Stockport or its duly appointed representative, as appropriate. Any obligation or requirement on the Lead Council to do something shall be satisfied if the Lead Council procures that it is done.
- 1.4 Save as otherwise specifically provided in these Terms, words and expressions which have particular meanings in the [Towns Fund Guidance](#) (dated June 2020) shall have the same meanings in these Terms.
- 1.5 A reference in these Terms to 'articles' and 'Annexes' are to the articles of and Annexes to these Terms unless expressly provided otherwise.
- 1.6 Any reference in these Terms to a 'member' is to a member of the Cheadle Towns Fund Board and reference to 'Working Day' means a day other than a Saturday, Sunday or public holiday in England, when banks in London are open for business.
- 1.7 Copies of all codes of conduct, policies and guidance referred to in these Terms can be made available on request to the Lead Council.

2 OBJECTIVES

- 2.1 The objectives of the Cheadle Towns Fund Board are to develop, agree and produce a Town Investment Plan for Cheadle, develop suitable projects that align with the objectives of the Towns Fund and to procure and oversee the delivery of approved projects in compliance with the Heads of Terms Agreement with government.
- 2.2 In accordance with article 2.1, the overarching aim of the Towns Fund is to drive

the sustainable economic regeneration of towns to deliver long term economic and productivity growth through:

- 2.2.1 **Urban regeneration** - ensuring towns are thriving places for people to live and work, including by:
 - (a) Increasing density in town centres;
 - (b) Strengthening local economic assets including local cultural assets;
 - (c) Site acquisition, preparation, remediation, and/or development; and
 - (d) Making full use of planning tools to bring strategic direction and change;
- 2.2.2 **Skills and enterprise infrastructure:**
 - (a) Driving private sector investment and small business development; and
 - (b) Ensuring towns have the space to support skills and small business development;
- 2.2.3 **Connectivity:**
 - (a) Developing local transport schemes that complement regional and national networks; and
 - (b) Supporting the delivery of improved digital connectivity.

3 ROLES AND RESPONSIBILITIES

- 3.1 The Cheadle Towns Fund Board will exercise all its powers and duties in accordance with the law, these Terms and the applicable provisions of the Constitution of the Lead Council.
- 3.2 The Cheadle Towns Fund Board shall undertake its responsibilities and duties in accordance with the [Prospectus](#) (dated November 2019) and the [Towns Fund Guidance](#) (dated June 2020) and any subsequent guidance that may be issued by the Ministry of Housing Communities & Local Government, which shall include:
 - 3.2.1 Upholding the Seven Principles of Public Life (the Nolan Principles), as set out in Annex A (the '**Nolan Principles**');;
 - 3.2.2 Developing and agreeing an evidence-based Town Investment Plan;
 - 3.2.3 Establishing a clear programme of interventions;
 - 3.2.4 Embedding arrangements in local plans (where appropriate) and

- undertaking Environmental Impact Assessments and fulfilling duties on public authorities under the Equalities Act 2010, in particular, and the public sector equality duty;
 - 3.2.5 Coordinating resources and engaging stakeholders;
 - 3.2.6 Ensuring communities' voices are involved in shaping design and decision making at each phase of development;
 - 3.2.7 Ensuring diversity in its engagement with local communities and businesses;
 - 3.2.8 Helping develop detailed business cases;
 - 3.2.9 Overseeing each step of agreeing a Town Deal, and overseeing compliance with the Heads of Terms Agreement with government;
 - 3.2.10 Signing off each stage of a Town Investment Plan and Town Deal; and
 - 3.2.11 Representing and bringing together public, private and community sector organisations to develop a strategic vision and investment plan for the Town, which will drive economic growth for the benefit of all.
- 3.3 The Cheadle Towns Fund Board and each member thereof shall comply with the governance standards and policies of the Council, including those policies on [whistleblowing](#), [complaints](#) (which has the Confidential Disclosure Form with which to raise concerns in writing embedded within the policy) ,and compliance with the current data protection legislation.

4 CHEADLE TOWNS FUND BOARD MEMBERSHIP AND CHAIR RESPONSIBILITIES

- 4.1 The Cheadle Towns Fund Board's membership shall reflect the diversity of Cheadle and the surrounding area and shall comprise:
- 4.1.1 A private sector chair and deputy chair;
 - 4.1.2 Representatives of all tiers of local government for the geography of Cheadle (with the Lead Council's representation including at least one officer and one member);
 - 4.1.3 The MP(s) representing the town;
 - 4.1.4 The Local Enterprise Partnership;
 - 4.1.5 Local businesses and investors;
 - 4.1.6 Community/local voluntary community sector representatives; and
 - 4.1.7 Other relevant local organisations, such as FE colleges or Clinical Commissioning Groups,

noting that membership can extend to those with other specific expertise, such as clean growth.

4.2 At all times the Cheadle Towns Fund Board must comprise a minimum of six members and two of those members must be representatives of the Lead Council. The current members of the Cheadle Towns Fund Board are set out in Annex B.

4.3 The chair of the Cheadle Towns Fund Board shall be responsible for:

4.3.1 Upholding the Nolan Principles;

4.3.2 Leading the Cheadle Towns Fund Board in achieving its objectives, maintaining an overview of activity, and championing and supporting partnership working;

4.3.3 Ensuring that decisions are made by the Cheadle Towns Fund Board in accordance with good governance principles; and

4.3.4 Signing the Head of Terms Agreement with government.

4.4 The Lead Council shall, when acting in its capacity as Accountable Body for the Cheadle Towns Fund Board, be responsible for:

4.4.1 Upholding the Nolan Principles;

4.4.2 Developing a delivery team, delivery arrangements and agreements;

4.4.3 Ensuring that decisions are made by the Cheadle Towns Fund Board in accordance with good governance principles, including where applicable the Lead Council's financial and contractual procedure rules;

4.4.4 Ensuring transparency requirements are met – through publication of information on the Lead Council's website or a Town Deal specific website;

4.4.5 Developing agreed projects in detail and undertaking any necessary feasibility studies;

4.4.6 Undertaking any required Environmental Impact Assessments or Public Sector Equality Duties;

4.4.7 Helping develop detailed business cases;

4.4.8 Liaising with potential investors in identified local projects and schemes;

4.4.9 Signing the Heads of Terms Agreement with government;

4.4.10 Monitoring and evaluating the delivery of individual Towns Fund projects;

4.4.11 Submitting regular monitoring reports to Towns Hub; and

4.4.12 Receiving and accounting for the Town's funding allocation.

- 4.5 The Cheadle Towns Fund Board with consent of the Lead Council (which consent may be given by the Lead Council's representatives on the Board), has the power at any time to appoint in accordance with article 4.6 any person who is willing to act as a member of the Cheadle Towns Fund Board:
- 4.5.1 to fill a vacancy arising; or
 - 4.5.2 to make an addition to the existing Cheadle Towns Fund Board membership, or
 - 4.5.3 to appoint a member from a named body, organisation or business with an interest in stimulating the economy and improving quality of life in Cheadle.
- 4.6 When appointing a person, pursuant to article 4.5, as a member of the Cheadle Towns Fund Board, the Cheadle Towns Fund Board must:
- 4.6.1 Have regard to the membership requirements set out in article 4.1 and article 4.2;
 - 4.6.2 Have regard to the desirability of appointing a person on the basis of their experience and capacity in a matter relevant to the carrying-out of the Cheadle Towns Fund Board's role and responsibilities pursuant to article 3 above; and
 - 4.6.3 Be satisfied that the person will have no financial or other interest likely to affect prejudicially the exercise of the person's functions as a member of the Cheadle Towns Fund Board.
- 4.7 Subject to article 4.8, the Cheadle Towns Fund Board shall appoint (or re-appoint in the event that the chair or deputy chair ceases to hold their appointment for any reason) a chair and a deputy chair of the Cheadle Towns Fund Board by majority vote in accordance with article 6 who shall, subject to the provisions of articles 4.10 to 4.13 inclusive, each serve for a period of 12 months before re-appointment.
- 4.8 The chair and deputy chair of the Cheadle Towns Fund Interim Board shall, subject to the provisions of articles 4.10 to 4.13 inclusive, each serve as chair and deputy chair of the Cheadle Towns Fund Board for a period of 12 months from the date that these Terms of Reference are adopted.

- 4.9 In the absence of the chair, the deputy chair shall assume the responsibilities of the chair.
- 4.10 Any member of the Cheadle Towns Fund Board may resign from their position on the Cheadle Towns Fund Board by serving notice on the chair, or in the event that the chair is the member resigning or there is no chair in place, the deputy chair and the Lead Council.
- 4.11 If a representative of an organisation resigns from that organisation, they automatically resign from being that organisation's named representative on the Cheadle Towns Fund Board.
- 4.12 A person appointed to chair or to act as deputy chair of the Cheadle Towns Fund Board:
- 4.12.1 May resign that appointment, whether or not that person also resigns from membership of the Cheadle Towns Fund Board, by serving notice on the Lead Council and the Cheadle Towns Fund Board;
 - 4.12.2 Ceases to hold that appointment if that person ceases to be a member of the Cheadle Towns Fund Board.
- 4.13 The appointment of any member shall terminate if:
- 4.13.1 The member has been absent from meetings of the Cheadle Towns Fund Board for more than 3 months without the permission of the Cheadle Towns Fund Board;
 - 4.13.2 The member has become bankrupt or has made an arrangement with the member's creditors;
 - 4.13.3 A debt relief order is made in respect of the member (see Part 7A of the Insolvency Act 1986) or the member is a person in respect of whom a debt relief restrictions order has effect (see Schedule 4ZB to that Act);
 - 4.13.4 In the case of any member of the Cheadle Towns Fund Board who is an elected representative of a ward of the Lead Council or of the parliamentary constituency of Cheadle, that member has, since being

appointed a member of the Cheadle Towns Fund Board, ceased to be the elected representative for that ward or constituency; or

4.13.5 In the opinion of the Cheadle Towns Fund Board, the member has failed to comply with the roles and responsibilities of the Cheadle Towns Fund Board pursuant to article 3 above or is otherwise unable, unfit or unsuitable to exercise the member's functions as a member.

4.14 The Cheadle Towns Fund Board may appoint observers or invite participants including members of the Lead Council's delivery team and its contracted suppliers of works and/or services approved by the Board and directly connected to the fulfilment of the Board's objectives at its discretion. Observers and invited participants shall have the right to participate fully in Cheadle Towns Fund Board discussions and to receive all papers but shall not have voting rights.

4.15 Membership to the Cheadle Towns Fund Board will be kept under review by the Lead Council to ensure that it is consistent with guidance from the Ministry of Housing Communities & Local Government and aligned to achieving the Cheadle Towns Fund Board objectives set out at article 2. The Lead Council will have the opportunity, at its discretion, to make member recommendations to the Cheadle Towns Fund Board.

5 MEETINGS AND MEETING PROCEDURE

5.1 The Cheadle Towns Fund Board shall meet at least once every two months but additional meetings may take place should the need arise at the discretion of the chair.

5.2 A minimum of two weeks' notice will be given for a meeting of the Cheadle Towns Fund Board and papers will be circulated to each member, each observer and each invited participant of the Cheadle Towns Fund Board by the Lead Council between two and five clear Working Days in advance of the meeting taking place.

5.3 Each meeting shall be conducted in accordance with the Lead Councils Code of Conduct, which can be found in the [Council Constitution](#), item 61, Part 6 CP1 – Code of Conduct for Councillors and Co-Opted Members.

6 QUORUM AND DECISION MAKING

6.1 Decision making by the Board

- 6.1.1 Decisions of the Cheadle Towns Fund Board shall be made by majority vote of members present at the meeting at which the decision is made or, if following the written decision procedure, by the majority of all members for the time being signifying in writing their support for a decision or proposal.
- 6.1.2 The chair will not have a second or casting vote and in the event of an equality of votes, the vote is deemed not to have been carried.
- 6.1.3 The Cheadle Towns Fund Board shall not be entitled to take any decision relating to expenditure that will, or may reasonably be expected to, conflict with the Lead Council's obligations as the Accountable Body or the Lead Council's s151 Officer's duties.
- 6.1.4 Notwithstanding the establishment of any committees or sub-committees pursuant to article 7, authority for any decision of the Cheadle Towns Fund Board shall remain vested in the Cheadle Towns Fund Board in accordance with these Terms.
- 6.1.5 The quorum for a meeting of the Cheadle Towns Fund Board shall be four persons, each being a member. The quorum must include:
 - (a) at least one member who is a representative of the Lead Council;
 - (b) at least one member who is a representative of local businesses and investors or a representative of the Community/local voluntary community sector;
 - (c) at least one member who is a representative of an Upper Tier Authority; and
 - (d) the MP for Cheadle.
- 6.1.6 A duly convened meeting of the Cheadle Towns Fund Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions for the time being vested in or exercisable by the Cheadle Towns Fund Board.
- 6.1.7 If a Member ceases to be a member at a Cheadle Towns Fund Board meeting, he or she can continue to be present and to act as a member

and be counted in the quorum until the end of the meeting if no other member objects and if otherwise a quorum of members would not be present.

- 6.1.8 Members can attend meetings of the Cheadle Towns Fund Board remotely and need not be physically present provided that each member can communicate to each other member present any information or opinions they have on any particular item of the business of the meeting.

6.2 Written procedure

- 6.2.1 If at any meeting 50% or more of the members of the Cheadle Towns Fund Board are not in attendance, any member of the Cheadle Towns Fund Board may request for any reason that a proposal be decided upon in the form of a resolution in writing, notwithstanding that a quorum may be present at the meeting. If a proposal is to be decided upon by resolution in writing, that proposal shall be considered to be agreed when a majority of members for the time being of the Cheadle Towns Fund Board has signed one or more copies of it, or otherwise indicated agreement in writing to the proposal.
- 6.2.2 References in this article to eligible members are to members who would have been entitled to vote on the matter had it been proposed as a resolution at a Cheadle Towns Fund Board meeting.

6.3 Members Interests

- 6.3.1 When accepting membership to the Cheadle Towns Fund Board, each member must complete a register of interests in the form and in accordance with the instructions set out at Annex C and accept the membership code of conduct in accordance with the Lead Councils Code of Conduct, which can be found in the [Council Constitution](#), item 61, Part 6 CP1 – Code of Conduct for Councillors and Co-Opted Members.
- 6.3.2 Each member must ensure that the register of interests is up-to-date before the start of each Cheadle Towns Fund Board meeting they attend.
- 6.3.3 Each member must complete the register of gifts and hospitality, which is set out in Annex D, and circulate to the Lead Council on an ongoing basis.

6.3.4 If a proposed decision at a meeting of the Cheadle Towns Fund Board is concerned with an actual or proposed transaction or arrangement with which a member is interested, that member is not to be counted as participating in the decision making process for quorum or voting purposes unless article 6.3.6 applies.

6.3.5 The Cheadle Towns Fund Board for the time being authorises on the terms set out in this article 6.3.5 each Cheadle Towns Fund Board member in respect of a conflict that exists or arises solely because that member is or becomes a shareholder, member, director, officer, manager or employee or otherwise interested or concerned in any company, business, local authority (of whatever tier), other public body, charitable or voluntary organization that is active in the Town (**Situational Conflict**). The member concerned:

- (a) is not obliged to disclose relevant information that is a confidential and obtained by that member, nor use any such information directly or indirectly for the benefit of the Cheadle Towns Fund Board in circumstances where to do so would amount to a breach of confidence;
- (b) may (but is not obliged to):
 - (i) subject always to article 6.3.4, absent themselves from the discussion of and or making decisions relating to the conflict;
 - (ii) make arrangements not to receive documents and information relating to the conflict,

A Situational Conflict so authorised under this article 6.3.5 may be revoked, varied or reduced in its scope by the Cheadle Towns Fund Board.

6.3.6 This article applies when:

- (a) the conflict is agreed or determined to be authorised by the Cheadle Towns Fund Board pursuant to article 6.3.5; or
- (b) the Cheadle Towns Fund Board by a majority vote disapplies the provision of the Terms which would otherwise prevent a member from being counted as participating in the decision-making process; or

- (c) the Cheadle Towns Fund Board determines that the member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest.

6.4 Principles of decision making

The Cheadle Towns Fund Board's decisions must be made in accordance with the following principles:

- 6.4.1 Proportionality (meaning the action must be proportionate to the results to be achieved);
- 6.4.2 Due consultation (including the taking of relevant professional advice where appropriate);
- 6.4.3 Respect for human rights, equality and diversity;
- 6.4.4 Clarity of aims and desired outcomes; and
- 6.4.5 Due consideration to be given to alternative options.

7 COMMITTEES

- 7.1 The Cheadle Towns Fund Board may establish committees and sub-committees.
- 7.2 A committee may, with agreement of the Cheadle Towns Fund Board, include persons who are not members of the Cheadle Towns Fund Board.
- 7.3 The Cheadle Towns Fund Board must approve the Terms of Reference of any such committee or sub-committee.

8 REPORTING ARRANGEMENTS

- 8.1 All relevant papers shall be published on the Lead Council's website five Working Days before a meeting of the Cheadle Towns Fund Board.
- 8.2 Draft minutes of each Cheadle Towns Fund Board meeting shall be published on the Lead Council's website promptly following the meeting and in any event within 10 Working Days.

8.3 Final minutes of each Cheadle Towns Fund Board meeting shall be published on the Lead Council's website within 10 Working Days of approval by the Cheadle Towns Fund Board.

8.4 All reported conflicts of interest shall be formally noted within the final minutes.

9 FINANCIAL, CONTRACTUAL AND LEGAL MATTERS

9.1 Financial management

The management of the Cheadle Towns Fund Board's financial affairs will be conducted by the Lead Council in its capacity as the accountable body and will follow the Lead Council's Financial Procedure Rules which can be found in the [Council Constitution](#), item 55, Part 5 PR5 - Financial Procedure Rules.

9.2 Contracts

The management of the Cheadle Towns Fund Board contracts will be conducted by the Lead Council in its capacity as the accountable body and will follow the Lead Council's Contract Procedure Rules, which can be found in the [Council Constitution](#), item 56, Part 5 PR6 – Contract Procedure Rules.

10 Legal Status

10.1 The Cheadle Towns Fund Board is not a legal entity. It is not the accountable body for any grant or funding regime.

10.2 These Terms shall constitute the formal constitution of the Cheadle Towns Fund Board.

11 REVIEW AND REVISION OF THE TERMS OF REFERENCE

11.1 These Terms are a living document and shall be amended where necessary as the Cheadle Towns Fund Board progresses. Any changes shall be agreed by the Cheadle Towns Fund Board with consent from the Lead Council. Any proposed change must be raised in writing and circulated with the meeting particulars in accordance with article 5.2.

12 DISSOLUTION

- 12.1 Dissolution of the Cheadle Towns Fund Board will be considered and agreed by the chair and the Lead Council in consultation with the Cheadle Towns Fund Board on achieving the objectives outlined in these Terms.

Annex A: Nolan Principles

Nolan Principles: The Seven Principles of Public Life

- **Selflessness:** Holders of public office should act solely in terms of the public interest;
- **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;
- **Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias;
- **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;
- **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;
- **Honesty:** Holders of public office should be truthful; and
- **Leadership:** Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support

Annex B: Cheadle Towns Fund Board Members

Name	Board Role	Organisation & Role
Brian Bradley	Board Chair	IN Accountancy – Director – Local private sector business
Cllr David Mellor	Board Member	Councillor, Cheadle East and Cheadle Hulme North
Cllr Ian Hunter	Board Member	Councillor, Cheadle West and Gatley
Matthew Worman	Board Member	Head of Rail Integration - Bee Network/Rail Reform at TfGM.
Paul Richards	Board Member	Deputy Chief Executive, Stockport Metropolitan Borough Council
Robert Botwirth	Board Member	Circle Health Group Limited Procurement & Supply Chain Director
Sharon Seville	Board Member	F1rst Group Solutions Ltd-Director GM Chamber of Commerce-Vice President
Tom Morrison MP	Board Member	Member of Parliament for Cheadle

Annex C: Register of Declarable Interests

The Board is obliged to hold an open register of members' declarations of financial and personal interests to ensure that all decisions reached are open and fair and to enable the Board to decide what steps to take in accordance with the Cheadle Towns Fund Board Terms of Reference, article 6.3.

Declaration

I have read the Cheadle Towns Fund Board Terms of Reference and Code of Conduct and wish to declare my interests as follows.

Personal Interests:

ORGANISATION	NATURE OF INTEREST	DATE COMMENCED

Financial Interests:

ORGANISATION	NATURE OF INTEREST	DATE COMMENCED

I wish to declare the following interests / employment of my family as I feel there is a potential conflict of interest with my membership of the Board:

ORGANISATION	NATURE OF INTEREST/ EMPLOYMENT OF FAMILY	DATE COMMENCED (IF KNOWN)

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I undertake to notify Cheadle Towns Fund Board, of any changes to the above without delay.

Signed:

Name (CAPITALS):

Annex D: Register of Gifts and Hospitality



REGISTER OF GIFTS AND HOSPITALITY – Cheadle Towns Fund Board Members

I, (full name) (capitals)

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a Member of the Cheadle Towns Fund Board

GIVE NOTICE, as I am required to do under the Cheadle Towns Fund Board Terms of Reference that I have been offered gifts and/or hospitality (all gifts and hospitality must be disclosed within 28 days)

Please insert nature of gift / hospitality with an estimated value of at least £10.00

Name of person or body making or offering the gift / hospitality	

The gift was:	Declined / Accepted <i>(Delete as necessary)</i>
Date of gift / hospitality	

MEMBER'S SIGNATURE – Please note that physical signatures are required on this form.

Date	
Member's signature	

RECEIPT ON BEHALF OF LEAD COUNCIL

Date received on behalf of the Lead Council	
Signature on behalf of the Lead Council	
Print Name	

ENTERED IN REGISTER

Date entered	
Entered by (sign)	
Print Name	