

# DRAFT Friar Park Pride in Place Neighbourhood Board

## Terms of Reference

Version draft

### 1. Purpose of Document

- 1.1. The purpose of this document is to outline the governance arrangements for Sandwell's Pride in Place Programme for Friar Park.
- 1.2. The governance arrangements reflect the requirements of the Neighbourhood Board as set out by the Ministry for Housing Communities and Local Government (MHCLG) and apply learning from the Towns Fund, Levelling Up Partnership and Plan for Neighbourhoods (Pride in Place Phase 1) governance arrangements.
- 1.3. The document includes Roles and Responsibilities, Code of Conduct for Board Members, Decision Making arrangements, Scrutiny arrangements, Transparency and Accountability and a list of Members of the Friar Park Neighbourhood Board.

### 2. Context

- 2.1. The Pride In Place Programme (PiPP) was launched in late September 2025. It is part of the Pride In Place Strategy which sets out a range of measures to empower local communities, particularly in more deprived areas, to take control of local regeneration, high streets, public spaces and community assets. It is part of a broader ambition to shift more power from central government to local neighbourhoods, give communities more say in how money is spent and what interventions are prioritised.
- 2.2. Key objectives of the strategy are: building stronger communities, creating thriving places and empowering people to have more control over local decision making.
- 2.3. The Pride In Place Programme (PiPP) is a longer term investment (of up to £20 million per place over 10 years) in selected deprived neighbourhoods. Friar Park in Wednesbury was selected by the government based on deprivation levels and community need/local pride.
- 2.4. Detailed guidance ([\*\*Pride in Place Programme: governance and boundary guidance\*\*](#)) was published in December 2025.
- 2.5. A bespoke governance board will be established to oversee the delivery of the PiPP and bring partners together. It will initially be called the 'Friar Park Pride in Place Neighbourhood Board' and referred to as 'the Board' through these terms of reference. The Board may wish to agree an alternative name that has local meaning.

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

#### **3.1. The Board will be responsible for:**

- Regeneration Plan – agreeing a Regeneration Plan and interventions in partnership with the local authority.
- Leadership/ Direction - Providing strategic direction across the PiPP programme
- 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
- 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 and ensuring diversity in its engagement with local communities and businesses
- Upholding the Seven Principles of Public Life (Nolan Principles)
- Ensure compliance with any Heads of Terms Agreements / Grant Conditions / other agreement issued by MHCLG
- Have sight of and be consulted over project change requests
- Act as a critical friend throughout the programme
- Fulfil any other duties and responsibilities required of the Board by Central Government

#### **3.2. The Chair of the 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

**3.2.1. The Chairperson must not be directly benefitting from the fund or wanting to put in an application for funding in the investment period.**

**3.2.2. The Chairperson must be an independent representative (e.g. community rep / business) and must not be a political appointment (Councillor or MP)**

#### **3.3. The Vice Chair of the Board will be responsible for:**

- Upholding the Seven Principles of Public Life (Nolan Principles)
- Deputising for the Chair in the event of absence or conflict of interest
- Supporting the Chair to lead the Board and ensure decisions are made by the Board in accordance with good governance principles
- The Vice-chair shall support the Chair in the exercise of his or her duties in addition to their normal duties as a Board member. They 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.
- Vice-Chairs will be appointed from within the Board Membership.

3.4. Board Members will be responsible for (values and behaviours):

- adhering to the Terms of Reference
- acting honestly and ethically, always making decisions based on the interests of the Board and community.
- Treating others with courtesy, valuing views of others and ensuring a positive, inclusive environment.
- listening actively and engaging in constructive discussions
- demonstrating dedication to the Board and the funding programme goals and objectives
- working together, sharing knowledge and expertise, encouraging input from others to support the programme and decision making
- acting as a champion of the Board and funding programmes. Any communication regarding the Pride in Place Programme should be positive, promote the initiatives, and refrain from making negative statements or criticisms about the programmes

3.5. Sub-groups / working groups

3.5.1. Occasionally, working groups or sub-groups 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.

3.5.2. 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 the Board Members via a majority vote of those present.

3.5.3. 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 Board for approval.

3.5.4. 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.

3.5.5. Progress on tasks of the working groups should be updated and reported to the Board, to a schedule agreed by the Board as appropriate to its agenda.

3.5.6. Where 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 to the Board / Project Leads, as appropriate

3.5.7. The chairs of the Board sub-groups / 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 Board.
- Acting as a Champion for the Programme

### 3.6. **Sandwell Council – Accountable Body**

3.7. Sandwell Council is the Accountable Body for Sandwell's Pride In Place Programme.

3.8. 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 made by the Board are in accordance with good governance principles.
- Ensuring transparency through the publication of agendas and minutes of the Board on Modern.Gov
- Where required, developing agreed projects in detail and undertake any necessary feasibility studies,
- Ensuring any required subsidy control assessments, Environmental Impact Assessments and/or Public Sector Equality Duties are completed and recommendations are followed.
- Monitoring and evaluating the delivery of projects and impact
- Submitting monitoring reports to Government, as required
- Receiving and Accounting for the PiPP grant
- Engage with the Board and Government regarding project changes
- Proactively consult Government representatives on any potential changes to approved plans
- 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 Board for approval / sign off.

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

- 4.1. **Election of Chair and Board Members** will be led by Sandwell Council in consultation with the MP and Chair of the Board (once appointed).
- 4.2. **Chair** – in the event of a vacancy in the Chair's position, expressions of interest will be invited from current Board members who are not a political appointment or representative of a statutory partner organisation. If no appointment can be made, an open call for expressions of interest will take place. Expressions of interest will be considered by a panel including representation from the Council's Cabinet, MP, the Board Membership and independent representative(s).
  - 4.2.1. The Chairperson must not be directly benefitting from the fund or wanting to put in an application for funding in the investment period.
  - 4.2.2. The Chairperson must be an independent representative (e.g. community rep / business) and must not be a political appointment (Councillor or MP)
- 4.3. **Vice Chair** – The Board shall elect a Vice Chair from the Board Membership from the community representatives (not a political appointment). Where there is a vacancy for a Vice-Chair, nominations will be sought from Board Members. Board members can nominate themselves. Should there be more candidates nominated, a vote will take place involving the remaining board members and 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. 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 interim Chair/ Vice-Chair, Cabinet Member for Regeneration and Infrastructure or other elected Member, MP and an independent representative.
- 4.4. **Interim Chair/ Vice-Chair:** Should the occasion arise were an interim chair or vice chair are required the board can elect one from within the existing Board. This interim post should last for no more than 4 months to allow for a new chair to be selected.
- 4.5. **Mandatory Members** – The mandatory members for the Board include the local MP, a Ward Councillor and an Independent Chair. The mandatory members are to make an appointment in line with their own governance procedures.
- 4.6. **Community Representatives** – Vacancies will be appointed to via an Expression of Interest process. An Independent Panel agreed by the Board and Accountable Body will be convened to consider applications and appoint to the Board
- 4.7. **Elected Members** – SMBC Full Council nominates Councillors and Cabinet Members to represent on the Board on an annual basis (Appointments to other Bodies). In the event

that there are more Ward Councillors expressing an interest in a vacancy than there are seats, the Chair and

- 4.8. The Ward Councillor(s) are responsible for reporting progress back to other Ward Members via Ward Partnership Meetings. Elected Members can attend working groups to support the development of project proposals.
- 4.9. **Young People's Representatives** - Vacancies occurring in young people's representation at WLUP Boards will be identified and appointed to either via Sandwell Council Youth Service in consultation with the Chair of the Board, or through an Expression of Interest process as appropriate.

## **5. Code of Conduct**

- 5.1. All Members of the 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 Board will be required to declare and register any gifts and/ or hospitality which will be maintained by the Council.

## **6. Expenses and Renumeration**

- 6.1. All Board positions are voluntary in nature
- 6.2. The council is permitted to authorise a small renumeration to the Chair only in the event that a candidate would not otherwise be able to afford to fulfil the position.
- 6.3. Board members are able to claim reasonable expenses incurred for the purposes of attending meetings of the Board and its associated business.

## **7. Legal Status**

- 7.1 The 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.
- 7.2 Whilst the Board has decision making authority, decisions are required to be made in accordance with the governance, financial regulations, policies, procedures and codes of Sandwell Council as the Accountable Body.

## **8. Decision Making**

- 8.1 The Council's Principles of Decision Making will apply to the Board, as laid out in article 13 of the Council's Constitution. 'Elected Member' is taken to refer to 'Board member': -
  - 8.1.1 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)

**8.2 Quorum** – the Board will be considered quorate with one quarter of voting members present.

**8.3 Voting**

- 8.3.1 Any matter will be decided upon by a simple majority of those members present in the room and eligible to vote. Where a decision cannot be concluded by a vote, the Chair will have the final decision making authority.
- 8.3.2 Where a substitute Board Member is attending, they are eligible to cast a vote.
- 8.3.3 Any representatives attending in an advisory capacity cannot cast a vote.
- 8.3.4 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.

**8.4 Confirmation of minutes** - The Chair presiding shall put the question that the minutes submitted to the meeting be approved as a correct record.

**8.5 Declarations of Interest**

- 8.5.1 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.
- 8.5.2 Where a Board member has a disclosable pecuniary interest or pecuniary interest in the business of the authority they must withdraw from the room or chamber (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.
- 8.5.3 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 the Pride In Place Partnership Programme will be provided by the Council's Budget and Corporate Scrutiny Management Board and/or Economic, Skills, Environment and Transport Scrutiny Board, as required by scrutiny and through the critical friend challenge that will be provided by the Board.

## **10. Transparency and Accountability**

### **10.1 Board Agendas and Minutes**

10.1.1 The Council will publish Board meeting agendas on Modern.gov 5 clear days before the meeting.

10.1.2 Draft minutes of the Board meetings will be published within 10 clear working days of a meeting and

10.1.3 Approved minutes of the Board meetings will be published within 10 clear working days of formal approval.

### **10.2 Member profiles**

10.2.1 Profiles of Board Members will be published on Modern.gov.uk

### **10.3 Conflicts of Interest**

10.3.1 Members of the Board 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 Board. These will be formally noted within the published minutes of meetings of the Board 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 Board's relationship with Sandwell Council**

11.1 The Board will have sight and endorse Accountable Body decisions in the delivery of the Programme. Sandwell Council is the Accountable body for any PiPP funding that is received, or any match funding received in relation to PiPP 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 Board.

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 Council's policies and procedures including its contract procedure rules.

11.4 Where applicable, Sandwell Council's 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 PMO will support the Board 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 council has responsibility for establishing the Board for the development and implementation of the PiPP.

12.2 Membership will be reviewed annually and seek to continue to be representative of a diverse range of sectors, skills and interests in Friar Park in order for this to be drawn on at all stages of the programme implementation. If a vacancy arises during the annual review, the process outlined in section 11 will be followed.

12.3 Additionally, all non-mandatory board memberships, including the Chair position, will be refreshed in line with the PIPP investment phases (4 years, 3 years, 3 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 PiPP implementation at all stages. At the end of each term, the accountable body will conduct a review of the board membership.

12.4 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 investment period term.

12.5 The updated membership will be reported to Cabinet at least on an annual basis to align with Annual appointments.

12.6 All Board members are expected to attend at least a minimum of 50% of the annual meetings held, unless exceptional circumstances which have been agreed by the Chair.

12.7 Board Membership may change over time. Board members may be removed from the Board if they do not adhere to the Terms of Reference and requirement of the Code of Conduct, or do not attend two or more meetings in succession.

12.8 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
- Refusal to adhere to the values and behaviours of the board.

12.10 **Advisors** – 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. Advisors may also be invited to participate in issue-specific discussions / spotlight sessions.

12.11 **S151 Officer** – Sandwell Council is the Accountable Body for the LUP. The Council's S151 Officer or substitute will have a standing invite on the Board to ensure compliance with all necessary financial regulations.

12.12 **Observers** – The Board will be closed to the public and press unless specifically invited. Non-participating observers may be allowed to attend meetings of the Board with prior agreement of the Chair. Any observers in attendance will be permitted to address the Board or speak on a matter only with prior agreement of the Chair

12.13 **Deputies** - In the event that a Board Member is unable to attend a meeting(s), a pre-named deputy may attend and cast their vote. Deputies must reflect the appointment type e.g. alternative Elected Member from the same ward e.g. alternative representative from a local business. Notification of a named deputy must be received in writing no less than 1 working day prior to the meeting. Where a deputy is to attend frequently, a named deputy should be agreed.

12.14 These terms of reference may be reviewed and modified at any time in consultation with the Monitoring Officer.

### **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 the 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 the programme. Any communication regarding the Board and Programme should be positive, promote the initiatives, and refrain from making negative statements or criticisms about the programme.

### **15. Scheme of Delegation**

- 15.1 The Accountable Body is required to approve the Scheme of Delegation for the PiPP.
- 15.2 The Scheme of delegation in decision making will be developed and included as an annex to these Terms of Reference following development of the PiPP Regeneration Plan. The scheme of delegation will be reviewed, and if necessary, updated, following receipt of further Government guidance and/or other grant conditions.
- 15.2 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.

- 15.3 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.
- 15.4 The Chair of the Board can decide to convene a meeting where decisions need to be considered by the Board which does not fit within the timeframe of the scheduled meetings. Where possible, the standard notice period will apply for any such meeting.
- 15.5 Where a meeting cannot be convened, urgent decisions can be endorsed by the Board through a written procedure.
- 15.6 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:
  - (a) Time limited reallocation of funding
  - (b) Changes to Heads of Terms / Grant Conditions
  - (c) Changes to Mandatory Indicators and financial profiles

15.7 Written/Urgent Procedure: -

- 15.7.1 Following consideration by Service Director – Economy and Regeneration /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.
- 15.7.2 The Chair/Vice Chair may consult with Service Director – Economy and Regeneration /S151 or other officers to provide further information where required.
- 15.7.3 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.
- 15.7.4 For transparency the report, reasons for urgency, and decision will be presented to the next Board meeting.

**16. Objections following Consultations**

- 16.1 Project Leads will present any objections that have been received following consultation on PiPP projects to the Board. The Board will consider the objections and alternative options prior to making a decision in consultation with the appropriate Cabinet member.
- 16.2 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 Board and Director of Regeneration and Growth to discuss/resolve difference of view.
- 16.3 The project will not proceed in the delivery phase until a decision has been made

**Version Control**

<b>Version number &amp; Date</b>	<b>Status</b>	<b>Summary of changes</b>
Draft	Draft	

**Annex 1 Board Membership List** - *will be appended once finalised.*

**Annex 2 – Scheme of delegation** - *will be set out following development of the PiPP Regeneration Plan.*

