



Ryde Town Board

Board Terms of Reference

March 2024

Context

In October 2023, government announced Ryde as one of 55 towns that will benefit from a £1.1 billion levelling up investment, as part of a long-term plan for towns.

Each town will have a new Town Board made up of local community leaders and employers, who will draw up their town's Long-Term Plan for the next 10 years.

Following the development of the Long-Term Plan for Ryde, Ryde will have access to a £20 million endowment-style fund to invest over the next decade to underpin long-term planning and catalyse private investment and community capital in the town.

The development of a Long-Term Plan for Ryde provides an unprecedented opportunity to transform the future of Ryde, to make it a town of aspiration and achievement, that embraces new technology and sustainable ideals and that has a prosperous future with a strong sense of community and pride.

The Long-Term Plan for Ryde will be developed by and owned by the Town and the newly established Town Board will be the decision-making body responsible for leading the development of the plan and, ultimately, directing the £20 million Ryde Town Fund to ensure that the plan is delivered.

The Isle of Wight Council are the accountable body for the Ryde Town Board and will hold all public funding received on behalf of the Town Board.

Further background on the Government's Long-Term Plan for Towns and the establishment of Town Boards is [available here](#).

Board Membership

The Ryde Town Board will at any time consist of up to 16 Board Members, which may include:

- Independent private sector Chair
- Independent private sector Deputy Chair
- Local MP for the constituency that covers Ryde
- Isle of Wight Council Representative
- Isle of Wight Council Representative
- Police and Crime Commissioner
- Ryde Town Council Representative
- Local education representative
- Cultural, arts, heritage and sporting organisations
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- Local businesses and social enterprises
- Community Representatives

Board members can only be appointed by agreement of the Chair in consultation with the Isle of Wight Council as the accountable body for the Town Board.

A Board Member shall cease to be a member of the Board in the following circumstances:

- they give written notice to the Chair of their notice of resignation
- due to their leaving the appointing organisation, in which case the organisation will then be invited to nominate a new representative
- they breach the Board's Code of Conduct
- the Board Member is removed from membership by a majority vote of the Board.

Should a Board member miss 3 consecutive meetings without sending apologies the Board will consider whether the membership is terminated and/or a request is submitted to the organisation requesting alternative representation.

Role of the Board and Board Members

The Ryde Town Board is the lead decision-making entity for the development of the Long-Term Plan for Ryde and the Ryde Town Fund.

The Board provides strategic leadership and determines policy direction. The role of the Board is set out as follows:

A. To establish the Long-Term Plan for Ryde, including;

- Determining the Long-Term Vision and Plan for Ryde
- Agreeing the 3-year investment plan for Ryde
- Regular review and updates to the Long-Term Plan for Ryde
- Monitoring progress against delivery of the Long-Term Plan for Ryde
- Provide regular updates and reporting to the Department for Levelling Up Housing and Communities.
- Champion Ryde at every opportunity

B. To set strategy and structure for The Ryde Town Board including;

- Determining the values to be promoted by the Ryde Town Board.
- Determining and reviewing The Ryde Town Board's goals.
- Determining the Ryde Town Board's policies in accordance with relevant assurance requirements.
- Reviewing and evaluating present and future opportunities, threats and risks for Ryde and the Ryde Town Board
- Determining strategic options, projects and programmes, selecting those to be pursued, and deciding the means to implement and support them.

- Determining the strategies and plans that underpin The Ryde Town Board and Long-Term Plan for Ryde.
- Ensuring that the Ryde Town Board's structure and capability are appropriate for implementing the chosen strategies; including establishment of any committees or forum to the Board.
- Determining the Ryde Town Board's appetite for risk and to engage in the process of backing a robust risk management programme focused on the Board's area(s) of activities.

C. In agreement with the Accountable Body, Isle of Wight Council, establish a delegation of authority to any panels/committees and to management, including;

- Agreeing a scheme of delegating authority to panels / committees as approved by the Board, and monitoring and evaluating the implementation of policies, strategies and plans.
- Agreeing a scheme of delegating authority to management, and monitoring and evaluating the implementation of policies, strategies and business plans.
- In accordance with the relevant assurance requirements, determining the monitoring criteria to be used by the Board.
- Monitor budgets associated with the delivery of the Long-Term plan at a strategic and project and programme level.
- Ensure that internal controls are effective and monitor the effectiveness of internal controls.
- Communicate with all panels / committees with delegated authority from The Ryde Town Board
- Communicate with management.

D. Exercise accountability and be responsible to relevant stakeholders in Ryde

- Ensure that communications both to and from the community and stakeholders are effective.
- Understand and take into account the interests of the community and stakeholders.
- Monitor relations with the community and stakeholders by the gathering and evaluation of appropriate information.
- Promote the goodwill and support of stakeholders.

Bringing independent sound judgement, Board Members appointed to the Ryde Town Board are therefore expected to:

- Provide leadership as a member of the Ryde Town Board, ensuring its effectiveness on all aspects of its role.
- Scrutinise and hold to account the performance of management against agreed performance objectives.
- Support the continued monitoring, review and development of the Ryde Town Board's governance structures, policies and procedures.
- Act in accordance with the Ryde Town Board policies and procedures, as well as national requirements for Town Boards.
- Contribute to the board to ensure a balance between high level coordination and driving the commissioning of the agreed programme of strategic projects and programmes to deliver on the Long-Term Plan for Ryde.
- Contribute to the strategic leadership, challenge and support to the Ryde Town Board and contribute to the development of one of the most successful Town Boards in the country; establishing credibility and confidence within the wider market.
- Actively engage with the Ryde community to capture and engage their interest and facilitate their activity in support of the Long-Term Plan for Ryde.
- There may be a requirement for Board Members to take on a lead role for key priority areas or smaller working groups of the main board in the themes of the Long-Term Plan for Towns (Safety and Security, High Streets, Heritage and Regeneration and Transport and Connectivity).
- Contribute to and have influence over challenging goals and objectives, and ensure that the strategic aims are delivered through appropriate mechanisms.
- Contribute to the development of the board, providing expert advice and guidance and business expertise.
- Help ensure effective planning, management and financial control procedures are in place to ensure that all relevant legal and statutory requirements are met.
- Understand and engage with and contribute constructively to discussions on broader opportunities and challenges for the Ryde economy.

There may be a requirement for Board Members to take on a lead role for key priority areas or to chair working groups / forums of the main Board, and there will be a requirement from time to time to represent the Ryde Town Board on a broader basis, including nationally, encouraging networking and joint working with businesses, government and public sector organisations based inside and outside the area.

Board Roles

- **Chair**

The chair of the Ryde Town Board will be responsible for the establishment and leadership of the Ryde Town Board. They will act as a champion for the Town and ensure the Town Board is community-led and embedded within the local area. The primary role of the Chair is to secure strong governance for the Town Board; ensuring

the Board is in full control of the Town Board's affairs and alert to its obligations. This will include the development of the Long-Term Plan for Ryde and the delivery of this plan through the effective targeting and monitoring of investments through the Ryde Town Fund. As part of their leadership role, the Chair will be expected to lead Ryde Town Board's engagement with key stakeholders - including the Isle of Wight Council as the accountable body for the Town Board and central government.

The Chair will lead the continued monitoring, review and development of the Ryde Town Board governance structures, policies and procedures, as well as the Ryde Town Board's engagement with key stakeholders; including the accountable body and government.

The Chair will chair all the meetings of the Board. If the Chair is unable to attend a meeting, the Deputy Chair will Chair in their absence for the duration of the meeting.

The Chair will be responsible for agreeing the agenda for each Board meeting in advance of the Board Meeting and deciding the order of matters to be discussed.

The Chair will decide the order in which Board members will be called to speak ensuring that all members present, who wish to, are given an opportunity to speak and also seeking to ensure that all views are fairly represented.

The Chair may suspend the meeting if in his or her view this is necessary; for whatever period of time he or she thinks appropriate.

Following consultation with the Board, the Chair will be responsible for agreeing the draft meeting notes within 10 working days of all Board meeting.

A full role description for the Chair is available [here](#).

Conduct of Directors

All Board Members are expected to follow "The Seven Principles of Public Life (the Nolan Principles) when carrying out activities in their capacity as a Ryde Town Board Member and a Ryde Town Board Code of Conduct has been established which all Board Members are required to sign. A copy of the Code of Conduct is [available here](#).

Quorum

No decision may be made by a meeting of the Ryde Town Board unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Board in which a participant or participants may communicate with all other participants.

The quorum shall be five, for so long as the Board has ten or more Members; or the number nearest to one half of the total number of Board Members for such periods as the Board has ten or fewer Members.

A Board Member shall not be counted in the quorum present when any decision is made about a matter upon which that Board Member is not entitled to vote.

A meeting shall be deemed not to be inquorate if it is otherwise inquorate only because the number of additional Board Members that would be required to form a quorum are not entitled to vote.

Decisions and Voting

The role of the Board is decision making. If a vote is required decisions shall be made on the basis of a majority of those Board Members attending and voting at a quorate Board meeting. Each member of the Board shall have one vote and decisions are made on a majority basis. In the event of an equality of votes being cast, the Chair of the Board meeting will have the casting vote.

The Board may also make decisions by written procedure. Any decisions made by written procedure must be circulated to all Board Members eligible to vote and decisions shall be made on the basis of a majority of all Board Members eligible to vote. Each member of the Board shall have one vote and, in the event of an equality of votes being cast, the Chair of the Board will have the casting vote.

Attendance by Others

Board Members may not appoint an alternate or anyone to attend or act on his or her behalf at Board meetings unless approved in advance by Board decision.

The Section 151 Officer of the Accountable Body, or a nominated deputy, attends all Board meetings. The S151 Officer of the Accountable Body will have the ultimate veto on any decision under financial grounds but will not have voting rights on the nature of decisions agreed as long as they are compliant with financial regulations and within the risk appetite of the Accountable Body.

An executive officer will attend all Board meetings to provide support to the Chair and Board and to ensure decisions of the Board are executed.

The Board Chair may co-opt up to an additional 5 members - in an associate membership / non-decision-making capacity - to enable the Board to benefit from the input of wider stakeholders where appropriate. This may include wider partners with a broader remit that can play an important role in the development of the Town Plan.

The Chair can invite others to attend the meeting if they feel this would be helpful to the business of the Board and where the benefit of their experience on the issues under discussion and their feedback are valuable contributions that will be sought by the Chair during debate. They may also be invited to speak on other relevant issues. Attendance of any other attendees at Board meetings is by invitation of the Chair only. Any requests to attend Board meetings to make deputations on matters to be considered by the Board will be considered by the Chair in line with the procedures set out in the following section.

Transparency

Ryde Town Board meetings will be held in private, either remotely or at a chosen location. The Board can decide in its absolute discretion to hold a meeting in public, or for meetings to be live streamed to enable local people to observe meetings.

The Town Board will publish membership and governance arrangements; minutes of meetings and decision logs on the accountable bodies website. These will include:

- a documented decision-making process outlining the voting rights of the Board
- profiles of board members
- all board papers in advance of the meeting within 5 working days
- draft minutes of meetings following the meeting within 10 working days
- final minutes, once approved by the board within 10 working days
- any conflicts of interest reported, within the published minutes

Deputations at meetings

The Board may receive deputations on a matter from any organisation or individual, where notice has been given, which is before that meeting for decision. The following rules will apply:

- Notice of the intended deputation stating which agenda item it refers to and its purpose must be received in writing by the Secretariat by 12 noon on the working day preceding the meeting.
- Decisions on whether to receive deputations on a matter will be made by the Chair and the Chair may waive the giving of notice in any case they consider appropriate.
- When the deputation is given it must relate to the agenda item in respect of which it is made.
- No person may speak for more than 6 minutes per deputation.
- The total time for those in favour and against a proposal will be 12 minutes respectively. If more than 2 people wish to speak for or against a proposition, the time allocated to each will be reduced proportionately, unless they agree otherwise amongst themselves how to apportion the 12 minutes.
- Those attending may make a written or verbal presentation which may be supplemented by a modest visual aid such as a single plan, photograph or video recording. This will be retained by the Ryde Town Board. Video recording presentations are included within the time allowed to deputations.
- Questions to deputations will be permitted, but only to clarify a statement.

Declaration of Interest

A register of interest will be established by the Ryde Town Board and all Board Members have a duty to declare their interests (direct or indirect) in transactions or arrangements involving the Ryde Town Board. This requirement has been extended

to all Chairs and members of dedicated delivery sub-panels of the Ryde Town Board, Section 151 Officers of the Accountable Body and any other persons with significant influence over the activities of the Ryde Town Board (for example, senior employees and senior points of contact at accountable body organisations). Further information on the Company's Register of interest is [available here](#) and a published version of each Directors Register of Interest will be published.

Management of Interests

The overriding principle adhered to by the Ryde Town Board is that every Board Member should be, and be seen to be, impartial at the time of participation in any discussion or decision relating to a matter considered by the Ryde Town Board.

This is recognised to be particularly important in relation to any funding awards which are to be considered and it is a fundamental principle that all parties in such funding processes are treated equally and fairly and that the parties perceive this to be the case.

The Ryde Town Board takes a proactive approach to the management of all interests. This includes both direct interests in matters to be considered, which would realistically be affected by its outcome, as well as presumed, unconscious or apparent bias arising from an involvement (found where a fair-minded and informed observer, having considered the facts, would conclude that there was a real possibility that the Board Member could have been biased).

A Board member must declare the nature and extent of any interest, direct or indirect, which she/he has in a proposed transaction or arrangement with the Ryde Town Board or in any transaction or arrangement entered into by the accountable body on behalf of the Ryde Town Board which has not previously been declared and absent himself or herself from any discussions of the Board in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Ryde Town Board and any personal interest (including but not limited to any personal financial interest). The Board can, if appropriate, invite the interested party to provide factual information before the discussion begins.

If a conflict of interests arises for a Board Member because of a duty of loyalty owed to another, the Board may require that the Board Member resign their position on the Ryde Town Board.

The notes of meetings of the Board will record any declarations of interest made, and whether the Board Member withdrew from the meeting for that item.

Each Board member shall review their individual register of interests before each Board meeting and submit any necessary revisions to the secretariat and S151 Officer at the start of the meeting.

Even if a meeting has not taken place a Board member must, within 28 days of becoming aware of any change to the interests specified, provide written notification to the secretariat and S151 Officer, of that change.

Gifts and Hospitality

The Ryde Town Board also maintains a register of events attended and gifts or hospitality received or given by all persons in their capacity as representatives of the Ryde Town Board or whilst carrying out Ryde Town Board duties. Gifts and hospitality of a significant value received by Board Members or their spouse/partner in their capacity of representatives of the Ryde Town Board should not be accepted. The giving of gifts or hospitality of significant value should also be avoided by Board Members.

Support and Administration Agreements

Ryde Town Council will provide secretariat support to the Board.

Isle of Wight Council is the Accountable Body for the Ryde Town Board and will hold all funding on behalf of the Board. The Town Board is an unincorporated group and therefore has no legal status. Any legal requirements or obligations will be discharged by the accountable body or relevant partner organisation as determined by the Board.

Independent support may be commissioned by the Ryde Town Board to support it with the discharge of its role.

Meeting Frequency

The Board shall meet five times per year, or as agreed by the Chair in partnership with the S151 Officer of the accountable body.

Variation to Terms of Reference

The Board may update these Terms of Reference as and when required.