

The Leys Millionaires Partnership TERMS OF REFERENCE

1. Background:

The Leys Millionaires are part of the Big Local initiative.

Big Local is an exciting opportunity for residents in 150 areas around England to each use £1m over 10 years to make a massive and lasting positive difference to their communities. It's about bringing together all the local talent, ambitions, skills and energy from individuals, groups and organisations who want to make their area an even better place to live.

Big Local is being run by Local Trust, which is working with over £200m from the Big Lottery Fund and a range of partners providing expert advice and support for residents. For more information refer to <http://www.localtrust.org.uk>

This document describes The Leys Millionaires Partnership and how it works.

2. The Organisation:

The Arley and Ansley Big Local area is also known as The Leys Millionaires. The project is run, on a day to day basis, by the Partnership Board which is an unincorporated body made up of local residents who must make up the majority of the members.

In addition, each Big Local area selects a Locally Trusted Organisation (LTO) that provide the services associated with running the project such as employing staff, financial management of the grant, insurance and providing general guidance. The Partnership will adopt and follow the relevant processes and procedures of their LTO.

Local Trust also assigns each area a mentor (their Rep) to provide guidance to the Partnership.

3. Area of benefit:

The villages of New Arley, Old Arley and Ansley Village. See the attached map in Appendix 4 defining the Arley and Ansley Big Local area.

4. Aim:

The aim of the Partnership is to bring the residents of the three villages together and make a positive and long lasting difference to the people of the area, taking full advantage of the support offered through Big Local over the ten year period.

5. Partnership Objectives:

- Creating a shared vision from information that has been gathered from a diverse range of people who live and work in the designated Big Local area
- Creating and carrying out our Big Local Plan
- Actively engage with the wider community to promote Big Local activities and the Big Local Plan
- Adapt to opportunities as they arise or circumstances change
- Reviewing the Big Local Plan as required over the 10 years
- Being locally accountable for decisions made by the Partnership and managing the use of funding to achieve the aims of the Big Local Plan
- Engaging with voluntary, community and social enterprise sector organisations, public and private organisations operating in or near the Big Local area; to identify opportunities and build links where funding expertise, joint working and/or support can be provided to the benefit of the area

6. Membership:

Membership of the Partnership shall be open to all residents of the defined Big Local area who have registered their written intent to be a member of the Partnership and provided their contact details. Members must also agree to uphold the objectives of the Partnership.

A Partnership Board will be elected annually from the members of the Partnership to be responsible for making the necessary decisions to develop and deliver the Big Local Plan.

7. Powers:

In furtherance of the Partnership's objectives, the Partnership may exercise any powers necessary to do all such lawful things as are necessary for the achievement of its objectives

8. Annual Open Event

The Partnership shall hold an Annual Open Event on a regular basis. Each Annual Open Event shall be held not more than fifteen months after the last Annual Open Event or Annual General Meeting. The Annual Open Events will rotate around the three villages in turn. At least fourteen days' notice shall be given of the date, time and venue of the Annual Open Event and of the business to be conducted. The business of the Annual Open Event shall comprise:

- The annual report of the Partnership Board
- The election of members of the Partnership Board

- Such other business as may have been contained in the notices calling the meeting

9. Proceedings at the Annual Open Event

- No Annual Open Event shall proceed unless a quorum is present. A quorum shall be 15 members
- The Annual Open Event will be held at a time and place specified by the Partnership Board
- If half an hour after the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a time and place to be specified by the Partnership, all members of the Partnership being given such notice as is practicable of the date, time and place of the adjourned meeting. If at such an adjourned meeting a quorum is not present within half an hour after the time set for the meeting, then the members present shall constitute a quorum.
- The Partnership shall ensure that proper minutes are kept of the proceedings at Annual Open Events of the Partnership

10. Voting

Votes may only be cast by members (residents) of the Partnership who live within the boundary of the Arley and Ansley Big Local area who are present at an Annual Open Event. Proxy votes will not be allowed. To vote at a meeting the Secretary of the Partnership Board must have received the written intent from the resident at least 30 days before the meeting.

No member shall exercise more than one vote on each question to be decided. In the event that a vote is tied the Chairperson shall **not** have the casting vote and the motion shall be deemed lost.

Any staff paid either directly or indirectly by the Partnership shall not be allowed to vote at any meetings during the period of employment.

11. The Partnership Board

The Partnership Board will be made up of a minimum of 8 and up to a maximum of 12 residents (aged 18 and over), who are there as individuals and not as representatives of organisations. Members from each of the three villages should be encouraged to stand for election to the Partnership Board.

The Partnership Board will also contain a representative from the Local Trusted Organisation and the Big Local Rep, neither of whom have voting rights.

The Partnership Board may invite, as it sees fit, additional persons or representatives of groups or organisations who will provide expert knowledge or advice to the Partnership but have no voting rights.

At every Annual Open Event, one-third of the elected Partnership Board members shall retire from office. In the event that the number is not divisible by three, then the proportion to retire shall be that nearest to one-third. The members to retire shall be those longest in office since their last election. Where there are members who have been in office for the same length of time then, in the absence of agreement, those to retire shall be selected by lot.

Retiring Partnership Board members shall be automatically eligible for re-election, should they wish to stand again. Other members of the Partnership who wish to stand for election to the Partnership Board should submit their application, countersigned by another member of the Partnership, in writing to the Secretary to be received 7 days before the Annual Open Event. Prospective Partnership Board members must have attended at least one previous board meeting as an observer.

Retiring Partnership Board members and nominated members shall be elected on to the Partnership Board by a show of hands at the Annual Open Event. If there are more candidates than positions on the Board a count of votes will be taken and those with the most votes elected.

At the first Partnership Board meeting after the Annual Open Event the board shall elect from amongst themselves who shall hold the role of Chairperson, Vice Chairperson and Secretary.

Any vacancies occurring within the elected places on the Partnership Board may be filled by the Partnership Board by co-option from the membership. Any member co-opted to fill a casual vacancy shall serve until the next Annual Open Event following his or her appointment at which point he or she shall stand down and be eligible for election.

Until the first AGM is held the members of the existing Steering group will be deemed as the founding members of the Partnership Board upon agreeing to the terms of this Partnership document.

12. Honorary Officers

Members of the Partnership Board shall elect from amongst their own number a Chairperson and a Vice Chairperson and a Secretary. Any officer so elected may be removed or replaced by a majority vote of the Partnership Board at any time.

13. Removal of Partnership Board members from office

Any member of the Partnership Board shall cease to hold office if he or she:

- Is absent without good cause from three consecutive Partnership Board meetings and the Partnership Board resolve that he/she shall cease to hold office for this reason; or
- Notifies to the Partnership Board a wish to resign; or
- Is removed from office by a majority vote at a Special Open Meeting, the notices for which specified that the question of such removal was to be decided.

14. Meetings and proceedings of the Partnership Board

- Members of the Partnership Board shall meet together on a monthly basis or regulate their meetings as they see fit. At the request of the Chairperson or of three or more Partnership Board members, a meeting of the Board may be convened at any reasonable time giving at least seven days notice by email to its members.
- No meetings of the Partnership Board shall proceed unless a quorum is present. A quorum shall be at least 5 of the Partnership Board members present.
- All members of the Partnership as defined in section 6 may attend meetings of the Partnership Board, without voting rights and with speaking rights only at the discretion of the Chairperson.
- All questions shall be decided by consensus wherever possible and otherwise by a majority of the members of the Partnership Board present and voting. In the case of an equality of votes the Chairperson of the meeting shall not have a second or casting vote and the motion shall be deemed as failed. The failed item may be submitted to the Chairperson for consideration of inclusion in the Agenda of a subsequent Partnership Board meeting where there has been a material change in the content or situation pertinent to the previous submission.
- No member shall exercise more than one vote. Members must be present at the meeting to cast their vote, no proxy votes are allowed.

- The Partnership Board may appoint and delegate any of its powers to sub-committees consisting of members of the Partnership Board and /or others provided that every sub-committee shall be chaired by a member of the Partnership Board or a member of staff working on behalf of the Partnership Board, and provided also that acts and proceedings of any sub-committees shall be fully and promptly reported to the Partnership Board.
- The Partnership Board shall ensure that proper minutes are kept of the proceedings at all meetings of the Board and of any sub-committees.
- All members of the Partnership Board agree to work within the Partnership's Values as stated in Appendix 1 and abide by the Code of Conduct as outlined in Appendix 2.
- Members of the Partnership Board will declare any conflicts of interest and loyalty in line with the guidelines in Appendix 3.

15. Alterations to the Terms of Reference:

This Terms of Reference may be altered by a resolution passed by not less than two-thirds of voting representatives present and voting at an Annual Open Event. The notice of such a meeting must include details of the resolution, setting out the terms of the alteration proposed. Any revised Terms of Reference will be distributed to all members.

16. Dispute Procedure

Any member who feels they have not been treated fairly or has a complaint about proceedings should raise the matter informally with the Chairperson, or if the issue is related to the Chairperson then separately with the Vice Chairperson.

Complaints not resolved by informal discussion should be put in writing to the Secretary for discussion by the Partnership Board. If the dispute is unable to be resolved at the Partnership Board meeting and it is viewed a serious matter then the Partnership Board will contact Local Trust for advice and help in seeking a mediator if necessary.

APPENDIX 1

Values

- 1) We are committed to quality and excellence in our role as members of the Partnership.
- 2) We will support residents and people locally in improving their own communities. We know that communities which face problems contain the people who will create the solutions.
- 3) We actively share knowledge and skills, encouraging learning and cooperation. We collaborate with others to build the best possible solutions to the challenges we face together.
- 4) We are responsible, open and accountable. We will be honest and transparent in all our dealings. We will collect, share and review evidence of our progress and be open to advice and criticism.
- 5) We believe in social responsibility. We want our work to have a positive impact on people locally, the area and the environment, now and for future generations.
- 6) We are committed to equality and promote diversity. We seek to overcome all forms of discrimination and prejudice so that everyone can participate in, contribute to and benefit from Big Local on an equal basis, whatever their background, ethnicity or beliefs.
- 7) We will be innovative and embrace change, approaching problems proactively and creatively.
- 8) We are enthusiastic, energetic, positive and proud of Big Local, and will bring these qualities to all our activities.

APPENDIX 2

Code of conduct

Members of the Partnership Board agree to abide by the values as stated in Appendix 1 and agree that:

- Everything the Partnership and its Board does will be able to stand the test of scrutiny by the public, charity regulators, community members, stakeholders, funders and the courts.
- Integrity, respect and honesty will be the hallmarks of all conduct when dealing with others within the Partnership and equally when dealing with individuals and institutions outside it.
- The Partnership will strive to maintain an atmosphere of openness throughout the community to promote confidence of the public, stakeholders, Local Trust, the Big Lottery Fund, charity regulators and government.

In particular, members of the Partnership Board undertake that:

- They will not break the law, go against charity regulations or act in disregard of Partnership policies and the relevant policies and procedures of the LTO.
- They will always strive to act in the best interests of the residents of Arley and Ansley Big Local and the Partnership.
- They will declare any conflict of interest or of loyalty, or any circumstance that might be viewed by others as such, as soon as it arises following the guidelines in Appendix 3.
- When speaking as a member of the Partnership or Partnership Board, their comments will reflect the work of the Partnership even when these do not agree with their personal views. When speaking as a private individual, they will ensure that they uphold the reputation of the Partnership and those who work in it.
- They will not personally gain materially or financially from their role as a member, nor will they permit others to do so as a result of their actions or negligence.
- They will strive to read all documents and attend all meetings, giving apologies ahead of time if unable to attend.
- They will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others whilst making their voices heard. Whilst striving to achieve consensus, they will when necessary accept a majority committee vote on an issue as decisive and final.
- They will maintain confidentiality about what goes on in the meeting unless authorised by the Chairperson or committee to speak of it.

- They will whenever possible participate in induction, training and development activities for members.
- It is understood that substantial breach of any part of this code may result in removal as a member.
- Should they resign, they will inform the Chairperson in writing, stating the reasons for resigning. Additionally, they will participate in an exit interview if asked to do so by an officer of the Partnership Board.

APPENDIX 3

Declaration of interest and loyalty

In line with the code of conduct, members of the Partnership Board will declare any conflicts of interest and loyalty in line with the following guidelines:

Where a member has a clear private or personal interest in a matter under consideration, they must declare that interest and, if necessary, withdraw from the meeting. The interest need not be of a purely financial nature but could include membership of a club or organisation connected with the matter under discussion.

Examples of conflicts of interest and loyalty include but are not limited to:

1. A member of the Partnership Board who is also on the committee of another organisation that is competing for funding.
2. A member of the Partnership Board who is related¹ to a member of an organisation/individual applying for funding; and there is a decision to be taken at a Partnership Board meeting.
3. A member of the Partnership Board who has shares in a business that may be awarded a contract to do work or provide services for the Partnership or is a director, partner or employee or related to someone who is¹.

An individual should avoid being in any position where suspicion could be raised for any appearance of improper conduct. If in doubt, the individual should declare the interest and seek guidance for future meetings.

The Partnership Board will decide whether or not a member has to withdraw from the meeting. Where an individual has declared an interest, a statement will appear in the notes of the meeting that an interest (either financial or non-financial) has been declared and the member concerned either withdrew from, or remained in the meeting, but in either case took no part in the discussion or decision.

¹ A relative may be a child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the member or any person living with the member as his or her partner

