

# **Scheme of Governance**

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## 1. **Vision and Purpose**

*'NewcastleGateshead 2030: the renaissance of our twin cities will have moved beyond our shared quayside to the communities beyond. We will have transformed our housing offer: providing quality, range and choice at the heart of the city region. We want to re-establish Gateshead and Newcastle as a place of housing choice, creating better physical, social and cultural links between places, helping to drive economic improvement and a thriving high-skill economy'.*

The Partnership of Bridging NewcastleGateshead (BNG) is a strategic partnership of Newcastle City Council, Gateshead Council, key stakeholders and wider partners whose shared vision is of 'creating great places to live' in Newcastle and Gateshead. Informal democratic oversight of BNG is provided through the Gateshead and Newcastle Partnership, and community accountability through the links to the respective Local Strategic Partnership.

BNG's core purpose of renewal and growth for NewcastleGateshead involves creating strategies and programmes across both local authority areas which are evidence based, involving expertise in planning, public and private funding and engagement with local people. Our aim is to develop places of choice where people will stay and wish to live, work and invest.

## 2. **Board Membership**

**The board shall have 15 Members including 5 Independent members and 10 Nominated Board Members.**

### a) **Nominated Board Members**

- 2 Board Members nominated by Gateshead Council
- 2 Board Members nominated by Newcastle Council
- 2 Board Members nominated by the Newcastle Local Strategic Partnership
- 2 Board Members nominated by the Gateshead Local Strategic Partnership
- 1 Board Member nominated by Homes and Communities Agency
- 1 Board Member nominated by One NorthEast

### **Withdrawal of Nomination**

Any nominating organisation has the power at any time to withdraw their nomination and make a replacement nomination and all such nominations and withdrawals of nominations will be in writing to the Director.

## **Rights of Re-nomination**

In the event of the removal of a nominated Board Member in accordance with Appendix 1iv) the Council or Nominating Organisation who nominated the removed Board Member has the right of re-nomination provided that the person removed is not re-nominated without the consent of the Board.

### **b) Independent Members**

5 Independent Board Members shall be selected by the other existing Board Members in accordance with a procedure to be agreed by the Board.

### **c) The Chair of the Board**

The Chair will be appointed in accordance with Appendix 1ii) of this Scheme of Governance

### **d) Renewal and Dismissal**

Appendix 1iv) of this Scheme of Governance deals with the disqualification and dismissal of Board Members, the renewal of Board membership and the term of appointment for Independent Board Members.

## **3. Alternate Board Members**

The Nominating Organisations will try to ensure that their nominated Board Members attend all meetings of the Board and other Sub Groups as appointed. If a Nominated Board Member is unable to attend a meeting of the Board or Sub Group a deputy or suitable alternative replacement may be sent in his or her place. When the Board Member for whom the deputy or alternative is standing in for would have been entitled to vote the deputy or alternative is entitled to vote. Such deputy or alternative when so acting shall accept all the duties of the Board Member.

## **4. Board Observers**

In addition to the Board members the following may attend meetings of the Board as observers and participate in Board discussions but shall not be entitled to vote:-

- 1 person proposed by the Audit Commission
- 1 person proposed by the Government Office North East
- 1 person proposed by the New Deal for Communities

## 5. **Co-opted Board Members**

The Board has the power to co-opt additional Board Members for a fixed term from time to time.

## 6. **Terms of Reference**

The Board will:-

- 1) set the strategic direction for BNG and ensure that policies and strategies are established to deliver the organisation's objectives and that this is reflected in the Business Plan and Operational Plan produced for the organisation;
- 2) ensure that the strategies of the organisation are consistent with and further the wider strategies for economic and social regeneration within the Region, City Region and Sub Region;
- 3) define and deliver the values and objectives of BNG;
- 4) effectively manage any programmes, funding streams or initiatives to secure best value in delivery and secure outcomes consistent with the objectives of the organisation;
- 5) establish monitoring systems which oversee progress against agreed targets and evaluate the targets to ensure that the required outcomes are achieved;
- 6) select and define priorities for spend in accordance with policies and strategies ensuring implementation on time and budget;
- 7) agree an appropriate Scheme of Delegation and establishment of sub groups that may be required;
- 8) establish a framework for the identification and management of risk and ensure the Board receives regular reports on risk;
- 9) ensure a commitment to equality and diversity in carrying out all of the functions of the Board; and
- 10) act in accordance with this Scheme of Governance and the organisation's legal and contractual obligations and in conformity with protocols established with Newcastle City Council as host employer for BNG staff.

## 7. **Role and Responsibilities of the Chair**

The Chair will:-

- ensure efficient conduct of the Boards' business;
- ensure that all Members are given the opportunity to express their views before decisions are taken;
- establish a constructive and supportive working relationship with the Director;
- ensure that the Board delegates sufficient authority to its sub groups, the Chair, the Director and others to enable the business of BNG to be carried out effectively between Board meetings, and also to ensure that Board monitors the use of these delegated powers;
- ensure that actions comply with agreed protocols;
- represent Bridging NewcastleGateshead as appropriate;
- work in consultation with other Board Members to take any decision delegated to the Chair with the advice of the Director;
- provide a networking / Ambassadorial role for BNG;
- ensure that the Board makes appropriate arrangements for its own appraisal and that of Board Members, including the Chair's own appraisal;
- ensure the Board appoints a Vice-Chair of the Board and agree his/her duties; and
- endeavour to meet the Chair's performance requirements as set out in the Competencies Framework Appendix 1 (iii); and
- seek to ensure the Board receives professional advice when needed either from its senior staff or external sources.

## 8. **Board Member Obligations**

- To uphold the values and objectives of the Board. Members share responsibility for its decisions and each member should only act in the interest of BNG.
- To contribute to and share responsibility for Board decisions.
- To respect confidentiality of information.
- To prepare for and attend meetings, training and other events.
- To represent Board as appropriate
- To declare any relevant interests.
- To report back on relevant issues from their employing/representative organisations.
- To scrutinise financial information provided to ensure that financial controls and systems of risk management are robust and defensible.
- To attend induction, training and performance review sessions or events as are reasonably required by Board Members.
- To operate in accordance with the Code of Governance.
- To be Champions of BNG.

- Endeavour to meet the Key Board Competencies as set out in the Competencies Framework Appendix 1 (iii).

## 9. **Good Governance and Principles of Public Life**

This Code is intended to conform to the six Langlands Principles of good governance for all organisations delivering public services set out below. Members should also behave in accordance with the Nolan Principles of Public Life, detailed at Appendix 1 (ix).

### **Good governance means focussing on BNG’s purpose and outcomes for partners and other stakeholders:-**

- The Board establishes BNG’s purpose clearly. It is actively involved in BNG’s planning process and gives the organisation clear strategic direction.
- Strategic and financial plans are based on achieving its overall purpose.
- The Board oversees the implementation of strategic and financial plans and regularly reviews how far it has achieved the intended outcomes.
- Strategies, plans and major decisions take account of the needs and views of its stakeholders and the communities it serves.
- Decision-making is consistent with BNG governing documentation and with its legal obligations.

### **Good governance means the Board and senior officers working together effectively in clearly defined functions and roles:-**

- Board Members and senior officers understand their roles and ensure that the Board exercises overall responsibility for BNG’s leadership and control.
- Board Members must act in the best interests of BNG. They must not act as representatives of any other organisation or interest group.
- All Members of the Board accept collective responsibility for upholding its decisions.
- Working relationships between the Board and senior officers are constructive and effective. The respective functions and responsibilities of the Board and senior officers are clear and understood, and are carried out to a high standard.
- The Chair and the senior officer are responsible and accountable to the Board for exercising any powers or authority delegated to them.
- Governance systems and relationships enable the business to be managed efficiently and effectively.
- The Board receives objective professional advice on matters where it would be inappropriate for the senior officer to advise them.
- The Director is responsible to the Board for the strategic and operational direction of BNG and its performance management. Where matters concerning the employment terms or working arrangements with the Director give rise to any issue or concern the Chair and/or the Director will inform Newcastle City Council’s Lead Officer for BNG to protect the Council’s interest

as the employing body. On remuneration matters, the Lead Officer and the Chair will make a recommendation to the Newcastle City Council on the grade of the Director's position.

**Good governance means promoting values for the whole organisation and demonstrating the values of good governance through behaviour:-**

- BNG promotes clear values that guide its activities. Board Members and employees put these values into practice through their behaviour.
- The Board upholds and applies the principles of equality and diversity in all areas of its work, including its governance arrangements.
- BNG conducts its affairs with honesty and integrity. Through its actions, it maintains its good reputation.
- Any conflicts of interest that Board Members and staff may have are declared and managed openly and appropriately.

**Good governance means taking informed, transparent decisions and managing risk:-**

- The Board acts and makes decisions in a way consistent with BNG's governing documentation, standing orders and delegations.
- The Board receives information and advice that is appropriate to its strategic role and the decisions it is asked to make.
- The Board receives information that enables it to hold senior officers to account for performance in achieving the purpose and objectives.
- BNG openly communicates the Board's decisions to partners and other stakeholders.
- The Board identifies risks that might prevent it from achieving its objectives, manages these risks and mitigates their effects, wherever possible. The Board ensures that BNG has effective systems for risk management, internal control and audit.

**Good governance means developing the capacity and capability of the Board and senior officers to be effective:-**

- The Board and senior officers have the skills, knowledge, experience and resources needed to provide capable leadership and control, taking account of the objectives and governance needs.
- The Board includes people who can offer different perspectives on BNG's work, provided they meet the criteria on skills, knowledge and experience.
- New and existing Board Members receive support to enable them to fulfil their governance responsibilities through induction, learning and other forms of support that reflect the objectives and governance needs.
- BNG regularly reviews the skills and composition of the Board and how well it is fulfilling its governance responsibilities. It makes any improvements needed and plans effectively for the renewal of the Board.
- Where Board Members are nominated by an outside body, nominations and appointments are made on the basis of the skills and experience that would

- be most useful in meeting BNG's governance needs.
- Senior officers have the resources and support they need to do their job.

**Good governance means working with stakeholders and being openly accountable to them:-**

- BNG gives partners, funders and local people information that meets their needs about BNG, its services, its performance and its future plans.
- BNG gives other stakeholders the information they need about its plans and performance.
- BNG is open about what it does and publishes information about its activities. Wherever possible, BNG agrees to requests for information about the work of the Board and BNG.
- BNG is open and co-operative in dealing with all its partners and funders, notifying them of anything that may affect its ability to fulfil its obligations.