

# Herefordshire Climate and Nature Partnership Board

## Terms of Reference

### Summary version

*Vision: 'a thriving net zero-carbon nature-rich Herefordshire by 2030'.*

*Partnership: open to all Herefordshire-based individuals and organisations who share this vision and commit to action to help achieve it.*

*Board: 16 members, representing experts, community, emitters, and enablers. Board members serve 2 years, renewable once for total of 4 years. Chair elected by Board. Board will propose priorities and actions. Board accountable to Partnership through annual Assembly.*

*Action Plan: priority actions will be listed on [zerocarbon.herefordshire.gov.uk](http://zerocarbon.herefordshire.gov.uk) and reviewed annually by Assembly.*

*Project Funding: The Board can propose projects to be funded by the Council's Climate Reserve. These project proposals will be subject to agreement by the Cabinet Member for Environment, the Director for Environment and Economy and the Director for Resources and Assurance. Agreed proposals will be worked up into a business case by a relevant Council officer to be submitted to the Council's Climate Reserve Project Board for consideration for funding.*

*Annual Assembly: open to all Partnership members. Reviews progress on Action Plan.*

*Task Groups: can be set up by Board to look in detail at specific areas of work and propose projects.*

### Background

1. Herefordshire Council has declared a Climate and Ecological Emergency, and is committed to supporting a countywide response to the climate and ecological crisis with the aim of achieving countywide net zero-carbon and a thriving ecology by 2030.
2. To achieve these challenging goals, it is essential that everyone in the county works together. Volunteers and community groups have been working tirelessly for years to raise the profile of climate change and to make progress towards environmental sustainability. The council aims to further support this work.
3. In January 2020 the council established a Climate and Ecological Emergency Steering Group to
  - a) steer and oversee the development of a new collaborative countywide Climate and Ecological Emergency (CEE) Action Plan for Herefordshire and;
  - b) establish a representative and accountable governance structure to oversee and support the delivery of the CEE Action Plan from March 2021.
4. This document sets out the terms of reference for that proposed governance structure, the Herefordshire 2030 Climate and Nature Partnership (HCNP) and Board.

## **Vision and Purpose**

5. The vision of the HCNP ('the Partnership') is a thriving net zero-carbon and nature-rich Herefordshire by 2030.
6. The purpose of the Partnership is to catalyse and coordinate new action to help achieve this vision, through steering and overseeing the implementation of Herefordshire's Climate and Nature Action Plan ('the Action Plan').

## **The Partnership, the Board and the Action Plan**

7. Membership of the Partnership is free and is open to any organisation committed to helping achieve the vision of a thriving net zero-carbon and nature-rich Herefordshire by 2030. Members have the responsibility to establish their own individual or organisational Action Plan, and to report annually to the Partnership on progress. In turn, members have the right to help shape the overall Action Plan, influence Projects, and shape the composition of the Board.
8. The role of the Board is to work collaboratively to:
  - c) Mobilise individuals and organisations countywide to sign up to the Partnership and to engage in the Action Plan.
  - d) Commission Projects to support implementation of the Action Plan.
  - e) Monitor progress on the Action Plan, including helping to develop up to date carbon and nature assessments for the county.
  - f) Review and update the Action Plan, by regularly reviewing progress and priorities, and drawing on examples of good practice from Herefordshire and elsewhere.
9. Further details on the Board's membership and responsibilities are given below.
10. The Action Plan is an evolving document hosted on an accessible and interactive website. It sets out a positive vision for a thriving net zero-carbon and nature-rich Herefordshire. It identifies key challenges and areas for action including transport, waste, energy, buildings, food, land use and agriculture, and sets out priorities for action to address climate and nature impacts in each area.
11. Members of the Partnership are expected to use the Action Plan to help them identify ways that they can contribute to the vision of a net zero-carbon and nature-rich Herefordshire.
12. Members of the Board are expected to be creative and entrepreneurial in generating the widest possible engagement county-wide with the Action Plan. The Board is also responsible for ensuring that the evolving Action Plan is aligned with other relevant local and national strategies.
13. Herefordshire Council will have one seat on the Board, to be held by the relevant Cabinet Member.
14. The Board can advise all member organisations as well as the Council on what they can do to enable action by others. However the primary focus of the Board will be to mobilise countywide stakeholders to achieve the vision of the Partnership.

## **Constitution & Legal**

15. The Partnership and Board are not legal entities. They do not directly control resources, employ staff, nor are they able to enter into contractual arrangements. They also shall not be regarded as statutory bodies.

## **Budget**

16. The Board does not have a dedicated budget as it is not a legal entity.
17. The Board may seek to submit funding applications to other sources (public, private or voluntary) as opportunities arise. Any funding applications that are made on behalf of the Partnership will require approval from the Board and also a volunteer partner to act as project sponsor and accountable body.
18. **Project Funding:** The Board can propose projects to be funded by the Council's Climate Reserve. These project proposals will be subject to agreement by the Cabinet Member for Environment, the Director for Environment and Economy and the Director for Resources and Assurance. Agreed proposals will be worked up into a business case by a relevant Council officer to be submitted to the Council's Climate Reserve Project Board for consideration for funding<sup>1</sup>.

## **Partnership Membership and Responsibilities**

19. Membership of the Partnership is free and is open to any individual or organisation committed to helping achieve the vision of a thriving net zero-carbon and nature-rich Herefordshire by 2030.
20. Partnership members will be asked to report annually to the Board on their own progress and contributions towards the Action Plan, and to review their own priorities and targets.
21. Partnership Members will be invited to an annual Assembly, convened by the Board, to participate in reviewing and updating the Action Plan overall – see para 56 for more details.
22. At that Assembly, Partnership Members can ask questions of the Board, and hold the Board accountable for progress on the Action Plan. If Partnership Members are not satisfied with the pace of progress, they can propose the replacement of one or more members of the Board, through simple majority vote.
23. Partnership Members will have the right to propose Projects for consideration by the Board.
24. The Board may remove a member from the Partnership if their actions are incompatible with commitment to the vision of the Partnership.
25. The Board may establish various categories of membership to acknowledge varying levels of commitment to the vision of Partnership.

## **Board Membership and Responsibilities**

### **Membership**

26. The membership of the Board needs to reflect the diversity of the Herefordshire community. It also needs to engage influential actors who are able to lead significant change. Consideration should be given to both the role that a person or organisation plays within Herefordshire, and the individual skills and experience that they can contribute.
27. The Board will comprise no more than 16 members at any one point in time.
28. The Board will comprise representatives of four key types of organisation, seeking to achieve an even split between types, as shown in the table below:

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<sup>1</sup> Note this is the same process that all projects must go through for Climate Reserve Funding

Major emitters	Private or public sector organisations with a large carbon footprint.
Experts	Individuals and organisations with specialist nature and climate knowledge.
Enablers	Organisations with capacity to shape the actions of others e.g. through provision of vital infrastructure or services, through a regulatory role, or through an influencing role. NB one of these seats will be reserved for Herefordshire Council.
Community	Organisations that represent key sections of public opinion and/or key sectors of community action.

29. Board members should be individuals who:
  - a) can demonstrate a personal commitment to the vision of the Partnership;
  - b) can demonstrate the ability to engage others with the Partnership;
  - c) bring relevant expertise to the Board;
  - d) play a leadership role within their sector/organisation;
  - e) live and/or work within the county.
30. Members will be appointed for a term of 2 years, renewable once by the Board, for a maximum of four years in total.
31. Prospective Board members will be invited to submit a short application explaining how they fulfil the criteria outlined in para 29. Initial applications, for establishment of the Board in March 2021, will be assessed by the CEE Steering Group. Subsequent applications, when new vacancies arise, will be assessed by a sub-group established by the Board.
32. Board vacancies will be advertised as widely as possible via the Partnership, its website, and other communication channels.
33. If a member of the board does not attend three consecutive meetings then they will lose their position on the Board unless extenuating circumstances are communicated to the chair via the secretariat or directly. Extenuating circumstances include but are not limited to maternity and paternity leave. The vacant position will be recruited to following the usual process led by the recruitment subgroup.
34. There will be no remuneration paid to any Board members for the opinion and guidance they provide.

### **Conduct of Board members**

35. All members and officers of the Board will sign their agreement to the Councils Code of Conduct to make explicit their commitment to the highest standards of conduct in dealing with the business of the Board.
36. Members commit to:
  - a) Act lawfully.
  - b) Act with integrity and honesty.
  - c) Avoid conflicts of interest.
  - d) Treat all persons fairly and with respect.
  - e) Lead by example and act in a way that secures public confidence in the Board and its purpose.

- f) Support the vision and purpose of the Partnership.
  - g) Contribute their individual knowledge and expertise towards the Action Plan and the work of the Board and Partnership.
  - h) Work co-operatively with other Board Members, the secretariat, and council officers in the best interests of the Board.
  - i) Actively support equality, diversity and inclusion in the work of the Board.
  - j) Act honestly, diligently and in good faith, noting that to do so may require taking professional advice.
  - k) Follow Herefordshire Council's policy on accepting offers of money, gifts or hospitality.
  - l) Follow Herefordshire Council's policy on register and declaration of interests.
  - m) Avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and those of the Board.
  - n) Base their views on matters before the Board on an honest assessment of the available facts and representative engagement results, unbiased by partisan or representative views.
  - o) Support Board decisions in public, while acknowledging that differences of opinion may arise in discussion.
  - p) Communicate in a positive supportive manner in accordance with the Board's ambition to mobilise stakeholders and the wider community.
  - q) Refrain from making statements or expressing opinions on behalf of the Board, unless specifically authorised to do so.
  - r) Refrain from making statements or expressing opinions on behalf of Herefordshire Council.
  - s) Respect the confidentiality of items of business which the Board decides should remain confidential.
  - t) Honour the obligation on all members not to reveal to third parties the views expressed at meetings.
  - u) Give priority, as far as practicable, to attendance at Board meetings and its committees or groups.
37. Any members considered to be in breach of the above by the secretariat can be removed from the Board by the secretariat with immediate effect.

## **Equality, Diversity and Inclusion**

- 38. The Board will have a 50/50 gender split, or as close to this split as practically possible.
- 39. The Board will reserve seats for at least 1 member ages 18 - 25, with provision for additional support provided by the secretariat to enable them to play a full role.
- 40. The Board will actively promote equality, diversity and inclusion in all its work, including through particularly encouraging the representation of under-represented groups on the Board and in the wider work of the Partnership.

## **Decision-making**

- 41. Wherever possible, Board decisions should be made by consensus as reached through open debate and discussion. In circumstances where a formal vote is necessary, a majority decision will be required. In the event of a tie, the chair of that meeting will hold a casting vote.

## **Chairperson**

42. The Chair will be elected by the Board members annually. Nominations for the role of Chair, and up to two Vice Chair/s, will be sought from Board Members. Board members can nominate themselves. Should more than one candidate be 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. Responses will be returned to the secretariat who will act as returning officer and decide the process of verification. The nominee receiving the most votes will be elected Chair.
43. The Chair's term of office is one year, renewable once by the Board, up to a maximum of two years. The cabinet member for Economy, Environment & Skills will act as chair for the initial meetings until a chair is appointed.
44. The Chair has all the same responsibilities as the other Board members and is elected by fellow Board members, working as "the first among equals", i.e. sharing collegiate responsibility equally with other Board members, but taking the additional responsibility of steering the Board openly and fairly through its processes.
45. The role of the Chair is to ensure the Board fulfils its core functions as outlined in paragraph 8 above. To do this, the Chair must:
  - a) Take an active role in publicly promoting the Partnership and the Action Plan, and engaging new stakeholders;
  - b) Ensure that the Board is kept fully informed on and engaged with activities and progress relating to the Partnership and the Action Plan;
  - c) Steer the Board openly and fairly through its processes, ensuring that the views of all Board members are heard.
  - d) Ensure any appointments to the Board are managed in a timely, open and transparent manner.

## **Vice Chair/s**

46. The Board can elect up to two Vice Chairs. Vice Chairs will be appointed from within the Board Membership. Nominations for any Vice Chair role will be sought from Board Members. Board members can nominate themselves. The Board should have due regard for gender balance and take the opportunity to seek the involvement of younger people. Should there be more candidates nominated than there are positions 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. Responses will be returned to the secretariat who will act as returning officer and decide the process of verification. The nominee/s receiving the most votes will be elected Vice Chair/s. In the event of a tie the Chair will have the casting vote.
47. The Vice Chair's term of office is one year, renewable once by the Board, up to a maximum of two years.
48. The role of the Vice Chair/s is to support the Chair in the exercise of their duties in addition to their normal duties as Board members. They will stand in for the Chair in the event of the Chair's absence, and will be the first point of contact in the event that an urgent Board matter occurs whilst the Chair is not contactable.

## **Meetings**

49. The Board will meet regularly: quarterly as a minimum, and more frequently by mutual agreement.
50. All meetings will be fully accessible and any reasonable adjustments considered when requested in order to enable full participation.
51. Responsibility for setting the agenda will sit with the Board Chair. Wherever possible the meeting agenda and papers will be circulated by the secretariat at least five working days before the board meeting, and will simultaneously be published on the Partnership's website.
52. Meeting minutes will be published on the Partnership's website once approved by the subsequent meeting. Draft minutes may be published earlier at the discretion of the Chair.
53. The Board may invite observers and/or expert contributors to attend and/or speak at meetings, under the guidance of the Chair.
54. Quorum for a board meeting will be a minimum of 50% of the Board membership at the time of the Board meeting, plus the Chair or a Vice Chair.

## **Secretariat**

55. Herefordshire Council will provide the secretariat for the Board, including circulating agendas, preparing papers, and taking minutes, in consultation with the Chair of the Board. The Board is free to decide to source external secretariat support, but would need to finance this.

## **Communications**

56. The Board or Board members can make direct representations to the Cabinet Member for Environment on relevant issues
57. Members of the Board can make requests to Herefordshire Council for communications on a topic or projects and provide relevant content subject to approval by the relevant sub group or Chair of the board where appropriate.
58. As a local authority Herefordshire Council will actively support via its own communication channels.
59. In addition communications will be via the Greener Footprints initiative which is funded by Herefordshire Council including a separate commission.
60. The Greener Footprints initiative is managed and delivered by Herefordshire Council's Sustainability and Climate Change team.
61. Herefordshire Council is responsible for signing off all communications.
62. Herefordshire Council is a public and political organisation, and will support the Board within these parameters. Where appropriate the Council will promote projects and partner activity which contribute to the goal of a zero carbon nature rich Herefordshire.
63. Communications directly referring to Board activity will be shared with sub-group Chair or Chair of Board as appropriate for comment. Where a Board member is quoted in the draft communication the Board member will be asked for approval by Herefordshire Council prior to release.
64. Decisions about additional support for this initiative e.g. procuring external consultants will be made by Herefordshire Council in accordance with the Council's procurement rules.
65. A quarterly report on communications related to the Board will be circulated.

66. Pre-meetings and briefings will be organised by the Council ahead of Greener Footprints events. These events will be managed by Herefordshire Council. Board members will be invited as appropriate as key stakeholders.

## **Task Groups**

67. The Board will coordinate with and, wherever possible, work in partnership with existing networks to minimise potential duplication.
68. The Board can create or disband Task Groups to take on specific tasks as and when required. The Board will determine the role and required representation of any Task Group. Each such Group should have a nominated Chair who should regularly report to the Board, including for each quarterly meeting. These Groups may involve Partnership members and/or others as appropriate.

## **Annual Assembly**

69. The Board will convene an Annual Assembly of all Partnership members at which it will:
- a) Report on progress mobilising individuals and organisations to sign up to the Partnership and to engage in the Action Plan.
  - b) Report on progress of any projects commissioned to support implementation of the Action Plan.
  - c) Report on activities and progress towards the goals of the Action Plan.
  - d) Review and update the Action Plan.
  - e) Answer questions from Partnership Members.

## **Projects**

70. Any member of the Partnership has the right to propose one or more Projects to help achieve the vision of the Partnership. Project proposals can be submitted at any time and must be considered by the Board at the next available meeting. The Board can choose to approve, reject, or request amendments to a project proposal.
71. All project proposals that are to be funded from other sources must be supported by a majority of the Board, and must identify a suitable accountable body.

## **Relationships**

72. The diagram below illustrates the relationship between the various elements of the Partnership.



## Conduct of board business

73. All business of the Board will be conducted in accordance with The Seven Principles of Public Life as defined by the Committee for Standards in Public Life. They are:
- a) Selflessness: Holders of public office should act solely in terms of the public interest.
  - b) 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.
  - c) Objectivity: Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
  - d) Accountability: Holders of public office are accountable to the public for their decisions and actions and must submit themselves the scrutiny necessary to ensure this.
  - e) 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 doing so.
  - f) Honesty: Holders of public office should be truthful.
  - g) Leadership: Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

## Working with Council Officers

74. Board members can request Herefordshire Council officers to present on relevant work areas to either Board meetings or subgroup meetings.

75. Council officers can provide updates on ongoing work as well as technical advice from their area of expertise to the Board and its subgroups.
76. Council Officers cannot make decisions on behalf of the Council based on Board member recommendations. Any such recommendations should be made via the chair of the Board in agreement with the Board to the Cabinet Member.
77. Board Members may not direct Council staff to carry out work of the Board or on behalf of the Board, Council officers are only able to present up to date information on Council work or provide technical advice to Board Members.
78. All email communication from Board members with Herefordshire Council will be to [climate@herefordshire.gov.uk](mailto:climate@herefordshire.gov.uk). This is a shared in-box monitored by the Sustainability & Climate Change team.

## Conflicts of Interest

79. Herefordshire Council code of conduct for interests will apply and advice will be given on the interests individuals must declare, and will outline the process that Board members must follow for registering and declaring interests and explain the process for requesting an exemption. Board members should then complete a declaration of interests which will then be held by Herefordshire Council and published on the website.
80. All Board Members should take personal responsibility for declaring their interests before any decision is considered. A record will be kept of action taken in response to any declared interest and where necessary this information will be recorded in the central register held by the Council.
81. The Board will adopt the Herefordshire Council policy on gifts and/or hospitality and will maintain a register of such gifts provided to individual Board members or the Board as a whole.

## Transparency

82. In line with the principles of public life, it is important that there is transparency around the operation of the Board. The Board will work with Herefordshire Council in publishing information on the Board and its decision making processes, via the Partnership's website. This information will include:
  - a) Profiles of Board Members, to be published within 10 working days of their election.
  - b) All Board meeting papers, to be published 5 working days in advance of the meeting.
  - c) Draft minutes, to be published within 10 working days following the meeting.
  - d) Final minutes, to be published within 5 working days following approval by the Board.
  - e) Any conflicts of interest reported, to be formally noted within the published minutes.
83. The default position should be that all Board papers are published. Where there is a need to keep a report private, the Board will use Herefordshire Council governance and finance arrangements when considering what constitutes justification for this.

## Data Protection and GDPR

84. The council's data protection policies will be adopted: <https://www.herefordshire.gov.uk/downloads/file/5493/data-protection-policy#:~:text=Herefordshire%20Council%20has%20a%20responsibility,its%20compliance%20with%20the%20Act.>

## **Terms of Reference Review**

85. These terms of reference may be reviewed and modified at any time at the discretion of the Board.