



## **DISCOVER ASHFIELD BOARD CONSTITUTION AND TERMS OF REFERENCE**

### **1 MISSION**

Discover Ashfield celebrates all that is best about living, visiting, working and doing business in Ashfield.

### **2 OBJECTIVES**

- 2.1 Promote Ashfield in a positive manner.
- 2.2 Develop pride and aspiration in our communities.
- 2.3 Improve the vibrancy of the town centres within Ashfield.
- 2.4 Encourage and promote inward investment, through education and business to raise the skill levels of the community.
- 2.5 Support tourism and the visitor economy in the Ashfield area.
- 2.6 Help people improve their health and wellbeing.
- 2.7 Support an environment which contributes to healthy lifestyles, where people feel safe and connected.

2.8 Through the Discover Ashfield Ambassador scheme, we will lobby locally and nationally to improve the prosperity and success of Ashfield.

2.9 Be financially self-sufficient.

### **3 POWERS**

The Discover Ashfield Board will:

3.1 Invite and raise funds, where appropriate, to finance activities which promote the area in a positive manner.

3.2 Act as advocates and ambassadors at a senior level for Ashfield, promoting the Ashfield brand inside and outside of the area.

3.3 Work with other sectors and organisations, e.g. Businesses, County Council, LEPs, Members of Parliament, Community groups, education to promote and develop the area.

3.4 Continually involve Ashfield District Council as a committed member of the group.

3.5 To develop and implement a strategic economic vision for the area and to oversee the success of implementation.

### **4 BOARD MEMBERSHIP**

4.1 The Discover Ashfield Board will comprise a maximum of 35 members including a minimum of one member from the District Council to represent the public sector plus one member representing the community and voluntary sector.

- 4.2 Members must carefully read all of the onboarding documents and return any signed or completed documents to the secretary before they can attend any board meetings.
- 4.3 Members will declare any conflict of interest in any proposals or projects before discussion. Should any member have direct financial interest they will be excluded from discussions and not have the right to vote on the proposals. In exceptional circumstances the chair, at his or her discretion, may waive either or both of these requirements. In the event of the chair having a direct interest, he or she will hand that part of the meeting to the vice-chair.
- 4.4 Members are permitted to send one substitute to board meetings if they are unable to attend, however substitutes will have no voting rights. Members should inform the secretary of this change before the meeting.
- 4.5 Members will conduct themselves in a courteous and professional manner at all times.
- 4.6 Whilst the aims of the board are always to have a general consensus in decision making, any items requiring a vote will be conducted in an open manner. In the event of a tied vote, the chair shall have one casting vote.
- 4.7 Any member wishing to resign before the expiry of their term must notify the chair in writing. The member resigning can either give up to one months' notice or leave their role with immediate effect. The chair will, at their discretion, decide whether to call a Special Meeting or discuss the matter at the next Board meeting.
- 4.8 A board member representing a business or organisation can be replaced by another representative from the same business or organisation. The board member currently elected will need to resign before the new representative can join any board meetings following the above process. The new representative must sign and read through all onboarding documents before

attending any board meetings. In this circumstance, the election date will be carried over to the new representative.

## **5 ELECTION OF BOARD MEMBERS AND OFFICERS**

- 5.1 The chair shall be elected by the board members will be a member from the business community.
- 5.2 Where the chair resigns mid-year, a replacement shall be elected by a majority vote of board members at the board meeting following the resignation.
- 5.3 The chair will be elected for a maximum three-year period and, to ensure continuity, the vice-chair will be elected in an overlapping period of two years.
- 5.4 The chair and vice-chair may not stand for a third term.
- 5.5 New members must be nominated and seconded by any board member and appointed by the board by majority vote.
- 5.6 Board members will hold their post for a term of 2 years but may stand for re-election at the expiry of their term as long as they are nominated and seconded again at the end of their 2-year term.
- 5.7 The secretary to the board shall be the Discover Ashfield Project Officer or an agreed substitute. The secretary will be elected by the Place Board as well as the board's supporting officers.

## **6 GENERAL ROLES AND RESPONSIBILITES OF FORMAL OFFICERS**

### **6.1 The chair is required to:**

- 6.1.1 Uphold the Seven Principles of Public Life (the Nolan Principles)

6.1.2 Lead the Board in achieving its objectives and maintain an overview of activity.

6.1.3 Champion and support partnership working.

6.1.4 Ensure that decisions are made by the Board in accordance with good governance principles.

**6.2 The vice-chair is required to:**

6.2.1 Uphold the Seven Principles of Public Life (the Nolan Principles)

6.2.2 Support the chair to lead the Board in achieving its objectives and maintain an overview of activity if the chair is absent.

6.2.3 Champion and support partnership working.

6.2.4 Ensure that decisions are made by the board in accordance with good governance principles.

6.2.5 Leads parts of meetings which the chair has a direct interest in.

**6.3 The secretary is required to:**

6.3.1 Support the board in achieving its objectives and help to develop initiatives in the delivery plan.

6.3.2 Facilitate and support partnership working.

6.3.3 Support the administration of the board by organising meetings and recording meeting minutes.

#### **6.4 The treasurer (Ashfield District Council) is required to:**

6.4.1 Administer and manage the receipt, care and disbursement of funds.

### **7 MEETINGS**

7.1 The Discover Ashfield Board will meet at least four times a year but often monthly or bimonthly. The board meeting schedule is to be agreed by the Board every December for the following year.

7.2 All members will be given at least 14 days' notice of any additional meetings outside of the agreed schedule. If there are any items deemed to be urgent, every effort will be made to arrange a mutually convenient date. In the eventuality that no physical meeting can be arranged, then agreement is to be reached by WRITTEN PROCEDURES (including e-mail). A zero response will be regarded as agreement (yes vote) to any proposal.

7.3 The quorum for any meeting will be 1/3 Members, and the chair or vice-chair must be present for decisions on expenditure or changes to the delivery plan.

7.4 All meetings shall have minutes and action points recorded by the Discover Ashfield Project Officer or an agreed substitute. The minutes and action points will be a public record and posted on the Discover Ashfield website.

7.5 All action points shall be approved (or amended) by the chair within 10 working days and circulated electronically to other board members by the secretary.

7.6 Any agenda items must be sent to the secretary at least 6 working days in advance of a board meeting.

7.7 Items not on the agenda will only be considered with the consent of the chair.

7.8 An Annual General Meeting (AGM) will be held annually, close to the end of the financial year.

## **8 FINANCE**

8.1 All monies received, whether by grants or contributions shall be deposited in a bank account in the name of Discover Ashfield, Ashfield District Council.

8.2 All expenditure will be approved by a minimum of 3 Board members (including the chair or vice-chair and treasurer) unless a sum has been delegated to the Place Manager by the board in respect of a particular task or function.

## **9 CONDUCT**

9.1 Board members will adhere to the Code of Conduct.

9.2 In the event of any actions by board members which are deemed, by the majority of the members, to be detrimental to the board's remit they may have their membership terminated. In the event of any dispute, a third party, monitoring officer will be appointed and any decision made shall be binding on all parties.

9.3 The board will align with the governance standards and policies of Ashfield District Council including whistle blowing, conflicts of interest and complaints.

## **10 ALTERATIONS TO THE CONSTITUTION AND DISSOLUTION**

10.1 Changes to the constitution may be proposed by any member in writing to the secretary, and must be agreed by a seventy five percent majority of the Full Board.

- 10.2 Any member may make a proposal for the dissolution of the board in writing to the Secretary which will be considered at a Special Meeting of the board.
- 10.3 Notice of 28 days must be given to members to convene a Special Meeting.
- 10.4 The board may be dissolved at any time by a resolution passed by a seventy-five per cent majority of those present and voting at a special General meeting of the board, provided that any property remains after satisfaction of all debts or liabilities.

## **11 BRANDING AND PROMOTION**

- 11.1 A set of brand guidelines is available for Discover Ashfield. Members can contact Katherine Green by e-mail on [k.green@ashfield.gov.uk](mailto:k.green@ashfield.gov.uk) if they would like the logos. Members should observe the branding guidelines.

## **12 INFORMATION GOVERNANCE**

- 12.1 Board members details will be stored on a database held by Ashfield District Council and you will be contacted with information periodically. It will be held in accordance with General Data Protection Regulation guidelines.

## **13 KEY CONTACT**

- 13.1 Lana Mills, Discover Ashfield Project Officer, email:  
[lana.mills@ashfield.gov.uk](mailto:lana.mills@ashfield.gov.uk)



### Version History

<b>Version</b>	<b>Date Proposed</b>	<b>By</b>	<b>Detail</b>	<b>Date approved by Board</b>
1	08.01.2020	Lindsey Kenworthy	The Board Constitution and Terms of Reference was formally adopted.	26.02.2020
2	19.03.2021 16.04.2021 (Revised)	Lana Mills	Revised draft to merge the Board Constitution and Terms of Reference into one document. General revisions were made to some of the standing notions to update details and practices. Some new notions were added to the document to improve the efficiency of some of the boards processes and procedures. A section was added to clearly outline formal officers and board members roles.	16.04.2021