



<u>Committee and Date</u> Shropshire Hills AONB Partnership  14 June 2016	<u>Item</u>  <b>4</b>
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## CREATION OF A SHADOW BOARD

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### Summary

This paper presents draft Terms of Reference and a process of appointment for a Shadow Board as a transition structure to an intended independent Shropshire Hills AONB organisation.

### Recommendation

The Partnership is recommended to endorse the Shadow Board Terms of Reference (with any comments) and to approve appointments so that the Board can begin to function.

### Background

The Management Board meeting of 11<sup>th</sup> May 2016 supported the proposal to create a Shadow Board, which was also circulated to Partnership members in an email on 5<sup>th</sup> May. Some comments received have influenced the refined proposal here.

Draft Terms of Reference for the Shadow Board are at Appendix 1. It is proposed that this will replace the current Management Board through the transition period up to April 2018.

Nominations are now invited from Partnership members for membership of the Shadow Board. All appointments to the Shadow Board will be new, so existing Management Board members need to be nominated too if they wish to stand. **Members standing for the Shadow Board must be nominated by another member of the Partnership, either in writing (by email to Phil) before the Partnership meeting on 14<sup>th</sup> June, or in person at the meeting.** We will ask nominees to explain very briefly at the Partnership meeting what they can offer and contribute to the Shadow Board. (If you are being nominated but cannot attend the meeting, a very short written statement which can be read out would be useful).

The skills and experience sought across the membership of the Shadow Board include:

- Knowledge of AONB purposes and delivery
- Administration of small independent organisations
- Finances, especially for small organisations including e.g. pensions
- Knowledge of local authorities and government

(not all members need knowledge of all these areas).

**List of Background Papers**

Email to Partnership members 5<sup>th</sup> May 2016 with Shadow Board proposal

**Human Rights Act Appraisal**

The information in this report is compatible with the Human Rights Act 1998.

**Environmental Appraisal**

The recommendation in this paper will contribute to the conservation of protected landscapes.

**Risk Management Appraisal**

Risk management has been appraised as part of the considerations of this report.

**Community / Consultations Appraisal**

The topics raised in this paper have been the subject of earlier consultations with Partnership members.

**Appendices**

Appendix 1 Draft Terms of Reference for Shropshire Hills AONB Shadow Board

## **Shropshire Hills AONB Shadow Board Terms of Reference**

DRAFT



The purpose of the Shadow Board is:

**To support the detailed work of setting up an independent governance body for the Shropshire Hills AONB. The Shadow Board is a transitional structure which is intended to be replaced within two years by the full executive Board of the new independent organisation.**

**The Shadow Board will report back to the Shropshire Hills AONB Partnership (Joint Advisory Committee), and refer to the Partnership, to the two Councils and to Defra as necessary for decisions of strategic importance. It is however established in order to make operational level decisions regarding an independent body which go beyond the purposes for which the Partnership was set up.**

In particular the Shadow Board will:

1. Guide and support the Chair and Lead Officer in relation to discussions with the two local authorities and Defra, including financial negotiations.
2. Support the development of constitutional and operational arrangements for a new independent governance body for the Shropshire Hills AONB, including representation and decision making, budgets, staffing, offices, etc.
3. Take a scrutiny role on the budgets and activities of the AONB Partnership team over the transition period, and advise and recommend to the Partnership and Shropshire Council as the host authority on these matters.
4. Take decisions or agree positions on behalf of the AONB Partnership as delegated, and consider the appropriate place and involvement for other significant decisions.
5. The Shadow Board will comprise up to 10 members appointed by the AONB Partnership, and including ideally a balance of members from categories:
  - The Chair of the AONB Partnership
  - Elected members representing both Shropshire Council and Telford & Wrekin Council;
  - Organisational and individual members of the Partnership.
  - Representatives of Town and Parish Councils.
6. The Shadow Board may itself co-opt up to 3 additional members from outside the AONB Partnership membership where relevant skills and expertise are identified.
7. The Shadow Board may assign certain members to advise on particular topics to provide additional support to the Chair and Lead Officer.

8. The Shadow Board will review its membership and function as necessary, in consultation with the AONB Partnership. A Chair and Vice-Chair will be elected annually or as necessary by the members of the Shadow Board. Members will represent the interests of the proposed independent AONB body in a quasi-trustee role rather than 'representing' the interests of their own organisation. Members will have regard to typical guidance on the role and responsibilities of trustees, though legally defined Board or trustee roles will not come into effect until the new organisation is actually formed.
9. The Shadow Board is expected to schedule meetings monthly, or as agreed, but meetings may be cancelled if there is insufficient business. Agendas and any papers will as far as possible be circulated at least a week before meetings. Some decisions or votes may be made by email correspondence where appropriate.
10. The Shadow Board may establish sub-groups as required.
11. The Shadow Board will have a quorum of five members for decision-making and the Chair will have a casting vote (at meetings and for email decisions). However, in the event of decisions not receiving wide or unanimous support, the Board will have regard to the need to further consultation or discussion.

### **Declaration of interests**

Members of the Board and any of its sub-groups shall declare an interest in a meeting where a matter discussed may affect:

- their own wellbeing or financial position, or
- the wellbeing or financial position of a family member, close associate, or
- the financial position of an employer/business of the member, their family member or close associate, or
- the financial position of a charitable body, association or other group with which they are closely associated.

*(The meaning of 'wellbeing', 'financial position', 'family member' and 'close associate' will be as defined in the [Standards for England Guidance on the Code of Conduct](#)).*

If the group is making a material decision in relation to such a declared interest (e.g. approval of a grant) the member must leave the meeting for discussion of that item and the decision, but may make a brief statement of information before leaving. If the Chair decides that the discussion or decision is more general and not materially affecting the interest declared, then the member is entitled to remain and participate in the discussion, but not vote.

### **Withdrawal of membership**

In the event of conduct or alleged conduct of a member which is not consistent with the Board's Terms of Reference, every effort will be made to resolve the issue by informal negotiation. The Board as a body may however in last resort resolve to withdraw membership in a serious case after due consideration.