

## **REGIONAL ADVISORY BOARD: TERMS OF REFERENCE**

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### **1. PURPOSE**

1.1 The Regional Advisory Board's role is to:

1.1.1 Provide 'Reach' – utilise local knowledge, ideas and capacity to build new relationships, including to enable more people to use and enjoy the waterways; actively seek to 'reach' the diverse local communities that the Trust serves.

1.1.2 Act Local – translate national priorities into local initiatives, feeding into the Trust's integrated business planning process.

1.1.3 Advise – inform the Trust's strategic planning and thinking, help the Trust remain relevant by proactively gathering and feeding back on local 'outside world' priorities, opportunities and risks.

1.1.4 Connect and Influence – identify, engage with and enable access ('open doors') to relevant local and regional decision-makers and policy formers, across all sectors; broaden the Trust's engagement with local 'power bases'; help the Trust grow its supporter base, including helping to raise awareness of the Trust in the local community.

1.1.5 Be Pioneering/Pathfinding – identify and trial new ways of delivering Trust ambitions and priorities and meeting objectives.

1.2 The duty of all members of the Regional Advisory Board is to always act in a manner that promotes the charitable objects and strategic objectives of the Trust rather than to represent any interests or causes.

### **2. CONSTITUTION**

2.1 The Articles and the Trust Rules of the Canal & River Trust ('the Trust') take precedence over these Terms of Reference. References in brackets prefaced with 'A' are to the Articles, and those prefaced by 'R' are to the Rules.

2.2 The Regional Advisory Board is an advisory body (A26.1) and exists to provide advice and support to Trust management.

2.3 Constitutionally, the Regional Advisory Board is a Waterway Partnership, as defined by the Trust's Articles (A26.1).

2.4 The number of Regional Advisory Boards and the overall territories or functions to which they relate, may be changed from time-to-time by the Trustees with the agreement of the Appointments Committee (R2.2). It should be noted that the number of Regional Advisory Boards directly impacts the composition of Council, which in turn is governed by the Trust Rules. Trust Rules can only be changed by Council.

- 2.5 It is not the role of the Regional Advisory Boards to:
- 2.5.1 spend or seek to prioritise Trust resources, or otherwise direct local Trust operations. Trust management will provide the opportunity for Regional Advisory Boards to comment and appropriately influence the direction of resources as part of the annual Business Planning processes.
  - 2.5.2 comment on statutory planning or other formal public consultations on behalf of the Trust. Regional Advisory Boards wishing to contribute to such consultations can do so via agreed protocols with Trust management.

### **3. DELEGATIONS**

- 3.1 The Regional Advisory Boards are advisory and have no decision-making powers. They do not have authority to set up formal sub-committees although they may set up informal sub-groups to conduct their business.

### **4. MEMBERSHIP**

#### **General Issues**

- 4.1 The Regional Advisory Board will normally consist of a Regional Advisory Board Chair and between 5 and 11 other Regional Advisory Board Members. Additional members may be appointed if there are special circumstances. The members will reflect the diversity of the region they serve.
- 4.2 The minimum and maximum number of members for each Regional Advisory Board will be determined by the Appointments Committee at the same time as deciding its geographical boundaries. The Appointments Committee can fix a specific number, or may set a minimum and maximum number of members (with the exact number being then determined by the Regional Advisory Board Chair).
- 4.3 The Trust's Chief Executive or his/her representative will ensure there is an induction programme for new Regional Advisory Board Chairs.
- 4.4 The Regional Advisory Board Chairs will ensure there is an induction programme for new Regional Advisory Board Members.
- 4.5 All positions will be unremunerated but reasonable expenses incurred will be reimbursed.

#### **Payment for Work**

- 4.6 Some Regional Advisory Board Members may have interests in a business which does or could undertake work for the Trust, or may partner with the Trust, formally or informally, for financial gain.
- 4.7 The following sets out how such situations should be managed:
- 4.7.1 Regional Advisory Board Members are volunteers and we do not normally pay for their services to the Trust.
  - 4.7.2 Occasionally, and at the initiation of the Trust, we may commission one-off pieces of work with a Regional Advisory Board Member where he or she is pre-eminent in their field and their skills and knowledge are not readily available elsewhere. Where this arises, details should be declared as an interest and recorded in the notes of the Regional Advisory Board meeting at the earliest opportunity.

- 4.7.3 We would not expect a Regional Advisory Board Member, or his or her organisation, to bid for pieces of work offered by the Trust. If a Member wishes to do so, he or she would be required to resign from the Regional Advisory Board permanently, or, if appropriate to the overall circumstances, withdraw from the Regional Advisory Board for the duration of the tendering process pending the award of a contract. If successful, it may be appropriate for the Member to resign from the Regional Advisory Board. The Chair of the Regional Advisory Board will have absolute discretion in how these matters are handled in agreement with the Chief Executive.
- 4.7.4 Any actual or potential interests in paid-for work by individual members or their organisations should be declared at the earliest opportunity and recorded in the notes of the Regional Advisory Board meeting (as in “Declarations” above). The Member should withdraw from any related discussions and this withdrawal included in the notes of the meeting.

#### **Appointment of the Regional Advisory Board Chair**

- 4.8 The Appointments Committee will appoint the Chair of the Regional Advisory Board (A27.2.5). Recruitment shall be through open competition including advertisement in relevant media (R2.5).
- 4.9 The Appointments Committee will appoint Regional Advisory Board Chairs for a term normally of 3 years but may be of a longer (not exceeding 4 years) or shorter term as the Appointments Committee, with the agreement of the Trustees, decides (R2.5).
- 4.10 If at the end of the first appointed term of a Regional Advisory Board Chair, the Appointments Committee is satisfied with the annual appraisal of that Chair, the Appointments Committee may, with the agreement of the Trustees, appoint that Chair for a further term normally of 3 years but may be of a longer (not exceeding 4 years) or shorter term as the Appointments Committee with the agreement of the Trustees decide (R2.5).
- 4.11 The Appointments Committee may remove Regional Advisory Board Chairs before the expiry of his or her term where the Appointments Committee consider this to be in the interests of the effective achievement of the purposes of the Trust (R2.8). In such circumstances, a Regional Advisory Board Chair has the right of appeal.

#### **Appointment of Regional Advisory Board Members**

- 4.12 The Chair of the Regional Advisory Board and a senior representative of management will select members of the Regional Advisory Board for ratification by the Board of Trustees. Appointment is subject to ratification by the Trustees and Regional Advisory Board members but shall not take up office until such ratification has taken place (R2.7).
- 4.13 Such appointments may be for such term (not exceeding 4 years) as may be approved by the Trustees and any person shall be eligible for re-appointment (R2.7). Unless there are special circumstances we would not expect a Regional Advisory Board member to serve for more than 2 terms.

- 4.14 Appointment of Regional Advisory Board Members shall be undertaken with the aim that the Board has a fair and broad representation from a range of interests relevant to the Board in question without any one dominating interest group.
- 4.15 Members of the Regional Advisory Board support the work of the Board, providing a range of skills, knowledge, expertise and wider connections relevant to the geographical area it covers.
- 4.16 The Chief Executive or his nominee will appoint a member or members of Trust management to be an *ex officio* member of the Regional Advisory Board.

## 5. CONDUCT OF MEETINGS

- 5.1 Meetings of the Regional Advisory Board will be convened by the Chair. The quorum for meetings shall be set as one plus one-third of the number of members, rounded to the nearest number.<sup>1</sup>
- 5.2 The business of the Regional Advisory Board will, as far as possible, be conducted by consensus of members. If necessary, decisions will be made by simple majority vote. All members shall have one vote. In the event of a tied vote, the Chair will have a casting vote.
- 5.3 Members of the Regional Advisory Board will be expected to attend at least 75% of meetings in any year. Absence for three consecutive meetings will, at the discretion of the Chair, disqualify an individual from continuing as a member and the Chair may then request the Board to terminate membership.
- 5.4 The Chair will chair all meetings of the Regional Advisory Board, the Regional Advisory Board Annual Public Meeting (if held) and attend Council meetings and meetings with other Chairs. In his or her absence the Board will select a Chair for the Regional Advisory Board meeting.

### Declarations

- 5.5 All Regional Advisory Boards have *Declarations of Interest* as a standing agenda item for all meetings.
- 5.6 Regional Advisory Boards are not executive bodies. However, Members who may be perceived as conflicted by an interest in an item under discussion – whether personal or by association with another organisation or enterprise with which they are associated – are required to have this recorded in the notes of the meeting.
- 5.7 At the discretion of the Chair, the individual should remain silent or, if appropriate, withdraw from the meeting for the relevant item and this should be recorded in the notes of the meeting

## 6. RECORD OF MEETINGS

- 6.1 Trust management will appoint a person to act as the administrator of the Board, taking notes for publication on the Trusts' website.

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<sup>1</sup> The quorum for Board with 4 members is 2. The quorum for Board with 5, 6 or 7 members is 3. The quorum for Board 8, 9 or 10 is 4. The quorum for Boards with 11 or 12 members is 5.

## **7. REPORTING**

- 7.1 Each year Trust Management will agree in advance with the Regional Advisory Board whether to provide an annual report. This report may be about individual Regional Advisory Boards, or may be a combined report about all or a number of Regional Advisory Boards.
- 7.2 Each year every Regional Advisory Board shall agree in advance with Trust management whether to hold at least one meeting in each year to which the general public in that locality shall be invited.

## **8. ACCOUNTABILITY**

- 8.1 The Regional Advisory Board Chair is accountable to the Chair of Trustees. The Board as a whole is accountable to Trustees.
- 8.2 The Regional Advisory Board will regularly review its performance, learn from its experience and share experience with others. Regional Advisory Board Chairs will meet periodically to inform this process.

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