

# Elvaston Castle Development Board

*Draft Terms of Reference, November 2014*



# Elvaston Castle Development Board

## *Draft Terms of Reference*

### 1. Background Information

Elvaston Castle and Estate is owned and managed by Derbyshire County Council (DCC). The Council has been working with the National Trust, in an advisory capacity, to find a sustainable future for the Estate.

As part of the Council's 10 year 'Vision and Plan' for the Estate, approved by the DCC Cabinet in June 2014, six guiding principles have been agreed that will guide all future management decisions whoever is responsible for the Estate:

- Freehold of the Estate will be retained by Derbyshire County Council
- **A competent single management body will control the overall governance of the estate with the balance of conservation, heritage and access at its core**
- Financial sustainability will be fundamental to the delivery of the vision, facilitated by a business model that provides on-going reinvestment in the long term stewardship of the Estate without eroding its significance
- The historic, landscape and biodiversity significance will be protected, conserved and, where sustainable, enhanced
- Public access to the gardens, parkland and house will be provided and maintained; the parkland at least will be free at the point of entry on foot. The stories and rich heritage will be understood, shared and celebrated
- People, community involvement and partnership working will be at the heart of all activities

A Development Board is to be formed to inform and help manage the transition of responsibility for the Estate from DCC to the proposed Single Management Body (SMB), together with the early initiation of the Vision and Plan. The exact legal form of the SMB is not yet determined, but it is envisaged that it will be in operation by 2016 and that the new body will succeed the Development Board.

An associated lease or other legal agreement will be developed to transfer responsibility for the governance and management of the Estate from DCC to the SMB. Responsibility for the Estate will be retained by DCC until:

- the lease/legal agreement has been agreed by both DCC and the Development Board
- the SMB has been created as a legal entity

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### 2. Purpose of the Development Board

The core purpose of the Development Board is:

- To provide input and **advice** to Derbyshire County Council in the early strategic initiation, delivery and implementation of the 10 year Vision and Plan for Elvaston Castle and Estate
- To act as advocate for the proposed SMB for Elvaston Castle and Estate and to work towards the creation of the SMB

It should be noted that the Development Board has no legal status.

### 3. Key Advisory Functions of the Development Board

- To comment on the draft Terms of Reference for the Development Board, and finalise these in agreement with DCC
- To act as advocate and help shape the lease/legal agreement between DCC and the SMB for the legal transfer of the governance and management of the Estate to the SMB
- To develop the governance and management model for the proposed SMB
- To inform high level business planning to support delivery of the Vision
- To inform a proposed bid to the Heritage Lottery Fund by DCC in 2015, and more generally advise on investment and funding options
- To inform any future procurement by DCC
- To map out the transfer of the management and governance arrangements of the Estate from DCC to the SMB, advising on due diligence from the SMB's perspective
- To develop, with appropriate legal input, the governing document for the SMB and the objects and powers of the body
- To inform partnership development, stakeholder engagement and communications, and public relations management
- To inform risk management in initiating the Vision and Plan
- To advise on the membership of the SMB Board
- To advise on the recruitment by the SMB of a Chief Executive for the Estate's operational team

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### **4. Ways of Working**

The following ways of working will be followed:

- The Development Board will operate in an advisory capacity only and has no decision making powers. At the same time, DCC will respect and properly consider the views and comments of the Development Board
- DCC and the Development Board will work constructively and in a spirit of collaboration and partnership
- The Development Board will bring commercial and business acumen, innovation and enterprise to help shape initiation of the Vision, and the development of the SMB, whilst keeping true to the six guiding principles in the 'Vision and Plan'

### **5. Membership**

The membership of the Development Board will follow the approach outlined below:

- There will be between five and seven members, including the Chair
- The Chair will be independent of DCC, with their appointment endorsed by DCC through the involvement of the Chair of the Elvaston Castle Member Working Party and the DCC Director of Property in their recruitment
- Members will serve a maximum of 18 months on the Board, renewable for a further 18 month term as required (Note: there is no certainty as to when the SMB will be formally *created*, and *there is no assumption that the Development Board will evolve into the SMB*)
- Membership of the Development Board will reflect the breadth of interests found at Elvaston Castle and Estate, and most critically, the skills, experience and knowledge needed to deliver the Functions set out in Section 3 above

- Recruitment will seek to draw Members of the Development Board from a range of backgrounds in the public, private and charitable sectors
- Elvaston Parish Council will be invited to nominate one member

The Development Board may also co-opt further members onto the Board to act as advisors to the Board

#### **Advisors**

The following (or their representatives) will attend the Development Board as advisors to contribute to discussions by the Board:

- Director of Property, DCC
- Director of Legal Services, DCC
- Strategic Director for Economy, Transport and Environment, DCC
- Elvaston Castle Project Development Manager, National Trust

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### **6. Meetings and Procedures**

- The Chair of the Development Board shall chair the meetings
- The quorum for meetings of the Development Board shall be three members including the Chair person
- The Development Board shall meet monthly initially, extending to quarterly when appropriate
- External professional advisors may be requested to attend if the Development Board considers this desirable, in liaison with DCC
- It is expected that the advice and views of the Development Board will be agreed by consensus. Where agreement cannot be reached, the Chair will have a casting vote
- The Development Board's performance will be subject to self-assessment every six months
- The approach to the timing of Development Board meetings will be flexible i.e. evening/out of hours meetings will be considered
- Location of Development Board meetings – a flexible approach is proposed, to best meet the needs of the Board members, although locations in the Derby area are the most likely. It is proposed that the approach is firmed up once the Board is in place. The meeting venues will be organised by the Secretariat and the cost of venues will be met by DCC.

### **7. Sub-Committees and Working Groups**

The Development Board may establish sub-committees and working groups as and when required, whether short-term or otherwise. The Development Board will be responsible for developing and agreeing the terms of reference and membership of any sub-committees. The Development Board will also be responsible for outlining the purpose of any working group, its membership and detailing when and how that working group should report back to the Development Board.

### **8. Time Commitment**

It is expected that membership of the Development Board will require about 1-2 days of time per month for each member.

The Chair will need to commit more time – and be prepared to meet or talk through issues more informally at least once a month with DCC.

There is also likely to be a call on the Chair/Board members for more adhoc work from time to time, for example, public facing activity. Being responsive to reasonable requests of this nature is anticipated.

### **9. Relationship between the Development Board and Derbyshire County Council**

To help drive good levels of joint working and the two-way flow of information and communication, the Development Board will meet following the quarterly DCC Elvaston Castle Project Board.

The Development Board will also have the ability to inform reports to the Member Working Party for Elvaston Castle and Estate, and to the Cabinet of Derbyshire County Council.

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### **10. Secretariat, Administration and Support**

The Secretariat for the Elvaston Castle Development Board will be provided by DCC.

The Secretariat for the Development Board will call for agenda items at least 10 working days before the next Board meeting, and will agree an agenda with the Chair prior to each meeting.

The agenda and any papers for the Development Board will be issued at least 5 working days (where practicable) in advance of the meeting except in the case of matters of urgency.

The Secretariat will record high level minutes of each meeting including all actions and agreements which will be circulated to all Board members within 10 working days after the meeting. These minutes will be subject to formal agreement at the following Development Board.

The Elvaston Castle Development Board will be supported by DCC. Appropriate officer and other support will be provided by DCC in liaison and agreement with the Chair of the Development Board. This is likely to include financial support (to a set upper limit) for the Development Board to procure appropriate independent legal advice in for example, informing the proposed lease/legal agreement between DCC and the SMB, and in developing the governing document for the SMB.

The support from DCC will include providing:

- Draft Heads of Terms for the proposed lease/legal agreement with the SMB
- High level business planning
- HLF Stage 1 bid
- Procurement approach and oversight of the process

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### **11. Declaration of interests**

All members must declare any actual or potential conflicts of interest. These must be recorded in the minutes. Members should exclude themselves from any part of the meeting where it is deemed that they have a material conflict of interest. The Chair will decide if a declared interest represents a material conflict.

Members will be required to complete and sign a Declaration of Interests Form prior to appointment.

“Conflict of interest” means a financial or other interest which is likely to prejudice the person’s exercise of functions as a member of the Development Board

### **12. Remuneration of Development Board members**

Members of the Development Board will not be paid remuneration. Reasonable agreed travel and childcare expenses will be paid by DCC.

### **13. Personal Liability of Development Board members**

DCC retain all liability for the Elvaston Estate. Development Board members have no personal liability for the advice and views given by them in their capacity as members of the Development Board, and in acting as advocates for the proposed SMB.

### **14. Public relations and engagement of the media**

The Chair will act as spokesperson on behalf of the Development Board, but neither the Chair nor Board Members can speak or make statements to the press or anyone else on behalf of DCC about the Elvaston Estate.

### **15. Review**

These terms of reference will be reviewed in October 2015

Author: Nick Sellwood  
Approval date: 4 November 2014

Approved: Derbyshire CC