



# **THE CONSERVATION BOARD FOR THE COTSWOLDS AREA OF OUTSTANDING NATURAL BEAUTY**

## **CONSTITUTION**

**October 2023**

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## **Part 1 Summary**

### **The Constitution for the Conservation Board of the Cotswolds Area of Outstanding Natural Beauty ("the Board")**

This Constitution sets out how the Board operates, how decisions are made and the procedures that are followed to ensure efficiency, transparency and accountability. Some of these processes are required by the rules under which the Board was established, while others are a matter for the Board to choose.

The first part of the Constitution is divided into the Articles that set out the basic principles of the Board's organisation. More detailed procedures and codes of practice are provided in the Appendices.

The Constitution builds upon the primary enabling legislation of the Countryside and Rights of Way Act 2000 (as amended by the Natural Environment and Rural Communities Act 2006), which

provided the Board's purposes. It also builds upon the Board's Establishment Order (Statutory Instrument 1777/2004) (as amended by The Local Government (Structural Changes) (Miscellaneous Amendments and Other Provision) Order 2009 (SI 2009 No. 837)) which provided for the concurrent powers held with the local authorities, operational details over the running of the Board and led to the formal establishment of the Board in December 2004.

### **How the Board operates**

The Board is an independent body composed of a maximum of thirty-seven voting Members. The Secretary of State, the local authorities and parish councils each appoint an allocation or group of Members.

It is the Board's duty, in exercising its functions, to have regard to two purposes:

- a) conserving and enhancing the natural beauty of the Cotswolds Area of Outstanding Natural Beauty (Cotswolds AONB), and
- b) increasing the understanding and enjoyment by the public of the special qualities of the Cotswolds AONB.

If there is conflict between these purposes, the Board must attach more weight to conserving and enhancing the AONB.

The Board should also seek to foster the economic and social well-being of the AONB's local communities. In doing so, the Board must co-operate with local authorities and public bodies whose functions include the promotion of economic or social development within the Cotswolds AONB.

The Board is a Non-Departmental Public Body funded principally by Government grant distributed by the Department for Environment, Food and Rural Affairs (DEFRA) and by contributions from constituent local authorities.

Members have adopted agreed roles and functions for all Members and follow a code of conduct to ensure high standards in the way they undertake their duties. Arrangements are in place for the investigation and determination of complaints about Members' conduct.

All Members meet together as the Board. Meetings of the Board are normally open to the public. Here, Members decide the Board's overall policies, set the budget each year and approve the Board's main plans.

### **How decisions are made**

Recommendations are made to the Board on policies, the budget and the main plans by the relevant officers. The Finance and Governance Committee provides assurance to the Board and recommendations on matters of finance and governance.

An Executive Committee, made up of 10 Board Members is led by the Chair of the Board. The Executive Committee is responsible for supporting the Board's operational activities and acting as the decision making body for the various working and steering groups.

Day to day decisions are made by the senior officers, the Chair, Vice Chair and Executive Committee under delegated authority from the Board. Meetings of the Board and Executive Committee are

publicised well in advance and are open to the public except where personal or confidential matters are being discussed.

### **The Board's Staff**

The Board employs staff to lead the operation and development of the Board, provide advice, implement decisions and manage the day-to-day delivery of its services.

### **People's Rights**

The Board seeks to foster inclusive involvement in its activities by local people, visitors and anyone with an interest in furthering its aims. The Board welcomes feedback about its decisions and activities.

## **Part 2**

### **Articles of the Constitution**

#### **Introduction - The Constitution**

#### **The Constitution**

This Constitution, and all its appendices, is the Constitution of the Conservation Board for the Cotswolds Area of Outstanding Natural Beauty (“the Board”).

#### **Purpose of the Constitution**

The purpose of the Constitution is to:

- a) enable the Board to exercise its duties, powers and functions to the benefit of the Cotswolds Area of Outstanding Natural Beauty;
- b) enable decisions to be taken efficiently, effectively and transparently, with due regard to probity and equity;
- c) ensure that those responsible for decision-making are clearly identifiable to the public and that they explain the reasons for decisions;
- d) ensure that high standards of probity and ethics are evident in decision-making and all activities of the Board;
- e) act as a signpost to rules and regulations that apply to the Board (e.g. Countryside and Rights of Way Act 2000, Natural Environment and Rural Communities Act 2006, Establishment Order (SI 1777/2004), other legislation).

#### **Interpretation and Review of the Constitution**

Where the Constitution permits the Board to choose between different courses of action, the Board will always choose the course which in its opinion best fits its statutory purposes as set out in the Countryside and Rights of Way Act 2000 (as amended by the Natural Environment and Rural Communities Act 2006) and the Establishment Order SI 1777/2004.

The Board will monitor and evaluate the operation of the Constitution as set out in Article 12.

### **Article 1 - The Board – Purposes, Duties, Powers and Functions**

#### **1.01 Founding Legislation**

The Conservation Board for the Cotswolds AONB was set up by the Secretary of State under the Countryside and Rights of Way Act 2000 (the 2000 Act) (as amended by the Natural Environment and Rural Communities Act 2006) and the subsequent Establishment Order, SI1777/2004 (the Order), as amended by SI490/2008 in respect of structural changes to Wiltshire councils and SI1579/2009 in relation to Retirement Benefits.

The Board will exercise all its duties and powers in accordance with the 2000 Act and the Order.

## **1.02 Purposes and Duties of the Board**

The Board has two statutory purposes:

- a) to conserve and enhance the natural beauty<sup>1</sup> of the Cotswolds Area of Outstanding Natural Beauty (Cotswolds AONB), and
- b) to increase the understanding and enjoyment of the special qualities of the Cotswolds AONB.

If there is conflict between these purposes, the Board shall attach more weight to conserving and enhancing the AONB (the “Sandford” principle).

In pursuing its purposes, the Board has a duty to seek to foster the social and economic well-being of local communities in the AONB.

## **1.03 Powers of the Board**

The powers of the Board include anything which, in the opinion of the Board, is calculated to facilitate, or is conducive or incidental to:

- a) the accomplishment of the purposes set out above, or
- b) the carrying out of any function conferred on it by the 2000 Act, the Order or any other legislation.

The powers do not include:

- the power to do anything in contravention of any restriction imposed by the 2000 Act, or
- power to raise money (whether by borrowing or otherwise) in a manner which is not authorised apart from in relation to its purposes or functions.

The Board does not have powers to make and distribute profits.

## **1.04 Functions of the Board**

The Board is required to periodically prepare and publish a Management Plan which formulates its policy for the management of the Cotswolds AONB and for the carrying out of its functions. This must be reviewed at intervals of not more than five years.

The current Plan can be located on the organisation’s website.

The 2000 Act also sets out requirements for notification and consultation on changes to the Plan.

Further specific functions which can be transferred from or shared with a local authority to the Board are set out in Part III of the Order.

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<sup>1</sup> Definition of natural beauty from Countryside Act 1968, Section 49(4): “References in this Act to the conservation of the natural beauty of an area shall be construed as including references to the conservation of its flora, fauna, and geological and physiographical features”.

The Board does not have development plan and development control powers. It is a statutory consultee for National Infrastructure Projects.

### **1.05 Dissolving the Board**

Section 86(8) of the 2000 Act enables an Establishment Order to be revoked by the Secretary of State. If the Board considers that a Conservation Board is no longer the best way of managing the Cotswolds AONB and Natural England and a majority of constituent local authorities agree, the Secretary of State would consider revoking the Order. In the event that the Board is wound up, the property, rights and liabilities of the Board will be transferred in accordance with the Order of the Secretary of State under Section 88(8) of the Act.

### **1.06 Amending the Establishment Order**

Section 86(8) of the 2000 Act enables the Secretary of State to amend an Establishment Order. Normally the Secretary of State would not expect to amend an Order unless to make provisions for unforeseen or new issues that the Board otherwise has no means of addressing.

## **Article 2 - Membership of the Board**

### **2.01 Appointment or Election of Board Members**

This Article reflects the roles and functions for Board Members agreed by the Board in June 2019.

Arrangements for the appointment of Board Members are set out in the Board's Establishment Order.

### **2.02 The Board's Composition**

The Board has a maximum of 37 voting Members: 15 appointed by local authorities, 14 appointed by the Secretary of State and 8 appointed by Parish Councils.

Board Members are appointed as individuals to the Board. While they may be appointed by a local authority or nominated by an organisation, they are not appointed to the Board to represent that authority or organisation.

The Membership of the Board is constructed so that both local and national interests are reflected in its make-up.

The Board, at its discretion, can co-opt additional Members in a non-voting capacity.

### **2.03 Roles and Functions of all Board Members**

The roles and functions for Board Members are detailed in Appendix 2.



## **2.04 Honorary Patron(s)**

The Board may, at its discretion, appoint a Patron(s), an honorary position given in recognition of service to the Cotswolds AONB.

The Patron(s) may take an interest in the work of the Board, attend meetings of the Board, its committees and working groups, represent the Board at functions, give keynote speeches in support of the Board and chair forums.

The Patron(s) may be invited by the Chair to take part in Board debates but will not be entitled to vote as a Member of the Board or act in any executive capacity.

## **Article 3 - People and the Board**

### **3.01 Involving People**

There is a deep appreciation of the qualities of the Cotswolds and of what makes the area an essential part of national heritage for people who live and work here and for the millions of visitors attracted from home and abroad.

The Board seeks to foster inclusive involvement in its activities by local people, visitors and anyone with an interest in furthering its aims. The Board welcomes feedback about its decisions and activities.

### **3.02 People's Rights**

People have the following rights.

(a) **Information.** People have the right to:

- receive information about the activities of the Board in an accessible format;
- attend all formal meetings of the Board and the Executive Committee and Other Committees except where confidential or exempt information is likely to be disclosed, in which case the meeting or part of it will be held in private;
- inspect reports and background papers, and any records of decisions made by the Board and the Executive Committee;
- inspect the Board's accounts and make their views known to the external auditor.

The rights to information are explained in more detail in the Access to Information Rules in Part 3 (Section 3) of this Constitution.

(b) **Participation.** People have the right to submit and ask questions at ordinary Board and Executive Committee meetings - see Board Procedure Rule 10 (Section 1) in Part 3 of this Constitution.

(c) **Complaints.** People have the right to complain to:

- the Board itself under its complaints scheme;

- the Local Government Ombudsman after using the Board’s own complaints scheme;
- the Board’s Monitoring Officer about an alleged breach of the Board Members’ Code of Conduct.

See Appendix 9 for contact details

### **3.03 People’s Responsibilities**

People must not be violent, abusive or threatening to Board Members or officers and must not wilfully harm property owned by the Board, Board Members or officers.

## **Article 4 – Authority of the Board**

### **4.01 Meanings**

#### **Policy Framework.**

The Board’s Policy Framework shall always take account of national legislation as it applies to the area under consideration. The Board shall pay particular regard to national legislation and policy for Areas of Outstanding Natural Beauty as set out in Article 1.

The Board’s Policy Framework comprises the following plans and strategies:-

- Management Plan
- Business Plan
- Other policies agreed from time to time by the Board

#### **Budget**

The budget includes the allocation of financial resources to core activities and projects, proposed contingency funds, and decisions relating to the control of the Board’s borrowing or long term investment requirements, the control of its capital expenditure and the setting of virement limits.

### **4.02 Authority of the Board**

The Board will have sole authority for the following decisions:

- adopting and changing the Constitution;
- approving and adopting the Policy Framework, the Budget and Members’ Allowances;
- agreeing and/or amending the terms of reference for committees and deciding on their composition;
- decisions not consistent with the Policy Framework and Budget, unless they have been taken as a matter of urgency by the Finance and Governance Committee under the Procedure Rules set out in Part 3 of the Constitution;
- appointing the Chair and Vice Chair of the Board and the Executive Committee and Other Committees as they may decide;
- dealing with matters of governance and delegation, with the support and recommendations of the Finance and Governance Committee;

- agreeing the transfer or sharing of local authority powers;
- changing the name of the Board;
- with the approval of the Secretary of State, confirming the appointment of the Chief Executive Officer;
- appointing a Patron(s);
- all other matters which by law must be reserved to the Board or are specified in the Scheme of Delegation (Appendix 3).

#### **4.03 Board Meetings**

There are three types of Board meetings:

- Annual General Meetings;
- Ordinary Meetings;
- Extraordinary Meetings.

Meetings of the Board shall be held at such place, either within or outside the Cotswolds Area of Outstanding Natural Beauty, as the Board may direct. They will be conducted in accordance with the Board Procedure Rules in Part 3 of this Constitution.

## **Article 5 - Chairing the Board and the Executive Committee**

#### **5.01 Role of the Chair**

The role of the Chair is to ensure the efficient, effective and accountable governance of the Board in pursuance of its statutory purposes as described in Appendix 2.0

The Chair will also chair the Executive Committee.

The Chair will work closely with other Members of the Board and the Chief Executive Officer in exercising their responsibilities.

#### **5.02 Role of Vice-Chair in respect of the Board**

The role of the Vice-Chair is to support the Chair in ensuring the efficient, effective and accountable governance of the Board in pursuance of its statutory purposes. The Vice-Chair is the Senior Board Member after the Chair.

The Vice-Chair will also act as the Vice-Chair of the Executive Committee.

The Vice-Chair will work closely with other Members of the Board and the Chief Executive Officer in exercising their responsibilities.

In the absence of the Chair the Vice-Chair will take on the roles and responsibilities of the Chair.

In addition, the Vice-Chair will work with other Executive Committee Members on matters, as directed by the Chair.

### **5.03 Absence of the Chair and Vice Chair**

If both the Chair and the Vice-Chair are absent, an Executive Committee Member shall be appointed to the Chair at the meeting.

### **5.04 Election of the Chair and Vice-Chair of the Board**

The Chair and Vice-Chair shall be elected for a period of not exceeding one year by the Board from amongst its Members, and be eligible for re-election at the end of their term of office.

A person elected as Chair or Vice-Chair may resign at any time by notice in writing to the Chief Executive Officer.

A person will cease to hold office as Chair or Vice-Chair if they cease to be a Member of the Board.

Where a vacancy occurs, the Board must secure a replacement as soon as possible. Where a casual vacancy occurs in either office, the person appointed shall hold office until the date upon which the person in whose place they are elected would have retired.

## **Article 6 - The Executive Committee**

### **6.01 Role**

The Executive Committee will be responsible for all of the Board's functions which are not the responsibility of any other part of the Board, whether by law or under this Constitution.

Primarily, the Executive Committee will act as advisors to the employees of the Cotswolds Conservation Board on all priority and operational matters.

### **6.02 Functions of the Executive Committee**

The main functions of the Executive Committee will be to:

- a) advise upon and help to steer the operational activities of the Board within the context of the agreed Board policy and strategy;
- b) receive regular reports from the Board's various working and steering groups (and other areas of operational activity as appropriate). Consider recommendations and act as the decision-making body for these groups;
- c) consider the future priority areas of the Board's work and make recommendations to the Board with regard to the formation of new working groups and the potential cessation of existing groups;

- d) recommend relevant organisational changes to the Board;
- e) recommend changes to the Management Plan and the Business Plan to the Board;
- f) through close cooperation with the Finance and Governance Committee, develop strategies for strengthening the long-term financial security of the Board.
- g) make arrangements, through the use of a selection panel, for the appointment of a Chief Executive Officer and recommend the appointment to the Secretary of State and the Board;
- h) make decisions within its delegated powers
- i) develop and agree the agenda for each Board Meeting.

### **6.03 Scheme of Delegation**

See Scheme of Delegation in Appendix 3

The Scheme of Delegation shall be determined by the Board. Executive Committee functions may be delegated by the Executive Committee to officers. The Executive Committee shall not carry out functions which it has delegated unless the officer chooses not to exercise their authority.

### **6.04 Form and composition**

The Executive Committee will consist of the Chair and Vice-Chair of the Board together with 8 other Board Members elected by the Board. In accordance with the Order, the division of Membership between local authority Members, Secretary of State Members and parish Members shall reflect the same proportion as Membership of the Board, i.e. 4:4:2.

Members will be appointed to the Executive Committee by all Board Members at the AGM.

Members of the Executive Committee shall be appointed at the Annual General Meeting for a period of three years, when they will be eligible for re- election. Where a Member of the Executive Committee resigns from the Committee during the year, the appropriate Members of the Board, at the next Board meeting, shall elect a replacement for the remaining term of the Member being replaced.

### **6.05 Executive Committee Members**

Executive Committee Members shall hold office until:

- (a) they resign from office; or
- (b) they are suspended from being Board Members for any reason; or
- (c) they are no longer Board Members; or
- (d) the Board elects a replacement.

### **6.06 Proceedings of the Executive Committee**

Proceedings of the Executive Committee shall take place in accordance with the Executive Committee Procedure Rules set out in Section 2 Part 3 of this Constitution

All Board Members can attend Executive Committee meetings and, subject to compliance with the provisions relating to Member Questions in the Procedure Rules, ask a question on a matter on the published agenda.

## **Article 7 - The Finance and Governance Committee**

### **7.01 Role**

The Finance and Governance Committee (formed in 2021) acts as the audit committee of the Board to provide assurance of the adequacy of the risk management framework and the associated control environment, independent scrutiny of the organisation's financial and non-financial performance and oversee the reporting process.

### **7.02 Functions of the Finance and Governance Committee**

The main functions of the Finance and Governance Committee are documented in Appendix 7. Relevant financial authorities are specified in the Scheme of Delegation in Appendix 3.

The Finance and Governance Committee recommends actions to the Board of Cotswolds Conservation Board, seeking their formal approval/ adoption.

### **7.03 Composition and Proceedings**

The Finance and Governance Committee will consist of a Chair, two other Board Members and an Independent Advisor where necessary (See Appendix 7 Section 3 for composition of the Committee). These posts are appointed at the AGM. Proceedings will take place as outlined in Appendix 7.

## **Article 8 – Working and Steering Groups**

### **8.01 Role**

Working or Steering groups are designed to facilitate discussion and the exchange of ideas on policy or practice development and to advance specific projects. They are not decision-making bodies and will report their findings to the Executive Committee and Board (if appropriate).

### **8.02 Establishment of Working and Steering Groups**

Working groups will be recommended by the Executive Committee and approved by the Board. for a period of one year, from the date of the AGM. Board Members self-nominate to be part of the Working Groups and this is confirmed at the AGM, with voting if required. Each group normally consists of 4-6 Members. Working Groups focus on operational priorities and will continue to run for as long as it is deemed appropriate.

Steering Groups can be set up at any time and are project or ‘initiative’ focused and more time limited. Each group will normally consist of 3–4 Members, and Membership is at the discretion of the lead officer for the group.

Both the Working and Steering Groups may seek to supplement the Board’s knowledge and skills through inviting local, regional and national partner organisations to participate.

A report on the work of each Group and its findings shall be submitted to the Executive Committee meetings. If decisions are required by the Group, the Executive Committee is authorised by the Board to act as the decision-making body.

## Article 9 - Officers

### 9.01 Management Structure

**General.** The Board may engage such officers as it considers necessary to carry out its functions.

**Chief Executive Officer.** The Board will engage a person for the following post, who will be designated the Chief Executive Officer, CEO, to act as the Chief Officer and the Head of Paid Service, with the portfolios set out below alongside their wider strategic responsibilities.

Post	Areas of Responsibility
Chief Executive Officer, CEO (and Head of Paid Service)	<ul style="list-style-type: none"> <li>• Overall responsibility as policy adviser</li> <li>• Overall corporate management and operational responsibility (including overall management responsibility for all officers)</li> <li>• Provision of professional advice to all Board Members in the decision-making process.</li> <li>• Together with the Monitoring Officer, responsibility for a system of record keeping for all the Board’s decisions.</li> <li>• Representing the Board on partnership and external bodies (as required by statute, the Board or the Executive Committee.)</li> </ul>

**Finance Officer, Monitoring Officer and Proper Officer.** The Board has designated the following statutory posts:

Designation	Post
Finance Officer	Head of Finance
Monitoring Officer	Monitoring Officer
Proper Officer	Chief Executive Officer, CEO

These posts will have the functions described in Appendices 2-2 – 2.4 and authorities as specified in the Scheme of Delegation, Appendix 3.

**Structure.** The Chief Executive Officer will determine and publicise a description of the overall management structure of the Board showing the deployment of officers.

## **9.02 Functions and Role of the CEO/Head of Paid Service**

**Discharge of Functions by the Board.** The Chief Executive Officer, as the Head of Paid Service, will report to the Board, the Executive Committee and the Finance and Governance Committee on the manner in which the discharge of the Board's functions is co-ordinated, the number and grade of officers required for the discharge of functions and the organisation of officers.

**Restrictions on Posts.** The Head of Paid Service may not be the Monitoring Officer and should not hold the post of Finance Officer.

**The role** of the Chief Executive, as Head of Paid Service, is specified in Appendix 2.2

## **9.03 Functions of the Finance Officer**

The Board is required to appoint a Finance Officer in accordance with Section 151 of the Local Government Act 1972 to advise the Board, The CEO and the Executive Committee on matters of financial activity and control and to provide assurance to the Finance and Governance Committee on matters of finance and risk.

**Ensuring lawfulness and financial prudence of decision making.** After consulting the Head of Paid Service and the Monitoring Officer, the Finance Officer will report to the Finance and Governance Committee and/or the Board and the Board's external auditor if they consider that any proposal, decision or course of action will involve incurring unlawful expenditure, or is unlawful and is likely to cause a loss or deficiency or if the Board is about to enter an item of account unlawfully.

**Administration of financial affairs.** The Finance Officer will have responsibility for the administration of the financial affairs of the Board.

**Contributing to corporate management.** The Finance Officer will contribute to the corporate management of the Board, in particular through the provision of professional financial advice.

**Providing advice.** The Finance Officer will provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety and probity to all Board Members and will support and advise Board Members and officers in their respective roles.

**Give financial information.** The Finance Officer will be responsible for providing financial information to the media, Members of the public and the community.

**Restriction on Posts.** The Finance Officer may not be the Monitoring Officer and should not be the Head of Paid Service

**The role** of the Finance Officer is specified in Appendix 2.3



#### **9.04 Functions of the Monitoring Officer**

**Ensuring lawfulness and fairness of decision making.** After consulting the Head of Paid Service and Finance Officer, the Monitoring Officer will report to the Finance and Governance Committee and/or the Board if they consider that any proposal, decision or omission would give rise to unlawfulness or if any decision or omission has given rise to maladministration. Such a report will have the effect of stopping the proposal or decision being implemented until the report has been considered.

**Members' Conduct/Interests.** The Monitoring Officer will contribute to the promotion and maintenance of high standards of conduct by Board Members.

The Monitoring Officer will consider and, where necessary, investigate alleged breaches of the Board's Code of Conduct and related Protocols, having regard to the views of any appointed Independent Person(s).

The Monitoring Officer will consider and determine applications for dispensations submitted by Board Members.

**Providing advice.** The Monitoring Officer will provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety and probity to all Board Members.

**Restrictions on posts.** The Monitoring Officer may not be the Finance Officer or the Head of Paid Service.

The role of the Monitoring Officer is specified in Appendix 2.4

#### **9.05 Provision of sufficient resources to the Head of Paid Service, Finance Officer and Monitoring Officer**

The Board will provide the Head of Paid Service, the Finance Officer and the Monitoring Officer with such resources as are in their opinion sufficient to allow their duties to be performed.

#### **9.06 Functions of The Proper Officer**

The Board's Proper Officer shall be the Chief Executive Officer of the Board, responsible for the organisation structure and services provided by the organisation.

#### **9.07 Conduct**

Officers will comply with the Officers' Code of Conduct and policies in the Employee Handbook.

#### **9.08 Employment**

The recruitment, selection and dismissal of officers will comply with the Officer Employment Procedure Rules set out in Part 3 of this Constitution.

## **9.09 Scheme of Delegation to Officers**

### **1. General Principles**

- 1.1 Except for the discharge of a power, duty or responsibility devolving upon an officer by virtue of a statute or statutory instrument, officer action can only arise from a decision of the Board, the Executive Committee or this scheme of delegation.
- 1.2 Before exercising any delegated power, the Chief Executive Officer should consider whether the decision is of such a nature that ought to be referred for decision by the Board or the Executive Committee.
- 1.3 All powers delegated to the Chief Executive Officer are to be exercised in compliance with the Board's policies, Procedure Rules and Financial and Contract Rules provided that:
- (i) In lieu of exercising their powers, the Chief Executive Officer may refer any matter to the Board or the Executive Committee;
  - (ii) such powers shall be exercised entirely without prejudice to the prerogative of the Chief Executive Officer as the principal officer of the Board and their responsibility to lead and co-ordinate the Board's activities;
  - (iii) the power to exercise any function includes the power to exercise that function in a positive or negative manner, or to refuse to exercise the function.
- 1.4 In cases where the Board or the Executive Committee wish to give authority for decisions to be taken in respect of specific matters, such authority shall be delegated to the Chief Executive Officer but such authority may be exercised only after consultation with the Chair (or, in their absence, the Vice Chair).
- 1.5 In exercising their delegated powers, the Chief Executive Officer is expected, in appropriate cases, to:
- (i) maintain a close liaison with the Board's Chair, Vice Chair and with other Members;
  - (ii) consult with any Member who has a specific, local or specialist interest in a matter under consideration;
  - (iii) consult with the relevant officer of any local authority whose service area is likely to be affected by the exercise of delegation; and
  - (iv) consult with the Board's Finance Officer.
- 1.6 The Chief Executive Officer may delegate their powers to another officer, who will act in accordance with the general directions of the Chief Executive Officer and these principles.

## **Article 10 Decision Making**

### **10.01 Responsibility for Decision Making**

The Board will issue and keep up to date a record of what part of the Board or individual has responsibility for particular types of decisions or decisions relating to particular areas or functions.

### **10.02 Principles of Decision Making**

All decisions of, or on behalf of, the Board will be made in accordance with the following principles:

- the rule of law;
- clarity of aims and desired outcomes;
- proportionality (i.e. the action must be proportionate to the desired outcome);
- due consultation and the taking of professional advice from Officers and/or appropriately qualified consultants (including consideration of sufficient and adequate information);
- respect for human rights (see below for further details); and
- a presumption in favour of openness (including compliance with the Access to information provisions).

### **10.03 Decision Making by the Board**

Decisions relating to the functions listed in Article 4.02 will be made by the Board and will not be delegated.

Board meetings will follow the Board Procedure Rules set out in Part 3 of this Constitution when considering any matter.

### **10.04 Decision Making by the Executive Committee**

Subject to Article 6, the Executive Committee will follow the Executive Committee Procedure Rules set out in Part 3 of this Constitution when considering any matter.

## **Article 11 Finance, Contracts and Legal Matters**

### **11.01 Financial and Contract Management**

The management of the Board's financial affairs will be conducted in accordance with the Financial and Contract Regulations set out in Appendix 1 of this Constitution.

### **11.02 Legal Proceedings**

The Board's legal adviser, in consultation and with the agreement of the Chief Executive Officer and in accordance with the Board's budgetary control arrangements, is authorised to institute, defend or participate in any legal proceedings in any case where such action is necessary to give effect to

decisions of the Board or in any case where they consider that such action is necessary to protect the Board's interests and they are satisfied as to the evidence available.

### **11.03 Authentication of Documents**

Where any document is necessary to any legal procedure or proceedings on behalf of the Board, it will be signed by the legal adviser or other person authorised by them, unless any enactment otherwise authorises or requires, or the Board has given requisite authority to some other person.

## **Article 12 Review and Revision of the Constitution**

### **12.01 Duty to monitor and review the Constitution**

The Chief Executive Officer will monitor and review the operation of the Constitution to ensure that the aims and principles of the Constitution are given full effect.

### **12.02 Protocol for monitoring and review of Constitution by the Chief Executive Officer**

A key role for the Chief Executive Officer as Head of Paid Service is to be aware of the strengths and weaknesses of the Constitution adopted by the Board, and to make recommendations for ways in which it could be amended in order better to achieve the purposes set out in Article 1.

### **12.03 Changes to the Constitution**

Changes to the Constitution will only be approved by the Board on a recommendation from the Finance and Governance Committee, after consideration of a proposal from the Chief Executive Officer or by way of Members proposing a motion on notice in accordance with the Board's Procedure Rules after consulting with the Chief Executive Officer.

## **Article 13 Suspension, Interpretation and Publication of the Constitution**

### **13.01 Rules capable of suspension.**

The following Rules may be suspended in accordance with Rule 21.1 of the Board Procedure Rules and Rule 7 of the Executive Committee and Finance and Governance Committee Procedure Rules:

- Board Procedure Rules
- Financial and Contract Regulations

### **13.02 Suspension of the Constitution**

**Limit to suspension.** The Articles of this Constitution may not be suspended except that the Rules specified above may be suspended by the Board to the extent permitted within those Rules and the law.

**Procedure to suspend.** A motion to suspend any Rule will not be moved without notice unless at least one half of the whole number of the Board is present. The extent and duration of suspension will be proportionate to the result to be achieved, taking account of the purposes of the Board set out in Article 1.

### **13.03 Interpretation**

The ruling of the Chair of the Board as to the construction or application of this Constitution or as to any proceedings of the Board shall not be challenged at any meeting of the Board. Such interpretation will have regard to the purposes of this Constitution contained in Article 1.

### **13.04 Publication**

The Chief Executive Officer will provide an electronic copy or an electronic link to a copy of this Constitution to each Member of the Board upon delivery to him/her of that individual's declaration of acceptance of office on the Member first being elected to the Board.

The Chief Executive Officer will ensure that copies are available for inspection at Board offices and on the Board's website, and can be purchased by Members of the local press and the public on payment of a reasonable fee.

## **Part 3 Procedure Rules**

### **A. BOARD PROCEDURE RULES**

#### **MEETINGS AND PROCEEDINGS OF BOARD**

The meetings and proceedings of the Conservation Board for the Cotswolds Area of Outstanding Natural Beauty shall be conducted in accordance with the rules prescribed in Schedule 3 of the Order SI 17777/2004. The rules as prescribed in the Order are included in these Procedure Rules.

It is the intention of the Board that meetings should be conducted in a constructive and business-like manner and that decisions shall be achieved by consensus where possible. These Procedure Rules set out a framework to support the Members in their decision-making where necessary.

#### **1. ANNUAL GENERAL MEETING OF THE BOARD**

##### **1.1 Timing and business**

The Board shall hold an annual general meeting on a date to be fixed in advance, with reasonable notice provided to the Board Members and the public.

The Annual General Meeting will:

- (i) approve the annual financial and governance statements and returns
- (ii) elect a person to preside if the Chair of Board is not present;
- (iii) elect the Chair of the Board;
- (iv) elect the Vice-Chair of the Board;
- (v) receive any announcements from the Chair and the Chief Executive Officer;
- (vi) receive the record of Members' attendances at meetings during the previous year;
- (vii) appoint Executive Committee Members for a three-year term;
- (viii) appoint the Finance and Governance Committee Members;
- (ix) appoint Membership of the working groups set out in Part 2;
- (x) consider any business set out in the notice convening the meeting; and

To be eligible for election as Chair or Vice-Chair of the Board, any nominee should be present at the meeting, unless exceptional circumstances dictate otherwise. Nominations for the position of Chair and Vice-Chair of the Board must be submitted at least five working days in advance of the Annual General Meeting (accompanied by the consent to stand of the nominee). Nominations will not be accepted after the deadline stated.

##### **1.2 Appointment of Board Members on Committees, and Working Groups**

At the Annual General Meeting, the Board will:

- (i) receive nominations of Board Members to serve on each committee, and working group; and
- (ii) appoint to those committees and working groups.

### **1.3 Variation of Order of Business**

Except for items (i), (ii) and (iii) of Rule 1.1 above the order of business may be varied either:

- (a) by the Chair at their discretion; or
- (b) by a resolution of the Board, passed on a motion (which need not be in writing) duly proposed and seconded which, once moved, shall be put without discussion.

## **2. ORDINARY MEETINGS**

### **2.1 Timing and Business**

The Board in each calendar year, shall hold in addition to the annual general meeting for that year, at least two other meetings (minimum statutory requirement) for the transaction of general business. Every such additional meeting shall be held at such hour and on such days as the Board may determine but shall be held as near as may be at regular intervals.

Each calendar year the Board shall approve a calendar of such ordinary meetings of the Board and its committees and will notify Board Members well in advance.

Ordinary meetings of the Board will:

- (i) elect a person to preside if the Chair and Vice-Chair are not present;
- (ii) deal with any business required by statute to be done before any other business;
- (iii) approve the minutes of the last meeting;
- (iv) deal with any business expressly required by statute to be done;
- (v) consider approval of the continued absence of any Member who is likely to fall foul of the disqualification provisions of Paragraph 13 Section 2.1 of Appendix 2 in relation to the vacation of office for failure to attend meetings.
- (vi) receive any declarations of interest from Members;
- (vii) receive any announcements from the Chair of the Board or the Chief Executive Officer;
- (viii) deal with questions submitted by Members of the public under Rule 10;
- (ix) deal with formal questions from Members under Rule 11;
- (x) deal with petitions or similar communications submitted by members of the public under Rule 20;
- (xi) dispose of any business from the last Board meeting;
- (xii) receive reports from the Finance and Governance Committee and consider questions and answers on any of those reports;
- (xiii) consider motions submitted by Members pursuant to Rule 12 (and Appendix 6) in the order in which they have been received;
- (xiv) consider any other business specified in the notice to the meeting; and
- (xv) authorise, where necessary, the sealing of documents.

### **2.2 Variation of Order of Business**

Except for items (i), (ii) and (iii) of Rule 2.1 above the order of business may be varied either:

- (a) by the Chair at their discretion; or

- (b) by a resolution of the Board, passed on a motion (which need not be in writing) duly proposed and seconded which, once moved, shall be put without discussion.

### **3. EXTRAORDINARY MEETINGS**

#### **3.1 Calling Extraordinary Meetings.**

The Chair of the Board or, if the office of Chair is vacant, the Vice-Chair may call an extraordinary general meeting of the Board at any time.

If the offices of Chair and Vice-Chair are vacant, the Chief Executive Officer may call an extraordinary general meeting of the Board at any time.

Not less than five Members of the Board may requisition an extraordinary general meeting of the Board. The requisition shall be in writing and shall be presented to the Chair or, if the office of Chair is vacant, to the Vice-Chair or, if the offices of Chair and Vice-Chair are vacant, to the Chief Executive Officer.

Where the Chair, Vice-Chair or Chief Executive Officer have not called an extraordinary general meeting within seven days of the presentation of a requisition, any five Members of the Board may forthwith call an extraordinary general meeting of the Board.

#### **3.2 Business**

The notice for the extraordinary general meeting must set out the specified business to be transacted, and no other business can be considered at the meeting.

### **4. TIME AND PLACE OF MEETINGS**

The time and place of meetings will be determined by the Board in advance and advised in the notice of the meeting.

### **5. NOTICE OF MEETINGS**

The Chief Executive Officer will give notice to the public of the time and place of any meeting in accordance with the Access to Information Rules. At least three clear working days before a meeting, the Chief Executive Officer will email every Member of the Board notifying them of the date, time and place of each meeting and specify the business to be transacted and will be accompanied by such reports as are available.

### **6. CHAIR OF MEETING**

The person presiding at the meeting may exercise any power or duty of the Chair.

### **7. QUORUM – All meetings of the Board**

The quorum of a meeting will be at least one third of the whole number of Members and shall, in any event, include at least one local authority Member, one Member appointed by the Secretary of State and one parish Member. During any meeting, if the Chair counts the number of Members present and



declares there is not a quorum present, then the meeting should adjourn immediately and in any case no decisions can be made. Remaining business will be considered at a time and date fixed by the Chair. If they do not fix a date, the remaining business will be considered at the next scheduled meeting.

## **8. SUBSTITUTION**

In the event that a parish council Member is unable to attend a meeting of the Executive Committee, the Member may nominate a substitute parish council Board Member to attend in their place. The nominating Member shall inform the Chief Executive Officer of the substitution at least two working days in advance of the meeting and ensure that the nominee is fully briefed and in possession of all relevant agendas and papers for the meeting. It shall be the responsibility of the nominee to brief the nominating Member of the outcome of the meeting.

## **9. DURATION OF MEETING**

Unless the majority of Members present vote for the meeting to continue, any meeting that has lasted for four hours (excluding adjournments) will adjourn immediately following conclusion of the item of business under consideration. Remaining business will be considered at a time and date fixed by the Chief Executive Officer, in consultation with the Chair. If they do not fix a date, the remaining business will be considered at the next Ordinary Meeting.

## **10. QUESTIONS BY THE PUBLIC**

### **10.1 General**

Members of the public may ask questions at Ordinary Meetings of the Board and Executive Committee. A maximum period of fifteen minutes shall be allowed at any such meeting for public questions. This may be extended at the discretion of the Chair. Members of the public may not attend Finance and Governance Committee.

### **10.2 Notice of questions**

A question may only be asked if notice has been given by delivering it in writing or by electronic mail to the Chief Executive Officer no later than two working days before the day of the meeting. Each question must give the name and address of the questioner.

### **10.3 Record of questions**

The Chief Executive Officer will enter each question in a book open to public inspection. Rejected questions will include reasons for rejection.

Copies of all accepted questions will be circulated to all Members and will be made available to the public attending the meeting.

## **11. QUESTIONS BY MEMBERS**

on reports of Executive Committee or Finance and Governance Committee.

**11.1** A Member of the Board may ask the Chair or the Chair of a committee any question without notice upon an item of the report of the Executive Committee or Finance and Governance committee when that item is being received or is under consideration by the Board.

## **12. For the rules on Motions and Debates see Appendix 6**

## **13. VOTING**

### **13.1 Majority**

Unless this Constitution provides otherwise, any matter will be decided by a simple majority of those Members voting and present in the room at the time the question was put.

### **13.2 Chair's casting vote**

If there are equal numbers of votes for and against, the Chair will have a second or casting vote. There will be no restriction on how the Chair chooses to exercise a casting vote.

### **13.3 Show of hands**

Unless a ballot or recorded vote is demanded under Rules 13.4 and 13.5, the Chair will take the vote by show of hands, or if there is no dissent, by the affirmation of the meeting.

### **13.4 Ballots**

The vote will take place by ballot if one quarter of the number of Members present at the meeting demand it. The Chair will announce the numerical result of the ballot immediately the result is known.

### **13.5 Recorded vote**

If, before a vote is taken, three Members present at the meeting demand it, the names for and against the motion or amendment or abstaining from voting will be taken down in writing and entered into the minutes. A demand for a recorded vote will override a demand for a ballot except when voting for appointments when a ballot shall prevail.

### **13.6 Right to require individual vote to be recorded**

Where any Member requests it immediately after the vote is taken, their vote will be so recorded in the minutes to show whether they voted for or against the motion or abstained from voting.

### **13.7 Voting on appointments**

If there are more candidates than there are vacancies to be filled, the method of voting will be by way of ballot among the Members entitled to vote. Each Member shall be entitled to the number of votes equal to the number of vacancies. The candidate(s) with the most number of votes in the ballot shall be appointed. In the event of a tie, a second ballot for the tied candidates shall be conducted in the same way as the first ballot. If there continues to be a tie after the second ballot the Chair may decide whether to call another ballot or whether to decide the issue by the drawing of lots.

## **14. MINUTES**

### **14.1 Signing the minutes**

The Chair will sign the minutes of the proceedings (including confidential minutes) at the next suitable meeting. The Chair will move that the minutes of the previous meeting be signed as a correct record. The only part of the minutes that can be discussed is their accuracy.

When the minutes have been signed, Members may ask questions to ascertain what progress has been made on a particular matter referred to in the minutes, but not make any other statement or generate discussion on the minutes.

### **14.2 No requirement to sign minutes of previous meeting at Extraordinary Meeting**

Where in relation to any meeting, the next meeting for the purpose of signing the minutes is a meeting called under paragraph 3 of Schedule 12 to the Local Government Act 1972 (an Extraordinary Meeting), then the next following meeting (being a meeting called otherwise than under that paragraph) will be treated as a suitable meeting for the purposes of paragraph 41(1) and (2) of schedule 12 relating to signing of minutes.

### **14.3 Form of minutes**

Minutes will contain all motions and amendments in the exact form and order the Chair put them.

(The minutes of proceedings when the meeting was not open to the public or which disclose exempt or confidential information may not be made available to the public but a summary of the proceedings will be made available where the minutes open to inspection do not provide a reasonably fair and coherent record - See the Access to Information Procedure Rules).

## **15. RECORD OF ATTENDANCE**

All Members present during the whole or part of a meeting must sign their names on the attendance sheets before the conclusion of every meeting to assist with the record of attendance.

## **16. EXCLUSION OF PUBLIC**

Members of the public and press may only be excluded either in accordance with the Access to Information Rules in Part 3 of this Constitution or Rule 18 (Disturbance by Public).

## **17. MEMBERS' CONDUCT**

### **17.1 When a Member may speak**

Members shall indicate to the Chair, Vice Chair or the Chief Executive Officer that they wish to speak. The Vice Chair and the Chief Executive Officer shall assist the Chair to identify those who have so indicated. The Chair shall invite Members to speak at the Chair's discretion.

## **17.2 Member not to be heard further**

If a Member persistently disregards the ruling of the Chair by behaving improperly or offensively or deliberately obstructs business, the Chair may move that the Member be not heard further. If seconded, the motion will be voted on without discussion.

## **17.3 Member to leave the meeting**

If the Member continues to behave improperly after such a motion is carried, the Chair may move that either the Member leaves the meeting or that the meeting is adjourned for a specified period. If seconded, the motion will be voted on without discussion.

## **17.4 General disturbance**

If there is a general disturbance making orderly business impossible, the Chair may adjourn the meeting for as long as they think necessary.

## **18. DISTURBANCE BY PUBLIC**

### **18.1 Removal of member of the public**

If a member of the public interrupts proceedings, the Chair will warn the person concerned. If they continue to interrupt, the Chair will order their removal from the meeting room.

### **18.2 Clearance of part of meeting room**

If there is a general disturbance in any part of the meeting room open to the public, the Chair may call for that part to be cleared.

## **19. RECORDING AND FILMING OF MEETINGS**

The public proceedings of Board and Executive Committee meetings may be recorded by members of the public and/or the press as well as by any Member or the CEO.

This includes filming as well as audio-recording, and photography is also permitted.

At the start of a meeting, the Chair will enquire if anyone present intends to record /film proceedings (although desirable, it is not a legal requirement for an attendee to notify the Board of an intention to record/film).

Any recording/filming must not be disruptive or distracting to the good order and conduct of the meeting; and 'roaming' around the venue while recording/filming is not permitted. The Chair will exclude anyone whose behaviour is disruptive.

Any recording/filming should only be of Members and Board Officers, and not any Members of the public (unless they are formally addressing the meeting or unless specific permission has been given by those individuals).

If an individual decides to reproduce any of the recording/filming, the recording/filming must not be edited in any way that could lead to misinterpretation of the proceedings. This includes not editing

any image or views expressed in a way that may ridicule or show a lack of respect towards those being recorded/filmed.

In order to protect the interests of Members and Officers, and any other person addressing the Board's meetings, in case individuals do not record/film proceedings for 'genuine' purposes and/or seek to abuse any potential entitlement by editing and re-publishing extracts so that they do not accurately reflect what has actually occurred at a meeting, the Board may make its own recording (audio and/or visual) of proceedings.

## **20. PETITIONS**

Any petition or similar communication received by a Member or the Chief Executive Officer should first be presented formally to the next meeting of the Board for consideration by the Member or Chief Executive Officer.

For the purposes of this Rule, a petition or similar communication must contain the names of at least 10 people residing within the Cotswolds AONB.

## **21. SUSPENSION AND AMENDMENT OF BOARD PROCEDURE RULES**

### **21.1 Suspension**

All of these Board Rules of Procedure except Rule 16 (Exclusion of Public), 17.4 (General Disturbance) and Rule 18 (Disturbance by Public) may be suspended by motion on notice or without notice if at least one half of the whole number of Members of the Board are present. Suspension can only be for the duration of the meeting.

### **21.2 Amendment**

Any motion to add to, vary or revoke these Board Rules of Procedure will, when proposed and seconded, stand adjourned without discussion to the next Ordinary Meeting of the Board.

## **B. EXECUTIVE COMMITTEE AND FINANCE AND GOVERNANCE COMMITTEE PROCEDURE RULES**

1. In addition to rules set out in this section, Rules 5-6, 8-14 and 16-21 of the Board Procedure Rules (Section A) apply to meetings of the Executive Committee. The same except for Rule 18 (Disturbance by Public, not applicable) applies to Finance and Governance Committee.

## **2. ORDINARY MEETINGS OF EXECUTIVE COMMITTEE, AND FINANCE AND GOVERNANCE COMMITTEE**

- 2.1 Ordinary Meetings of the Executive Committee and Finance and Governance Committee must be held on dates and times agreed well in advance. The date and time fixed may be altered by the Chair of such committee if, for good reason, they consider that the date fixed is inconvenient for the despatch of business.

- 2.2 The Executive Committee will normally meet on at least three occasions during the year. The meeting programme will be submitted to the Annual General Meeting of the Board. The Chair may call additional Executive Committee meetings and the Chief Executive Officer will make the necessary arrangements.
- 2.3 The Finance and Governance Committee will normally meet quarterly.
- 2.4 Quorum for Executive Committee shall be at least three Members and for Finance and Governance Committee two Members.

### **3. CHAIRS OF COMMITTEES**

- 3.1 The Finance and Governance Committee at its first meeting after the Annual General Meeting must, as its first item of business, elect a Chair and appoint a Vice-Chair. To be eligible for election/appointment, any nominee should be present at the meeting.
- 3.2 The Chair of the Board shall act as the Chair of the Executive Committee but is not eligible to hold office as a Chair of another committee or sub-committee during their term.
- 3.3 No Member of the Board is entitled to hold the office of the Chair of more than one committee or sub-committee at any time.
- 3.4 No Member of the Board is entitled to hold the office of the Chair of any committee or sub-committee for a continuous period of more than 10 years.

### **4. PROPOSER OF MOTION MAY ATTEND**

A Member of the Board who has proposed a motion which has been referred to a committee of which they are not a Member is entitled to attend the meeting at which the motion is to be considered and to speak at the meeting but may not vote.

### **5. ITEMS FOR AGENDA**

A Member can require that an item be placed on the agenda for a committee if they give notice of such a request not later one week before the meeting in question; provided that no Member may seek to exercise their right under this Rule in relation to an item which they have previously had placed on an agenda within the preceding six months, or where the matter has been debated and determined within the preceding six months.

### **6. ATTENDANCE OF MEMBER AS OBSERVER**

Members not on Executive Committee and Finance and Governance Committee have the right to attend the meetings as observers. They may speak by invitation only from the Chair, but may not vote.

### **7. SUSPENSION OF PROCEDURE RULES**

- 7.1 All of the Rules of Procedure which apply to meetings of the Executive Committee and Finance and Governance Committee except Rule 16 (Exclusion of Public), Rule 17.4 (General Disturbance) and Rule 18 (Disturbance by Public) may be suspended by motion on notice or without notice if at least one half of the whole number of Members of the Executive Committee or Finance and Governance Committee are present and support the suspension. Suspension can only be for the duration of the meeting.

- 7.2** Any notice of motion to suspend Procedure Rules to enable the rescinding of a decision taken within the preceding six months must be submitted in line with the normal procedure for the submission of notices of motion, except that in cases which satisfy the legal conditions of urgency, any such notice of motion be permitted to be dealt with at the meeting concerned.

## **8. CONFLICTS OF INTEREST**

Where a potential conflict of interest arises in carrying out an Executive Committee or Finance and Governance Committee function, this should be dealt with in accordance with the Members' Code of Conduct as set out in Part 4 of the Constitution.

## **9. AGENDAS OF EXECUTIVE COMMITTEE AND FINANCE AND GOVERNANCE COMMITTEE**

- 9.1 The Chief Executive Officer has responsibility for the agenda of the Executive Committee, in consultation with the Chair. The Chair can put any executive matter on the agenda of the Executive Committee. The Chair can include urgent item(s) at the meeting.
- 9.2 Copies or electronic links to the Executive Committee agenda will be circulated to all Members by the Chief Executive Officer.
- 9.3 Agendas for the Finance and Governance Committee are the responsibility of the Head of Finance and the Chair of the Committee.
- 9.4 The Head of Paid Service, Monitoring Officer or Finance Officer (as defined in Article 9 of the Constitution) can also require matters to be placed before the Executive Committee or Finance and Governance Committee. They can require the Chief Executive Officer to call such a meeting in pursuance of their statutory duties.

## **10. MATTERS OF URGENCY**

- 10.1** The Chief Executive Officer, as the Board's Head of Paid Service, has delegated authority to take any action they consider necessary in the interests of the Board in cases of urgency. If possible, they must only act after consultation with the Chair. Any action taken in this way shall be reported to the first available meeting of the Executive Committee or the Board.

## **11. APPOINTMENT OF OTHER COMMITTEES**

The Board at its Annual General Meeting must appoint such committees as it is required to appoint by or under any statute or by virtue of the Constitution.

The Board can at any other time appoint such other committees or sub-committees as it considers necessary or disestablish any committees or sub-committees. It can at any time dissolve or alter the Membership of a committee or sub-committee.

Any such committee referred to in this rule is referred to as an Other Committee.

## **C. ACCESS TO INFORMATION PROCEDURE RULES**

### **1. SCOPE**

These rules apply to all meetings of the Board, the Executive Committee and Finance and Governance Committee, (together called “meetings”).

### **2. ADDITIONAL RIGHTS TO INFORMATION**

These rules do not affect any more specific rights to information contained elsewhere in this Constitution or the law.

### **3. RIGHTS TO ATTEND MEETINGS**

Members of the public may attend all Board meetings subject only to the exceptions in these rules, but not the meetings of the Finance and Governance Committee, Executive Committee or Other Committees.

### **4. NOTICES OF MEETING**

The Chief Executive Officer will give at least three clear working days’ notice of any meeting by posting details of the meeting on the Board’s website.

### **5. ACCESS TO AGENDA AND REPORTS BEFORE THE MEETING**

The Chief Executive Officer will make copies of the agenda and reports available on the Board’s website at least three working days before the meeting.

### **6. SUPPLY OF COPIES**

a) The Chief Executive Officer will supply copies of:

- any agenda and reports which are open to public inspection;
- any further statements or particulars necessary to indicate the nature of the items in the agenda; and
- any other documents supplied to Board Members in connection with an item, if the Chief Executive Officer thinks fit

to any person on payment of a charge for postage, photocopying and any other costs.

In addition, the Board shall give an electronic link to the minutes of the meeting to:

- the proper Officer of each local authority specified in Schedule 1 of the Order
- each parish council or parish meeting specified in Schedule 2 of the Order
- Natural England
- DEFRA
- and if requested by the Secretary of State, a copy of any report, return or information which the Board is required to send or give to the Secretary of State in accordance with Section 230 of the Local Government Act 1972.



## **7. ACCESS TO MINUTES AND RECORDS AFTER THE MEETING**

The Chief Executive Officer will make available copies of the following for six years after a meeting:

- the minutes of the meeting excluding any part of the minutes of proceedings when the meeting was not open to the public or which disclose exempt or confidential information;
- a summary of any proceedings not open to the public where the minutes open to inspection would not provide a reasonably fair and coherent record;
- the agenda for the meeting; and
- reports relating to items when the meeting was open to the public.

## **8. BACKGROUND PAPERS**

### **8.1 List of Background Papers**

Where appropriate, the Chief Executive Officer will set out a list of those documents (called background papers) relating to the subject matter of the report which in their opinion:

- (a) disclose any facts or matters on which the report or an important part of the report is based; and
- (b) which have been relied on to a material extent in preparing the report

but does not include published works or those which disclose exempt or confidential information (as defined in Rule 10 below).

## **9. SUMMARY OF THE PUBLIC'S RIGHTS**

A written summary of the public's rights to attend meetings and to inspect and copy documents will be made available on the Board's website.

## **10. EXCLUSION OF ACCESS BY THE PUBLIC TO MEETINGS**

### **10.1 Confidential Information - Requirement to Exclude Public**

The Chair may exclude members of the public from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that confidential information would be disclosed.

### **10.2 Exempt Information - Discretion to Exclude Public**

The Chair may exclude members of the public from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that exempt information would be disclosed.

Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6.

### 10.3 Meaning of Confidential Information

Confidential information means information given to the Board by a Government Department on terms which forbid its public disclosure or information which cannot be publicly disclosed by Court Order.

### 10.4 Meaning of Exempt Information

Exempt information means information falling within the following seven categories detailed in Schedule 12A of the Local Government Act 1972 (subject to any qualifications, and to the interpretations identified):

- (i) Information relating to any individual.
- (ii) Information which is likely to reveal the identity of an individual.
- (iii) Information relating to the financial or business affairs of any particular person, including the authority holding that information. (*Financial or business affairs includes contemplated, as well as past or current, activities*).
- (iv) Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matters arising between the Board or a Minister of the Crown and employees of, or office-holders under, the Board.

*‘Labour relations matter’ means - (a) any of the matters specified in paragraphs (a) to (g) of section 218(1) of the Trade Union and Labour Relations (Consolidation) Act 1992 (matters which may be the subject of a trade dispute, within the meaning of that Act); or (b) any dispute about a matter falling within (a) any of the matters specified in paragraphs (a) to (g) of section 218(1) of the Trade Union and Labour Relations (Consolidation) Act 1992 (matters which may be the subject of a trade dispute, within the meaning of that Act); or (b) any dispute about a matter falling within paragraph (a) above;*

*and, for the purposes of this definition, the enactments mentioned in paragraph (a) above, with the necessary modifications, shall apply in relation to office-holders under the Board as they apply in relation to employees of the Board.*

*‘Employee’ means a person employed under a contract of service.*

*‘Office-holder’, in relation to the Board, means the holder of any paid office, appointments to which are or may be made or confirmed by the Board or by any joint committee/board on which the Board is represented or by any person who holds any such office or is an employee of the Board*

- (v) Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.
- (vi) Information which reveals that the Board proposes - to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or to make an order or direction under any enactment.
- (vii) Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.

## **11. EXCLUSION OF ACCESS BY THE PUBLIC AND PRESS TO REPORTS**

If the Chief Executive Officer thinks fit, the Board may exclude access by the public and press to reports which in his or her opinion relate to items during which, in accordance with Rule 10, the meeting is likely not to be open to the public. Such reports will be marked “Not for Publication” together with the category of information likely to be disclosed

## **12. ADDITIONAL RIGHTS OF ACCESS FOR MEMBERS**

Members have additional rights of access to documents as set out in the Local Authorities (Executive Arrangements) (Access to Information) (England) Regulations 2000 (as amended). They also have certain common law rights. More information on this is given in the Protocol on Member/Officer Relations set out in Part 4 of this Constitution.

## **D. BUDGET AND POLICY FRAMEWORK PROCEDURE RULES**

### **1. The framework for decision making**

The Board will be responsible for the adoption of its Budget and Policy Framework as set out in Article 4. Once a Budget and Policy Framework is in place, it will be the responsibility of the Board’s officers to implement it.

The principal vehicles for approving and stating the Board’s Budget and Policy Framework are the 3-Year Business Plan Framework and the Annual Work Programme.

The process by which the 3-Year Business Plan Framework and Annual Work Programme shall be developed will be proposed by the Chief Executive Officer, with support from the relevant Committee and then approved by the Board.

- (a) In approving the 3-Year Business Plan Framework and Annual Work Programme, the Board will also specify the extent of virement within the Budget and degree of in-year changes which may be undertaken by the Finance and Governance Committee. Any other changes to the Business Plan are reserved to the Board.

### **2. Virement**

The Board will decide on virement limits in accordance with the nature of its functions and the size of its budget. This may be by reference to percentage of budget, number of episodes of virement or by reference to a financial limit. These details will be contained in the Board’s Financial Regulations.

### **3. In-Year Changes to Budget and Policy Framework**

The responsibility for agreeing the Budget and Policy Framework lies with the Board, and decisions by the Committees, officers or joint arrangements discharging Committee functions must be in line with it. No changes to any policy and strategy that make up the Policy Framework may be made by those bodies or individuals, except those changes:

- (i) necessary to ensure compliance with the law, ministerial direction or Government guidance;
- (ii) in relation to the Policy Framework in respect of a policy which would normally be agreed annually by the Board following consultation, but where the existing policy document is silent on the matter under consideration.

#### **4. Decisions Outside the Budget or Policy Framework**

- 4.1 Subject to the provisions of paragraphs 3 and 4 above, the Committees and any officers or joint arrangements discharging Committee functions may only take decisions which are in line with the Budget and Policy Framework. If any of these bodies or persons wishes to make a decision which is contrary to the Policy Framework, or contrary to or not wholly in accordance with the Budget approved by Full Board, then that decision may only be taken by the Board, subject to paragraph 6 below.
- 4.2 If the Committees or any officers, or joint arrangements discharging Committee functions want to make such a decision, they shall take advice from the Chief Executive Officer and Head of Finance as to whether the decision they want to make would be contrary to the Policy Framework, or contrary to or not wholly in accordance with the Budget. If the advice of either of those officers is that the decision would not be in line with the existing Budget and/or Policy Framework, then the decision must be referred by that body or person to the Board for decision, unless the decision is a matter of urgency, in which case the provisions in paragraph 6 shall apply.

#### **5. Financial and Contract Regulations**

Financial and contract regulations are documented in Appendix 1.

#### **6. Urgent Decisions Outside the Budget or Policy Framework**

- 6.1 The Finance and Governance Committee may take a decision which is contrary to the Board's Policy Framework or contrary to or not wholly in accordance with the Budget approved by the Board if the decision is a matter of urgency. However, the decision may only be taken if it is not practical to convene a meeting of the Board.
- 6.2 Following the decision, the decision taker must provide a full report to the next Board meeting explaining the decision, the reasons for it and why the decision was treated as a matter of urgency.

### **E. OFFICER EMPLOYMENT PROCEDURE RULES**

#### **1. Recruitment and Appointment**

- (a) Declarations
  - (i) The Board will draw up a statement requiring any candidate for appointment as an Officer to state in writing whether they are the relative of an existing Board Member or Officer of the Board;
  - (ii) In this paragraph:-

(a) “relative” means a spouse, partner, parent, parent-in-law, son, daughter, step-son, step-daughter, child of a partner, brother, sister, grandparent, grandchild, uncle, aunt, nephew, niece or the spouse or partner of any of the preceding persons; and

(b) “partner” in sub-paragraph (ii)(a) above means a Member of a couple who live together

(iii) No candidate so related to a Board Member or an Officer will be appointed without the authority of the Chief Executive Officer or, in the case of the appointment of the Chief Executive Officer, by the Executive Committee.

(b) Seeking support for appointment

(i) The Board will disqualify any applicant who directly or indirectly seeks the support of any Board Member for any appointment with the Board. The content of this paragraph will be included in any recruitment information;

(ii) No Board Member will seek support for any person for any appointment with the Board.

## **2. Recruitment of Chief Executive Officer**

Where the Board proposes to appoint a Chief Executive Officer and it is not proposed that the appointment be made exclusively from among their existing Officers, the Board will:

(a) draw up a statement specifying:

(i) the duties of the Officer concerned; and

(ii) any qualifications or qualities to be sought in the person to be appointed;

(b) make arrangements for the post to be advertised in such a way as is likely to bring it to the attention of persons who are qualified to apply for it; and

(c) make arrangements for a copy of the statement mentioned in paragraph (a) to be sent to any person on request.

## **3. Appointment of Chief Executive Officer**

The Board will approve the appointment of the Chief Executive Officer following the recommendation of such an appointment by a selection panel of the Board Members, subject to the approval of the Secretary of State.

## **4. Other Appointments**

**Officers below the Chief Executive Officer:** Appointment of officers below the Chief Executive Officer, is the responsibility of the Chief Executive Officer or their nominee, and may not be made by Board Members unless invited to do so by the Chief Executive Officer.

## 5. Disciplinary Action

- (a) **Suspension:** The Head of Paid Service, Finance Officer and Monitoring Officer may be suspended by the Board whilst an investigation takes place into alleged misconduct. That suspension will be on full pay and last no longer than two months.
- (b) **Independent Person:** No other disciplinary action may be taken in respect of any of those officers except in accordance with a recommendation in a report made by a designated independent person under Regulation 7 of the Local Authorities (Standing Orders) Regulations 2001.
- (c) Board Members will not be involved in the disciplinary action against any Officer below Chief Executive Officer level except where such involvement is necessary for any investigation or inquiry into alleged misconduct, though the Board's disciplinary, capability and related procedures, as adopted from time to time may allow a right of appeal to Members in respect of disciplinary action. That involvement will be via the Board's Employment and Appeal Tribunal.

## 6. Dismissal

- (a) Board Members will not be involved in the dismissal of any Officer below Chief Executive Officer level except where such involvement is necessary for any investigation or inquiry into alleged misconduct, though the Board's disciplinary, capability and related procedures, as adopted from time to time may allow a right of appeal to Members in respect of dismissals.
- (b) Dismissal of Chief Executive Officer/Head of Paid Service: Where a committee is discharging, on behalf of the Board, the dismissal of the Chief Executive Officer/Head of Paid Service, the Board must approve that dismissal before notice of dismissal is given to them.

## Part 4 Codes and Protocols

As public office holders, Members' and Officers' actions are governed by the principles set out in the Codes of Conduct (see Appendix 4) and by the key principles of public life:

### 1. KEY PRINCIPLES OF PUBLIC LIFE

The key principles upon which this Code of Conduct is based and which Members are expected to observe are the Seven Principles of Public Life<sup>2</sup>. These principles should inform all actions and decisions:

**Selflessness:** Holders of public office should act solely in terms of the public interest.

**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.

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<sup>2</sup> <https://www.gov.uk/government/publications/the-7-principles-of-public-life>

**Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability:** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**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 so doing.

**Honesty:** Holders of public office should be truthful.

**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.

## 2. MEMBERS' CODE OF CONDUCT

### Introduction

Along with the seven principles of public life, Members should observe the Members' Code of Conduct which is documented in Appendix 4.

## 3. OFFICERS' CODE OF CONDUCT

### Introduction

The Officer Code of Conduct is intended to lay down guidelines which will help maintain and improve standards and protect employees from misunderstanding or criticism. An Employee Handbook is made available to all employees and if an employee considers that they may breach the Code or policies laid out in the Handbook they should seek guidance from the Chief Executive Officer at the earliest opportunity. The over-riding principle is that if in doubt, ask. Instances where the Code or policies are broken will be investigated and appropriate action taken. This need not involve the use of the Board's Disciplinary Procedure and will depend on the individual circumstances of the case.

## Part 5 Members' Allowances

Members are entitled to allowances as laid out in Appendix 5. Allowances shall be reviewed annually by Finance and Governance Committee.

## Appendices

### Appendix 1. FINANCIAL AND CONTRACT REGULATIONS

Section 23 of the Order states that:

- (1) *Sections 151 (financial administration) and 168 (financial returns) of the Local Government Act 1972 shall apply in relation to the Board as if the Board were a local authority for the purposes of those sections. The Board is required to comply with the Local Audit and Accountability Act 2014, the Accounts and Audit Regulations 2015, and the formal guidance issued by the Joint Panel on Accountability and Governance (JPAG).*
- (2) *Subject to paragraphs (3) and (4) (below) the Board shall –*
  - (a) *keep a fund (to be known as the general fund) to which all income to the Board shall be carried and from which all expenditure discharging liabilities shall be met; and*
  - (b) *keep accounts of income and expenditure of the general fund.*
- (3) *The provisions of paragraph (1) (above) are without prejudice to any provision contained in any enactment or instrument requiring the Board to keep –*
  - (a) *specific fund or funds in respect of specified income and expenditure of the Board; and*
  - (b) *specific accounts in respect of specific income and expenditure of any funds of the Board.*
- (4) *Nothing in paragraph (2)(a) (above) shall be construed as requiring or authorising the Board to apply or dispose of surplus revenue arising from any undertaking carried on by them otherwise than in accordance with any enactment or instrument applicable to the undertaking.*

#### Responsibilities

1. The Board is responsible for ensuring the effective regulation and control of the finances of the Conservation Board for the Cotswolds AONB. This includes:
  - (a) Ensuring the solvency of the organisation.
  - (b) Developing a reserve fund to support future expenditure.
  - (c) Safeguarding the organisation's assets.
  - (d) Ensuring the effective and efficient use of the organisation's resources.
  - (e) Ensuring compliance with any regulatory body's performance standards.
  - (f) Ensuring that financial controls are in place and working effectively and that a statement of assurance is produced by the external auditors annually.
  - (g) Ensuring the organisation complies with any regulatory body's code of audit practice.
  - (h) Approving the organisation's strategic plans.
  - (i) Approving annual estimates of income and expenditure and approving the annual financial statements.



- (j) Appointing the organisation's internal auditors; and
  - (k) Approving these Financial & Contract Regulations and changes thereto, as it considers necessary for the proper control of the finances, accounts, income, expenditure and assets of the organisation.
2. The Finance and Governance Committee is accountable to the Board. The Finance and Governance Committee is responsible for the regular monitoring of the organisation's finances, including:
- (a) With the Chief Executive Officer and the Finance Officer, ensuring that the Board has adequate information to enable it to discharge its financial responsibilities.
  - (b) Examining annual budgets, presenting them to the Board and recommending their approval.
  - (c) Ensuring that short term budgets are in line with agreed longer term plans;
  - (d) Ensuring that budgets are followed.
  - (e) Deciding on financial matters within its delegated powers.
  - (f) Receive and act upon reports from internal and external auditors.
  - (g) Considering any other matter relevant to the financial duties of the Board and to make recommendations accordingly and
  - (h) Recommending to the Board changes to these Financial & Contract Regulations.
3. The Chief Executive Officer is responsible for:
- (a) The operational management of the organisation's affairs;
  - (b) Reporting to the Finance and Governance Committee on the level of resources to be used in each financial year;
  - (c) Keeping the Finance and Governance Committee informed of the organisation's financial performance through the year;
  - (d) Ensuring that officers follow the Financial & Contract Regulations set by the Board; and
  - (e) Ensuring that officers are accountable for the security, custody and control of the organisation's resources, including cash and equipment.
4. The Functions of the Finance Officer are set out in Article 13.03 of the Constitution. The Finance Officer is accountable to the Chief Executive Officer for the administration and control of the organisation's finances, which includes:
- (a) Preparing the draft annual budget and accounts with the Chief Executive Officer;
  - (b) Presenting the budget and accounts to the Finance and Governance Committee and the Board;
  - (c) Preparing regular statements for the Chief Executive Officer and the Finance and Governance Committee;
  - (d) Liaising with the organisation's auditors;
  - (e) Monitoring the day to day running of the organisation's financial activity;
  - (f) With the Chief Executive Officer, maintaining an efficient system of internal control as set by the Board. (The principle of separation of duties must be built into financial procedures, where possible.)
  - (g) Debt management; and
  - (h) Grant management.
5. All Members, officers and volunteers are responsible for observing the organisation's financial regulations and procedures.

## **Budgetary Control**

6. A draft annual budget will be prepared as part of the business planning process in the autumn of each year and presented to the Finance and Governance Committee for consideration before submission to the Board for approval.
7. The Chief Executive Officer is accountable for the control of income and expenditure within the agreed core and project budgets.
8. Financial information comparing actual income and expenditure to the budgets will be provided by the Finance Officer to the Chief Executive Officer, in a format decided by the Chief Executive Officer, at a frequency determined by the Chief Executive Officer.
9. Regular, prompt and accurate records of the budgetary position shall be presented to the Finance and Governance Committee at quarterly meetings of the Finance and Governance Committee and the Board must be kept regularly informed.
10. Virement will only be allowed where conditions of grants or donations permit and must be approved at the following levels:

<b>Value of Virement</b>	<b>Level of Authority</b>
£0 - £50,000	Chief Executive Officer
Above £50,000	Finance and Governance Committee (for onward recommendation to the Board)

## **Banking**

11. All bank accounts will be opened in the name of the Conservation Board for the Cotswolds AONB.
12. Bank accounts may only be opened or closed with the authority of the Board or the Finance and Governance Committee, on the signature of the Chief Executive Officer.
13. The Finance Officer is responsible for liaising with the organisation's bankers and shall ensure that bank mandates are kept up to date.
14. Cheques and electronic payments will be authorised by two different people in accordance with the delegation of the Chief Executive Officer and both officers authorising the payment will check that the payment is proper and in accordance with the budget.
15. The Finance Officer is accountable for ensuring that bank reconciliations are carried out regularly and at least monthly. The Finance Officer will inform the Chief Executive Officer of the results.

## **Investments**

16. The Board operates in accordance with a Treasury Management policy which complies with the Chartered Institute of Public Finance Accounting (CIPFA) Local Authority Accounting Panel (LAAP) Bulletin number 99, issued in July 2014; and that the Board reviews the policy annually in the light of its changing financial circumstances.

## **Income**

17. The Finance Officer shall ensure that financial controls are in place to ensure that all money received, whether electronically, through the post or by hand is recorded and properly safeguarded.
18. Money received into the Board's merchant (PayPal) accounts shall be transferred to the Board's current account at least monthly, and / or when the balance exceeds £5,000.
19. All income should be banked intact. No deductions or payments may be made from any income collected on behalf of the organisation.
20. All statement, receipts and returns shall be securely filed (paper or electronic copy).
21. The Finance Officer shall ensure the prompt claiming and receipt of all grant income and contributions from funding partners.
22. The Finance Officer will monitor outstanding debts and report to the Chief Executive Officer regularly.

## **Payments and Contracts**

23. Project grants should be approved by the relevant Committee and authorised in accordance with the delegation of the Chief Executive Officer. The approval of project grant payments may be delegated to a relevant working/steering group or assessment panel.
24. Payments which are in line with the budget allocation must be approved by the Chief Executive Officer or an officer delegated by the Chief Executive Officer to have authority over the specified area of the Board's budget, the 'Budget Holder'.
25. Where a payment is likely to exceed the budget allocated for that expenditure, virement should be carried out in accordance with Regulation 10 above. Where this does not provide sufficient budget, it should not be completed until sufficient finance has been obtained and the payment authorised by the Chief Executive Officer, the Finance and Governance Committee or the Board in accordance with delegated powers.
26. Officers are not allowed to enter into contracts that commit the Board to expenditure beyond the current year without the express permission of the Chief Executive Officer.

27. All works, goods and services shall be ordered in the Board's name. All purchases should be made in accordance with the finance processes and procedures and promptly recorded on the accounting system.
28. Officers purchasing works, goods or services have a duty to seek value for money for the Board and the procedures listed below should be followed. The Finance Officer will report to the Executive Committee on an annual basis listing any procurements that have not been processed strictly in accordance with these Financial & Contract Regulations, along with a brief explanation.

Items with a value up to  
£5,000

The person purchasing the works, goods or services should use their best endeavours and judgement to seek value for money for the Board.

Items with a value of greater  
than £5,000 but no greater  
than £25,000

The officer should seek three quotations / prices. These may be taken from the supplier's catalogue, a price list, or from direct verbal or written communications with the supplier. The officer should consider the quality and the cost of the items to be supplied and recommend to the Chief Executive Officer the purchase that would most benefit the Board. Evidence of the quotations should be retained with the order.

Items with a value over  
£25,000

Formal written tenders should be sought from at least three suppliers, based on a written specification of the Board's requirements. These tenders should be evaluated against the specification and the most economically advantageous option recommended to the Chief Executive Officer.

29. The appointments of external consultants shall be the subject of written quotations and tenders which set out the scope of the work to be carried out, objectives to be achieved and the price to be paid.
30. The Chief Executive Officer will maintain a record of officers authorised to approve payment vouchers (e.g. invoices, starter forms and timesheets).
31. Invoices will not be passed for payment without the approval of the Budget Holder, who should check that:
  - (a) the goods, works or services have been received, examined and approved with regard to quantity and quality, services rendered or work done;
  - (b) invoice details (quantity, price and discount) are correct;
  - (c) the invoice has not been paid previously;

- (d) information required for internal Board records has been collected.
32. Payment vouchers with a value in excess of the Budget Holder's level of delegated authority should be passed up the chain of line management to be approved by an officer with a sufficient level of delegated authority. The second officer should sign to evidence that they have checked that the Budget Holder's checks have been carried out and that the payment is in accordance with the Board's budget and requirement.
33. Payment will only be made on an official, original invoice and not on statements or copy invoices without prior agreement of the Finance Officer or the Chief Executive Officer in their absence.

### **Capital or large-scale projects**

34. All capital and large-scale schemes should have funding secured before any contract is signed or the scheme is commenced.
35. All capital schemes and large projects will require Board approval and will require a fully costed, funded and risk assessed plan, including contingencies of at least 10%.
36. Capital and large-scale projects must be appraised by the Board's Finance Officer and Finance and Governance Committee.
37. Contracts will be let in accordance with applicable procurement regulations.
38. Selection of organisations to be invited to tender shall be decided by the Board.
39. Invitations to tender must include a full specification and conditions of tender, including the requirement to comply with any special requirements. Tenderers must be informed of the electronic tender submission process and be treated equally in all respects.
40. Any tender received after the deadline date, or not complying with the conditions of tender shall be disqualified. The reason for the disqualification shall be recorded at the time of its occurrence and the documentation signed by the Chief Executive Officer and the Chair.
41. Tenders must be evaluated taking into account the price, the quality, the tenderer's capacity for fulfilling the contract, the financial status of the tenderer and the Board's budgetary provision.
42. Post tender negotiations before award of the contract should only take place if it has been established as a condition of the tendering process in advance. It should not be used to make fundamental changes to the specification or award criteria, but can be used, for example to improve discounts, payment terms, delivery dates, guarantees, etc. In conducting post tender negotiations the following must be adhered to:
- (a) tenderers are informed in tender documentation that post tender negotiation may be used;
  - (b) at least two persons from the organisation are present at the negotiations
  - (c) a written record of the negotiations is kept.

43. Successful and unsuccessful tenderers must be informed of the award of the contract in writing.

## **Payroll**

44. Remuneration of officers will only be made through the payroll and against posts authorised in the budgeted establishment approved by the Board.
45. Allowances and expenses claimed by Board Members and volunteers will be paid through the payroll in accordance with the same rules that apply to officers' pay.
46. All monthly payments will be paid on the 20th day of the month. If this date falls on the weekend or a bank holiday, payment will be made on the nearest prior working day.
47. The Chief Executive Officer has accountability for notifying the payroll service provider of details of starters, leavers and other payroll information (including additional hours, allowance or expense claims, NI numbers, bank details and P45s) within the deadline for making payment on the following pay day (usually 6th day of the month).
48. It is the responsibility of the payroll service provider to arrange tax, NI and pension contributions, and any other authorised deduction for each officer in accordance with national calculations and Inland Revenue deadlines. End of year returns will be completed by the payroll service provider in accordance with Inland Revenue deadlines.
49. The Finance Officer has accountability for liaising with the payroll service provider and for the distribution of payslips and other payroll documentation to individual Members, officers and volunteers. Also for providing budgetary information and assurances to Finance and Governance Committee for all matters relating to staff pay and relevant pay scales.
50. Claims for additional payments (e.g. allowances and expenses) must be completed and signed by the Member, officer or volunteer claiming and approved by the line manager of the claimant. If the amount being claimed exceeds the line manager's level of delegated authority the approval should be passed up the line management chain and signed by an officer with the appropriate level of delegated authority. Claims will also be checked for accuracy before passing to the payroll service provider for payment.
51. Claims made by the Chief Executive Officer for additional payments should be approved by the Finance Officer and reviewed annually by the Chair.
52. Expenses should be claimed within one month, and under no circumstances more than three months, of the date of the expense being incurred.

## **Pensions**

53. The Board is a scheduled body within the Local Government Pension Scheme through the Local Government Pension Scheme and Management and Investment Funds (Amendment) Regulations

2005. The Board is a Member of the Gloucestershire County Council administered Local Government Pension Scheme.

54. As a Member of the Gloucestershire County Council Pension Scheme, the Board will contribute to the Scheme at rates agreed from time to time with the County Council.
55. Officers in the Scheme will contribute to the Scheme by deduction from pay in accordance with the Scheme rules.

### **Insurance**

56. It is the responsibility of the Board to ensure that the organisation is properly insured. Insurance policies will be negotiated by the Finance Officer with a reputable insurance supplier.
57. Insurance will be maintained to cover the following risks:
  - (a) Employers Liability
  - (b) Public Liability
  - (c) Property (if appropriate)
  - (d) Contents
  - (e) Specific risks (where appropriate)
  - (f) Money
  - (g) Libel and Slander
  - (h) Motor Vehicles
  - (i) Fidelity Guarantee
  - (j) Professional Indemnity for Officers and committee Members and others if deemed necessary
  - (k) Personal Accident for Staff and Volunteers
  - (l) Trustee (Member) Indemnity
  - (m) Business Travel
  - (n) Business Interruption (in respect of the Board's Offices) if deemed necessary
58. The Finance Officer will consult Officers regularly to identify any new risks that require insurance or alteration to existing policies and report the Board's insurance arrangements and claims history to the Finance and Governance Committee.
59. Any claims should be made promptly and records should be maintained of claims against each policy.

### **Accounts and Audit**

60. The Finance Officer shall determine the Board's accounting systems, form of accounts and supporting records in accordance with proper practice and the requirements of the Local Audit and Accountability Act 2014, the Accounts and Audit Regulations 2015 or any subsequent amending legislation and any other relevant legislation.

61. The Finance Officer shall maintain an adequate and effective system of internal control and audit of the Board's accounting, financial and other operations in accordance with proper practice. The internal auditor shall be appointed by and shall carry out the work required by the Board in accordance with proper practices. In order to demonstrate objectivity and independence, the internal auditor shall be free from any conflicts of interest and shall have no involvement in the financial decision making, management or control of the Board. The internal auditor shall report to the Finance and Governance Committee in writing or in person on a regular basis with a minimum of one annual written report in respect of each financial year.
62. Any officer, Member of the Board or volunteer shall, if the Finance Officer or internal auditor requires, make available such documents information and explanations which relate to their accounting and other records as appear to the Finance Officer or internal auditor to be necessary.
63. The Finance Officer shall ensure that the Board's annual accounts are completed in accordance with statutory requirements as soon as possible after the end of the financial year and shall present the accounts and any accompanying report to the Board by no later than 30 June.
64. The Finance Officer shall ensure that arrangements are made for the annual external audit in accordance with statutory requirements and that the auditor is supplied with all necessary information to carry out the audit. The Finance Officer shall bring to the attention of the Finance and Governance Committee any significant correspondence or report from the auditor (internal or external).
65. The accounts will be signed by the Chair.
66. Whenever any matter arises which involves, or is thought to involve, irregularities involving the finances, property or functions of the Board, the Chief Executive Officer shall be informed immediately. The Chief Executive Officer shall inform the Chair of the Board. The Chief Executive Officer shall investigate immediately and decide whether the investigation may be conducted internally (if there is no possibility of a crime having been committed) or reported to the police (if there is a possibility that a crime has been committed). The Chief Executive shall also inform any relevant external bodies, e.g. DEFRA, in accordance with contractual requirements. The Chief Executive Officer must report the outcome of their investigation to the Finance and Governance Committee. If appropriate, the matter may be dealt with under the Board's Disciplinary Procedures.

### **Security Procedures**

67. All cash and cheques shall be held securely and in accordance with the limits set in the Board's insurance policy. Officers carrying out banking should vary the day and time of their visits to the bank.
68. The security of the Board's computer system will be managed via controlled access, password procedures, protective software and back-up procedures under the advice of the Board's IT suppliers.



69. Financial information (in paper or electronic form) shall be retained for seven years including the current year unless a longer term is required to satisfy the terms of a specific grant or contract.

### **Asset Register**

70. An asset register will be maintained for financial control and accounting (depreciation) purposes. All assets shall be recorded in the register. All new assets and disposals should be recorded promptly.
71. Assets should be checked against the register annually. Any missing or damaged assets should be reported to the Finance Officer and investigated.
72. Assets which are damaged beyond use, missing or obsolete may be written off and or disposed of on the following authority:

<b>Residual Value</b>	<b>Level of Authority</b>
£0 - £5,000	Chief Executive Officer
Above £5,000	Board (on the recommendation of the Finance and Governance Committee)

73. The reason for the write off shall be recorded in the register.

### **Borrowing**

74. Section 28 of the Order states that:

- (1) *Subject to paragraph (3) (below), the Board may, with the approval of the Secretary of State, borrow money -*
- (a) *for any purpose relevant to their functions under any enactment, or*
- (b) *for the purposes of the prudent management of their financial affairs.*
- (2) *The approval of the Secretary of State under paragraph (1) (above) may be given subject to conditions or limitations.*
- (3) *The Board may borrow by way of temporary loan or overdraft from a bank or otherwise such money as the Board may temporarily require for the purpose of meeting expenses pending the receipt of revenues receivable by them in respect of the period of account in which the expenses are chargeable.*
- (4) *A person lending money to the Board shall not be bound to enquire whether the Board have power to borrow the money and shall not be prejudiced by the absence of any such power.*

75. All borrowing must be effected in accordance with the Order, in the name of the organisation and authorised in advance by the Board.

## **Property**

76. Land, Enforceability of Covenants Section 26 of the Order states that:

*Section 33 of the Local Government (Miscellaneous Provisions) Act 1982 (enforceability by local authorities of certain covenants relating to land) shall have effect as if references to a principal council included references to the Board; and for the purposes of this paragraph the reference in section (1) of that section to section 111 of the Local Government Act 1972 shall have effect as a reference to the powers and functions on the Board.*

77. Agreements as to incidental matters Section 27 of the Order states that:

- (1) *The Board may from time to time make agreements in consequence of this Order with any public body (within the meaning of Section 85(3) of the Local Government Act 2000) with respect to –*
- (a) *any property, income, rights or liabilities (so far as affected by this Order) of the parties to the agreement; or*
  - (b) *any financial relations between those parties.*
- (2) *Such an agreement may provide –*
- (a) *for the transfer or retention of any property, rights and liabilities, with or without conditions, and for joint use of any property;*
  - (b) *for the making of payments by any party to the agreement in respect of –*
    - (i) *property, rights, liabilities transferred or retained;*
    - (ii) *the joint use of [property]; or*
    - (iii) *remuneration or compensation payable to any person.*
- (3) *In default of agreement as to any disputed matter, the matter shall be referred to the arbitration of a single arbitrator agreed by the parties or, in default of agreement, appointed by the Secretary of State; and the award of the arbitrator may make any provision which might be contained in an agreement under this Article.*
- (4) *In paragraph 3 (above) “disputed matter” means any matter which might be the subject of provision contained in an agreement under this Article.*

78. Miscellaneous transactions and powers Section 29 of the Order states that:

- (1) *The following provisions of the Local Government Act 1972 shall have effect as if the board were a principal council for the purposes of that Act and as if the Cotswolds Area of Outstanding Natural Beauty were the authority’s area –*

- (a) *section 132 (provision of premises for public meetings);*
  - (b) *section 135 (contracts of local authorities);*
  - (c) *section 136 (contributions to expenditure on concurrent functions);*
  - (d) *section 139 (acceptance of gifts and property);*
  - (e) *sections 140, 140A and 140C (insurance);*
  - (f) *sections 141 (research and the collection of information) and 142 (provision of information, etc);*
  - (g) *section 144 (power to encourage visitors and provide conference and other facilities); and*
  - (h) *section 222 and 223 (conduct of prosecutions and participation in other legal proceedings).*
- (2) *Section 38 of the Local Government (Miscellaneous Powers) Act 1976 (use of spare capacity of local authority computers) shall have effect as if the Board were a local authority for the purposes of the Act.*
- (3) *Section 41 of the Local Government (Miscellaneous Provisions ) Act 1982 (lost property) shall have effect as if the Board were a local authority for the purposes of the Act.*
- (4) *Section 45 of the Local Government (Miscellaneous Provisions) Act 1982 (arrangements under the Employment and Training Act 1973) shall have effect as if the Board were a local authority to which the section applies.*

## Appendix 2 Roles

### 2.0 Chair of the Board

In respect of the Board, the Chair will be responsible for:

- (a) providing leadership to the Board;
- (b) upholding and promoting the constitution, and interpreting the constitution when necessary;
- (c) calling meetings (including annual general meetings and extraordinary meetings) of the Board in accordance with the Order and the procedural rules of the Board;
- (d) attending and chairing briefings for Board meetings as appropriate and being proactive in making proposals for the effective conduct of the agenda;
- (e) chairing Board meetings, ensuring that business is carried out efficiently and with regard to the rights of Board Members and the interests of the Cotswolds AONB, that issues are discussed in an open, honest and responsible way, that all points of view have a fair opportunity to be heard, that procedural rules are applied and observed, and that debate is guided towards clear and relevant decisions;
- (f) promoting the Board's strategy for discharging its duties;
- (g) encouraging high standards of propriety and promoting efficient and effective use of resources throughout the organisation;
- (h) instigating new partnerships across the public, private and voluntary sectors;
- (i) monitoring performance of and offering support to individual Board Members and, on request, providing assessments of performance when they are considered for reappointment;
- (j) ensuring that all Members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities; and, when vacancies arise, for advising appointing organisations of the needs of the Board with a view to ensuring a proper balance of expertise;
- (k) promoting good relationships and communication between Board Members, and between Board Members and officers;
- (l) appraising the performance of the Chief Executive Officer via a quarterly performance review and report thereon to the Board;
- (m) ensuring that a Code of Practice for Board Members is in place;
- (n) meeting representatives of DEFRA to consider the Board's plans, progress and funding; and acting as a link between the Board and the relevant Minister;
- (o) acting as an ambassador for the Cotswolds AONB and the Board, fully representing its resources and activities to a range of people and organisations;
- (p) attending selected briefings of politicians and senior representatives of partner organisations;
- (q) promoting public involvement in the Board's activities;
- (r) participating in the recruitment process for new Secretary of State Members; and
- (s) ensuring that the Vice-Chair is kept informed of all relevant matters.

#### 2.01 Responsibilities of the Chair in respect of the Executive Committee

In respect of the Executive Committee, the Chair is responsible for:

- (a) chairing meetings;
- (b) ensuring that the Executive Committee acts within the Board's policy and strategy;
- (c) identifying the need for research and studies on any matters of policy or service provision;
- (d) taking corporate Membership of any appropriate body or organisation whose objectives are considered to be beneficial to the pursuit of the Board's own activities;
- (e) taking urgent decisions on matters which fall within the Executive Committee's responsibilities in consultation with at least two other Members of the Executive Committee and reporting on those decisions to the next meeting of the Executive Committee or the Board.
- (f) ensuring the Board is kept informed of the work of the Executive Committee and the various working and steering groups

## **2.1 Board Member**

### **1. The Conservation Board's Purposes and Duty**

The Cotswolds Conservation Board was established by Parliament in 2004, became fully operational in 2005 and has two statutory purposes:

- to conserve and enhance the natural beauty of the Cotswolds Area of Outstanding Natural Beauty (AONB)
- to increase the understanding and enjoyment of the special qualities of the AONB

In fulfilling these purposes, the Board has a duty to seek to foster the social and economic well-being of local communities in the AONB.

### **2. Appointment or Election of Board Members**

Arrangements for the appointment of Board Members are set out in the Board's Establishment Order.

### **3. The Board's Composition**

The Board has a maximum of 37 voting Members: 15 appointed by local authorities, 14 appointed by the Secretary of State and 8 appointed by Parish Councils and Parish Meetings.

Board Members are appointed as individuals to the Board. While they may be appointed by a local authority or nominated by an organisation, they are not appointed to the Board to represent that authority or organisation. The Membership of the Board is constructed so that both local and national interests are reflected in its make-up. All Board Members are collectively responsible for decisions and should apply policies consistently. Whilst Board Members are drawn from three groups or sectors they work and act as one Board.

### **4. Roles and Functions of all Board Members**

The Board can only achieve its purposes effectively if its decisions take full account of the statutory purposes of the Board, balance local and national needs and lead to realistic actions.

## Main Roles:

- To guide the management of the Conservation Board so that it achieves its two purposes and in doing so helps deliver its duty.
- To guide the management of the Cotswolds AONB so that it delivers wide benefits to its local communities and the nation.

## Main Functions:

- a) To be an ambassador for the Conservation Board and its ambitions and policies at the local, national or international level;
- b) To champion the Board as an effective mechanism for the conservation and enhancement of the area's natural beauty, increasing public understanding and enjoyment of its special qualities, and maintaining the social and economic well-being of local communities;
- c) To champion the Board's Management plan, policies, advice and guidance, programmes and grants within their own individual networks;
- d) To be collectively responsible for decisions and contribute towards the overall strategic direction of the Conservation Board and management of the AONB through the development of policy, the management plan and business plan 3;
- e) To collectively participate in the development of policy direction, strategic thinking and innovation within the Conservation Board;
- f) To influence the Board to help it come to informed and balanced decisions, contributing knowledge, skills and advice from the local, regional and national perspective;
- g) To work with Members, staff and stakeholders to apply the purposes of the Conservation Board and the principles of sustainable development to all decision-making;
- h) To approve and monitor the implementation and achievement of the Board's ambitions, policies and programmes;
- i) To challenge internal and external proposals that exceed or go against the statutory purposes of the Board and the purposes of the designation of the AONB;
- j) To promote the profile and effectiveness of the family of Protected Landscapes (AONBs, National Parks and Heritage Coasts) through the work of the Conservation Board, co-operative action such as peer support and review, and co-operation with the work of DEFRA, Natural England, the National Association of AONBs (NAAONB), National Parks England (NPE), the Association of National Park Authorities (ANPA) and Europarc.

## Terms and Conditions

### 5. The Board's Constitution

The enabling legislation that provided for the establishment of Conservation Boards and defined their purposes and duty was the Countryside and Rights of Way Act 2000. The Board's structure and functions were defined through its own Parliamentary Establishment Order (2004/1777).

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<sup>3</sup> Note: A Member's role is to be strategic and not to micro-manage the Conservation Board. Staff are employed to run the business of the Conservation Board, but performance information needs to be available so that Members can be certain that the Conservation Board is delivering against its approved plans.

The Board has its own Constitution which sets out how the Board operates, how decisions are made and the procedures that are followed to ensure efficiency, transparency and accountability. Board Members are expected to be familiar with the Conservation Board's legislative framework.

## **6. Time Commitment**

It is envisaged that Members will spend one day per month for the Board, although this time commitment may increase if Members stand for election and are appointed to the Board's Executive Committee, one of the Working Groups or other committees or officially represents the Board on an external body.

Board Members are expected to attend and contribute to regular meetings of the Board, preparing fully in advance of each meeting through reading any papers or briefing material provided.

## **7. Operational Base**

The Board's base will be the organisation's primary administration office. The main Board meetings are usually held in the Council Chamber at Cotswold District Council's offices in Cirencester. The majority of Executive Committee and Working Group meetings are held at the Board's administration offices.

## **8. Conduct**

Board Members will at all times maintain the highest standards of conduct and ethics, and show respect for fellow Members, staff and the community. A Members' Code of Conduct has been adopted by the Board in accordance with the Localism Act 2011.

Board Members are required to follow the "Seven Principles of Public Life" set out by the Committee on Standards in Public Life (Part 4 Section 1). It is essential that Members are, and are seen to be, honest, objective and impartial in the exercise of your duties. Members should not allow their judgement or integrity to be compromised or permit there to arise any reasonable grounds for suspicion as to the compromise of their judgment and integrity.

Board Members will have such rights of access to such documents, information, land and buildings of the Board as are necessary for the proper discharge of their functions and in accordance with the law. The Chief Executive may refuse inspection of documents where the documents are, or in the event of legal proceedings would be, protected by privilege arising out of a solicitor and client relationship or are commercially confidential such that harm would occur.

Board Members will not make public information which is confidential or exempt without the consent of the Board or divulge information given in confidence to anyone other than a Board Member or Officer entitled to know it. For these purposes, "confidential" and "exempt" information are defined in the Access to Information Procedure Rules in Part 3 of the Constitution.

Board Members should not speak on behalf of the Board on matters of media interest unless using an approved statement or with approval in advance from the Chief Executive, Communications Officer or Chair.

## **9. Conflicts of Interest**

A Board Member should ensure that no conflict arises, or could reasonably be perceived to arise between their public duties and their private interests – financial or otherwise.

The Board is required to maintain and update a Register of Interests of its Members within 28 days of a change. The Register is available for public inspection. Details of the Register are set out in the Members' Code of Conduct in the Constitution.

Board Members are expected to declare any personal, prejudicial or business interests which may, or may be perceived to, conflict with their public duties or influence their judgement in performing their functions. Members must ensure that entries in the Register of Interests are kept up to date. Should a particular matter give rise to a conflict of interest they are required to follow the Board's rules on disclosure of interests and possible withdrawal from the matter.

## **10. Allowances**

The determination of allowances and other benefits for Board Members is governed by the Local Authorities (Members Allowances) (England) Regulations 2003 (SI 2003/1021).

The Board will review and agree its Scheme of Members' Allowances on an annual basis, determining the types and levels of financial allowances and/or expenses to enable Board Members to participate fully in Board activities while being sufficiently economical to avoid damaging the Board's activities or becoming a financial reward for Members.

## **11. Gifts and hospitality**

No gifts or hospitality should be accepted which might, or might reasonably appear to, compromise the Member's personal judgement or integrity or place them under an improper obligation or bring the Board into disrepute. Members are expected to comply with the Board's Constitution on the acceptance of gifts and hospitality. All gifts over £25 should be declared and none should be canvassed or requested.

## **12. Disqualification of Members**

A person is disqualified from becoming or remaining a Member of the Board if they hold any paid office or employment, appointments to which are, or may be, made or confirmed by:

- a) The Board or any council by whom a local authority Member of the Board is appointed;
- b) Any committee or sub-committee of the Board or of any such council;
- c) Any joint committee on which the Board or any such council is represented;
- d) Any parish council for, or parish meeting of, a parish the whole or any part of which is comprised in the Cotswolds AONB;
- e) Any committee or sub-committee of any such parish council or parish meeting;
- f) Any joint committee on which any such parish council or parish meeting is represented;
- g) Any person himself holding an office or employment which disqualifies him from becoming a Member of the Board.



A person is also disqualified from becoming or remaining a Member of the Board if they hold any employment in a company which would be under the control of the Board. Proceedings for disqualification are set out in the Order and the Local Government Act 1972, Section 92.

### **13. Vacation of office for failure to attend meetings**

If a Member of the Board fails throughout a period of six months from the date of their last attendance to attend any meeting of the Board, its committee, sub-committee, joint committee or any advisory body or meeting, they shall, unless the failure was due to some reason approved by the Board before the expiry of that period, cease to be a Member of the Board.

### **14. Politically Restricted Posts**

Section 13 (4) of the Establishment Order and Sections 1 to 3 of the Local Government and Housing Act 1989 provide that a person shall be disqualified from becoming or remaining a Member of the Board if they hold a politically restricted post under the Board or any other local authority in Great Britain. Politically restricted posts include Head of Paid Service, statutory or non-statutory Chief Officers, Monitoring Officer and any post specified by the employing authority in accordance with the Act.

## **2.2 CEO**

### **The Chief Executive Officer, CEO**

- 2.20 The Chief Executive Officer is the principal officer of the Board. They exercise a general authority over all activities of the Board and is responsible for the implementation of all policies and programmes. Their general authority extends to all decisions as may be necessary in respect of matters relating to the exercise and discharge of the functions of the Board insofar as no powers have otherwise been specifically delegated.
- 2.21 The general power of the Chief Executive Officer includes authority or responsibility to:
- (i) undertake the day-to-day management and co-ordination of the Board's responsibilities within the Policy Framework and Budgets laid down by the Board;
  - (ii) control of the Board's finances both in respect of expenditure and income, including operating the Board's bank accounts, fund management and custody arrangements;
  - (iii) undertake, in consultation with the Finance Officer, the preparation of annual financial estimates, grant schemes and capital programmes for submission to the Finance and Governance Committee;
  - (iv) ensure that any necessary and appropriate control systems are devised and applied in consultation with the Finance Officer;
  - (v) act as the Board's Head of Paid Service;

- (vi) maintain an effective organisation and establishment with economy in the use of manpower; any variations to be approved by the Board, Executive Committee or the Finance and Governance Committee in accordance with their delegation;
- (vii) make appointments to posts within the approved establishment budget;
- (viii) use such disciplinary powers, within the local and national schemes of conditions of service as are necessary to maintain the efficiency and good order of the Board's establishment;
- (ix) operate the required funds in accordance with Section 23 of the Order;
- (x) deal with all funding agencies and arrange dates of payments in accordance with the Board's funding agreements;
- (xi) enter into agreements and make grants to other organisations within limits set by the Board or the Executive Committee;
- (xii) purchase works, goods and services in accordance with limits set out in the Financial and Contract Rules;
- (xiii) write off debts and dispose of equipment no longer required in accordance with limits set out in Financial and Contract Rules;
- (xiv) raise loans or otherwise provide money required by the Board in accordance with the provisions of Section 28 of the Order;
- (xv) effect all requisite insurances on behalf of the Board including submission of claims;
- (xvi) take urgent action in respect of any power or duty of the Board or in respect of any matter considered by him/her to affect the interests of the AONB or any part of it, provided that such power may only be exercised after consultation with the Chair (or, in their absence, the Vice-Chair). The action taken will be reported to the first available meeting of the Board or the Executive Committee. (See Budget and Policy Framework Procedure Rules 5 and 6);
- (xvii) sign leases and contracts in relation to the acquisition or disposal of land for which acquisition or disposal has been approved by the Board;
- (xviii) maintain all the necessary records relating to the agreed establishment and details of personnel filling those posts as will enable them to discharge their responsibilities for the payment of remuneration and for supplying officers with particulars of amounts paid and deducted;
- (xix) implement changes to remuneration and expenses in accordance with decisions of properly constituted Joint Councils or other negotiating bodies recognised by the Board;

- (xx) take any necessary action in connection with the transfer of contributions and the payment or receipt of transfer values under the Superannuation Act;
- (xxi) require an employee in appropriate circumstances to submit to a medical examination at the expense of the Board:
  - (a) after an absence from duty exceeding ten weeks; or
  - (b) where an employee is not able to carry out the full range of duties attached to their post;
- (xxii) in consultation with the Board's legal adviser, provide the Board's legal and parliamentary services including the institution and defence of proceedings before all courts, tribunals and inquiries, and obtaining Counsel's opinion where necessary;
- (xxiii) promote the Board's public relations; and
- (xxiv) appoint other officers to carry out their delegated powers and to act during the CEO's absence.

### **2.3. The Finance Officer**

2.31 The Board is required to appoint a Finance Officer in accordance with Section 151 of the Local Government Act 1972. They will advise the Board, the Executive Committee and the Chief Executive Officer on financial activity and control.

2.32 The authority of the Finance Officer will include:

- (i) advising on the maintenance of adequate and effective systems of book-keeping and internal audit, including the preparation of accounts and balance sheets covering financial transactions of the Board both in respect of capital and revenue in accordance with statutory requirements and to the satisfaction of the Audit Commission.
- (ii) advising on the institution of such systems of control as will provide adequate and appropriate information to enable the Chief Executive Officer to manage their responsibilities;
- (iii) advising on the undertaking of all transactions involving the investment of statutory and surplus funds on a permanent or temporary basis;
- (iv) advising on arrangements for the control of all matters relating to the Board's bank accounts and investments;
- (v) advising on all transactions entailing the raising of loans or otherwise providing money required to finance capital projects duly authorised by the Board and within the statutory provisions and codes of practice relating thereto;

- (vi) notifying the Board's external auditor that a meeting is to be held to consider a report from the Finance Officer concerning expenditure that is unlawful or action which could lead to a loss or deficiency;
- (vii) supplying all relevant and appropriate information to the Inland Revenue and other statutory bodies.

(The delegated powers of the Chief Executive Officer and the Finance Officer will be supported, and in some cases carried out, by a contractor under service level agreements covering Personnel, Financial, Administration and Legal Services.)

## **2.4 The Monitoring Officer**

2.41 The role of the Monitoring Officer is to ensure the sound governance, lawfulness, and fairness of Cotswolds Conservation Board (CCB) decision making. The Monitoring Officer

- (i) ensures that the Constitution is properly maintained, operates efficiently, and is adhered to
- (ii) helps to promote and maintain high standards of conduct within the authority including administering any complaints about Member conduct and
- (iii) reports any unlawfulness or maladministration to the Board.
- (iv) maintains the Registers of Interests and of Gifts and Hospitality.

2.42 This is fulfilled through:

- (i) Reviewing, with the CEO and Chair, at least every three years, the governance documents including Members Code of Conduct, Code of Governance and DEFRA's Conservation Board Guidance
- (ii) Giving advice, as required
- (iii) Meeting the CEO and Chair annually to review governance process and practice
- (iv) Reporting on relevant legislative change and insights on best governance practice
- (v) Seeking legal opinion, if necessary, on issues of risk (to be paid for by CCB)
- (vi) Being directly contactable by Board Members who wish to report maladministration or a complaint

The role is estimated to involve around two days per year unless issues arise.

### Appendix 3 Scheme of Delegation

	Board	Executive Committee	Finance & Governance Committee	CEO	Other Officer	Budget Holder
<b>Operational Delivery</b>						
In-year decisions on resources and priorities to deliver policies, strategies and budgets approved by the Board		✓		✓		
Deal with matters of finance, personnel, land, property and IT in accordance with policies, strategies and budgets approved by the Board			✓	✓	Finance Officer	
Deal with matters that in the opinion of the CEO and in consultation with the Chair are sufficiently urgent and important but not requiring an Extraordinary meeting		✓				
<b>Planning Transportation and Development Matters</b>						
Planning representation and objections for which due timelines do not enable consideration by the Executive Committee				✓	Planning Officer in consultation with Planning & Infrastructure Working Group	

	Board	Executive Committee	Finance & Governance Committee	CEO	Other Officer	Budget Holder
Report on responses made on significant matters at the next meeting	✓ (for information)	✓			Planning Officer	
Make representations on the Board's behalf at appeals, call-in inquiries or hearings, development plan inquiries and examinations in public					Planning Officer  (after consulting with CEO and Working Group)	
Where necessary, consult with CEO and relevant working group or relevant Board Members before submitting comments					Planning Officer	
<b>Financial, Contractual and Legal Matters</b>						
Enter into contractual agreements within the budget approved by the Board	<b>&gt;£500k</b>	(notified)	£500k+ (recommend to Board)	< £500k (in consultation with F&G)		
Contract agreements not in approved budget	<b>&gt;£100k</b>		£100k+ (recommend to Board)	< £100k (in consultation with F&G)		
Fixed asset disposal (residual value)	<b>&gt;£5k</b>		<b>£5k+</b> (recommend to the Board)	<b>&lt; £5k</b>		
Legal proceedings (15.03)				✓	Legal Advisor	

	Board	Executive Committee	Finance & Governance Committee	CEO	Other Officer	Budget Holder
Purchases and Requisitions within the approved budget				£5-25k based on 3 quotes >£25k based on formal tenders		Up to £5k
ApprovalMax (two approvers in workflow)				IT/Facilities up to £8k; Projects up to £50k CEO and Finance Officer		Primary budget holder £3k, secondary project budget holder £500-£3000 as determined by CEO and Finance Officer
Expenses of the CEO					Finance Officer with annual review by the Chair	
<b>Staffing</b>						
Recruitment of CEO (subject to approval by Secretary of State)	✓					
Recruitment of Finance Officer			✓	✓ Consult with F&G		

	Board	Executive Committee	Finance & Governance Committee	CEO	Other Officer	Budget Holder
Recruitment of Monitoring Officer			✓	✓ Consult with F&G		
Organisation structure changes	✓			✓		
Staff Dismissal				✓	HR Business Partner	✓
Staff remuneration				✓	HR Business Partner	✓
Staff recruitment				✓	HR Business Partner	✓



## Appendix 4

### A. MEMBERS' CODE OF CONDUCT

As a public office holder, Members' behaviour and actions are governed by the principles set out in this Code of Conduct and by the seven Key Principles of Public Life. It is the Member's responsibility to ensure that they are familiar with, and comply with, all the relevant provisions of the Code.

#### 1. GENERAL CONDUCT

In carrying out services for the Board, Members are expected in each of the following sections to:

##### **Use of Public Funds<sup>4</sup>**

- 1.1 have a duty to ensure the safeguarding of public funds<sup>5</sup> and the proper custody of assets which have been publicly funded.
- 1.2 carry out these obligations responsibly – that is, take appropriate measures to ensure that the body uses resources efficiently, economically and effectively, avoiding waste and extravagance. It will always be an improper use of public funds for public bodies to employ consultants or other companies to lobby Parliament, Government or political parties.

##### **Allowances**

- 1.3 comply with the rules set by the board and the public body regarding remuneration, allowances and expenses. It is the Member's responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.

##### **Gifts and Hospitality**

- 1.4 not accept any gifts or hospitality which might, or might reasonably appear to, compromise personal judgement or integrity or place the Member under an improper obligation.
- 1.5 never canvass or seek gifts or hospitality.
- 1.6 comply with the rules set by the body on the acceptance of gifts and hospitality. Members should inform the Chief Executive (or equivalent) of any offer of gifts or hospitality and ensure

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<sup>4</sup> For more guidance on how to handle public funds, please refer to Managing Public Money <https://www.gov.uk/government/publications/managing-public-money>

<sup>5</sup> This should be taken to include all forms of receipts from fees, charges and other sources.

that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the body.

- 1.7 take responsibility for decisions on the acceptance of gifts or hospitality and ensure that any gifts or hospitality accepted can stand up to public scrutiny and will not bring the public office and the public body into disrepute.

### **Use of Official Resources**

- 1.8 not misuse official resources<sup>6</sup> for personal gain or for political purposes. Deployment of such resources must be in line with the body's rules on their usage.

### **Use of Official Information**

- 1.9 not misuse information gained in the course of public service for personal gain or for political purpose<sup>7</sup>.
- 1.10 not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after the Member has left the board.

### **Political Activity**

- 1.11 In their public role, Members should be, and be seen to be, politically impartial and not to occupy a paid party-political post or hold a particularly sensitive or high-profile role in a political party. The Member should abstain from all controversial political activity and comply with the principles set out in Cabinet Office rules on attendance at party conferences<sup>8</sup> and on conduct during the period prior to elections and referendums, whether local or national.<sup>9</sup>
- 1.12 On matters directly related to the work of the body, Members should not make political statements or engage in any other political activity.
- 1.13 Members should inform the Chair, Chief Executive and/or the parent/sponsor department before undertaking any significant political activity. Subject to the above, they may engage in political activity but should, at all times, remain conscious of their responsibilities as a board Member and exercise proper discretion.

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<sup>6</sup> This includes facilities, equipment, stationery, telephony and other services.

<sup>7</sup> Board Members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

<sup>8</sup> [www.gov.uk/government/publications/civil-servants-and-party-conferences-guidance](http://www.gov.uk/government/publications/civil-servants-and-party-conferences-guidance)

<sup>9</sup> [www.gov.uk/government/publications/election-guidance-for-civil-servants](http://www.gov.uk/government/publications/election-guidance-for-civil-servants)

1.14 MPs, [MEPs<sup>10</sup>], Members of the House of Lords, Members of a devolved legislature, directly elected mayors, local councillors or police and crime commissioners are exempt from these requirements. There is no bar on such representatives taking a political party whip relating to their political role. They must exercise proper discretion on matters directly related to the work of the body and recognise that certain political activities may be incompatible with their role as a board Member, not allow themselves to become embroiled in matters of political controversy.

1.15 In their official capacity, Members should be even-handed in all dealings with political parties.

## **2. CONFLICTS OF INTEREST**

2.1 When accepting an appointment to the public body Members should consider if any conflicts of interest arise from their private interests or by virtue of any other roles held. They should consider, with advice from the appointing department how these should best be managed, and agree these with the organisation.

2.2 Members should ensure that no conflict arises, or could reasonably be perceived to arise, between their public duties and private interests, financial or otherwise.

2.3 Members shall comply with the rules of the body on handling conflicts of interests. As a minimum, these will require Members to declare publicly, usually in the body's register of interests, any private financial or non-financial interests of the Member, or of close family, which may, or may be perceived to, conflict with public duties.<sup>11</sup> The rules will also require Members not to participate in a discussion or determination of matters in which they have a financial interest. In matters in which they have a non-financial interest, the Member should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.<sup>12</sup>

2.4 It is the Member's responsibility to ensure they are familiar with the body's rules on handling conflicts of interests, that they comply with these rules and that the record in the body's public register of Members' interests is accurate and up-to-date.

## **3. RESPONSIBILITIES AS A BOARD MEMBER, INCLUDING NON-EXECUTIVE CHAIRS**

During their term of office, Members are expected to conduct themselves in the following ways:

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<sup>10</sup> For the period which the UK remains a Member of the European Union.

<sup>11</sup> In general, all financial interests should be declared. When considering what non-financial interests should be declared, you should ask yourself whether a member of the public, acting reasonably, would consider that the interest in question might influence your words, actions or decisions.

<sup>12</sup> These are common law provisions.

- 3.1 play a full and active role in the work of the body. To fulfil their duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of the body.
- 3.2 promote an inclusive and diverse culture in the body. Their actions should help create an environment where different perspectives and backgrounds are encouraged and valued.
- 3.3 deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively and not act in a way that unjustifiably favours or discriminates against particular individuals or interests.
- 3.4 not to harass, bully or act inappropriately towards or discriminate towards others. Such behaviour is not consistent with what is expected of Board Members and will not be tolerated.
- 3.5 comply with any statutory or administrative requirements relating to the post.<sup>13</sup>
- 3.6 respect the principle of collective decision-making and corporate responsibility. This means that, once the board has made a decision, that decision should be supported.<sup>14</sup>
- 3.7 not use, or attempt to use, the opportunity of public service to promote personal interests or those of any connected person, firm, business or other organisation.
- 3.8 inform the sponsor department of the body of any bankruptcy, current police investigation, unspent criminal conviction or disqualification as a company director in advance of appointment, or should any such instances occur during the appointment.
- 3.9 inform the sponsor department of the body of any change in circumstances which results in becoming bankrupt, subject to a police investigation, convicted of a criminal offence or disqualified from being a company director.
- 3.10 The Chair has additional responsibilities as in leading the board/body and in ensuring that the principles covered in the Codes of Conduct for Board Members and Staff (where applicable) are upheld.

#### **4. RESPONSIBILITIES TOWARDS EMPLOYEES**

- 4.1 treat any staff employed by the body with courtesy and respect. It is expected that employees will show Members the same consideration in return.

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<sup>13</sup> In the case of a body incorporated under the Companies Act <https://www.legislation.gov.uk/ukpga/2006/46/contents> or the Companies (Northern Ireland) Order <http://www.legislation.gov.uk/nisi/1986/1032>, you will also be subject to the duties of directors under company law. In the case of a body that has charitable status, you will also be subject to the duties of trustees under charities law.

<sup>14</sup> This does not apply to departmental non-executive board Members, whose role is to advise and challenge the board and department.

4.2 not to ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

## **5. SOCIAL MEDIA**

5.1 Social media is a public forum and the same considerations, including the provisions of this Code, apply as would to speaking in public or writing something for publication, either officially or in a personal capacity. When engaging with social media, at all times respect confidentiality, financial, legal and personal information.

5.2 Where any personal social media accounts are used and make reference or link to the public role, the Member should take care to ensure that it is clear in what capacity they are acting.

## **6. RAISING CONCERNS**

6.1 Members are to ensure that the body has an open, transparent and safe working environment where employees feel able to speak up and raise concerns, and complaints procedures are clearly communicated to them.

6.2 If any Member has a concern about a possible breach of this Code, a concern that they or any staff of the body are being asked to act in contravention of their own code of conduct, or a concern about misconduct or wrong doing in any other areas, then they have a responsibility to raise that internally with the chair of the body or the Permanent Secretary of the sponsor department as appropriate.

## **7. REGISTERING AND DECLARING INTERESTS**

7.1 Members must, within 28 days of taking office as a Member, notify the Board's Monitoring Officer of any disclosable pecuniary interests as defined by regulations made by the Secretary of State, where the pecuniary interest is the Member's, their spouse's or civil partner's, or is the pecuniary interest of someone with whom the Member is living as a husband or wife, or as if they were civil partners.

7.2 A Member must disclose the interest at any meeting of the Board at which they are present, where they have a disclosable interest in any matter being considered and where the matter is not a 'sensitive interest'.

7.3 Following any disclosure of an interest not on the Board's register or the subject of pending notification, the Member must notify the Monitoring Officer of the interest within 28 days beginning with the date of disclosure.

7.4 Unless dispensation has been granted, a Member may not participate in any discussion of, vote on, or discharge any function related to the matter in which s/he has a pecuniary interest as

defined by regulations made by the Secretary of State. The Member must withdraw from the room or chamber when the meeting discusses and votes on the matter.

7.5 For the purposes of this Part, “meeting” means any meeting of

- a. the Board;
- b. the Executive Committee of the Board; or
- c. any of the Board’s committees or sub-committees.

7.6 For the purposes of this Part, a “sensitive issue” is described as a Member or co-opted Member having an interest, and the nature of the interest being such that the Member or co-opted Member, and the Board’s Monitoring Officer, consider that the disclosure of the details of the interest could lead to the Member or co-opted Member, or a person connected with the Member or co-opted Member, being subject to violence or intimidation.

## **8. REGISTRATION OF GIFTS AND HOSPITALITY**

8.1 A Member must within 28 days of receiving any gift or hospitality over the value of £25 provide written notification to the Board’s Monitoring Officer of the existence and nature of that gift or hospitality.

### **Location of Registers**

8.2 The Board’s Monitoring Officer will hold the Register of Interests and the Register of Gifts and Hospitality. The Register will be made available at each Meeting of the Board to enable Members to update information. It will be formally reviewed each March.

### **Disclosable Pecuniary Interests**

8.3 The regulations specify a Member’s disclosable pecuniary interests as pecuniary interest covering the Members employment, office, trade, profession or vocation, any sponsorship of the Member, including contributions towards election expenses, any contracts between the Member and the Board, any land the Member has an interest in and lies within the area of the Board, any licences the Member holds to occupy land in the area, any corporate tenancies and certain securities the Member may hold. The following is an extract from the Schedule to the Regulations. It should be noted that a Member must disclose pecuniary interests of a spouse, civil partner or someone with whom s/he is living as a spouse or civil partner.

<b>Subject</b>	<b>Prescribed Description</b>
Employment, office, trade, profession or vocation	Any employment, office, trade, profession or vocation carried on for profit or gain.
Sponsorship	Any payment or provision of any other financial benefit (other than from the Board) made or provided within the relevant period in respect of any expenses incurred by the Member in carrying out duties as a Member or toward their election expenses. This includes any payment or financial benefit from a trade union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992.
Contracts	Any contract which is made between the Member (or a body which the Member has a beneficial interest) and the Board <ul style="list-style-type: none"> <li>a) under which goods or services are to be provided or works are to be executed; and</li> <li>b) which has not been fully discharged.</li> </ul>
Land	Any beneficial interest in land which is in the area of the Board
Licences	Any licence (alone or jointly with others) to occupy land in the area of the Board for a month or longer.
Corporate tenancies	Any tenancy where (to the Member knowledge) <ul style="list-style-type: none"> <li>a) the landlord is the Board; and</li> <li>b) the tenant is a body in which the relevant person has a beneficial interest.</li> </ul>
Securities	Any beneficial interest in securities of a body where: <ul style="list-style-type: none"> <li>a) that body (to the Member's knowledge) has a place of business or land in the area of the Board and</li> <li>b) either the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or if the share capital of that body is of more than one class, the total nominal value of the share of any one class in which the Member has a beneficial interest that exceeds one hundredth of the total issued share capital of that class.</li> </ul>

## **B. Officers' Code of Conduct**

As a public office holder, Officers' behaviour and actions are governed by the policies contained in the Employee Handbook, located on the staff Intranet, and by the seven Key Principles of Public Life.

## Appendix 5 Member Allowances

From June 2022	Annual Allowance
Board Member	£225
Executive Committee Member	£675
Vice-Chair	£1875
Chair	£2775
Member of additional Groups (Max of two per Member)	£200

Other allowances are provided with rates specified in the NJC Green Book. Allowances are reviewed by Finance and Governance Committee annually.

### 1. Basic Allowance

This is a general allowance paid to all Board Members. All Board Members receive the same amount per annum. This allowance is paid automatically to each Board Member on a monthly basis.

### 2. Special Responsibility Allowances

These are special allowances paid to Board Members who hold positions with significant responsibilities over and above the general duties of an ordinary Board Member. Any such allowance is paid automatically to the relevant Member on a monthly basis.

The affected positions and sums payable are as follows:-

Chair of the Board/Executive Committee

Vice-Chair of the Board/Executive Committee

Executive Committee Member (x 8) (excluding Chair & Vice Chair)

N.B. No one Member is entitled to receive more than one special responsibility allowance at any time.

### 3. Mileage Allowance

This is an allowance paid in respect of mileage incurred by a Board Member (and any Independent Representatives of the Standards Committee) in travelling to and from official meetings and other approved duties.

### 4. Fares/Parking

A Board Member is able to seek reimbursement of actual expenditure incurred on other fares or parking fees in respect of attendance at official Meetings and other approved duties. Receipts must be produced.



## **5. Subsistence Allowance**

A Board Member (and any Independent Representatives of the Standards Committee) is able to seek reimbursement of actual expenditure incurred in respect of meals/subsistence when attending official meetings or other approved duties (when a meal etc. is not provided). Receipts must be produced.

Any reimbursed amount must not exceed maxima rates, which currently are as follows:-

**Breakfast allowance (absence from home for more than 4 hours, before 11.00 a.m.)**

**Lunch allowance (absence from home for more than 4 hours, including the period between 12.00 p.m. and 2.00 p.m.)**

**Evening meal allowance (absence from home for more than 4 hours, ending after 6.00pm.)**

In the case of an absence overnight from a Board Members usual place of residence (where accommodation is not provided), actual expenditure incurred shall be reimbursed, upon production of receipts. Board Members are requested to seek the best value at all time.

## **6. Child Care Allowances**

A Member is able to seek reimbursement of actual expenditure incurred on caring costs whilst attending official Meetings or other approved duties, up to a maximum sum per hour. The allowance is paid not only in respect of the duration of attendance at a particular Meeting by a Member but also in respect of “door to door” travel time to and from approved duties.

The allowance is payable to any Member with a child or children under the age of 14 years who is/are, at the time, part of their household and who would normally be looked after by the claimant. The carer must not be someone who also ordinarily lives with the claimant as part of the household.

The claimant must produce a receipt/return certified by the carer to validate any claim. (N.B. A separate claim form is available in this respect).

## **7. Dependent Care Allowance**

A Member is able to seek reimbursement of actual expenditure incurred on caring costs whilst attending official Meetings or other approved duties, up to a maximum sum per hour. The allowance is paid not only in respect of the duration of attendance at a particular Meeting by a Member but also in respect of “door to door” travel time to and from approved duties.

The allowance is payable to any Member with a dependant relative or relatives who would normally be looked after by the claimant. The carer must not be someone who ordinarily lives with the claimant as part of the household.

The claimant must produce a receipt/return certified by the carer to validate any claim. (N.B. A separate claim form is available in the respect).

### **8. Withholding Allowances**

Where a Member is suspended or partially suspended from their responsibilities or duties as a Member of the Board and/or from their responsibilities or duties which attract a special responsibility allowance, that part of the basic allowance and/or special responsibility allowance, and travelling and subsistence allowances, payable to them in respect of the period of suspension or partial suspension be withheld.

### **9. Foregoing Allowances**

There is no obligation on any Member to claim any or all of the allowances due to them.

A Member may, by annual notice in writing to the Chief Executive Officer, elect to forego any part or all of their entitlement to an allowance under the scheme.

### **10. Approved Duties**

The following are deemed to be qualifying approved duties for the purposes of The Conservation Board's Members' Allowances Scheme -

- (i) Attendance at a meeting of the Board;
- (ii) Attendance at a meeting of any committee, steering group or working group of the Board;
- (iii) Attendance at a meeting of any panel, working party or other group authorised in advance by the Board;
- (iv) Attendance at a meeting of an association of which the Board is a member, and to which the Board Member concerned has been appointed by the Board to represent it;
- (v) Attendance at seminars/conferences/official visits arranged by or authorised by the Chief Executive Officer or Chair;
- (vi) Attendance at meetings of outside bodies to which a Board Member has been appointed to serve as the Board's representative (except where such allowances are payable by the outside body);
- (vii) Attendance while tender documents are opened in pursuance of any Constitutional requirement which requires a Member to be present;

- (viii) Deputising for the Chair/Vice-Chair of the Board by any Member in the absence of both the Chair and Vice-Chair of the Board;
- (ix) Attendance at the Board's Offices for discussion by Chairs and/or Vice Chairs of a meeting (Board/Committee/Working and Steering Groups) with Officers on the agenda for a meeting;

## **Appendix 6 Rules on Motions and Debates**

### **1. MOTIONS WITHOUT NOTICE**

The following motions may be moved without notice:

- (a) to appoint a Chair of the meeting at which the motion is moved;
- (b) in relation to the accuracy of the minutes;
- (c) to change the order of business in the agenda;
- (d) to refer something to an appropriate committee, body or individual;
- (e) to appoint a committee or Members thereof arising from an item on the notice for the meeting;
- (f) to receive reports or adopt recommendations of the Executive Committee or Finance and Governance Committee or officers and any resolutions following from them;
- (g) to withdraw a motion;
- (h) to amend a motion;
- (i) to proceed to the next business;
- (j) that the question be now put;
- (k) to adjourn a debate;
- (l) to adjourn a meeting;
- (m) that the meeting continue beyond four hours in duration (see Rule 9);
- (n) to suspend a particular Board Procedure Rule;
- (o) to exclude the public and press in accordance with the Access to Information Rules;
- (p) to not hear further a Member named under Rule 17.2 or to exclude them from the meeting under Rule 17.3; and
- (q) to give the consent of the Board where its consent is required by this Constitution.

### **2. RULES OF DEBATE**

#### **2.1 No speeches until motion seconded**

No speeches may be made after the mover has moved a proposal and explained the purpose of it until the motion has been seconded.

#### **2.2 Right to require motion in writing**

Unless notice of the motion has already been given, the Chair may require it to be written down and handed to him/her before it is discussed.

#### **2.3 Secunder's speech**

When seconding a motion or amendment, a Member may reserve their speech until later in the debate.

## **2.4 Content and length of speeches**

Speeches must be directed to the question under discussion or to a personal explanation or point of order. No speech will normally exceed five minutes, although the Chair shall have ultimate discretion as to the length of speeches.

## **2.5 Amendments to motions**

- (a) An amendment to a motion must be relevant to the motion and will either be:
  - (i) to refer the matter to an appropriate committee, body or individual for consideration or reconsideration;
  - (ii) to leave out words;
  - (iii) to leave out words and insert or add others; or
  - (iv) to insert or add words; as long as the effect of (ii) to (iv) is not to negate the motion.
- (b) Only one amendment may be moved and discussed at any one time. No further amendment may be moved until the amendment under discussion has been disposed of.
- (c) If an amendment is not carried, other amendments to the original motion may be moved.
- (d) If an amendment is carried, the motion as amended takes the place of the original motion. This becomes the substantive motion to which any further amendments are moved.
- (e) After an amendment has been carried, the Chair will read out the amended motion before accepting any further amendments, or if there are none, put it to the vote.

## **2.6 Alteration of motion**

- (a) A Member may alter a motion of which they were given notice with the consent of the meeting. The meeting's consent will be signified without discussion.
- (b) A Member may alter a motion which they have moved without notice with the consent of both the meeting and the seconder. The meeting's consent will be signified without discussion.
- (c) Only alterations which could be made as an amendment may be made.

## **2.7 Withdrawal of motion**

A Member may withdraw a motion which they have moved with the consent of both the meeting and the seconder. The meeting's consent will be signified without discussion. No Member may speak on the motion after the mover has asked permission to withdraw it unless permission is refused.

## **2.8 Right of reply**

- (a) The mover of a motion has a right to reply at the end of the debate on the motion, immediately before it is put to the vote.

- (b) If an amendment is moved, the mover of the original motion has the right of reply at the close of the debate on the amendment, but may not otherwise speak on it.
- (c) The mover of the amendment has a right of reply to the debate on his or her amendment immediately before the mover of the original motion.

## **2.9 Closure motions**

- (a) A Member may move, without comment, the following motions at the end of a speech of another Member:
  - (i) to proceed to the next business;
  - (ii) that the question be now put;
  - (iii) to adjourn a debate; or
  - (iv) to adjourn a meeting.
- (b) If a motion to proceed to next business is seconded and the Chair thinks the item has been sufficiently discussed, they will give the mover of the original motion a right of reply and then put the procedural motion to the vote.
- (c) If a motion that the question be now put is seconded and the Chair thinks the item has been sufficiently discussed they will put the procedural motion to the vote. If it is passed, they will give the mover of the original motion a right of reply before putting their motion to the vote.
- (d) If a motion to adjourn the debate or to adjourn the meeting is seconded and the Chair thinks the item has not been sufficiently discussed and cannot reasonably be discussed on that occasion, they will put the procedural motion to the vote without giving the mover of the original motion the right of reply.

## **2.10 Point of Order**

A Member may raise a point of order at any time. The Chair will hear it immediately. A point of order may only relate to an alleged breach of these Board Rules of Procedure or the law. The Member must indicate the rule or law and the way in which they consider it has been broken. The ruling of the Chair on the matter will be final.

## **3. CONFLICTS OF INTEREST**

Where a potential conflict of interest arises in carrying out a Board function, this should be dealt with in accordance with the Board's Code of Conduct as set out in Part 4 of the Constitution.

## **4. PREVIOUS DECISIONS AND MOTIONS**

### **4.1 Motion to rescind a previous decision**

A motion or amendment to rescind a decision made at a meeting of Board within the past six months cannot be moved unless the notice of motion is signed by at least one quarter of the whole number of Members of the Board.

#### **4.2 Motion similar to one previously rejected**

A motion or amendment in the same terms as, or similar terms to, one that has been rejected at a meeting of Board in the past six months cannot be moved for a further six months, unless this rule is suspended pursuant to Rule 21 (Suspension).

## Appendix 7

### FINANCE AND GOVERNANCE COMMITTEE TERMS OF REFERENCE

#### 1. Objectives

- a. Support the Board to ensure the financial stability and future growth of the Cotswolds Conservation Board.
- b. Provide oversight of the finances and investments, financial strategy, income generation, innovation, financial objectives, plans and policies.
- c. Review the financial performance of the Cotswolds Conservation Board quarterly and advise the Board accordingly.
- d. Monitor the integrity of the financial statements of the Cotswolds Conservation Board and review and report on any significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the external auditors.
- e. Review the Annual Governance and Accountability Return (AGAR) and recommend to the Board for approval.
- f. Review and recommend the annual budget and Member Allowances to the Board for approval.
- g. Provide assurance to the Board on the adequacy and effectiveness of the internal control systems of the Cotswolds Conservation Board including reporting on matters communicated by the internal auditors.
- h. Review the internal controls and assurances against relevant risks on the risk register and make recommendations for improvements where appropriate.
- i. Provide assurance to the Board that appropriate governance mechanisms are in place and effective throughout the organisation.
- j. Provide oversight on governance best practice, changes in statutory requirements and emerging issues and advise the Board accordingly.

#### 2. Remit

The Finance and Governance Committee will recommend actions to the Board of Cotswolds Conservation Board, seeking their formal approval/ adoption.



#### Financial matters

- a. To consider the income, expenditure, cash flows, cash and investments of the Cotswold's Conservation Board on a quarterly basis and to review vs. adequacy and budget and advise the Board accordingly.
- b. To consider the forecast income streams and planned expenditure (including items of significant non-recurring expenditure and proposed major fundraising initiatives) for the annual budget setting process and to advise the Board accordingly.
- c. To consider the levels of anticipated income, expenditure and reserves over a three year period and advise the Board on the financial consequences of current and future three-year business plans.
- d. To review the annual financial statements and AGAR ensuring compliance with accounting standards, statutory requirements and guidance.
- e. To recommend the financial statements and AGAR to the Board once satisfied, within the time limits required.
- f. To consider the external auditor's response and to ensure timely and appropriate action is taken as required.
- g. To carry out an annual review the salaries of the employee team, including recruitment of new employees, against budgeted costs and report variances to the Board.

#### Reserves and Investments

- h. To ensure that reserves held are in accordance with the Reserves Policy.
- i. To ensure that investment of the total reserves of the Cotswolds Conservation Board is managed in accordance with the Investment Policy.
- j. To carry out an annual review of the Investment Policy and recommend any changes to the Board.

#### Internal Audit

- k. To agree the annual work programme of the internal auditors.
- l. To review the annual internal audit report, including areas of concern raised by the auditors (in the absence of management where necessary), to recommend the report to the Board and to monitor implementation of action plans.
- m. To review the performance of the internal auditors and to decide the frequency of tendering.
- n. To recommend the appointment of the internal auditors and the internal audit fee to the Board.

#### Governance and Risk Management

- o. To oversee the integration of all aspects of corporate governance, internal control and risk management.
- p. To ensure that the Articles of Association and other key documents, including the Board Members declarations of interests, are fit for purpose and up to date.

- q. To ensure that the overall risk management systems are in place and are effective.
- r. To review the financial aspects of the Risk Register and to report to the Board on financial risks on an exception basis or every six months on significant risks or changes.
- s. To be advised of any instance discovered within the organisation, or affecting the organisation, of fraud or financial misdemeanour and obtain reassurance that satisfactory management action has been taken.
- t. To review the organisation's arrangements for its employees to raise concerns, in confidence, about possible wrong doing, in financial reporting or other matters and to ensure that these are appropriately investigated and followed up.

### **3. Membership**

- a. The Chair of the Board.
- b. One Board Member who is a qualified Accountant. This Committee Member shall act as the Committee Chair.
- c. At least one other Board Member with experience in at least one of the following relevant areas financial, investment, governance and audit. If there is no Board member who is a qualified accountant a Board member with relevant experience shall assume the role of Chair of the Committee.
- d. An independent Advisor if specialist skills are required.
- e. The Chief Executive Officer and the Head of Finance will be in attendance. Other Officers may be invited to attend when appropriate.
- f. The internal auditors will be invited to attend, as appropriate, and at least part of one meeting a year will be without officers present.

### **4. Quorum and voting**

- a. A quorum shall be not less than two Board Members.
- b. All Board Members and Advisors shall each have a vote.

### **5. Frequency of meetings**

Quarterly.

## **6. Notice of meetings**

Agenda and papers for each meeting will be sent out at least 5 working days beforehand.

## **7. Reporting**

- a. Draft meeting minutes will be circulated to the members of the committee within 10 working days of the meeting.
- b. The Committee will report to the Board through minutes or reports as required.

## **8. Confidentiality**

In cases relating to the conduct, capability or other personally sensitive information the Committee may choose to consider such matters in “closed” session and restrict attendance to only those who need to be present.

## **9. Financial Considerations**

Where the operations, recommendations or decision of this committee have significant financial implications they will be subject to ratification by the Board.

## **10. Policies**

The Committee shall be responsible for the review of the following policies:

- Counter Fraud and Corruption Policy
- Treasury Management Strategy (Investment Policy)
- Reserves Policy
- Risk Management Policy

## **11. Review**

The Board will review these Terms of Reference every three years or as required to ensure that the Committee remains fit for purpose. The next scheduled review is due in 2024.

## Appendix 8

### REGISTER OF MEMBERS' INTERESTS

#### NOTICE OF DISCLOSURE OF PECUNIARY AND OTHER INTERESTS

I, \_\_\_\_\_,

a Member of the COTSWOLDS CONSERVATION BOARD, set out below under the appropriate headings the interests which I am required to declare under the Board's Code of Conduct and I have put 'none' where either I have no such interests under any heading or I am unaware of such an interest.

#### PART A

##### DISCLOSABLE PECUNIARY INTERESTS

Members are required to register not only their own interests but also those of their husband or wife, civil partner or of any person with whom they are living as if husband or wife or as civil partners when such interests are known by them.

##### 1. EMPLOYMENT, OFFICE, TRADE, PROFESSION OR VOCATION

Any employment, office, trade, profession or vocation carried on by you, or those persons referred to above, for profit or gain (including self-employment).

##### 2. SPONSORSHIP

Any payment or provision of any other financial benefit (other than from the Board) made or provided within the last 12 months in respect of expenses you (or

any of the persons referred to above) have incurred in carrying out your duties as a Member or towards your election expenses. This includes any payment or financial benefit from a Trade Union within the meaning of Trade Union and Labour Relations (Consolidation) Act 1992.

### **3. CONTRACTS**

Any contract which is made between you or the persons referred to above (or a body in which you or they have a beneficial interest) and the Board (a) under which goods or services are to be provided or works are to be executed; and (b) which has not been fully discharged.

### **4. LAND**

Any beneficial interest in land which is within the area of the Cotswolds AONB (N.B. this includes your home - whether you own it or rent it - and any other land or building that you, or the persons referred to above, own or receive rent from).

### **5. LICENCES**

Any licence (held alone or jointly with others) to occupy land in the area of the Cotswolds AONB for a month or longer.

### **6. CORPORATE TENANCIES**

Any tenancy where, to your knowledge, the landlord is the Board and the tenant is a body in which you, or the persons referred to above, has a beneficial interest.

### **7. SECURITIES**

Any beneficial interest in securities of a body where:

- (a) that body, to your knowledge, has a place of business or land in the area of the Cotswolds AONB; and
- (b) either:-

- (i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or
- (ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which you, or the persons referred to above, has a beneficial interest exceeds one hundredth of the total issued share capital of that class.

**PART B**  
**OTHER INTERESTS**

Members are required to register any interest held by **the Member only**.

**8. PUBLIC / CHARITABLE AND OTHER EXTERNAL BODIES**

Any body of which you are a member or in which you have a position of general control or management, in the following categories: -

- (a) a body to which you are appointed or nominated by the Board: -

- (b) a public authority or body exercising functions of a public nature (including a local authority): -

- (c) a body directed to charitable purposes: -

- (d) a body whose principal purposes (or one of them) includes the influence of public opinion or policy (including any political party or trade union):-

- (e) a professional association: -

(f) a freemasonry group or similar: -

**9. GIFTS AND HOSPITALITY**

The name of any person, organisation, company or other body from whom you have received, by virtue of your Office, gifts and hospitality worth an estimated value of £25 or more.

(Please state if NONE)

**PLEASE ENSURE THAT YOU SIGN THE DECLARATION ON THE NEXT PAGE.**



## DECLARATION

I recognise that it may be a breach of the Board's Code of Conduct to:-

- 1) omit information that ought to be given in this Notice;
- 2) provide information that is materially false or misleading;
- 3) fail to give further Notices, in order to bring up to date, information given in this Notice after my re-election or reappointment or to fail to declare a Disclosable Pecuniary Interest that I acquire after the date of this Notice and have to declare under the provisions of the Code of Conduct.

I also acknowledge that it may be a breach of the Code of Conduct to:-

- 1) omit information that ought to be given in this Notice;
- 2) provide information that is materially false or misleading;
- 3) fail to provide written notification to the Monitoring Officer of any change in my interests contained in this Notice within 28 days of my becoming aware of such change of circumstances.

I understand that the Board will publish the Register of Members' Interests on the internet.

Signed .....

Dated.....

RECEIVED.....

Monitoring Officer - Cotswolds Conservation Board

Date .....

## Appendix 9 Contacts

Monitoring Officer – [monitoring.officer@cotswoldsaonb.org.uk](mailto:monitoring.officer@cotswoldsaonb.org.uk)

Registered Address: Cotswolds Conservation Board  
Cotswolds Business Centre  
2 A P Ellis Road  
Upper Rissington  
Gloucestershire GL54 2QB

Board's Offices Upper Rissington (as above)

Greystones Farm  
Bourton-on-the-Water  
Gloucestershire GL54 2EN

Robinswood Hill Country Park  
Reservoir Road  
Gloucester GL4 6SX

Local Government Ombudsman:

Website: [lgo.org.uk](http://lgo.org.uk)

Tel: 0300-061-0614