

EUSTON AREA PLAN
(Delivery phase)

Euston Strategic Board

Terms of Reference

1. Role and purpose of the Strategic Board

1.1 The role of the Strategic Board shall be:

- (a) to provide strategic leadership for the implementation of the Euston Area Plan (EAP), including how we efficiently manage and deliver growth in the area; securing local benefit and minimising harmful impacts;
- (b) to ensure the co-ordination, delivery, and communication on:
 - Community Engagement
 - Funding
 - Development partner procurement
 - Advocacy
 - Place planning for the end and interim state
 - Infrastructure (including the interface and interaction of new infrastructure for example CR2 and HS2)
 - Construction life cycle
- (c) delivering the agenda for ‘strategic’ place-making as set out in the EAP, through the production of a planning brief for Euston, including ensuring Euston is an attractive place to live and work;
- (d) to fulfil the obligations of the local delivery body for economic growth envisaged by the HS2 Growth Taskforce report, including the development and delivery of a growth strategy for Euston;
- (e) to lobby, influence and manage external relationships to secure Treasury support for the delivery of a Euston that delivers the aspirations of the EAP.

1.2 The Strategic Board shall operate initially as an informal partnership recognising that its governance structures are likely to evolve over time.

2. Membership

2.1 The Strategic Board shall normally comprise of representatives appointed by public agencies and landowners (the “constituent organisations”) within the Euston area. Initially the constituent organisations shall be:

Greater London Authority (including the Office of the Mayor)
London Borough of Camden
High Speed 2 Limited
Department for Transport (non-board member to attend meetings)
Transport for London
Network Rail

N.B: This membership may need to be varied over time for example to include community representation and/or the development partners when appointed. Each appointment made by the constituent organisations shall be notified in writing to the Secretary to the Board.

- 2.2 A Board member will attend the Euston Community Representatives Group meeting to hear and take issues the community wish to escalate to the Board and to feedback to the Community on relevant discussions of the board. The Board will agree who this will be, and where possible the same Board member will attend to allow consistency.
- 2.3 Membership of the Board does not prejudice the views of member organisations to oppose all or part of the HS2 scheme.

Change in constituent organisations

- 2.3 The Board may appoint persons or bodies as 'constituent organisations' and may remove any of its constituent organisations as it shall see fit provided that any such organisations being removed shall be informed of the Board's reasons for so doing.
- 2.4 Any constituent organisation may resign from the Board by giving written notice to the Secretary. The resignation shall take effect immediately upon receipt and the Secretary shall report the resultant vacancy to the next available meeting of the Board.
- 2.5 Any representative who ceases to be an employee or Director or Member of, or hold office within the management of, the organisation whom he represents shall cease to be a member of the Board forthwith and the Secretary shall report the name of such person(s) as shall be appointed by the constituent organisation concerned to the next available meeting of the Board.
- 2.6 Failure of a constituent organisation to be represented at three successive meetings shall normally lead to the termination of that organisation's position on the Board, but the Board may agree to a waiver of such termination on receipt of a case for extended leave of absence of the relevant representative or other reasons for the non-attendance.
- 2.7 In the event of a vacancy arising the Board shall consider whether the organisation from whom the vacancy has arisen shall be invited to appoint a replacement or whether to invite a fresh organisation to appoint a representative. The Board shall have due regard to the proportion of public sector bodies and landowners already represented before deciding upon an organisation to whom an invitation should be made.
- 2.8 In the event of the Board concluding that any member has acted or done anything prejudicial to the interests of Board's vision and Business Plan,

the Board may suspend or terminate that member from membership of the Board and/or any of its working groups.

- 2.9 A register of the names and addresses of the Board members shall be maintained by the Secretary and shall also be made available to the public upon request.

Role of all members

2.10 Members of the Board shall be expected to participate fully in the business of the Board to achieve the vision and aims of the Euston Area Plan. As such the constituent members' appointed representatives should:

- (a) be of sufficient seniority and authority within their organisation to enable them to contribute to the Board in a significant way;
- (b) represent the policies or view of their organisation where relevant, rather than any personal view;
- (c) provide information, data and consultation material to the Board as appropriate to inform discussions and decisions;
- (d) ensure they read all agenda papers prior to the meeting so they can make an informed contribution to discussions and decisions;
- (e) ensure that the policies and decisions of the Board are widely disseminated within their organisation and cascaded to staff/members as appropriate; and
- (f) sign up to the highest standards of conduct to maintain the credibility and integrity of the Board. Members shall commit to uphold the Principles for Public Life.

2.11 In particular, it is the Board's expectation that all Board members will:

- (a) promote the Euston Area Plan, recognising HS2 is likely to go ahead
- (b) support the identification of funding to realise the vision established in the Euston Area Plan, including the aspiration for a level deck solution.
- (c) support and influence the development of a Growth Strategy for Euston, which encompasses HS2 and CR2 at Euston
- (d) act in a business-like manner; and
- (e) recognise and respect the intellectual property rights of individual constituent organisations and those organisations represented on the Board's Management and Project Teams

Substitution

2.12 It is the Board's expectation that constituent organisations shall make every effort to be represented at all meetings of the Board. However, it is acknowledged that in some circumstances members may not be able to attend. In these circumstances, they should submit an apology for absence to the Secretary in advance of the meeting and make every effort to find a substitute or deputy to attend and notify the Secretary of

the Board. Substitute members (who shall have all voting rights and obligations as if they are the permanent member) should be of a sufficiently senior level in the constituent organisation to have the same authority to act on the organisation's behalf and make decisions that may affect that organisation, and should be duly appointed according to the practices or rules of the constituent organisation in order to validate their attendance at Board Meetings.

2.13 Members of the Board give of their valuable time free of charge.

Period of office of Board members

2.14 In order to provide consistency and continuity, all current members of the Board are encouraged to remain members for a minimum of two years. The membership of the Board should be reviewed every two years.

3. Board meetings and administration

Chairing the Board

3.1 The Chair and Deputy Chair of the Board shall be the Leader of London Borough of Camden and the Deputy Mayor respectively.

3.2 In the absence of the Chair at meetings, the Deputy Chair shall chair the meeting. In the absence of both the Chair and the Deputy Chair at the meeting, the members present shall elect one of their number to chair the meeting.

3.3 It is the role of the Chair of a meeting of the Board to ensure that:

- (a) the core business of the meeting is dealt with efficiently and thoroughly;
- (b) all members observe high standards of conduct including respect and tolerance of the views of others;
- (c) open and constructive discussion is facilitated;
- (d) all members of the Board members are encouraged to contribute; and
- (e) decisions are reached by consensus wherever possible.

3.4 In addition, in consultation with the Programme Director (HS2) London Borough of Camden, the officer designated to coordinate the work of, and secretarial support, to the Board, the Chair is responsible for ensuring that:

- (a) the agenda for the meeting reflects the core business of the Board;
- (b) agenda papers are despatched in a timely manner;
- (c) Board members are properly informed in order for them to address the business of the meeting either through written reports,

presentations or by the attendance of the relevant professionals to advise the meeting; and
(d) actions and outcomes are properly recorded and circulated.

3.5 The Chair's ruling with respect to the conduct of discussion and business at meetings of the Board shall be final.

Secretarial, co-ordination, policy and administrative support

3.6 London Borough of Camden shall provide the lead role in facilitating the functioning of the Board by consulting and receiving information, advice and assistance from other constituent organisations wherever practicable. The Secretary to the Board shall be the Programme Director (HS2) of London Borough of Camden. This role includes minute taking, agenda preparation and despatch. Minutes of all meetings will be maintained, and signed by the Chair (or the Deputy Chair in his absence), after approval by the Board members as being a correct record of the meeting concerned.

3.7 Officers of the member organisations will regularly be in attendance at meetings of the Board to give advice and information as necessary. Other persons shall attend for this purpose at the discretion of the Chair.

Conduct at Meetings

3.8 Board Members are expected to carry out the role described above, have regard to the standards set out in paragraph and declare any interest as set out in paragraph below.

Declaration of interest

3.9 Board meeting agendas shall include provision for the meeting to deal with the matter of declaring members' interests before proceeding to the main business on their agenda. All Members must declare any interest in relation to any item on a meeting agenda and not vote, but may speak, if:

- (a) they, their spouse, partner, business interests, or family and friends would gain or lose financially by the decision; and
- (b) their personal interest in the matter creates a real danger of bias by putting their own feelings above partnership interests.

3.10 Further, by their nature, decisions of a constituent organisation may have the effect of benefiting or disbenefiting the organisation that employs or nominates its members, e.g. when decisions are made on bids, projects, funding allocations, etc. that may become available to constituent organisations. It is not practicable to declare such interests (which will be obvious) or prohibit participation in votes or decisions in such cases (formal votes are in any event rarely taken at partnership type bodies such as this Board). However, all members will be expected to adhere to the Principles of Public Office, and in contributing to Board decisions,

pledge themselves to take a decision reflecting their best assessment of the option(s) which maximise overall benefits to the Euston area in achieving its Vision and implementation, rather than merely seeking to assess benefits or disbenefits to their own particular employing/nominating organisation alone.

Frequency of Board meetings

3.11 Meetings of the Board shall normally be held at least four times a year (quarterly), although more frequent meetings may be held if necessary (e.g. if requested by the Chair or called for by three or more Board members in writing, submitted to the Secretary).

3.12 A forward programme of dates for at least one year ahead shall normally be agreed by the Board.

Time and Venue of Board meetings

3.13 Board meetings shall preferably be held, if available, at suitable premises at Camden Town Hall and shall be held at times convenient to the majority of members. When appropriate and when agreed by the Board meetings will be held in Public.

Agenda Preparation and Despatch

3.14 Items for the agenda are the responsibility of the Chair of the Board. Any member wishing to submit an item for the agenda must do so in writing, if possible, to the Secretary not less than three weeks before the meeting date. Acceptance of any items requested after this date will be subject to the Chair's agreement.

3.15 Agendas and associated documentation shall normally be despatched to Board members at least five days prior to the meeting date to allow sufficient time for Board members to read and absorb material before the meeting. These will be sent out electronically wherever possible in order to save paper, printing and postage costs.

Making the Board accessible

3.16 The business of the Board should be accessible to all members of the community and partners with special needs. Accessibility can be achieved in the following ways:

- (a) ensuring adequate physical access to Board meetings (for meetings or parts of meetings open to the public);
- (b) providing signers, palantypists, interpreters or other specialist support on request to the Secretary;
- (c) ensuring that all agenda papers are available two days before the meeting to allow for translation, braille, etc., if necessary; and

- (d) observing Royal National Institute of Blind People and other guidance on the preparation and presentation of slide shows.

Quorum

- 3.17 No business shall be transacted at a meeting of the Board unless at least three members of the Board are present.

Decision-making

- 3.18 All matters arising for formal decision shall be decided by a majority of votes unless there is unanimous agreement on a matter and a formal vote if not required. Each member shall have one vote. In the event of an equality of votes, the Chair of the meeting shall be entitled to a second and casting vote.
- 3.19 Any member dissenting from a resolution passed by the Board shall be entitled on request to have his/her name recorded in the minutes as having so dissented.

Accountability and openness

- 3.20 An appropriate degree of accountability and openness are fundamental to the workings of the Board and the issues which are discussed. Decisions made at the meetings should also be transparent and made easily available to both the business and wider communities. For this reason, the agenda and minutes of all Board meetings shall be shared on the Euston Area Plan website: <https://www.eustonareaplan.info/about/>.
- 3.21 From time to time the Board will need to discuss confidential information and therefore will meet privately. On such occasions minutes and papers relating to the confidential matters will not be made public. However, at the discretion of the Board, meetings can be open to the press and public and advertised as such in advance.
- 3.22 Deputations may be heard by the Board, by prior arrangement with the Chair, in consultation with the Secretary, and as may be agreed by the Board. The period for a deputation to address a meeting shall be limited to a maximum of ten minutes.
- 3.23 The dates, agenda and papers for future meetings shall normally be available on the EAP website five clear working days prior to the meeting whenever possible.
- 3.24 All members shall seek to follow any agreed Communications strategy in relation to relevant business which specifies in more detail the mechanisms for publicity and information about the Board and its work.

4. Euston Integration Board

4.1 The Strategic Board will be supported by the Euston Integration Board.

4.2 The Euston Integration Board will be responsible for:

- providing technical support to the Strategic Board,
- coordinating joint work programmes,
- planning and delivering partnership work

4.3 The chair of the Euston Integration Board, or his agreed substitute, will report to the Strategic Board. The Euston Integration Board will include senior officers representing the planning and highway authorities and major stakeholders of the Euston area. The Euston Integration Board comprises:

Euston Director, HS2/Network Rail Joint team (Chair)
Programme Director (HS2) London Borough of Camden
Assistant Director (Planning) Greater London Authority
Director (Strategy and Planning) Transport for London
Euston Project Director, Network Rail
Euston Project Director, HS2 Ltd

4.4 Technical support to the Euston Integration Board will be provided by other Network Rail, HS2 Ltd, London Borough of Camden and DfT representatives as appropriate.

5. Performance management

5.1 Evaluation and assessment of the Board is fundamental to effective working and governance. It is important that all partners on the Board are held accountable for achieving the results from the decisions made by the Board. Regular progress reports shall be presented to the Board to monitor progress and alert members to any potential problems or issues.

5.2 It is also important to ensure that the Board, as an evolving partnership, functions effectively and is a sustainable structure, meaning that regular reviews will be necessary. A review shall be conducted on a regular basis with all Board members, considering the way the Board's governance is structured, and the way in which work is conducted.

6. Alterations to the governance document

6.1 The provisions of this Governance Document may be added to or amended by the Board, provided that, unless alternative arrangements have been made by the Partnership at a previous meeting, such alterations shall not take effect until three days after all Board constituent organisations have been informed in writing of the agreed change and no objections are received from them.

7. Dissolution

7.1 The Board, and hence its working groups and the Delivery Team, can be dissolved at anytime providing that 75% of the Board Members vote in favour of the dissolution resolution and that such is subsequently supported in writing by 75% of the constituent partnership organisations within six weeks [or such other period as shall be decided by the meeting at which the resolution is passed]. A decision to dissolve the Board shall be reported by the Secretary as soon as practicable.

Appendix 1: Structure chart

