

POOLE TOWN CENTRE MANAGEMENT BOARD

CONSTITUTION & TERMS OF REFERENCE

NAME

The name of the Organisation is the Poole Town Centre Management Board hereinafter referred to as "The Board".

THE AREA WITHIN WHICH THE BOARD OPERATES

The accepted areas of the town centre include the area south of Poole Hospital including High Street North, Parkstone Road and Longfleet Road, the Dolphin Shopping Centre, the Middle High Street, Lower High Street, part of the Quay and the Hamworthy regeneration area

AIMS AND OBJECTIVES

To support the work of the Borough of Poole in its various roles as local authority in relation to town centre issues and to work in partnership to:

- improve the vitality and viability of Poole Town Centre by bringing together public and private sector stakeholders in the town centre to work in partnership.
- agree vision, aims and values leading to the production of an Annual Action Plan and 5 year Town Centre Business Plan to be agreed with the Council.
- Building a strong representative Board whose members come from the town centre retail or business sector

TERMS OF REFERENCE

1. To agree an annual Action plan, and Five Year Town Centre Business Plan, taking into account the aims and objectives of the Board, the needs of Town Centre users and Council Strategy and Policy (at the start of the financial year).
2. To monitor the progress of the Business Plan and action plan on a regular basis.
- 3 To set a budget to achieve the aims of the Annual Action Plan, taking into account the Council's financial strategy and any sources of funding available to the Board.

- 4 To work in partnership with other groups, as and when required, to undertake project work.
5. To act with unity on all matters relating to the Town Centre, ensuring that the success of the Town Centre is not prejudiced by such action.
6. To act a consultation forum for the Council on Town Centre business and commercial issues.

MEMBERSHIP

Membership of the Poole Town Centre Management organisation is open to the following categories of person or organisation:.

1. Commercial and professional businesses that operate in the area defined, or who have an interest in the area and are up to date with their subscription fee.
2. Elected Council Members of the Borough of Poole with an interest in town centre issues.

Board Membership

Membership will be made up of the following:-

All Core Partners will be entitled to be Members of the Board but in the event that there are more that four Core Partners present at any meeting of the Board only four votes will be counted. Any dispute as to which Core partners will be eligible to vote in such circumstances will be resolved by reference to the length of the individual's Board membership to the effect that those with the longest membership will be eligible in decreasing order of precedence.

	Max no. in each category
Elected Members of Borough of Poole	3
Representatives of non retail businesses	4
Representatives of retail sector: Multiple Stores	4
Independents	4

Representatives of tourism sector	1
Representative of "Safe and Sound"	1
Representative of "Safer Business Scheme"	1

Representatives will be eligible for appointment in the event that they are committed to the Aims and Objectives of the Board and have paid the relevant subscriptions

The Board at its sole discretion may invite a representative of any commercial or professional business to serve on the Board providing this does not exceed the stated number of representatives from that relevant sector.

Senior Officers of the Borough of Poole with specific responsibilities in the Town Centre may attend Board Meetings in an advisory or supporting capacity without voting rights.

Sector Board members will be appointed by a process of self-nomination from interested and eligible persons within that sector. If there are more nominations from within that sector than allocated places then a vote will take place between those sector members at the AGM to determine the appointments.

The Board reserves the right to refuse any application for membership of the Board.

The Board may appoint honorary members (non-voting) to the Board if it is felt that their contribution would be invaluable or in recognition of exceptional service or commitment to town centre issues.

BOARD FUNCTIONS AND DUTIES

1. The Board will elect a Chairman and Vice Chairman at their first meeting following the AGM who will hold office for the next year.
2. The Chairman and Vice-Chairman may stand for re-election.
3. The Chairman/Vice Chairman will chair all meetings of the Board. In the event of the Chairman and Vice-Chairman not being present at a properly convened meeting, the members present may elect a Chairman for that meeting from amongst themselves for that meeting only.
4. The Chairman in consultation with the Town Centre Manager (TCM) will be responsible for the compilation of the Board agendas.
5. Secretarial services will be provided through the TCM's office.
6. The Council will be the accountable financial body for the Partnership, including performance of the audit role.
7. The Board will meet at least four times a year.

8. The Board will be deemed to be quorate if at least one third of the voting members are present including at least one Elected Member of the Borough of Poole.
9. The Board will have the responsibility to set up or disband any working groups.
10. The Board will be responsible for guiding the TCM's work priorities through an annual review of the Annual Action Plan
11. Members of the Board can be removed if
 - a. They no longer fulfil the criteria for membership
 - b. They or their deputy do not attend three consecutive meetings
 - c. Their behaviour is deemed to be obstructive and/or breaching the provisions of this constitution or any relevant codes of conduct.

If any of these circumstances arise the Chairman will raise the issue with the Member concerned and either seek that they remedy the situation (if appropriate) or invite their resignation. In the even that this does not resolve the situation then the Board will be invited to vote on the member's removal at the next ordinary Board Meeting.

12. Members of the Board agree to abide by the Borough of Poole Corporate Equality and Diversity Policy, in particular that they will not discriminate (indirectly or directly) on the grounds of race, gender, gender reassignment, marital status, sexuality, age, religious beliefs, HIV status, or disability (covering sensory and physical disabilities, learning disabilities and mental health status).

PROCEDURAL MATTERS

Annual General Meeting (AGM)

An AGM will be held annually, not more than 6 months from the financial year end, and will report upon the following: -

1. Membership of the Board
2. Progress of the Annual Business Plan and key objectives for the future
3. Funding - both existing and future and approve the accounts
4. Working Group activities
5. Any required amendments to the Constitution

Any individual or organisation that has paid the relevant subscription may attend the AGM. Other interested organisations such as community groups/associations or other service providers may also be invited or may attend in a non-voting capacity.

Any Elected member of the Borough of Poole may be invited or may attend in a non-voting capacity.

The Board may convene an Extraordinary General Meeting (EGM) to transact any business that may be dealt with by an AGM or any other item which in the opinion of the Board it is necessary to discuss at a matter of urgency. An EGM may also be triggered by at least 10% of the general membership (including any Board Members if they wish) giving notice in writing to the Chair of the Board that they require a Board meeting to be convened.

At least 15 working days notice in writing must be given of any Board Meeting, AGM or EGM.

The quorum for an AGM or EGM will be as required for a Board meeting plus at least 8 ordinary members of the Town Centre Management organisation.

Board Meetings

Meetings will be fixed annually in advance and the Board shall meet quarterly. Agendas will be sent out at least 15 working days prior to the meeting. Additional meetings may be called in consultation with the Chairman giving the same 15 day notice period if deemed necessary.

Nominated Deputies

Each member of the Board may nominate a representative from that sector to attend and vote in their place provided that such nominees are notified to the TCM prior to the meeting.

Voting

Each member shall have one vote. The Chairman will always have the casting vote and this can be used to resolve a deadlock. Votes need only be cast if there is any dissent with a proposal, or if any individual member attending requests a vote.

The Town Centre Manager and any Officers in attendance do not have voting powers.

Board Members' Interests –

A member shall take no part in the deliberation over any matter considered at a meeting of the Management Board or vote or otherwise influence the decision reached in connection with such matter if such member has a personal interest therein

Any procurement decisions taken by the TCM will be in accordance with the Council's Contract Standing Orders and any other relevant Borough of Poole policies, procedures and processes. Any work commissioned by the TCM from any Board Member for which payment is to be made, shall be agreed by the Board (excluding the Member concerned) and signed off by the Strategic Director.

Minutes of Meetings

Minutes of Meetings shall be maintained by the TCM. Such minutes shall be a record of decisions made unless any member present requests that a specific statement of the details of deliberations be recorded. Minutes will be circulated within a month of the meeting.

Devolution of Functions

The Board will devolve daily responsibilities to the TCM.

FINANCIAL ARRANGEMENTS

The Board will approve a budget and maintain separate accounts for Board funds.

1. The year end will be 31st March.
2. The forthcoming year's budget will be presented and agreed at the first meeting of the new financial year.
3. The previous year's accounts will be presented to the first meeting of the new financial year and audited for presentation at the AGM.

CHANGES

Any proposed changes to the Constitution must be approved by the Board and presented at the AGM or any EGM called in accordance with this Constitution.

DISSOLUTION

If at any time the members at a general meeting decide to dissolve the Town Centre Management Board (TCMB), the members of the Management Board will remain in office and will be responsible for the orderly winding up of the TCMB's affairs.

After making provision for all outstanding liabilities of the TCMB, the Executive Board must apply the remaining property and funds by transfer to the Borough of Poole.

A final report and statement of account relating to the TCMB must be sent to the Borough of Poole.

DEFINITIONS AND INTERPRETATIONS

- **'TCMB'** refers to the Poole Town Centre Management Board'
- The **'Management Board'** refers to 'Poole Town Centre Management Board'
- **'Town Centre'** refers to the area from south of Poole Hospital including High Street North, Parkstone Road and Longfleet Road, the Dolphin Shopping Centre, the Middle High Street, Lower High Street, part of the Quay and Hamworthy regeneration area.
- **'Initiative'** refers to the aims and objectives outlined in the current Business Plan
- **'Business Plan'** refers to the current five year plan
- **'Action Plan'** refers to the current 12 month plan
- **'Core Partner'** is an organisation who have paid a sum at least equivalent to the minimum relevant subscription as set out in the published subscription rates that may be agreed by the Board from time to time.
- **'Non-Retail Businesses'** - non retail members who derive no direct benefit from our crime reduction initiative who will contribute a mutually agreed membership fee
- **'Retail Members – Multiples'** who have paid a sum at least equivalent to the minimum relevant subscription as set out in the published subscription rates that may be agreed by the Board from time to time.
- **'Retail Member – Independents & Franchisees'** who have paid a sum at least equivalent to the minimum relevant subscription as set out in the published subscription rates that may be agreed by the Board from time to time.
- **(Safe and Sound)' – Licenced premises** who have paid a sum at least equivalent to the minimum relevant subscription as set out in the published

subscription rates that may be agreed by the Board from time to time.

- **Safer Business Scheme** – retailers who have paid a sum at least equivalent to the minimum relevant subscription rates that may be agreed by the board from time to time.

- **'Personal Interest'** –a member must regard himself as having a personal interest in any matter if a decision upon such matter might reasonably be regarded as affecting the well-being or financial position of such member, relative or friend to a greater extent than other stakeholders in the Town Centre