

Lowestoft Town Council

Terms of Reference for Marina Theatre Project Committee

1. The Marina Theatre Project Committee (the Project Committee) has been established by, and is solely responsible to, Lowestoft Town Council.
2. The Project Committee has been created by the Town Council to progress the development of the Marina Theatre project from inception through the development and delivery phases to implementation. The project team reports to the Project Committee, which in turn reports directly to Full Council.
3. The Project Committee's duties, as set out in these Terms of Reference, are defined and agreed by Full Council, which may from time to time and at its discretion decide to increase, decrease, or otherwise modify the Project Committee's Terms of Reference.
4. Meetings are to be held at least once a month, timed to precede Full Council, with additional meetings held if and as required.
5. The Project Committee will have the status in law of a Town Council Committee. Due to the legally and commercially confidential nature of the considerations and work undertaken by the Project Committee, it is likely that proceedings will for the most part be conducted in confidential session. However, please see comments under Public Transparency and Accountability (para 12).

6. Membership:

The membership of the Project Committee shall comprise the following:

A: Councillor Members

- A minimum of six Town Councillors, appointed by Full Council, including the Mayor who will serve as Chair of the Project Committee. In the absence of the Chair, the Project Committee shall appoint an acting Chair from among the Town Councillors present to preside at the meeting.

B: Non-Councillor Members

- Four representatives from the Marina Theatre Trust (MTT).
- Two representatives from East Suffolk Council (ESC).

These Non-Councillor members will have voting rights on the Project Committee¹.

A quorum will be at least four voting members, and at least 50% of those present must be Town Councillor members. If any member should need to declare an interest and absent themselves from consideration of a particular item, the number of members remaining must be sufficient to maintain the required quorum. In the event of an equality of votes, the Chair may exercise their casting vote, whether or not they gave an original vote.

¹ Applicable legislation: Parish and Community Councils (Committees) Regulations 1990 allow non-councillors to vote where the committee is for the management of land owned or occupied by the council. "Land" includes building and other structures, land covered with water, and any estate, interest, easement, servitude or right in or over land (Schedule 1 of the Interpretation Act 1978). Also confirmed in NALC Legal Topic Note 7 (Para 11, 1st bullet point). "Management" in this context will not entail the Committee (Project Committee) making any decisions about how much money will be spent on management of the land in question as such decisions have already been made by Full Council (in approving the project budget).

The Project Manager and the Town Clerk (or, in the absence of the Clerk, the Deputy Town Clerk), together with other Town Council officers who may attend in support, will also have standing attendance at Project Committee meetings. Members of the project team other than the Project Manager may also attend from time to time, as required. However, members of the project team (including the Project Manager) and Town

Council officers will attend in an advisory or administrative capacity: they will not be members of the Project Committee, their attendance will not count towards quorum, and they will hold no voting rights.

7. Records of Proceedings:

The Project Committee will meet as required to fulfil the responsibilities below. A written record of the Project Committee's proceedings and decisions will be taken by the Town Council officers in attendance and will be distributed to Project Committee members and to Full Council. The record of any proceedings which have been held in confidential session will not be placed in the public domain. However, please see comments under Public Transparency and Accountability (para 12).

8. Responsibilities:

- a. To progress the development of the Marina Theatre project from inception through the development and delivery phases to implementation, under the overall direction of Full Council.
- b. To coordinate and work with the project team (under the direction of the Project Manager), the admin team (under the direction of the Town Clerk), partners and funding bodies (including East Suffolk Council), and other third parties to ensure that needed actions are taken to deliver the project. This will include appointment of consultants and contractors; and such liaison between the project and admin teams as may be required to ensure that any out of project scope works directly funded by the Town Council (e.g. standard repair & maintenance, capital works) are co-ordinated with project works. See also 10 (h).
- c. To receive regular reports from the project team (under the direction of the Project Manager), and to ensure that all component elements of the project are coordinated and progressed.
- d. To provide regular monthly reports to the governing body (Full Council). Such reports will include a record of proceedings from Project Committee meetings, including decisions made under delegation from Full Council, a record of procurements (works, consultants, and contractors) made under delegation from Full Council; and a full financial accounting which will document and track expenditure against budget (including use of inflation and contingency budget provision) and any movement of funds between component budget streams.
- e. To provide such monitoring reports as may be required by project partners and funders (including East Suffolk Council). See also 10 (c).
- f. To attend and participate in liaison meetings and other events with project partners and funders, as required.
- g. To monitor and maintain a project Risk Register, and to report to Full Council in the event of any material change which might represent a new or heightened risk to the project.
- h. To monitor and maintain the project financials (including the Business Plan and income/expenditure projections), and to report to Full Council in the event of any material change which might affect project budget or cashflow, or/and post-delivery financial sustainability.
- i. To exercise decisions on the project and on any related appointments and budgets, where delegated from Full Council (please see Delegations from Full Council).
- j. Make recommendations to Full Council on matters reserved for Full Council consideration and decision.
- k. Ensure that all decision making is compliant with the Town Council's Financial Regulations and procurement procedures and takes account of other relevant Town Council policies and of the Town

Council's declaration of a climate and ecological emergency, whilst acting in accordance with any overriding funders' requirements where applicable.

9. Subsidiary working groups:

- a. The Project Committee may appoint ad-hoc or regular working groups to carry out certain tasks (e.g. preparation of detailed financial information for consideration by the Project Committee) or/and to make recommendations to the Project Committee on certain responsibilities, as required. Such groups may be comprised of voting members of the Project Committee or/and project team members or/and Town Council officers. A quorum will be at least three, and at least 50% of those present must be Town Councillors or/and Town Council officers.
- b. The Project Committee may appoint other ad-hoc bodies from time to time (e.g. tender evaluation panels to review bids and make recommendations to the Project Committee on the appointment of consultants, as required). A quorum will be at least four voting members of the Project Committee, and at least 50% of those present must be Town Councillor members.
- c. For the purposes of 9 (a) and 9 (b), if any member should need to declare an interest and absent themselves from consideration of a particular item, the number of members remaining must be sufficient to maintain the required quorum.
- d. The Project Committee may not "sub-delegate" to these subsidiary working groups any decision-making delegations that Full Council may have conferred upon the Project Committee. Any information produced by such working groups, or any recommendations from such working groups, must go back to the Project Committee for consideration and approval.

10. Delegations from Full Council:

- a. To commission, progress, and oversee project works, provided the nature and scope of such works has been pre-approved by Full Council.
- b. To procure consultants and contractors in accordance with the Town Council's Financial Regulations and procurement procedures, provided the procurement of those consultants and contractors has been preapproved by Full Council.
- c. To provide monitoring reports to third parties in compliance with project requirements set out at 8 (e).
- d. To authorise project expenditure within project budget, provided the project budget, component budget streams, and the nature and scope of expenditure within each budget stream have been pre-approved by Full Council.
- e. To use underspend from one component budget stream to prevent overspend from another budget stream, subject to the proviso that (1) this does not trigger any increase in the overall project budget, and (2) this does not contravene any overriding funders' stipulations (where grant funds may be allocated to specific component budget streams).
- f. 10 (d) and 10 (e) will explicitly allow for authorisation of project expenditure from the inflation and contingency budgets, provided the nature and scope of expenditure from these component budget streams has been pre-approved by Full Council.
- g. To agree periodic project press releases, in conjunction with project partners and funders, subject to the proviso that the releases do not contain any statement or undertaking pertaining to matters which are reserved to Full Council and not delegated to the Project Committee, and where Full Council has not yet considered and determined the matters in question (e.g. acceptance of funds from a third party).
- h. To liaise with the admin team in order to ensure that any out of project scope works directly funded by the Town Council (e.g. standard repair and maintenance, capital works) are co-ordinated with project works. See also 8 (b).

Full Council may from time to time and at its discretion decide to increase, decrease, remove altogether, or otherwise modify the Project Committee's delegated authority.

11. Matters reserved to Full Council and not delegated to the Project Committee:

- a. Any decision of a strategic nature, which may confer a long-term commitment or obligation on the Town Council, beyond the duration of the project delivery phase.
- b. Any decision which would represent a material change to the Town Council's governance structure, including the creation of new policies and amendment of existing policies.
- c. Any decision to submit an expression of interest or application for third party funding.
- d. Any decision to accept funding from a third party.
- e. Authorisation of works which have not been pre-approved by Full Council (once the works have been authorised, Full Council may decide to delegate the progression and oversight of such works to the Project Committee).
- f. Any procurement of consultants and contractors which has not been pre-approved by Full Council (once the procurement has been authorised, Full Council may decide to delegate implementation to the Project Committee).
- g. Any project expenditure where the project budget, component budget streams, or/and the nature and scope of expenditure within each budget stream have not been pre-approved by Full Council.
- h. Any change to the project budget, component budget streams, or/and the nature and scope of expenditure within each budget stream, other than the flexibility delegated to the Project Committee under 10 (e) and 10 (f).
- i. Agreement of any periodic project press releases, in conjunction with project partners and funders, which contain any statement or undertaking pertaining to matters which are reserved to Full Council and not delegated to the Project Committee, and where Full Council has not yet considered and determined the matters in question (e.g. acceptance of funds from a third party).

12. Public transparency and accountability:

- a. Regular monthly reports will be provided to the governing body (Full Council). Such reports will include a record of proceedings from Project Committee meetings, including decisions made under delegation from Full Council, a record of procurements (works, consultants, and contractors) made under delegation from Full Council; and a full financial accounting which will document and track expenditure against budget (including use of inflation and contingency budget provision) and any movement of funds between component budget streams. Summary versions of these reports will be made available to the public by the Town Council both as Full Council meeting papers and in public communications, but legally and commercially confidential matters which have been considered in confidential session will be redacted from the public versions of these reports.
- b. The Project Manager will provide periodic public briefings on behalf of the Project Committee at designated Full Council meetings.
- c. Information will also be provided to the public through a programme of regular community engagement activities, including drop-in events, as the project progresses.
- d. All members (both Councillors and non-Councillors) will conduct themselves in accordance with the seven Principles of Public Life (also known as the Nolan Principles) and will be additionally subject to the Suffolk Code of Conduct and be required to complete and have published a Register of Interests.
- e. The Project Manager shall absent themselves from the meeting during any consideration of and vote on matters relating to:
 - any variance of their own contractual terms and conditions (including professional fees).

- any variance of contractual terms and conditions (including professional fees) pertaining to an employee or associate of their consultancy firm.

13. Signatories

These are the terms of reference established and agreed by Lowestoft Town Council and they apply to all councillors, participants and the named invited organisations:

..... Mayor Lowestoft Town Council Date

The Marina Theatre Trust understands and accepts the terms of reference

..... Name and Position Date

East Suffolk Council understands and accepts the terms of reference

..... Name and Position Date