

The Lawns Project Board - Terms of Reference

A. Membership and roles

1. The Project Board will be appointed by the Board and have a minimum of three and a maximum of twenty CLT members representing all project interests.
2. The CPCLT Board will appoint one of its members as Chair of the Project Board.
3. The Project Board will elect a Deputy Chair from amongst its members who will substitute for the Chair of the Project Board when needed.
4. Exceptionally, if both the Chair and the Deputy Chair are absent from a meeting the members present will agree amongst themselves someone to chair the meeting and ensure that business is conducted properly.
5. The Project Board will nominate individual members to take lead roles for the main elements of its project including technical matters. If a lead member is unable to act due to absence, illness or other such cause the Project Board may co-opt another individual to represent the absent member's project temporarily. Lead members may delegate tasks at their own discretion but responsibility for the task remains with them.
6. The Development Manager will attend meetings as a non-voting member.
7. Other CLT members, local volunteers, consultants, funders and advisers may be invited to attend meetings at the discretion of the Chair of the Project Board. Such attendance does not indicate or constitute membership, voting rights or a right to attend.

B. Quorum and decision making

1. The quorum for decision making will be three (if this includes two members of the CPCLT Board) or 50% of the Project Board (including one member of the CPCLT Board). As per A.1, only CLT members count as voting member of the Project Board.
2. If a consensus cannot be reached in decision making a vote will be taken. In the event of a tied vote the Chair of the Project Board will have the deciding vote, if the meeting is being chaired by the Deputy Chair then s/he will have the deciding vote. If neither the Chair or Deputy Chair of the Project Board is present decisions can only be made by consensus.
3. The Chair of the Project Board will report back on the work of the Project Board to every CPCLT Board meeting, including an updated budget. Once agreed, minutes of Project Board meetings will be circulated to members of the CPCLT Board for information.

C. Frequency of meetings

1. The Project Board will normally meet monthly or at other times as the Chair deems appropriate.
2. The Project Board does not always need to meet face to face. Meetings may take place remotely by video link or telephone conference. Urgent decisions can be made by email.

D. Documentation

1. An agenda and background papers will be circulated in advance of meetings by the Chair of the Project Board. Standing agenda items will include declarations of interest, minutes of the last meeting, progress update, risk, programme and budget.
2. The Development Manager will distribute a project status report at least one working day in advance of Project Board meetings.
3. The Chair of the Project Board will ensure that the proceedings and decisions of all meetings are minuted.
4. The minutes should record who is present, decisions made and key actions arising from the meeting.
5. The chair of the meeting should ensure that the minutes provide a documented audit trail for all decisions likely to have financial, contractual or political consequences. If written material relating to substantive agenda items was not provided at the meeting, that can be linked to the decisions made at the meeting, then the minute relating to that item must be sufficiently detailed to illustrate the basis on which a decision was made.
6. Minutes of the Project Board will be circulated to all members of the Project Board by the Chair.
7. Once agreed by the Project Board the minutes will be circulated to the Board of the CPCLT for information.
8. After they have been noted by the CPCLT Board, the minutes of the Project Board will be published on the CPCLT website as part of the minutes to the relevant Board meeting. Background papers will not routinely be published but care should be taken in their drafting to allow for possible publication on request (subject to the redaction of information which is commercially or politically sensitive or which might enable individual residents to be identified).
9. Conflicts of interest must be declared and recorded as required and reviewed on a regular basis by the CPCLT Board.

E. Duties and responsibilities

The Project Board's function is to:

1. Act on behalf of the CPCLT Board (the Client) for the project and have delegated authority as outlined in section F, to own and be accountable for the Project.

2. Drive the project to completion and ensure that the project brief stays on track, reporting project status to the CPCLT Board.
3. Sign off the Project Initiation Document, Project Brief and any Project Reviews that take place.
4. Exercise functional and financial authority to support the project within an overall budget agreed by the CPCLT Board and broken down by stages.
5. Receive reports from the Development Manager and monitor progress/ authorise changes.
6. Review risks, issues and exceptions and determine appropriate course of action having taken into account recommendations from the Development Manager.
7. Approve, where appropriate, any Requests for Change/ Employers Change Orders.
8. Ensure appropriate communication about the project takes place with relevant stakeholders.
9. Sign off project stages/closure based on an end-of-stage report presented by the Development Manager which collates all relevant materials from the Project Team.
10. Agree the appointment and termination of contracts and assess the performance and independence of such contracts.
11. Undertake such other tasks as the CPCLT Board may reasonably request the Project Board to undertake.

F. Delegation and authority

General

1. The Chair of the Project Board holds overall responsibility for the Project on behalf of the CPCLT Board and is accountable to them.
2. The Project Board is constituted and delegated functions by the CPCLT Board. It has no powers other than those set out in these terms of reference or otherwise delegated to it by the CPCLT Board.
3. The CPCLT Board will receive minutes and may request access to all Project Board agendas and meeting documentation. The Project will be a standing item on the CPCLT Board agenda. Where necessary the Chair of the Project Board will summarise implications of key decisions or risks in a briefing paper to inform CPCLT Board decision making.

Financial

4. The Project Board is authorised to work within a budget tolerance level of +/-10% for individual budget lines and within allocated contingencies unless stated otherwise by the Chair of the Project Board. Decisions to increase budget are only able to be taken when there is sufficient income available to cover the proposed expenditure.
5. New appointments should be made in accordance with CPCLT's Procurement Policy and should take into account the nature of the project and ensure that CPCLT is not penalised for undue delays.

6. Working closely with the Treasurer of CPCLT, the Chair of the Project Board must ensure that prudent timescales for financial drawdown are applied and should anticipate potential delays.
7. The Project Board has delegated authority to use Design and Construction contingencies in the overall project budget, where necessary.
8. The Chair of the Project Board has discretion to authorise the use of this contingency up to 75% of the monthly Design Contingency or £2,500 (whichever is the lower), in consultation with the Development Manager and the Chair of the CPCLT Board.
9. The Chair of the Project Board will authorise invoices, which will be countersigned by another Director, and pass them to the Treasurer for payment. In her/his absence the Deputy Chair of the Project Board will authorise payment of invoices which should be countersigned by another Director before being passed to the Treasurer for payment.

Project Design

10. The Project Board has delegated authority to work with our architects and professional team to steer the design of the scheme. It may use separate 'Design Group' meetings for this purpose.
11. The CPCLT Board reserves the right to ratify and override decisions of the Project Board / Design Group where these fail to meet the key objectives for the project as agreed by the CPCLT Board; or where they create regulatory or financial challenges for the CLT; and these decisions cannot exceed the financial authority set out above.

Development Manager

12. Within the overall budget agreed by the Project Board, the Development Manager has delegated authority to authorise expenditure of each Stage allowance (referring to design & technical fees; surveys & investigations; and planning fees only) provided that this does not exceed the agreed sum. Any proposed increase, including any use of the contingency budget, must be referred back to the Project Board for approval.
13. The Development Manager has delegated authority to instruct consultants to proceed within the current project Stage. New consultants appointments require approval by the Project Board.
14. It is the responsibility of the Development Manager to ensure that consultants and the London Borough of Croydon are regularly updated on progress on The Lawns development. This only relates to the progress of the development, and not to e.g. liaising with Council officers about the land agreement, responsibility for which rests with the Project Board.

Reporting required from the Development Manager

15. The Development Manager should recommend payment of invoices related to the delegated budgets to the Chair of the Project Board once s/he is satisfied that work has been completed as contracted.
16. The Development Manager will distribute a monthly project status report at least one working day in advance of Project Board meetings.
17. The Development Manager will attend meetings of the Project Board as a non-voting member. These meetings will usually be held once a month in the evening.
18. At the end of each RIBA stage the Development Manager will set up an end-of-stage Gateway meeting, liaise with the Project Team to prepare and present an end-of-stage presentation to the Project Board. This presentation will collate all relevant information from the Project Team and provide sufficient information to enable the Project Board to formally sign-off that stage of the project.