



**CAMBRIDGESHIRE
& PETERBOROUGH**
COMBINED AUTHORITY

Greater South East Net Zero Hub
Regional Advisory Boards
Terms of Reference
February 2024



Version History

Revision Number	Revision Date	Nature of Revision	Checked by	Reviewed by	Approved by

Purpose of this document

The purpose of this document is to record the purpose, form and operation of the Regional Advisory Boards (RABs) acting in support of the main Board (the Board) of the Greater South East (GSE) Net Zero Hub (NZH).

1 Background

The Local Net Zero programme, previously the Local Energy Programme, was established in 2017 as part of the Clean Growth Strategy to support local authorities and communities in England play a leading role in decarbonisation and clean growth.

Achieving the UK's national carbon budgets will require action at both national and local level. In December 2020, the Climate Change Committee's sixth carbon budget report identified the need for action at LA level as well as national level to achieve net zero - they estimate that over 30% of carbon savings will come from local action. The National Audit Office and Environmental Audit Office have called for the Government to have stronger, more visible framework and partnership in place with local government and communities if they are to meet national net zero ambitions.

Since its establishment, the GSE NZH has taken on wider, though closely related responsibilities, such as those relating to community energy, domestic retrofit and public estate decarbonisation. However, the delivery of the Local Net Zero Programme remains the primary purpose of the GSE NZH.

To support the ability for the GSE NZH, including its Board, to engage effectively with stakeholders critical to the successful delivery of the Net Zero Programme, new governance arrangements are being introduced including a series of Regional Advisory Boards (RABs), the details of which are set out in this document. The design and operation of the RABs will support the GSE NZH in the delivery of the Local Net Zero Programme, for which the objectives are:

- **Objective 1:** Attract commercial investment and help LAs and other local public sector bodies to develop investment models which accelerate progress to net zero. Commercial funding can come from private, public (non-grant) and social investment including from communities, whilst directly contributing to building a stronger and greener future which supports clean growth and levelling up.
- **Objective 2:** Continue to increase the number, quality, and scale of local Net Zero projects being delivered across the region in line with national targets and strategies, including supporting the early-stage development and delivery of projects. The scope of Net Zero projects will be agreed by the Hub and its board and set out in the Hubs' Operating Strategies.
- **Objective 3:** Collaborate with DESNZ to develop and support Net Zero elements to wider programmes and initiatives delivered across England, including the Transport Decarbonisation Plan and Levelling Up. This collaboration will be led by DESNZ and Hubs will support this work depending on capacity.

- **Objective 4:** Support a national knowledge transfer programme to improve information sharing, training, and evaluation and create a network of experience that amalgamates learning to strengthen and teach others.
- **Objective 5:** Raise local awareness of opportunities for and benefits of local Net Zero investment – including through national schemes.

2 Introduction

- 2.1 The purpose of the RABs is to provide a means by which the regions within the overall GSE geography can engage effectively with the GSE NZH and in particular with its Board and operational structure. This includes:
- Securing engagement with representative stakeholders within the RAB area and maintaining a map of relevant stakeholders.
 - Providing representative advice to the Board on RAB area issues in relation to its stakeholders needs and according to the particular characteristics, challenges and opportunities of the RAB area.
 - Informing the NZH about the needs and characteristics of the potential clients within the RAB such that the NZH may appropriately communicate and target delivery of its functions and services.
 - Supporting NZH strategic planning; horizon scanning and regional intelligence, feeding into future strategy and identifying challenges and support required at a regional level.
- 2.2 The GSE NZH will be supported by [three] RABs covering the following regions (which align to relevant regional transport bodies and newly created National Energy System Operator operating areas) as follows:
- North West: Oxfordshire, Buckinghamshire, Hertfordshire, Bedfordshire, Northamptonshire and Cambridgeshire.
 - North East: Norfolk, Suffolk and Essex.
 - South: Berkshire, Hampshire, Surrey, West Sussex, East Sussex and Kent
 - London – arrangements to be determined, noting that the same purposes and duties are relevant, however the Membership, Appointments and Conduct of Business may differ to allow existing structures to be utilised as appropriate and agreed by the Board.

3 Membership

- 3.1 The core RAB membership in each region will consist of the following:
- Local authorities
 - Climate change partnerships
 - Academia
 - NHS
 - Third sector

- Further Education (FE) Institutes
- 3.2 It is expected that a minimum of 40% of the RAB membership be from a Local Authority, or capable of representing the views of Local Authorities in the area.
 - 3.3 Each RAB may nominate additional members from outside the categories listed at 2.1 if their participation enhances regional representation and/or provides additional expertise or insight otherwise not available or is complementary to the core membership and that will enhance the ability of the RAB to discharge its duties.
 - 3.3 Climate change partnerships are defined as those bodies who have been formally constituted, have local authority engagement and with purposes aligned to those of the GSE NZH.
 - 3.4 Although no limits are specified for the number of members in each RAB, it is envisaged that for the purpose of ensuring adequate representation (across each category listed at 2.1 and taking into account the number of counties in each RAB area) each RAB will have a minimum of eight members and a maximum of eighteen members to enable efficient meetings and communications. The precise numbers and mix of members will be at the discretion of the RAB Chair, and ultimately the Board, to ensure that it is able to fulfil its Purpose and Duties (see 6 below).
 - 3.5 Each RAB may from time to time arrange for its meetings to have a specific thematic focus that may necessitate securing the participation of individuals outside the core membership where specific skills, knowledge or experience are required on time limited basis. These may include representatives of national bodies.
 - 3.6 Each RAB may request to the Board that a defined task and finish group be established to address a specified need, relevant to the RABs functioning, which cannot otherwise be reasonably accommodated within its scheduled meetings. The Board will have the final say in whether to accept or reject the request, considering the need for the task and finish group and the associated resource required to facilitate.
 - 3.7 A member of the GSE NZH team will be allocated as the primary contact for each RAB and the Board and NZH operational team. The NZH will also provide administrative support to each RAB as detailed at 4.7.
 - 3.8 [A list of RAB members is attached at Appendix 1.]

4 RAB appointments

- 4.1 Each RAB will select a Chair and Deputy Chair from within its membership. The Chair and Deputy Chair (between them) must be able to commit to attend each RAB meeting and Board meeting and commit to managing the functions of the RAB (in the case of the latter they will be supported by the NZH see 2.5 and 4.7).
- 4.2 The Chair and Deputy Chair, in collaboration with the NZH staff, will be responsible for ensuring that representatives for each of the categories listed at 2.1 are identified and

invited to participate in the RAB and that succession planning is undertaken to ensure continuity in representation and RAB member skills, experience and knowledge.

- 4.3 RAB members will have a wider range of responsibilities, these are outlined in the Role Profile, contained in Appendix 2.
- 4.4 When individuals are appointed, they accept that they will discharge their RAB duties acting in accordance with the purpose of the NZH and not for their personal / employer's advantage and in accordance with the Role Profile at all times.
- 4.5 The overall RAB membership will be reviewed annually and succession plans updated accordingly.
- 4.6 The Board will review membership of each RAB annually to ensure that they are representative and that succession plans are in place for the Chair and Deputy Chair and core participants listed at 2.1.
- 4.7 The Appointment Process is set out in Appendix 3.

5 Arrangements for the Conduct of Business

5.1 *Chairing the meetings:*

The RAB Chair or Deputy Chair will chair RAB meetings.

5.2 *Quorum:*

RAB meetings will be deemed quorate if the Chair or Deputy Chair are present along with 50% of the membership, 50% of the Local Authority membership and at least one representative of the NZH team. If the meeting is not quorate, the Chair or Deputy Chair will consult with those who were not present to agree substantial recommendations. If a member misses 50% of meetings in a twelve-month period this will be escalated to the Board and may lead to membership being terminated.

5.3 *Decision making:*

Although the RABs are not decision-making bodies (see 5.1) any recommendations or reports to the NZH or its Board will be agreed on a consensus basis as far as reasonably possible. The Chair and Deputy Chair will work with the RAB members in good faith to secure consensus but if this is not possible any matters arising will be reported to the Board for consideration and arbitration.

5.4 *Voting:*

For decisions requiring a vote, the RAB will operate on a 1 member, 1 vote basis. Where a majority decision cannot be reached, the RAB will report to the Board the voting outcome, along with a narrative of the issue preventing a majority view.

5.5 *Frequency of meetings:*

Meetings will be held a minimum of four times per annum. Exceptional circumstances may lead to additional meetings being scheduled. A minimum of one meeting per annum will be held in person.

5.6 *Urgent matters arising between meetings:*

Any urgent matters arising between meetings will be dealt with through email correspondence and when required, meetings between members led by the Chair or Deputy Chair. Any non-urgent matters arising will likewise be dealt with through email or delayed until the next available meeting.

5.7 *RAB support:*

The NZH will provide administrative support to the RABs including;

- organising online and in person meetings,
- maintaining records of meetings and attendance,
- taking minutes and recording actions,
- distributing information to RAB members and wider stakeholders,
- maintaining and filing RAB documentation,
- communications support.

6 Authority

6.1 The RABs will not be decision making bodies, although their representatives will form part of the overall GSE NZH Governance structure, influencing its decisions to deliver the best possible outcomes for their regions on as representative a basis as possible.

7 Purpose & Duties

7.1 The purpose of the RABs is to provide a means by which the regions within the overall GSE geography can engage effectively with the GSE NZH and in particular with its Board and operational structure. This includes:

- Securing engagement with representative stakeholders within the RAB area and maintaining a map of relevant stakeholders.
- Providing representative advice to the Board on RAB area issues in relation to its stakeholders needs and according to the particular characteristics, challenges and opportunities of the RAB area.
- Informing the NZH about the needs and characteristics of the potential clients within the RAB such that the NZH may appropriately communicate and target delivery of its functions and services.
- Supporting NZH strategic planning; horizon scanning and regional intelligence, feeding into future strategy and identifying challenges and support required at a regional level.

- 7.2 Although the RAB membership will comprise the key stakeholders within a given RAB area, the RAB will have a duty to maintain a wider knowledge base of stakeholders with their area and to work in good faith with the NZH to ensure that these stakeholders are kept adequately informed and given appropriate means to engage with the RAB and the delivery activities of the NZH as is appropriate to their status.
- 7.3 The duties of the RABs are as follows:
- RAB Chairs (or Deputy Chairs) to participate in Board meetings and proceedings.
 - To consider and provide a response, within an agreed timeframe, to each annual delivery plan of the GSE NZH in relation its relevance, value and fit to the RAB's area and stakeholders.
 - Produce an Annual Statement recording;
 - RAB membership during the year,
 - its meetings,
 - the outputs of any task and finish groups,
 - wider stakeholder engagement,
 - any material developments in the RAB area that could affect the GSE NZH and the delivery of its purpose,
 - the prevailing succession plan to ensure the RAB membership remains representative of the area and capable of discharging the RAB purpose.
 - Present any such other reports to the Board as to fulfil the purpose of the RAB and ensure a functional and productive relationship between the Board and the RABs.

8 Compliance

- 8.1 These Terms of Reference should be construed in relation to the prevailing Memorandum of Understanding (MOU) in force between the Cambridgeshire & Peterborough Combined Authority (CPCA) and the Secretary of State for Business, Energy & Industrial Strategy (superseded by the Department for Energy Security & Net Zero (DESNZ) in 2023) governing the funding and operation of the GSE NZH over the period 2022-25 along with the CPCA Single Assurance Framework (SAF).
- 8.2 The MOU requires the NZH to maintain a governance structure that is regionally representative to oversee the activities of the Hub. The RABs and their relationships with the Board constitute a functional manifestation of regional representation.
- 8.3 From time to time, the CPCA and/or GSE NZH may be required to provide DESNZ with information to validate its compliance with the MOU and for the purpose of freedom of information requests. It is therefore possible that the RABs may be requested to provide information for this purpose and if so will provide reasonable assistance to DESNZ (or its advisors or contractors) to this end.
- 8.4 The SAF is a set of systems, processes and protocols designed to provide an evidence base and independent assessment of the governance, risk management, and funding processes of a funding or grant application. It enables the CPCA to monitor, measure and scrutinise how well its policy aims are being met and risks managed. It also implements processes to ensure an adequate response if risks or performance go into exception. A copy of the SAF is attached at Appendix 2.

- 8.5 The CPCA will ensure that its employees, contractors, agents, partners and other local authorities or organisations it works with in delivering the GSE NZH comply with the commitments and principles set out in the MOU and SAF and will be responsible for any failure by them to meet those commitments and principles.
- 8.6 Monitoring of RAB compliance with the MOU and SAF will be the responsibility of the GSE NZH Board.

9 Review of Terms of Reference

These Terms of Reference will be reviewed annually by the Board and any changes agreed by the CPCA Senior Responsible Officer for the NZH and reported to the Environment and Sustainable Communities Committee on the exercise of that delegation.

Approved by: _____ **Date:** _____

Approved by: _____ **Date:** _____

Appendix 1: RAB Membership & Stakeholder Mapping

1. North West:
2. North East:
3. South:
4. London:

Appendix 2: RAB Member and Chair / Deputy Chair Role Profile

[to be inserted or separately appended]

Appendix 3: Appointment Process

[to be inserted or separately appended]

Appendix 4: CPCA Single Assurance Framework

[to be inserted or separately appended]

Appendix 5: Document Control

Change History

Version	Author	Date	Change

Reviewers

Version	Reviewer	Role	Date

Approvers

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Distribution

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