

Context (also see shared One City thematic board principles in annex)

1. No single organisation has the power, authority, resources or ability to achieve the city-level change needed to achieve our environmental sustainability objectives.
2. Bristol Green Capital Partnership CIC was invited by the Mayor of Bristol and Bristol City Council to create and administer a new Environmental Sustainability (ES) Board, as one of 6 'One City' thematic boards that will aid the delivery of the One City Plan. The ES Board will sit alongside economy, health & wellbeing, homes, transport, and learning & skills boards. While these boards will vary, the ES Board and its members will lead, support and advise on action to deliver on the One City Plan, delivering the actions outlined in the Plan and in *Our Future*, including accelerating Bristol's progress towards carbon neutrality.
3. Co-chaired by the Mayor of Bristol and a city member, the ES Board will be a place for its members, with the authority conferred by their leadership roles, for example within their business or other organisation, and/or their influence, to collectively agree what they can do – and also encourage others to act too.

Purpose & activities

4. The ES Board will:
 - support, advise and where appropriate direct action to deliver on the One City Plan vision of “a fair, healthy and sustainable city” by 2050;
 - shape, influence, lead and drive forward the delivery of environmental sustainability aspects of the One City Plan, guided by and converging with *Our Future*, Bristol Green Capital Partnership's environmental sustainability vision through the annual iteration of the Plan;
 - lead and drive forward accelerating progress towards a carbon neutral city, working with all One City Boards and structures, including the City Office team and other key city partners;
 - enable delivery of the One City Plan/*Our Future* and carbon neutral objectives through the strategies, plans and practices of the organisations and other partnerships or organisations of which members of the Board are part;
 - adopt an inclusive approach, with a key aim of environmental equality alongside social and economic equality in Bristol;
 - engage with other One City boards and their members and where necessary provide constructive challenge, so as to ensure their activities are aligned with – and ideally contribute positively to – environmental sustainability dimensions of the One City Plan/*Our Future*, and vice versa;
 - receive reports from the Council and other relevant stakeholders, businesses or organisations as appropriate;
 - offer advice and/or recommendations to the Mayor of Bristol and/or the Cabinet on decisions on environmental sustainability-related matters, the allocation of regional and central government funding and investments, and funding bids, and other relevant businesses or organisations, as appropriate;

- where necessary, use its expertise and to address systemic environmental sustainability issues and resolve barriers;
- develop and promote a city voice for environmental sustainability that has influence beyond the city boundaries, including policy, government and other bodies at regional and national levels; and
- enable interactions with relevant stakeholders, policies and initiatives at community, city, regional, national and potentially global levels.

Ways of working

5. **TOR review:** These Terms of Reference shall be adopted (with any proposed amendments) at the ES Board's first meeting, then be reviewed on an annual basis to ensure their continued relevance and that they reflect the ES Board emerging's role and priorities.
6. **Constitutional & legal:** The ES Board will not be a legal entity. It does not directly control resources, employ staff, nor will it be able to enter into contractual arrangements. It will not be able to decisions about the use of public money, such as 'key decisions' (resulting in expenditure or savings of £500,000 or mor) . It also shall not be regarded as a statutory body. ES Board members are not required to make any financial contributions to the running of the Board. Its legal basis, powers and ability to raise and direct funds and powers may be reviewed in future.
7. **Secretariat:** Bristol Green Capital Partnership CIC shall provide the secretariat and administrative support functions for the ES Board on an ongoing basis, subject to appropriate resourcing for this being available.
8. **Number of members:** The ES Board would be ideally be limited to 15 members and should not normally exceed 20 persons.
9. **Criteria for membership:** The ES Board members should have leadership roles, for example within their business or other organisation, and/or influence, to collectively agree what they can do and/or encourage others to act too. Leadership capability could relate to a range of attributes:
 - a senior role in a business or organisation environmental and/or carbon footprints in the city, for example having a very large estate or operations involving large volumes of travel within Bristol;
 - providing the city with vital infrastructure and/or services that will be key to achieving the board objectives, for example a utility;
 - being a key policy or regulatory body, which influences the environmental or carbon outcomes of the city;
 - being a key thought-leader and/or influencer, with an ability to shape or influence public, business and/or organisational opinion and actions in the city;
 - having other influence in the city, region or country which can assist with goals of the board.
10. **Qualities:** Board members should possess the following qualities:
 - reside, work and/or have a strong business or personal interest in the city or region;
 - have skills/expertise in different aspects of environmental sustainability;
 - be able to show willingness and ability to engage with other aspects of environmental sustainability and beyond (in line with the One City approach);

- have agency to affect change, such as scale or impact of their business or organisation, their personal influence or skills/expertise; and
 - have an ability to influence outcomes within their own organisations and/or in other fora;
 - be keen to provide city-level environmental sustainability leadership.
11. **Process of initial appointment & additional diversity provisions:** The initial members of the ES Board were selected through an open expressions of interest process. This sought as diverse a membership as possible, including gender equality. To help ensure that its members bring views from a range of the city's communities to discussions, the process particularly sought expressions from people with knowledge, skills and/or experience of groups that risk being under-represented: black and minority ethnic communities; people with disabilities; and young people aged 18-24 (noting that those aged 11-18 can be engaged through the Youth Mayors & Youth Council). However, on the information provided to them, the selection panel recommended a separate further process for selecting additional members to address these gaps.
 12. **Support:** Support and mentoring will be offered to ES Board members who feel that this would help them to play a full and active role in the ES Board's work. An accessibility fund will be available for at least the first 2 years of the ES Board to assist with the costs associated participating as a member of the Board, including: travel, subsistence, childcare or other care costs, office supplies/equipment, and/or other accommodations that might be needed.
 13. **Reserved positions:** There shall be positions reserved for the Mayor of Bristol lead, a member of the senior management of Bristol City Council, and a representative of Bristol Green Capital Partnership.
 14. **Representation & limitations:** ES Board members may represent a business or organisation, or be members as individuals, subject to the following limitations: other than the BCC Senior Management level member, candidates must not be officials of any of the four local authorities in the West of England region or the West of England Combined Authority (see below). Board members will not be able to hold or actively seek political office, nor be a spokesperson for any political party. This does not preclude Board members from being a member of a political party. Processes for engaging political parties are likely to be determined on a One City-wide basis. Additionally, employees of Bristol Green Capital Partnership CIC are also not eligible, as they will be providing secretariat support.
 15. **Term of appointment and ending of appointment:** Members of the ES Board will be appointed for 2 years in the first instance, noting that it is anticipated that the Board will also undertake 'one-year review' in mid-2020. Board members may by notification end their own appointment, and the Board shall implement such provisions as to fill any vacancy arising. The organisation that the member ending their appointment was representing may wish to recommend an alternative member of sufficient seniority for Board members to consider.
 16. **Changes to affiliation and/or role:** For ES Board members with an organisational affiliation or change in job role, should affiliation change during the course of their membership, the member should make all other Board members aware of this and seek their guidance as to whether the change warrants a change in membership.
 17. **Removal of a member:** In the unlikely event that it should it prove necessary for ES Board members to consider the removal of an ES Board member, this shall require the passing of a specific resolution by a majority of members (excluding the member concerned) to that effect

at a meeting of the ES Board, provided that the ES Board has invited and considered the views of the member concerned.

18. **Quorum, attendance & substitution:** The quorum for a meeting shall be more than half of its members. There is an expectation that ES Board members will prioritise attendance. Should a member representing an organisation be unable to attend a particular meeting, they should nominate a substitute who must have delegated authority to make an equivalent level of decision as the member they are representing.
19. **Decisions:** Wherever possible, ES Board decisions should be made by consensus as reached through open debate and discussion. In circumstances where a formal vote is necessary, a majority decision shall be required. In the event of a tie, the chair of that meeting shall hold a casting vote.
20. **Standing invitees:** While not members of the Board, close working arrangements with neighbouring authorities will be essential for achieving the ES Board's objectives. Appropriate officials from each of the other 3 West of England local authorities (South Gloucestershire, Bath & NE Somerset, North Somerset) and the West of England Combined Authority shall be standing invitees to ES Board meetings as observers and receive papers.
21. **Register of interests:** All members of the Board must complete a register of interests, and declare any items under discussion that are of direct or indirect personal or professional pecuniary or non-pecuniary interest.
22. **Code of conduct:** No specific code of conduct has been developed for the ES Board's members on the assumption that those involved will work professionally and co-operatively in the spirit of the One City Approach. However, a code of conduct may be developed if at any point one this should be deemed necessary.
23. **Confidentiality:** The Board will operate according to the 'Chatham House' rule, under which information disclosed during a meeting may be reported by those present, but the source of that information may not be explicitly or implicitly identified. At times the Board may flag items as confidential, and these shall remain so unless and until agreed otherwise. Members will take all reasonable steps to maintain the confidentiality of any information of a personal nature, or of any information relating to the financial or business affairs of other persons or that which is commercially sensitive, which comes into their possession or knowledge, arising out of their membership of any the work of the ES board and/or related bodies.
24. **Wider stakeholder network:** Bristol Green Capital Partnership CIC shall, as the ES Board's secretariat, maintain details of the wider network of stakeholders including the Partnership's existing members along with any other community groups, businesses or other organisations with an interest in the ES Board and engage them with its activities as appropriate, such as sharing updates on activity, consultations and work on priorities. The Partnership may also be able to provide a forum for wider stakeholders to engage with the ES Board and its work.
25. **Meetings:** The ES Board should meet at least 4 times each year, with meetings aligned wherever possible with One City meetings, such as feeding in to the twice-annual City Gatherings and quarterly leadership group meetings. One of these or an additional meeting provide an annual opportunity, delivered by Bristol Green Capital Partnership, for wider stakeholders to review progress and input into the ES Board's work.
26. **Chairing arrangements:** The ES Board will be co-chaired by the Mayor of Bristol. The co-chair will normally be drawn from the ES Board's non-BCC members, to be selected at the Board's

first meeting for a term of one year in the first instance. Alternative chairing mechanisms may be agreed by the Board from time to time. The City Office have advised on the role of One City board chairs as below, noting that that some aspects may be delegated to Board secretariats where these exist (such as Bristol Green Capital Partnership CIC in the case of the ES Board):

- be the primary point of contact between your board/theme and the City Office and the Chairs of other thematic boards;
 - be responsible for sharing information to other thematic boards and to the City Office, including key policy and project updates/service changes;
 - attend the quarterly 'City Chairs' meeting (or provide a substitute attendee);
 - escalate issues requiring a joint solution to the City Chairs Breakfast Agenda; and
 - help coordinate relevant industry and sector partners to engage with the City Office and One City Plan and identify resource opportunities.
27. **Agenda items/matters for consideration:** A key criterion for agenda items for these meetings and items within them shall be 'additionality', and that the ES Board is well-placed to address the issue at hand. The ES Board should review progress on implementing the One City Plan/*Our Future* vision – both at 5 theme and overall perspectives – at at least one of its meetings on an annual basis. Given the current cycle of City Gatherings, the Q3 meeting in each calendar year will be key for feeding revisions to the One City Plan for its next iteration at that year's December/January City Gathering. The ES Board may also wish to commission a risk assessment and review this periodically.
28. **Inaugural meeting:** at its first meeting the ES Board should: review immediate environmental sustainability actions for 2019 in the One City Plan, consider the other actions for 2019, responding to any 'asks' or 'offers' arising from the other 5 'One City' thematic Boards, considering any 'offers' of support to make to those other Boards and identifying any 'asks' of other Boards and/or 'offers' to those Boards that would support these actions; consider accelerating carbon neutrality of Bristol, and whether and if so how to commission or produce a climate action strategy and how this might be resourced; and consider the next iteration of the One City Plan and how best to converge this with *Our Future*.
29. **Communication of conclusions:** ES Board meeting conclusions, actions and/or recommendations shall be communicated to the appropriate organisations for their due consideration. These may include (but necessarily be limited to) the organisations represented by ES Board members, Bristol Green Capital Partnership CIC, Bristol City Council, the West of England Combined Authority, the West of England Joint Committee, the West of England Local Enterprise Partnership, and others as determined by the ES Board.
30. **Standing committees:** There shall be a permanent Bristol Advisory Committee on Climate Change (to be linked with the Committee of Climate Change and other city-level equivalents) and a permanent communications committee. The BACCC should also inform the work of the other One City thematic boards. These sub-groups shall have nominated chairs, and shall regularly report to the ES Board, including for each quarterly meeting. These committees may involve ES Board members or others as appropriate.
31. **Additional committees:** The ES Board shall be empowered, if it so wishes, to create other sub-committees, on a temporary 'task and finish' or a permanent 'standing' basis, on such issues as it deems appropriate. Each such sub-committee should have a nominated chair who should regularly report to the ES Board, including for each quarterly meeting. These committees may involve ES Board members or others as appropriate.

32. **Cross-theme 'task & finish' groups:** members may be requested to join 'task & finish' groups on cross-theme issues on an *ad hoc* basis, but involvement in these shall not be a requirement on any of its members.
33. **Board papers:** With limited time for Board meetings, this should be maximised for discussion of the issues and responses to them. Detailed papers may be prepared where required, either by BCC or other organisations as best-placed. At this stage there is no specific budget available for developing such detailed papers: this issue should be considered by the ES Board at an early meeting.
34. **Limitation on activity:** Apart from its meetings and those of relevant sub-committees/groups, as an unconstituted body the ES Board shall consider which other organisations are best placed to deliver any activities it should deem appropriate or necessary to achieve its aims, including Bristol Green Capital Partnership CIC, its members and/or others.
35. **Co-option:** The ES Board shall have the power to co-opt additional members for specific purposes for specific timescales. ES Board members should consider diversity and openness when so doing, and to consider the balance potential effects of enlarging the ES Board with the benefits expected to accrue from co-option.
36. **Board Advisors:** Advisors with specific expertise may be invited to meetings as required.
37. **Relationship with other 'One City' Boards:** Work on inter-linkages is ongoing, and will be essential to ensure coherence, maximise positive linkages and minimise negative linkages. One idea that has been suggested is 'champions' on each board for each of the other 5 boards.
38. **'Sunset' clause:** Discussions are ongoing among One City boards, but subject to the other non-statutory City Office boards adopting a similar approach, the ES Board could adopt a 'sunset' or expiration date. This may for example be extended for periods on an ongoing basis, such as by a majority decision of its members.

Annex: 'One City' Thematic Boards – shared principles (alongside each Board's TORs)

Purpose: This is a shared set of overarching principles for all the One City thematic boards. These over-arching principles act as a guide to aid cross-board and whole-city working.

Each thematic board has an individual specific set of terms of reference that sets out how they operate, their legal requirements and any specific details regarding process and procedure. These principles do not supersede existing arrangements or statutory requirements. It is however intended that when each board reviews their terms of reference that these principles are adopted to ensure alignment across the thematic boards.

What is a thematic board?

Thematic Boards are strategic city-wide boards that oversee specific sectors or themes in the city. Each board has its own operating model in response to the needs of the sector however they all sit within an overarching One City framework and have a shared set of principles. At May 2019 there are six thematic boards:

- Health and Wellbeing Board
- Learning City Partnership
- Homes Board
- Transport Board
- Economy Board – to be formed
- Environmental Sustainability Board

Shared "One City Principles" for Thematic Boards

- To ensure that all activity is enabling the delivery of the full 2050 vision
- Inclusion and increasing diversity are at the core of all activity and at the heart of the culture of each board
- Commitment to breaking down silos between sectors and that key decisions are taken with consideration to other boards
- Open communications between thematic boards when tackling systemic challenges or maximising opportunities
- Responsibility for reviewing and updating the One City Plan on an annual basis; this includes updates to their specific thematic section but also reviewing other strands for cross-cutting activity
- Each board has a responsibility for ensuring that activity is aligned to achieving the 2050 thematic vision and priorities
- A representative from each board is to participate in the mon multi-board sessions to enable a culture of cross-sector working and report key offers and asks to the city leaders breakfast group