

## Annex 1

### York Central Governance Board Terms of reference

#### **TERMS OF REFERENCE FOR THE YORK CENTRAL STRATEGIC BOARD**

1. The governance structure for the delivery of York Central is comprised three layers of management activity:

1.1 York Central Strategic Board;

1.2 York Central Delivery Co-ordination Board; and

1.3 individual delivery Boards relating to:

(a) delivery of the Primary Infrastructure – led by City of York Council ("**CYC**");

(b) York Station Improvements – led by Network Rail ("**NR**") with CYC;

(c) NRM Expansion – led by National Railway Museum ("**NRM**"); and

(d) Master Developers Delivery of Development Land – led by Homes England/NR collaboration arrangements.

2. These Terms of Reference relate to the top level Strategic Board with representatives of the wide partnership required to make York Central an international success.

#### **3. Strategic Objectives**

A Strategic Board is required to oversee the planning and delivery of the redevelopment of York Central in a way that shall:

3.1 support York Central's role in the significant ambition for inclusive economic growth in York and the North, including the creation of a landmark business destination and attraction of national and international businesses around York's growing industry strengths;

3.2 maximise the benefits of the designated Enterprise Zone as part of the wider region; acting as a hub and catalyst for creativity and innovation;

3.3 drive the significant ambition for housing growth in this sustainable location, including new affordable homes to meet identified housing needs;

3.4 ensure connectivity to the city centre and surrounding neighbourhoods;

3.5 support the Station improvements and national and regional connectivity through the railway network;

3.6 ensure a focus on effective placemaking and achieve a high quality of spaces and buildings, complementing the historic setting and railway heritage;

- 3.7 support the expansion of the National Railway Museum as the cultural heart of York Central;
- 3.8 provide for the creation of high-quality digital and physical infrastructure from the outset;
- 3.9 encourage sustainability and minimise the carbon footprint of the development as a whole; and
- 3.10 engage with the community to ensure the development delivers broader social benefits to the people of York and creates a tangible sense of community.

#### **4. Terms of Reference:**

- 4.1 To set strategic objectives for collaborative work between the partners represented on the Board to deliver, and maximise the benefits of, these aims.
- 4.2 To invite other organisations and bodies to be part of, or attend from time to time, the Strategic Board to help achieve the strategic objectives.
- 4.3 To receive progress and other reports from the York Central Delivery Co-ordination Board and the individual partners represented on the Board.
- 4.4 To consider reports and issues and make decisions in accordance with provisions in any Collaboration or other Agreements between the partners represented on the Board. It should be noted that each organisation shall retain the right to take its own organisational decisions.
- 4.5 Where appropriate, to make representations to partner organisations and central government and take other actions to resolve impediments to progress and secure funding and other delivery resources for the development programme.
- 4.6 To resolve, adjudicate or mitigate high-level risks, opportunities and conflicts that cannot be addressed by the York Central Delivery Co-ordination Board or otherwise.

#### **5. Membership**

Proposed Board Member Organisations (represented at Chair, Chief Executive or Executive Director level):

- 5.1 Chair: Dame Mary Archer (for 2019);
- 5.2 City of York Council (two board members);
- 5.3 Science Museum Group (National Railway Museum) (two board members);
- 5.4 Network Rail (two board members);
- 5.5 Homes England (two board members);

5.6 Leeds City Region Local Enterprise Partnership (one board member, with an alternate identified);

5.7 YNYER Local Enterprise Partnership (one board member, with an alternate identified); and

5.8 Northern Powerhouse (represented by Leeds City Region Local Enterprise Partnership Board member).

## **6. In attendance**

The York Central Project Director shall normally attend meetings of the Strategic Board.

## **7. Meeting Administration**

7.1 Shadow board to be established in November 2019 with the intention of the board being chaired and fully operational within three months, or no later than the award of Outline Planning Consent.

7.2 Invitations shall be issued and managed by Homes England.

7.3 Meetings shall be held at least tri-annually, or more regularly as directed by the Board.

7.4 The meeting shall be documented by Homes England.

7.5 Papers shall be collated and issued by Homes England – wherever possible, these shall be issued a week ahead of Board meetings and circulated to all attendees.

## **Terms of Reference for the York Central Delivery Co-Ordination Board**

It should be noted the strategic objectives set out follow those of the Strategic Board.

### **8. Purpose**

8.1 The governance structure for the delivery of York Central is comprised three layers of management activity:

(a) York Central Strategic Board;

(b) York Central Delivery Co-ordination Board; and

(c) Individual delivery teams and project Boards relating to:

(i) delivery of the Primary Infrastructure – led by CYC (the York Central Infrastructure Delivery Board);

(ii) York Station Improvements – led by NR;

(iii) NRM Expansion and Public Realm Improvements – led by NRM; and

(iv) Delivery of Development Land – led by Homes England/NR collaboration arrangements (Land Owners Delivery Board).

8.2 These Terms of Reference relate to the Delivery Co-ordination Board with representatives of the wide partnership required to ensure that the component parts of the development are driven forward in a co-ordinated programme and in line with the Strategic Objectives, and steer of the Strategic Board, while respecting the individual organisations own remits and approval processes within the delivery teams for the interlocking component parts. The Delivery Coordination Board is accountable to the members of the Strategic Board.

### **9. Strategic Objectives**

The Delivery Co-ordination Board shall drive forward and co-ordinate delivery in a way that shall:

9.1 support York Central's role in the significant ambition for inclusive economic growth in York and the North, including the creation of a landmark business destination and attraction of national and international businesses around York's growing industry strengths;

9.2 maximise the benefits of the designated Enterprise Zone as part of the wider region; acting as a hub and catalyst for creativity and innovation;

9.3 drive the significant ambition for housing growth in this sustainable location, including new affordable homes to meet identified housing needs;

9.4 ensure connectivity to the city centre and surrounding neighbourhoods;

- 9.5 support the Station improvements and national and regional connectivity through the railway network;
- 9.6 ensure a focus on effective placemaking and achieve a high quality of spaces and buildings, complementing the historic setting and railway heritage;
- 9.7 support the expansion of the National Railway Museum as the cultural heart of York Central;
- 9.8 provide for the creation of high quality digital and physical infrastructure from the outset;
- 9.9 encourage sustainability and minimise the carbon footprint of the development as a whole; and
- 9.10 engage with the community to ensure the development delivers broad social benefits to the people of York and creates a tangible sense of community.

## **10. Terms of Reference**

- 10.1 To work within a mutually supportive partnership environment that brings forward the main component parts of the York Central Development ("**Projects**") relating to York Station itself, the Primary Infrastructure, the Development Sites and the National Railway Museum expansion, in the context of the agreement for the Partnership.
- 10.2 Ensure the realisation of the strategic objectives for York Central, as overseen and updated from time to time by the Strategic Board.
- 10.3 Initiate, monitor and drive joint projects within York Central, reporting progress to the Strategic Board on a tri-annual basis or as directed.
- 10.4 To oversee and drive forward a Master Programme and Vacant Possession Plan for York Central with mutually agreed milestones, and seek to ensure that the obligations on the partners to deliver the component parts of the development are met.
- 10.5 Seek to ensure joint working and the efficient use of all resources and funding deployed to support the delivery of the above master programme.
- 10.6 To manage an overall Master Off Plot Infrastructure Budget and Master Off Plot Infrastructure Cost Plan for the development and ensure that the obligations to funding bodies and investors are met.
- 10.7 To receive proactive reporting on each of the "Projects" within the Master Programme, Vacant Possession Plan, Master Off Plot Infrastructure Budget and Cost Plan, with early identification of issues affecting the critical path.
- 10.8 To resolve technical issues within component parts of the development and the interface of the different elements of the development.

10.9 To agree the implementation of cost efficiencies, where affecting design quality.

10.10 In the event that cost overruns exceed the baseline Master Off Plot Infrastructure Cost Plan, to agree a strategy to address this to ensure all elements of infrastructure are delivered.

10.11 Reserved Matters applications.

10.12 To have sight of the development briefs for each of the plots, where applicable.

10.13 To review viability and land receipts biannually.

10.14 Ensure the promotion of York Central to internal and external stakeholders.

10.15 Ensure linkages between this Group and the partners' individual decision making and governance processes.

10.16 Seek to resolve or mitigate high level risks, opportunities and conflicts and, where these cannot be resolved, escalate these to the York Central Strategic Board.

10.17 Ensure reputational issues are managed in order to protect and promote the work of all partners.

10.18 To review the Agreement for the Partnership on an annual basis.

10.19 Monitor, review and amend its own Terms of Reference as the project evolves.

## **11. Membership**

Proposed Board Member Organisations :

11.1 Chair(s): To be determined by the Strategic Board before inception;

11.2 YC Project Director;

11.3 City of York Council;

11.4 Science Museum Group (National Railway Museum);

11.5 Network Rail; and

11.6 Homes England.

## **12. Meeting Administration:**

12.1 Transition from existing YC Project Board to be completed in March 2019.

12.2 Invitations shall be issued and managed by Homes England.

12.3 Meetings shall be held at least monthly, or more regularly as directed by the Board.

12.4 Papers shall be collated and issued by Homes England – wherever possible, these shall be issued a week ahead of Board meetings and circulated to all attendees.

### **13. Risks and Responsibilities**

13.1 The risk register has been updated by Avison Young (formerly GVA Grimley) to identify where each of the responsibilities for the risks lie. This sets clear lines of responsibility in the context of the Partnership Agreement.

13.2 The risk register shows a provisional split of responsibility between "Strategic" and "Delivery" Boards (individual risk and action owners unchanged). A specific risk workshop of the Infrastructure Delivery Board is due to be held in May, which shall be supported by an external facilitator, to reconsider the risks of that Board. In advance of this, an interim workshop is proposed to explore these risks and responsibilities.

# **YORK CENTRAL INFRASTRUCTURE DELIVERY BOARD (YCIDB) - TERMS OF REFERENCE - March 2019**

## **1. Purpose**

- 1.1 The governance structure for the delivery of York Central is comprised three layers of management activity:
- (a) York Central Strategic Board;
  - (b) York Central Delivery Co-ordination Board; and
  - (c) Individual delivery teams and project Boards relating to:
    - (i) delivery of the Primary Infrastructure – led by CYC (the York Central Infrastructure Delivery Board);
    - (ii) York Station Improvements – led by NR;
    - (iii) NRM Expansion and Public Realm Improvements – led by NRM; and
    - (iv) Delivery of Development Land – led by Homes England/NR collaboration arrangements (Land Owners Delivery Board).
- 1.2 These Terms of Reference relate to the York Central Infrastructure Delivery Board which feeds into the Delivery Co-ordination Board and is responsible for reporting to funding bodies and providing project assurance for the delivery of the primary infrastructure.

## **2. Strategic Objectives**

- 2.1 The Infrastructure Delivery Board is the primary delivery group for CYC obligations and is required to oversee the delivery of all CYC York Central funded projects. It is primarily accountable to the Councils Executive having due regard to the YCP partnership arrangements.
- 2.2 The YCIDB cannot successfully deliver its objectives without detailed collaboration and in a variety of areas, statutory consents and or financial approvals from partners as funders, landowners or regulators. Therefore it is incumbent on the YCIDB to fully and positively engage with the YC governance arrangements, ambitions and formal agreements and obligations.
- 2.3 Inevitably compromise will be necessary as part of the delivery of York Central and the YCP governance arrangements and the Council's governance arrangements will need to be supported by professional advice to ensure that options analysis and recommendations are properly considered throughout the delivery of YC.
- 2.4 The YCIDB will follow the Council's constitution and gateway process. It will seek agreement from the Councils Executive to release funds to the



YCIDB for the delivery of York Central infrastructure. The YCIDB will be driven by the following York Central objectives

- (a) Support York Central's role in the significant ambition for economic growth in York, including the creation of a landmark business destination and attraction of national and international businesses around York's growing industry strengths;
- (b) Maximise the benefits of the designated Enterprise Zone as part of the wider region; acting as a hub and catalyst for creativity and innovation;
- (c) Drive the significant ambition for housing growth in this sustainable location, including new affordable homes to meet identified housing needs;
- (d) Ensure connectivity to the city centre, surrounding neighbourhoods, and the wider region as well as nationally with the Station and railway network
- (e) Achieve a high quality of spaces and buildings, complementing the historic setting and railway heritage;
- (f) Support the expansion of the National Railway Museum as the cultural heart of York Central;
- (g) Provide for the creation of high quality digital and physical infrastructure from the outset, and encourage low carbon living.
- (h) Ensure effective consultation and engagement to shape the scheme

### **3. Terms of Reference**

- 3.1 All decisions will be taken under the council's scheme of delegation by the appropriate officer. Where Executive or Executive Member is required to make a decision the board will oversee the production of a formal report or decision note as appropriate. The Infrastructure Delivery Board will advise the council decision makers on the delivery of the York Central infrastructure
- 3.2 To oversee the delivery activity to ensure that the phases of infrastructure are delivered on time and on budget to established quality criteria
- 3.3 To oversee procurement of contactors and then manage and monitor their performance
- 3.4 To manage the agreed Off plot Infrastructure Cost Plan and budget for each commissioned phase of infrastructure delivery
- 3.5 To review and monitor delivery of the programme for each commissioned phase of infrastructure delivery
- 3.6 To provide regular progress and cost reports and claims to funding bodies

- 3.7 To provide regular progress and cost reports to the Delivery Co-ordination Board
- 3.8 To be accountable for delivery of conditions associated with funding agreements
- 3.9 To maintain up to date risk and issue logs, lessons learned logs, oversee mitigation activity and escalate to the Delivery Co-ordination board as appropriate
- 3.10 Where appropriate to identify actions to resolve blockages to risks and issues
- 3.11 To explore and review value engineering opportunities to continually manage future cost over runs
- 3.12 To receive progress and other reports from the project manager and to consider linked issues arising from other workstreams
- 3.13 To prepare a Reserved Matters Application for planning (RMA) for each commissioned phase of infrastructure
- 3.14 To seek the sign off of all RMA s from the Delivery Co-ordination Board
- 3.15 To seek sign off of from Executive as appropriate to CYC constitution
- 3.16 ON behalf of CYC To submit RMAs to Local Planning Authority
- 3.17 To seek Executive agreement to release budget to fund each phase of the scheme
- 3.18 To explore additional sources of grant funding for the infrastructure packages
- 3.19 To provide board minutes and updates to the YCP Project Director
- 3.20 To agree project specific communication and engagement activity associated with the design, planning and delivery of commissioned infrastructure
- 3.21 To prepare any remedial plans requested by the Delivery Co-ordination Board or the Strategic Board
- 3.22 To interface with the Station Board to ensure integration of critical path activity between the two projects and to work to resolve issues that arise from the interface between projects.

3.23 To oversee delivery of council led works to the front of the station

3.24 To deliver planning conditions associated with the infrastructure delivery as delegated by the Delivery Co-ordination Board and/or the landowners Delivery Board and for this delegation to be agreed by the Infrastructure Delivery Board

3.25 To develop proposals for the use of CYC S106 commuted sums

#### **4. Membership:**

4.1 Proposed Board Membership is initially set out below but may be modified by the Chair as required:

- Chair: - Director of Economy and Place
- Assistant Director of Highways Transport and Waste
- Assistant Director Regeneration and Asset Management
- YCP Programme Director
- Head of Regeneration Programmes
- Head of Transport
- Major Transport Projects Manager
- York Central Senior Transport Project Manager
- Finance Manager
- Legal Manager, Projects
- Major Projects Communications Officer
- Head of Smart Transport Programme
- Network Rail representative
- YCP Planning representative
- West Yorkshire Combined Authority representative
- Avison Young –(Minutes)

#### **5. Meeting Administration:**

5.1 Shadow board to be established in October 2018 with the intention of the board being chaired and fully operational by the end of March 2019

5.2 Invitations will be issued and managed by YCP Project Assurance Avison Young

5.3 Meetings will be held fortnightly

5.4 Papers will be collated and issued by Avison Young – wherever possible, these will be issued 3 working days ahead of Board meetings and circulated to all attendees.

## 6. CYC Governance

- 6.1 The CYC Executive will agree the sign off of funding for all future infrastructure packages and, where CYC are the delivery agent, CYC Executive will sign off designs for the submission of planning applications for that infrastructure. CYC will sign funding agreements with WYCA and HIF and as Accountable Body for those grants and will fulfil grant conditions and fulfil its own statutory and governance arrangements for Council controlled funds. It is envisioned that this will be at the highest level and will require oversight of all expenditure, outputs and the delivery programme and all necessary legal and regulatory approvals that are wholly or part funded.
- 6.2 This is entirely separate from the council's statutory functions as both Local Planning Authority (LPA) and Highways Authority. All planning decisions will be undertaken by the LPA through the **Planning Committee** in accordance with the CYC Major Projects Conflict Protocol. The Planning Committee will not be constrained by any decisions of the Executive to submit planning applications or agree the York Central Partnering Agreement.

## York Central Landowners Board 2020 Objectives and Terms of Reference

### ***Objectives***

- The Landowners will use their reasonable endeavours to deliver the York Central Development (The Project) through the provisions in the Collaboration Agreement.
- The Landowners will act as co-developers to oversee and performance manage the delivery of all aspects of The Project, including:
  - the production and implementation of the Business Delivery Plan,
  - attraction and appointment of development and delivery partners,
  - devise and successfully conclude the necessary planning permissions/consents and statutory permissions, and
  - ensure the successful implementation of the entire Project.
- The Landowners Board directs and co-ordinates the activities of the Project team to deliver the Project in accordance with the terms of the Business Delivery Plan. Each organisation acknowledges that key decisions regarding investment, land, procurement and state aid may still be subject to Board approvals and delegations of the respective Landowner organisations;
- Subject to the requirement for each organisation's Boards, the Landowners agree to provide such land and rights as are needed for the implementation of the development masterplan, development phases and plots and/or for off-plot infrastructure;
- The Landowners are to work collectively towards the acquisition of any further land essential to the delivery of the masterplan, or to broaden the benefits of the York Central project;

### ***Terms of Reference***

- To work as co-developers to devise, develop and maintain where required all The Project delivery phases including the primary infrastructure, the development sites, the public realm, the highways and utilities networks (if unadopted) and the community uses;
- In conjunction with the appointed project team to manage, review and update the Business Delivery Plan and ensure the effective implementation of its annual programme;
- To appoint where applicable or recommend to the individual Landowner's internal governance structures, the project management team and the appropriate external support to ensure successful delivery;
- To ensure the efficient use of all resources and funding deployed to support the delivery of the Project;

- To oversee and control, with the project management team, all capital and revenue grant funding for the development of The Project and the obligations from the Landowner's Boards, funding bodies and investors;
- To review the annual revenue resource costs and forecasts to ensure efficient use of funding and resources in delivery of The Project;
- To resolve any professional and technical issues as requested by the project management team;
- Ensure the effective promotion, communication and marketing of The Project to successfully engage the required internal and external stakeholders;
- To consider, resolve or mitigate the high-level risks, opportunities and conflicts that exist and will exist with the delivery of The Project;
- Manage any reputational issues to protect and promote The Project, the work of the Landowners both individually and jointly;
- To ensure the realisation of the strategic objectives for the Landowners assets in accordance with the York Central Partnership Agreement.