

Terms of Reference



This document sets out the following

- **The aims and objectives of the Partnership**
- **The structure, governance and operation of the Partnership**

1. Partnership Aim and Objectives

Aim

- To help ensure that London is prepared for climate change and its impacts.

Objectives

- To collate and disseminate high quality information about expected climate change, its impacts on London and examples of suitable actions to adapt, including where appropriate commissioning research
- To raise awareness of the impacts of climate change with stakeholders, and to help them develop appropriate adaptations taking into account climate change as one of the long-term factors which is built in to their decision making and practices
- To drive forward adaptation in London through member organisations leading by example ensuring credibility of their own organisations in assessing their own climate risks and opportunities and undertaking actions to manage and enable these.
- To facilitate the delivery of adaptation actions wherever feasible
- To assist in the development of London's environment strategy, the London Plan, and other relevant strategies and policies, including by providing expertise and responding to key consultations
- To engage with the media to help to ensure that appropriate messages about the impacts of climate change and ways of adapting to it reach their audiences in London, and to promote the Partnership
- To exchange information, experience and good practice with other organisations and cities with similar aims and objectives
- To assess and monitor how prepared London is for climate change
- To identify and influence key government bodies, including the Adaptation Sub-Committee

2. The Partnership

The Audit Commission has defined a Partnership as *"an agreement between two or more independent bodies to work collectively to achieve an objective"*.

This document sets out the nature of the agreement between the independent bodies on how they will work together. It describes the structure of the London Climate

Change Partnership, the key roles, and the way in which the Partnership's business is conducted.

The Terms of Reference should be read in conjunction with:

- The Partnership Declaration (Appendix A)
- The principles of Good Governance (Appendix D)
- The Current Work Programme of the Partnership (Appendix TBC)

The Partnership is an unincorporated association. The Greater London Authority is currently the Accountable Body for the Partnership, providing essential support including managing the Partnership's finances and funds.

Membership

The Partnership is composed of Members and Partners:

'Members' are those organisations which take an active part in the LCCP's work, either through the Steering Group or through one or more of the task groups, including the Communications Group.

'Partners' are those organisations that form part of LCCP's wider network, attending LCCP events, responding to LCCP mailings, and collaborating on discrete projects.

All Members must

- have a role in adapting London to its changing climate
- contribute to the Partnership, in terms of time, expertise and/or resources, towards the delivery of the Partnership work programme
- agree the Partnership's work programme and take responsibility for the delivery of actions and projects they have agreed to undertake
- attend meetings and respond to the Partnership agenda in a timely manner
- agree to these Terms of Reference

In pursuit of this, all Members must sign the Partnership Declaration (Appendix A). Members may leave the Partnership by giving notice to the Chair at any time.

Roles and responsibilities of Members

The role of Members includes the following:

- Contribute actively to the business of the Partnership, including by attending meetings of the Partnership
- Contribute to the development of the Partnership's programme of work, through the unique contribution and perspective of their organisations or sectors
- Communicate the work of the Partnership to others, including to appropriate colleagues in their own organisations
- Report to the Partnership any significant developments they are aware of appropriate to the business of the Partnership
- Make best endeavours to enact agreed actions of the Partnership and report back on actions taken
- Interact with other Partners and GLA staff in an appropriate and respectful way

3. Role, appointment and deselection of the Chair

The Chair's role is

- to provide leadership of the Partnership and impetus to achieve the Partnership's aims and objectives
- to chair meetings of the Steering Group
- to ensure development and delivery of the Partnership's programme of work
- to ensure co-ordination of and liaison between task groups
- to take operational decisions about the work of the Partnership between Steering Group meetings
- to promote the work of the Partnership by
 - Making occasional presentations at conferences, etc
 - Making occasional media appearances (TV and radio interviews, letters to newspapers, etc as appropriate)
 - Using their influence in all spheres of their work/experience

Steering Group meetings should be chaired in a manner which is business-like, inclusive, and resolves conflict through achieving consensus as far as possible.

In this role the Chair will be supported by and responsible to all Members

Appointment of Chair

The appointment process will be organised by the Accountable Body. Nominations for the independent Chair will be canvassed from the Partnership and by advertisement. If a particular candidate receives the support of an outright majority of Steering Group members, s/he will be designated Chair. Otherwise, at least one month's notice will be given of a vote at a Steering Group meeting. Each candidate will be invited to submit a paper of maximum length two sides of A4 using minimum font size 12 point to promote their candidacy which should be circulated to members of the Steering Group in advance. The selection process will be chaired by the outgoing Chair, if not a candidate for re-election, or by his/her Deputy, if also not a candidate, or another member of the Steering Group agreed by the Steering Group for the purpose, and the deliberations of the Steering Group will be held without any candidates present.

The Chair can serve a three-year term that can be renewed for a maximum of a further three years. The Chair should give six months notice before resigning the position, and support succession planning for a new Chair during the final six months in post.

Deselecting the Chair

Any Steering Group member may instigate a vote of no confidence in the Chair. If the vote is supported by more than two-thirds of organisations on the Steering Group, then the Chair shall stand down immediately and the Deputy Chair shall initiate the appointment process for a new Chair.

4. Deputy Chair

The role of the Deputy Chair is to deputise for the Chair when the Chair is not available. The Deputy Chair will be appointed by a similar process to the Chair, except that she or he will be drawn from the partners and the position not advertised.

The deselection of the Deputy Chair shall follow the same mechanism as the deselection of the Chair, with the Chair being responsible for managing the appointment of the Deputy Chair.

5. Steering Group

Membership

Partners may be proposed to join the Steering Group by an existing member of the Steering Group and seconded by another. Election to the Steering Group will be by a vote of the Steering Group.

Meetings

The Steering Group will meet four times a year to conduct the business of the Partnership. It will include the chairs of any task groups and all significant funders of the Partnership's work programme (but not necessarily funders of individual projects). It should seek to include representation of key organisations responsible for adaptation to climate change in London.

It will:

- determine the strategic direction of the Partnership, and periodically review the aims and objectives
- identify gaps in work to adapt to climate change across London
- agree the Partnership's Work Programme and be responsible for its delivery
- agree to bring the capacity of their own organisation to assist with the delivery of the works programme, where appropriate
- decide on major financial matters such as the Partnership's applications for funding from other bodies and the allocation of Partnership funds to projects and task groups
- advise the Accountable Body where the Accountable Body is responsible for 3rd party funding (eg government grants)
- set up and disband Task Groups, including the Communications Group, as appropriate, including appointing a chair, setting terms of reference and setting defined timescales
- monitor the progress of task groups
- sign off outputs of projects such as reports

The meeting will be quorate if at least half of partners (or at least six if this is more) are present.

Attendance at Steering Group meetings

- Members are expected to nominate a primary contact / attendee and a Reserve.
- It is expected that the primary contact will attend meetings wherever possible, and that in other cases the Reserve will attend. Continuity of attendance by the same person will assist the efficient progress of the Partnership's business.

- If no person from a Member organisation attends two successive meetings, or if a Member fails to provide a reasonable level of continuity of nominated person attending, then
 - the Partnership Manager will contact the Member and report to the Chair on the reasons for absence
 - the Chair may recommend to the Steering Group that the Member ceases to be the member organisation's representative on the Partnership
 - the Steering Group may vote to cease the Member's membership

The Agenda for the meeting will be determined by the Partnership Manager in discussion with the Chair, and sent, together with any appropriate papers, to members of the Steering Group at least three working days ahead of the meeting.

All Members of the Steering Group must confirm their attendance with the Partnership Manager in advance of each meeting. Members will be expected to report back on progress on any actions outstanding for them. When Members are not attending the meeting, they must inform the Partnership Manager of such progress in advance of the meeting in writing or by email.

Where an organisation's representative is absent from the meeting, a substitute may attend in their place with full voting rights. Guests may attend meetings of the Steering Group as agreed in advance by the Chair, and may participate in the discussion of meetings, at the discretion of the Chair, but are not entitled to vote.

Notes of meetings, including actions agreed, will be agreed between the Chair and the Secretariat, and then circulated to Partners. The proceedings of the Steering Group and all task groups should be transparent and available to the public through the Partnership's Website.

Conflicts of interest

In any situation where a Member organisation has been awarded a contract, or is actively bidding for, or being considered for a contract, or it seems likely that they may or will express an interest in a contract, the representative of the Partner must withdraw from the meeting for that item. The representative must not speak or vote about the matter.

Member organisations are expected to declare any conflicts of interest. If no declaration is made, then the Member is precluded from participating in any financial gain relating to Member activity.

Decision making

All significant decisions will be made by the Steering Group, led by the Chair. Decisions will be made by consensus wherever possible. Where votes are taken, each member organisation on the Steering Group will have one vote and in the event of an equal number of votes being cast on any matter the Chair will have the casting vote. The Accountable Body has the right to veto any decisions that have significant financial or administrative consequences for it. All decisions will be recorded in the minutes.

Where decisions need to be made between meetings, the following will apply:

- For an issue which is both significant and urgent, the members of the Steering Group will be informed by email and given a deadline for their response.

Responses must be made by email. A decision will be made based on the collated responses.

- Where the issue is either not significant or urgent (i.e. a decision is required within two weeks and thus a response from the Steering Group cannot reasonably be sought), the Chair will make a decision. The Steering Group will be informed by email, unless the issue is not significant in which case it will be reported at the next meeting.
- An issue is significant if
 - it involves expenditure of £10,000 or more, or
 - it is controversial or politically sensitive
- Where a decision has clear and particular implications for a Partner, that Partner will be informed as soon as reasonably possible.

No financial commitments can be made on behalf of the Partnership without a decision made in accordance with the above.

Dispute Resolution

In case of dispute between partners, the Partnership Chair will in the first instance seek to arbitrate between the disputing partners. If the Chair is unable to enable resolution between the partners, the Accountable Body will seek to facilitate resolution.

If the dispute is between the Chair and a partner, the Accountable Body will provide arbitration.

If the dispute is between the Chair and the Accountable Body, the Deputy-Chair will seek to arbitrate.

Role of parties in various activities

	Chair & Deputy	Steering Group members	Lead or delegated partner	Accountable Body
Decide membership of Partnership	A	R	R	I
Set aims and objectives of Partnership	A	R	R	I
Develop work programme and securing funding	A	R	R	I
Sign-off Partnership materials e.g. reports, press releases	A	R	R	I
Delegate tasks and funding to task groups	A	R	R	I
Present work of LCCP to media and relevant stakeholders	A	R	R	I
Arrange meetings of Steering Group	R	R	A	I
Commission and manage consultants	R	R	A	I
Produce Partnership materials e.g. reports, press releases	R	R	A	I
Arrange events	R	R	A	R/C

Report on Partnership finances	R	R	N/A	A
Ensure good governance for Partnership	R	R	N/A	A
Letting and managing of contracts	C	C/I	A	I

Responsible (Those who do work to achieve the task, there can be multiple people responsible).

Accountable (The resource ultimately accountable for the completion of the task- there must be exactly one A specified for each task)

Consulted (Those whose opinions are sought. 2 way communication)

Informed (Those that are kept up-to-date on progress. 1 way communication)

6. Task groups

Each task group will have a clear remit agreed with the Steering Group setting out its objectives, the funding available to it from the Partnership's Steering Group and the timescale over which it is expected to operate.

The Chair of each Task Group will be appointed from and by members of the respective Task Group. Partners intent on standing as Chair should nominate themselves and the Task Group should vote on the proposed nominee/s. The Task Group should regularly review the role of Chair.

The Chair of each task group will :

- Organise meetings as appropriate
- Invite appropriate Partner organisations to take part in the work of the task group
- Be responsible for establishing the programme of work and the funding for the group, including any additional funding raised separately
- Manage the work of the task group to achieve the agreed objectives within the agreed timescale
- Ensure that the task group has a communications plan, and liaise with the Partnership's Communications Group about this
- Liaise with the Chair about the group's work
- Ensure that key decisions and actions of the task group are minuted and the minutes circulated to members of the group and the Chair and Deputy Chair of the Partnership
- Represent the task group on the Partnership's Steering Group.

The Chair of each task group will attend meetings of the Steering Group to report on the progress of the group. Where this is not possible, the task group Chair will appoint a delegate. The Chair of the task group should identify and refer to the Steering Group any significant decisions about the work of the Partnership, and in particular in relation to controversial or sensitive issues and/or Partnership finances.

7. Partnership Manager

The Partnership Manager is (usually) employed by the Accountable Body. The role of the Partnership Manager is to:

- Manage the Partnership's work programme
- Support the Steering Group and Chair
- Work with the Task Group Chairs to deliver the Task Group's work programme
- Conduct activities as appropriate to the efficient running of the Partnership

The Accountable Body has the right to veto any candidate for employment as Partnership Manager if it is thought that proposed working arrangements are not manageable.

8. Communications Group

The Communications Group is a perpetual task group of the Partnership with a remit to promote the work of the Partnership and to co-ordinate the communications work of the task groups.

All those who live, work or visit London can take advantage of the Partnership's outputs such as reports, the Website, and many of its events. The objectives of the Partnership include attempting to raise awareness of the Partnership's work with a widening range of such organisations.

9. Governance

The Partnership will have regard to the requirements and recommendations of the Accountable Body with respect to the governance of Partnerships. The Accountable Body will inform the Chair of the Partnership when such requirements and recommendations change. In particular, these Terms of Reference and other Partnership arrangements will be reviewed periodically and any changes made notified to the Accountable Body.

10. Credit

All work of the Partnership will be credited principally to the Partnership.

Where individual Partners promote the work of the Partnership, they must ensure that the Partnership's role is acknowledged

11. Branding

The Partnership logo and design style will be used only for Partnership products such as reports, Web site and meeting notes. Partnership stationery may be used only for Partnership business, and letters and other communications should be formatted according to any agreed standard. Letters may only be sent using the Partnership logo in appropriate circumstances. Generally, this will be by the Chair and Deputy Chair and Chairs of task groups. In all cases, copies, exactly as sent including signatures where appropriate, should be sent to the Chair so that a complete record of Partnership business can be maintained.

12. Press engagement

Pro-active and reactive media work

All proactive media engagement should operate under a 'no surprises' approach. The Chair is the public face of the Partnership, and media requests for other partners to appear in the media (print, radio, television or internet) on behalf of the Partnership should be agreed with the Partnership Chair, the Partnership Manager, and the Chair of the Communications Group.

The Partnership will establish media protocols with a number of partner organisations around proactive and reactive press work, especially for reputation management. The Partnership Chair and/or Partnership Manager will undertake best endeavours to inform the members of the organisations that are likely to be affected by any media work in good time.

13. Intellectual Property

The intellectual property of the Partnership will be managed by the Accountable Body and pass to the new Accountable Body upon change of Accountable Body. Members will have a perpetual free licence to use any intellectual property attributable to the Partnership, unless specific contracts are entered into setting out different arrangements.

14. Developing and managing the work programme

The following medium-term goals are proposed for the work programme :

- To continue to engage with significant decision-making organisations in London to encourage them to work with the Partnership (if not already doing so) in order to address adaptation in their business
- To improve understanding of London's resilience to climate change by developing and monitoring climate change adaptation indicators for the city, in collaboration with key sectors
- To communicate the most recent government approved climate change scenarios, and help organisations understand how best to use them
- To inform and work with all stakeholders to update and maintain their understanding of the climate impacts on London, improve their understanding of the scale of risks (compared to other risks) and their ability therefore to prioritise actions.
- To enable the delivery of scalable on-the-ground pilot projects that demonstrate adaptation measures
- To facilitate the delivery of projects and programmes that catalyse adaptation action in London
- To assist in the development of London's Environment Strategy and related implementation plans
- To engage with the media at the time of any heatwave, flood or drought in London to communicate appropriate messages about the impacts of climate change and ways of adapting to it reach their audiences in London,

- Ensure the Partnership is aware of and shares best practice from around the world

Criteria for prioritising the work programme

Key criteria in prioritising the work programme include:

- Relevance to adaptation to climate change: is the work wholly or partially about adaptation to climate change? How large a risk or opportunity is addressed? Is it about one of our main concerns such as flooding, water resources or overheating, or a less important impact?
- Relevance to London: is the work relevant to all or part of London? Is it relevant to a wider area such as the UK or Europe, in which case are organisations at the appropriate level leading or contributing?
- Additionality: does the work add significantly to work that has already been done or is underway?
- Fit with objectives: does the work contribute to fulfilling one or more of the Partnership's agreed objectives?

Other Considerations

A number of other questions can help the Steering Group prioritise work

Issue	Description	Activity
Consolidation or innovation?	Should the Partnership build on work it has already done in a particular sector, or seek to work in sectors it has not yet addressed?	Over time the Partnership should aim to address all significant climate risks. It should plan to hand over work to a sector grouping or work through other groups/entities.
Adaptive capacity or delivery?	Should the Partnerships work be building adaptive capacity (research, dissemination, building networks and skills) or delivering change on the ground (building flood defences, retrofitting buildings, etc)	The Partnership should continue to build adaptive capacity, but should increasingly undertake the delivery and facilitation of delivery of on-the ground programmes and projects.
Project work or communications?	Should the priority be further project work or raising the profile of the Partnership?	A balance is needed of project work to ensure that the Partnership has well-based and current messages, and communications to ensure that those messages are received by their appropriate audiences
Human or physical resources?	Should the Partnership concentrate on infrastructure and technological solutions, or	The Partnership should ensure that both are addressed

	on skills and behaviour change?	
Relation to mitigation	Should the Partnership concentrate on adaptation only, or seek to integrate climate change mitigation in its work?	The Partnership should concentrate on adaptation, and as far as possible work to integrate adaptation and mitigation (within sustainable development)
Scheduling	Will this piece of work complement other Partnership work in terms of timing and its needs for key resources such as procurement, management of consultants, design work, and organisation of events?	The Partnership should aim to maintain a steady pipeline of planned work. A realistic timetable across all projects will be needed with regular reports on this to the Steering Group

Appendix A – Memorandum of Understanding (Members)

(name of organisation)

is a Member of the London Climate Change Partnership.

We are committed to working together with other organisations to further the aims and objectives of the Partnership. In pursuit of this, we agree to:

- Ensure that our organisation takes appropriate action to assess the risks from climate change, to adapt to climate change, to raise awareness of the impacts of climate change with our stakeholders and to monitor the progress of these actions
- Take responsibility for the delivery of agreed projects and actions where defined by the Steering Group.
- Facilitate the delivery of agreed actions using our organisation's resources, where appropriate.
- Send a representative to meetings of the Partnership's Steering Group and/or task groups
- Abide by the Terms of Reference of the Partnership
- Inform the Partnership of relevant work we are carrying out around adaptation to climate change
- Notify the Partnership of any threat to our continued full participation in the Partnership

The Greater London Authority will :

- Employ the Partnership Manager
- Provide a venue for Steering Group meetings and events, as appropriate and subject to room availability.

In return, the Partnership agrees to:

- Carry out the agreed programme of work efficiently
- Keep Partners informed on progress with the programme of work
- Provide Partners with the outputs of the programme of work
- Inform Partners where Partnership activity will or may have particular implications for their organisations

Signed: (Full name)

(Position)

(Organisation)

(Date)

Appendix B - Memorandum of Understanding (Accountable Body)

Between the **[Accountable Body]** and

The Chair and Members of the London Climate Change Partnership

This document should be read in conjunction with:

- The Aims and Objectives of the Partnership
- The Terms of Reference of the Partnership
- The Work Programme of the Partnership

Purpose

The [Accountable Body] is a Member in the London Climate Change Partnership (the Partnership). The purpose of this document is to set out the special responsibilities of the [Accountable Body] to the Partnership and of the Partnership to the [Accountable Body], in addition to the normal relationship between a partner and the Partnership.

[Accountable Body] responsibilities to the Partnership

- Financial services including collecting and holding Partnership funds, where allowable under financial regulations applicable, and making payments for goods and services.
- The [Accountable Body] will respond to any requirements from a funder of the Partnership to account for the spending of their funds. In particular, this will apply to Defra funding.
- Legal assistance where appropriate
- Output of press releases, unless another Member is deemed more suitable to take the lead
- Provide suitable workspace for the Partnership Manager
- Provide venue for the LCCP Steering Group meetings and up to two events per year, including arranging appropriate catering. The costs of catering will be met from the Partnership's funds
- The [Accountable Body] will inform the Chair of the Partnership when its requirements and recommendations with respect to the governance of Partnerships change.
- The Accountable Body has the right to review or end its role as Accountable Body should the Partnership Manager cease to be employed through it.

Partnership responsibilities to the [Accountable Body]

- Members will raise any conflicts of interest with the Partnership Chair and/or Chair of appropriate Sub Group at the beginning of each meeting
- Members will act in a professional manner and with due diligence
- Members will advise the Accountable Body on the expenditure of public money
- The Partnership will be responsible for any liability for overspend of its own funds held by the Accountable Body.

Appendix C - Current Active Membership

Affinity Water

BRE Centre for Resilience

City of London Corporation

Concrete Centre

DEFRA

Environment Agency

Greater London Authority

Groundwork

Hadley Centre, Met Office

Institution for Civil Engineers

Julie's Bicycle

Lloyds'

London Councils

London Environment Coordinators' Forum

London First

London School of Economics

London Sustainability Exchange

London Wildlife Trust

Public Health England

Space4Climate

Sustainable Homes

Thames Estuary Partnership

Thames Water Utilities Ltd

Transport for London

UK Climate Impacts Programme

University College London

University of Reading

Appendix D - Good Governance

What is the minimum I need to do to ensure effectiveness?

Taken from *Partnership working - Some approaches, tools and good practice*, a GLA review of Partnership working, 2007

Tool	Must have for all partnerships	Nice to have	Must have for partnerships with significant risk
Terms of reference	✓		
Agreed long term aim	✓		
Agreed 3-5 year objectives	✓		
Agreed governance structure	✓		
Action plan and deliverables	✓		
Memorandum of Understanding		✓	
Partnership agreement		✓	✓
Agreed roles and responsibilities		✓	
Funding agreements (if relevant)		✓	✓