

## **BUXTON TOWN TEAM CIC - TERMS OF REFERENCE SCRUTINY GROUP**

### **1. OVERALL PURPOSE:**

The purpose of the group is, on behalf of the Town Team Membership, to ensure that the actions of the Board of Directors, and of any committees, groups and project teams, meet current legal requirements and are in accordance with the Articles of Association, the Community Interest Statement and any subsequent resolutions, agreed procedures and codes of conduct of Buxton Town Team CIC, which together are referred to below as the Constitution.

### **2. MEMBERSHIP:**

The Scrutiny Group will consist of at least two, and no more than seven members.

Only Members of the Company may serve on the Scrutiny Group.

No member of the Scrutiny Group may be a Director of the Company, or an officer of any committee or group, or the Leader of any Project Team.

The members of the Scrutiny Group will be appointed by the Members of the Company at a general meeting and will serve for a term of up to three years. A retiring member of the group will be eligible for re-appointment without limitation. A candidate for appointment or re-appointment must be nominated by at least three Members of the Company.

The Scrutiny Group may co-opt additional members, up to the maximum group size, as they see fit, subject to confirmation at the next general meeting.

### **3. AREAS OF REponsibility:**

The Scrutiny Group will:

- (i) review the decisions of the Board of Directors, and any agreed procedures or financial arrangements, to judge compliance with UK law and with the Constitution of Buxton Town Team CIC
- (ii) review the decisions of other committees, groups and project teams, to judge compliance with their delegated powers and with the Constitution of Buxton Town Team CIC
- (iii) attend as an observer any meetings of the Board of Directors, and of any committees, groups or project teams that the Scrutiny Group considers necessary to fulfill its role
- (iv) review any notes of meetings, project reports and financial records that the Scrutiny Group considers necessary to fulfill its role
- (v) review the decision making process of all committees, groups and project teams, to ensure their open, transparent, fair and inclusive operation
- (v) minimise the risk of ~~vested~~ interests exerting undue influence, by monitoring the decision making processes and any individual conflicts of interest, declared or otherwise
- (vi) investigate in confidence any breach in compliance, or any inappropriate behaviour, that the Scrutiny Group identifies, and to report on this to the Board of Directors at the earliest opportunity along with their advice as to what remedial action, if any, that should be taken
- (vii) investigate in confidence any ~~whistleblowing~~ report made to it, and to take appropriate action if necessary based on its findings.
- (viii) if it becomes evident that the Board of Directors is unwilling or unable to address breaches in compliance, make arrangements to call a general meeting of Buxton Town Team CIC, and assist the members in proposing a special resolution to remedy the situation
- (ix) annually, provide a report to the Members on the level of compliance with the Constitution that has been achieved by the Directors and officers of Buxton Town Team CIC

Adopted 24 April 13