



## **TERMS OF REFERENCE**

**For the**

### **Gloucestershire Voluntary, Community and Social Enterprise Strategic Partnership**

#### **Background**

The Voluntary, Community and Social Enterprise (VCSE) sector in Gloucestershire and the public sector partner organisations in One Gloucestershire Integrated Care System (ICS) have agreed to work together, in equal partnership, to address health inequalities and make Gloucestershire a better and healthier place to live and work. The basis of this agreement is set out in a Memorandum of Understanding (MoU) which has been developed through a programme of events held with members of the VCSE sector and the ICS and agreed by members of the VCSE on 26 April 2022.

#### **Purpose**

The purpose of Gloucestershire VCSE Strategic Partnership is to provide the overall strategic direction and governance of VCSE engagement with One Gloucestershire ICS and to act as convenors and connectors of the VCSE sector as a whole. This includes:

- Overseeing the implementation of the MoU between the VCSE sector and the ICS.
- Promoting a culture of collaboration both within the VCSE sector and between the VCSE sector and the ICS.
- Setting strategic priorities for VCSE sector engagement with the ICS.
- Representing the VCSE sector across ICS governance and decision-making bodies at system level.
- Facilitating communication at a senior level between the public sector and the VCSE sector and ensuring a flow of information between them.
- Triaging requests for VCSE sector representation.
- Providing good governance, ensuring that representation is effective and accountable to the VCSE sector.

#### **Scope of this Document**

These Terms of Reference are intended to provide a framework within which the Partnership can operate while leaving flexibility for decisions which are best made by its members.

## **Membership**

VCSE Strategic Partnership members must be employed or working in a voluntary capacity in a Gloucestershire VCSE organisation or group that is either directly concerned with wellbeing, health or social care or operates in an area which broadly impacts on citizens' wellbeing such as transport, housing, debt advice or community development, and is:

- A constituted voluntary or community organisation
- A registered charity
- A charitable incorporated organisation (CIO)
- A not-for-profit company
- A community interest company (CIC)
- A community benefit society

An organisation must:

- Offer its products and services for general public benefit without restrictions and barriers, such as affordability.
- Have a majority of board or committee members who are not related. Related can mean:
  - Related by marriage
  - In a civil partnership with each other
  - In a long-term relationship with each other
  - Related through a long-term partner
  - Living at the same address
  - Related by blood

An organisation that is not a charity must:

- Reinvest at least 50% surpluses into pursuing its social mission.
- Have a constitutional or contractual lock on its social mission, its dividend and surplus distribution policy and 'asset lock'.

(If an organisation is a charity, then all its assets are treated as charitable funds.)

The VCSE Strategic Partnership is limited to twelve members to allow effective meetings. This may be reviewed by the VCSE Strategic Partnership at any time.

In order to reflect the diversity of the sector, VCSE Strategic Partnership membership is made up of:

- At least 3 people from organisations that are user or community led; by this we mean organisations that are led by the people they serve and are primarily accountable to them.
- At least 3 people from organisations with a turnover below £500,000.
- At least 3 people from organisations with a turnover in excess of £500,000.

- An additional 2 people from any of the above groups.
- A representative of the hosting organisation; this is currently the Gloucestershire VCS Alliance.

## **Appointment**

Up to nine VCSE Strategic Partnership members are appointed by an election process, following self-nomination.

In 2025 at least half the existing elected members will stand down and there will be an election to fill these places. From then onwards elections will take place every 2 years, with half the elected members standing down on each occasion.

Once a core elected membership is established, the VCSE Strategic Partnership may appoint additional members to address the diversity of our communities or gaps in knowledge, geographical representation or communities of interest.

Similarly, if a vacancy arises between elections the VCSE Strategic Partnership may appoint a new member to serve until the next election is due, taking into account those factors that would make it more representative and/or extend its collective expertise.

The period of office for both elected and co-opted members is four years. Former members may stand for re-election or be co-opted after a gap of two years.

Responsibilities of VCSE Strategic Partnership members are laid out in the member role description.

## **Code of Conduct**

As the VCSE Strategic Partnership is a publicly funded body, the Seven Principles of Public Life (also known as the Nolan Principles) apply to its members. These are:

### **Selflessness**

Members of Gloucestershire VCSE Strategic Partnership should act solely in terms of the public interest.

### **Integrity**

Members of Gloucestershire VCSE Strategic Partnership must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

### **Objectivity**

Members of Gloucestershire VCSE Strategic Partnership must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

### **Accountability**

Members of Gloucestershire VCSE Strategic Partnership are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

### **Openness**

Members of Gloucestershire VCSE Strategic Partnership should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

### **Honesty**

Members of Gloucestershire VCSE Strategic Partnership should be truthful.

### **Leadership**

Members of Gloucestershire VCSE Strategic Partnership should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.

### **Equality, diversity and inclusion**

Gloucestershire VCSE Strategic Partnership is committed to upholding the highest standards and promoting equality, diversity and inclusion (EDI) among its membership and eliminating unlawful discrimination. It aims for each member to feel respected and able to give their best. It opposes and will avoid all forms of unlawful discrimination of individuals and organisations.

A robust approach to EDI leads to more informed conversations and better decision making. In order to ensure transparency and accountability to the VCSE sector for its EDI practices, Gloucestershire VCSE Strategic Partnership will publish the steps it is taking to remove barriers to inclusion, encourage diversity and foster talent.

### **Meetings**

Meetings will be held monthly and, where possible, arranged several months in advance.

The VCSE Strategic Partnership is entrusted to act in the best interests of the sector as a whole. Meetings are transparent and minutes are made available on the website

[Gloucestershire VCSE Strategic Partnership \(glosinpartnership.org.uk\)](https://glosinpartnership.org.uk). There may be very limited specific circumstances where a discussion is not made public, for instance when it includes confidential information relating to an individual.

In order to function effectively on behalf of the VCSE sector, the VCSE Strategic Partnership needs active and committed participation and members are asked to make this a priority.

### **Chair and Deputy Chair**

To be decided by VCSE Strategic Partnership members.

### **Quorum**

At least 50% of members must be in attendance for the meeting to be quorate.

### **Governance**

All VCSE Strategic Partnership members are responsible for ensuring they work within the principles, values and commitments laid out in these Terms of Reference, the Memorandum of Understanding agreed by the VCSE and One Gloucestershire ICS, and fulfil the responsibilities described in the VCSE Strategic Partnership Member role description.

A register of members' interests will be maintained by the Chair and made available to all members. Members should declare at the beginning of each meeting if they have any new conflicts of interest.

VCSE Strategic Partnership members should maintain impartiality when representing the VCSE sector; this means not advantaging any organisation, group or interest at the expense of other VCSE organisations.

Members of the VCSE Strategic Partnership may resign at any time. An individual's membership of the VCSE Strategic Partnership may be terminated if:

- They are absent without good reason for three consecutive meetings.
- They leave the organisation or group where they were working or volunteering at the point they were elected.
- Following a fair and open discussion in which the member has the opportunity to state their case, a simple majority of Strategic Partnership members concludes that the individual has not fulfilled the responsibilities laid out in the role description or has an unreconcilable conflict of interest.

**Review:** February 2026