Yorkshire and Humber Climate Commission: Terms of Reference – Phase 2 (Apr 24 – Mar 27)

Approved by the Commission January 2025

Context and aims

- The Yorkshire and Humber Climate Commission is an independent advisory body set up to bring actors from the public, private and third sectors together to support, guide and track the impact of ambitious integrated climate actions across all sectors and the region.

- The Commission serves four pillars of climate action:
  - to support rapid progress towards net zero carbon emissions
  - to foster climate resilience and adaptation to climate risks and impacts
  - to promote action that protects and restores nature and biodiversity
  - to encourage a just and inclusive transition that helps reduce inequalities and that leaves no-one and nowhere behind.

- We do this by creating a positive and enabling culture where:

  - a diverse array of actors are convened to enhance collaborative, cross-sector action
  - existing capacity is mobilised through effective engagement,
  - constructive debate is supported and facilitated,
  - our collective evidence base is strengthened,
  - best practise is promoted and adopted,
  - capacities are built
  - progress is regularly reviewed and analysed and
  - a (more) stable policy environment that builds confidence and attracts investment.

- The Commission will inform and work with other initiatives across the region (including those of local authorities and more local climate commissions) avoiding duplicating or confusing existing activities and delivery.
- The outputs of the Commission will include position papers, insights papers, blogs, action plans, case studies and reports. These will be promoted widely, including directly to the Yorkshire Leaders Board, mayoral and local authorities and key organisations, groups, networks and communities across the region.
- By operating at the regional scale, the Commission will focus on identifying and promoting the system level changes that are needed to support local actions whilst also bringing Yorkshire and the Humber to the fore in national and international fora and debates.
- Whilst it has support from the Yorkshire Leaders Board and local authorities across the region, the Commission is not a public body, it has no statutory basis or legal powers and it is not a planner, regulator or a delivery body. Beyond supporting and promoting evidence-led climate action in the region and the region's work nationally and internationally, the Commission is not a platform for lobbying or marketing.

- In all of its activities, the Commission will seek to apply the principles of public life by acting in the public interest and promoting integrity, objectivity, accountability, openness, honesty and leadership and by promoting inclusion and diversity.
- The Commission will aim to minimise negative environmental impact, and seek opportunities to maximise positive environmental impact, in all of its operations, for example using online working where appropriate and choosing venues for face-to-face events that enable effective use of public transport and active travel, and using sustainable materials for physical products.

Membership and Roles

- The Commission membership will include a Chair, no more than five political Vice-chairs, a Director and no more than 45 Commissioners.
- All members agree to support the broad aims and objectives of the Commission as set out above at the point of accepting the offer of the position.
- The Chair, Vice Chairs and Commissioners give their time on a voluntary basis.

Chair

- The Chair must act as an independent individual and not as a representative of a particular organisation or group. Ordinarily, the Chair shall convene each quarterly meeting of the Commission. They will be appointed for a period of three years.

Vice Chairs

- The Vice-Chairs representing North, South, East and West Yorkshire, and Northern Lincolnshire, will be nominated by the local/combined authorities in each part of the region. They will attend Commission meetings, the Vice Chairs meeting with the Chair, the annual whole Commission event, co-chair Commission meetings and support with other events as appropriate and as capacity allows.

Director

- The Director will oversee the effective operation of the Commission's work in accordance with the strategic framework provided by these Terms of Reference, the Commissions Principles, and the Climate Action Plan. This includes leading the preparation of Commission outputs and managing its day-to-day activities, key strategic relationships, engagements and communications and overseeing the work of the Commissions' Team, hosted by the University of Leeds.

Commissioners

- Commissioners will include representation from different areas, groups and sectors, with a balance between the public, private and third sectors.
- No more than five Commissioners will be senior local/combined authority officers nominated by the authorities, representing the same areas as the Vice Chairs. They will be senior officers with responsibility for climate change or related areas and will be tasked with connecting the Commission to the work of the range of authorities within their geographic area.

- The other Commissioners will be appointed as individuals on the basis of their experience and knowledge but with the support of their employer, organisation, community or network.
- Commissioners are expected to:
    - attend the quarterly Commission meetings, joining at least three meetings per year;
    - promote the role of the Commission, actively making connections and building momentum towards delivery of the Climate Action Plan;
    - share updates on work that they have done in their role as Commissioner, so the Commissions' Team can report and monitor the Commissions' impact on climate action;
    - advocate for policy change and climate action on behalf of the Commission as a Commissioner;
    - (co)author blogs and support with media where appropriate, raising the profile of the Commission and increasing the impact of its work;
    - attend and support Commission engagement events (online and in person);
    - lead or be directly involved in a Commission group and/or Flagship Project,
      OR
      provide strategic steer and review of the work of the Commission, including approval of spend and guiding resource allocation;
    - bring their expertise, insight and engagement skills to contribute to and promote the work of the Commission;
    - approve the Commission's Terms of Reference;
    - consider and review all evidence and documentation referred to the Commission;
    - sign off on reports and other outputs from the Commission under the terms set out in this Terms of Reference.

- Commissioners shall be appointed for three years and will advise the Chair and Director of any change in their circumstances at the earliest available opportunity so that any implications to their Commissioner status can be reviewed. Commissioners should make every attempt to attend quarterly meetings. Apologies should be submitted to the Chair and Director in advance of the meetings. If a Commissioner is absent for three meetings in succession, membership will be reviewed and may be revoked.

- Most Commissioners will have one (and only one, in order to avoid any potential conflicts of interest) additional aspect to their role as a Commissioner, taking on one of the following:
    - Flagship Project Lead or Core Group (Co-)Chair
        - This involves more time commitment and requires consistent leadership. As a Project Lead/Co-Chair a Commissioner (or Associate) is taking on a shared delivery responsibility with the Director.
    - Strategic Overview Group role (akin to a Trustee role in a more formal organisation). The function of this group is described more below.

- It is acknowledged that not all Commissioners will have the capacity to take on an additional aspect. Their contributions to the Commission meetings, and their advocacy and support outside the meetings is considered to be valuable and sufficient.

Associates

- Associates commit to leading and delivering focused aspects of the Commission's work, such as activities within the core groups, flagship projects or related high impact workstreams within their own sector or organisation.
- Their work embodies at least three of the four principles of the Commission and in taking on an Associate role, they agree to work on behalf of the Commission in accordance with these Terms of Reference.
- Associate membership will be reviewed at least annually, and if Associates are not active, they will be contacted to understand what the situation is. If it is unlikely to change, they will become Affiliates until the capacity changes.
- Associates will be named on the Commission's website and are a critical part of the Commission's ways of working. Associates are part of the Commission on their own individual merit, and ideally have the support of their current employer. As with Commissioners, if an Associate's position changes, they need to notify the Director who will then review their position in the Commission.
- Associates with the appetite and capacity are invited to take active leadership roles in delivering the Commission's flagship projects, supported by dedicated members of the core Commissions' Team.
- Associates may be asked to represent the Commission at events and meetings, helping to engage people across the region in action for climate and nature.
- Associates are encouraged to update the Commissions' Team on their progress and any new initiatives they are involved in so this can be shared with the wider Commission network and be used to track and report on the Commission's impact and progress.
- The Commissions' Team will keep Associates informed of relevant meetings and information related to the groups and projects they have opted to be involved in.
- The Commissions' Team will share relevant knowledge and opportunities for Associates to learn, develop skills and evolve their capabilities in being highly effective leaders for climate and nature in our region.

Affiliates

- Affiliates are individuals or organisations who support the Commission's work more generally, contributing time, expertise and resource where possible to increase climate action, a just transition and nature's recovery across the region.
- Affiliates may be involved in the Commission's flagship projects, and may get involved in specific workstreams and offer insights and expertise into specific areas of work.
- Affiliates may get involved in YHCC supported events, for example as a panel member or host.
- Affiliates are encouraged to update the Commissions' Team on their progress and any new initiatives they are involved in so this can be shared with the wider Commission network and be used to track and report on the Commission's impact and progress.
- The Commissions' Team will keep Affiliates informed of Commission events regularly through the Members Bulletin and from time to time may contact them directly about specific events and projects in their chosen areas of interest (unless they opted out of this at the application stage).

- Local Authority and Mayoral Combined Authority Officers do not need to become an Associate or Affiliate to be part of the Commission's work (though they are welcome to if that feels appropriate) due to the overarching strategic collaboration between the

Commission and the Yorkshire & Humber Leaders Board, facilitated by Yorkshire & Humber Councils.

Commission Structure

- The Commission will meet quarterly, with two online meetings and two in person meetings per year.
- The Commission is supported by:
    - A Chair and Vice Chairs Group, facilitated by the Director and which meets quarterly to review the political opportunities and priorities for each of the regions within Yorkshire and the Humber and identify areas for alignment and collaboration. This group will review and shape the forward look of Commission meetings developed by the Director. Sensitive topics can be escalated to this group by the Director, for steer, input and advice to ensure effective management.

    - A Strategic Overview Group, which meets three times a year. Chaired by the Commission Chair, with a membership of selected Commissioners chosen for their expertise and skills, and at least two Local Authority Lead Officers, this group's remit is to support the Director by contributing to and overseeing the strategic framework of the Commissions work, including the development and delivery of the following:
        - Overarching Funding Strategy, including donations; allocation of existing funds; large item spending; generating income from activities; focus and support for bid development
        - Overarching Delivery Strategy including an annual work programme developed with the Leadership Team
        - Overarching Communications Strategy
        - Impact Analysis and Reporting
        - Overview of assets owned and any legal matters like Intellectual Property
        - A long-term strategy for the Commission, developed with input from all Commissioners.

    - A Leadership Team that brings together the leaders of the flagship projects, the chairs/co-chairs of the core groups and members of the Commissions' Team. Meetings of this team are to enable effective collaboration between the groups and projects. Discussions will be structured but informal. The Director and the Commissions' Team will translate the Delivery Strategy into an annual work programme in collaboration with the Leadership Team. This programme will provide the basis for the collaborative discussions.

    - Four core groups:
        - Communities and Engagement Group
        - Regional Picture and Evidence Group
        - Public Affairs Steering Group, and the
        - Regional Policy Forum which meets three times a year and whose work programme is facilitated by time limited working groups.

    - Flagship Projects, led by either a Commissioner or an Associate, supported by a lead within the Commission's Team. Each will have a project scope that links the work to

the Commissions core aims and areas of focus. Each project will have a group of Associates, Affiliates and interested partners that work together to support and enable its delivery.

- A Commissions' Team, led by the Director and hosted by the University of Leeds. https://yorksandhumberclimate.org.uk/commissions-team/

- Each of the groups listed above will have its own Terms of Reference. The operating model of the Commissions' Team will also be clearly defined with routine meetings having scope and agenda documented in a consistent format.

Working Patterns

- The Commission will meet quarterly (April, July, October and January), with virtual participation enabled/encouraged, but with any face-to-face meetings or events held at venues near to public transport links across the Humber, South, West and North Yorkshire.
- Commission meetings will normally take place on Wednesdays from 3.00-5.30pm. These meetings will not be open to the public. However, the minutes and papers will be publicly available on the Commission's website.
- The Commission will connect and collaborate with the All Party Parliamentary Group for Yorkshire and Humber, and with other All Party Parliamentary Groups and Select Committees as appropriate to support the work of the Flagship Projects.

Conflicts of Interest

- It is accepted that all members of the Commission are likely to have other roles and responsibilities that will often be linked to the activities of the Commission.
- Any potential conflicts of interest which arise should be shared with the Chair and Director at the earliest opportunity.
- At the beginning of each Commission meeting, the Chair shall ascertain, with the assistance of Commissioners, the existence of any conflicts of interest arising from the agenda. Declarations of such conflicts will normally be recorded in the minutes of the meetings. The agenda and the meeting will be managed to ensure that these issues are reflected appropriately and so that affected members will not participate in that part of the agenda, if the Chair deems this appropriate.
- Commission outputs will normally be approved by the Commission as a whole, but where there are differences of opinion that cannot be resolved, these will be acknowledged with a statement that although the majority of the Commission support the output, it cannot be taken to reflect the views of every member of the Commission.
- Membership of the Commission does not preclude participation in the Commission's wider activities, either as an individual or as a representative of their organisation.

Governance and Decision Making within the Commission meetings

- The Chair is responsible for approving Commission meeting agendas, with the support of the Vice Chairs and the Director. The agenda will be developed to progress the Commission's leadership on climate action and will relate to the agreed Delivery Strategy and annual work programme developed by the Strategic Overview Group and the Leadership Team respectively.

- The Commissions' Team will aim to circulate the agenda and associated papers to all attendees at least five working days ahead of the meeting date. Prior to the meeting, Commissioners may propose suggested agenda items to the Chair and also raise additional items under 'Any Other Business'.
- In order for the Commission meeting to be recognised as an authorised meeting, and for any recommendations or decisions to be valid, a quorum must be present. A quorum shall be defined as a minimum of ten Commissioners plus the Chair and one Vice Chair.
- Decisions within the Commission will be made jointly with a preference for a consensus-based approach to decision-making. If a vote is taken, each member of the Commission (including the Chair, Vice Chairs, Director and Commissioners) will be entitled to one vote, with a two-thirds majority being required for decisions/positions to be approved.
- The minutes and actions of each Commission meeting shall be prepared by the Commissions' Team. Full copies of the minutes and actions, including attachments, shall be provided for comment to all Commissioners, after being approved by the Director, within ten days of each meeting. Commissioners should endeavour to provide comment on the accuracy of the minutes within ten days following circulation.
- At the beginning of each meeting, the Chair shall seek approval from the Commission that the minutes and actions from the previous meeting are a fair reflection of the discussions which took place. The Commissions' Team shall ensure that the list of action items is annotated with progress milestones and required completion dates.
- Minutes shall be published on the Commission website once they have been approved. The published minutes shall anonymise or redact any personal and/or commercially sensitive information.

Communications

- The Commission will maintain a website and will publish position papers, insights papers, blogs, action plans, case studies and reports and other outputs as appropriate.
- Any sensitive or contentious issues will be reviewed by the Chair and/or discussed by the Commission prior to publication, with a two-thirds majority of a quorate meeting being required for such outputs/communications to be approved.
- Where there are significant disagreements, these will be acknowledged and the different positions set out in any Commission statements and publications.
- All Commission statements and publications will be made with a supporting statement making it clear that although they represent the majority view of the Commission, the statement may not represent the view or position of any member of the Commission or of the organisation/group etc. that they represent.
- Where members represent the Commission (i.e. in presentations or engagements in the media), they will present the wider view of the Commission in good faith, drawing on the Commission's principles and keeping within the framework provided by the Climate Action Plan.

Finances

- The Commission may seek funds to support its activities from anchor organisations within the region (e.g. local authorities, government agencies, regulated utilities), private sector organisations, charitable or philanthropic bodies or from government sponsorship (e.g. the research councils), but only on the condition that funders recognise the independence of the Commission and acknowledge that funding does not bring any influence over the work of the

Commission. Donations are untied and an agreement is signed by Donors to this effect prior to the transfer of funds.

- The sources of all funding (including in-kind support) will be fully acknowledged via the Commission's website, annual reports and at any events organised or on any publications generated on the basis of any financial support.

Periodic Review of Effectiveness and Independence

- The independence of the Commission is critical to its role and effectiveness. The Commission can request a review of its governance arrangements, its independence and its wider effectiveness which may be done by a third party.

Transparency

- On the assumption of openness, these Terms of Reference and all associated governance documents will be published on the Commission website. Matters of exception in relation to personal or other sensitive information will be agreed by the Chair in discussion with the Strategic Overview Group and/or relevant individuals and in adherence with data protection requirements.

Code of Conduct and Complaints

- The Commission will work in compliance with the University of Leeds policy on Dignity and Mutual Respect: https://equality.leeds.ac.uk/wp-content/uploads/sites/64/2014/03/Dignity-and-respect.pdf
- Any complaints or concerns about Commissioners, Associates, Affiliates or other members of the Commission network should in the first instance be brought to the attention of the Director.

Duration

- The Commission was established for three years in the first instance (March 2021-2024). Political support for the Commission to continue to March 2030 was confirmed by the Yorkshire Leaders Board in March 2023, and support for the Commissions' Team to continue to be hosted by the University of Leeds until March 2030 was confirmed in May 2023.
- During 2026 and 2027 there will be a review of the model of the Commission. This review will be led by the Strategic Overview Group and will include future scoping to see whether there is a need for it to continue beyond 2030.