

Appendix 2 The Marches LEP Board Terms of Reference

Roles and Responsibilities

- Set the overarching vision and strategy for economic growth in the Local Enterprise Partnership (LEP) area, including key priorities for investment, and develop and review strategic policy.
- Agree the Marches LEP Strategic Economic Plan, Local Industrial Strategy and ESIF Strategy, Growth Deal, Skills Plan and other required strategies produced by the LEP.
- Determine the operating structure and governance arrangements of the LEP including making appointments to the Board and relevant LEP sub-groups.
- Oversee LEP Programme Management including information monitoring arrangements.
- Allocate LEP revenue and capital spend relating to the delivery of the LEP Economic Plan.
- Champion the Marches as a business investment location.
- The Board may delegate specific functions (or parts of functions) to other groups or individuals. However, the Board will retain overall responsibility for these functions even when they delegate responsibility for delivery.

Board Membership

- The Board should have up to fifteen members: eleven Private Sector members, one Voluntary and Community Sector Member and three Council leaders representing the three administrative authorities within the partnership.
- The business of the partnership shall be conducted by its members sitting as a Board and meeting on a regular basis. The current Board comprises:

Sector	Name	Job Title and Organisation
Private Sector Chair	Mandy Thorn MBE	Managing Director, Marches Care Ltd
3 Area Business Board Chairs	Frank Myers MBE	Chair of Herefordshire Business Board
	Paul Bennett	Chair of Shropshire Business Board
	Paul Hinkins	Chair of Telford Business Board and Deputy Chair of LEP Board
Enterprise Zone	Andrew Manning Cox	Chair of Hereford Enterprise Zone
Food & Drink/Agri Tech	Dr David Llewellyn	Vice-Chancellor, Harper Adams University
Community & Voluntary Sector	Sonia Roberts	Charity Manager, Landau
Financial/Professional Services	Paul Kalinauckas	Chief Executive, BCRS Business Loans Ltd
16-18 Skills & Workforce Development	James Staniforth	Principal and CEO, Shrewsbury Colleges Group & Chair of Skills Advisory Panel
Construction	Ruth Shepherd	Founding Director, Results Communications Ltd
Manufacturing	Sara Williams	Marketing Manager, Protolabs
3 Local Authority Leaders	Cllr David Hitchiner (Alternate - Cllr Trish Marsh)	Leader of Herefordshire Council
	Cllr Peter Nutting (Alternate - Cllr Steve Charmley)	Leader of Shropshire Council
	Cllr Shaun Davies (Alternate - Cllr Lee Carter)	Leader of Telford and Wrekin Council

1 HE vacancy currently as at October 2019

Board membership list updated October 2019

- The Council Leaders are determined by the three administrative authorities.
- The Chairs of the three Area Business Boards will be elected by their own Business Board Membership in accordance with their constitution/Terms of Reference. They can serve on the LEP Board for a maximum of six years.
- The Chair of the Enterprise Zone will be elected by the Board of the Enterprise Zone in accordance with their constitution/terms of Reference. He or she can serve on the LEP Board for a maximum of six years.
- The initial term of office for Private and Voluntary Sector members is two years. At the end of their two-year office, the Chair, in consultation with the Board members, may re-invite the Private and Voluntary Sector members to serve a further two years; they can serve a maximum of six years on the Board.
- To note at the end of a six-year term a LEP Board member does not automatically have to stand down but they will be subject to an annual review by the LEP Board Appointments Panel from that time onwards. See the section on Board Member recruitment for detail.
- The Board may establish Task and Finish groups, or committees as may be necessary to facilitate the conduct of its business.
- The Board shall meet bi-monthly in accordance with a timetable of identified dates and/or at such a time and place as the Board may from time to time determine. Meeting dates for the following calendar year will be issued in November of the previous year.
- The Chair may call a meeting of the Board at any time, giving not less than seven days' notice. Such notice shall be in writing and shall be left with, sent by post or emailed to each Member. The notice shall specify brief details of the principal items of business proposed to be transacted at that meeting in addition to the date, time and place of the meeting.
- Where an emergency meeting is called, the notice period may be waived and the reason for doing so will be recorded in the minutes of the meeting.
- In extreme cases of urgency, the Chair, after ascertaining the views of members, shall have the power to act on behalf of the LEP, providing that in such cases any business is reported to the next meeting of the Board and confirmed in the minutes.

Attendance at Meetings

Meetings will be attended by:

- Board Members (Council Leaders accompanied by one senior officer);
- The LEP Director (accompanied by such members of staff that may be required to support them in this role) and;

- Where expert input is required for a discussion item, Department for Business, Energy and Industrial Strategy (BEIS) or Ministry of Housing, Communities and Local Government (MHCLG) representatives, Local Authority senior officers and other advisors/observers/ partners can attend and present information by resolution of the Board or at the request of the Chair.

If a member is incapacitated by illness or has been absent from meetings of the LEP for more than three meetings in any twelve-month period, without the agreed consent of the Board or the Chair, the Board may resolve that the member has vacated the office.

Apologies for Absence

- Members who cannot attend a meeting should give their apologies to the LEP Director.
- Local Authority members who cannot attend a meeting may be represented by a named substitute of no lower than Cabinet Member/Portfolio Holder status.

Board Papers

- Papers for Board meetings will be kept electronically and be made available to members at least five working days before the meeting. Non-Confidential papers will also be available on the LEP's website.
- Board Members wishing to place items onto the Board meeting agenda should notify the LEP Director for consideration of inclusion on the agenda, at least ten working days prior to the meeting. The LEP Director shall keep a list of notified items. The Chair will be responsible for managing the size of the agenda for each meeting and will have the final decision on inclusion of notified agenda items.

Recruitment of LEP Chair and Deputy Chair(s)

- The Private Sector LEP Chair will be recruited by open recruitment.
- The Chair will be selected by an appointments panel, members of which will be agreed by the Board members.
- The Chair's initial appointment will be for three years. At the end of three years in office, the Chair can seek re-election by the LEP Board Members. Election of the Chair shall be undertaken by vote. The Chair can seek re-election only once, so can serve a maximum of six years.
- A non-Local Authority Deputy Chair(s) will be sought by nominations by the Chair and appointed by the Board to support the Chair for a period of up to two years and cover for them when not available. At the end of two years in office, the Deputy Chair can seek re-election by the LEP Board Members. Election of the Deputy Chair shall be undertaken by vote. The Deputy Chair

can seek re-election only twice, so can serve a maximum of six years. The Deputy Chair is not a successive position.

- The Chair shall preside over any meetings of the Board. If the Chair is absent, the Deputy Chair will chair the meeting.

Recruitment of Board members

- Board members will be recruited by open recruitment which will include adverts in the local press and on the LEP and Council websites.
- The Chair will set up a Board Member Appointments Panel which will comprise of at least three Board Members plus the Chair and it will meet in the February of each year. This panel will review:
 - a) the experience and knowledge in the existing Board Members and whether this addresses the needs of the Marches LEP economy e.g. skills, key sectors, housing, infrastructure;
 - b) the gender balance and the geographical representation plus the Board members rotation;
 - c) take account of any Board Members who have indicated they wish to stand down.
- This Appointments Panel will then make a recommendation to the next LEP Board on a timetable for recruiting new Board Members and the process through with the posts will be advertised and the skill sets and experience that will be targeted in the advert. If appropriate they will also make a recommendation on whether any Board Members who have served more than six years do need to stand down and be replaced through the open recruitment process.

Quorum

- No business will be transacted at a meeting of the Board unless at least seven members of the Board are present, at least five of whom shall be Private Sector members.
- If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as may be determined.

Voting and Decisions

- All decisions will be made with a consensus approach. Should a consensus not be reached, a vote will be taken. Only Board members are entitled to vote. If a Board member cannot attend, their named substitute may attend and vote on their behalf. Those in attendance in an ex-officio capacity, invited advisors, or observers will not be entitled to vote. It will be at the Chair's discretion as to whether observers/advisors should leave the room when voting takes place. Any decisions put to the vote shall be decided by a majority of the members present and voting at that meeting. In the event of a tie in votes, the Chair of the meeting will have the casting vote.
- Voting shall be by such means as may be agreed by the members present, provided that, before a meeting, the Chairman or any member may request a vote be taken by a show of hands on any resolution or business.
- In order to enable the LEP to progress its business in an efficient manner, the Board can progress its business by using written procedure. This may be used where substantial new information is only made available at a Board meeting or a consultation on Government policy issues where responses are required prior to the next meeting. In these cases, the Director will arrange for members to be sent an email notification which identifies the following:
 - The date of the proposal and date that responses are required by;
 - The name of the person making or putting forward the proposal/decision;
 - Details of the proposal.

Two working days after the close of responses, the LEP Director will arrange for members to be notified of:

- Responses received;
- Any mitigating action taken to address members' stated views or concerns;
- The date when any decision reached comes into effect.

If a decision is required, the voting rules are the same as those for a decision taken in a meeting, however, on an electronic vote, a unanimous response will be required to enable a decision to carry. If the vote is not unanimous, the Board will need to be reconvened. Electronic voting will be used sparingly and only at the Chair's discretion.

Minutes

- Minutes of Board meetings will be drawn up and kept electronically. The draft minutes shall be made available to Board members within five working days of the meeting and be submitted to the next meeting for approval as to their accuracy. The minutes as approved by the Board shall be received as conclusive evidence of the facts stated therein and that the meeting had been duly convened and validly held.
- The names of the members present at a meeting shall be recorded in the minutes. If any officer or employee of the LEP or any other body or

organisation attends the meeting, the name of that officer or employee shall be recorded as being in attendance.

Openness of Board Meetings

- The Board will:
 - a) Share Board approved, non-confidential agendas, papers and minutes via the LEP website;
 - b) Hold an Annual General Meeting and produce an Annual Report;
 - c) Hold open events for discussion and engagement with the Private Sector and other stakeholders to monitor and discuss aspects of the Work Programme and progress at such time and place as the Board may from time to time determine;
 - d) Share other details of the key practices and standards of the Marches LEP through its Accountability and Assurance Framework published on the Marches LEP website.

Confidentiality of Information

- Notwithstanding the requirements of the Data Protection and Freedom of information Acts, as a rule, papers received at Board meetings will be non-confidential unless:
 - a) They contain information relating to any individual, likely to reveal the identity of an individual;
 - b) Relate to the financial or business affairs of any person;
 - c) Relate to any consultations, negotiations or legal proceedings in connection with any labour relations matter, or proposed contract, or commercial transaction by or on behalf of the LEP and disclosure would prejudice those consultations, negotiations or legal proceedings.
- Members and officers of the LEP shall treat all information held by the LEP in confidence, except in the case of information contained or included in a public document, or unless the LEP resolves otherwise.

Code of Conduct for Marches LEP Board Members and Officers

- The Code of Conduct and Conflicts of Interest Policy for Marches LEP Board members and officers has been adopted to show members' commitment to operate in as open a way as is possible, whilst maintaining the highest standards of conduct for such a Partnership.
- The core provisions of the Code are detailed below and apply equally to each member of the Board; this includes when they are acting as members of a committee or group established by the Board.

- Board members will review the provisions of the Code annually. Changes may be made during the year as and when this is thought to be appropriate.

Pecuniary Interests – Conduct of Board Business

Members of the Board will:

- a) Support the aims and objectives of the LEP and promote the interests of the within their business community;
- b) Work co-operatively with other Board Members, secretariat and officers in the best interests of the LEP;
- c) Actively support equal opportunities in the work of the LEP and make provision for it within the Board Plan (The Marches LEP Equality and Diversity Policy is available on the LEP website);
- d) Acknowledge that as an individual member they have no legal authority outside meetings of the Marches LEP Board and its groups or committees;
- e) Act honestly, diligently and in good faith, noting that to do so may require taking professional advice;
- f) Resist any temptation or outside pressure to use the position of Board Member to benefit themselves or other individuals or agencies;
- g) Not accept offers of money, gifts or hospitality as an inducement or reward for anything they do as a member of the Marches LEP Board;
- h) Avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and those of the Marches LEP Board (See Board members' conflicts of interest below);
- i) Acknowledge that differences of opinion may arise in discussion but once a decision has been made by the Marches LEP Board, to support the decision;
- j) Base their views on matters before the Marches LEP Board on an honest assessment of the available facts, unbiased by partisan or representative views;
- k) Understand that an individual member does not have the right to make statements or express opinions on behalf of the Marches LEP Board unless specifically authorised to do so;
- l) Respect the confidentiality of items of business which the Board decides should remain confidential;

- m) Honour the obligations on all members not to reveal to third parties the views expressed at meetings;
- n) Have regard to the broader responsibilities as a Member of the Board including the need to promote public accountability for the actions and performance of the Marches LEP Board;
- o) Take or seek opportunities to enhance their effectiveness as a member through participation in training and development programmes and by increasing their knowledge of the Marches economy and its Local Enterprise Partnership;
- p) Give priority, as far as practicable, to attendance at Board meetings and its committees or groups.

Board Members' Conduct

All business of the Partnership will be conducted in accordance with The Seven Principles of Public Life, as defined by the Committee for Standards in Public Life. They are:

1. **Selflessness:** Holders of public office should act solely in terms of the public interest.
2. **Integrity:** Holders of public office 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 to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
3. **Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
4. **Accountability:** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
5. **Openness:** Holders of public office 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 doing so.
6. **Honesty:** Holders of public office should be truthful.
7. **Leadership:** Holders of public office should exhibit these principles in their own behavior. They should actively promote and robustly support the principles and be willing to challenge poor behavior wherever it occurs.

Declarations of Interest

- Board Members have a duty to declare their interests (direct or indirect) in transactions or arrangements involving the Marches in the Register of Interests, copies of which can be found in the LEP website. The information gathered is intended to constitute a standing declaration of interests by Marches LEP Members in respect of any of the matters disclosed in it, which will accordingly be disclosed to the Marches LEP Board for this purpose.
- If a Board Member subsequently becomes interested (directly or indirectly) in a transaction or arrangement with the Marches LEP, and the nature of that interest is not disclosed on this form, it is the responsibility of that Member to ensure that he/she makes a separate and specific declaration of that interest to the Board either prior to the proposed transaction being entered, or as soon as practicable thereafter.

Board Members' Conflicts of Interest

- In addition to the duty to declare interests in actual or proposed transactions, Marches LEP Board Members have a duty to avoid a situation whereby their personal or other interests and the interests of the Marches LEP conflict, or have the potential to conflict, unless such conflict or potential conflict of interest is authorised by the other Members. An example might be where a Member of the Marches LEP is also a Board Member of another LEP that is competing for the same funds, or where he/she or his/her spouse or his/her business is able to exploit an opportunity that the Marches LEP also wishes to exploit.
- Members whose personal or other interests' conflict with those of the Marches LEP must therefore take steps to seek the authorisation of the Board for such conflict.
- The information collected will be placed into a register which the Marches LEP will use to monitor its compliance, and the compliance of the individuals completing it, with the law relating to conflicts of interests.
- The Register of Members Interests will be placed on the Marches LEP web site and will be open to inspection by all. Board Members will be asked to review and update as necessary their interests on an annual basis.

Public Confidence in the Partnership

- Any Board member who has or has had an interest in a company liquidation, receivership, or administration of a company, or who has been summonsed or convicted of a criminal charge, or who has been involved in any activity which might undermine public confidence in the LEP shall immediately inform the Chair and LEP Director.

Bankruptcy

- If a Board Member becomes bankrupt or makes arrangements with his/her creditors related to bankruptcy, he/she shall inform the Chair and the LEP Director.

Review of this Document

- These Terms of Reference will be reviewed annually.

These Terms of Reference were last updated on 19 March 2019.