



Marches Local Enterprise Partnership Limited

Accountability and Assurance Framework

February 2023

Version No.	Date Issued	Summary of Changes
Version 1.0	31 March 2019	Updated in accordance with the National Local Growth Assurance Framework of January 2019 and loaded as a draft on the LEP website.
Version 2.0	24 May 2019	Version signed off by the LEP Board on 21 May 2019
Version 3.0	2 October 2019	Updated TOR Marches Growth Hub Steering Group
Version 4.0	3 April 2020	Updated TOR for Marches LEP Board, Added new Chair and LEP Chief Executive title. Updates on Cross-LEP Working
Version 5.0	28 January 2021	General update throughout the main body of the document and Appendices 1, 2, 4, 9, 10 and 11 including comments from the Assurance Team. Signed off by the LEP Board on 26 January 2021.
Version 6.0	25 May 2021	Section on co-opting members added to main body of the document. Appendices 5, 7, 12, 13, 14, 15, 16, 17, 18, 19, 20 and 22 updated. Appendix 23 added. Content of Appendix 21, split into Appendices 21 and 24. Signed off by the LEP Board on 25 May 2021.
Version 6.1	6 July 2021	Appendix 12, Scheme of Delegation, amended to include contingency arrangements in the event of prolonged absence of the LEP CEO. Approved by the LEP Board by written resolution on 1 July 2021.
Version 6.2	8 September 2021	CEO details updated throughout. Appendix 5 membership updated.
Version 6.3	18 October 2021	General update to reflect changes in the National Local Growth Assurance Framework and reference to the new Department for Levelling Up, Housing & Communities (DLUHC).
Version 6.4	28 June 2022	Update to Whistle Blowing policy contacts.
Version 7.0	31 December 2022	General update throughout the main body of the document and removal of policies as appendices which are now standalone documents on the website. Combined Enquiries, Comments and Complaints policy, with Confidential Reporting of Complaints policy.
Version 7.1	20 February 2023	Update to list of Marches LEP Board members

Contents

1.0	Introduction.....	1
2.0	LEP Governance and Decision Making	2
2.1	Accountability for Public Funding.....	2
2.2	Marches LEP Organisational Structure	2
Diagram 1	Marches Local Enterprise Partnership (LEP) Group Structure	6
2.3	LEP Delivery Capacity.....	7
Diagram 2	Marches Local Enterprise Partnership Management Team Structure	9
2.4	Governance Framework for Decision Making.....	13
Diagram 3	Marches LEP Governance Structure	14
2.5	Governance Policies.....	15
2.6	Cross LEP Working	19
3.0	Local Authority Partnership Working Across the LEP.....	21
4.0	Communication and Engagement	22
5.0	Financial Accountability	24
6.0	Ensuring Value for Money	26
6.1	Options Appraisal and Prioritisation.....	26
6.2	Project/Programme Commissioning	26
6.3	Advertising and Accessing Funding Opportunities.....	26
6.4	Project Appraisal and Prioritisation	26
6.5	Value for Money and Business Case Development for Prioritised/Funded Proposals	27
6.6	The Five Case Model	27
6.7	Transport Infrastructure Projects	30
6.8	Risk Management.....	31
6.9	Non-Compliance	32
Diagram 4	Governance and Risk Management Model	34
7.0	Appendices.....	35
Appendix 1	The Marches LEP Ltd. Articles of Association	36
Appendix 2	The Marches LEP Board Terms of Reference.....	50
Appendix 3	The Marches LEP Operations Group Terms of Reference	62
Appendix 4	The Marches LEP Performance, Risk and Monitoring Committee TOR	65
Appendix 5	The Marches Business Support Steering Group Terms of Reference	68
Appendix 6	The Marches Skills Advisory Panel Terms of Reference	73
Appendix 7	Hereford Enterprise Zone	76
Appendix 8	The Marches European Structural Investment Funds (ESIF) Committee	82
Appendix 9	The Marches Transport Officers Group (TOG) Terms of Reference	85
Appendix 10	The Telford Land Deal Board Terms of Reference	88
Appendix 11	Marches Energy Strategy Steering Group Terms of Reference.....	94
Appendix 12	The Marches LEP Scheme of Delegation.....	99
Appendix 13	The Marches LEP Programme Monitoring & Assurance Framework.....	106

Appendix 14 The Marches LEP Equality Statement	111
Appendix 15 The Marches LEP Register of Members Interests	112
Appendix 16 Glossary of Terms... ..	120

1.0 Introduction

This Local Assurance Framework document (the Framework) sets out the key practices and standards of the Marches Local Enterprise Partnership Limited (the Marches LEP) to ensure its decision-making process is aligned with the requirements of good governance, accountability, transparency and value for money as set out in the National Local Growth Assurance Framework (NLGAF) for Local Enterprise Partnerships issued by the former Ministry of Housing, Communities and Local Government (MHCLG), now Department for Levelling Up, Housing & Communities (DLUHC), in January 2019 and subsequently amended in September 2021.

This is an iterative document and is reviewed annually and in line with Government updates. Following the annual review, the Section 151 Officer writes to the Permanent Secretary at DLUHC by 28 February of each year, certifying that the Framework has been agreed and complies with the required standards set out in the NLGAF.

2.0 Marches LEP Governance and Decision Making

The Marches LEP, one of the largest Local Enterprise Partnerships (LEPs) in the country, operates across an economic geography of 2,300 square miles, which includes Herefordshire, Shropshire and Telford & Wrekin.

Since February 2019, it has operated as a Company Limited by Guarantee (Company No. 11822614). The Marches LEP Board (the Board) is the Marches LEP's ultimate decision-making authority and comprises public, voluntary sector and private sector partners. Its structure has been developed to: minimise bureaucracy, cost and duplication; ensure decisions are made on a transparent basis, by the appropriate individuals and on merit; achieve speedy delivery; and share expertise and resources.

The Marches LEP has worked with other government departments¹, to develop a strong governance structure that gives the required assurance that the Marches LEP provides value for money and operates transparently and with accountability in managing the substantial public funds that are required to deliver the Marches Strategic Economic Plan (SEP) and Growth Programme, including European Structural and Investment Funds (ESIF) and Local Growth Funds.

2.1 Accountability for Public Funding

All of England's 38 LEPs are required to have an accountable body. The Accountable Body for the Marches LEP is Shropshire Council and it is the Section 151 Officer at Shropshire Council who has responsibility for ensuring that a Local Assurance Framework is in place and that the Marches LEP makes its decisions in accordance with this Framework.

2.2 Marches LEP Organisational Structure

The structure of the Marches LEP is set out in Diagram 1 below. The membership, roles and responsibilities of the Board and each of its Sub-Groups are detailed in the Appendices to this document. Terms of Reference (TORs) for each detail the way in which each group operates, including how recommendations are made and decisions taken and fed back to the Board.

2.2.1 Marches LEP Board

The Board is Private Sector led and has fifteen members. It is responsible for making all decisions and ensuring they meet Government public finance and accountability requirements, and for setting the strategic direction for the Marches LEP. In providing the strategic lead for the Marches LEP, the Board is responsible for setting the overall strategy for growth, including monitoring the expenditure and output performance of the SEP Growth Programme and making recommendations on: the development of the SEP's priorities; the oversight, endorsement and prioritisation of strategic projects; and the allocation of budget.

¹ The Cities and Local Growth Unit, the Department for Environment Food and Rural Affairs (DEFRA), the Department of Levelling-up, Housing and Communities as the Managing Authorities for the European Structural and Investment Funds (ESIF), the Department for Work and Pensions (DWP) and the Department for Business, Energy and Industrial Strategy (BEIS).

The Chair of the Board is primarily responsible to ensure that the Board is effective in its tasks of setting and implementing the strategic direction of the Marches LEP and meeting Government requirements with regards to accountability and public finance. Other main responsibilities include: providing leadership to the Board; taking responsibility for the Board's composition and development; ensuring proper and timely information for the Board; planning and conducting Board meetings effectively; getting all directors involved in the Board's work; ensuring the board focuses on its key tasks; engaging the Board in assessing and improving its performance; overseeing the induction and development of directors; and supporting the Marches LEP Chief Executive.

2.2.2 Democratic Accountability

In the Marches LEP's Articles of Association (Article 7.2), which were developed as part of the Marches LEP becoming a Company Limited by Guarantee, the Board has agreed to consult the three Local Authorities within the Marches region (Herefordshire Council, Shropshire Council and Telford and Wrekin Council) on the following list of strategic issues:

- Reports/proposals that set, monitor and review objectives and priorities for strategic economic investment across the Marches area, i.e., all plans and strategies that the Marches LEP adopts to govern its overall priorities and direction (e.g. SEP, Local Industrial Strategy, Growth Deal proposals, Skills Plan and UK Shared Prosperity Fund).
- Reports/proposals that make recommendations regarding selection and prioritisation of bids for external funding, e.g. Local Growth Fund (LGF) programmes.
- Reports/proposals that make recommendations to establish allocation of the Marches LEP revenue and capital spend that is under its control and relating to the delivery of the Economic Plans, e.g. to consider specific spending allocations including for major transport scheme.
- Reports/proposals that are likely to impact on areas of policy that are the responsibility of the Local Authorities, e.g. land use, transportation, education and wider community/economic regeneration.
- Any other matters that the majority of the Local Authorities believe to be of a strategic significance.

The three Local Authorities, where practicable and in line with any deadlines set by Government, shall be consulted by the Marches LEP in advance of any recommendations being taken to the Board on the above strategic issues and their views and comments shall be included in the Board reports.

The actions and decisions taken by the Board are subject to the scrutiny of the Scrutiny Committees of Herefordshire Council, Shropshire Council and Telford and Wrekin Council (see section 2.5 for detail).

2.2.3 Marches LEP Sub-Groups

The Board has a number of Sub-Groups, chaired by a Board Member, a Local Authority Elected Senior Councillor, the LEP Chief Executive or a Senior Local Authority Officer, and supported by the LEP Secretariat or a nominated Local Authority Officer. These Sub-Groups comprise businesses and other stakeholders and include:

- Performance, Risk and Monitoring Committee;
- LEP Operations Group;
- Marches Transport Officers Group;
- Marches Business Support Steering Group;
- Marches Skills Advisory Panel;
- Hereford Enterprise Zone Board;
- Telford Land Deal Board; and
- Marches Energy Steering Group.

The Sub-Groups have specific and separate responsibilities which are detailed in their TORs (see Appendices 3 - 11) relating to areas such as:

- Provision of advice and expertise to the Board on policy and priorities in areas such as skills, transportation and sector needs;
- Development and commissioning of the work programme against the Board's identified priorities and required outcomes via the Marches LEP Commissioning Groups;
- Delivery of projects and programmes through procured private, public and Voluntary, Community and Social Enterprise (VCSE) deliverers, e.g. the Local Transport Authorities and Hereford Enterprise Zone Board.

The Business Support Steering Group's Chair also performs a role in representing and engaging with the small and medium sized enterprise (SME) business community and is the nominated "Small Business Champion" on the Board.

2.2.4 Private Sector Area Business Boards

The Marches area has three Private Sector Area Business Boards covering Herefordshire, Shropshire and Telford and Wrekin, which support strong communication with the business base. The Chair of each of these Board sits on the Marches LEP Board. The Area Business Boards have cross-sector strategic business representation including: the relevant Chamber of Commerce; the Federation of Small Businesses; other business sector networks; the voluntary, community and social enterprise sector; and the National Farmers' Union.

The Area Business Boards are not LEP Sub-Groups, they have their own independent function and remit to provide a strategic role in supporting growth across their areas. The inclusion of the three Area Board Chairs is aimed at providing strong, two-way communications on business needs with the SME business community, informing strategy development and adding to other direct communication undertaken by the Marches LEP with the wider business base.

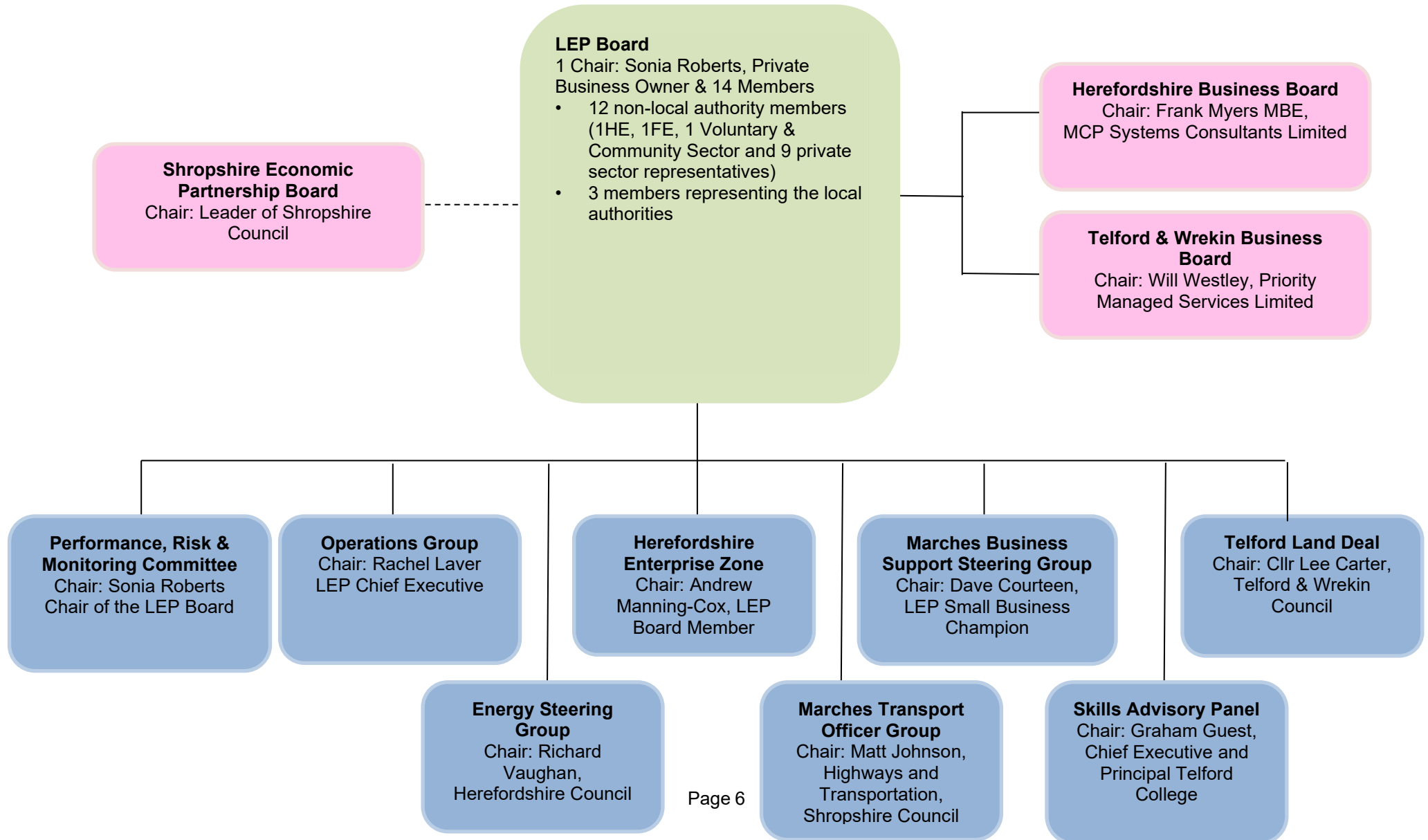
2.2.5 Marches European Structural and Investment Fund (ESIF) Committee

The Marches ESIF Strategy 2014-2020 set out a high-level rationale for investment in the area and combined the European Regional Development Fund (ERDF), the European Social Fund (ESF) and the European Agricultural Fund for Rural Development (EAFRD).

The ESIF Committee operates separately from the Marches LEP structure, with a remit to consider whether projects that receive funding from the Marches' European Union (EU) ring-fenced fund meet the strategic priorities of the Marches' ESIF Strategy.

It should be noted, that the ESIF committee has been scaled back considerably, as all funded projects were contracted during the 2021/22 financial year, however the ESIF Committee can still be called upon to make programme level decisions (see the TORs for the ESIF Committee at Appendix 8).

Diagram 1 Marches LEP Group Structure



2.3 Marches LEP Delivery Capacity

The Marches LEP Secretariat (the Secretariat) is responsible for supporting the Board in strategy development, co-ordinating the management of the SEP Work Programme and the day-to-day administration of the Marches LEP, including internal and external communications.

The Secretariat, led by a full-time Chief Executive, includes 11 full time staff. Essential support is provided by the Section 151 Officer from Shropshire Council, who provides the accountable body function for the Marches LEP's financial governance. The Secretariat, the time of the Section 151 Officer and a part time Finance Officer are supported through LEP Core Funding, the Marches Growth Hub funding and contributions from the three Local Authorities.

The Marches Secretariat is independent of any one partner organisation, providing the Board with impartial advice and support. This has been the case since the Marches LEP Chief Executive was appointed in January 2015. The Chief Executive and the Secretariat report directly to the Marches LEP Chair and Deputy Chair, with whom they meet on a regular basis to discuss the forward workplan of the Marches LEP; the Chair and Deputy Chair also provide strategic level guidance to the Secretariat. The Secretariat is based in Shrewsbury and has rented its own office since June 2015.

The majority of the Secretariat is employed via Shropshire Council which, as aforementioned, is the accountable body for the Marches LEP. Shropshire Council provides the Marches LEP with other support services too, namely finance, legal, HR, procurement and IT. The provision of these services has been formalised between the two parties in a Service Level Agreement (SLA), which commenced on 1st April 2021. Under the SLA, it is a requirement that the Marches LEP has reserves to meet its redundancy liabilities in the event of any change in Government policy in relation to the future role of LEPs.

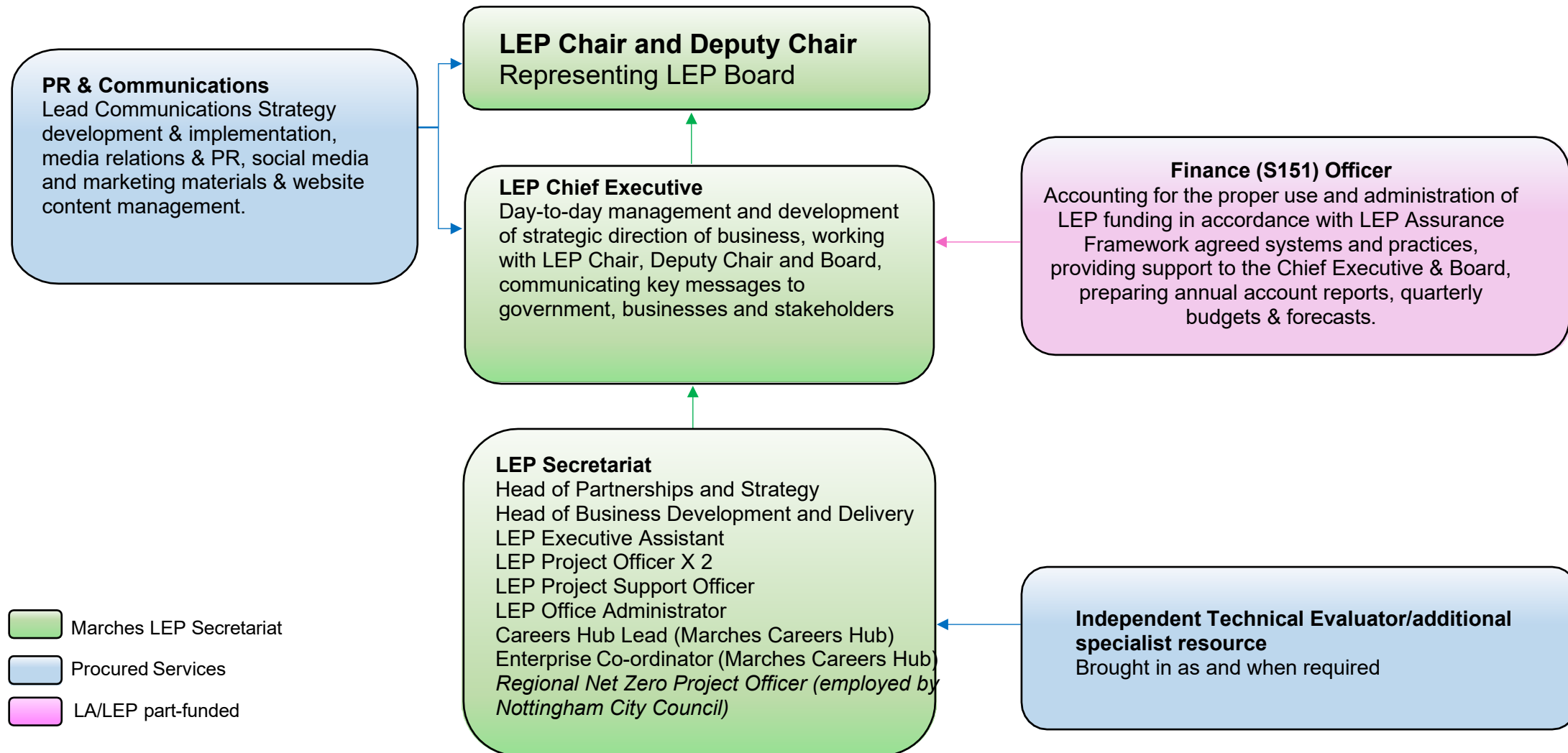
The Marches LEP's Communications and Public Relations Lead is provided on a part time basis by a private company, procured via an open tender exercise. As and when required, an Independent Technical Evaluator is procured via an open tender exercise, to provide support to the Secretariat in appraising projects and programmes that might support delivery of the SEP. Additional specialist support may also be procured within delegated budgets where this resource is required to meet operational priorities.

Further essential support to increase the capacity of the Secretariat and work programme delivery is provided as required by three local authority partners via Director-level and Service Head-level officers' input. These senior officers have responsibility for growth-related services, including housing and planning, economic development and transportation, and for aligning public resources (staff time and funds) against delivery of identified Board priorities.

Through the Marches LEP Operations Group function, the work of the Secretariat is integrated with the work of key staff from relevant service areas within the three Local Authorities. This ensures that resources are used to maximum effect and expertise available within the partner authorities is utilised and not duplicated within the Secretariat. Importantly, it also ensures that opportunities for joint Local Authority working, arising from

Board decisions, are co-ordinated at an appropriate level. Further details of Local Authority partnership working across the Marches LEP are set out in Section 3. The Secretariat structure is set out in Diagram 2.

Diagram 2 Marches LEP Secretariat Structure



2.3.1 LEP Board Members' Recruitment, Succession Planning and Induction

The Board comprises 15 members. See Appendix 2 for a copy of the Board TORs.

The Chair and Board members are recruited via a fair and open recruitment process. In line with the Board's ToRs, the Chair is appointed for an initial period of three years at the end of which, they can seek re-election by the Board Members. Election of the Chair is undertaken by vote. The Chair can seek re-election only once, serving a maximum of six years.

A non-Local Authority Deputy Chair(s) is sought by nominations by the Chair and appointed by the Board to support the Chair for a period of up to three years and cover for the Chair as required. At the end of three years in office, the Deputy Chair can seek re-election by the Board Members. Election of the Deputy Chair is undertaken by vote. The Deputy Chair can seek re-election once, serving a maximum of six years. The Deputy Chair is not a successive position.

Other Board Members

- The Council Leaders are determined by the three administrative authorities. They may nominate a representative to act as a director of Marches LEP Ltd who sits on the Board.
- The Chairs of the three Area Business Boards are elected by their own Business Board Membership in accordance with their constitution/ToRs. They can serve on the Marches LEP Board for a maximum of six years.
- The Chair of the Enterprise Zone is elected by the Board of the Enterprise Zone in accordance with their constitution/ToRs. They can serve on the Marches LEP Board for a maximum of six years.
- At the end of the six-year term, the Members of the LEP Board can resolve to extend the terms of appointment of the Chairs of the three Area Business Boards and the Chair of the Enterprise Zone by such further period as they shall determine following a review of the ongoing requirements of the Marches LEP and as long as they remain elected as Chairs by their respective Business Boards and Enterprise Zone.
- 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 Marches LEP Board.

- At the end of a six-year term but only with the express approval of the Marches LEP Board, a Private and Voluntary Sector member may extend the terms of their appointment by such further period as the Marches LEP Board determine, following a review of the ongoing requirements of the Marches LEP.

Co-opting

Where specific skills or abilities are required which are not available among existing Board Members, additional co-opted members may be appointed to the LEP Board. The appointment will be made by the Board, for 12 months unless there are exceptional circumstances. A maximum of five co-opted members with specialist knowledge can be appointed at any one time. Co-opted members do not count in respect of overall board size.

Once appointed, co-opted members will have full voting rights and will be required to attend all Board meetings. They will also be required to adhere to the standards that LEP Board Members need to adopt, for example, act in line with the Nolan Principles and declare any conflicts of interests.

2.3.2 Board Member Appointments Panel & Succession Planning

The Private and Voluntary sector Board Members are recruited by open and fair recruitment which includes adverts in the local press and on the Marches LEP, Local Authorities and Centre for Public Appointments websites. The Chair sets up a Board Member Appointments Panel which comprises at least three Board Members plus the Chair which meets annually, to review and take account of:

- a) the experience and knowledge of the existing Board Members and whether this addresses the needs of the Marches LEP economy e.g., skills, key sectors, housing, infrastructure;
- b) the diversity of the Board including gender balance, and representation of those with protected characteristics amongst its membership, with the aim to reflect as much as possible the wider community that it serves;
- c) any wishes indicated by Board Members to stand down in the year, to manage succession planning and Board Members' rotation.

This Appointments Panel then makes a recommendation to the next available Board meeting on a timetable for recruiting new Board Members, the process through which the posts will be advertised and the skill sets and experience that will be targeted in the advert. If

appropriate, the Panel also makes a recommendation on whether any Board Members who have served more than six years can be reappointed for a further period or need to stand down and be replaced through the open recruitment process (see Appendix 14 for the LEP's Equality Statement Policy in relation to Board Member recruitment).

2.3.3 Induction of Board Members

The Chair and Chief Executive organises an induction programme for all new Board Members, if possible before they attend their first Board meeting. This will include a detailed briefing on all aspects of the Accountability and Assurance Framework and the aims of the SEP. All Board Members are encouraged to contact the Chair or Chief Executive if they have any queries and either the Chief Executive or Chair will endeavour to hold a one-to-one meeting with each Board Member regularly to ensure any issues or queries are addressed.

The Chief Executive will also use good practice shared by the wider LEP Network to support the induction and training of new Board Members.

2.3.4 LEP Board remuneration and LEP officer's salaries

The Board has taken the decision not to remunerate Board members for any of the support they provide to the Marches LEP with exception of private sector Board members undertaking significant Board related activity, who will be eligible to claim:

- legitimate travel expenses for any travel undertaken on approved LEP business; and

excessive travel expenses, e.g. rail travel to London or an overnight stay, unless these expenses can be met from another source.

Any stakeholder that is invited to join a LEP Board sub-group may seek the approval of the LEP Chief Executive to claim expenses related to attending the LEP Board sub-group or related activities.

Two members of the Secretariat earn a salary that meets the DLUHC definition of 'Senior employee salaries' which is defined as "all salaries which are above £50,000". The pay band for the Chief Executive is £80,000 to £100,000 per/annum.

2.4 Governance Framework for Decision Making

The role of the key groups that are central to the Marches LEP governance arrangements are set out in Section 2.2 of this document, with each group operating in line with agreed TORs, conduct protocols and in strict accordance with delegations agreed by the Board (See Appendix 12 for the Marches LEP Scheme of Delegation). This structure provides the required expertise and essential capacity to: develop/procure projects and programmes to address strategic priorities identified by the Board; oversee the development and delivery of those projects and programmes; and provide day-to-day management and co-ordination of the delivery programme, including supporting the monitoring and evaluation of projects and programmes.

The governance arrangements are designed to ensure that: the Board has an overview of all Marches LEP-related activity; funding is allocated in a transparent and coordinated manner which provides value for money; and assurance is provided through the accountable body Section 151 Officer on the proper use and administration of public funds.

The Board may delegate specific functions, within agreed parameters, to the Chief Executive, the Section 151 Officer or the Performance Risk and Monitoring Committee (PRMC) as required for the timely and efficient operation of the LEP. (See Scheme of Delegation at Appendix 12). However, the Board retains overall responsibility for these functions even when they delegate responsibility for delivery or project/programme monitoring.

When decisions are made, they are translated into action by the Marches LEP Secretariat, working with the Marches partners to deliver Board priorities and desired outcomes set out as a programme of work.

The Secretariat has worked with the Section 151 Officer to develop the following Performance Management Framework against which the work programme can be monitored by the Board. The Board monitors programme finance and output metrics and receives other essential information on individual project performance and management of risk through exception reports, the detail of which are managed and overseen by the PRMC and supported by the Secretariat. The PRMC monitors the detail of programme and project performance, finance and output metrics. The PRMC undertakes this role working in strict accordance with agreed change management delegations and reporting to the Board.

Diagram 3 Marches LEP Governance Structure

Marches ESIF Committee

Membership: Open recruitment. Make-up predicated upon EU and UK Guidance, as noted in Terms of Reference.

Role: Operating outside of the LEP structure, to consider LEP Board endorsed Marches projects and multi-LEP projects seeking funding from Marches EU ring-fenced Funds

- Making recommendations (but not decisions) to the Managing Authority Departments on project/programme endorsement and funding allocations
- Overseeing programme implementation.
- Feeding back outcomes to the LEP Board.

LEP Performance, Risk and Monitoring Committee

Membership: As noted in Terms of Reference. Sub-group of the LEP Board.

Role: Responsible for overseeing the work programme management arrangements put in place by the LEP Partnership Board.

- Work to specific delegations to undertake programme management of the Strategic Economic Plan and European Structural and Investment Funds Strategy (ESIF), including regular review of progress on projects. (Will not make initial decisions on funding allocations. May recommend courses of action, referring issues and any significant proposals for changes to the programme to the LEP Partnership Board and Finance S151 Officer).
- Operate as a sub-group to produce Board briefings on: LEP operational expenditure; LEP compliance, e.g., data protection and manage and oversee risk registers for the team and work programme.
- Maintain strategic oversight of all LEP led expenditures to ensure that, taken together, it represents value for money and is complementary.

LEP Operations Group

Membership: As noted in Terms of Reference. Supported by 3 LA Directors and Service Group Leads

Role: Putting in place arrangements to implement overarching economic strategy (including SEP, Growth Deal, Skills Plan and other required strategies produced by the LEP).

- Day to day oversight of the programmes managed by the LEP and those managed by the LA's so that we can maximise opportunities to coordinate activity. [Will not make initial decisions on funding allocations. May have delegation to move money within specified operational limits, referring issues and any significant proposals for changes to the programme to Finance S151 Officer & LEP Board]
- Chief Executive - Day to day oversight of the operational management arrangements put in place by the LEP Board.
- Finance S151 Officer - Overseeing financial management & governance, co-ordination and review of fund distribution, in accordance with LEP Board investment decisions and in accordance with local authority financial rules and regulations and transparency code.

Sub-Groups/Project Steering Groups

Membership: As noted in Terms of Reference.

Role: - Sub-Groups providing Board briefings, identifying & overseeing research to fill gaps in evidence base, reporting to LEP Management Team/LEP Board as required; supporting commissioning role within project development, in accordance with LEP Board decisions, working with appropriate agencies i.e. Careers & Enterprise Company.

- Project Steering Groups: overseeing project or programme delivery reporting to the LEP Management Team and thereafter to the Performance, Risk & Monitoring Committee and LEP Board.

LEP Board

Membership: Open recruitment. Current identified business stakeholders providing a broad, inclusive forum for partnership working between business and public sector.

Role: - Setting the overarching strategy, including key priorities for investment, for economic growth in the LEP area (including sign off the Strategic Economic Plan, Growth Deal, ESIF, Skills Plan and other required strategies produced by the LEP), developing and reviewing strategic policy

- Determining the operating and governance arrangements of the LEP
- Overseeing Programme Management arrangements

2.5 Governance Policies

2.5.1 Code of Conduct and Conflicts of Interest

The Marches LEP acts in the interests of the Marches region and not the geographical interests of individual member organisations or Board Members.

Voting rights are set out in the organisation's Articles of Association.

All Marches LEP representatives have an obligation to act in the best interests of the Marches LEP and in accordance with its governing documents. This includes employees and Board Members signing up to the [Marches LEP's Code of Conduct and Conflicts of Interest Policy](#).

Conflicts of interests may arise where an individual's personal, business or family interests and/or loyalties conflict with those of the meeting that employees or Board Members are attending. On an annual basis, both employees and Board Members complete a Marches LEP Register of Interest form (see Appendix 15). In addition, Board Members are required to declare any conflict of interest at each Board meeting that they attend.

The Marches LEP will manage conflicts of interest in accordance with existing protocols and codes of conduct and with the organisation's Code of Conduct and Conflict of Interest Policy. All LEP Board Members and LEP Officers are required to sign up to the Code and signatures are kept on file. A copy of the Code of Conduct is published on the Marches LEP website.

2.5.2 Complaints, Whistleblowing and Confidential Reporting

The Marches LEP has a dedicated [Enquiries, Complaints & Confidential Complaints](#) policy and also a [Whistleblowing](#) policy which outline clearly its approach in dealing with such important matters.

2.5.3 Equality and Diversity

The Marches LEP serves a large area and a diverse range of communities. Consequently, it is fully committed to improve gender balance and representation of those with protected characteristics at Board and Sub-Board level. The Marches LEP Equality Statement (see Appendix 14) outlines the approach required to ensure this is achieved, and the [Marches LEP Inclusive Economy and Diversity policy](#) demonstrates how this is achieved.

The Marches LEP achieved the target set by Government for one third of the Board members being female by 2019/20 and currently 44% of its membership is represented by women. It is committed to achieve equal representation by the end of 2022/23. The Marches LEP recognises that it needs to continue reviewing its performance, to ensure it complies fully with relevant legislation and maximises inclusion of all parts of its community in its governance, employment and delivery.

The Marches LEP wants to enhance its staff and Board Member knowledge on the Equality and Diversity agenda so that it can maximise its impact, within the constraints of its resources. In that respect, a MLEP Diversity Champion has been appointed. The Inclusive Economy and Diversity policy applies to Board recruitment and is highlighted through the

Marches LEP decision making and advisory groups. The 2022 Board Members recruitment campaign generated a diverse and representative group of people, which reflects the local businesses and communities that the Marches LEP serves and is committed to taking forward economic growth across the area.

2.5.4 Audit and Local Authority Scrutiny Arrangements

The Marches LEP agrees an internal audit plan for the year with the Accountable Body. This includes a risk-based audit plan of LEP activity, providing assurance to the PRMC, the Board and Section 151 Officer. When signed off, these audit reports are published on the Transparency page of the Marches LEP website.

The Marches LEP has agreed with the three Local Authorities that it will attend their relevant scrutiny panels once a year upon invite. In addition, the Marches LEP is asked to report on the following:

- Regularly provide updates on progress in delivering outputs and highlight future developments for the Marches LEP; and
- each April/May on progress in delivering its previous years' annual delivery plan and on development plans and investments for the following year as outlined in its delivery plan as approved by the Board each Spring.

2.5.5 Publication of Accounts and Financial Information

In addition to the reporting requirements as a company limited by guarantee, the Marches LEP ensures its accounts are published and all financial information is handled in a transparent manner, with the information located within the 'Transparency' page of the Marches LEP website. In addition to the publication of company accounts, the Marches LEP is required to produce a financial statement each year which includes:

- a) The total amount of funds within the Marches LEP's direction or control at the start and end of the financial year;
- b) The total amounts committed by the Marches LEP to external organisations through grants and risk finance (loans, equity, guarantees and quasi-equity);
- c) The total amounts committed to suppliers to purchase goods, works or services;
- d) The total amounts incurred in running the Marches LEP (for example salary costs, lease payments and expenses).

As part of the assurance monitoring process, the Marches LEP is required to publish both a delivery plan and an annual report. These documents should set out a well-developed understanding of the local economic evidence base to identify opportunities and obstacles to inclusive growth, prosperity and improved productivity. The delivery plan is usually published in Quarter 1 of each financial year. The annual report is usually published in Quarter 3 and provide a suitable evaluation of the previous year's activity.

2.5.6 Publication of meeting papers and agendas

The Board is the ultimate decision-making authority of the Marches LEP. In relation to the publication of meeting papers and agendas it is our commitment that for the Board and any sub-board (involving decisions/recommendations related to public money) it will ensure:

- Agendas and papers will be published five clear working days before the meeting takes place;
- Minutes will be published within ten clear working days of the meeting taking place.
- Any declarations of interest made at the meeting are included within the minutes. Any new declarations of interest will be updated on the relevant members register of interest form (adopted for all our governance structures).
- Board meetings are open to members of the public who may attend as observers. Attendance by the public is subject to prior notification.

Where deemed appropriate the Marches LEP may exclude papers from the public domain where grounds exist under [The Local Authorities \(Executive Arrangements\) \(Meetings and Access to Information\) \(England\) Regulations 2012](#) and in particular under [Schedule 12A of the Local Government Act 1972](#). Where papers are excluded from publication, a cover report setting out the decision(s) to be taken and the grounds for exemption will be published, and a private paper will be circulated to the Board.

2.5.7 Handling of Confidential and Exempt Information

The Marches LEP complies with [The Local Authorities \(Executive Arrangements\) \(Meetings and Access to Information\) \(England\) Regulations 2012](#) regarding confidential information. Confidential information means information given to the Council by a Government Department on terms which forbid its public disclosure or information which cannot be publicly disclosed by Court Order and as fully defined in [Section 100A\(3\) of the Local Government Act 1972](#).

The process adopted for the handling of information is as follows:

- Documents shall be assessed against the established criteria and must be considered to match the criteria to be deemed confidential.
- In the event a document is assessed as being confidential it shall be marked as such listing the appropriate Local Government Act 1972 exemption.
- The reason for exemption shall be published on the Marches LEP website within the relevant agenda papers section.

2.5.8 Handling of Data

The Marches LEP has in place appropriate data protection arrangements in line with the Data Protection Act 1998, the General Data Protection Regulations (GDPR) and the Data Protection Act 2018. The Marches LEP is the data controller for Board Member's data and any other data collected relating to projects and programmes and has set out its approach in the [Data Policy](#) and [Privacy Policy](#).

2.5.9 Branding

The Marches LEP is committed in meeting the Government branding guidelines for all Government funded programmes, ensuring all PR material is issued in line with the appropriate branding guidance issued to LEPs. As part of its monitoring processes, the Marches LEP regularly checks that correct branding and wording is used for websites, signage, social media, press notices and other marketing materials.

2.5.10 Expenses and Gifts and Hospitality

The Marches LEP has an [Expenses Policy](#) and a [Gifts and Hospitality Policy](#) which sets out the processes involved for declaring expenses and hospitality received, enabling individual Board Members and Officers to declare expenses and gifts received.

The Marches LEP also hold and publish on its website a register for both gifts and hospitality, and a register for expenses.

2.6 Cross LEP Working

The Marches LEP has a proven track record of working closely with local and national partners to support the growth priorities of the Marches. The Strategic Economic Plan (SEP) provides more detailed reference to cross LEP strategy development and project and programme working.

The LEP Network

The Marches LEP is committed to working with the national LEP Network and the other 37 LEPs to share good practice and improve the standards of delivery of all LEPs. The Chair of the Marches LEP liaises regularly with the West Midlands LEP Chairs and the national LEP Network whilst the Chief Executive and other members of the Secretariat attend relevant LEP Network working groups. Currently, the Marches LEP Chair is also chair of the West Midlands LEP Chairs' Group and consequently has a seat on the LEP Network Board.

Cross LEP border business support working

The Marches LEP continues to work with other LEP partners, particularly the Black Country, Worcestershire and Stoke and Staffordshire to identify opportunities for cross LEP business support activity in order to achieve economies of scale and to further simplify the business support landscape across the region. The LEPs participate in regular cross LEP engagement and work jointly to oversee delivery of the Midlands Engine Investment Fund.

The Cyber Valley partnership with Worcestershire LEP, Gloucestershire LEP and Swindon and Wiltshire LEP identified the area as the second largest cluster of cyber security activity in the country outside of London. The development of the draft Local Industrial Strategy (LIS) highlighted the importance of the sector for the Marches economy and the Marches LEP continues to work with partners and cross-government departments will continue in order to maximise opportunities.

The Midlands Engine

The Marches LEP is one of 9 LEPs that work together as partners within the Midlands Engine which covers an area from Wales to The Wash. The Marches LEP has contributed to the updating of the Midlands Engine strategy, works closely with Midlands Connect on strategic transport issues, benefits from a Marches resource within the Midlands Net Zero Hub to promote low carbon/energy opportunities, supports delivery of the Internationalisation Strategy and benefits from the Midlands Engine brand to drive inward investment and international trade and promotes take up of the Midlands Engine Investment Fund through the Marches Growth Hub. The Marches LEP contributes to and benefits from resources within the [Midlands Engine Intelligence Hub](#) to underpin its evidence based approach to decision making.

The Growing Mid Wales Partnership

The work with the Growing Mid Wales (GMW) partnership continues. Priority transport projects are led by the Transport Officers Group and supported by Midlands Connect. The Marches LEP continues to liaise with its counterparts to develop understanding of the implications of the Mid Wales Growth Deal (agreed by the UK and Welsh governments

with local authorities in December 2020) and to identify potential opportunities for joint working. The Marches LEP will continue to work with Welsh partners to better understand the proposed Marches Growth Deal which was detailed in the 2019 Conservative manifesto as *'a transformative Marches Growth Deal, focusing on cross-border infrastructure which supports the local and cross-border economy'*.

West Midlands Growth Hub Cluster

The Marches LEP is a member of the West Midlands Growth Hub Cluster (along with Black Country, Greater Birmingham & Solihull, Stoke & Staffordshire, Worcestershire and Coventry & Warwickshire). Regular communication enables members to share best practice, align activities and identify opportunities for joint working. As Cluster Lead, Coventry and Warwickshire provides an additional feedback route to government and across the Growth Hub network.

Midlands Net Zero Hub

The Midlands Net Zero Hub works with nine Local Enterprise Partnerships (LEPs) to improve capacity and capability on the journey to reaching net zero. The aim is to help public sector organisations across the Midlands to develop and finance local energy projects, supporting partners to transform energy systems across the region. The Regional Net Zero Projects Officer is based with the Marches LEP, and is employed by Nottingham City Council.

3.0 Local Authority Partnership Working Across the LEP

The Marches three Local Authority partners are committed to working collaboratively to promote economic growth through the Marches LEP. Within the Marches LEP governance structure, they have made a significant resource commitment to the successful development of the partnership and delivery of the SEP, working together within each stage in the management process and have moved to 'area led' approaches on delivery across the area, aligning finance against common objectives.

Collaborative input includes:

- At strategic leadership level through the partnership commitment at the Board.
- At Operations Group level by ensuring adequate resource is aligned to delivery of Board priorities, working with the Secretariat.
- At Sub-Group level, where essential technical officer support is provided by the three Local Authorities, working together:
 - Through the Commissioning Groups (see section 6.2) in supporting the design of the tender specifications to deliver against Board priorities; and
 - Working to private sector Sub-Group Chairs, to support the work of the key sub groups with responsibility for advising the Board on strategic policy direction, including the Skills Advisory Panel, Marches Transport Sub-Group and Marches Business Support Steering Group.
- At project and programme delivery level as required, through the different funding streams .
- Through the financial commitment of the local authority partners to the delivery of Marches Growth Hub and Marches Careers Hub services
- The Marches LEP receives a contribution from the three local authorities which it uses as match towards Central Government core funding.

Shropshire and Telford and Wrekin Councils are non-constituent Members of the West Midlands Combined Authority (WMCA).

4.0 Communication and Engagement

The Marches LEP employs several methods in communicating with businesses and stakeholders about its policies, decisions and work programme progress and for seeking their input on the same.

The Marches LEP has an Engagement and Communication Plan which sets out how it:

- Engages and communicates messages and news; Acknowledges and reaches, in an appropriate manner, all the Marches key audiences, partners and stakeholders;
- Provides interesting, relevant and useful updates on its work and successes;
- Develops a position of thoughtful leadership across the issues that matter; and
- Provides the Marches LEP's information in a variety of formats, across different platforms to ensure its reach.

4.1 The Marches LEP Website

The Marches LEP is committed to providing the public and stakeholders with key information, therefore regularly reviews and maintains its own dedicated website (<https://www.marcheslep.org.uk/>).

The Marches LEP ensures the content of its website is:

- Prominent, accessible and easy to navigate to ensure inclusivity;
- Updated regularly to ensure that information remains current;
- An interface that caters to the public, interested parties in the Marches LEP's projects and funds and Government;
- A source of key information on Board meetings (including agendas, papers and minutes), policies, processes, projects, funding calls and decisions.

4.2 Business Support and Engagement

The Team has an integrated approach to business support that, through a bespoke growth hub model, the Marches Growth Hub, addresses the key issues of entrepreneurship, business growth (especially amongst high growth local businesses) and innovation. The focus of the Marches Growth Hub is the virtual hub, a first class business friendly website with information and links to both national and local business support services and training (www.marchesgrowthhub.co.uk). The website also holds information on training and best practice events for new and existing businesses with an online booking facility. The Marches Growth Hub website is fully aligned with the Business is Great Campaign including all branding of the website and marketing collateral. The Marches Growth Hub also uses social media including Twitter, LinkedIn, Instagram and Facebook to reach a wider audience.

The Marches Growth Hub also has three physical hubs in Hereford, Telford and Shrewsbury where local business support providers can hold clinics/meet with clients, hold business networking and best practice events and allow hot desking facilities for local and national business support providers, including the Department for International Trade, Innovate UK and the Intellectual Property Office. Business support services, funded by the BEIS core and additional contracts, are delivered by local authority partners to meet local business and economic needs. They include a varied (virtual) events programme, 1:1 general business advice and access to specialist support. The Marches Growth Hub

also provides access to support programmes funded under the Marches ERDF programme.

4.3 LEP Newsletter

The LEP's PR and Communications team produces a 6-8 weekly e-newsletter that is sent to businesses, stakeholders and local MPs. The e-newsletter provides information on the Marches LEP news and events and on details of relevant new projects. Businesses, residents and stakeholders can sign up for this.

In addition, ongoing media relations include briefings, press releases, commentary and analysis resulting in weekly coverage, plus daily updates on both the Marches LEP twitter feed (@marcheslep) and Hereford Enterprise Zone twitter feed (@herefordezone).

4.4 Annual General Meeting and Stakeholder Briefings

Since becoming a company limited by guarantee, the Marches LEP has held a formal Annual General Meeting (as set out in company law) as well as numerous stakeholder and public events. In addition, effective stakeholder engagement is achieved through ongoing sub-group and Area Business Board work and regular meetings with the local MPs. All details of stakeholder events and meetings are promoted via the press and social media and are detailed on the Marches LEP website.

4.5 Annual Report

Every year, the Marches LEP produces an Annual Report which highlights progress on individual projects and overall programmes and provides a summary of the Marches LEP's income and expenditure for that year. A copy is available on the Marches LEP website.

5.0 Financial Accountability

Local Growth Fund and Getting Building Fund resources are paid by DLUHC via Section 31 Grant Determination to Shropshire Council as the Marches LEP Accountable Body. The proper use and administration of this funding is set out through the grant funding letter/agreement and this Accountability and Assurance Framework. Other funding received by the Marches LEP is also be accompanied by a relevant grant funding letter/agreement and Shropshire Council administers the funds in line with any terms and conditions laid out in these agreements.

Shropshire Council (through its Section 151 Officer) is accountable for ensuring that grant income received, payments out and any applicable repayments are accounted for and administered correctly; these activities fall under the annual audit of Shropshire Council's accounts. The Marches LEP has a vital leadership role to play. It is responsible for developing and maintaining the SEP and determining the key funding priorities to which the Local Growth Funds and other resources should be directed.

The complementary roles of both parties – the financial responsibilities of the Section 151 Officer and the leadership role and accountabilities of the Marches LEP – are supported by a set of agreed systems and practices including an agreed scheme of delegation (see Appendix 12). These practices/systems support both the Section 151 Officer in ensuring proper, transparent decisions which deliver value for money and also timely, informed decision making by the Marches LEP.

This Accountability and Assurance Framework confirms that:

- Shropshire Council is the Accountable Body for the Local Growth Fund and other funding sources (where appropriate) received from Government;
- Use of resources is in accordance with Shropshire Council's established processes including financial regulations and contract regulations;
- Shropshire Council is responsible for ensuring that:
 - Decisions and activities of the Marches LEP conform with legal requirements regarding equalities, social value, environment, State Aid, procurement, etc. The LEP Secretariat will retain an oversight of these issues.
 - Funds are used appropriately and in a manner that is consistent with the contents of the offer letter from government.
 - The Marches LEP Accountability and Assurance Framework is adhered to.
 - Copies of all relevant Marches LEP documents relating to Local Growth Funds and other funding are held by the Marches LEP.

As the Accountable Body for the Marches LEP, Shropshire Council is responsible for:

- Holding the devolved major scheme funding and making payments in accordance with the recommendations made by the Board;
- Accounting for these funds in such a way that they are separately identifiable from the Accountable Body's own funds and provide financial statements to the Board as required; each year a statement of accounts is uploaded onto the Marches LEP website;
- Recording the decisions of the Marches LEP in approving schemes (for example if subjected to legal challenge);
- Supplying protocol and guidance in relation to transparency and audit for the Marches LEP to adhere to.

As the Accountable Body for the Marches LEP, Shropshire Council supports the Marches LEP Secretariat in contracting with its priority projects with appropriate grant and loan funding agreements. These agreements include full details of monitoring timetable and arrangements, information required from project managers/delivery agents, and all conditions relating to the protection of public funds including those in the event of non-delivery or mismanagement.

Appropriate legal agreements define the responsibilities that Marches LEP partners have to one another and to facilitate the undertaking of the responsibilities detailed above by the Accountable Body.

Regular audit and assurance checks are commissioned and undertaken to verify that the Marches LEP is operating effectively within the terms of its agreed Assurance Framework. The Marches LEP is responsible for taking any necessary actions to implement agreed audit recommendations. The PRMC, which is a sub-group of the Marches LEP Board, is responsible for:

- Overseeing the Marches LEP operational expenditure and compliance with legal or statutory requirements, e.g., data protection legislation; and
- Managing and overseeing the Marches LEP risk registers and work programme on an ongoing basis. The PRMC maintain strategic oversight of all Marches LEP led expenditures to ensure that, taken together, it represents value for money and is complementary.
- Oversight of audit assurance and implementation of audit recommendations.

The Marches LEP's Section 151 Officer provides oversight relating to administration of financial affairs within the Marches LEP throughout the year. The section below provides an overview of arrangements currently in place; these are subject to change in line with government guidance.

Current Arrangements:

In addition to providing an assurance statement as part of the Annual Performance Review, by 28 February each year, the Section 151 Officer submits a letter to the DLUHC's Accounting Officer. This letter includes:

- a) Details of the checks that the Section 151 Officer (or deputies) has taken to assure themselves that the Marches LEP has in place processes that ensure proper administration of financial affairs in the Marches LEP;
- b) A statement outlining whether, having considered all the relevant information, the Section 151 Officer believes the financial affairs of the Marches LEP are being properly administered (including consistently with this Framework and the LEP's National Local Growth Assurance Framework; and, if not,
- c) Information about the main concerns and recommendations about the arrangements which need to be implemented to get the Marches LEP to be properly administered.

6.0 Ensuring Value for Money Prioritisation, Appraisal, Business Case Development and Risk Management

6.1 Options Appraisal and Prioritisation

The Marches LEP Board, supported in some areas by the Sub-Groups, sets the strategic priorities for the SEP Work Programme, identifying issues to be addressed and the outcomes to be achieved through programme delivery. These decisions are used by the LEP Management Team to oversee the development of projects and programmes to achieve the Board's desired outcomes. Projects may be commissioned through an open call/tender process, or, in the case of a public infrastructure project, a project promoter may be identified to develop the proposal, e.g. the Local Transport Authority will identify a project manager and take responsibility for procuring contractors through open tender or established frameworks. Robust arrangements are in place to ensure projects are delivered effectively and provide good value for money.

6.2 Project/Programme Commissioning

Project development work is undertaken by groups of public, private and VCSE sector local and national partners with knowledge and expertise around the issues and areas of work to be addressed. They are brought together as a 'Commissioning Group' to design a project/tender specification for the area of work and criteria against which tender responses will be judged. The make-up of a Commissioning Group varies according to the issue and expertise required. A Group member would have no subsequent involvement in delivering the area of work. Criteria to be evaluated as part of any appraisal will be specified in the tender brief.

6.3 Advertising and Accessing Funding Opportunities

The Marches LEP is committed to ensuring all funding opportunities are openly advertised. When available these will be published on the Marches LEP dedicated website through the following link: <https://www.marcheslep.org.uk/transparency/tenders-and-vacancies/>.

6.4 Project Appraisal and Prioritisation

Tenders received through open calls are appraised against criteria set by the Commissioning Group. The criteria will reflect Board requirements around delivery of SEP strategic priorities/cross cutting themes, economic growth potential (including jobs, housing and private sector leverage), sustainability, equality, diversity and relevant Treasury or other Government departmental requirements. They will also include a project delivery options analysis, an assessment of deliverability on the preferred delivery option and an assessment of value for money. Appraisal must also assess the likelihood and extent of differential place-based impacts where they appear likely to be significant, or else explain why they are unnecessary.

Where tenders claim to be aiming for "transformational change", the nature of the change needs to be transparently explained. Full guidance on transformational change is available in the Green Book, Annex A7 at [The Green Book \(publishing.service.gov.uk\)](https://publishing.service.gov.uk).

The project appraisal process is overseen by the Secretariat, using set conduct protocols, and supported by an Independent Technical Evaluator (ITE), with no prior or subsequent

involvement in delivery of the area of work. In the case of transport infrastructure schemes, use of “WebTAG” for value for money and assurance is mandatory but does not preclude the use of other assessments or dictate the weighting given to WebTAG or any other assessments used by the ITE or decision makers.

Recommendations are then made to the Board which agrees the projects to be supported.

The Board considers all proposed projects and programmes developed through the SEP and is required by Government to prioritise these proposed activities. In arriving at a prioritised list, the Board considers each scheme in terms of a written business case (see sections 6.4 and 6.5) which includes: the evidence base supporting the needs for intervention; the strategic economic impact of all proposed interventions and outcomes (including jobs, houses and private leverage); an options and value for money analysis; and deliverability. Options that do not deliver a proposal’s objectives cannot be considered value for money, regardless of the Benefit Cost Ratio. The Board considers the performance of the proposed project against the five-case model (see section 6.6) and the achievable numbers of jobs, houses and private investment.

This project development, appraisal and approval process is streamlined and transparent, providing essential rigour in determining use of funds.

In the case of the ESIF Strategy-related projects, the Marches LEP ESIF Committee can be called upon to input detail of local area needs to the national calls for projects. The Managing Authorities also seeks the views of the ESIF Committee, if required, on whether projects and programmes received through those calls (at outline and full application stages) align with the strategic priorities in the ESIF Strategy. The Managing Authorities use the views received from the ESIF Committees within their appraisal of projects and in determining which projects are approved for EU funding.

6.5 Value for Money and Business Case Development for Prioritised/Funded Proposals

The delivery of projects can be complex, requiring a robust governance structure. The Marches LEP recognises this and has ensured that a strong structure is in place which provides a robust and accountable process for assessing and prioritising schemes. The principles of this approach have been adopted by the Board and integrated into the Marches LEP governance structure, in considering the wider range of projects coming through the Marches LEP’s SEP.

The framework provides a clear decision-making process, supporting the development of integrated investment packages that contribute directly to the delivery of the SEP’s economic objectives/targets. It also ensures a robust risk management process which will continue to ensure accountability, deliverability and value for money.

6.6 The Five Case Model

There are five cases which must be included when developing the Business Case for a project:

- 1. Strategic Case** – Why is the scheme needed?
- 2. Economic Case** – Is the scheme good value for money?
- 3. Financial Case** – Is the scheme affordable and financially sustainable?

4. **Commercial Case** – Can the scheme be procured and constructed?
5. **Management Case** – Is the scheme deliverable?

The Strategic Case determines whether an investment is needed, either now or in the future. It should demonstrate the case for change – that is, a clear rationale for making the investment; and strategic fit, how an investment will address existing problems and further the aims/objectives of an organisation and its customers. It must show the rationale, objectives, background, policy context and strategic fit of the public expenditure or public intervention. This must include an evidence based and logical explanation of how the intervention proposed will deliver the objectives sought. The strategic case provides the greatest emphasis for going ahead with a scheme at an early stage. If a preferred scheme is not obvious, the Strategic Case should provide a shortlist of options at the Strategic Outline Case stage.

The Economic Case assesses scheme options to identify all their impacts and the resulting value for money to fulfil the Marches LEP's requirements for appraisal and demonstrating value for money in the use of taxpayers' money. The case must build on robust verifiable evidence, consider additionality, and displacement of activity, and include a sensitivity analysis and a correction for optimism bias if risk is a factor for success. The impacts considered are not limited to those directly impacting on the measured economy, nor to those which can be expressed in monetary terms. The economic, environmental, social and distributional impacts of a proposal are all examined, using qualitative, quantitative and monetised information. In assessing value for money, all these impacts are consolidated to determine the extent to which a proposal's benefits outweigh its costs.

The Financial Case concentrates on the affordability of the proposal, its funding arrangements and technical accounting issues (i.e. budgets, cash flow, and contingencies). It presents the financial profile of the different options and the impact of the proposed deal on the accounts of the organisation which will become responsible for future maintenance of the asset created by the scheme.

The Commercial Case provides evidence on the commercial viability of a proposal or its contractual structure, including the procurement strategy that will be used to engage the market. It should clearly set out the financial implications of the proposed procurement strategy. It presents evidence on risk allocation and transfer, contract timescales and implementation timescale as well as details of the capability and skills of the team delivering the scheme and any personnel implications arising from the proposal.

The Management Case assesses whether a scheme is deliverable. It tests the scheme planning, governance structure, risk management, communications and stakeholder management, benefits realisation and assurance (for example potentially a Gateway Review to ensure that the scheme is still likely to deliver value for money). There should be a clear and agreed understanding of what needs to be done, why, when and how, with measures in place to identify and manage any risks; it should also include a monitoring and evaluation plan. The Management Case sets out a plan to ensure that the benefits set out in the Economic Case are realised and will include measures to assess and evaluate this. All schemes and programmes are expected to have a risk management plan proportionate to their scale.

The business cases, design, procurement and project delivery work for individual schemes are progressed by the individual project leads e.g. Local Transport Authority scheme promoters or commissioned private/public/voluntary sector delivery agents.

- Each Marches LEP Board-approved project is progressed by a **named project manager** with responsibility for day-to-day management of project delivery and mitigation of risks and reporting and will report to the Secretariat on any changes to scheme value for money, risks, delivery timescales and capital costs. Individual scheme promoters will be responsible for the preparation of individual business cases, including scheme specific stakeholder and public consultation, scheme management and procurement, third party funding, statutory processes, delivery, monitoring processes etc.
- The Board is supported in its role in selecting projects by the procured services of an **ITE** who provides a technical challenge and sign off role, ultimately providing the Board with confidence that there has been a suitably robust assessment of the Business Case and therefore deliverability of priority projects. The ITE will work with the Secretariat to provide recommendations to the Board on whether the project should be supported and whether any conditions should be included in the funding agreement.
- The **Secretariat** provides a strategic role in overseeing technical checking and monitoring and in making recommendations to the PRMC on the status of projects. The Secretariat has overall responsibility for day-to-day monitoring and management of the SEP work programme and reports to the PRMC on any changes to scheme value for money, risks, delivery timescales and capital costs, who then reports on to the Board on the status of the work programme.
- The **PRMC** monitors the performance of projects and programmes within the work programme. It determines courses of action to be taken in relation to performance of individual projects and programmes, to ensure the Marches LEP work programme performs according to timetable and meets or exceeds targets.
- The **Board** agrees which schemes will be supported and brought forward and has responsibility for monitoring delivery and performance of the SEP work programme.

The Board seeks to increase the social value of its investment through the development of projects using both Growth Deal and EU Funding:

- a) in the Marches LEP's skills development work by increasing wage levels, numbers of apprenticeships, availability of higher education places and creating opportunities to move the unemployed closer to the employment market;
- b) in the Marches LEP's physical infrastructure projects by increasing broadband availability and speeds, access to multi modal transport, improving air quality and the public realm; and
- c) by supporting new business growth and investment via the Marches LEP's Growth Hub and creating employment opportunities for local communities.

6.7 Transport Infrastructure Projects

Scheme promoters are required to conduct business case appraisals and value for money assessments using the DfT's WebTAG tool kit. For transport infrastructure projects value for money will ultimately be determined through the Benefit Cost Ratio (BCR) of the scheme. Estimates of the schemes wider economic benefits should also be evidenced together with an analysis of the social and distributional impacts of the scheme.

It is expected that value for money assessments will, at the prioritisation stage, be based on a mixture of quantitative and qualitative evidence. On the qualitative side, schemes which affect busier/congested parts of the highway network or larger areas of population may receive a higher value for money score. Qualitative information may point to benefits for certain target areas or populations; and could also use evidence of the success of similar schemes elsewhere. The important issue is that key assumptions are made explicit and subject to robust challenge. Any existing scheme-specific cost benefit estimates based on transport modelling or spreadsheet assessment should be provided if readily available.

Unless agreed otherwise, the Value for Money Statement (VfMS) provides an overall Benefit Cost Ratio (BCR) which compares monetised impacts (such as those in relation to journey time savings and the reduction in accidents) with costs. In purely monetised economic terms, the value for money of a scheme is categorised as follows:

- Very High – BCR greater than 4:1
- High – BCR between 2:1 and 4.1
- Medium – BCR between 1.5:1 and 2:1
- Low – BCR between 1:1 and 1.5:1.

Schemes with at least a “high” value for money assessment (greater than 2:1) have the best chance of being funded; but this does not exclude schemes in the “medium” and “low” categories where there are other significant non-monetised benefits. Therefore, the VfMS does not only consider the directly monetised costs and benefits, as measured by the BCR, but also considers wider appraisal evidence in relation to:

- Wider economic benefits
- Environmental impacts
- Social/distributional impacts.

This means that a scheme with low or medium monetised benefits could still be considered for funding if this wider appraisal evidence provides a compelling case for investment.

Where appropriate, the DfT value for money advice is used to adjust the BCR, using available quantitative and qualitative information in relation to the impact on the environment, wider economy or social groups. It is for the ITE to work with project managers to understand qualitative benefits and ensure that these are reflected in the VfMS. Where there is a conflict between a scheme's BCR and wider (positive or negative) qualitative impacts, these are reported in the VfMS before any approval recommendations are made. It may also be necessary to consult with key stakeholders, such as the Statutory Environmental Bodies, to ensure that they agree with the technical aspects of the

appraisal. The project managers also considers commissioning independent advice from relevant subject experts if necessary.

The ITE recommends approval or amendment of the business case to the LEP, based on the VfMS.

Highways England and Network Rail need to be consulted on any schemes that are located on strategic road or rail networks so that their views on deliverability and impact on the wider network can be considered. In cases where schemes have any impact on train services, the views of relevant Train Operating Companies (TOCs) and DfT (rail) should also be sought.

The business case process ensures that the time and resources invested in making a decision are proportionate to the size of the investment or intervention. The approach is tailored to suit the individual project, reflecting the investment approach or mode of travel e.g., road, rail, etc. Scheme promoters are required to use the DfT's Transport Business Case and Value for Money guidance.

6.8 Risk Management

With regards to the active management of risk, the principal governance arrangements for the Marches LEP are set out in Diagram 3. The CEO, Head of Business Development and Delivery, Chair of the PRMC sub-group and Marches LEP Chair, are responsible for overall risk management.

The role of the named Project Managers is to provide detailed risk assessments and proposed mitigation strategies. The role of the Marches LEP ITE is to ensure that each Project Manager retains a pro-active role in identifying, anticipating and mitigating risks. The Marches LEP Secretariat maintains an up-to-date Risk Register, with regular input from the PRMC, on behalf of the Marches LEP Board. As part of its monitoring role, the Board reviews reports on changes to the Risk Register and risk in general, prepared by the PRMC, at every Board meeting. The Marches LEP Scheme of Delegation enables the Board to ensure swift mitigation of identified risks. The overall governance and risk management model is set out in Diagram 4 and noted below.

- **Level 1 (Project management)** Deliver schemes and packages which meet the wider outcomes and impacts that the Marches LEP's SEP wishes to deliver. Each project employs a Project Manager, together with any required additional support, to undertake the practical tasks - business cases, design, statutory processes, consultation and delivery/construction. Information from Level 1 provides other parts of the governance structure with essential information of what is happening "on the ground".
- **Level 2 (Co-ordination)** – Ensures that the overall programme of Level 1 projects is co-ordinated so that there is no conflict or inconsistency between the resource requirements of the teams. Typical co-ordination mechanisms include the setting up of protocols (e.g. communications, reporting and programming). A common language and shared culture (based around a clear understanding of purpose), is developed.
- **Level 3 (Operational control)** – Provides the technical and management processes necessary to ensure that the operations activities in Level 1 are

delivered and contribute to something that is much greater than the sum of their parts. This is the role of the ITE. An important technical task is the provision of advice and guidance to the Level 1 project teams and to act on information received. The PRMC and Board at Level 5 are also highly reliant on this information, so that high level strategy can be adjusted to meet the “on the ground” conditions.

- **Level 3* (Monitoring and evaluation)** – Enables Levels 3 and 5 to have the information so that they know what is going on – both in terms of day-to-day progress and longer-term delivery of strategic objectives through transport scheme investment. Monitoring and evaluation will also give scheme promoters confidence that the Marches LEP is aware of the issues that they are facing. The Secretariat has worked with DLUHC, and the ITE to develop a Monitoring and Evaluation Plan and Key Capability Measures (KCMs) to measure the delivery of both the schemes themselves and the wider purpose of the investment.
- **Level 4 (Development)** – The governance structure needs to combine its day-to-day focus with looking into the future at how the policy and planning environment is changing – thereby anticipating threats and opportunities before they happen. Typical activities may include research, forward planning and scenario planning. All other levels of the structure are highly reliant on the information gained; but this level is often neglected or completely ignored within many traditional governance structures. The Marches LEP Management Team fulfils this role, with findings reported to the Board for consideration.
- **Level 5 (Programme Board)** – Strategic policy decisions and approvals of scheme spending are ultimately taken at this level, based on a clear understanding of the information received from all the other levels. The challenge is to understand both the day-to-day picture, whilst looking forward and anticipating new challenges and opportunities in the future.

The individual project managers address risk as part of the project management of the scheme. This accords with the requirements of the Assurance Framework and be overseen/supported by the ITE, PRMC and LEP Core Team officers, ensuring this process is robust and accords with the Board requirements.

6.9 Non-Compliance

There may be exceptional circumstances where the Marches LEP seeks to recover some or all the funding paid to an applicant such as in the case of non-compliance, misrepresentation, underperformance, mismanagement or where there has been a failure to deliver.

In circumstances where an issue has been uncovered, the Marches LEP endeavours to work with the project to seek a resolution, in accordance with the terms of the funding agreement. Where attempts have been made and the Marches LEP is unable to find a solution, the Marches LEP makes recommendations to the PRMC in the form of a report detailing:

- a. A description of the project/s where concerns have been identified;
- b. The work undertaken to attempt to resolve the issue;

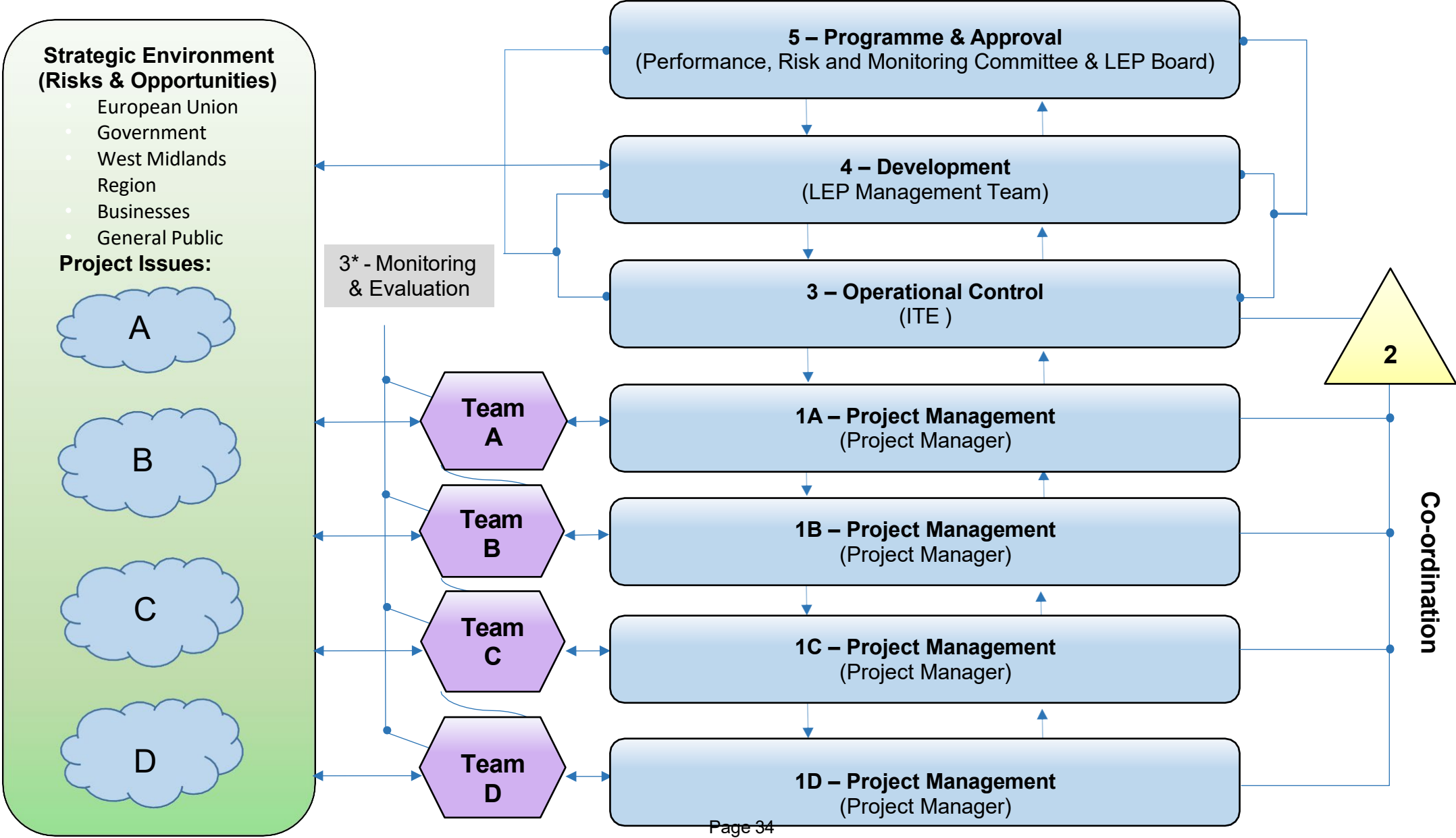
- c. Relevant details including the amount of funding awarded and the sum at risk due to the concerns; and
- d. Where recovery of funds is considered, a legal opinion (from the Accountable Body or independent legal support) which sets out the legal basis for recovery and likelihood of success.

The recommendation and proposed resolution will then be reported to the Marches LEP Board for consideration and approval.

Clawback and termination clauses are included in all grant funding agreements to ensure public monies can be recovered where there is evidence of non-compliance, misrepresentation, underperformance, mismanagement or where there has been a failure to deliver.

Clawback will only be used when other options have been exhausted by the Marches LEP to enable delivery, and where the Board have agreed that this is the appropriate course of action following detailed reports and legal advice. Support from Shropshire Council as Accountable Body will be sought to recover sums or, where there is a conflict of interest, independent legal support will be procured.

Diagram 4 Governance and Risk Management Model



7.0 Appendices

Appendix 1	The Marches LEP Ltd. Articles of Association
Appendix 2	The Marches LEP Board Terms of Reference
Appendix 3	The Marches LEP Operations Group Terms of Reference
Appendix 4	The Marches LEP Performance, Risk and Monitoring Committee Terms of Reference
Appendix 5	The Marches Business Support Steering Group Terms of Reference
Appendix 6	The Marches Skills Advisory Panel Terms of Reference
Appendix 7	Hereford Enterprise Zone
Appendix 8	The Marches European Structural Investment Funds Committee
Appendix 9	The Marches Transport Sub-Group Terms of Reference
Appendix 10	Telford Land Deal Board Terms of Reference
Appendix 11	The Marches Energy Strategy Steering Group Terms of Reference
Appendix 12	The Marches LEP Scheme of Delegation
Appendix 13	The Marches LEP Programme Monitoring & Assurance Framework
Appendix 14	The Marches LEP Equality Statement
Appendix 15	The Marches LEP Register of Members Interests
Appendix 16	Glossary of Terms

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE MARCHES LOCAL ENTERPRISE PARTNERSHIP LIMITED
(the "Company")

(Adopted by special resolution passed on 21 May 2019 and
amended by special resolution passed on 26 January 2021)

Interpretation, objects and limitation of liability

1. INTERPRETATION

1.1. In these Articles, unless the context otherwise requires:

Accountable Body: means Shropshire Council or such other local authority from time to time having responsibility for overseeing the proper administration of financial affairs within the Local Enterprise Partnership (LEP) Area when these relate to public funds;

Act: means the Companies Act 2006;

AGM: has the meaning given to it in article 27;

Articles: means the Company's articles of association for the time being in force;

Assurance Framework: means the local assurance framework adopted by the Company from time to time in accordance with the requirements of the government's national assurance framework;

Bankruptcy: includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

Business Board Director: means the chairs of the three business boards in the LEP Area, being the Herefordshire Business Board, the Shropshire Business Board and the Telford Business Board;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Chair: has the meaning given to it in article 14.1;

Conflict: means a situation in which a director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

Director: means a director of the Company and includes any person occupying the position of director, by whatever name called;

Document: includes, unless otherwise specified, any document sent or supplied in electronic form;

Electronic Form: has the meaning given in section 1168 of the Act;

Eligible Director: means a director who would be entitled to vote on the matter at a meeting of directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 15, any director whose vote is not to be counted in respect of the particular matter);

Enterprise Zone Director: means the chair for the time being of the Herefordshire Enterprise Zone and/or the chairs of such other enterprise zone(s) existing in the LEP Area from time to time;

LEP Area: means Herefordshire, Shropshire and Telford and Wrekin or such other geographical area as is assigned to the Company by Government from time to time;

Member: means a person whose name is entered in the Register of Members of the Company and **Membership** shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles;

Objects: has the meaning given to it in article 2.1 and **object** shall mean any one of them;

Ordinary Resolution: has the meaning given in section 282 of the Act;

Private Sector Director: means a natural person working or connected with the private sector who has the characteristics that are set out in the Assurance Framework;

Public Sector Director: means the leaders for the time being of the Public Sector Members;

Public Sector Member: means the administrative councils within the LEP Area being at the date of the adoption of these Articles Herefordshire Council, Shropshire Council and Telford and Wrekin Council;

Scheme of Delegation: has the meaning given to it in article 7.2;

Secretary: means the secretary of the Company and any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

Special resolution: has the meaning given in section 283 of the Act;

Subsidiary: has the meaning given in section 1159 of the Act;

Voluntary Sector Director: means a natural person working or connected with the voluntary/community sector who has the characteristics that are set out in the Assurance Framework;

Writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2. Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3. Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.

- 1.4. A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5. Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6. Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7. The Model Articles shall not apply to the Company.

2. OBJECTS

- 2.1. The objects for which the Company is established (**Objects**) are:
 - 2.1.1. to stimulate economic growth, productivity, employment, community development, well-being, job creation, inward investment, training and development, and commerce in the LEP Area; and
 - 2.1.2. to promote the LEP Area positively at regional, national and international levels on matters affecting its economic development.

3. POWERS

- 3.1. In pursuance of the Objects and in line with Government policy, the Company has the powers to:
 - 3.1.1. do all such things which in the opinion of the directors are in the best interests of the Company and its Members; and
 - 3.1.2. do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the Objects.

4. INCOME

- 4.1. The income and property of the Company from wherever derived shall be applied solely in promoting the Objects.
- 4.2. No distribution shall be paid, or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
 - 4.2.1. reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - 4.2.2. any interest on money lent by any Member or any director at a reasonable and proper rate;
 - 4.2.3. reasonable and proper rent for premises demised or let by any Member or director; or
 - 4.2.4. reasonable out-of-pocket expenses properly incurred by any director.

5. WINDING UP

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to similar bodies or another body with objects similar to those of the

Company within the LEP Area or as directed by the government department then responsible for local enterprise partnerships.

6. GUARANTEE

- 6.1. The liability of each Member is limited to £1.00, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for
- 6.1.1. payment of the Company's debts and liabilities contracted before he ceases to be a Member;
 - 6.1.2. payment of the costs, charges and expenses of the winding up; and
 - 6.1.3. adjustment of the rights of the contributories among themselves.

Directors: general

7. DIRECTORS' GENERAL AUTHORITY AND CONDUCT

- 7.1. Subject to these Articles, directors are responsible for the management of the Company's business and may exercise all the powers of the Company accordingly.
- 7.2. Each of the directors shall use their reasonable endeavours to procure that decisions of the Company are carried out in accordance with the Assurance Framework and any scheme of delegation for the time being and adopted by the Company contained in the Assurance Framework (**Scheme of Delegation**). In particular, the directors shall ensure that the rights of consultation and engagement reserved to the Public Sector Members as set out in the Assurance Framework are upheld.
- 7.3. Subject always to the Act, in their conduct of the Company's business the directors shall at all times:
- 7.3.1. conduct themselves in a professionally responsible manner;
 - 7.3.2. have due regard to all confidentiality obligations concerning the Company's business;
 - 7.3.3. observe the seven principles as set out by The Committee on Standards in Public Life (as amended from time to time); and
 - 7.3.4. comply with the provisions of the Assurance Framework.

8. DIRECTORS MAY DELEGATE

- 8.1. Subject to the Articles:
- 8.1.1. the board of directors may delegate any of the powers which are conferred on them under the Articles, and which are in line with the Assurance Framework:
 - i. to such person or committee;
 - ii. by such means (including power of attorney);
 - iii. to such an extent;
 - iv. in relation to such matters or territories; and
 - v. on such terms and conditions;as they think fit.

- 8.1.2. the board of directors may revoke any delegation in whole or part, or alter its terms and conditions.

9. COMMITTEES AND SUB-BOARDS

The rules of procedure for all or any committees and sub-boards shall be as set out in the Assurance Framework.

Directors: decision-making

10. DIRECTORS TO TAKE DECISIONS COLLECTIVELY

- 10.1. The directors shall endeavour to reach consensus on all decisions.
- 10.2. Subject to provisions to the contrary in these Articles and in the absence of consensus amongst the directors, the general rule about decision-making by directors is that any decision of the directors must be a majority decision taken in one of the following ways (or a unanimous decision taken in accordance with article 11):
 - 10.2.1. on show of hands at a physical or virtual meeting of the directors; or
 - 10.2.2. by written resolution, copies of which have been signed by a majority of the Eligible Directors or to which a majority of the Eligible Directors have otherwise indicated agreement in writing (either by hard copy or electronically).
- 10.3. A decision may not be taken in accordance with this article 10 if the Eligible Directors purporting to take the decision do not form the required quorum.

11. UNANIMOUS DECISIONS

- 11.1. Only to be used on approval from the Chair, a decision is taken in accordance with this article 11 when all Eligible Directors indicate to each other by hand written or email response or by any other means that they share a common view on a matter.
- 11.2. A decision may not be taken in accordance with this article 11 if the Eligible Directors purporting to take the decision do not form the required quorum.

12. DIRECTORS' MEETINGS

- 12.1. Directors' meetings shall take place at approximately every two months.
- 12.2. Notwithstanding the provisions of article 12.1 meetings of the directors are called by the Chair or Deputy Chair by giving not less than 10 Business Days' notice of the meeting to the directors or by authorising the secretary (if any) to give such notice.
- 12.3. A director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the directors' meeting.

13. QUORUM FOR DIRECTORS' MEETINGS

- 13.1. At a meeting of the directors, unless a quorum is participating within half an hour from the time appointed for the meeting, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2. The quorum for the transaction of business at a meeting of directors is any seven Eligible Directors, which must include five Private Sector Directors and two Public Sector Directors, except in a situation of conflict of interest when more than one public sector directors may have to recuse themselves.

13.3. If the total number of directors in office for the time being is less than the quorum required, the directors must not take any decision other than a decision to appoint further directors.

13.4. If neither the Chair nor the Deputy Chair is available the meeting will be declared inquorate, irrespective of the number of other attendees.

14. CHAIRING OF DIRECTORS MEETINGS AND APPOINTMENT OF DEPUTY CHAIR

14.1. The Company shall have at all times appointed a chairperson, who shall not be a Public Sector Director, and who shall be appointed in accordance with the process set out in the Assurance Framework and the person so appointed for the time being is the **Chair**.

14.2. The Private Sector Directors may appoint a Private or Voluntary Sector Director to act as a deputy to the Chair (**Deputy Chair**) in accordance with the process set out in the Assurance Framework for such purposes as the directors may determine.

14.3. If neither the Chair nor the Deputy Chair are participating in a meeting of directors within fifteen minutes of the time at which it was due to start, the directors must elect one of themselves to chair it.

14.4. Subject to clause 14.5 and clause 21.3, a Chair or Deputy Chair (as applicable) shall be appointed for periods of no more than three years, such appointment ending at the board meeting falling closest to the third anniversary of their appointment (or re-appointment). Unless otherwise determined by special resolution, the Chair or Deputy Chair (as applicable) shall be entitled to put themselves forward for re-election for a further period of three years **provided that** no Chair or Deputy Chair shall be able to serve more than six years in their respective role.

14.5. The terms of office for the first directors of the Company (including for the Chair and Deputy Chair) shall be deemed to include the period of appointment prior to the incorporation of the Company in which they were appointed to the board of the unincorporated Marches Local Enterprise Partnership.

14.6. Where the Chair puts him or herself forward for re-election, such election shall occur at the board meeting at which their board appointment ends in accordance with article 14.4.

14.7. In the case of the Deputy Chair, they shall be re-elected in accordance with the Assurance Framework or in the absence of such arrangements, as the Private Sector Directors shall between themselves agree.

15. CASTING VOTE

15.1. If the numbers of votes for and against a proposal at a meeting of directors are equal, the Chair or Deputy Chair (as applicable) has a casting vote.

15.2. But this does not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair or Deputy Chair chairing the meeting is not an Eligible Director for the purposes of that meeting (or part of a meeting).

16. DIRECTORS' CONFLICTS OF INTEREST

Without prejudice to the provisions of the Act, the directors must at all times comply with any conflict of interest policy for the time being included in the Assurance Framework in relation to any Conflict.

17. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the directors are taken by electronic means, such decisions shall be recorded by the directors in permanent form, so that they may be read with the naked eye.

18. DIRECTORS' DISCRETION TO MAKE FURTHER RULES

Subject to these articles, the directors may make any rule which they think fit about how they and any committees formed by them take decisions, and about how such rules are to be recorded or communicated to directors.

Directors: numbers and appointment

19. NUMBER OF DIRECTORS

The Company shall aspire to have appointed to the board the number of directors set out in the Assurance Framework.

20. APPOINTMENT OF DIRECTORS

- 20.1. The board of directors shall be composed of Private Sector Directors, a Voluntary Sector Director and Public Sector Directors.
- 20.2. Upon a vacancy arising for a Private or Voluntary Sector Director, such appointment shall take place in accordance with the open recruitment exercise set out in the Assurance Framework.
- 20.3. Public Sector Directors shall be appointed in accordance with the process set out in the Assurance Framework.

21. RETIREMENT OF DIRECTORS

- 21.1. Private or Voluntary Sector Directors who are not Business Board Directors or Enterprise Zone Directors shall retire from office from the end of the second anniversary of their appointment. Subject to articles 21.2 and 21.4, such retiring Private or Voluntary Sector Director shall be eligible for re-election by the Members at the next general meeting.
- 21.2. A retiring Private or Voluntary Sector Director who is not a Business Board Director or an Enterprise Zone Director shall, subject to article 21.4, be eligible for re-election for further periods of two years.
- 21.3. Business Board Directors and Enterprise Zone directors shall retire from office on the earlier of:
 - 21.3.1. the date on which the relevant director ceases to be a Business Board Director or Enterprise Zone Director (as the case may be); and
 - 21.3.2. the sixth anniversary of their appointment unless the LEP Board Members resolve to extend the terms by such further period as they shall determine following a review of the ongoing requirements of the company, as long as they remain elected as Chairs by their respective Business Boards and Enterprise Zone.

- 21.4. Subject to clause 21.3, any Private or Voluntary Sector Director (including the Chair and Deputy Chair) who shall have served for a total term of six years shall not be entitled to be re-elected.

22. DISQUALIFICATION AND REMOVAL OF DIRECTORS

- 22.1. A person ceases to be a director as soon as:
- 22.1.1. that person ceases to be a director by virtue of any provision of the Act or these Articles or he becomes prohibited by law from being a director;
 - 22.1.2. that person shall for more than six months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that that person's office be vacated;
 - 22.1.3. a Bankruptcy order is made against that person;
 - 22.1.4. a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 22.1.5. notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 22.1.6. two-thirds of the board of directors resolve that the person has failed to conduct themselves in accordance with article 7 and should as a consequence be removed from office; or
 - 22.1.7. in the case of a Public Sector Director, they cease for any reason to be a leader of the relevant local authority or, where the Public Sector Director is an employee of an authority, when that director ceases for any reason to be an employee.
- 22.2. Save where a director is a Public Sector Director, a director shall upon ceasing to be a director shall at the same time cease to be a Member.

Directors: alternate directors and miscellaneous

23. APPOINTMENT AND REMOVAL OF ALTERNATES

- 23.1. Public Sector Directors (other than an alternate Public Sector Director) may appoint as an alternate the elected member from his or her Public Sector Member holding the position of the portfolio holder for economic development (or such equivalent position with responsibility for matters of growth and economic development), or any other person approved by resolution of the directors, to:
- 23.1.1. exercise that director's powers; and
 - 23.1.2. carry out that director's responsibilities,
- in relation to the taking of decisions by the directors in the absence of the alternate's appointor.
- 23.2. Any appointment or removal of an alternate must be affected by notice in writing to the Company signed by the appointor, or in any other manner approved by the directors.
- 23.3. The notice must:
- 23.3.1. identify the proposed alternate; and

- 23.3.2. in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

24. SECRETARY

The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

Members: becoming and ceasing to be a Member

25. MEMBERSHIP

25.1. Membership of the Company shall be comprised of:

- 25.1.1. all directors save for the Public Sector Directors; and
- 25.1.2. the Public Sector Members.

25.2. A Public Sector Member shall be entitled to appoint a Public Sector Director to act as its representative in accordance with the provisions set out in these Articles and the Assurance Framework.

26. TRANSFER OF MEMBERSHIP

Membership shall not be transferable.

Decision making by Members: general meetings

27. ANNUAL GENERAL MEETING

The Company shall hold an annual general meeting (**AGM**) at least once every calendar year to be held within the LEP Area and which shall be open to the general public save for items that are determined by the Chair to be commercially sensitive

28. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 28.1. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 28.2. A Member is able to exercise the right to vote at a general meeting when:
- 28.2.1. that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 28.2.2. that Member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other Members attending the meeting.
- 28.3. The directors may make whatever arrangements they consider appropriate to enable those Members attending a general meeting to exercise their rights to speak or vote at it.
- 28.4. In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

29. QUORUM FOR GENERAL MEETINGS

- 29.1. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 29.2. The quorum for a general meeting is seven Members and of these Members, five must be Private Sector Directors and two must be Public Sector Directors.

30. CHAIRING GENERAL MEETINGS

- 30.1. The Chair or, in his or her absence, the Deputy Chair, shall preside as chair of every general meeting.
- 30.2. If neither the Chair nor the Deputy Chair is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the directors must appoint one from their number to chair the meeting.

31. ATTENDANCE AND SPEAKING BY NON-MEMBERS

The Chair of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting, whether physical or virtual, and, in the case of an AGM, the Chair of the meeting is obliged to permit such other persons who are not Members of the Company to speak.

32. ADJOURNMENT

- 32.1. If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 32.2. The chair of the meeting may adjourn a general meeting at which a quorum is present if:
 - 32.2.1. the meeting consents to an adjournment; or
 - 32.2.2. it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 32.3. The chair of the meeting must adjourn a general meeting if directed to do so by at least 50% of the Members present at the meeting.
- 32.4. When adjourning a general meeting, the chair of the meeting must:
 - 32.4.1. either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
 - 32.4.2. have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 32.5. If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - 32.5.1. to the same persons to whom notice of the company's general meetings is required to be given; and
 - 32.5.2. containing the same information which such notice is required to contain.

- 32.6. No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

Voting at general meetings

33. VOTING: GENERAL

Without prejudice to any other provision of these Articles, a resolution put to the vote of a general meeting must be decided on a show of hands of Directors unless a poll is duly demanded in accordance with the Articles.

34. ERRORS AND DISPUTES

- 34.1. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meetings at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 34.2. Any such objection must be referred to the chair of the meeting whose decision is final.

35. POLL VOTES

- 35.1. A poll on a resolution may be demanded:
- 35.1.1. in advance of the general meeting where it is to be put to the vote; or
 - 35.1.2. at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 35.2. A poll may be demanded by:
- 35.2.1. the chair of the meeting;
 - 35.2.2. the directors;
 - 35.2.3. two or more persons having the right to vote on the resolution; or
 - 35.2.4. a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 35.3. A demand for a poll may be withdrawn if:
- 35.3.1. the poll has not yet been taken; and
 - 35.3.2. the chair of the meeting consents to the withdrawal.
- 35.4. Polls must be taken immediately and in such manner as the chair of the meeting directs.

36. CONTENT OF PROXY NOTICES

- 36.1. Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 36.1.1. states the name and address of the Member appointing the proxy;
 - 36.1.2. identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 36.1.3. is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- 36.1.4. is delivered to the company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 36.2. The company may require proxy notices to be delivered in a particular form and may specify different forms for different purposes.
- 36.3. Unless a proxy notice indicates otherwise, it must be treated as:
 - 36.3.1. allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 36.3.2. appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

37. DELIVERY OF PROXY NOTICES

- 37.1. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- 37.2. An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 37.3. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meetings to which it relates.
- 37.4. If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

38. AMENDMENTS TO RESOLUTIONS

- 38.1. An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 38.1.1. notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 38.1.2. the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 38.2. If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

Administrative arrangements

39. MEANS OF COMMUNICATION TO BE USED

- 39.1. Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
 - 39.1.1. if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the

United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider);

- 39.1.2. if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- 39.1.3. if properly addressed and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- 39.1.4. if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 39.2. In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

40. INDEMNITY AND INSURANCE

- 40.1. Subject to article 40.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:
 - 40.1.1. each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and
 - 40.1.2. the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 40.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 40.2. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 40.3. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 40.4. In this article:
 - 40.4.1. companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- 40.4.2. a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
- 40.4.3. a **relevant officer** means any director or other officer or former director or other officer of the Company, but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor.

Document last reviewed in January 2021

Appendix 2 The Marches LEP Board Terms of Reference

Roles and Responsibilities

- Set the overarching vision and strategy for economic growth in the Marches Local Enterprise Partnership (LEP) area, including key priorities for investment, and develop and review strategic policy.
- Agree the 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

- Currently, the Board has fifteen members: eleven Private Sector members, one Voluntary and Community Sector Member and three local authority councillors representing the three administrative authorities within the partnership. Board membership, including consideration to increase the number of members, is reviewed annually.
- 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	Sonia Roberts	CEO, Landau
Area Business Board Chairs	Frank Myers MBE	Chair of Herefordshire Business Board
	Will Westley	Chair of Telford Business Board CIC (Deputy Chair of LEP)
Marches Business Support Steering Group Chair	Dave Courteen	MD, Mosaic Spa and Health Clubs
Enterprise Zone	Andrew Manning Cox	Chair of Hereford Enterprise Zone (Skylon Park)
Higher Education	Dr Catherine Baxter	University Secretary, Harper Adams University
Food & Drink/Agri Tech	Christine Snell	Business Partner, AJ & CI Snell
Financial/Professional Services	Paul Kalinauckas	Midland Engine Investment Fund Strategic Oversight Board
Post 16 Skills & Workforce Development	Graham Guest	CEO and Principal of Telford College
Manufacturing	Sara Williams	Marketing Manager, Protolabs
Construction/environmental technologies	Clare Fenton	Director, Fenton Partners
Health & Social Care	Alex Green	Director, Radfield Home Care
3 Local Authority Representatives	Cllr David Hitchiner (Alternate - Cllr Ellie Chowns)	Leader of Herefordshire Council
	Cllr Lezley Picton (Alternate - Cllr Dean Carroll)	Leader of Shropshire Council
	Cllr Lee Carter (Alternate - Cllr Richard Overton)	Cabinet Member for Neighbourhood Services, Regeneration and the High Street, Telford & Wrekin Council
Co-opted Member	Gordon Coppock	Energy Champion

Board membership list updated February 2023

- The three administrative authorities determine the Council Leaders. The Council Leaders may nominate a representative to act as a director of Marches LEP Ltd.
- 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.
- At the end of the six-year term, the Members of the LEP Board can resolve to extend the terms of the appointment of the Chairs of the Business Boards and Enterprise Zone by such further period as they shall determine following a review of the ongoing requirements of the LEP and as long as they remain elected as Chairs by their respective Business Boards and Enterprise Zone.
- 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.
- At the end of a six-year term but only with the express approval of the LEP Board, a Private and Voluntary Sector member may extend the terms of their appointment by such further period as the LEP Board determine, following a review of the ongoing requirements of the LEP.
- 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 or Deputy Chair may call a meeting of the Board at any time, giving not less than ten business 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 or nominated representative accompanied by one senior officer).

- The LEP Chief Executive Officer (CEO) (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 DLUHC 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 six months in any twelve-month period, without the agreed consent of the Board, 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 CEO.
- Local Authority members who cannot attend a meeting may be represented by a named substitute of no lower than Cabinet Member/Portfolio Holder for economic development (or such equivalent position with responsibility for matters of growth and economic development), or any other person approved by resolution of the members.

Board Papers

- Papers for Board meetings will be kept electronically and made available to members at least five working days before the meeting. Non-Confidential papers will also be published within 10 clear working days of the meeting taking place on the LEP's website.
- Board Members wishing to place items onto the Board meeting agenda should notify the LEP CEO for consideration of inclusion on the agenda, at least ten working days prior to the meeting. The LEP CEO 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.

Responsibilities of the Board Chair

The Chair of the Board is primarily responsible to ensure that the Board is effective in its tasks of setting and implementing the strategic direction of the Marches LEP and meeting Government requirements with regards to accountability and public finance. Other main responsibilities include:

- providing leadership to the Board;
- taking responsibility for the Board's composition and development;
- ensuring proper and timely information for the Board;
- planning and conducting Board meetings effectively;
- getting all directors involved in the Board's work;
- ensuring the board focuses on its key tasks;
- engaging the Board in assessing and improving its performance;
- overseeing the induction and development of directors; and
- supporting the Marches LEP Chief Executive.

Recruitment of LEP Chair and Deputy Chair(s)

- The Private Sector LEP Chair will be recruited by open recruitment following a month-long consultation period to seek the views of the business community in the Marches on the role of the LEP Chair.
- 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 Private or Voluntary Sector 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 three years and cover for them when not available. At the end of three 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 once, 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. If neither the Chair nor Deputy Chair are present within 15 minutes of the time at which the meeting was due to start, the Board must elect one of themselves to chair the meeting.

Recruitment of Board Members

- Private and Voluntary sector Board members will be recruited by open recruitment which will include adverts in the local press and on the LEP and Local Authority websites.
- The Chair will set up a Board Member Appointments Panel which will comprise at least three Board members plus the Chair, and it will meet in February each year. This panel will review:
 - i. 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; and
 - ii. the diversity of the Board, including gender balance and the geographical representation;

This panel will also take account of any Board members who have indicated they wish to stand down in the coming year to manage succession planning and Board members rotation.

- This Appointments Panel will then make a recommendation to the next LEP Board meeting on a timetable for recruiting new Board members, the process through which 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 need to stand down and be replaced through the open recruitment process.

Co-opted Members

Where specific skills or abilities are required which are not available among existing Board Members, additional co-opted members may be appointed to the LEP Board. The Board will make the appointment, for 12 months unless there are exceptional circumstances. A maximum of five co-opted members with specialist knowledge can be appointed at any one time.

Once appointed, co-opted members will have full voting rights and will be required to attend all Board meetings. They will also be required to adhere to the standards that LEP Board Members need to adopt, for example, act in line with the Nolan Principles and declare any conflicts of interests. Co-opted members do not count in respect of overall board size.

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 and two Public 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 such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as may be determined by at least 50 per cent of the members present at that meeting.

Voting and Decisions

- All decisions shall be made with a consensus approach. Should a consensus not be reached, the general rule is that a majority decision would be taken by show of hands (either physical or virtual) or by written resolution. In both instances, in the event of a tie in votes, the Chair or Deputy Chair may have the casting vote.
- Only Board members, including co-opted members, are entitled to vote. If a Board member cannot attend (either virtually or in person), 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/advisers should leave the (virtual) room when voting takes place.
- If decisions are required by written resolution, where applicable, the CEO will arrange for members to be sent an email notification which identifies the following:
 - The date that responses are required by;
 - The name of the person making or putting forward the decision;
 - Details of the decision.

Two working days after the close of responses, the LEP CEO 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.
- On some occasions, and only on approval from the Chair, a unanimous decision may be required.

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 commission the production of 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 LEP through its Accountability and Assurance Framework published on the LEP website.

Confidentiality of Information

- Notwithstanding the requirements of GDPR and Freedom of Information Act, 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 of which would prejudice those consultations, negotiations, or legal proceedings;

d) Relate to commercially sensitive information around projects.

- 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 (the Code) 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.
- All LEP Board Members and LEP Officers are required to sign up to the Code. Signatures are kept on file. The Code is published on the Marches LEP website.

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 LEP 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 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 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 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 LEP Board, to support the decision;
- j) Base their views on matters before the 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 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 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 behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour 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 LEP members in respect of any of the matters disclosed in it, which will accordingly be disclosed to the LEP Board for this purpose.
- If a Board member subsequently becomes interested (directly or indirectly) in a transaction or arrangement with the 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, LEP Board members have a duty to avoid a situation whereby their personal or other interests and the interests of the 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 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 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 Interests will be placed on the LEP website 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 CEO.

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 CEO.

Review of this Document

- These Terms of Reference will be reviewed annually.

These Terms of Reference were last updated in July 2022.

Purpose of the LEP Operations Group

- The LEP Operations Group is responsible for supporting delivery of the programme of work of the Marches LEP Board in areas such as: strategy development, co-ordinating the management of the Strategic Economic Plan and the day-to-day administration of the Partnership including internal and external communications.

Roles and responsibilities

- Undertake day-to-day management of LEP business, working within the agreed Scheme of Delegation, and oversee the operational management arrangements put in place by the Marches LEP Board.
- Develop proposals for the LEP operating structure and any required reviews to put forward to the Marches LEP Board for agreement.
- Control all matters regarding the day-to-day administration of the LEP service, including taking and implementing decisions concerned with maintaining operational effectiveness or matters which fall within a policy decision taken by the LEP Board.
- Develop strategy proposals for consideration by the Marches LEP Board, including responsibility to ensure the wider engagement of businesses and stakeholders in the development process.
- Put in place arrangements to implement the overarching economic strategy and work programme (including The Marches Strategic Economic Plan, Local Industrial Strategy, Skills Plan, ESIF Strategy, Growth Deal Programmes and other required strategies produced by the LEP), any required Delivery, Monitoring and Evaluation Plans and Annual Reports and to update the LEP Board on the work of task-specific Project Groups, outlining progress and raising key issues.
- Day to day oversight of the delivery programme management arrangements put in place by the Marches LEP Board (includes provision of secretariat for the Performance, Risk & Monitoring Committee (LEP Team)). Working to the approved Scheme of Delegation, to undertake programme management of the Growth Deal, ESIF, Marches Investment Fund, Growth Hub and other relevant programmes and reporting regularly to the Marches LEP Board, including:
 - Ensuring projects are suitably managed within the accountability and assurance framework agreed by the Marches LEP Board and Section 151 Officer,
 - Agreeing targets against which programmes will be managed,
 - Holding delivery agents to account,
 - Monitoring the ability to deliver the objectives,
 - Identifying and actioning solutions to problems related to delivery of the programme.
- Oversee work to progress pipeline development projects.

- Determine strategic communications for all LEP programmes.
- Develop and submit formal responses on behalf of the Partnership to Government, EU or other relevant partners on policy documents, within deadline, working within the agreed Scheme of Delegation.
- Identify opportunities and planning to work in partnership with neighbouring LEPs where priorities are shared and could be best implemented jointly.
- Oversee delivery of the Annual LEP delivery plan, reporting to the Marches LEP Board, Performance Risk and Monitoring Committee, Ministry of Housing, Communities & Local Government, Department for Business, Energy & Industrial Strategy and other bodies as required on exceptions and key performance indicators agreed by the LEP Board and funders.

Membership of the Operations Group

	Name	Title	Organisation
	Sonia Roberts	LEP Chair	Landau
	Rachel Laver	LEP Chief Executive	Marches LEP
	James Walton	Section 151 Officer	Shropshire Council
LEP Executive	Kathryn Jones	Head of Partnerships & Strategy	Marches LEP
	Mark Schneider	Head of Business Development and Delivery	Marches LEP
	Ennis Vingoe	Executive Assistant	Marches LEP
LEP Board representative for Herefordshire	Frank Myers	LEP Board Member	MCP Systems Consultants Ltd
PR & Communications	Amy Bould	PR & Communications Lead	Be Bold Media Ltd
Hereford Enterprise Zone	Mark Pearce	Managing Director	Hereford Enterprise Zone
Council Directors/Heads of Service	Roger Allonby	Acting Service Director for Economy	Herefordshire Council
	Tracy Darke	Assistant Director Economy and Place	Shropshire Council
	Katherine Kynaston	Director Housing, Economy and Infrastructure	Shropshire Council

Operations Group Meetings

- In the event of absence, a named deputy may attend.
- Members and their nominated deputies comply with the [LEP Code of Conduct](#).
- Meetings take place every month if there is sufficient business.
- A draft agenda is circulated three days in advance and papers within two working days of the meeting.
- Papers are circulated electronically by email and actions shared with the Marches LEP Board.

These Terms of Reference were last updated on 8 July 2022 and will be reviewed again in July 2023.

Appendix 4 The Marches LEP Performance, Risk and Monitoring Committee Terms of Reference

Roles and Responsibilities:

A sub-group of the Marches LEP Board which operates under the following delegations and responsibilities from the Board.

Performance Monitoring:

- Monitoring the delivery, outputs and spend of the projects and programmes managed by the Marches LEP and agreeing changes to projects where the projects have already been approved by the Board, including reprofiling of funding and outputs.
- Making recommendations on courses of action if projects are delayed, underperforming and/or not spending to profile. The committee has the delegated power to approve changes to projects up to the value of £1m on projects already approved by the LEP Board. Changes above £1m will be considered by the committee with recommendations made to the Board and Section 151 officer for approval. Cancelling/ withdrawing funding from projects will remain within the remit of the Board.
- Approving projects full business cases where the Board has already given outline approval.
- Approving funding for new projects up to the value of £1m.
- Monitor the operating budgets of the LEP including the income streams and maintaining strategic oversight of all the Marches LEP led expenditure to ensure that it is appropriately spent and represents value for money.

Governance:

The Marches LEP is a Company Limited by Guarantee (Company No. 11822614) and the LEP Board is its ultimate decision-making authority. The Performance, Risk and Monitoring Committee (PRMC)'s accountabilities for Governance include:

- Monitoring the Marches LEP legal and statutory compliance e.g., data protection, health and safety, FOI, complaints, declarations of interest, gifts and hospitality.
- Ensuring the Marches LEP Corporate and Programme Risk Registers are reviewed regularly, any agreed mitigation actions are up to date and appropriate to maintain risks at an acceptable level and high level risks are brought to the attention of the Board with recommendations for action.
- Receiving regular independent internal audit reports and assurance checks, undertaken or commissioned by the Accountable Body or Government, to verify that the Marches LEP is operating effectively and within the terms of its agreed Accountability and Assurance Framework. If concerns are identified in any audits, making recommendations to the Board on the actions required to remedy any shortcomings identified within any such audit and who is responsible for

undertaking such actions.

- Dealing with Stage 2 complaints, as per The Marches LEP [Enquiries, Complaints and Confidential Complaints Policy](#).
- Appointing new LEP roles in the absence of a remuneration and appointments committee.
- Authorising the LEP Executive to bid for new funds up to £1m. Board approval is required for bid above this amount.

The PRMC:

- Is chaired by a private sector Marches LEP Board Member and comprises of three Board members, ensuring representation of each of the three local authority areas.
- Presents exception reports at Board meetings, in order for them to fulfil their monitoring programme finance and output metrics, including other essential information on individual project performance and risk management.

Meets between Board meetings. For voting purposes, a PRMC meeting is deemed quorate if at least two Board members (excluding any that have declared a conflict of interest are present and the accountable body s151 officer or deputy is present.

The Membership and Chairmanship of the PRMC and its TORs are reviewed on an annual basis by the Board.

PRMC Members receive meeting papers from the Secretariat and other supporting officers four working days before a meeting and minutes of the meetings are circulated within ten working days after every meeting. All papers will be published on the LEP website, except where they are commercially sensitive.

PRMC are open to the public who may attend as observers. Any member of the public wishing to attend a meeting must confirm in writing three days before the meeting. They should also submit any questions they wish to raise: jo.grivell@marcheslep.org.uk

Where matters are due to be discussed at the meeting which are commercially sensitive, these will be dealt with in Part B of a meeting and members of the public will be asked to leave the meeting.

Membership:

Role	Name	Job Title and Organisation
Chair	Sonia Roberts	Chair of the LEP
Vice Chair	Sara Williams	Board Member
	Frank Myers	Board Member

	Alex Green	Board Member
	Clare Fenton	Board Member
Supporting Officers	James Walton	Section 151 Officer, Shropshire Council
	Andrew Lovegrove	Section 151 Officer, Herefordshire Council
	Ken Clarke	Section 151 Officer, Telford & Wrekin Council
	Ben Jay	Deputy nominated by Section 151 Officer, Shropshire Council
	Karen Morris	Deputy nominated by Section 151 Officer, Herefordshire Council
	Dainy Runton	Deputy nominated by Section 151 Officer, Telford & Wrekin Council
	Rachel Laver	Marches LEP Chief Executive
	Mark Schneider	Head of Business Development and Delivery
	Kathryn Jones	Head of Partnerships and Strategy
	Jo Grivell	Marches LEP Office Administrator
	Vacancy	Marches LEP Project Officer
	Alex Collins	Assistant Director, Cities & Local Growth Unit

Updated March 2022 Version 3 was updated in January 2023 to reflect minor staff changes.

Appendix 5 The Marches Business Support Steering Group Terms of Reference

Roles and Responsibilities:

A sub-group of the Marches Local Enterprise Partnership (LEP) Board which will operate under the following delegations from the Board. The Group will be responsible for:

- Championing small and medium sized businesses across the Marches and shaping business support policy to meet local needs.
- Working collectively to design, develop and deliver business support projects to meet recognised strategic priorities where new funding opportunities become available.
- Working strategically to influence and inform the Government's proposed business support reform programme.
- Providing oversight of Marches Growth Hub (MGH) performance, including:
 - Monitoring implementation of activity plans and reviewing six-monthly Growth Hub progress reports against KPI's set by the Department for Business, Energy and Industrial Strategy (BEIS).
 - Monitoring six monthly expenditure to ensure it remains on profile, represents value for money and is spent in accordance with the funding agreement with BEIS and the Accountable Body Finance Section 151 (S151) Officer.
 - Monitoring legal compliance and risk and, where, appropriate, escalating issues to the LEP Board, via the LEP's Project Risk and Monitoring Committee.

Members must act in the interests of the Marches area and not in the interest of their sector or geographical area.

Democratic/Financial Accountability:

This sub-group will:

- Be a sub-group of the LEP Board and the Chair will present six monthly reports to the LEP Board, on business support priorities and Marches Growth Hub performance.
- The Chair will act as the LEP's Small Business Champion.
- Meet quarterly and will be deemed quorate if the Chair, at least 3 private sector representatives and one public sector representative attend the meetings. Attendance will be monitored, and it is expected that members make every effort to attend all meetings; repeated non-attendance may result in a request to step down from the group.
- The Chair and Membership will be reviewed every two years (please see Chair and Rotation of Membership below).
- Have a geographical/gender balance and representation of those with protected characteristics amongst its membership.

Membership

The Group should have up to fifteen members consisting of Private Sector members, Voluntary & Community Sector member and three local authority members representing the three Growth Hubs within the Marches Growth Hub partnership. Each member organisation is only permitted to nominate one named member for the term of office.

The current group comprises:

Sector	Name	Job Title and Organisation
Chair (Private Sector)	Dave Courteen	Managing Director - Mosaic Group, Marches LEP Small Business Champion
Business Board Representatives	Frank Myers MBE	Chair of Herefordshire Business Board, Director - MCP Systems Consultants Ltd
	TBC	Shropshire Economic Task Force
	Graham Guest	Telford Business Board Representative - Principal Telford College
Business and Professional Sector Representatives (minimum 2)	Elwyn Turner	Director, Dyke Yaxley
Shropshire Chamber of Commerce	Ruth Ross	Deputy Chief Executive
Herefordshire & Worcestershire Chamber of Commerce	Sharon Smith	Chief Executive Officer - Herefordshire & Worcestershire Chamber of Commerce
Federation of Small Businesses	Hollie Whittles	Federation of Small Businesses West Midlands Regional Chair, Director - Purple Frog Systems Ltd, Director - FraggieWorks
Skills Representative	Colin Preece	Executive Officer - Marches Skills Provider Network, Business Consultant - SBC Training
Access to Finance Representative	Paul Kalinauckas	Marches LEP Board – Access to Finance Champion, Midlands Engine Investment Fund Strategic Oversight Board Member
University of Wolverhampton	Richard Nicklin	Deputy Director, Business Engagement - University of Wolverhampton
Department for International Trade	John Wigley	Strategic Partnership Manager, Department for International Trade
Public Sector Representative	Kathy Mulholland	Inward Investment & Business Support Service Delivery Manager, Telford & Wrekin Council
	Vacancy	Economic Development Manager, Herefordshire Council
	Matt Potts	Head of Business Growth and Inward Investment, Shropshire Council
BEIS Local	Vacancy	Assistant Director, Cities & Local Growth Unit, Department for Business, Energy and Industrial Strategy
Marches LEP	Rachel Laver	CEO
	Mark Schneider	Head of Business Development and Delivery
	Stephanie Jones	Growth Hub Project Support Officer

Attendance at Meetings

Meetings will be attended by:

- Members as detailed in the table above.
- Where expert input is required for a discussion item, a suitable representative will be invited at the request of the Chair.
- If a member is incapacitated by illness or has been absent from meetings for more than four meetings in any twelve-month period, without the agreed consent of the Chair, the Group may resolve that the member has vacated the office.

Apologies for Absence

- Members who cannot attend a meeting should give their apologies to the Marches Growth Hub Programme Manager.
- Local Authority members who cannot attend a meeting may be represented by a named substitute from the Growth Hub or wider economic development team.

Agenda and Papers

- The Chair will be responsible for managing the size of the agenda for each meeting.
- In addition to oversight of Marches Growth Hub performance, it is anticipated that each meeting will cover discussions/briefings on a minimum of 2 of the following matters to be led by the following nominated members:
 - Access to Finance – Marches LEP A2F Champion
 - Impact of EU Exit on local SMEs – Chamber and FSB representatives
 - Impact of Covid-19 on local SMEs – Business Board representatives
 - International trade priorities – Department for International Trade
 - Business support products and services – Marches Growth Hub Programme Manager
 - BEIS business support reform programme – Marches LEP Head of Partnerships & Strategy
 - Marketing and Communications – Marches LEP PR and Marketing consultant.
- Papers for the meetings will be kept electronically and be made available to members at least five working days before the meeting.

Minutes

- Action oriented minutes of meetings will be drawn up and kept electronically.
- The names of the members present at a meeting shall be recorded in the minutes. If any other body or organisation attends the meeting, the name shall be recorded as being in attendance.
- The draft minutes shall be made available to 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 group shall be received as conclusive evidence of the facts stated therein and that the meeting had been duly convened and validly held.

- Approved minutes will be open to the public via the LEP and MGH websites.

Chair

- The Private Sector Group Chair, who will also act as the Marches LEP Small Business Champion, will be recruited by open and fair recruitment, which will include adverts on social media, in the local press and on the LEP and MGH websites.
- The Chair will be selected by an appointments panel, members of which will be agreed by the LEP.
- The Chair's initial appointment will be for two years. At the end of two years in office, the Chair can seek re-election by the group members. Election of the Chair shall be undertaken by vote. The Chair can seek re-election only once, so can serve a maximum of four years.
- The Chair shall preside over any meetings of the group. If the Chair is absent, the Marches Growth Hub Programme Manager will chair the meeting.

Recruitment of Members

- The representatives of the three Area Business Boards will be elected by their own Business Board Chair. They can serve on the group for a maximum of two years.
- Other members will be invited by the Chair to join the group.
- The Chair and the LEP will review:
 - the experience and knowledge in the existing group members and whether this addresses the needs of the group.
 - the diversity of the group, including gender balance and the geographical representation.
- The Chair and the LEP will also take account of any members who have indicated they wish to stand down in the coming year to manage succession planning and members' rotation.

Rotation of Members

The initial term of office for members is two years. At the end of their two-year office, the Chair, in consultation with the LEP, may re-invite members to serve a further two years. They can serve a maximum of four years on the group.

Members' Conduct

Members of this Group are expected to act in accordance with The Seven Principles of Public Life (known as the Nolan Principles), as defined by the Committee for Standards in Public Life. They are:

- **Selflessness:** Holders of public office should act solely in terms of the public interest.
- **Integrity:** Holders of public office must avoid placing themselves under any obligation to people or organizations 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.
- **Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability:** Holders of public office are accountable to the public for their decisions and actions and must submit themselves the scrutiny necessary to ensure this.

- **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.
- **Honesty:** Holders of public office should be truthful.
- **Leadership:** Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

Declarations of Interest

Other than local authority group members, members have a duty to declare their interests (direct or indirect) in transactions or arrangements involving the Marches or this Group in the Register of Interests. The information gathered is intended to constitute a standing declaration of interests by members in respect of any of the matters disclosed in it, which will accordingly be disclosed to the Chair for this purpose. LEP Board members complete this form as part of their LEP Board membership.

If a member subsequently becomes interested (directly or indirectly) in a transaction or arrangement with the LEP or this Group, 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 Chair either prior to the proposed transaction being entered, or as soon as practicable thereafter.

A declaration of interest is also required at the beginning of each meeting by any Member who has an interest in any item on the agenda on which a decision will be made.

Members' Conflicts of Interest

In addition to the duty to declare interests in actual or proposed transactions, members have a duty to avoid a situation whereby their personal or other interests and the interests of the LEP or this Group 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 is also a member of another LEP Group 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 LEP must therefore take steps to seek the authorisation of the Group for such conflict.

The information collected will be placed into a register which the 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 Interests will not be placed on the LEP website and will not be open to inspection. Group members will be asked to review and update as necessary their interests on an annual basis.

Review of this Document

These Terms of Reference will be reviewed annually.

These Terms of Reference were last updated on in January 2023 with minor meeting attendee changes.

Appendix 6 The Marches Skills Advisory Panel Terms of Reference

These Terms of Reference have been reviewed in anticipation of the introduction of Employer Representative Bodies and Local Skills Improvement Plans. They detail the structure and responsibilities of the Marches LEP Skills Advisory Panel until such time as its future role is defined and clarified.

Roles and Responsibilities:

A sub-group of the LEP Board which will operate under the following delegations from the Board and will be responsible for providing well-evidenced, robust advice to influence investment and strategic decisions for addressing local skills challenges and ultimately drive change for the Marches region by:

- Commissioning robust and authoritative evidence-based skills and labour market analysis which clearly identifies existing local skills and employment challenges and identifies key areas of future needs relating to projected local employment growth areas.
- Building an understanding of the local area across a range of partners including employers (SME and larger employers from across the private and public sectors), all types of training and education providers and other key partners (including the community & voluntary sector) to agree shared approaches to addressing the challenges the analysis has identified.
- Supporting the designated Employer Representative Body (ERB), once established in accordance with the provisions of the Skills and Post-16 Education Act 2022, to inform, produce and implement a Local Skills Implementation Plan (LSIP).
- Ensuring the Marches Local Skills Report takes forward the priorities of the Strategic Economic Plan (SEP) and reflects the skills needs of employers in the Marches, in particular for its priority sectors.
- Presenting labour market analysis at board level and sharing it with the wider employer and provider communities to ensure that their perspective on the labour market and employment and skills system is reflected in the priorities the board takes forward.
- Acting as co-ordinator of local skills providers by fostering co-operation between providers across a representative body of provision and actively working with a range of local providers (Further Education, Higher Education and independent) to plan for how the skills needs are to be met.
- Raising the profile of technical and vocational pathways at all levels with local employers and providers and having oversight of apprenticeship and T Level activity across the Marches.
- Working closely with careers advisory services (National Careers Service and Careers & Enterprise Company) to ensure that learners are informed about potential career routes within the local area, and that all careers information and guidance is informed by up-to-date local labour market information.
- Sharing analysis and best practice, as widely and transparently as possible, with central government and other Skills Advisory Panels to learn from each other and tackle wider skills challenges.
- To provide a robust evidence base to shape prioritisation for funding when funds become available in line with the LEP Accountability and Assurance Framework.
- Joint monitoring and scrutiny of ESF funded projects.
- On behalf of the LEP, attend skills events and workshops and support employer engagement events.
- To receive regular reports on the work and the activities of the Growth Hub, in particular the levels of skills support enquiries and providing feedback on the content of skills support on the Growth Hub website.
- To encourage usage of the Growth Hub by employers for training provision and the ongoing development of the Skills Portal.

Democratic/Financial Accountability:

This sub-group will:

- Present reports as required at LEP Board meetings.

- The Membership and Chair of the sub-group and its Terms of Reference will be reviewed every two years by the LEP Board (see details of Membership below).
- The board will meet 4 times per year, or more frequently with agreement of the Chair. Meetings will be deemed quorate if at least 3 non-Board members are in attendance. Attendance will be monitored, and it is expected that Panel members make every effort to attend all Panel meetings. Repeated non-attendance may result in a request to step down from the panel.
- Have a geographical balance to its membership.

Administration and Operation:

- Action points will be circulated 10 working days after every meeting.
- Agenda and papers for the next meeting will be circulated 4 working days before the meeting is scheduled to take place.
- SAP Members will receive updates from Skills Advisory Panel sub-groups and key stakeholders.
- Members must declare an interest in any agenda items at the start of each meeting and not participate in discussions about either the development of project call specifications that are limited to scope/relate to a project in which they have an interest; or outline and full applications that have been submitted by them or organisations for which they work/by whom that are employed/that they own/that they represent.
- Members will be required to register any organisational and/or personal interests of his or her own or immediate family which might be seen as creating a possible conflict of interest with their position on the Skills Advisory Panel with regard to the functions set out in the Terms of Reference for the Skills Advisory Panel. Each panel member will be required to complete and sign a LEP Register of Interests form before joining the panel; these details will be retained by the LEP Secretariat and be logged on the LEP Register of Interests.
- All panel members must act in accordance with the “Seven Principles of Public Life” known as the [Nolan Principles](#).

Membership:

- The chair of the Skills Advisory Panel will be a member of the Marches LEP Board to ensure that the panel's advice is reflected in strategic board discussions. There is an expectation that the arrangements for the chair's term will be in line with the arrangements for those of the Marches LEP Board's chair and tenure will be for a period of 2 years.
- The deputy chair will be a non-provider member of the business community. The arrangements for the deputy chair's term will be in line with those for the Marches LEP Board's private sector members.
- The Skills Advisory Panel should reflect the needs of the local area in terms of its size and membership. However, DfE would normally expect the Skills Advisory Panel to have between 15 and 20 members depending on local circumstances, including those with specialist knowledge (such as analytical and financial experts).
- Each member organisation is only permitted to nominate one named member for the term of office.
- Substitute members are not permitted unless they are nominated by their organisation to be the replacement named member for the duration of the current term of office.

MARCHES SAP MEMBERSHIP – JUL 22		
CHAIR		
Graham Guest	Telford College/Marches LEP Board	Chair
HIGHER EDUCATION		
Paul Johnson	University Centre Shrewsbury	
Clare Keegan	Harper Adams University	
Gary Wood	NMITE	
Ray Flynn	University of Wolverhampton	
FURTHER EDUCATION		
Andrew Smith	Derwen College	
James Staniforth	Shrewsbury Colleges Group	

David Williams	Herefordshire, Ludlow & North Shropshire College	
INDEPENDENT TRAINING PROVIDERS		
Clair Schafer	Marches Skills Provider Network	
DEPARTMENT FOR WORK & PENSIONS (DWP)		
Charlie Lloyd	DWP (Mercia)	
LOCAL AUTHORITY SKILLS LEADS		
Alexia Heath	Herefordshire Council	
Sue Marston	Telford & Wrekin Council	
Janine Vernon	Shropshire Council	
VOLUNTARY & COMMUNITY SECTOR		
Sonia Roberts	Chair of Community & Voluntary Sector Group	Chair of LEP Board
BUSINESS REPRESENTATION		
To serve a 2-year term unless otherwise agreed. SAP Deputy Chair to be nominated from this sector but must be a non-training provider business		
Dave Courteen	Shropshire Business Board	
Debbie Gittoes	Herefordshire Business Board	
Richard Nuttall	Telford Business Board	
Tbc	Federation of Small Businesses	
Robert Elliot	Herefordshire & Worcestershire Chamber of Commerce	
Richard Sheehan	Shropshire Chamber of Commerce	
Trevor Oakley	CITB	
Tbc	Sector representatives	
MARCHES LEP		
Rachel Laver	CEO	
Kathryn Jones	Head of Partnerships & Strategy	
Gary Blackburn	Project Officer	
OTHER ATTENDEES		
Black Country Consortium representative	Data analyst support providing insight into skills and labour market analysis and updating core indicators for DfE.	
Alex Collins	City and Local Growth Unit	

*These TORs are updated biannually; they were last reviewed in July 2022.
The membership table was last updated in January 2023.*

Appendix 7 Hereford Enterprise Zone

Landowner members.

The Goodwin Trust and anybody or individual who holds freehold title to property within the Enterprise Zone from time to time is eligible to be admitted to the Company as a Landowner Member by the Landowner Board.

Stakeholder members.

A body or individual which the Executive Board considers having a vested interest in the Enterprise Zone is eligible to be admitted to the Company as a Stakeholder Member by the Executive Board Bodies which the Executive Board may, in its absolute discretion, consider admitting as a Stakeholder member include:

- a) Any local enterprise partnership which represents or is associated with the Enterprise Zone,
- b) Any local authority in addition to Herefordshire Council which is represented by any local enterprise partnership which is a Stakeholder Members,
- c) Any business board or business consortium which represents businesses within the reasonable local geography of the Enterprise Zone,
- d) Any government agency including but not limited to DCLG, and
- e) Such other bodies or individuals as are agreed from time to time to be admitted to the Company as Stakeholder Members by the Executive Board.

Associate members.

A body or individual which the Executive Board considers may be beneficial to the furtherance of the Company's objects but which many not have a direct interest in the Enterprise Zone is eligible to be admitted to the Company as an Associate Member by the Executive Board.

The purpose of the Landowner Board is:

- 1) To resolve any undecided matter,
- 2) To resolve any matter which cannot be agreed upon by the member board, and
- 3) To approve any exceptional matter.

The purpose of the Member Board is:

- 1) To meet approximately every four months to receive the reports and updates of the executive board from the Chairman on the Company's Day to day business, and
- 2) To provide an official forum at which the members can discuss the business of the company and give feedback and comments to the executive board.

This text is an extract from the Articles of Association which can be found via this link:

<https://beta.companieshouse.gov.uk/company/08584242/filing-history>

Members of the Hereford Enterprise Zone Limited

Landowner Members

- Herefordshire Council
- Goodwin Trust
- JS Bloor (Tewkesbury Ltd)
- Such other bodies or individuals who hold registered freehold title to property within the Enterprise Zone from time to time **and** are agreed to be admitted by the Landowner Board (Acting by majority)

Stakeholder Members

- Marches LEP
- Herefordshire Business Board
- Borough of Telford & Wrekin
- Such other bodies or individuals as are agreed to be admitted by the Executive Board (Acting by majority) from time to time
- (Homes Communities Agency)

Associate Members

- UK Trade and Investment
- Such other bodies or individuals as are agreed to be admitted by the Executive Board (Acting by majority) from time to time

Hereford Enterprise Zone Limited

Hereford Enterprise Zone Members Board

Organisation/position	Current member
Independent Private Sector	Andrew Manning Cox (Chair)
Herefordshire Business Community	Charles Ingleby (Vice Chair)
Herefordshire Business Community	Neil Kerr
Herefordshire Business Community	Sharon Smith
Goodwin Trust	Tracey Goodwin
Herefordshire Business Community	Kerry Diamond
Herefordshire Business Community	Vacancy
Herefordshire Council – Lead Councillor for the Enterprise Zone	David Hitchiner
Herefordshire Council – Senior Officer for Economic Development and Enterprise Zone	Paul Walker
Herefordshire Council – Senior Officer with responsibility for Finance	tbc
Shropshire Business Community/LEP representative	tbc
Shropshire Council – Director of Place & Enterprise	tbc
Telford & Wrekin Business Community/LEP representative	tbc
Telford & Wrekin Council	Katherine Kynaston

Hereford Enterprise Zone Executive Board

Organisation/position	Current member
Independent Private Sector	Andrew Manning Cox (Chair)
Herefordshire Business Community	Charles Ingleby (Vice Chair)
Herefordshire Business Community	Neil Kerr
Herefordshire Business Community	Sharon Smith
Goodwin Trust	Tracey Goodwin
Herefordshire Business Community	Kerry Diamond
Herefordshire Business Community	Scott Kean
Herefordshire Council – Lead Councillor for the Enterprise Zone	David Hitchiner
Herefordshire Council – Senior Officer for Economic Development and Enterprise Zone	tbc
Enterprise Zone Managing Director	Mark Pearce

These terms of reference were last updated in April 2021.

Appendix 8 The Marches European Structural Investment Funds (ESIF) Committee

ESIF Committee Membership

Position	No. of Places	Name of Applicant	Organisation	Sector
Business Partner (3 in total)	1	Vacant	Herefordshire Business Board	Private
	1	Vacant	Telford Business Board	Private
	1	Vacant	Shropshire Business Board	Private
Higher Education	1	Liz Fury	Harper Adams	Public
Local Authority	1	Cllr Lee Carter	Telford & Wrekin Council	Public
	1	Cllr Cecilia Motley	Shropshire Council	Public
	1	Cllr Roger Phillips (Chair)	Herefordshire Council	Public
LEP Board	1	Rachel Laver	LEP Board	Public
Rural	1	Clare Greener	NFU	Private
Education & Skills	1	Clair Schafer	SBC	Private
Environment	1	Andy Whyte	Local Nature Partnership	Public
VCSE Equalities	1	Sonia Roberts	Landau Ltd	Voluntary
VCSE Social Enterprise	1	Vacant	The Furniture Scheme	Voluntary
Trade Union	1	David Stevens	Unison	Public
Total seats	14			
Government Department	No. of Places	Name of Applicant Selected	Organisation	Sector
DEFRA	1	Jo Jury	EAFRD – Managing Authority	Public
BEIS	1	Michelle Nutt	BEIS Local West Midlands	Public
DWP	1	Claire McGuire	SFA	Public
DCLG	1	Elaine Priest (Deputy Chair)	DCLG – Managing Authority	Public
Total seats	4			
Overall Total	18			

The future for this group is under review as the ESIF programme comes to an end. Accordingly, these Terms of Reference will be reviewed in due course. As of September 2022 the ESIF Committee still exists although not active, it can be called upon as and when needed.

Marches European Structural Investment Fund (ESIF) Local Management Committee Structure

The Marches Local Transport Board (LTB)

Key Objectives:

- a) Ensure that value for money is achieved regarding the devolved local authority major scheme funding;
- b) Identify a prioritised list of investments within the available budget;
- c) Make decisions on individual scheme approval, investment decision making and release of funding, including scrutiny of individual scheme business cases;
- d) Monitor progress of scheme delivery and spend;
- e) Actively manage the devolved budget and programme to respond to changes in circumstances (for example scheme slippage, scheme alteration or cost increases);
- f) Engage government in dialogue to ensure resource is maximised and additional funding streams are coordinated; and
- g) Fully participate in the development of strategic cross boundary schemes.

Technical Officers Group (TOG)

Supports the delivery of the LTB key objectives providing a gateway for challenge of major schemes and transport policy and makes recommendations to the LTB via reporting mechanism. Further provides a technical resource pool to assist with the delivery of The Marches LEP's Strategy for Growth.

Scheme Evaluation Sub Group

Headline remit:

- Undertakes the recruitment/appointment of the Independent Technical Evaluator.
- Provides a reference group for the management of the assessment process including provision of technical guidance and advice to the scheme promoter and ITE.

Transport for the Marches LEP Growth Agenda Sub Group

Headline remit:

- Liaises with The Marches LEP regarding economic growth issues and formulates transport proposals/solutions (through an evidence base) to deliver The Marches LEP Strategy for Growth.

The Marches Rail Sub Group

Headline remit:

- Identifies rail issues and formulates proposals/solutions (through an evidence base) to deliver The Marches LEP Strategy for Growth.
- Represents the interests and priorities of The Marches LTB at the West Midlands Regional Rail Group.

Purpose

The Transport Officers Group (TOG) was established to deliver the transport priorities that are needed to support the economic and transport objectives of the Marches Local Enterprise Partnership (LEP) area. The Group commissions a number of reports making transport recommendations, works with operators and with scheme promoters and lobbies for improvements and funding for investment in the transport network in the Marches and Mid-Wales.

Roles and Responsibilities:

A sub-group of the Marches LEP Board (the Board) which operates under the following delegations from the Board and is responsible for:

1. Advising the Board on transport investment to support the delivery of the Marches LEP (the LEP)'s Strategic Economic Plan. Ensuring that transport investment programmes, including those for active modes, are closely aligned with the wider policy objectives of both the Local and National Transport Authorities and LEP's strategic priorities including economic growth, carbon reduction and social inclusion.
2. Providing guidance to the Board on the development of transport programmes for all modes of transport.
3. Building a strong evidence base for transport investment to support and enable delivery of the strategic priorities of the LEP.
4. Create and keep up to date, a prioritised action plan for interventions across the Marches area, and across the Welsh border into the Mid Wales area, recognising the similarity of issues and continuity of travel across the border
5. Supporting the Board to lobby for inclusion of Marches strategic priority schemes within the Highways England Road Investment Strategy 2020-2025, Network Rail's Strategic Business Plan 2020-2025, Midlands Connect Investment Plans and other strategies and initiatives.
6. Advising the Board on opportunities to secure funds to deliver transport projects which realise our strategic priorities, including those delivered through investment in active modes.
7. Shaping the LEP response to National and Regional consultations on transport projects, policies and programmes.
8. Including partner organisations including Department for Transport (DfT), Welsh Government, Highways England, the Growing Mid Wales Partnership, Midlands Connect, Transport for Wales and the Environment Agency in all meetings and discussions in order to facilitate good working relationships, understanding of pressures and priorities, and the development of cross border strategies and interventions.
9. Recommend the appointment, as required, of specialist consultants, to assist the Board in additional work where needed.
10. Discussing and agreeing on a LEP wide response to high profile schemes or issues, based on best available evidence, technical knowledge and economic growth priorities.

Democratic and/or financial accountability:

1. The TOG is a sub group of the Board and is expected to present exception reports at the Board meetings, at least twice a year. Reports should include information on projects spend and outputs, updates on strategy development and potential funding streams.
2. The TOG will meet bi-monthly. If a member is incapacitated by illness or has been absent from meetings for more than four meetings in any twelve-month period, without the agreed consent of the Chair, the Group may resolve that the member has vacated the office.
3. The Membership of the TOG will be reviewed every two years.
4. As much as possible, the TOG shall have a geographical/gender balance and representation of those with protected characteristics amongst its membership.
5. The Chair shall be elected by the TOG and shall be drawn from the Marches area, i.e., from Herefordshire Council, Shropshire Council, Telford & Wrekin Council, or the LEP.
6. The Chair's initial appointment will be for one year.
7. The Chair shall preside over any meetings of the group. If the Chair is absent, a nominated alternative will chair the meeting.
8. Provision of secretarial support and the TOG's Terms of Reference (TORs) will be reviewed at least every two years.
9. TOG members are expected to contribute to the development of agendas for meetings; agendas and papers are circulated 4 days before meetings, draft minutes are circulated within 5 working days of meetings
10. All TOG members must act in accordance with the "Seven Principles of Public Life" known as the Nolan Principles and declare any possible conflict of interest.
11. Meetings will be held in a round table format, with a Chair following the agenda circulated.
12. Information and resources will be shared by email. A list of contacts will be maintained by the secretariat.
13. From time-to-time non-members can be invited to the meeting or may request to attend. This may be to present on a particular transport scheme of interest to the group or to update the group on policy issues. The invitation of a non-member will need the discussion and agreement at the TOG meeting prior to invitation.

Supporting Strategic Project Development & Delivery:

1. The TOG promotes strong ongoing dialogue with partners such as Network Rail, West Midlands Rail and Sustrans, enabling forward planning for the work programme to be undertaken within a mutual understanding of one another's priorities and forthcoming opportunities
2. Provides a forum of mutual support and guidance, for sharing best practice concerning the development and delivery of Growth Deal and other transport projects, and for strengthening transport scheme business case development, ensuring the application of the assurance framework in relation to appraisal against agreed objectives, deliverability and value for money criteria, in support of the project prioritisation process.
3. Ensures the work of the TOG follows sound transport planning principles including those assessment and appraisal processes set out in WebTag and Weltag guidance.
4. Seeks and considers the views of relevant stakeholders as required in developing transport-related policies on behalf of the LEP.

Membership:

The organisations named in the table below are able to provide substitutes from time to time as required, if the named officers are not available. Meetings will be deemed quorate if there is a

representative from each of the 3 Local Authorities, Growing Mid Wales Partnership and Midlands Connect are in attendance.

Delivery partner/project promoters	Matt Johnson (Chair)	Shropshire Council
	Andy Moreton (alternative)	Shropshire Council
	Victoria Hammond	Herefordshire Council
	Geoff Pickford (interim alternative)	Herefordshire Council
	Heather Bolton	Telford & Wrekin Council
	Matt Powell (alternative)	Telford & Wrekin Council
LEP	Rachel Laver	Marches LEP
	Mark Schneider (alternative)	Marches LEP
Partners (as required)	Ann Elias	Growing Mid Wales Partnership
	Neil Hanson	National Highways
	Sarah Spink	Midlands Connect
	Lois Park	Transport for Wales
	Nichole Sarra (alternative)	Transport for Wales
	Lee Sambrook	Department for Transport
	James Jackson	Network Rail
	Toby Rackliff	WMRE
	James Healey	Welsh Government
Supporting officers	TBC (Secretariat)	Marches LEP

Agreed at the TOG meeting on 4 August 2022. These TORs will be next reviewed in August 2023.

1. Membership

- 1.1. Composition of the Telford Land Deal Board will be:

MEMBERS OF THE BOARD
**Development Director (HE)
*Cabinet Member for Neighbourhood Services, Regeneration and the High Street (TWC)
Chair of the Marches Local Enterprise Partnership (LEP)
OFFICIAL OBSERVERS
Deputy Leader and Cabinet Member for Housing, Enforcement and Transport (TWC)
Private Sector Chair of Telford Business Board (TBB)
Senior Development Manager (HE)
OFFICERS
Chief Executive of Telford & Wrekin Council
Chief Financial Officer/S151 Officer (TWC)
Director for Prosperity & Investment (TWC)
Solicitor for TWC

***Chair**

**Allert Riepma acting on behalf of outgoing Homes England Development Director pending appointment of new Director (with effect from 1st April 2022).

- 1.2. Only members of the Board and official observers will have the right to attend. However, other individuals may be invited to any meeting as and when appropriate.
- 1.3. Voting Members may nominate a relevant substitute if they are unavailable to attend a meeting. It is anticipated that this will be the relevant official observer. In the case of TWC, if the Deputy Leader and Cabinet Member for Housing, Enforcement and Transport is also unavailable another Council Cabinet Member may be substituted.
- 1.4. The quorum for any meeting shall be 3 voting members of the Board i.e. one voting member from HE, TWC and the LEP (or their substitutes). If the required quorum is not achieved within half an hour of the meeting commencing it shall be adjourned to a time when a quorum is likely to be achieved.
- 1.5. The composition and terms of reference of the Board will be reviewed by the Board every 12 months or as appropriate if more frequently.
- 1.6. The Board will be chaired by the Cabinet Member for Neighbourhood Services, Regeneration and the High Street. If the Chair is not present at any of the meetings of the Board then his substitute shall chair the meeting.
- 1.7. The Board will have specific responsibility for the following:-

- Approving and overseeing the implementation of the Investment and Disposal Plan (IDP) (each IDP shall be a rolling three year plan) to ensure the delivery of the outcomes and outputs of the Telford Land Deal.
- Providing advice and guidance to the Land Deal Project Team to ensure the objectives of the TLD as laid out in the Funding and Cooperation Agreement (FCA) are met.
- Unlocking barriers to delivery including determining proposals by the Land Deal Project Team to streamline processes lead by HE and/or TWC as set out in the OMA maintaining an approach that avoids delay and minimises approval stages.
- Determining opportunities for third party funding to be invested into the delivery of the TLD and the application of national HE programmes in relation to land within the TLD.
- Approving the disposal of all sites identified in the IDP with an individual site market value within the delegated authority of the HE Development Director, noting that this is a decision for the Development Director alone which is being taken in the forum of the Board and which voting of the Board cannot overrule, it should be noted that the Development Director's delegation for open market site disposals with supporting franking valuation is £5million. For the disposal of sites identified in the IDP with an individual market valuation above the Development Directors £5million delegation the Board will make recommendations to HE and/or DLUHC, dependent upon the value, for final approval..
- Consider proposals for expenditure of the £2m 'constrained sites' pot on identified sites, monitoring investment and recommending to MHCLG proposals for use of the pot in the event it is not required to bring forward 'constrained sites' e.g. because in view of the Board the business case is not sufficiently strong and/or spend is not required to bring sites forward.
- Consider implications and opportunities for the Land Deal of inclusion of sites in the Deal, within new Government programmes and make recommendations on the inclusion or not of sites on basis of impact on the overall Programme.
- Monitoring and ensuring compliance of all parties with the OMA.
- Monitoring and ensuring compliance with and performance against the IDP.
- Receiving quarterly financial updates regarding the programme and considering 6 monthly Status Reports to be submitted to DLUHC.
- Approving and monitoring delivery of schemes in receipt of local profit share by both TWC and the Marches LEP in line with the Assurance Framework.
- Agreeing any changes to the IDP if needed part way through delivery and noting minor changes which can be implemented without approval by the board.
- General guidance and strategic direction to the team delivering the Telford Land Deal

2.0 Support

- 2.1 An officer of the Council shall act as administrator for the Board. The officer will take minutes of the meeting and circulate them in draft to the Members of the Board within 2 weeks of the meeting. Minutes will be approved at the following meeting and for audit purposes will be uploaded by HE onto HE's internal meetings approval system
- 2.2 Papers will be sent electronically to the Board members a minimum of 3 working days before each meeting. TWC will explore the potential to use a portal/e team site going forward for papers and information relating to the Board accessible to Board Members.

3.0 Frequency of Meetings

- 3.1 The Board shall meet monthly at the outset of the Land Deal to ensure smooth introduction of the Land Deal and minimise delay in determining decisions on land disposals. The Board will review frequency of meeting and may vary this by agreement of the Board where appropriate including undertaking business virtually.

4.0 Decision Making

- 4.1 Only voting members or, in their absence, their substitute, shall be entitled to vote in relation to any decision or recommendation to be made. Official observers identified in 1.1 shall be entitled to attend each meeting and participate fully in the meeting and discussions but shall not be entitled to vote and their attendance shall not count towards the quorum of the meeting.
- 4.2 All decisions will be made with a consensus approach. Should a consensus not be achieved, a vote will be taken, except in cases of land disposals where the HE's Development Director is using his/her delegated authority and his/her decision will be final. It will be at the Chair's discretion as to whether non-voting attendees must leave the room whilst a vote is taken. There will be no casting vote.
- 4.3 In order to allow the Board to process its business in an efficient manner the Board can progress its business by using a written procedure. This shall be used where a timely decision is required but the quorum of voting Board Members are not available to meet or where information is only made available at the Board, but a decision is required before the next scheduled Board Meeting. Full details will be made available to Members of the Board who are to be involved in the decision. If a decision is required the same rules will apply as for decisions taken in a meeting. A record of the decision will be circulated within 5 working days following the decision.
- 4.4 The Board may choose to delegate specific functions or responsibilities to other groups or individuals. However, the Board will retain ultimate responsibility for any function which it delegates.
- 4.5 If any Land Deal partner purchases a Land Deal site, due process will be followed by way of a G3 report detailing the principle of sale and presented to Board for approval. A G4 report will follow detailing an independent validation of the purchase terms.

5.0 Conduct

- 5.1 The conduct section of these terms of reference has been included and 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. It should also be noted that in relation to official observers and any other invited attendees the provisions of these terms of reference relating to Conduct apply in full and any attendees will be provided with a copy of the terms of reference prior to the meeting and will be asked to confirm their acceptance prior to the meeting or part of the meeting commencing.

- 5.2 The provisions of the Code are detailed below and apply equally to each and every member of the Board and any other attendees or observers this includes when they are acting as members of a committee or group established by the Board;
- 5.3 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:

- Support the aims and objectives of the Telford Land Deal Board and promote the interests of the Board within their organisation and/or business community.
- Work co-operatively with other Board Members and officers in the best interests of the Board.
- Actively support equal opportunities in the work of the Board.
- Act honestly, diligently and in good faith, noting that to do so may require taking professional advice.
- Resist any temptation or outside pressure to use the position of Board Member to benefit themselves or other individuals or agencies.
- Not accept offers of money, gifts or hospitality as an inducement or reward for anything you do as a member of the Board.
- Avoid putting themselves in a position where there is a conflict (actual or potential) between their personal interests and those of the Board (See Board members' conflicts of interest below).
- Acknowledge that differences of opinion may arise in discussion but once a decision has been made by the Board to support the decision.
- Base their views on matters before the Board on an honest assessment of the available facts, unbiased by partisan or representative views.
- 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 Board.
- Give priority, as far as practicable, to attendance at Board meetings

Confidentiality

- Respect the confidentiality of items of business which the Board decides should remain confidential. This is critical due to the commercial nature of items that are likely to be discussed.
- Honour the obligations on all members not to reveal to third parties the views expressed at meetings.

Board Members' Conduct

- 5.4 All business of the Board will be conducted in accordance with the Nolan Principles of Public Life, as defined by the Committee for Standards in Public Life. They are:

1. **Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, any business interests they have, their family, or their friends.
2. **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
3. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holders of public office should make choices on merits.
4. **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

Declarations of Interest

- 5.5 Board Members have a duty to declare their interests (direct or indirect) in transactions or arrangements involving the Telford Land Deal in addition to the duty to declare any interests in matters to be discussed at any Board Meeting.
- 5.6 If a Board Member subsequently becomes interested (directly or indirectly) in a transaction or arrangement with the Telford Land Deal, and the nature of that interest has not been disclosed, 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 into, or as soon as practicable thereafter.

Board Members' conflicts of interests

- 5.7 In addition to the duty to declare interests in actual or proposed transactions, Board Members have a duty to avoid a situation whereby their personal or other interests and the interests of the Telford Land Deal conflict, or have the potential to conflict, unless such conflict or potential conflict of interest is authorised by the other Members.
- 5.8 Members whose personal or other interests conflict with those of the Telford Land Deal must therefore take steps to seek the authorisation of the Board for such conflict.

6.0 Approvals

Approved by the Board on 1st April 2022

1. Role/Purpose

The role of Marches Energy Strategy Steering Group is to provide ongoing development, strategic direction and oversee the delivery of the Marches Energy Strategy Implementation Plan.

The Group sets out to:

- Lead the transition to a flexible, clean and affordable energy system in the Marches.

The Group will do this by:

- Developing and monitoring progress of the Marches Energy Strategy.
- Promoting the inclusion of energy provision within other local policy areas.
- Regularly reporting progress towards targets set out in the Energy Strategy to the Marches LEP Board.
- Promoting integrated delivery and partnership working on the focus areas.
- Promoting innovation in the energy sector.
- Ensuring that energy investment is closely aligned with the wider policy objectives of both the Local Authorities and LEP's strategic priorities.
- Advising on energy infrastructure investment to support the delivery of the Marches Energy Strategy.
- Building a strong evidence base for energy infrastructure investment that will have a positive impact on the strategic priorities of the Marches LEP.
- Seeking opportunities to secure funding to deliver energy projects that realise strategic partner's priorities.
- Managing the delivery of the Marches Energy Fund in partnership with PMRC
- Working with key partner organisations including BEIS, Midlands Net Zero Hub, local authorities, energy network operators, community energy groups in order to facilitate good working relationships, understanding of pressures and priorities.

2. Term

These Terms of Reference are effective from 15th June 2021 and will be reviewed every 12 months. These TORs were last updated June 2022.

3. Membership

The role of the Steering Group is to oversee the delivery of Marches Energy Strategy and Implementation Plan. This will include monitoring progress against all identified actions. Membership of the Steering Group is voluntary, and no travel expenses are covered. The Marches Energy Strategy Steering group will comprise:

Name	Representing
Voting members	
Richard Vaughan	Herefordshire Council (Chair)
Gordon Coppock	Herefordshire Green Network (LEP Energy Champion)
Mark Thompson	Telford Business Board representative (Vice Chair)
Adrian Cooper	Shropshire Council
Ben Godfrey	Western Power Distribution
Tony Green	Shropshire Green Xchange
Rachel Laver	Marches LEP
Simon MacVicker	Shropshire Business Board representative
Fay Morris	Scottish Power Energy Networks (Manweb)
Simon Ross	Marches Energy Agency – Community Energy representative
Robert Saunders	Telford & Wrekin Climate Change Board
Nicole Kenny	Cadent
Gareth Williams	Herefordshire Business Board representative
Ian Wykes	Telford and Wrekin Council
Non-voting members	
Tim Yair	Midlands Energy Hub Project Officer

Each organisation has one vote.

Additional members can be co-opted as required but will not have a vote.

4. Energy Champion

In order to strengthen its support of the Marches Energy Strategy, the LEP Board resolved that an Energy Champion should be appointed to sit with full voting rights as a co-opted member of the LEP Board. Recognising the specialist skills and knowledge that were required, it was agreed that the co-opted member should be drawn from the Energy Strategy Steering Group.

The LEP has agreed the remit of the Energy Champion's role will include:

- Driving a strategic approach to the delivery of the LEP's Energy Action Plan and opportunities associated with climate change.
- Supporting the implementation of The Marches Energy Strategy by providing a direct link between the LEP Board and The Marches Energy Strategy Steering Group.
- Helping to ensure that LEP Board decisions have included a consideration of the energy and carbon impacts.

- Working with the LEP Board to ensure that The Marches Energy Strategy is integral to the development of other LEP strategies, including the Local Industrial Strategy.
- Liaising with other LEP Board Members and staff, including the Midlands Energy Hub's Regional Senior Energy Project Officer, on a range of energy issues.

As this is seen as a critical role, the LEP will also appoint a reserve to ensure that Energy is considered in all decisions made by the LEP Board.

Energy Champion: Gordon Coppock
Reserve Energy Champion: Simon Ross

5. Meetings

Democratic and/or financial accountability:

- The Marches Energy Strategy Steering Group will meet 6 times per annum and will be deemed quorate if a minimum of two delivery partner/project promoters attends the meetings.
- The Marches Energy Strategy Steering Group will present regular reports to the LEP Board. Reports will include projects spend and outputs, updates on strategy development and potential funding streams.
- Meeting locations will be held virtually using appropriate telecoms technology.
- Chairing of the Marches Energy Strategy Steering Group and the Terms of Reference will be reviewed annually. The Chair shall be elected by the Marches Energy Strategy Steering Group and shall be drawn from the Marches area, i.e., from Herefordshire Council, Shropshire Council, Telford & Wrekin Council or the LEP.
- Secretariat duties for the group will be provided by the Midlands Net Zero Hub.
- Marches Energy Strategy Steering Group members will contribute to the development of agendas for meetings; agendas and papers to be circulated 4 days before meetings, draft minutes to be circulated within 5 working days of meetings.
- At each meeting members will be required to declare any organisational and/or personal interests of his or her own or immediate family which might be seen as creating a possible conflict of interest with their position on the Marches Energy Strategy Steering Group.
- Decisions made by consensus (i.e. members are satisfied with the decision even though it may not be their first choice). If not possible, the chair makes the final decision.
- As a sub-group of the LEP, no sub-groups of the Marches Energy Strategy Steering Group will be officially recognised by the LEP board. However, the group may wish to develop informal groups to investigate specific issues to be brought back to the Marches Energy Strategy Steering Group.
- All Marches Energy Strategy Steering Group members must act in accordance with the "Seven Principles of Public Life" known as the Nolan Principles (<https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2>).

Supporting Strategic Project Development & Delivery:

- The Marches Energy Strategy Steering Group will promote strong ongoing dialogue with key partners such as BEIS, Midlands Energy Hub, local authorities, energy network operators, community energy groups; enabling forward planning for the work

programme to be undertaken within a mutual understanding of key priorities and forthcoming opportunities.

- Provide a forum of mutual support and guidance to the Marches Regional Senior Energy Project Officer, for sharing best practice concerning the development and delivery of Marches Energy Strategy, and for strengthening energy scheme business case development, ensuring the application of the assurance framework in relation to deliverability and value for money issues, in support of the project prioritisation process.
- Seek and consider the views of relevant stakeholders as required in developing energy-related policies on behalf of the LEP.

6. Standard agenda items

- Project progress
- Risk assessment
- Funding

7. Reporting mechanism

Reports will be shared with group members prior to meetings.

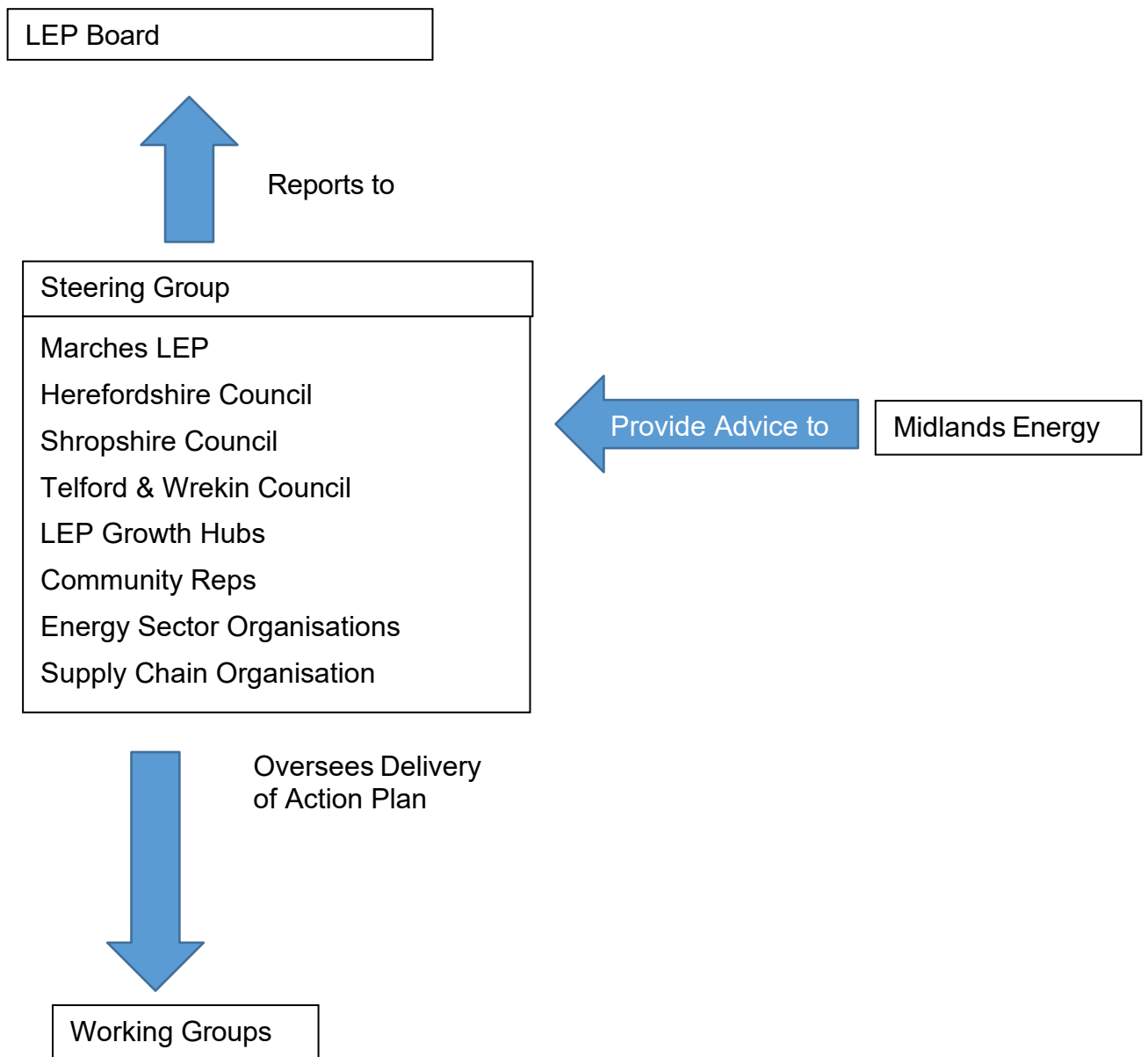
The group will regularly report to the LEP Board on the progress towards achieving targets set out in the Marches Energy Strategy and Implementation plan.

8. Amendment, Modification or Variation

This Terms of Reference may be amended, varied or modified in writing after consultation and agreement by the Marches Energy Strategy Steering Group.

Version	Date	Summary of Changes	Document Status
1.4	25/10/19	Table of responsibilities replaced by separate Skills matrix. To be appended to the Terms of Reference when formally adopted.	Updated
1.5	04/01/21	Updated to reflect changes to representatives.	Updated
1.6	22/02/21	Update to reflect wider range of representatives	Updated
1.7	15/06/21	Reflect new Energy Champion to LEP Board	Updated
1.8	01/03/22	Revised membership	Updated
1.9	June 2022	New membership Energy Fund	

Organogram



Appendix 12 The Marches LEP Scheme of Delegation

This schedule seeks to record where authority rests within the LEP for financial decision making. No such schedule can be completely comprehensive, but this seeks to provide a framework through which other decisions may be resolved.

Acronyms

Marches LEP Board	LEP Board
Marches LEP Performance, Risk and Monitoring Committee	PRMC
Accountable Body (Shropshire Council) Section 151 Finance Officer	S151

LEP Board

Function	Approval by:	Recommendation by:	Delegation
<p>Set the overarching vision and strategy for the below listed Strategies and Plans, sign off final versions of the documents including the priorities for investment and review progress in delivering them on at least an annual basis:</p> <ul style="list-style-type: none"> • Strategic Economic Plan (SEP) • LEP Annual Delivery Plan (and performance reporting by exception against that plan) • Growth Deal Programme • Marches Investment Fund • Skills Plan, Transport Plan, Energy Strategy • Growth Hub Delivery Plan • EU Structural & Investment Funds Strategy & successor funds • Local Industrial Strategy 	LEP Board	LEP Management Group and other subgroups as appropriate	Minor in year changes and updates are carried out by the respective sub-group chairs in consultation with the LEP Chief Executive.
Agree the <u>allocation</u> of Marches LEP revenue and capital spend relating to the delivery of the LEP Economic Plan and other LEP strategies and plans	LEP Board	LEP Management Group and other	1.LEP Chief Executive following consultation with S151, the LEP Chair and Deputy Chair can allocate up to £500k

		subgroups as appropriate	revenue and capital spend relating to the delivery of the SEP and other strategies and plans.
	LEP Board	LEP Management Group and other subgroups as appropriate	2. LEP Chief Executive - where an <u>urgent decision is required</u> (one which cannot be reasonably deferred to the next Board meeting), following consultation with the S151 and LEP Chair, can seek approval from the LEP Board via email on an allocation of up to £5m revenue and capital.
Agree Marches LEP <u>capital expenditure</u> programmes relating to the delivery of the LEP Strategic Economic Plan, and ensure policy and programmes are delivered effectively	LEP Board	LEP Management Group and other subgroups as appropriate	1. LEP Chief Executive following consultation with S151, the LEP Chair and Deputy Chair can allocate up to £500k revenue and capital spend relating to the delivery of the SEP.
	LEP Board	LEP Management Group and other subgroups as appropriate	2. LEP Chief Executive - where an <u>urgent decision is required</u> (one which cannot be reasonably deferred to the next Board meeting), following consultation with the S151 and LEP Chair, can seek approval from the LEP Board via email on expenditure up to £5m revenue and capital.
Approval of annual core LEP budget (which includes the funding for the LEP secretariat)	LEP Board	Chair of PRMC, S151, LEP Chief Executive	In year changes – Marches LEP Chief Executive in consultation with S151, LEP Chair and Deputy Chair
Approval of Annual Statement of Accounts	LEP Board	S151	None
Agree the LEP accountable body and/or any changes to the existing relationship with Shropshire Council	LEP Board	Chair of PRMC, LEP Chief Executive, S151	None

Determine the operating structure and governance arrangements of the LEP including appointment of the LEP Chair, Deputy Chair, ML Board Members and Chairs of Sub-groups of the ML Board Sign off the of the updated Accountability and Assurance Framework in line with government guidance	LEP Board	S151, LEP Chief Executive	Appointments to Sub-Groups - Sub-group Chair in consultation with the LEP Chief Executive
Overseeing Programme Management of Growth Deal, Marches Investment Fund, the Marches Growth Hub including information monitoring arrangements	LEP Board	S151, LEP Chief Executive, Chair of PRMC, Chair of Growth Hub Steering Group	PRMC - to undertake an in-depth bi monthly review and report any major concerns or variances to the LEP Board
Overseeing Risk Management of the overall LEP investment programme	LEP Board	S151, LEP Chief Executive, Chair of PRMC	PRMC to maintain and review Programme and Project Risk registers and report to each LEP Board on any key changes
The ML Board may delegate specific functions (or parts of functions) to other groups or individuals. However, the LEP Board will retain overall responsibility for these functions even when they delegate responsibility for delivery	LEP Board	Sub Committee Chairs and individuals	
Authority to appoint/ terminate LEP Chief Executive post, in line with Shropshire Council policy	LEP Board	S151	None

LEP Board delegations to Sub-Groups of the LEP Board and Individuals

Performance, Risk and Monitoring Committee

Function	Responsible For	Supported by
Monitoring the delivery, outputs and spend of the projects funded under the Growth Deal Programme and other funding programmes including Marches Investment Fund, Marches Growth Hub	PRMC	LEP Secretariat and S151
Recommending to the LEP Board the annual LEP core budget and monitoring expenditure (which includes the funding for the LEP Secretariat)	PRMC	LEP Secretariat and S151
Monitoring LEP legal & governance compliance e.g., data protection, health and safety, FOI, complaints, declarations of interest, gifts and hospitality etc. for the LEP Secretariat and LEP Board Members.	PRMC	LEP Secretariat and S151
Ensuring the Programme and Project Risk Registers for LEP the LEP investment programme (Growth Deal, Marches Investment Fund and other programmes) are reviewed and that all mitigations are up to date/appropriate and if a project is at Risk this is brought to the attention of the LEP Board with recommendations for action	PRMC	LEP Secretariat and S151
Making recommendations on courses of action if projects are delayed and or not spending to profile, The committee has the delegated power to approve changes to projects up to the value of £1m on projects already approved by the LEP Board. Changes above £1m will be considered by the committee with recommendations made to the Board. The Section 151 officer or deputy will be required to confirm that due processes have been followed. Cancelling/ withdrawing funding from projects will remain within the remit of the Board.	PRMC	LEP Secretariat and S151
Maintaining strategic oversight of all LEP led expenditure to ensure that, taken together, it represents value for money	PRMC	LEP Secretariat and S151
Through the S151 commissioning and reviewing relevant internal and external audit reports and assurance checks to verify that the LEP is operating effectively within the terms of its agreed Accountability and Assurance Framework. And, if concerns are identified in any audits. making recommendations to the LEP Board on the actions	PRMC	LEP Secretariat and S151

Marches Business Support

Function	Responsible For	Supported by
Development of annual Growth Hub delivery plan, agreement of annual budget expenditure and monitoring of performance of the Marches Growth Hub	Business Support	LEP Secretariat

Marches Skills Advisory Panel

Function	Responsible For	Supported by
Overseeing the updating and delivery of the Skills Plan priorities	Skills Advisory Panel	LEP Secretariat
Oversight of the Careers and Enterprise Company allocation for the Marches	Skills Advisory Panel	Marches Careers Hub Steering Group and LEP Secretariat

Hereford Enterprise Zone Board

Function	Responsible For	Supported by
Monitoring the delivery, outputs and spend for the programme of work on the EZ reporting to the PRMC & LEP Board	EZ Manager reporting every 6 months to LEP Board Members who are nominated to attend the EZ Partnership Board	Herefordshire Council

LEP Chief Executive

Function	Responsible For	Supported by
Day to day management of the administrative and operational budgets for the LEP Secretariat and associated Core Budget work programme, including award of contracts to progress pipeline projects, in line with accountable body procedure rules	LEP Chief Executive, able to authorise expenditure up to the value of £45k (plus VAT). LEP Chair's and S151's consent to be sought for approval of expenditure between £45k and £65k (plus VAT). LEP Board's consent to be sought for expenditure above £65k (plus, VAT). ²	LEP Chair and S151
To approve monthly salaries on Finance system	LEP Chief Executive, able to approve up to £100k on finance system per month for LEP salaries only	LEP Secretariat and Accountable Body Finance Team
Delivery of the Annual Delivery Plan within agreed budgets including allocation of funding in accordance with plans approved by LEP Board	LEP Chief Executive	LEP Secretariat
Make formal responses on behalf of the partnership to Government or other relevant partners on policy documents where time does not permit reference to the Board following consultation with the Chair and Deputy Chair	LEP Chief Executive	LEP Secretariat
Resolution of stage 1 stakeholder complaints and submitting responses to FOI requests	LEP Chief Executive	LEP Chair and Deputy Chair
To appoint additional posts (interim, secondments, permanent) to the LEP Secretariat	LEP Chair/LEP Deputy Chair/ LEP Chief Executive	S151
To terminate the employment of Member of the LEP Secretariat, in line with Shropshire Council policy	LEP Chair/LEP Deputy Chair/ LEP Chief Executive	S151
To maintain LEP records and ensure compliance with data protection	LEP Chief Executive	LEP Director of Corporate Services
To arrange appropriate insurance cover is in place for LEP Secretariat and LEP Board	LEP Chief Executive	LEP Director of Corporate Services

² In the event of prolonged absence of the CEO, if there is a new decision to be made which would normally fall within the CEO's level of delegated authority (i.e., up to the value of £45k plus VAT), that decision would be delegated to the LEP Chair. If a decision has already been ratified by due process, such as budget agreement or a previous decision (i.e. payroll) then the signing authority for that bank mandate up to the value of £45k plus VAT would be delegated to the LEP Director of Corporate Services.

Accountable Body S151 Officer

Function	Responsible For	Supported by
On behalf of the LEP Board the S151 will develop and sign off all funding decisions relating to funds allocated to the LEP where Shropshire Council is the Accountable Body e.g., grant funding agreements with partners allocated Growth Deal Funds and Marches Investment Fund loan agreements	S151	LEP Secretariat
Programme manage movement of BEIS and DLUHC funds to meet annual spend targets in the light of project performance data provided by the LEP Secretariat and in response to recommendations of the LEP Chief Executive and LEP Board and submission of claims and monitoring data in accordance with government requirements.	S151	LEP Secretariat

This Scheme of Delegation was last updated in November 2022

Introduction

The Marches LEP Programme Monitoring, Risk & Assurance Framework sets out the processes undertaken in managing and monitoring our projects. This has been devised by the LEP, its Accountable Body (Shropshire Council) and agreed at the Performance Risk and Monitoring Committee (PRMC).

Funding Agreement

If a project is awarded grant funding by the Marches LEP Board, the grantee will enter into a legal agreement with the Marches LEP and the Accountable Body. This is called the Grant Funding Agreement (GFA). The GFA is based on a template provided by the Accountable Body but is tailored to reflect any decision made by the LEP Board – this may include bespoke clauses around managing risk i.e. placing ‘a charge’ on a building, obligations relating to the achievement of Match Funding and Outputs.

Prior to signing off the GFA a ‘checklist’ is completed for each project, ensuring the LEP has sight of the following:

- Confirmation of VAT Registration;
- Insurance documents;
- Procurement Policy;
- Health and Safety Policy;
- Confirmation/Evidence of Match Funding;
- List of items to be purchased;
- State Aid Solution.

Should the contracting process highlight any issues, such as the reduction of key deliverables (outputs, match funding), both the Accountable Body and PRMC will be informed, with any recommendations being put to the LEP Board.

Claims Process

A monthly or quarterly claim process has been developed, ensuring that key information is reported and captured. The claim form includes:

- Risk Register
- Project Progress Update
- Expenditure claimed
- Expenditure forecast
- Outputs achieved
- Outputs forecast
- Match Funding achieved
- Match Funding forecast
- Milestone reporting
- Assets Register
- Procurement Information

Monitoring Visits

The Marches LEP undertakes four types of visits during a project's 'lifetime', which are:

- Engagement Visit (EV)
- Project Visit (PV)
- Grant Funding Financial Closure Visit (GFFCV)
- Project Closure Visit (PCV)

The content of these individual visits is below.

Scope of Monitoring Visits

The LEP undertakes monitoring visits to manage and mitigate risk, ensuring project grantees are accessing advice and support whilst fulfilling the criteria set out within their GFA.

Monitoring visits also provides the LEP with an opportunity to review the grantee's systems and management controls. Visits will test and review documentation in support of claim(s), providing assurance around audit trails.

Outputs

The LEP monitors outputs based on three types of classifications, as outlined below:

- Local Growth Fund Core/required outputs – these are derived entirely from guidance Cities and Local Growth Unit Guidance for Growth Deals Reporting and Data Submission (July 2019). This covers key topics surrounding the project's expenditure and output delivery.
- Getting Building Fund Core/required outputs - these are derived entirely from Guidance Getting Building Fund Data Submission (November 2020). This covers key topics surrounding the project's expenditure and output delivery.
- Supplementary outputs – these will be collected on specific projects based on commitments from the grantees original bid as approved by the LEP Board.

The core outputs of each project are reported to Government by the Marches LEP on a quarterly basis.

Evidence Documentation

All source documents (originals or certified copies) will be maintained by project grantees, with copies of relevant evidence submitted to support claims.

Key evidence to be held by Grantees will include:

- Claim/Match Funding Expenditure.
 - Original Invoices;
 - Bank statement/Proof of transaction;
 - Staff timesheets;
 - Payroll information for relevant staff;
 - Hourly rates calculations;
 - Purchase orders, QS certificates, delivery notes.
- Output verification evidence.
 - Signed verification sheets;
 - Proof of homes, jobs, student numbers
- Asset register.

- Procurement Exercise documentation.

Highlighting Issues and Reporting

The LEP Project Officer and Head of Business Development & Delivery will work with the LEP's Accountable Body in reviewing all claims and undertaking monitoring visits. Where supporting evidence for financial or outputs claims is insufficient or not available this will be treated as an ineligible for inclusion within the programme and an adjustment made to remove this from the claim.

The monitoring visits will be used by the LEP to review the grantee's systems and management controls. Should any issues be found, this will be written up as part of the Monitoring Visit process, with deadlines/timescales given for resolution. Any issues raised will be reported to the LEP's accountable body and also the PRMC group. Should the issue be deemed significant, or a material change has occurred or is proposed to the Funding Agreement a paper will be written to the LEP Board for review and decision.

Figure 1: Project Monitoring Visits Framework

Engagement Visit (EV)

The LEP ensures at the start of the project an engagement visit is undertaken. The format of this visit is as follows:

- Project Details
 - Project Overview
 - Post-contract conditions of Offer
 - Future Monitoring
- Project Management and Administration
 - Project Activity
 - Document Retention
- Financial Management and Control
 - Expenditure Audit Trail and Financial Processes
 - Evidence of Record of Match-Funding
- Outputs and Results
 - Project Output Definition and Evidence
- Compliance
 - Publicity
 - Assets
 - Defrayal
 - State Aid
 - Procurement
- List of Recommended Documentation to be included in within grantees
 - Project file
- Actions
- Further Information
- Sign Off

Project Visit (PV)

The project visit is a regular meeting between the LEP and the grantee. The format of this monitoring visit is as follows:

- Agreed actions from previous meetings
 - Notes/Actions
- Project Finances
 - Notes/Actions
 - Match Funding Verification
 - Notes/Actions
- Project Outputs
 - Notes/Actions
 - Output Verification
 - Notes/Actions
- Milestone Progress
 - Notes/Actions
- Publicity Verification
 - Notes/Actions
- Asset Register Verification
 - Notes/Actions
- Procurement Verification
 - Notes/Actions
- Grantee Issues/Risks/Queries
- Agreed Action Points
- Sign Off

Grant Funding Financial Closure Visit (GFFCV)

The Financial Closure Visit is a meeting between the LEP and the grantee. The format of this monitoring visit is as follows:

- Project Details
 - Project Overview
 - Post-contract Conditions of Offer
 - Budget Overview
 - Future Monitoring – Including Outputs and Match Funding
 - Agreed Actions from previous visit
 - Notes/Actions
- Project Documentation
 - Capital Work Documentation
- Project Filing
- Final Inspection of Capital Costs
 - Notes/Actions
- Final Inspection of Procurement Records
- Recommendations
- Sign Off

Project Closure Visit (PCV)

When the project has concluded the LEP, and the grantee meet for a final visit. The format of this monitoring visit is as follows:

- Project Evidence
 - Grant Agreement Review
 - Project Variations/Changes
 - Outputs and Supporting Evidence
 - Documentation Retention and Storage
- Lessons Learnt
- Issues/Risk/Queries
- Recommendations
- Sign Off

This Framework was last updated in July 2022.

Appendix 14 The Marches LEP Equality Statement

The Marches LEP is dedicated to supporting a fully inclusive culture. We recognise that we have a role in promoting diversity and eliminating discrimination and seek to do this in the way we conduct ourselves and our business.

Our aim is to ensure the Marches LEP Board, its sub-boards and any business groups or committees within our structure, will provide equal opportunity for everyone.

This statement reinforces our commitment to providing equality and fairness to all those who wish to work with or for us and we will not act less favourably on the grounds of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, ethnic origin, colour, nationality, national origin, religion or belief, or sex and sexual orientation. We are opposed to all forms of unlawful, unfair and inappropriate discrimination.

All Board appointments are made on merit, in the context of the skills and experience that the Board requires to run effectively. The LEP Board is committed in ensuring membership of the group is representative of our local business community (including geographies, gender and protected characteristics), as a consequence we work closely with our Business Board and other networks (Women in Business) in raising our profile and promoting any vacancies. The LEP is active in running campaigns across a number of platforms (including social media) to help attract interest from individuals whom otherwise may not be aware of LEP and the work it undertakes.

In addition to these commitments, the LEP Board will nominate one member to act as its Champion for Equality and Diversity. This member will sit on the recruitment panel and also consider conduct across the LEP structure in fulfilling its commitment to promote quality and diversity and eliminate discrimination and measure its success in achieving this.

The LEP will regularly monitor and review diversity at LEP Board level, ensuring that vacancies/opportunities are promoted effectively across the wider business community.

This statement was last reviewed in July 2022.

Appendix 15 The Marches LEP Register of Members' Interests

28 February 2022 to 27 February 2023

As a Board Member/Co-opted Member of the Marches Local Enterprise Partnership (LEP), I declare that I have the following disclosable pecuniary and/or non-pecuniary interests. *(Please state 'None' where appropriate, do not leave any boxes blank).*

NOTIFICATION OF CHANGE OF CIRCUMSTANCES

Each Board Member shall review their individual register of interests before each Board meeting and decision making committee meeting, submitting any necessary revisions to the LEP and S151/S73 Officer at the start of the meeting. Any recorded interests relevant to the meeting should also be declared at this point.

Even if a meeting has not taken place a Member must, within 28 clear working days of becoming aware of any change to the interests specified below, provide written notification to the LEP and S151/S73 Officer of that change.

***SPOUSE/PARTNER** – In the notice below spouse or partner means anyone who meets the definition in the [Localism Act](#), i.e. my spouse or civil partner, or a person with whom I am living as a spouse or a person with whom I am living as if we are civil partners, and I am aware that that person has the interest having carried out a reasonable level of investigation. Where your spouse or partner has recently been involved in any activity which would have been declarable, this should be mentioned, with the date the activity ended.

SECTION 1	ANY EMPLOYMENT, OFFICE, TRADE, PROFESSION OR VOCATION CARRIED ON FOR PROFIT OR GAIN	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER* <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
1.1	Name of: <ul style="list-style-type: none">○ your employer(s) (including address)○ any business carried on by you		

	<ul style="list-style-type: none"> ○ any other role in which you receive remuneration (this includes remunerated roles such as councillors, consultants, etc.). 		
1.2	Description of employment or business activity.		
1.3	Name, address and nature of business of any firm in which you are a partner.		
1.4	Details of firm or individual on behalf of whom consultancy is undertaken and nature of consultancy.		
1.5	Name, address and nature of business of any company for which you are a remunerated director.		
SECTION 2	ANY MEMBERSHIPS OF ORGANISATIONS	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
2.1	Name and address of any organisations with which you are a member, trustee, manager or hold any other position of general control (e.g., school governing body, other LEP, charity, political party and trade union, etc.).		
2.2	Name of any Local Authority (LA) you represent (please state any interests you hold as LA leaders/cabinet members for LA land, resources and the LA's commercial interests).		

2.3	Name and address of anybody with which you are a member, trustee, manager or hold any other position of general control and to which you have been appointed or nominated by the LEP.		
SECTION 3	SPONSORSHIP	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
3.1	Any financial benefit obtained (other than from the LEP) which is paid as a result of carrying out duties as a Member. This includes any payment or financial benefit from a Trade Union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992 (a).		
SECTION 4	CONTRACTS	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
4.1	Any contract for goods, works or services with the LEP which has not been fully discharged by any organisation named at 1.1.		
4.2	Any contract for goods, works or services entered into by any organisation named		

	at 1.1 where either party is likely to have a commercial interest in the outcome of business being decided by the LEP.		
SECTION 5	LAND OR PROPERTY	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
5.1	<p>Any interest you or any organisation listed at 1.1 may have in land or property* which is likely to be affected by a decision made by the LEP.</p> <p>This would include, within the area of the LEP:</p> <ul style="list-style-type: none"> ○ Any interest in any land in the LEP areas, including your place(s) of residency ○ Any tenancy where the landlord is the LEP, and the tenant is a body in which the relevant person has an interest ○ Any licence for a month or longer to occupy land owned by the LEP. <p>*For property interests, please ONLY state the <u>first part of the postcode and the Local Authority</u> where the property resides e.g. Shropshire Council SY1. If</p>		

	you own/lease more than one property in a single postcode area, please state this.		
SECTION 6	SECURITIES	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
6.1	<p>Any interest in securities/shares of an organisation under 1.1 where: -</p> <p>(a) that body (to my knowledge) has a place of business or land in the area of the LEP; and</p> <p>(b) either –</p> <p>(i) the total nominal value of the securities/shares exceeds £25,000 or one hundredth of the total issued share capital of that body; or</p> <p>(ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which has an interest exceeds one hundredth of the total issued share capital of that class.</p>		

SECTION 7	GIFTS AND HOSPITALITY	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
7.1	Any gifts and/or hospitality received as a result of membership of the LEP (above the value of £50).		
SECTION 8	OTHER INTERESTS	MYSELF <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>	SPOUSE/PARTNER <i>(Please state 'None' where appropriate, do not leave any boxes blank).</i>
8.1	Any other interest which you hold which might reasonably be likely to be perceived as affecting your conduct or influencing your actions in relation to your role as LEP Board Member.		

MEMBER'S DECLARATION AND SIGNATURE (Not for publication: for LEP records only)

I confirm that having carried out reasonable investigation, the information given above is a true and accurate record of my relevant interests, given in good faith and to the best of my knowledge;

Date	
Member's Name <i>(Capitals – in full)</i>	
	Signed via email

Signature <i>(original required)</i>	
---	--

RECEIPT BY LEP

Date received by the LEP	
Signature of LEP Chief Executive	

This form was last updated in February 2022.

BCR	Benefit cost ratio
BEIS	Department for Business, Energy and Industrial Strategy
DEFRA	Department for Environment, Food and Rural Affairs
DfT	Department for Transport
DIT	Department for International Trade
DWP	Department for Work and Pensions
EAFRD	European Agricultural Fund for Rural Development
ERDF	European Regional Development Fund
ESF	European Social Fund
ESIF	European Structural and Investment Funds
EU	European Union
F/T	Full time
FTE	Full time equivalent
FSB	Federation of Small Businesses
GDPR	General Data Protection Regulation
HE	Homes England
ITE	Independent Technical Evaluator
KCMs	Key Capability Measures
LEP	Local Enterprise Partnership
LGF	Local Growth Fund
LIS	Local Industrial Strategy
Managing Authority Departments	Department of Levelling-up, Housing and Communities (DLUHC), Department for Work and Pensions (DWP), Department for Environment Food and Rural Affairs (DEFRA) & Department for Business, Energy and Industrial Strategy (BEIS)
DLUHC	Department of Levelling-up, Housing and Communities

P/T	Part time
PRMC	Performance, Risk and Management Committee
S151	Section 151 (Local Authority Finance Officer)
SEP	Strategic Economic Plan
SFA	Skills Funding Agency
SLA	Service Level Agreement
SME	Small and Medium Enterprises
TOCS	Train Operating Companies
VCSE	Voluntary, Community and Social Enterprise
VfMS	Value for Money Statement
WebTag	The DfT's web-based guidance on appraising transport projects and proposals
WMCA	West Midlands Combined Authority

This glossary was last updated in July 2022.