



Assurance Framework: TES Terms of Reference

Background

In Oct 2017 the government published its Review of LEP Governance & Transparency report – the Mary Ney Review – following which the SELEP Secretariat took action to implement the recommendations, which included making amendments and additions to the SELEP Assurance Framework as well as the introduction of new policies and procedures. Most of the changes served simply to strengthen SELEP's existing structures, which were already fairly comprehensive and robust.

In Feb 2018 the SELEP Secretariat received a letter from MHCLG's Cities & Local Growth Unit (CLOG) suggesting that SELEP's governance arrangements were 'inadequate'; this led to a Deep Dive audit taking place in Mar 2018, which in turn led to further recommendations for additional changes to some of SELEP's governance arrangements.

The SELEP Secretariat has updated its Assurance Framework Implementation Plan to include all of the new actions required following the Deep Dive audit (and to remove any older actions that have been completed). From that implementation plan, all of the actions that relate specifically to Team East Sussex are listed in the *TES Action Plan*, given in Appendix 1.

Changes to the TES Terms of Reference

Team East Sussex has remained consistent when it comes to ensuring its governance procedures are kept up to date and fully aligned with the overall SELEP Assurance Framework, and the majority of the recommendations from the Mary Ney review were already in place before the Deep Dive audit even took place. However there are now a number of additional changes that need to be made to the TES Terms of Reference to ensure we remain fully compliant. While most of the amendments are actually fairly minor, the guidelines around transparency have led to a number of changes that are more significant and will impact how TES operates – specifically the recruitment of new TES members.

An updated draft of the TES Terms of Reference is given in Appendix 2, but to summarise the changes:

- Added another business member, making 9 in total, so that TES has a private sector majority.
- Added a full procedure for appointing/reappointing all business members every two years – an open competitive procedure including advertising, selection panel, SELEP oversight, details for re-advertising and appointing mid-term. (The new process is actually quite straightforward and gives TES flexibility and control, e.g. the selection panel doesn't have to recruit anyone they don't think would fit.)
- Specified that the selection criteria for new business members must be "a balanced representation" of businesses reflecting the county's geography and the variety of its business base in terms of size and sector, with consideration also given to associations with other business-representative bodies and to the overall diversity of membership (as listed in the Equality Act 2010).
- Simplified the process for appointing the Chair and the optional Vice-Chair.
- Specified that the TES Chair and the SELEP Vice-Chair don't necessarily have to be the same person, but it's strongly recommended that they are.
- Simple process added for determining Strategic Board membership annually.
- Made reference to a formal induction process.
- Made reference to 'open' funding calls; reference also made to project prioritisation, members reviewing declarations of interest every 6 months, and our S-151 Officer and the SELEP Secretariat being invited to all meetings.
- Facility added for accepting public questions and inviting the public to ask their questions at meetings (actually very straightforward and should have little/no impact on us operationally).
- Specified 'portfolios of subgroups' as a role of business members (i.e. business members to also sit on one of BES, DES, SES etc.)

As already mentioned, all of the earlier changes required following the Mary Ney review had already been added to the TES ToR, including more clarity on transparency, declarations of interest, and new policies on best practice, code of conduct, complaints, hospitality and whistleblowing.

Recommendations

A paper* featuring an updated draft of the Assurance Framework will be taken to the SELEP Strategic Board meeting on 29 Jun 2018 for approval, along with the updated Assurance Framework Implementation Plan.

TES Board members are now asked to:

- **Approve the new draft TES Terms of Reference** (subject to any further changes necessitated by the decisions of the SELEP Strategic Board on 29 Jun 2018);
- **Agree to approve the recommendations in the paper presented to the SELEP Strategic Board on 29 Jun 2018** (and so request that TES members attending the meeting vote to approve it);
- **Agree to the new TES recruitment procedures being implemented with immediate effect through Jul/Aug 2018** (following the above Strategic Board approval on 29 Jun).

* It is important that the recommendations in the SELEP Strategic Board paper are approved and the actions implemented to ensure SELEP's continued receipt of future years' core funding and Local Growth Fund allocations. However, as we're unlikely to have sight of the briefing paper until the day of our TES meeting on 25 Jun, the above is obviously dependent on the paper being presented as anticipated, with nothing unexpected or contrary being added.

Next steps

ESCC officers will work to ensure the actions of the TES Action Plan are implemented in the coming weeks, to include:

- Create an application form for new TES business members and upload it to the ESCC website; begin the recruitment process through Jul/Aug 2018 so that the TES Board is fully in place by the next scheduled TES meeting in Sep 2018.
- Work with the SELEP Secretariat to create an induction pack for new TES/SELEP members.
- Add a facility to the ESCC website for accepting public questions at TES meetings.
- Create an EOI form for open funding calls and upload it to the ESCC website; ensure that the next LGF call is advertised widely.
- Set reminders to review declarations of interest every 6 months.

Dave Evans
Economic Development Project Support Officer, ESCC
13 Jun 2018

Appendix 1 – TES Action Plan

SELEP Assurance Framework Implementation Plan – specific actions for Team East Sussex:

SELEP Action - as listed in the Assurance Framework Implementation Plan					Specific Actions for Team East Sussex	
Requirement	Responsibility	Priority	Deadline	RAG	Progress / Status	Action Required
Prioritisation of projects and development of a single pipeline						
Prioritisation: each federal board shall ensure that they apply the prioritisation process as approved by the SELEP Strategic Board	SELEP / Federated Areas	H	Dec-18	A	TES followed the prioritisation process agreed by the SELEP Strategic Board is prioritising GPF projects in Jul/Aug 2017	An approach to the development of a single SELEP-wide LGF pipeline will be taken to the Jun 2018 Strategic Board, with the intention that TES will then apply the approach to the development of a project pipeline over the summer, to enable a single SELEP pipeline to be agreed by the Strategic Board / Investment Panel in Dec 2018
Prioritisation: SELEP to ensure all its federated areas operate open calls for funding; this should include on local authority websites, social media and through press notices	SELEP / Federated Areas	H	Dec-18		TES has included details of how it will operate open funding calls in its updated Terms of Reference (including communications, press releases, social media etc.)	The TES Secretariat to promote the next LGF funding call openly, as described in the updated TES Terms of Reference; an EOI form will need to be created and uploaded to the ESCC website; aside from open funding calls, also create a more general EOI form to be uploaded to the ESCC website for projects to apply to be added to the East Sussex Project Pipeline
Transparency and Declarations of Interest						
Declarations of Interest: all members of Strategic, Accountability and Federated Boards are required to complete a Declaration of Interest form	SELEP / Board Members	H	Jun-18	A	All TES members completed the SELEP Declaration of Interests form by mid-Mar 2018	Feedback from the Deep Dive suggests the declarations should be 'recompleted' as Government feels they are not adequately completed; they will also need to be reviewed and resubmitted every 6 months; all declaration forms will need to be signed-off by the SELEP Secretariat to confirm receipt; an updated version of the Register of Interest Policy will be considered by the Strategic Board on 29 Jun 2018; the TES Secretariat will then need to follow this up
Declarations of Interest: LEPs should ensure senior members of staff or those staff involved in advising on decisions should also complete this form and report interests	Officers	H	Jun-18	R	A new directive, Declarations of Interest forms have been circulated to the SELEP Senior Officer Group for completion	East Sussex members of SOG to complete and return their Declarations of Interests
Specific to local areas						
Recruitment: federated boards to determine and evidence their own recruitment process for membership; the process needs to meet the requirements of the SELEP Assurance Framework	Federated Areas	M	Jun-18	A	The SELEP Secretariat has drafted an overall general recruitment process, to be made specific to each federal area and incorporated into federal terms of reference; the TES Secretariat has already drafted its recruitment procedure, meeting all of SELEP's requirements, and added it to the TES ToR	The overall SELEP recruitment guidelines to be agreed at the Jun 2018 Strategic Board meeting and implemented with immediate effect; the TES recruitment procedure to be approved at the TES meeting on 25 Jun 2018 and implemented with immediate effect; the TES Secretariat will need to create an application form for new TES business members and upload it to the ESCC website, and then begin the recruitment process through Jul/Aug 2018
Recruitment: succession planning for board members	Federated Areas / Secretariat	H	Jun-18	A	As above; the amended TES ToR also includes a process for selecting Strategic Board members, selecting the SELEP Vice Chair for East Sussex, and for the induction of new members	As above, plus the TES Secretariat will need to work with the SELEP Secretariat to create an induction pack for new TES/SELEP members
Monitoring local implementation of the Assurance Framework: SELEP Secretariat to work with federated boards to set out their plans to implement and monitor the Assurance Framework	SELEP	H	Jul-18	A	The SELEP Secretariat and Accountable Body are currently planning to attend federated board meetings in the coming months to discuss compliance with the Assurance Framework and the Mary Ney report	SELEP Secretariat attendance at upcoming TES meetings to be arranged (they are already invited to all TES meetings as a matter of course, and TES compliance with the SELEP Assurance Framework is covered at all meetings within the stakeholder updates report)

Additional TES actions carried forward from previous TES Action Plan:

Requirement	Specific action for TES	Status / Progress
Updated Terms of Reference	ESCC colleagues to update the TES ToR to reflect the requirements of the Assurance Framework following the Mary Ney review and the Deep Dive	Updated TES ToR going to the next TES meeting on 25 Jun 2018 for approval; once approved it will need to be uploaded to the website and forwarded to the SELEP Secretariat
Updated Terms of Reference for TES subgroups	Ensure the ToRs of each of TES's subgroups are written/ updated to reflect both the TES ToR and the SELEP Assurance Framework	Once the revised SELEP Assurance Framework, SELEP ToR and TES ToR have all been approved in Jun 2018, ESCC colleagues to look at reviewing the ToR documents for the BES, CES, DES & SES subgroups to bring them in line with the TES ToR

Requirement	Specific action for TES	Status / Progress
SELEP Board membership	Review the current TES method of selecting SELEP Strategic Board members to ensure we now have 6 named reps with time-limited tenures to meet the new Assurance Framework requirements	Updated the TES ToR with a new procedure, going to the next TES meeting on 25 Jun 2018 for approval; once approved TES will need to agree which 6 members will be named as SELEP Strategic Board members
Transparency - additional website links to key documents	ESCC colleagues to look to add links to SELEP Accountability Board & Forward Plan papers in the 'Council Democratic Services' section of the ESCC website (to ensure even greater transparency).	Ben Hook & Dave Evans to investigate this through their web-author contacts at ESCC
Declarations of Interests - annual renewal	All declarations to be reviewed and resubmitted annually	This policy has now been changed so that declarations are reviewed, resigned & resubmitted every six months - however this is still a point of contention with SELEP so it's subject to further discussion; Dave Evans to keep a watching brief
Declarations of Interests for TES subgroups	Not a requirement of the SELEP Assurance Framework, but consider filtering the Declaration of Interests procedure down to TES's subgroups	Dave Evans to liaise with the leads of the BES, CES, DES & SES subgroups in due course to ensure similar procedures are in place, with declarations to be published on the ESCC website; this also includes making declarations at the start of each meeting and recording them in the minutes, and reviewing/resubmitting declarations every six months (or other appropriate period)
Project prioritisation	TES to ensure that all SELEP procedures for project prioritisation and business case submission are adhered to with all new project submissions and any future funding programmes	The SELEP project prioritisation methodology was applied locally for the new recycled GPF round in Sep 2017 (submissions endorsed by TES, final prioritised GPF list approved by SELEP Strategic Board, local business case submissions managed by Ben Hook); ESCC Programme Manager to continue managing current projects and future submissions via the SELEP Accountability Board and ensure all SELEP guidelines are adhered to; TES Board members to continue current approvals process for project changes within agreed tolerance levels; project prioritisation methodology to be applied again when required (e.g. the next LGF round)
SELEP Strategic Economic Plan (SEP)	TES to ensure local priorities are aligned to the SELEP SEP and help shape/define the SEP before its final agreement by the Strategic Board	TES held various meetings/workshops throughout 2017 to feed into the SEP refresh; TES to hold a further consultation meeting in Jul/Aug 2018; TES Board members to ensure the East Sussex Growth Strategy Implementation Plan (dashboard) is aligned with the refreshed SELEP SEP once published
TES meetings open to the public	Not a formal requirement for federal boards (as it is for Strategic & Accountability Boards), consider whether TES meetings should be open to the public, extending TES's level of transparency	Updated the TES ToR with a new procedure for accepting public questions in advance of meetings, going to the next TES meeting on 25 Jun 2018 for approval; once approved details will need to be added to the ESCC website and the process implemented at each meeting
Reporting TES decisions	TES to provide the SELEP Secretariat with a quarterly table of decisions made by the TES Board, for publication on the SELEP website	Will need to check if this is still a requirement in the most recent version of the SELEP Assurance Framework after it's approved on 29 Jun 2018; if so ESCC Programme Manager to come up with a procedure for recording TES decisions and sending them to the SELEP Secretariat (possibly after every regular TES meeting)

Version History:

v1.0	18 Jun 2014	First copy terms of reference.
v1.1	19 Aug 2015	Updated sections and inserted an additional appendix to make reference to the SELEP Accountability Framework and TES Register of Interests.
v1.2	16 Sep 2015	Reworded sections to add clarity in quorum and decision-making conditions.
v1.3	01 Aug 2016	Updated to establish formal processes for selecting new members, re-electing members, re-electing the Chair/Vice-Chair, and for terminating membership.
v1.4	20 Mar 2017	Updated to incorporate changes to the revised SELEP Assurance Framework.
V2.0	01 Jun 2018	Rewritten to incorporate extensive changes/additions to the SELEP Assurance Framework following the Mary Ney Review and subsequent 'deep-dive' audit of SELEP governance.

1. Purpose

- 1.1. This document sets out the Terms of Reference for Team East Sussex (TES), also referred to as the TES Board.

2. Aims and functions of TES

- 2.1. TES is a private/public body and is the federal East Sussex sub-board of the South East Local Enterprise Partnership (SELEP). The TES Terms of Reference are aligned to the overall SELEP Terms of Reference and the SELEP Assurance Framework, both of which can be viewed on the [SELEP website](#).

- www.southeastlep.com/our-governance/assurance-framework
- www.southeastlep.com/our-governance/terms-of-reference

- 2.2. TES aims to drive forward economic growth and prosperity in the county of East Sussex. In pursuit of these aims TES shall:

- a) Approve, drive forward and monitor the Delivery Plan (or its equivalent) for East Sussex;
- b) Provide an evidence-based consideration of strategic economic investment priorities through funds such as the Local Growth Fund, European Structural and Investment Funds and other public funding sources that may become available;
- c) Monitor existing East Sussex projects and make recommendations for new project proposals in accordance with SELEP's overall Assurance Framework, recognising the role of the partnership to act in an 'advisory capacity' in respect of overseeing local accountability and delivery;
- d) Consider and develop responses to new economic opportunities and challenges in East Sussex;
- e) As appropriate provide a strong voice at national, regional, local and SELEP level on economic issues for East Sussex business and government;
- f) Agree TES representation on the SELEP Strategic Board and advise the SELEP Chair and SELEP Director of any changes in representation;
- g) Agree where possible an informed joint view or response in respect of East Sussex input to SELEP Board meetings via the TES representatives.

- 2.3. TES fully adheres to all of the guidelines, policies and mandates set out in the SELEP Terms of Reference, the SELEP Assurance Framework and the associated SELEP Policies. This includes such areas as project prioritisation and consistency of prioritisation across the federated areas, allocations of SELEP funding, programme management, project approval, cost control and risk management.

3. Membership of TES and general roles of members

- 3.1. The TES Board has a private sector majority, with Higher Education and Further Education being considered public sector organisations, as per the SELEP definition in its Assurance Framework and Terms of Reference.

- 3.2. TES shall consist of 17 members, as follows:

- Business representatives (9 including Chair/Vice-Chair)
- Leader of East Sussex County Council (1)
- Leaders of East Sussex District & Borough Councils (5)
- Higher Education (HE) representative (1)
- Further Education (FE) representative (1)

- 3.3. TES shall seek to ensure a balanced representation of businesses reflecting the county's geography and the diversity of its business base in terms of size and sector. Consideration will also be given to associations with other locally/nationally recognised business-representative bodies, and to the overall diversity of membership in terms of the individual's protected characteristics as listed in the Equality Act 2010 (including, but not limited to, gender, race, sexual orientation and age).

- 3.4. Each member shall act in a way that supports the aims of TES, as set out in section 2.
- 3.5. Each business member will be considered for a portfolio role for one of TES's subgroups, as described in section 9, and act as a liaison between that subgroup and the TES Board.
- 3.6. Each member is accountable to the constituency body that s/he represents at TES. Representatives are responsible for communicating the views of those bodies, but the decisions of TES cannot override the sovereign body decision-making structures.
- 3.7. Should a TES member be unable to attend a TES meeting, s/he may nominate an alternate to take her/his place. In such cases the TES member should notify the Chair in advance via the TES Secretariat, giving at least 24 hours notice.

4. TES recruitment, terms of office and resignation

- 4.1. TES business members are appointed to TES through an open, competitive and non-discriminatory procedure, with due consideration to the balance of representation described in 3.2 and 3.3. The full recruitment procedure for TES business members is given in Appendix A.
- 4.2. TES business members, including the Chair/Vice-Chair, can serve a term of up to 2 years at a time, commencing [date tbc]. Business members may be reappointed as part of the recruitment process; there is no maximum number of terms that business members can serve.
- 4.3. Public sector representation is not time limited. Membership of the six local authority representatives will run concurrently with each member's tenure as Leader of their respective Council. The Higher Education and Further Education members will be nominated by the HE/FE institutes of East Sussex, at the request of the TES Chair and with the endorsement of the TES Board.
- 4.4. All new TES members will be provided with an 'induction pack' containing relevant information on both TES and SELEP. New members will also be offered an informal meeting with the TES Chair and the Head of Economic Development, Skills, Culture and Infrastructure for East Sussex County Council (the local authority lead officer for the TES Secretariat). If the TES Chair has not been appointed then the Leader of the County Council will attend the meeting instead. The SELEP Secretariat will also be invited to offer representation at the meeting.
- 4.5. Continued TES membership is conditional on appropriate attendance, contribution and compliance with the SELEP Policies described in section 17. The TES Chair may choose to review an individual's membership if they believe these conditions are not being met.
- 4.6. In the case of 4.5 the Chair will table the matter at the next scheduled TES Board meeting or, at the Chair's discretion, at an additional extraordinary meeting. The Chair will give written notification to the TES member under review at least 28 days before the meeting. TES will then vote on the individual's continued membership; the quorum and decision-making conditions in section 6 shall apply at the scheduled/extraordinary meeting.
- 4.7. Where the TES Board chooses to bring an individual's membership to an end through early cessation, the Chair will write to the individual member officially terminating their membership.
- 4.8. TES members may resign from TES giving no fewer than 20 working days' notice to the Chair and TES Secretariat. Should a member resign, s/he shall be replaced according to the balance of representation in 3.2 and 3.3. The procedure for recruiting to TES 'mid-term' is given in Appendix A.

5. TES Chair and SELEP Vice Chair

- 5.1. The Chair of TES shall be a business representative drawn from the existing TES membership. The full role of the TES Chair is set out in Appendix B.
- 5.2. The election of a new Chair will take place in the event of the current Chair's two-year tenure coming to an end, the current Chair resigning their position 'mid-term', or the TES Board voting to change its Chair (as described in 5.9).
- 5.3. In electing a new Chair, the TES Secretariat will invite electronic nominations from the existing TES business members. The matter is then tabled as the first item at the next scheduled TES Board meeting, which shall itself be chaired by the Leader of East Sussex County Council.
- 5.4. Should there be more than one nominee, each candidate will be given up to five minutes at the meeting to present their case for standing as Chair. Nominees will be asked to withdraw from the meeting while the matter is discussed by the remaining TES Board members and the new Chair is

selected. The quorum and decision-making conditions described in section 6 shall apply in electing the Chair.

- 5.5. Following the election of a new Chair, and with the new Chair's agreement, TES may also choose to elect a Vice-Chair who shall also be a business representative drawn from the existing TES membership. In such a case, the TES Secretariat will again invite electronic nominations from existing TES business members; the matter is then tabled as the first item at the next scheduled TES Board meeting. The process described in 5.4 for selecting the Chair shall also apply in selecting the Vice-Chair.
- 5.6. The Chair shall preside at meetings of TES. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, TES may elect any member in attendance to act as Chair for that particular meeting.
- 5.7. The Chair and Vice-Chair can serve in their roles for up to 2 years at a time, concurrent with the TES business membership tenure. The TES Secretariat will advise the Chair/Vice-Chair that their tenure is coming to an end not less than one month before the end of the two-year term.
- 5.8. The Chair/Vice-Chair may resign from their position, without prejudice to their continued membership of TES, giving no fewer than 20 working days' notice to the TES Secretariat.
- 5.9. TES may choose to change its Chair/Vice-Chair before the end of the normal 2 year tenure. The proposal must be put forward by a TES member, and be seconded by another TES member, at a scheduled TES Board meeting. The TES Secretariat will then table the matter at the subsequent scheduled TES Board meeting where TES will vote on the matter; the quorum and decision-making conditions in section 6 shall apply at the meeting. The Chair/Vice-Chair must have served at least six months in their role before such a change can be considered.
- 5.10. As well as a TES Chair/Vice-Chair, the TES Board must also choose a 'SELEP Vice-Chair' for East Sussex. The SELEP Vice-Chair shall be a business representative drawn from the existing TES membership. *It is strongly recommended that the TES Chair also take the role of SELEP Vice-Chair, however it is within the remit of the TES Board to choose a different business member for the role if so required. [This distinction is still under discussion by SELEP so needs to be confirmed and added to the SELEP ToR before we can include it here]*
- 5.11. The election of a new SELEP Vice-Chair for East Sussex will take place in the event of the current SELEP Vice-Chair's tenure coming to an end, the current SELEP Vice-Chair resigning their position, or the TES Board voting to change its SELEP Vice-Chair. The process for selecting a new SELEP Vice-Chair is set out in section 14.

6. Quorum and decision making

- 6.1. In making decisions TES shall aim to reach consensus. Where consensus is not possible the Chair may decide to call a vote.
- 6.2. Should a vote be held, the quorum conditions at 6.3 shall apply in order for the decision to be carried, other than as provided for in 6.5. In the event of a tie, the Chair shall have a casting vote.
- 6.3. The normal quorum of TES shall be 9 of which 5 shall be business representatives (the other 4 being public sector and HE/FE).
- 6.4. Should a TES meeting not be quorate, the Chair may arrange a Special Meeting of TES to deal with outstanding business, or may allow non-attending TES members to convey their views electronically to all other TES members via the TES Secretariat.
- 6.5. The following extraordinary matters shall require the support of at least 11 TES Members, of which 6 must be business representatives (the other 5 being public sector and HE/FE):
 - a) Variation to the TES Terms of Reference;
 - b) Election / re-election of the Chair;
 - c) Termination of TES.
- 6.6. If an urgent decision is required outside of planned meetings the Chair may either:
 - a) Through the TES Secretariat, call a Special Meeting giving no less than three working days' notice. In such a case the quorum requirements set out in 6.3 shall apply; or
 - b) Through the TES Secretariat, request that a decision be made by e-mail. In such cases the TES Secretariat shall provide TES members with appropriate information requesting a decision in

no less than three working days. The quorum requirements set out in 6.3 shall apply. In the absence of consensus, the provisions set out in 6.2 shall apply.

7. Secretariat, frequency of meetings and agenda/minutes

- 7.1. The Secretariat of TES shall be provided by East Sussex County Council.
- 7.2. A meeting schedule for the full calendar year shall be prepared by the TES Secretariat and be made publicly available as described in section 11. The meeting schedule shall be sent directly to the Section 151 Officer of the County Council and to the SELEP Director, both of whom shall be invited to attend all TES meetings.
- 7.3. TES shall meet at least 4 times per year. It may meet more frequently if business needs dictate, or choose to hold additional workshops, at the discretion of the Chair.
- 7.4. The agenda for TES meetings shall be provided by the TES Secretariat and agreed by the Chair prior to circulation.
- 7.5. The agenda and papers for TES meetings shall be circulated to TES by the TES Secretariat not less than five working days before each TES meeting, and be made publically available as described in section 11. Leeway is granted for exceptional papers that cannot meet this timeframe, but in such an event the TES Board is permitted to request additional time at the meeting to review the papers, and may request that the matter is re-tabled at a subsequent meeting if necessary.
- 7.6. Minutes of TES meetings shall be taken by the TES Secretariat. Draft minutes shall be circulated to TES members and be made publically available as described in section 11 within 10 working days of the TES meeting.
- 7.7. Draft minutes shall be approved at the following meeting of TES. Final version minutes shall be made publicly available as described in section 11 within 10 working days of being approved.
- 7.8. The TES Secretariat will keep a record of members' start dates and length of service, and manage the recruitment/election process described in section 4. The TES Secretariat will also manage the Conflicts of Interest policy described in section 10.
- 7.9. The TES Secretariat will advise the SELEP Secretariat of any changes to TES membership or declarations of interest within 5 working days of the change.

8. Non-voting participants

- 8.1. With the prior agreement of the Chair, non-voting participants may attend TES meetings. Non-voting participants may include representatives of agencies with an economic role, such as the Environment Agency, Homes England, the Education and Skills Funding Agency etc., as well as representatives of other specific organisations such as the South Downs National Park Authority.
- 8.2. Non-voting participants may, at the discretion of the Chair, participate in discussions subject to the Conflicts of Interest procedure set out in section 10, however they may not vote.
- 8.3. Local authority officers shall also attend TES meetings, presenting papers or providing other information for TES's consideration as appropriate.

9. Subgroups / working groups / reference groups

- 9.1. Subgroups may be set up by TES as and when required to fill a specific need or complete a specific project. Terms of Reference are required for any such sub-group; the Terms of Reference must be approved by TES and be aligned to the TES Terms of Reference (and by extension to the SELEP Assurance Framework).
- 9.2. As at June 2018 there are four subgroups operating under TES – Business East Sussex (BES), Culture East Sussex (CES), Developers East Sussex (DES) and Skills East Sussex (SES) – with one further Environment East Sussex (EES) group planned for the near future. An additional 'business-representatives' reference group (with wider business representation than that of the TES Board) is also operating.
- 9.3. Each business member will be considered for a portfolio role for one of TES's subgroups, and will be expected to attend the subgroup's meetings as appropriate, acting as a liaison between the subgroup and the TES Board.
- 9.4. TES may, when appropriate, invite representatives of subgroups to attend TES meetings as non-voting participants, as described in section 8.

10. Conflicts of interest

- 10.1. All TES members agree to act in accordance with the SELEP Register of Interests Policy, available to view on the [SELEP website](#).
- 10.2. All TES members are required to complete a Declaration of Interests form, recording details of any Disclosable Pecuniary Interest which might conflict with their duties to TES and SELEP. This may include business, financial or personal relationships/interests, including memberships of external bodies or undertaking outside work, voluntary or paid, with anyone who has or may seek to have dealings with TES or SELEP. Members are further required to identify close family members who are also a TES or SELEP representative, or have the ability to exercise significant influence over TES/ SELEP's agenda or activity.
- 10.3. All declarations must initially be registered within 28 days of the individual becoming a TES member. Each TES member is required to ensure their own declarations are up to date and must review their Declaration of Interests form before each TES Board meeting. TES members must notify the TES Secretariat of any changes to their declarations within 28 days of the change occurring. To ensure declarations remain current, all Declaration of Interests forms must be resigned and resubmitted to the TES Secretariat every six months. **[That last point about resubmitting every six months is still an area of contention with SELEP and is being reviewed, so may yet change]**
- 10.4. East Sussex local authority officers with direct input to SELEP advisory groups, such as the SELEP Senior Officers Group, are also required to complete a Declaration of Interest form as described in 10.2 and 10.3.
- 10.5. Copies of all declarations are retained by the Secretariats of both TES and SELEP, and are made available for public scrutiny as described in section 11.
- 10.6. TES members are required to declare interests in any matter being considered by TES, direct or indirect, at the outset of the meeting at which the item is to be discussed. The Chair will ask for declarations of interest at the start of every TES meeting, and such declarations will be recorded in the minutes of the meeting. Where a Disclosable Pecuniary Interest is declared, the Chair will ask the individual TES member to withdraw from the meeting for the duration of the discussion on that particular item; the individual TES member may not participate in any debate on the matter, or vote in any questions relating to it.
- 10.7. The rules in 10.6 apply whether or not the interest concerned is already set out in the individual's Declaration of Interests.
- 10.8. The rules in 10.6 do not apply where the interest concerned relates primarily to the general interest of any public sector member in her/his area of geographical responsibility, or to the interests of East Sussex as a whole.
- 10.9. The rules in 10.6 also apply to any substitute member or non-voting participant.

11. Transparency

- 11.1. TES shall seek to operate in an open and transparent manner at all times.
- 11.2. TES welcomes public interest in its business and has a procedure for accepting representations from members of the public, as described in section 12.
- 11.3. TES meeting papers will be made publicly available via the [ESCC website](#) at least 5 working days prior to the TES meeting, except for those papers which are not suitable for release into the public domain as they are considered 'confidential information', as classified by the *Local Authorities (Executive Arrangements) (Meetings and Access to Information) (England) Regulations 2012*.
- 11.4. Draft minutes of TES meetings will be made publicly available via the ESCC website within 10 working days of the meeting; the final-version minutes shall be made publicly available via the ESCC website within 10 working days of being formally approved at the subsequent TES meeting.
- 11.5. Other relevant operational documentation for TES shall also be made publically available on the ESCC website, including TES membership, contact details, meeting schedule, Declarations of Interest and this Terms of Reference document.
- 11.6. The Freedom of Information Act 2000 shall apply to TES papers and to records of TES decisions.
- 11.7. In terms of branding, TES will ask its project delivery partners to display the SELEP and/or TES logo as appropriate in compliance with the guidelines set out in the SELEP Assurance Framework.

12. Public representations at TES meetings

- 12.1. Members of the public shall be permitted to make representations at TES meetings through a registration facility on the ESCC website. The online form shall allow questions to be submitted for the consideration of the TES Board, and give the opportunity for the individual member of the public to attend a TES meeting to present the query in person.
- 12.2. A question may be allowed under this procedure only if it has been submitted and received by the TES Secretariat no later than five working days before the meeting. Questions may only be submitted via the online form, by email to economic.development@eastsussex.gov.uk, or by post to *TES Secretariat, c/o Economic Development (West-B), East Sussex County Council, County Hall, St Anne's Crescent, Lewes BN7 1UE*.
- 12.3. Any question may be subsequently withdrawn by the person submitting it at any time.
- 12.4. If any public questions are to be presented at a TES meeting, a period of up to 15 minutes shall be allocated to the matter at the start of the meeting. Questions will be dealt with in the order in which they are received, except that the Chair may choose to group together similar questions if appropriate. If there is insufficient time to ask/answer all of the questions within the allotted 15 minutes, the TES Chair will provide answers in writing within 10 working days of the meeting.
- 12.5. If the member of the public has elected to make the representation in person, the speaker is allowed to ask the pre-submitted written question only. The question must be asked within a 3-minute time limit; after the answer has been given the speaker may pose one further supplementary question in order to clarify a point given in the answer. No further questions may be asked. Only one speaker will be permitted to make a representation on behalf of an organisation. If the speaker requires someone to read the question for them, the Chair will ask the question on their behalf, but the questioner must be present at the meeting. If the speaker is not present when called by the Chair, the Chair shall move on to the next question.
- 12.6. Public questions must not:
 - Ask for information which is already publically available on the SELEP website or the TES pages of the ESCC website;
 - Concern subjects outside the responsibility or remit of the TES Board;
 - Criticise the motives or personal character of any TES member, or be defamatory, frivolous, vexatious or offensive;
 - Be substantially the same as a question put to a TES meeting in the previous six months;
 - Require the disclosure of confidential or exempt information;
 - Already be subject to separate appeal, adjudication, litigation, mediation or dispute resolution.
- 12.7. The Chair can decide that a question may not be asked or answered if it would not be in the public interest, or on any other reasonable ground. If this occurs, notification will be given at the earliest opportunity in writing with reasons for the rejection.
- 12.8. Answers to the questions may be given by the most appropriate TES member as designated by the Chair. The TES member giving the answer has full discretion as to the content of the reply and how it is given. In particular, s/he may decline to answer in full if this would involve an unreasonable amount of time, work or cost, or be contrary to the public interest. All oral answers to questions should be brief and relevant, with any detailed background or statistics given in writing following the meeting.
- 12.9. A record of all questions and answers will be recorded in the minutes, to be made publically available as described in section 11.

13. Public misconduct

- 13.1. Members of the public invited to participate in a TES meeting are not permitted to record any part of the meeting through audio and/or visual recording equipment.
- 13.2. If a member of the public interrupts a meeting or otherwise behaves irregularly, improperly or offensively, the Chair, with the consent of the TES Board, may request that s/he leave the room or order that s/he is removed. In the event of a general disturbance the Chair, with the consent of the TES Board, may suspend the meeting or direct that the public be excluded from it. No one so removed or excluded will be permitted to return to the meeting.

14. TES representation on the SELEP Strategic Board

- 14.1. TES has 6 seats on the SELEP Strategic Board, made up of 3 TES business members and 3 TES local authority members.
- 14.2. One of the 3 TES business representatives on the SELEP Strategic Board must be the SELEP Vice-Chair for East Sussex, as described in 14.5. One of the 3 TES local authority representatives on the SELEP Strategic Board must be the Leader of the County Council.
- 14.3. TES members can hold a seat on the SELEP Strategic Board for up to **1 year** at a time. The tenure will run concurrently with the TES membership tenure described in section 4, to be renewed every year in **1 month**. SELEP Strategic Board members may be reappointed after their tenure expires; there is no maximum number of terms that TES members can serve as SELEP Strategic Board members.
- 14.4. TES is responsible for selecting which of its members shall serve on the SELEP Strategic Board, except for the condition set out in 14.2 above. Selection is achieved via an open, transparent discussion during a scheduled TES meeting; if a vote is required then the quorum and decision-making conditions in section 6 shall apply.
- 14.5. TES is responsible for selecting which of its business members shall serve on the SELEP Strategic Board as SELEP Vice-Chair for East Sussex. It is strongly recommended that the *TES Chair* take the role of SELEP Vice-Chair, however it is within the remit of the TES Board to choose a different business member for the role if so required. Selection is achieved via an open, transparent discussion during a scheduled TES meeting; if a vote is required then the quorum and decision-making conditions in section 6 shall apply.
- 14.6. TES members, including the SELEP Vice-Chair for East Sussex, may resign from their position on the SELEP Strategic Board, without prejudice to their continued membership of TES, giving no fewer than 20 working days' notice to the TES Chair and TES Secretariat. Should a member resign from the SELEP Strategic Board 'mid-term', a replacement TES member shall be selected through an open, transparent discussion during a scheduled TES meeting; if a vote is required then the quorum and decision-making conditions in section 6 shall apply. The newly appointed SELEP Strategic Board member shall continue to hold the position for the remainder of the one-year tenure.
- 14.7. The TES Secretariat will advise the SELEP Director of any changes to TES representation on the SELEP Strategic Board within 5 working days.

15. Funding calls, recommendations and project prioritisation

- 15.1. All funding opportunities announced by SELEP, such as Local Growth Fund and Growing Places Fund, will be openly publicised through the ESCC website. An Expression of Interest form will be made available on the ESCC website for each funding call.
- 15.2. The TES Secretariat will forward the details of funding calls to the ESCC Communications Team for additional publicity through social media and press releases, and to all of the TES subgroups for further circulation through their networks.
- 15.3. A simplified Expression of Interest form will also be made available on the ESCC website, irrespective of open funding calls, for project developers wishing to add their schemes to the ongoing East Sussex Project Pipeline. Any EOIs submitted in this way will be considered and sifted by County Council senior officers in the first instance, before TES is asked to endorse each individual project's addition to the Pipeline.
- 15.4. TES does not have delegated authority to make decisions regarding the allocation of public funds, as formal democratic decision-making is achieved through the SELEP Accountability Board. TES may however make recommendations to SELEP on its priorities and on which projects/programmes it endorses.
- 15.5. In considering pipeline projects, project prioritisation and making recommendations to SELEP, TES adheres to the guidelines, policies and mandates set out in the SELEP Assurance Framework, and to the agreed principles of specific funding calls. In making recommendations TES shall aim to reach consensus; where a vote is required, the quorum and decision-making conditions in section 6 shall apply.

16. Annual report

16.1. TES shall give consideration to producing an annual report and/or an annual East Sussex Growth Strategy summary statement, setting out the activities, including on the Delivery Plan (or equivalent), and membership of TES over the course of the year, and its anticipated focus for the year ahead. This shall be made publicly available as described in section 11.

17. Best practice, equality and diversity

17.1. SELEP and its federal boards must comply with the *LEP Governance & Transparency Best Practice Guidance*, published by HM Government. Accordingly TES adheres to the following SELEP policies, all of which are available to view on the [SELEP website](#):

- Code of Conduct for LEP Board Members;
- Confidential Reporting of Complaints Policy;
- Register of Interests Policy;
- Subsistence and Hospitality Policy;
- Whistleblowing Policy.

17.2. TES must also comply with the Local Government Act 1972 requirements for the publication of meeting agendas and minutes, as described in section 11.

17.3. SELEP and its federal boards are covered by the general equality duty as set out within the Equality Act 2010. Accordingly all decisions taken by TES will pay due regard to:

- a) Eliminating unlawful discrimination, harassment, victimisation and other conduct prohibited by the act;
- b) Advancing equality of opportunity between people from different equality groups;
- c) Fostering good relations between people from different equality groups.

17.4. Members of all SELEP boards, including TES, are required to maintain high standards in the way they undertake their duties. All members of TES are de-facto representatives of SELEP, and therefore their actions impact on the way in which the SELEP is viewed by the public. All members are therefore required to have regard to the 'Principles of Public Life', known as the Nolan Principles, contained within the provisions of S.29(1) of the Localism Act 2011, and set out below:

- a) SELFLESSNESS – to serve only the public interest and never improperly confer an advantage or disadvantage on any person;
- b) INTEGRITY – not to place themselves in situations where their integrity may be questioned, not behave improperly and on all occasions avoid the appearance of such behaviour;
- c) OBJECTIVITY – make decisions on merit, including when making appointments, awarding contracts or recommending individuals for rewards or benefits;
- d) ACCOUNTABILITY – to be accountable to the public for their actions and the manner in which they carry out their responsibilities and co-operate fully and honestly with any scrutiny appropriate to their office;
- e) OPENNESS – to be as open as possible about their actions and those of TES/SELEP and be prepared to give reasons for those actions;
- f) HONESTY – not to place themselves in situations where their honesty may be questioned, not behave improperly and, on all occasions, avoid the appearance of such behaviour;
- g) LEADERSHIP – promote and support these principles by leadership and by example and always act in a way that secures or preserves public confidence.

18. Variation to Terms of Reference

18.1. TES may decide to vary its Terms of Reference, provided the procedure at 6.5 is followed.

19. Termination

19.1. TES may decide to terminate the activities of TES subject to the provisions in 6.5.

TES ToR Appendix A – TES Board recruitment procedure

1. Ending the two-year tenure of TES business members

- 1.1. Team East Sussex (TES) business members, including the TES Chair/Vice-Chair, can serve a term of up to two years at a time, commencing [date tbc].
- 1.2. The TES Secretariat will advise all TES business members that their membership is coming to an end not less than two months before the end of the two-year term. The TES Secretariat will begin the recruitment process one month prior to the two-year termination date.
- 1.3. All TES business members will be invited to reapply to TES; there is no maximum number of terms that business members can serve. TES business members who wish to reapply must follow the open-call procedure described in section 2 below.
- 1.4. At the end of the two-year tenure, the TES Secretariat will write to each TES business member within three working days advising them that their membership of TES has expired.

2. Recruiting business members to the TES Board

- 2.1. The call for applications to the TES Board will be made public and communicated via the East Sussex County Council (ESCC) website and ESCC social media platforms; the ESCC Communications team will also be asked to further promote the opportunity through relevant press releases. Additionally the call will be distributed through all of TES's subgroups and business networks, all of whom will be asked to further distribute/promote as appropriate.
- 2.2. An application form will be made available on the TES pages of the ESCC website; all public promotion and communication will point to these website pages. Supplementary information on the role of TES business members, such as the TES Terms of Reference, board induction material and application guidance, will also be available to view alongside the application form.
- 2.3. An application deadline of not less than three weeks (15 working days) will be given from the date the vacancy is first made public. Applicants will be required to submit their application by email to ESCC's Economic Development team – economic.development@eastsussex.gov.uk. Public promotion as described in 2.1 will continue throughout the period of the vacancy.
- 2.4. The TES Secretariat will sift and shortlist all applications to ensure basic minimum requirements are met in terms of representing the business sector, business location within the county (i.e. being based in East Sussex) and commitment to attend TES Board meetings.
- 2.5. A selection panel will be assembled to review the shortlisted applications, made up of:
 - 1 x TES local authority member
 - 1 x TES HE/FE member
 - 1 x TES Secretariat senior representative
 - 1 x SELEP Secretariat senior representative
 - 1 x SELEP business representative – *see point 2.7 below*
- 2.6. The local authority representative on the panel shall be chosen by the TES local authority members, and the HE/FE representative shall be chosen by the TES HE/FE members. The TES Secretariat representative shall be the ESCC Head of Economic Development, Skills, Culture and Infrastructure, or their selected alternate senior officer. The SELEP Secretariat representative shall be the SELEP Director, or their selected alternate senior SELEP Secretariat member.
- 2.7. The SELEP business representative on the selection panel is dependent on one of two circumstances:
 - (a) Under normal conditions the recruitment of new TES business members occurs every two years, and therefore involves all nine of the TES business positions at the same time – for this reason none of the current TES business members can sit on the recruitment panel. The SELEP business representative shall be another business member of the SELEP Strategic Board (with the first choice being either the SELEP Vice-Chair for Kent or the SELEP Vice-Chair for Essex).
 - (b) In the event that one or more TES business members are not involved in the recruitment process, such as when filling a vacant position 'mid-term' after a business member has resigned from the TES Board, then the SELEP business representative shall be a TES business member. The first choice TES business member is the TES Chair, then the TES Vice-Chair; otherwise the remaining business members (not involved in the recruitment process) will nominate another TES business member to sit on the selection panel.

- 2.8. The TES Secretariat will share all application information with the selection panel electronically and arrange a meeting for the panel to convene. Panel members will be asked if they wish to invite individual candidates to the panel meeting for a short interview. The panel meeting will take place no more than two weeks (10 working days) after the application closing date.
- 2.9. Panel members will be permitted to contribute to the meeting electronically if they are unable to attend in person. In the event that three or more panel members are unable to attend then the meeting will be reconvened.
- 2.10. In choosing new business members, the selection panel shall seek to ensure a balanced representation of businesses reflecting the county's geography and the diversity of its business base in terms of size and sector. Consideration will also be given to associations with other locally/nationally recognised business-representative bodies, and to the overall diversity of membership in terms of the individual's protected characteristics as listed in the Equality Act 2010 (including, but not limited to, gender, race, sexual orientation and age).
- 2.11. The selection panel will aim to reach a consensus at the panel meeting. Should a vote be required then a majority ruling will suffice; in the event of a tie the business representative on the selection panel will have the casting vote.
- 2.12. The selection panel may choose at their discretion to convene a second panel meeting, such as in the event that a large number of applications are received and the panel wishes to further shortlist them and invite individual candidates back to a later interview.
- 2.13. The selection panel will only appoint business members it feels will best serve the aims and functions of TES, as set out in the TES Terms of Reference. Should the recruitment panel choose not to fill a vacancy, or if there is an insufficient number of applicants, then the vacancy shall be re-advertised according to the procedure described in section 4 below.
- 2.14. The TES Secretariat will advise each candidate of the outcome of their individual application within five working days of the selection panel reaching a decision. Successful candidates will be given induction information for both TES and SELEP, as described in paragraph 4.4 of the TES Terms of Reference, and be invited to the next scheduled TES Board meeting.
- 2.15. The TES Secretariat will advise the SELEP Secretariat of all changes to TES membership within five working days of the selection panel reaching a decision.

3. Recruiting TES business members mid-term

- 3.1. The recruitment process described in section 2 applies whether recruiting to all business positions at the end of the two-year tenure, or to individual business vacancies 'mid-term' (such as when an existing business member chooses to leave the TES Board part-way through their two-year tenure).
- 3.2. In the event that a new TES business member is appointed mid-term, their tenure is aligned to the existing two-year tenure period, i.e. rather than the new member serving a full two years, they will serve only for however many months remain of the current tenure, and be discharged at the end of that tenure alongside the existing TES business members.
- 3.3. A mid-term vacancy does not need to be recruited to if less than six months remain of the two-year tenure period.

4. Re-advertising a vacancy

- 4.1. In the event that a vacancy is not filled, either through the decisions of the selection panel or through an insufficient number of applicants, then the vacancy shall be re-advertised.
- 4.2. Prior to re-advertising, the TES Secretariat shall ask all current business members, whether newly appointed or existing, to recommend appropriate business contacts from their networks who they feel may be suitable for a position on the TES Board. The TES Secretariat shall contact the recommended individuals to encourage them to apply.
- 4.3. In re-advertising the vacancy, the full procedure for open calls described in 2.1–2.3 is again followed. All potential candidates must apply through this same open, competitive process, including any business contacts recommended by existing business members. The TES Secretariat will again sift and shortlist applications according to the criteria in 2.4.
- 4.4. The TES Secretariat will propose the shortlisted candidates to TES for electronic approval, providing full application information, whereby the quorum and decision-making conditions in section 6 of the

TES Terms of Reference shall apply. TES members may elect to invite candidates to a TES Board meeting before calling for a decision, in which case the decision shall be made at the next scheduled TES Board meeting rather than electronically. TES members will give consideration to the balance of representation described in 2.10 when making their decision.

- 4.5. The TES Board will only appoint business members it feels will best serve the aims and functions of TES, as set out in the TES Terms of Reference. Should the TES Board choose not to fill a vacancy, or if there is an insufficient number of applicants, then the vacancy shall again be re-advertised according to the procedure described in 4.2–4.4.
- 4.6. A vacancy does not need to be re-advertised if less than six months remain of the two-year tenure period.