

1. Purpose

- 1.1. This document sets out the terms of reference for the Opportunity South Essex (OSE) Board.

2. Vision and roles

- 2.1. OSE is a private-public Board whose vision is for South Essex to have one of the fastest growing and the most sustainable economies in the UK which provides opportunities for businesses, is attractive to inward investors and benefits local communities.

- 2.2. OSE will work closely with the Association of South Essex Local Authorities (ASELA) to support the realisation of South Essex economic and productivity ambitions

- 2.3. In pursuit of this, OSE will have 4 key roles:

Leadership - OSE will establish its vision and agree its priorities in conjunction with all partners, ASELA, South East Local Enterprise Partnership (SELEP) and the Thames Estuary. OSE will play a key role in clearly communicating its priorities to Government to inform policy and critical investment decisions. In doing so, OSE will:

- a. Working with ASELA to develop a single plan for growth across South Essex, supported by an action plan and pipeline of projects to realise our ambition.
- b. Promote inclusive growth which ensures that local communities benefit.
- c. Raise the profile of South Essex area.
- d. Support the case for investment in infrastructure to support the growth in South Essex.
- e. Secure skills improvement for certain targeted sectors.

Leveraging investment – working with partners to maximise investment to support delivery of major projects, improve infrastructure and implement other priority initiatives. OSE's relationships with ASELA, SELEP and other agencies at local, regional and national level will be critical as will building the reputation and brand of South Essex to attract new potential investors and retain existing funders. Leveraging of private sector investment will be crucial in the delivery of the full growth vision.

Influencing / lobbying/ advocacy – provide an important voice on major issues and play a key role in championing priorities and raising/maintaining the profile of South Essex and the Thames Estuary at a national level. The Partnership will also play a valuable role in informing major policy initiatives in the UK and Europe by using its platform at SELEP, the Thames Estuary Growth Board and through other channels of influence open to private and public sector representatives.

Collaboration – play a role in managing intelligence and coordinating issues and actions to address critical issues. There are already excellent examples where collaboration has taken place and made a difference, however, this can be strengthened across priorities to ensure that there is greater joint working. Critically, OSE will be the primary interface between ASELA and the Private Sector.

- 2.4. As a federated Board of SELEP OSE will also:

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- Consider 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;
- Maintain strategic oversight, inform and support the Business Essex, Southend and Thurrock (BEST) growth hub activity in South Essex
- Maintain strategic oversight of the use of all funding devolved from the South East Local Enterprise Partnership (SELEP) to South Essex and ensure that delivery targets are achieved;
- Fulfil all the functions required of a federated Board by the SELEP Assurance Framework; and
- Ensure a strong voice for South Essex business and government at national and regional level, including through the South East LEP.

2.5 As a Federated Board of SELEP, OSE will adopt the following SELEP policies (link: <https://www.southeastlep.com/good-governance/our-policies/>) :

- Confidential reporting procedures for third parties and the public
- Whistleblowing Policy
- Code of Conduct for Board Members
- Subsistence and Hospitality Policy
- Register of Interests Policy

3. Governance

3.1. The Partnership shall be governed by a Partnership Board, which shall fulfil the functions set out in Section 2.

3.2. Additionally the Board shall:

- a. Oversee the management of the Partnership budget;
- b. Agree the Terms of Reference for the Board and any necessary amendments; and
- c. Ensure the role of the OSE Executive Director is subject to annual performance review and establish a sub group for this purpose.
- d. Ensure declarations of interest are managed appropriately as per section 8

3.3. The Partnership will establish and maintain clear relationships with other boards and organisations directly related to the vision and aims in section 2

3.4. Board members shall conduct themselves appropriately showing respect for each other and with consideration of equality and diversity principles

4. Recruitment Process

4.1. Business Board Members are appointed through an open, competitive and non-discriminatory procedure in accordance with the OSE Recruitment Policy.

4.2. As part of the recruitment process, the Board will increase the Board's overall diversity of protected characteristics, including gender, age, ethnic origin, religion and sexual orientation as defined in the Equality Act 2010; and to commit to having at least one third female membership of appointed members by March 2020.

5. Membership of the Board

5.1. The Board shall have 20 members with private sector (including education) representatives holding the majority of seats on the board. Each of the 6 local authorities

represented will have one seat on the board for the Leader; each private sector organisation on the board will have one seat. In summary:

- Chair (Private Sector) (1)
- Deputy Chair (Private Sector) (1)
- Business representatives (11)
- Further Education (1)
- Higher Education (1)
- The Leader of Basildon Council (1)
- The Leader of Castle Point Council (1)
- The Leader of Essex County Council (1)
- The Leader of Rochford Council (1)
- The Leader of Southend Council (1)
- The Leader of Thurrock Council (1)

- 5.2 Business Members, including Chair and Deputy Chair, can serve a term of up to 2 years commencing from 2020. Business Members may be re-appointed when their term ends subject to a decision of the OSE Board. Business Members can serve a maximum of 3 consecutive terms. The role description for Business Representatives can be found in Appendix D.
- 5.4 Public Sector Representation from the 6 Local Authorities will run concurrently with each Members tenure as Leader of their respective Authority.
- 5.5 Further and Higher Education representatives will be nominated by the Further and Higher Education Institutes located in South Essex.
- 5.6 Should a Board member be unable to attend a Board meeting, they may nominate an alternate to take their place. In such cases, the Board member should notify the Chairman in advance, via the Secretariat.
- 5.7 Public Sector, Further and Higher Education Members may resign from the Board by giving no less than 20 working days' notice to the Chairman and Secretariat. In submitting their resignation members should indicate who the replacement representative from their member organisation will be. If the member is seeking to withdraw their organisation from membership of OSE then this will be subject to the provisions in paragraph 18.1.
- 5.8 Business Members may resign from the OSE Board giving no fewer than 20 working days notice to the OSE Chair and Executive Director. Should a Business Member resign, they will be replaced according to the remaining term not served.

6. Quorum

- 6.1. The quorum of the Board shall be 8 of which no fewer than 4 shall be private sector representatives.
- 6.2. Should a Board meeting not be quorate, the Chair may fix a special meeting of the Board to consider outstanding business or let it stand adjourned to the next ordinary meeting of the Board.

7. Chair and Deputy Chair

- 7.1. The Chair shall be elected from amongst the private sector representatives on the Board. The election shall take place every two years with the first year for election 2020.
- 7.2. The Board will also appoint a Deputy Chair from the private sector members of the Board. The election shall take place every two years with the first year for election 2020.
- 7.3. The Chair shall preside at meetings of the Board. In the absence of the Chair, the Deputy Chair shall preside. In the absence of the Chair and the Deputy Chair, the Board shall elect any Member of the Board to act as Chair for that meeting only.
- 7.4. 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 OSE Board voting to change its Chair (as described in 7.8). In electing a new Chair, the OSE Executive Director will invite volunteers from the existing OSE business members. The matter is then tabled as the first item at the next scheduled OSE Board meeting, which shall itself be chaired by the Deputy Chair or another private sector board member.
- 7.5. Should there be more than one nominee, each candidate will be given up to three 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 OSE Board members and the new Chair is selected. The quorum and decision-making conditions described in section 6 shall apply in electing the Chair.
- 7.6. Following the election of a new Chair, a Deputy Chair will also be elected. They will be a business representative drawn from the existing OSE membership. In such a case, the OSE Executive Director will invite volunteers from existing OSE business members; the matter is then tabled as the first item at the next scheduled OSE Board meeting. The process described in 7.4 for selecting the Chair shall also apply in selecting the Vice-Chair.
- 7.7. The Chair and Deputy Chair can serve in their roles for up to 2 years at a time, concurrent with the OSE business membership tenure. The Chair or Deputy Chair may resign from their position, without prejudice to their continued membership of OSE, giving no fewer than 20 working days' notice to the OSE Executive Director.
- 7.8. OSE may choose to change its Chair or Deputy Chair before the end of the normal 2 year tenure. The proposal must be proposed by an OSE member, and be seconded by another OSE member, at a scheduled OSE Board meeting. A Member of the Board will then table the matter at the subsequent scheduled OSE Board meeting where OSE will vote on the matter; the quorum in Section 6 and decision-making conditions in section 13 shall apply at the meeting.

8. OSE Representation on Other Boards

- 8.1. OSE will be required to field board members to represent OSE on other boards, such as (and not limited to) SELEP Strategic Board, SELEP Investment Panel and the Skills Advisory Panel. Business Members of the OSE Board will be invited to volunteer for these roles and their appointment will be confirmed by the OSE Board.
- 8.2. The exception to this will be representation on the SELEP Strategic Board. It is within the role description of the Chair and Deputy Chair that they will represent OSE on the SELEP Strategic Board.

- 8.3 Appointments will be for a fixed term that will be identified at the outset, or will come to an end with the current term for the Board Member.
- 8.4 Should a Board Member not be able to attend a meeting then with the approval of the Chair a substitution will be made
- 8.5 In the event that a Board Member is no longer able to represent OSE, then they will be required to inform the Executive Director who will then seek a new representative as outlined in 8.1

9. Non-voting participants

- 9.1 There is provision to appoint up to 5 co-opted members to the OSE Board. These Members will not have voting rights. Co-opted Members will be selected on the basis that they will support the Board by bringing either specialist knowledge, skills or experience to support the Board.
- 9.2 Attendance by non-voting members will be for a specific length of time.
- 9.3 Co-opted Members may participate in discussion (subject to the Conflicts of Interest procedure set out in 10 below). However, they shall not be able to vote.
- 9.4 Local Authority Officers may also attend Board meetings only if they are presenting papers or other information for the Board's consideration.

10. Conflicts of interest

- 10.1 Board Members will be required to comply with the SELEP Register of interest Policy which requires them to complete a Register of Interest Form, and review this every 6 months. This form will be available for public scrutiny, and be available on the SELEP website.
- 10.2 Minor changes to the Members Register of Interest should be communicated via e-mail to the Executive Director. More substantial changes will require a new Register of Interest for to be completed.
- 10.2. Should a Board Member become aware that s/he has any interest, direct or indirect, in any matter being considered by the Board, then s/he shall:
 - (a) disclose the interest to the meeting and not take part in any consideration or discussion of the matter or vote in any questions with respect to it; and
 - (b) unless the meeting invites him/her to remain, withdraw from the meeting.
- 10.3 The rules in 10.2 apply whether or not the interest concerned is already set out in the Register of Interests.
- 10.4 However, the rule in 10.2 above does not apply where the interest concerned relates primarily to the general interest of any public sector Member in his/her area of geographical responsibility, or to the interests of South Essex as a whole.
- 10.5 The rules in 10.2 also apply to any non-voting participant; save that non-voting participants do not have voting rights.

11. Secretariat, minutes and agenda-setting

- 11.1 The Secretariat of the Board and the Partnership shall be carried out by the Executive Director of the Partnership with support from Castle Point Borough Council.
- 11.2 In exercising this function, the Secretariat shall work with the South Essex Economic Development Managers Group and shall consider both forthcoming agenda items and the strategic monitoring of actions determined by the Board.
- 11.3 The agenda for the Board meeting shall be agreed by the Chairman prior to circulation.
- 11.4 The agenda and papers for the Board meetings shall be circulated to the Board by the Secretariat not less than five working days before each Board meeting. The agenda will include reports of partner bodies where appropriate.
- 11.5 Minutes of meetings of the Board will be prepared by the Secretariat and circulated to Board members within 10 working days after each Board meeting. Members will be invited to comment on the minutes within five days after which time the Secretariat will agree, with the Chair, a final version for circulation. Although these minutes will not be formally approved until the next Board meeting they will be made publicly available as a 'final draft'. Once formally approved, they will be made publicly available as 'approved minutes'.
- 11.6 Additional to agenda items urgent matters may be discussed at the discretion of the Chair of the meeting.
- 11.7 Minutes and Agendas will be published on the SELEP website.

12. Making recommendations

- 12.1 The Board does not have delegated authority to make decisions regarding the use of public funds. However, the Board may provide a strategic partnership view on priorities for or the use of, public funds and may make recommendations to local and central government and their agents.
- 12.2 In considering priorities and performance and in making recommendations, the Board shall at all times aim to reach consensus. Where consensus is not possible, the Board may set out majority and minority opinions.

13. Voting

- 13.1 The Board shall normally operate on the basis of consensus but if a consensus is not achieved, decisions will be determined by majority vote, with the Chair's casting vote deployed if required. All members shall have equal voting rights except those with observer status who shall be allowed to speak but not vote.
- 13.2 In the event that a decision is required outside of a scheduled meeting, the Chair may decide to hold an Extraordinary Meeting. Such meetings shall be coordinated by the OSE Executive Director, and shall operate according to normal OSE Board rules.
- 13.3 In certain circumstances, the Chair may decide to seek agreement to a proposal via Electronic Procedure. In such cases, the OSE Executive Director will write to each Board representative requesting agreement to a specified course of action. When decisions

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are made electronically, the requirements of sections 6 (Quorum) and 10 (Conflicts of Interest) apply. Confirmation of the decision will be made at the following Board meeting.

13.4 Co-opted Members do not have voting rights.

14. Sub-groups

14.1 The Board may establish sub-groups. In such circumstances, the terms of reference for any sub-group shall be approved by the Board.

15. Transparency

15.1 The Board shall seek to operate in an open and transparent manner.

15.2 Agendas for meetings of the Board shall be available on the OSE website (and those of partner organisations as appropriate) except where papers are considered to include exempt or commercially sensitive information.

15.3 Following approval by the Board, minutes shall be made publicly available via the websites of OSE and those of partner organisations as appropriate. Minutes will be published within two weeks of the meeting date.

15.4 The Freedom of Information Act 2000 shall apply to Board papers and to records of the Board's discussions.

16. Frequency of Board meetings

16.1 The Partnership Board shall meet at least 4 times per year. It may meet more frequently if business needs dictate, at the discretion of the Chairman.

16.2 Board meetings shall be scheduled and located in such a way that the business of the Board can be expedited efficiently.

17. Termination

17.1 The Board may decide to terminate the activities of the Board and Partnership, subject to the provisions in para. 10.2.

18. Withdrawal

18.1 The Parties to this Agreement recognise that the success of OSE depends upon the mutual co-operation of all the partners and the withdrawal of any Party may have serious administrative and financial repercussions for the remaining Parties. Therefore any Party withdrawing from this Agreement must:

- Give 12 months' notice in writing of withdrawal to all other Parties; and
- Indemnify the remaining Parties for any expenses reasonably incurred by them as a consequence of the withdrawal.
- For the avoidance of doubt, they may not withdraw from this Agreement until their notice period has come to a conclusion. If the notice period does not conclude within the current financial year the withdrawing Party shall be liable for a proportion of their subscription fee.

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19. Indemnity

19.1 Unless otherwise indemnified by the organisations of which they are representatives, Castle Point Borough Council will indemnify the members of the Board in respect of all decisions made by the Board.

20. Declarations of Interest

20.1 All members of the Partnership are required to complete a Register of Interest form, as outlined in the SELEP Register of Interest Policy.

20.2 Board Members are required to act in accordance with the Register of Interest Policy at all times.

21. Variation to Terms of Reference

21.1 The Board may decide to vary its Terms of Reference, provided the procedure in Section 11 is followed.

Approved by the Board of Opportunity South Essex

<date>