

Essex Federated Board

Terms of Reference

September 2019

1. Purpose

- 1.1 This document sets out the terms of reference for the Essex Federated Board (EFB). The EFB has a vital role to play in influencing and driving a visionary and forward thinking Essex economy and acts one of four federated boards of the South East Local Enterprise Partnership (SELEP).
- 1.2 SELEP is a strategic partnership which brings together the public and private sectors to support economic growth across the local authority areas of East Sussex, Essex, Kent, Medway, Southend-on-Sea and Thurrock. It has a federated model of operation which is principally supported by the Essex Federate Board, Kent and Medway Economic Partnership, Opportunity South Essex and Team East Sussex. More information can be found on the SELEP website www.southeastlep.com
- 1.3 As a federated board of the SELEP, the EFB 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.
<https://www.southeastlep.com/good-governance/>

2 About the Essex Federated Board

- 2.1 The EFB takes a leading role in driving forward strategic economic growth priorities for Essex; informing key decisions and providing a strong collaborative voice for the private and public sector to lobby for funding and unlock opportunities for the Essex economy. By working together large employers, academic institutions, SMEs, the third sector and local government, provide the leadership to tackle the economic challenges faced.
- 2.2 The EFB is non-politically affiliated and is business led. The EFB works proactively and collaboratively to drive economic growth, innovation and prosperity throughout Essex. This is achieved through promoting economic opportunities, lobbying government, using evidence for strategic planning and by setting clear objectives.
- 2.3 The Essex Federated Board covers the following local authority areas: Uttlesford, Braintree, Chelmsford, Epping Forest, Maldon, Tendring, Colchester & Harlow

3 Board Functions

- 3.1 The EFB shall:
- 3.1.1 Identify economic priorities and a strategy for Essex in line with local need and that of SELEP.
- 3.1.2 Utilise evidence to review and recommend strategic projects for funding by

SELEP.

- 3.1.3 Monitor delivery and spend on existing Essex projects and programmes in accordance with SELEP's overall Assurance Framework and recommend corrective action as appropriate.
- 3.1.4 Represent the economic interests of Essex at national, regional, local and SELEP level meetings and events, such as the SELEP Strategic Board.
- 3.1.5 Work across boundaries to realise the full potential of the wider Essex Economy and ensure economic prosperity is effectively distributed.
- 3.1.6 Adhere 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.

4 Membership

- 4.1 The Board shall consist of 15 members (as below) and 5 members co-opted annually
 - Business representatives x 8
 - FE / HE representative x 2
 - Local Authorities x 5
(1x County Council, 4 x Local Authority Membership = 2x Central North, 2x West)
 - Co-opted representatives x5 (including Business Membership Organisations)
- 4.1.1 Local Authority membership shall be requested via the Essex Leaders Association who will be asked to nominate representatives. The Essex Leaders Association will also be invited to designate specific deputy members to act as representatives in their absence.
- 4.1.2 Business membership and other organisations will be considered through the co-opted representation
- 4.2 EFB 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 and shall also include associations with other locally/nationally recognised business-representative bodies, this will be regularly reviewed to ensure that balance is maintained. In line with Government LEP requirements, EFB will commit to having at least one third female membership of appointed members of the Federated Board by March 2020.
- 4.3 Federated Board members are appointed to EFB through an open, competitive and non-discriminatory recruitment process in accordance with the [SELEP Recruitment Policy](#), with due consideration to the balance of representation described in 4.1 and 4.2. The EFB recruitment process is described in Appendix A.
- 4.4 Each business member will be considered by the board for a lead and/or reporting role for one of EFB's Thematic working groups, as described in section 12, and act as a liaison between that thematic working group and the EFB Board.

- 4.5 Should a Board member be unable to attend a Board meeting, s/he may nominate an alternate. In such cases, the Board member should notify the Chair in advance. Local Authority representation will be established at the outset via the partnership board.
- 4.6 The Chief Executive of SELEP will be invited to attend the board meetings acting in a non-voting capacity.
- 4.7 Officers providing secretariat support from Essex County Council as outlined at section 15 will attend the meetings in a non-voting capacity.

5 EFB Chair and Vice Chairs

- 5.1 The EFB shall be chaired by an independent private sector chair. The Chair shall preside at meetings of the Board, in the Chair's absence; the Vice-Chair shall preside or in the absence of both, the Board shall elect any Member of the Board to act as Chair for that meeting only.
- 5.2 The election of a new Chair will take place in the event of the Chair's two-year tenure coming to an end, the Chair resigning their position, or the EFB Board voting to change its Chair (as described in 5.6). In electing a new Chair, the EFB Secretariat will invite electronic nominations from the existing EFB business members. The matter will then be tabled as the first item at the next scheduled EFB Board meeting, which shall itself be chaired by the vice chair or another private sector board member.
- 5.3 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 EFB Board members and the new Chair is selected. The quorum and decision-making conditions described in section 9 shall apply in electing the Chair.
- 5.4 Following the election of a Chair, and with the Chair's agreement, EFB may also choose to elect a Vice-Chair who shall also be a business representative drawn from the existing EFB membership. In such a case, the EFB Secretariat will again invite electronic nominations from existing EFB business members; the matter will then be tabled as the first item at the next scheduled EFB Board meeting. The process described in 5.3 for selecting the Chair shall also apply in selecting the Vice-Chair.
- 5.5 The Chair and Vice-Chair can serve in their roles for up to 2 years at a time. The EFB can agree to extend the Chair's/Vice Chair's terms for a further two years for a maximum of three consecutive terms. The Chair/Vice-Chair may resign from their position, without prejudice to their continued membership of EFB, giving no fewer than 20 working days' notice to the EFB Secretariat.
- 5.6 EFB may choose to change its Chair/Vice-Chair before the end of the normal 2 year tenure. The proposal must be proposed by an EFB business member, and be seconded by another EFB business member, at a scheduled EFB Board meeting. The EFB Secretariat will then table the matter at the next scheduled EFB Board meeting where EFB will vote on the matter; the quorum and decision-making conditions in section 9 shall apply at that meeting.

6 Frequency of meetings

- 6.1 EFB shall meet quarterly with meetings scheduled to take place before each SELEP Strategic Board meeting. The Chair may call for more regular and/or executive meetings when the need is required.

7 Terms of office

- 7.1 Local Authority membership will run concurrently with their period of tenure in that office providing that it is agreed through the Essex Leaders Association.
- 7.2 Business Representative membership of EFB will last for a period of two years, commencing the date of the first board meeting in each new year with reappointment by agreement of the Board with no maximum number of terms that they may serve.
- 7.3 If a representative does not attend (or send an alternate) two consecutive meetings of EFB without the prior notification to the Chair, then it will be deemed that the representative has resigned from the Board and a replacement shall be sought. Members may resign from the Board by giving no fewer than 20 working days' notice to the Chair and Secretariat.

8 Making recommendations

- 8.1 The Board does not have delegated authority to make decisions regarding the use of public funds. However, the Board is to provide a strategic partnership view on priorities for, or the use of, public funds and may make recommendations to SELEP, local and central government.
- 8.2 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 will make decisions on a simple majority basis, as set out in 9.3, and will record dissenting views in the Minutes.

9 Quorum

- 9.1 The quorum of the Board shall be more than 50% (8 people) of which no fewer than 2/3rds (5 people) shall be business representatives.
- 9.2 Should a Board meeting not be quorate, the Chair may arrange a Special Meeting of the Board to deal with outstanding business, or may allow business to adjourn to the following ordinary Board meeting, or may allow Board members to convey their views electronically to all the other Board members via the Secretariat.
- 9.3 Any issues not resolved by consensus shall be put to a vote which shall be decided by a simple majority and on the basis of one member, one vote. In the case of a tied vote, the Chair shall have a second or casting vote.
- 9.4 Board members who are unable to attend or send an alternate shall have the right to a proxy vote, such vote to be communicated to the Chair of EFB and the Secretariat in advance.

10 Voting

- 10.1 In addition to the provision in 8.2 and 9.3 the Board shall vote on the following matters:

- Matters where the Board makes a recommendation or adopts an approach.
- Variation to the Terms of Reference of the EFB;
- Election of the Chair or Vice-Chair;
- Termination of the EFB

10.2 Voting in these matters shall be as prescribed in 9.3.

11 Other participants

11.1 With the prior agreement of the Chair, other participants may attend meetings of the Board.

11.2 Other participants may, at the discretion of the Chair, be invited to participate in discussion (subject to the Conflicts of Interest procedure set out in below.) However, they shall not be considered to be members of the Board and will not have voting rights.

12 Sub-groups / Thematic Groups / Working Groups

12.1 The EFB may establish sub-groups, thematic groups or similar to deliver key elements of its programme or provide expert advice on key topics through nominated subject matter experts on an as and when basis. Membership of such groups may include participants who are not Members of the Board in order to widen the expertise available to EFB.

12.2 These groups will work to clearly defined brief and reporting requirements. Any such arrangements should be in a position to offer advice more widely (for example to SELEP or government). Membership of EFB thematic groups will be drawn from both the public and private sector and will be either chaired or overseen by a business member of the EFB.

13 Relationship with other economic partnerships

13.1 The EFB shall work with all businesses and other local authorities, particularly those within functional economic areas, with the intention of aiming to achieve unity on key issues; to progress projects of mutual interest and to speak with one voice where this is of resonance with SELEP and with Government. Projects that are located in wider geographies shall be discussed via partnership working to seek consensus on recommendations to SELEP.

14 Secretariat, Minutes and Agenda Setting

14.1 The Secretariat of the Board shall be carried out by Essex County Council or such other secretariat as the Board may appoint.

14.2 The Chair shall work closely with the secretariat and leaders of the other growth partnerships / boards (e.g. Opportunity South Essex) to consider both forthcoming agenda items and the strategic monitoring of actions determined by the EFB. Agenda items for meetings should be provided to the EFB secretariat who will then collate all items and pass to the Chair for agreement

14.3 The secretariat will be responsible for ensuring:

- Meetings shall be called with notice of at least 10 working days and papers shall be, whenever possible, circulated 5 working days before the date of the meeting.
- Agendas for meetings are agreed with the chair 10 days before the meeting dates
- Meeting dates to be set 12 months in advance, on a rolling basis
- Minutes provided 5 days post meeting

14.4 SELEP papers shall be circulated to the members by the Secretariat.

14.5 Draft minutes of EFB meetings will be made publicly available via the EFB website (www.essexfederatedboard.co.uk) within 10 working days of the meeting; the final-version minutes shall be made publicly available via the EFB website within 10 working days of being formally approved at the subsequent EFB meeting.

14.6 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 will be stored confidentially by the EFB secretariat.

15 Conflicts of interest

15.1 All EFB members agree to act in accordance with the SELEP Register of Interests Policy, available to view on the [SELEP website](#).

15.2 The Board shall take action to identify and manage conflicts of interest, including those resulting from significant pecuniary interests, and ensure that the influence of third parties does not compromise or override independent judgement. The Board shall maintain a Register of Interests of all Members which shall be updated annually and be publicly available.

15.3 All declarations must initially be registered within 28 days of the individual becoming a EFB member. Each EFB member is required to ensure their own declarations are up to date and must review their Declaration of Interests form before each EFB Board meeting. EFB members must notify the EFB 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 in line with SELEPs regulations.

15.4 EFB members are required to declare interests in any matter being considered by EFB, 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 EFB 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 member to withdraw from the meeting for the duration of the discussion on that particular item; the individual EFB member may not participate in any debate on the matter, or vote in any questions relating to it. The rules in 15.4 apply whether or not the interest concerned is already set out in the individual's Declaration of Interests. The rules in section 15.4 also apply to any alternate member or non-voting participant.

15.5 The rules in section 15.4 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.

16 Transparency & Communications

- 16.1 EFB shall operate in an open and transparent manner at all times. EFB welcomes public interest in its business and has a procedure for accepting representations from members of the public, as described in section 17.
- 16.2 Other relevant operational documentation for EFB shall also be made publicly available on the EFB website, including EFB membership, contact details, meeting schedule, Declarations of Interest and this Terms of Reference document.
- 16.3 The Freedom of Information Act 2000 shall apply to EFB papers and to records of EFB decisions.
- 16.4 In terms of branding, EFB will ask its project delivery partners to display the SELEP and/or EFB logo as appropriate in compliance with the guidelines set out in the SELEP Assurance Framework.

17 Public representations at EFB meetings

- 17.1 Members of the public shall be permitted to make representations at EFB meetings through a registration facility on the EFB website. The online form shall allow questions to be submitted for the consideration of the EFB Board, and give the opportunity for the individual member of the public to attend a EFB meeting to present the query in person.
- 17.2 A question may be allowed under this procedure only if it has been submitted and received by the Secretariat no later than five working days before the meeting. Questions may only be submitted via the online form, by email to essexfederated.board@essex.gov.uk, or by post to EFB Secretariat, c/o Economic Growth, Essex County Council, County Hall, Market Road, Chelmsford, Essex, CM1 1QH. Any question may be withdrawn at any time by the submitting author.
- 17.3 If any public questions are to be presented at a EFB 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 Chair will provide answers in writing within 10 working days of the meeting.
- 17.4 If a member of the public has elected to make representations in person, the speaker is allowed 3 minutes to ask the pre-submitted written question only. 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.
- 17.5 Public questions must not:
- Ask for information which is already publicly available on the SELEP website or the EFB pages of the ESCC website;
 - Concern subjects outside the responsibility or remit of the EFB Board;
 - Criticise the motives or personal character of any EFB member, or be defamatory,

- frivolous, vexatious or offensive;
 - Be substantially the same as a question put to a EFB 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.
- 17.6 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.
- 17.7 Answers to the questions may be given by the most appropriate EFB member as designated by the Chair. The EFB 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.
- 17.8 A record of all questions and answers will be recorded in the minutes, to be made publicly available as described in section 16.
- 17.9 Members of the public invited to participate in a EFB meeting are not permitted to record any part of the meeting through audio and/or visual recording equipment.
- 17.10 If a member of the public interrupts a meeting or otherwise behaves irregularly, improperly or offensively, the Chair 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 EFB 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.

18 Variation to Terms of Reference

- 18.1 The Board may decide to vary its Terms of Reference, provided the procedure in Section 9 is followed.

19 Best practice, equality and diversity

- 19.1 EFB shall comply with the *LEP Governance & Transparency Best Practice Guidance*, published by HM Government. Accordingly EFB adheres to the following SELEP policies, all of which are available to view on the [SELEP website](#):
- Code of Conduct for Board Members;
 - Confidential Reporting of Complaints Policy;
 - Register of Interests Policy;
 - Subsistence and Hospitality Policy;
 - Whistleblowing Policy.
- 19.2 EFB is covered by the general equality duty as set out within the Equality Act 2010. Accordingly all decisions taken by EFB 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.

19.3 Members of EFB, are required to maintain high standards in the way they undertake their duties. All members of EFB 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.

20 Termination

20.1 EFB may decide to terminate the activities of EFB and its existence.