

Buckinghamshire Thames Valley Local Enterprise Partnership

Governance and Accountability

March 2013

On the Buckinghamshire Thames Valley LEP (BTVLEP) Board five nominated local authority Leaders/Deputy Leaders sit alongside five business leaders with a business Chair. The BTVLEP is able to draw on the support services of Buckinghamshire Business First (BBF) and also the economic development teams of the local authorities.

The LEP itself is not legally constituted as a formal entity. The board will decide who it believes should be the appropriate accountable body in relation to funds at its disposal. For Growing Places Funds, the board has decided that Bucks County Council is the appropriate body.

GOVERNANCE AND ACCOUNTABILITY

BTVLEP is directed by a board made up of five elected members, one from each of the Buckinghamshire local authorities, and five representatives of the private sector nominated by Bucks Business First. Each board member has an identified alternate.

The board is set at a maximum of 10 members to enable a strong team ethic, fully inclusive debate, and a capacity for rapid decisions.

The Chairman is to be one of the private sector directors and is elected by the members of the board. The Chairman, on behalf of the board, represents BTVLEP between meetings or delegates this role to other members.

The Vice Chairman is drawn from the public sector representatives on the board and supports the Chairman in their role.

Individual membership of the board is dependant upon the continuing support of the relevant nominating body.

It was agreed that BTVLEP's chairmanship and governance arrangements would be reviewed after the first year of operation (Jan 2013).

The business representatives on the BTVLEP board are nominated by the BBF board. The first board members are:-

Organisation	Director	Substitute
Buckinghamshire New University	Ruth Farwell	To be drawn from the BBF Board
COM DEV Europe Ltd	Rob Spurrett	To be drawn from the BBF Board
Pinewood Studios	Andrew Smith	To be drawn from the BBF Board
Serious Brands	Alex Pratt	To be drawn from the BBF Board
Stupples Chandler Garvey	Michael Garvey	To be drawn from the BBF Board

The public sector directors and their alternates are nominated by their respective authorities. The first board members are:-

Organisation	Director	Substitute
Aylesbury Vale DC	Cllr Michael Edmonds	Cllr John Cartwright
Buckinghamshire CC	Cllr Martin Tett	Cllr Mike Appleyard
Chiltern DC	Cllr Nick Rose	Cllr Fred Wilson
South Bucks DC	Cllr Adrian Busby	Cllr Roger Reed
Wycombe DC	Cllr Neil Marshall	Cllr John Richards

In the Bid submission it was agreed that the BTVLEP board would initially meet each month before possibly moving to quarterly meetings. Attendance at board meetings is normally confined to board members, the BBF Secretariat and invited speakers. Observers may attend if invited to do so for a specific reason by the Chairman.

PURPOSE OF THE BOARD

The key purpose of the BTVLEP board is to provide 'helicopter' direction for economic development interventions in Buckinghamshire. Key functions of the board are to ensure economic development activity in the county is well co-ordinated, that duplication is avoided, and that regular updates on projects and initiatives are undertaken.

It is recognised that a board of 10 is not able to have direct representation of all interested constituencies within the wider community, therefore sub-groups and task and finish groups will be convened by the board as necessary where direct board relationships with existing individual institutions are not appropriate or possible, to oversee or deliver activities. Sub groups help inform debate by the board of the LEP's priorities.

BTVLEP BOARD MEMBERSHIP

Unless, and until otherwise unanimously agreed by the BTVLEP Board members the number of Directors shall be 10.

The five local authorities' BTVLEP Board members should be one of the Leader, Deputy Leader or the Member holding the portfolio for Economic Development. The named alternate is to be drawn from one of the remaining two roles wherever possible and acceptable to the rest of the BTVLEP Board

It is expected that the Business Representatives nominated by BBF will collectively bring experience of appropriate geographies, sectors and sizes of business within the county, and have the relevant skills, experience, time and passion to make a big difference to the LEP agenda.

The role of Chairman requires an individual with extensive experience running a private sector business, but also, if possible, with a detailed knowledge and understanding of how the public sector works and of key relationships with other LEPs and Central Government.

The BTVLEP Board's first Chairman, Alex Pratt OBE, was unanimously appointed by the board on 7 December 2011 and agreed to serve for an initial period of 12 months.

The appointment of its private sector Chairman, who leads the LEP team, from its number, is a matter for the LEP board.

A Board member shall cease to be a member in the event of:

- such member giving written notice to the BTVLEP Board of their resignation, to take effect on receipt by the Board of the notice of resignation or, if later, the date stated in the notice;
- such member's death or, being a corporation, its winding up;
- such member's bankruptcy, making of any arrangement or composition with his creditors, or liquidation, or in the case of an organisation, winding up, liquidation, dissolution or administration or anything analogous to any of the foregoing occurring in relation to a member;
- such member ceasing to have an office or other base within the BTVLEP Region or ceasing to be employed by such organisation as entitles them to be a member;
- such member no longer carrying the confidence of any other members of the board.

All Board Members must retire every three years but can be reappointed by their nominating body at the end of each three year period.

BUCKINGHAMSHIRE BUSINESS FIRST

Buckinghamshire Business First's role within the BTVLEP is to bring a well evidenced, non anecdotaly reliant, collective business voice to the table, supporting business and jobs growth; augmenting and shaping the strategic economic development work being undertaken by the LAs, facilitating better practice and assisting LAs where possible and welcome. It provides the core secretariat for the LEP and will involve LA and Business talent as appropriate. BBF is an independent body, with an entrepreneurial private sector Board who have invested circa £100K of private funds, have a contract with BCC to deliver economic development support in the County, and is focussed on what businesses need. With diverse business membership, a professional research and evidence base and capability, and active relationships with EEF, Thames Valley Chamber, IoD, FSB and the CBI, BBF provides a clear conduit through which all businesses in the county can impact effectively with the Local Authorities on strategic business matters. Every Bucks based business is entitled to join BBF without charge.

BBF remains separated from BTVLEP in much the same way as the LAs are involved as a partner but are also separate entities in their own right. BBF acts as the nucleus of the LEP secretariat but benefits from the support, help and involvement of LA staff as appropriate and when requested.

There is an implicit obligation on the LEP to lead in avoiding duplication of effort. Clear two-way communication between all partners involved in economic development and sharing of information avoids potential overlaps.

At all times the imperative for the BTVLEP is to focus on actions to help businesses thrive. It is recognised that economic development is a complex agenda, that is hugely important to Bucks, and no single body is able to provide everything that is needed to deliver the best result for employers, residents and taxpayers.

All partners to the LEP agree to work together in a win/win partnership to deliver what is best for Bucks as a whole and for its constituent parts.

BOARD MEETINGS

As a matter of Board policy, all meetings of the Directors must have a predefined purpose, be furnished with action-oriented information, have a focussed agenda, and allow reasonable time for adequate debate and considered decisions.

With this objective in mind, prior to meetings of the Board;

- Papers will be circulated a minimum of five days in advance of the Board meeting.
- The Board meeting will be conducted on the assumption that Board members have read Board papers prior to the meeting.
- Each paper will be annotated to the effect that it is for 'discussion', 'decision', or 'information'.
- 'Any other business' items should be raised with the Chairman prior to the Board meeting. Items tabled at the meeting will only be accepted in exceptional circumstances.
- A timed agenda will be laid out in advance.

BOARD MEMBERS' RULES OF ENGAGEMENT

The Board needs to operate as a team under the leadership of the Chairman and the following guidelines are to be adhered to:-

- Arrive before the scheduled start time.
- Empty chairs represent a serious matter.
- You must read the board papers in advance.
- Address issues, not personalities.
- Focus on what is right, not just what is wrong. Be positive and constructive.
- Three minutes is long enough to make a point.
- No "War Stories".
- Keep to the point and the topic being discussed – focus.
- Avoid unnecessary technical terms and acronyms.
- Do not use Board meetings to demonstrate superior intellect or knowledge.
- Do not inhibit the expression of alternative views.
- Information only items will not normally be discussed.
- Papers will only be accepted on the day by agreement of the Board.
- Comments should be made through the Chairman.
- Meetings will finish on time, unless there is Board agreement to continue discussions.

- An attendance log and forward meetings schedule will be maintained.
- Collective responsibility is maintained by all Board Members for decisions taken.

BOARD PROCEEDINGS

- The Board may meet together for the despatch of business, adjourn and, regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes and each qualifying Board member shall have one vote.
- In case of an equality of votes, the Chair shall have the casting vote.
- No business shall be transacted at any Board meeting unless a quorum is present. A quorum shall be seven Board members present in person or by alternate Board Member including at least one public sector Board member and one private sector Board member.
- Where the Board considers such attendance worthwhile or necessary to the matters to be transacted at the relevant meeting of the Board, it shall be entitled to invite relevant third parties to attend any meeting of the Board as observers providing that such third parties agree to be bound by obligations of confidentiality reasonably acceptable to the BTVLEP Board and shall be entitled to speak at meeting of the Board with the prior permission of the Chair but shall not be entitled to vote.

CONFLICTS OF INTEREST

The following provisions shall apply to members and member representatives:

- In the event that there is a pecuniary conflict of interest the person so conflicted shall immediately declare the nature of the conflict or potential conflict and withdraw from any business where the conflict would be relevant. For the avoidance of doubt in the event that a member is conflicted then any member representative of such member is also conflicted.
- Whenever a person has an interest in a matter to be discussed at a meeting the person concerned will not be:
 - entitled to remain present at the meeting during discussion of that matter;
 - counted in the quorum for that part of the meeting;
 - entitled to vote on the matter.

The BTVLEP Board may, at any time authorise a person to be involved in a situation in which the person has or may have a direct or indirect interest which conflicts or may conflict with the interests of the BTVLEP Board ("a conflict of interest") provided that the conflict of interest at the time is declared to them and the person subject to the conflict of interest shall not vote.

ROLE AND RESPONSIBILITIES – Chairman

The role of the Chairman is to lead the Board in defining vision and direction, and in delivering the desired outputs, whilst ensuring that appropriate procedures for governance and management of resources are in place.

The key responsibilities of the post are to:

- a. Ensure the BTVLEP's Vision, Direction and Strategy are understood and influenced by key Stakeholders.
- b. Take charge of key relationships at the stakeholder and political levels, and function to prevent stress in the relationship at an operational level while building strong partnerships.
- c. Build a strong complementary relationship with the Secretariat.
- d. Ensure that the principles of good practice on appointments, openness, codes of conduct and practice, and conflicts of interest are defined, monitored and adhered to.
- e. The Chairman will ensure that individual Board members and the Board develop as a team.
- f. Regularly review succession planning for the positions of Chair, Vice Chair, and Board member roles.

ROLE AND RESPONSIBILITIES – Vice Chairman

The role of the Vice Chairman of the Board is to support the Chairman in all their Board dealings, and to deputise for him if possible when asked to do so. The key responsibilities of the post are to:

- a. Chair meetings of the Board when the Chairman is unavailable.
- b. Support and assist the Chairman in upholding his responsibilities.

ROLE AND RESPONSIBILITIES – Board Members

Board members have a responsibility to uphold high standards of integrity and probity. They should support the Chairman and Vice Chairman in instilling the appropriate culture, values and behaviours in the boardroom and beyond.

Board members should take into account the views of other stakeholders, because these views may provide different perspectives on the LEP and its performance.

A Register of Board Members' Interests will be maintained.

The duties and responsibilities of a Board member are to:

- a. Contribute to setting of clear Vision, Mission, Objectives and Strategy
- b. Invest appropriate time to keep abreast of key developments
- c. Recognise collective responsibility. Adhere to, and support Board decisions.

- d. Elect, from their number, a Chairman and Vice Chairman.
- e. Act in a non-parochial manner on behalf of all residents and businesses in Bucks

Terms of Appointment

One third of Board members will retire each year by rotation. Those retiring may stand for reappointment. Best practice will be to retire 1/3rd every year to provide continuity.

TYPICAL TIME COMMITMENT

In addition to serving on the Board, members may be asked to serve on any ad-hoc committees as required as well as attend other meetings and events on behalf of the LEP.

Whilst it is inevitable that the time commitment of individual members will vary, the following is considered a typical commitment required over a year, in 'steady state' conditions;

- Min of 4 Board meetings of BTVLEP
- Appropriate time before and between meetings to read papers and stay abreast of relevant developments.
- Regular discussions and exchanges with the Chairman

In the initial phase of the new structure and Board it is expected that there will be a requirement for monthly meetings particularly from April 2012 – September 2012.

Board members are de-facto ambassadors of the BTVLEP, and as such there will be a number of events and activities throughout the year where some Board member attendance may be required, which will be agreed in advance.

It is expected that a Board member will do their best to support the BTVLEP when their assistance is required.