

GREATER LINCOLNSHIRE LEP LIMITED (GLLEP)

DIRECTORS BOARD TERMS OF REFERENCE

ADOPTED BY RESOLUTION OF THE BOARD ON 29TH November 2019

Terms defined in the articles of association of the GLLEP shall have the same meaning in these terms of reference.

The Articles of Association (April 2019) constitute the primary resource for LEP Directors. These operating Terms of Reference are intended as a summary of the Articles.

1. CONSTITUTION

The Board was constituted at a full meeting of the Board held on 29th November 2019 in accordance with the Articles.

2. DUTIES AND TERMS OF REFERENCE

The Greater Lincolnshire Local Enterprise Partnership (the LEP) is a strategic body, which brings together the public and private sectors to provide strategic leadership and develop a long term vision of the Greater Lincolnshire economy, providing strategic insight on the challenges and opportunities facing the area by:

- a) Championing the GLLEP regions economic vision and promote bold solutions;
- b) Communicating with the business community around economic growth;
- c) Sharing knowledge practice and intelligence within the GLLEP region and;
- d) Allocating resources to deliver economic growth, secure finance and encourage local and national bodies to match resources to achieve the GLLEP region's ambitions.

2.1 The Board shall:

- a) Promote the development of a competitive business environment, where private businesses can grow, increase productivity and create jobs;
- b) Develop the Strategic Economic Plan for Greater Lincolnshire;
- c) Develop the Local Industrial Strategy for Greater Lincolnshire;
- d) Identify and develop investment opportunities; prioritising the award of local growth funding; and monitoring and evaluating the impacts of its activities to improve productivity across the local economy;
- e) Develop and advise Lincolnshire Leaders Board on a Greater Lincolnshire wide strategic approach to infrastructure that is linked to economic growth including transport, housing, energy security, floods and employment land development;
- f) Develop and oversee the delivery of a Skills strategy for Greater Lincolnshire and to ensure that local people have the skills to compete for jobs by supporting skills development in our most important sectors;
- g) Promote Greater Lincolnshire as a prime location for inward investment, international trade and to proactively help more companies export their goods and services
- h) Co-ordinate public and private sector activity on the key growth sectors (for example food, manufacturing, visitor economy), and in enabling areas such as

water management and the digital economy, and innovation with the aim of increasing the regions competitiveness and to build on comparative advantages;

- i) Develop co-ordinated Business Support services through Business Lincolnshire to ensure that local businesses receive the right support and advice to develop and grow their business;
- j) Co-ordinate responses to economic shocks; and bring together partners from the private, public and third sectors;
- k) Actively promote equality and diversity to ensure a strong gender balance;
- l) Respond to opportunities that arise from Government initiatives to support economic development;
- m) Support the localisation agenda by negotiating freedoms and flexibilities with government on actions which encourage more local devolution and accountability;
- n) Co-ordinate and influence government and others on matters that benefit the economy of Greater Lincolnshire;
- o) Agree the LEP's annual budget, the management of which budget shall be delegated to the LEP Director;
- p) Ensure an independent legal personality.

2.2 The Board's priorities are:

- a) To drive the growth of agri-food, manufacturing and visitor economy sectors;
- b) To grow specific opportunities in the health and care, renewables, ports and logistics, digital and creative sectors;
- c) To drive growth in enterprises by expansion into new markets, modern telecommunications, infrastructure improvements, and business skills;
- d) To promote Greater Lincolnshire as a place for sustainable growth, through improved transport infrastructure to connect to national and international markets, enable wider enjoyment of our heritage assets, culture and strong communities;
- e) To recognise the need for new housing for the existing local population; and;
- f) To support balanced housing and economic growth.

2.3 The Board shall;

- a) Delegate full decision making capacity to the Investment Committee;
- b) Delegate operational capacity to (1) Appointments Committee and (2) Finance and Audit Committee and receive recommendations for Board approval

3. MEMBERSHIP

This section is intended for summary purposes only. The Articles of Association clauses 18-30 detail in full; composition, powers, appointments, chair and deputies, disqualification, proceedings, quorum, participation, third parties, substitutes, decision making, written resolution, delegation, and interests and should be referred to for full detail.

- 3.1 The members of the Board shall be appointed by the Board and may be removed at any time by the Board following the procedure in the Articles of Association.
- 3.2 The Directors Board shall be no less than 16 and no more than 20 directors with the option to co-opt an additional 5 with specialist knowledge on a one year basis

- 3.3 The Board shall comprise of up to 3 upper tier, up to 1 district and up to 2 public sector Directors. The balance shall be made up of private sector directors representing as far as possible;
- (a) the important industry sectors across the GLLEP Region;
 - (b) different sizes of business;
 - (c) for profit and not for profit businesses; and
 - (d) links at a major level into business representative groups;
- 3.4 The Directors shall appoint two private Sector Directors as (1) the Small and Medium Enterprise Champion and (2) as the as the Diversity Champion.
- 3.5 The Board will consist of a minimum of 33% female Directors by 2020 and 50% by 2023.
- 3.6 Private Sector Appointments to the Board shall be for a period of up to three years, which may be extended for two further periods of three years provided the member still meets the criteria for the membership of the Board.
- a) Each Upper Tier Council may appoint one person each to be a Director and shall hold office from the date of appointment and may at any time be removed from office by notice in writing by the relevant Upper Tier Local Authority.
 - b) The District Council Director shall be appointed by the District Councils through the Lincolnshire Leaders Group and shall hold office for a fixed term of three years which can be extended for a maximum of two further three year terms.
 - c) The Public Sector Directors shall be appointed by the Directors on the basis of nominations from the Public Sector Bodies. Such Public Sector Director shall hold office for a fixed term of three years which can be extended for a maximum of two further three year terms.
 - d) The Board shall appoint an experienced business person who is a Private Sector Director, to be the Chair.
 - e) The Directors shall also appoint one Private Sector Director and one Non Private Sector Director each to be Deputy Chairs.
- 3.7 Any Director removed, may not be re-appointed

4. ATTENDANCE AT MEETINGS

- 4.1 The Board will meet six times a year (and quarterly as a minimum). The Board may meet at other times during the year as agreed between the members of the Board and may approve recommendations via written procedure.
- 4.2 Only members of the Board have the right to attend Board meetings but other Committee Members, Member Representatives, other persons and external advisers may be invited to attend all or part of any meeting as and when appropriate as observers provided that that such parties agree to be bound by the Observer Code of Conduct and shall be entitled to speak at the meeting with the prior permission of the Chair but shall not be entitled to vote.
- 4.3 With the prior agreement of the Chair, any Director may participate in a meeting by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can communicate with each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to the Articles, the Statutes and these terms of reference, he or she shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place

where the largest group of those participating is assembled or, if there is no such group, where the Chair of the meeting is.

- 4.4 An identified senior LEP officer or his or her nominee shall be the secretary of the Board.

5. NOTICE OF MEETINGS

5.1 Meetings of the Board shall be called by the secretary of the Board at the request of the Chair of the Board. The agenda and papers for meetings shall be approved by the Chair.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of the matters to be discussed at the meeting shall be forwarded to each member and any other person required to attend no later than seven business days before the date of the meeting. Any supporting papers shall be sent to each member of the Board and other attendees (as appropriate) at the same time and minutes published on the website.

6. QUORUM

A quorum shall be 3 members present in person including at least one Private Sector Director and one Non Private Sector Director.

7. DECLARATION OF INTEREST

Whenever a Director has an interest in a matter to be discussed at a meeting the Director so conflicted shall immediately declare the nature of the conflict or potential conflict and withdraw from any meeting where the conflict would be relevant unless the necessary authority as set out in the Articles has been obtained.

8. VOTING ARRANGEMENTS

8.1 Each member of the Board shall have one vote which may be cast on matters considered at the meeting. Votes can only be cast by members attending a meeting of the Board, or by proxy vote.

8.2 The general rule about decision-making by the Board is that any decision of the Board must be a majority decision at a meeting (or a decision taken in accordance with paragraph 8.5 of these terms of reference) provided that no decision shall be made at any meeting (or in accordance with paragraph 8.5 of these terms of reference) unless at least three Directors have voted in favour of such decision.

8.3 If a matter that is considered by the Board is one where a Director of the Board, either directly or indirectly has a personal interest, save as otherwise approved by the Board in accordance with the Articles, that member shall not be permitted to vote at the meeting and not take part in discussions.

8.4 Save where he or she has a personal interest, the Chair will have a casting vote.

8.5 A resolution in writing, sent electronically to all Directors entitled to receive notice of a meeting of the Board and signed by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in materially the same form each signed by one or more Director.

9. AUTHORITY

The Board is authorised to obtain, at the GLLEP's expense, professional advice on any matter within its terms of reference. A duly convened meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Board. The Board is authorised to seek any information it requires from any employee or Director, and all such employees or Directors will be directed to co-operate with any request made by the Board.

10. REPORTING

- 10.1 The proceedings and resolutions of meetings of the Board, including the names of those present and in attendance, shall be minuted by the secretary of the Board. Draft minutes of each meeting will be circulated promptly to all Directors of the Board.
- 10.2 Minutes of meetings of the Board shall be approved in draft form by the Chair and disseminated to Board no later than ten working days following the meeting. Minutes shall remain in draft until approval by the Board at the Board's next meeting.
- 10.3 The Board shall produce a financial year end report to be included in the GLLEP's annual report about its activities.

11. GENERAL MATTERS

- 11.1 The Chair of the Board should make themselves available at each annual general meeting of the GLLEP to answer questions concerning the Board's work.
- 11.2 The Directors shall duly sign and return the LEP's Code of Conduct and Declaration of Interests on an annual basis.
- 11.3 The Board shall be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all Directors.
- 11.4 The Board shall have access to sufficient resources in order to carry out its duties, including access to the identified senior LEP Officer for assistance as required.
- 11.5 The Board 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 the Observer Code of Conduct 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.
- 11.6 The Board shall give due consideration to all laws and regulations as appropriate.
- 11.7 The Board will, from time to time, consider projects and proposals of a "commercial in confidence" or sensitive nature. All Board Directors and Observers will observe the need for confidentiality in this respect.

12. LINKED POLICY REFERENCE DOCUMENTS

- a) REFERENCE 16: [LEP Articles of Association](#)
- b) [POLICY 15](#): Appointment of the Greater Lincolnshire LEP Directors, Company Members and Company Boards
- c) REFERENCE 3: [LEP Chair's Job Description](#)
- d) REFERENCE 4: [LEP Deputy Chair's Job Description](#)
- e) REFERENCE 1: [LEP Board Director Recruitment Pack](#)
- f) POLICY 3: [Confidential Reporting](#) Policy

13. REVIEW

The Board may amend these terms of reference at any time and will be reviewed annually.

Reference 2: Directors Board Terms of Reference
Reviewed: November 2019
Review Date: November 2020
Reference Lead Officer: Kate Storey