

**GREATER LINCOLNSHIRE LEP LIMITED (GLLEP)**  
**APPOINTMENTS COMMITTEE TERMS OF REFERENCE**  
**ADOPTED BY RESOLUTION OF THE BOARD ON 29<sup>TH</sup> November 2019**

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

**1. CONSTITUTION**

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

**2. DUTIES AND TERMS OF REFERENCE**

**2.1 The Committee shall:**

- (a) regularly review the structure, size and composition, including criteria and eligibility of the membership of the GLLEP and make recommendations to the Board with regard to any changes;
- (b) regularly review the structure, size and composition (including the skills, knowledge, gender, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- (c) give full consideration to succession planning for Directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the GLLEP, and what skills and expertise are therefore needed on the Board in the future;
- (d) be responsible for identifying and nominating for the approval of the Board, candidates for membership of the GLLEP and candidates to fill Board vacancies as and when they arise;
- (e) before appointment of a (Company) Member is made by the Board, evaluate the balance of appropriate representative organisations and bodies (individuals, communities, and corporate members) on the membership, and, in the light of this evaluation prepare a description of the skills, knowledge, gender, experience, and diversity required for a particular appointment.
- (f) In identifying suitable candidates company membership, the Committee shall:
  - (i) review a shortlist prepared by LEP Officers of suitable members and recommend to Board
  - (ii) Acknowledge and note representative changes to approved corporate members
- (g) before appointment of a Director is made by the Board, evaluate the balance of skills, knowledge, gender, experience and diversity on the Board with reference to the appropriate represented organisations and bodies (individuals, communities, and corporate members) and, in the light of this evaluation prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates the Committee shall:
  - (i) use open advertising or the services of external advisers to facilitate the search;
  - (ii) consider candidates from a wide range of backgrounds;
  - (iii) consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking

care that appointees have enough time available to devote to the position;

- (h) for the appointment of a Chair, the committee should prepare a job specification, including the time commitment expected and work with the Department of Business Energy and Industrial Strategy (BEIS) to attract high calibre applicants. A proposed Chair's other significant commitments should be disclosed to the board before appointment and any changes to the Chair's commitments should be reported to the Board as they arise;
- (i) prior to the appointment of a Member or a Director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest;
- (j) keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to operate effectively;
- (k) keep up to date and fully informed about strategic issues and commercial changes affecting the GLLEP and the market in which it operates;
- (l) [review the results of the Board performance evaluation process that relate to the composition of the Board;]
- (m) review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties; and
- (n) [ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings.]
- (o) work and liaise as necessary with the Board and other Board committees.

2.2 The Committee shall also make recommendations to the Board concerning:

- (a) formulating plans for succession for both executive and non-executive Directors and in particular for the key roles of Chair and [Chief Executive];
- (b) membership of the company committees; Investment Committee, Finance and Audit Committee, and any other Board committees as appropriate, in consultation with the Chair of those committees;
- (c) the re-appointment of any Director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the Board in the light of the knowledge, skills and experience required;
- (d) any matters relating to the continuation of membership at any time including the suspension or termination of any membership;
- (e) any matters relating to the continuation in office of any Director at any time including his or her suspension or termination;
- (f) the appointment of any Director to executive or other office; and
- (g) the appointment of any senior executive of the GLLEP.

2.3 To consider such other matters as may be requested by the Board.

2.4 In carrying out their duties the Committee shall have full regards to the requirements and restrictions contained in the articles of association of the GLLEP.

### **3. MEMBERSHIP**

- 3.1 The members of the Committee shall be appointed by the Board and may be removed at any time by the Board following the procedure in the Articles of Association. The majority of the members of the Committee should be Private Sector Directors.
- 3.2 The Committee shall have at least three members and no more than six members and shall include at least two Private Sector Directors, one Non Private Sector Director and include the Board Chair, the two Board Deputy Chairs, Chair of the Employment and Skills Board, and the Diversity Champion.
- 3.3 Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of three years provided the member still meets the criteria for the membership of the committee.
- 3.4 The Board shall appoint the Chair of the Committee who should be either the Chair or a Deputy Chair of the Board, Investment Board, or the Chair of the Finance and Audit Committee (ex-officio).

### **4. ATTENDANCE AT MEETINGS**

- 4.1 The Committee will meet as and when required. The Committee may meet at other times during the year as agreed between the members of the Committee or as otherwise requested by the Board and may approve recommendations via written procedure.
- 4.2 Only members of the Committee have the right to attend Committee meetings but other Directors and 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 Any member 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 Committee.

### **5. NOTICE OF MEETINGS**

- 5.1 Meetings of the Committee shall be called by the secretary of the Committee at the request of the Chair of the Committee or the Board.
- 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, except in exceptional circumstances where an emergency meeting is deemed necessary. Any supporting papers shall be sent to each member of the Committee and other attendees (as appropriate) at the same time.

### **6. QUORUM**

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

### **7. DECLARATION OF INTEREST**

Whenever a member has an interest in a matter to be discussed at a meeting the member 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 Committee 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 Committee, or by proxy vote.
- 8.2 The general rule about decision-making by the Committee is that any decision of the Committee 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)
- 8.3 If a matter that is considered by the Committee is one where a member of the Committee, 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.
- 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 to all members entitled to receive notice of a meeting of the Committee and signed by a majority of the members shall be valid and effectual as if it had been passed at a meeting of the Committee duly convened and held and may consist of several documents in materially the same form each signed by one or more member.

## **9. AUTHORITY**

The Committee is authorised by the Board to examine any activity within its terms of reference and 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 Committee 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 Committee. The Committee 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 Committee.

## **10. REPORTING**

- 10.1 The proceedings and resolutions of meetings of the Committee, including the names of those present and in attendance, shall be minuted by the secretary of the Committee. Draft minutes of each meeting will be circulated promptly to all members of the Committee. Once approved, the minutes of each meeting will be submitted to the Board as a formal record of the decisions of the Committee on behalf of the Board unless it would be inappropriate to do so.
- 10.2 The Chair of the Committee shall report to the Board on its proceedings on all matters within its duties and responsibilities.
- 10.3 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

## **11. GENERAL MATTERS**

- 11.1 The Chair of the Committee should make themselves available at each annual general meeting of the GLLEP to answer questions concerning the Committee's work.
- 11.2 The committee shall duly sign and return the LEP's Code of Conduct and Declaration of Interests on an annual basis.
- 11.3 The committee 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 members.
- 11.4 The committee 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 committee shall be entitled to invite relevant third parties to attend any meeting of the Committee 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 Committee with the prior permission of the Chair but shall not be entitled to vote.
- 11.6 The committee 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.

<b>Reference 6: Appointments Committee</b>
<b>Reviewed:</b> November 2019
<b>Review Date:</b> November 2021
<b>Reference Lead Officer:</b> Kate Storey