

Opportunity South Essex Partnership

TERMS OF REFERENCE

Revised June 2017

1. Purpose

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

2. Vision and roles

2.1. OSE is a private-public partnership 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. In pursuit of this vision the Partnership has four key roles: leadership, leveraging investment, influencing and collaboration.

Leadership - OSE will establish its vision and agree its priorities in conjunction with all partners, the SELEP and the Thames Gateway Strategic Group. OSE will play the lead role in clearly communicating its priorities to Government to inform policy and critical investment decisions. In doing so, OSE will:

- a. Develop a cohesive Growth Strategy to support sustainable economic growth in South Essex and develop an implementation plan and pipeline of investment propositions to deliver the growth strategy.
- b. Promote inclusive growth which ensures that local communities benefit.
- c. Raise the profile of South Essex area.
- d. Secure investment in infrastructure to support the growth possibilities in south Essex.
- e. Secure skills improvement for certain targeted sectors.

Leveraging investment - maximise investment to support delivery of major projects, improve infrastructure and implement other priority initiatives. OSE's relationships with 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 Gateway 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 Gateway Strategic Group 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.

2.3 As a federated Board of SELEP OSE will also:

- 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.

3. Governance

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

3.2 Additionally the Board shall:

- a. Oversee the management of the Partnership budget;
- b. Agree the procedure rules of the Partnership 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. Membership of the Board

4.1. The Board shall have at least 13 members with private sector (including education) representatives constituting at least 50% of the board. Each of the 6 local authorities represented will have one seat on the board for the Leader (or Chief Executive?) and each private sector organisation on the board will also have one seat. SELEP will also have one seat in accordance with the Assurance Framework consist of 15 members, as follows:

- Business representatives (9)
- 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)

4.2. The Board will continue to seek new business representatives to reflect the geography and economic sectors of South Essex.

4.3. Should a Board member be unable to attend a Board meeting, s/he may nominate an alternate to take his/her place. In such cases, the Board member should notify the Chairman in advance, via the Secretariat.

4.4. Members may resign from the Board by giving no less than 20 working days' notice to the Chairman and Secretariat.

5. Quorum

5.1. The quorum of the Board shall be 8 of which no fewer than 4 shall be private sector representatives.

5.2. 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.

6. Chairman and Vice-Chairman

6.1. The Chair shall be elected from amongst the private sector representatives on the Board. The election shall take place every two years at the June Board meeting with the first year for election 2017.

6.2. The Board may also elect a Vice-Chairman. The Vice-Chair shall be elected from the public sector members of the Board. The election shall take place every two years at the June Board meeting with the first year for election 2017.

6.3. The Chairman shall preside at meetings of the Board. In the absence of the Chairman, the Vice-Chairman shall preside. In the absence of the Chairman and the Vice-Chairman, the Board shall elect any Member of the Board to act as Chairman for that meeting only.

7. Other participants

7.1. With the prior agreement of the Chairman, other participants may attend meetings of the Board. Other participants may include representatives of agencies with a significant economic role such as, for example, the Environment Agency, Highways England, the Homes and Communities Agency or the Skills Funding Agency.

7.2. Other participants may, at the discretion of the Chairman, participate in discussion (subject to the Conflicts of Interest procedure set out in 8 below). However, they shall not be considered to be members of the Board.

7.3. Officers shall also attend Board meetings where they are presenting papers or other information for the Board's consideration.

8. Conflicts of interest

8.1. A Register of Interests shall be held by the Secretariat. Members shall be responsible for ensuring that the Secretariat is informed of any changes that should be made to the Register of Interests. The Register will be available for public scrutiny.

- 8.2. 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.
- 8.3. The rules in 8.2 apply whether or not the interest concerned is already set out in the Register of Interests.
- 8.4. However, the rule in 8.2 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.
- 8.5. The rules in 8.2 also apply to any non-voting participant, save that non-voting participants do not have voting rights.

9. Secretariat, minutes and agenda-setting

- 9.1. 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.
- 9.2. 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.
- 9.3. The agenda for the Board meeting shall be agreed by the Chairman prior to circulation.
- 9.4. 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.
- 9.5. 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. These minutes will be subject to approval at the next Board meeting. Once approved, they will be made publicly available.
- 9.6. Additional to agenda items urgent matters may be discussed at the discretion of the Chair of the meeting.

10. Making recommendations

- 10.1. 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.
- 10.2. 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.

11. Voting

- 11.1. 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 parties shall have equal voting rights except those with observer status who shall be allowed to speak but not vote.
- 11.2. 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.
- 11.3. 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. All decisions made by Electronic Procedure shall be ratified at the next scheduled meeting of the Board.

12. Sub-groups

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

13. Transparency

- 13.1. The Board shall seek to operate in an open and transparent manner.
- 13.2. 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.
- 13.3. 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.
- 13.4. The Freedom of Information Act 2000 shall apply to Board papers and to records of the Board's discussions.

14. Annual Report and Annual General Meeting

- 14.1. The Board shall consider and approve an Annual Report, setting out the activities and membership of the Partnership and the Board over the course of the year, and its anticipated focus for the year ahead. This shall be publicly available and disseminated widely.
- 14.2. In addition, the Partnership shall hold an Annual General Meeting in October of each year, reporting on the partnership's activities over the course of the year.

15. Frequency of Board meetings

- 15.1. 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.

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

16. Termination

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

17. Withdrawal

17.1 The Parties to this Agreement recognise that the success of OSE depends upon the mutual co-operation of all the Parties 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.

18. Financial Contributions

18.1 The OSE Board will agree annually a budget for the financial year ahead. This budget will be used to determine membership subscriptions for the year ahead. It will be the responsibility of the OSE to ensure that activities are managed within the agreed budget.

18.2. Until varied by a decision of the OSE Board, membership subscriptions will be set at the levels described in the table below:

Insert table

19. Financial Regulations

19.1 The Board shall approve Financial Regulations for the management of Partnership business.

19.2. No person employed for the business of the Partnership shall in connection with Partnership Business apply for any external funding or grant which:-

- Could or would require match funding in terms of cash or staff time from a Party without the prior consent of the Parties concerned and/or
- Would or could utilise existing external funding or grant secured by or on behalf of the Partnership as match funding without the consent of the Board, such consent shall not be unreasonably withheld.

20. Indemnity

20.1. 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.

21. Declarations of Interest

21.1 All members of the Partnership are required to complete a Declaration of Interest form, recording details of any relationship or other financial or personal interest which might conflict with their duties to OSE. This includes recording memberships of external bodies, undertaking outside work (voluntary or paid) with anyone who has or seeks to have, dealings with OSE and SELEP.

21.2 Copies of all declarations are retained by the Secretariat, and published on the OSE website. All declarations are reviewed annually, in accordance with the Register of Interest Policy. However, each member is required to ensure that their declarations are up to date, and therefore notify the Secretariat of any changes midyear as soon as possible.

21.3 Where a conflict of interest arises at a meeting, the member may be asked to leave the room by the Chair whilst the item is discussed, and in any event will not be entitled to vote on the item, but may, with leave of the Chair participate in the discussion.

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
July 2017