

Enterprise M3 Board Meeting

28 September 2017

Enterprise M3 Governance – Item 5

Enterprise M3 Board is asked to:

AGREE the proposal for the creation of two Vice Chairs of Enterprise M3 and the associated role profile.

AGREE the Terms of Reference and the membership for the Resources, Finance and Audit Committee

NOTE the progress to appoint two board members to represent business support organisations in Hampshire and Surrey.

AGREE the extension of terms of office for Mike Short, Dave Axam and James Cretney and the proposed timetable for advertising for new Enterprise M3 Board Members.

AGREE the appointment of Colonel Simon Browne to the Enterprise M3 Board as the MoD representative

NOTE the proposed Enterprise M3 Ambassadors Programme

1. Background

1.1 Following feedback at the July meeting of the Enterprise M3 Board, the Nominations Committee met on 15 August 2017 to discuss next steps on governance issues, this paper summarises the key areas of discussion and seeks approval from the Board on a number of issues. A further meeting of the Nominations Committee is scheduled for the 28 September (in advance of the Board Meeting) and a verbal update on this meeting will be given at the Board Meeting.

2. Vice Chair role

2.1 Following feedback from the Board in July 2017, the Nominations Committee reviewed the proposals for the above and agreed that there should be two Vice-Chairs for Enterprise M3, one drawn from the private sector membership of the Board and the other being the Chair of the Joint Leaders Board. In light of this, a proposed role profile for the Vice-Chair role has been developed by the Nominations Committee and is attached at Annex 1. These have been developed in light of feedback from the Board at the last meeting and in particular seek to be clear about the nature of the two Vice-Chair roles. The Board's approval to the creation of these roles and the role profile is sought.

2.2 Subject to the Board's approval, nominations for the private sector Vice-Chair role will be sought following the meeting. It is proposed that this process is led by the Nominations Committee in the coming weeks and a recommendation be made to the Board on the appointment at the meeting in November. Should there be more than one candidate interested in the role, an interview process will be held in the same way as for the private sector applications to the Enterprise M3 Board.

3. Resources, Finance and Audit Committee

- 3.1 Earlier this year, the Enterprise M3 Board agreed the establishment of a Resources, Finance and Audit Committee. To date, the Enterprise M3 Board has had responsibility for setting and overseeing the budget for all revenue (operational funding) and reports are frequently brought to Board Meetings for approval or noting. A remuneration sub-committee has been established to deal with staffing issues, including recruitment and contract extensions.
- 3.2 As the role and funding available to Enterprise M3 has increased, agendas for Board Meetings have become increasingly full and it was therefore agreed that a Resources, Finance and Audit Committee should be established. It was agreed that this group would allow us both to streamline existing processes as it replaced both the existing Executive Steering Group and the remuneration sub-committee and would also allow greater scrutiny of Enterprise M3's operation budget and more detailed input from Board Members.
- 3.3 Since the Board have agreed the formation of the Committee, Enterprise M3 has appointed a Finance Manager and it is proposed that this role provide support to the new Committee. In a similar way to the Nominations Committee, the Board would continue to receive updates on the work of this group at each Board Meeting.
- 3.4 A draft Terms of Reference for the Group has been developed and is presented to the Board for approval at Annex 2. It is hoped that the group can hold their first meeting in advance of the November Board Meeting and both Clive Sanders and Tim Jackson have indicated their willingness to join the group. It is proposed that the remaining member of this Committee be drawn from the new business support organisation representatives who will join the Enterprise M3 Board later this year. The Board's approval to the draft terms of reference and the proposed membership is sought.

4. New Board Member recruitment

- 4.1 We are canvassing business support organisations across Surrey and Hampshire to seek a representative for Surrey and one for Hampshire. Tim Colman and Louise Punter have helped in this process and developed a role specification for the posts that has been shared with prospective individuals. It is proposed that Mike Short and Kathy Slack meet with the prospective candidates before appointment and in the event of more than two people coming forward interviews will be held. We are hoping that new members will join the November Board meeting.
- 4.2 The Nominations Committee also reviewed the timetable for Board Member renewal and retirement dates. Three business Board Members' terms of office are due for renewal in November 2017. Each of these Board Members (Mike Short, James Cretney and Dave Axam) have indicated that they wish to remain on the Enterprise M3 Board and that their eligibility to do so (in terms of business connection to the Enterprise M3 area) has not changed. It is therefore recommended that all three appointments are renewed by the Board.
- 4.3 It is proposed that Enterprise M3 advertises for new business Board Members following the conclusion of the SEP Refresh in spring 2018 in a single exercise to cover any vacancies that will arise through retirement of existing Board Members in that year. An updated version of Board Member renewal and retirement dates is included at Annex 3. We continue to hold a Nominations Database and encourage Board Members to make Rachel Barker aware of any potential future Board Members. The Board's approval to this outline approach is sought at this stage and the Nominations Committee will further develop proposals over the coming months and provide regular updates.
- 4.4 As reported at a previous Board Meeting, Colonel Andy Barr has been redeployed by the Army and therefore has left the Enterprise M3 Board. We have been advised that Colonel Simon Browne will be the new representative from the MoD from September 2017. Simon is

Deputy Commander of 11th Infantry Brigade championing the Army's presence and operational role in the South East as well as leading the Army's strategic engagement in East Africa. The Board's formal agreement to this appointment is sought.

5. Enterprise M3 Ambassadors Programme

- 5.1 In recent months and in light of the fact that Board Members have been reaching the end of their Terms of Office, the Nominations Committee have been discussing potential formal arrangements to continue to work with ex-Board members. At the last meeting, an Ambassador role was proposed which existing Board Members could apply for. It is not envisaged that this role would be automatic for all Board Members but would be a way of continuing engagement with those who are interested in working with us on an ongoing basis. This is an early stage proposal at this stage and will be developed in further detail over the coming months and presented to the Board for approval in due course. At this stage Board Members are asked to note this proposal and provide any initial comments and feedback to inform more detailed proposals.

Rachel Barker/Kathy Slack
22 September 2017

Annex 1: Vice Chair Role Profile

Annex 2: Resources, Finance and Audit Committee Terms of Reference

Annex 3: Board Member renewal and retirement dates

Annex 1: Vice Chair Role Profile

Enterprise M3 Vice Chair – Role Profile

Enterprise M3 will have two Vice Chairs, one of whom will be the Chair of the Joint Leaders Board and the other will be drawn from the private sector members of the Enterprise M3 Board.

The Vice Chairs of the Enterprise M3 Board will support the Chair in providing leadership and direction both to the Board and to the wider network of partners, stakeholder and business leaders, ensuring they collaborate, challenge, innovate and provide leadership, as well as maximising the use of available resources.

Key responsibilities include:

- Assist and support the Chair in providing leadership to Enterprise M3, through the governance arrangements, and also acting as a 'sounding board' in the execution of his/her role.
- To represent the Enterprise M3 Board on sub-groups (exact groups to be defined in discussion with the Chair)
- To lead on specific task and finish groups/activity on behalf of the Enterprise M3 Board.
- To assist and support the Chair in ensuring all Members of the Board, when taking up office, are fully briefed on their role.
- Support the Chair in providing visible leadership and strategic direction to the Enterprise M3 Board, helping to achieve the overall Enterprise M3 vision.
- Acting as an ambassador for the organisation, representing Enterprise M3 confidently and persuasively as an authoritative voice and a visible, local, regional and national presence on economic growth
- In the case of the Vice Chair from the private sector, in the absence of the Chair of Enterprise M3, to chair meetings of the Enterprise M3 Board and to deputise in any other ways as appropriate.

Essential Criteria

This role will require an individual who:

- Has a high profile in the Enterprise M3 area
- Has strong interpersonal and communication skills
- Has the ability to influence and broker, build strong networks, deal with the media and represent Enterprise M3 at a local and national level.
- Is able to encourage fresh thinking and innovation to create new solutions
- Is well-connected, with demonstrable links to businesses and organisations
- Is able to convey wider messages, unite divergent interest, build consensus and support for the Enterprise M3 Strategic Economic Plan and vision
- Has a clear strategic vision

- Has a strong commitment to, and understanding of, the Enterprise M3 area and in particular issues facing local businesses.
- Is comfortable in a range of situations, working at all levels and with groups of all sizes

Terms of Appointment

The Vice Chair will be appointed for a period of 3 years and/or until their term of office with Enterprise M3 expires. In the case of the Chair of the Joint Leaders Board, the term of office will automatically end when the term of office as Chair of the Joint Leaders Board ends.

For the avoidance of doubt, the Chair of the Joint Leaders Board would not be expected to Chair the Enterprise M3 Board in the absence of the Enterprise M3 Chair. This role would fall to the Vice Chair drawn from the private sector.

It is not intended that these Vice Chair arrangements would provide long term cover for the Chair in the event of a long term absence/resignation of the Enterprise M3 Chair. In these circumstances it is envisaged that the Vice Chair from the private sector would oversee the Board in a short term capacity and would initiate a recruitment process for a new Chair.

Annex 2: Resources, Finance and Audit Committee Draft Terms of Reference

Enterprise M3 Resources, Finance and Audit Committee Draft Terms of Reference

Roles and Responsibilities

The Resources, Finance and Audit Committee will act as an Enterprise M3 LEP Board sub-group, with decision making powers. It will provide a decision making role on a range of operational issues, including resources, finance and audit. It will:

1. Set and oversee the budget for all revenue funding.
2. Review financial performance reports, scrutinising the overall financial position.
3. Review internal financial controls and risk management systems – including regular review of audit reports detailing risks and mitigation in place.
4. Overseeing staffing issues, including recruitment and contract extensions, and performance issues with financial implications.
5. Overseeing review of Enterprise M3 team.
6. Review internal plans and budgets and funding providing a vehicle for high level debate and offering peer challenge.
7. Maintain oversight of the financial requirements and procedures relating to all funding awarded
8. Acting as a sounding board offering internal scrutiny, problem solving and supportive advice, including on the following matters:
 - a. Funding sources and programmes - exploring options for accessing additional funding through grants and other programmes
 - b. Procedures and operating policies including governance reviews, procurement, health and safety, risk
 - c. Stakeholder Memorandums of Understanding and other stakeholder partnership agreements
 - d. Good practice for HR, Finance and Risk matters
9. Internal review of compliance with the LEP Assurance framework
10. Review or make decisions on any other matters referred to the Committee by the Board.
11. Report to the Board on the proceedings of the Committee after each meeting and make available to Board members, the minutes of Committee meetings.
12. Liaise with the Accountable Body's Audit Committee, representing Enterprise M3's interests where necessary.

Membership

The Chair and members of the Committee shall be appointed by the Board. The following membership, drawn from the Enterprise M3 Board, is proposed:

- 2 x Enterprise M3 Board Members not drawn from the Local Authority membership (including one to Chair)
- 1 x Local Authority Enterprise M3 Board Member
- 1 x Director of Enterprise M3 LEP

An Accountable Body representative will have a standing invitation to all meetings.

Additional attendees may be invited on an ad-hoc basis - depending on the agenda should supplementary expertise/knowledge be sought

A named deputy will be selected if the Chair is unable to attend a meeting.

Appropriate resources, including induction on appointment and subsequent technical updates as required, shall be made available to Committee members to develop their knowledge and expertise and to ensure that members have the relevant skills and experience.

The Finance Manager at Enterprise M3 will provide secretariat support to the Resources, Finance and Audit Committee.

Term of Office

Once individuals have been agreed as being members of the Resources, Finance and Audit Committee, they will serve the Group for an initial two-year period or until their term of office with Enterprise M3 ends.

Frequency of Meetings and Quorum

It is proposed that the Resources, Finance and Audit Committee meet in advance of each Enterprise M3 Board Meeting, with any other business between meetings being addressed via email correspondence/telephone conferences. When necessary, the Chair of the Resources, Finance and Audit Committee can convene an extraordinary meeting.

In order for a meeting to be quorate at three members of the Resources, Finance and Audit Committee must be present.

Conflicts of Interest

Normal Enterprise M3 procedures around conflicts of interest will apply. The members will be asked to provide details of any relevant interests upon being admitted to the group, and conflicts of interest will be a standard item on the agenda for each meeting.

The Resources, Finance and Audit Committee will hold a register of members' interests, which will be reviewed on an annual basis.

Review

A review of the Resources, Finance and Audit Committee and its Terms of Reference will take place annually.

Annex 3: Board Member renewal and retirement dates

Name	Company	Qualifications	Date Appointed	Extended to Date	Renewal Date	Date for Renewal/ Retirement
Tim Colman	FSB	Business Support	29 June 2011	Sept 14	Oct 2014	Sept 2017
Louise Punter	Surrey CoC	Business Support	29 June 2011	Sept 14	Oct 2014	Sept 2017
Mike Short	Telefonica	Private Sector	27 Nov 2014			Nov 2017
David Axam	BT	Private Sector	27 Nov 2014			Nov 2017
James Cretney	Marwell Zoo	Private Sector	27 Nov 2014			Nov 2017
Nick Elphick	Pure World Energy	Private Sector	28 Jan 2016			Jan 2018
Cllr Ferris Cowper	East Hants DC (2019)	Public Sector	22 Jan 2015			Jan 2018
Cllr Paul Spooner	Guildford BC (2019)	Public Sector	26 Nov 2015			Nov 2018
Chris Tinker	Crest Nicholson	Private Sector	4 July 2012		26 Nov 2015	Nov 2018
Andrew Lambert	Electronic Media Services Ltd	Private Sector	27 Nov 2014		Nov 2016	Nov 2018
Tim Jackson	Principal Andover/Sparsholt Colleges	Further Education	24 May 2016			May 2019
Linda Cheung	Connectegrity	Private Sector	25 May 2017			May 2019
Cllr Keith Mans	Hampshire CC (2017)	Public Sector	24 July 2013		26 July 2016	July 2019
Jason Gaskell	Surrey Community Action	Third Sector	31 Jan 2017			Jan 2020
Paul Hogg	Royal Holloway University	Higher Education	28 Mar 2017			Mar 2020
Cllr Clive Sanders	Basingstoke & Deane (2018)	Public Sector	19 Mar 2014		Mar 2017	Mar 2020
Cllr John Furey	Surrey CC (2021)	Public Sector	25 May 2017			May 2020
Cllr Julia Potts	Waverley Borough Council	Public Sector	27 Jul 2017			Jul 2020
Col Simon Brown	Army	MOD	28 Sept 2017			Sept 2020

Vacancies

One private sector vacancy