

6.1 Annex a)

Heart of the South West Local Enterprise Partnership

Board Recruitment, Replacement and Retirement Policy

April 2019

Purpose

The purpose of this document is to set out the Heart of the South West LEP policy & procedure in relation to the recruitment, replacement and retirement of LEP Board Members.

Overview

The HotSW (Heart of the South West), Local Enterprise Partnership (LEP) was formally recognised in April 2011 to cover the areas of Devon, Plymouth, Somerset and Torbay. The Board comprises of prominent leaders from the public and private sectors and from the local academic community. The Board acts with strategic vision and provides a unique, challenging and rewarding opportunity for experienced business leaders to help drive forward the economic prosperity of the HotSW region.

The list of present Board Members can be found on our website at:

<http://heartofswlep.co.uk/about-the-lep/lep-board/>

The LEP Board should consist of a maximum of 20 members with a majority from the private sector.

Recruitment

In order to start the recruitment processes for Board members a paper must be taken to LEP Board seeking approval to commence the open recruitment process.

Following approval to commence, the overseeing member will need to draw up a person specification and timescales for the recruitment for approval by the Board. Recruitment of Board members will strongly aim to strengthen diversity (protected characteristics) on the LEP Board and will also have regard to the priorities within the Local Industrial Strategy, or its equivalent, to ensure appropriate Board expertise in key areas. The recruitment should ensure that the Board will have an equal representation of men and women with a minimum of a third women's representation.

The recruitment process should be overseen by the by the F&R Committee.

A nominations committee, typically comprising of up to 10 members, who would usually be drawn from businesses or business organisations from across the area. It is the intention that across the membership of the committee, a good level of geographical balance across the area will be secured, will be established to review and comment on applicants' levels of relevant business experience as part of the shortlisting. The terms of reference for the nominations committee are attached at the end of this document.

The selection of appointees should be delegated to a panel consisting of at least two private sector directors, one of whom should be the Chair, and the other(s) being LEP directors from the F&R Committee. Ultimate appointment confirmation will lie with the board.

Creating opportunities in Devon, Plymouth, Somerset and Torbay

If the first round of recruitment doesn't identify sufficient suitable candidates' further rounds will be undertaken.

Retirement/Rolling Replacement

A break point has been established for each private sector Board member allowing retirement from the Board ahead of the normal 6-year term. The break point could be activated by the LEP Board member or the LEP Board and would be at the 3-year point in a term.

A minimum of 6 months' notice ahead of the break point would be required from either the LEP Board member or the LEP Board to allow for replacement. A Board member taking this option at this point would also be asked to help with finding a replacement.

To avoid a large-scale loss of experience, the Chief Executive will work with the Chair to use the break point mechanism to ensure a better balance in the timing of replacement of Board members. Ideally this would lead to all members serving 6 years but with start and end dates staggered across smaller cohorts of directors.

Creating opportunities in Devon, Plymouth, Somerset and Torbay

**HEART OF THE SOUTH WEST LOCAL ENTERPRISE PARTNERSHIP (CIC),
NOMINATIONS COMMITTEE FOR DIRECTOR RECRUITMENT (NED):
TERMS of REFERENCE**

Background

The Heart of the South West Local Enterprise Partnership's (HotSW LEP) Board has agreed to undertake an open recruitment process for a Chair and new private sector Board directors.

The recruitment process should be overseen by the LEP's F&R Committee and is the responsibility of the LEP Board whose decisions are final. However, the Board has agreed to establish a Nominations Committee to review and comment on applicants' levels of relevant business experience prior to shortlisting to ensure that full local knowledge and experience can be brought to the process.

The Nominations Committee will include between 6 and 10 relevant businesses / business representation organisations. The aim of this innovation would be to further strengthen the links between the LEP and the area's business community.

The final selection of NED appointees should be delegated to a panel consisting of at least two private sector Board directors from the F & R Committee. Interviews would be organised by LEP Executive.

Ultimate appointment decisions for the new NEDs will lie with the HotSW's Board and the HotSW's CEX will act as secretary to the recruitment process.

Key principles underlying the process are that an open and transparent process is followed, with public advertisements, and that we follow good practice from both a diversity and equality perspective.

NB Candidates who are thinking of applying for one of the NED roles, will be unable to sit on the Nominations Committee.

TERMS OF REFERENCE - HotSW LEP Nominations Committee

The following is based upon The Institute of Chartered Secretaries Administrator's (ISCA) Guidance notes - Terms of reference: nomination committee (June 2013)

1 Membership

1.1 The committee shall comprise of up to 10 members, who would usually be drawn from businesses or business organisations from across the area. It is the intention that across the membership of the committee, a good level of geographical balance across the area will be secured. A member may cover one or more of the following categories:

- a) Somerset and Devon accredited Chambers of Commerce
- b) FSB - covering branches in Devon, Somerset, Plymouth & Torbay
- c) CBI (South West)
- d) NFU - covering branches in Devon, Somerset, Plymouth & Torbay
- e) Functional economic areas - Employment & Skills Boards and / or Growth Boards e.g. Somerset, Northern Devon, Greater Exeter, Greater Plymouth.
- f) The Training Provider Networks - covering Devon, Somerset, Plymouth & Torbay
- g) The Social Economy - covering Devon, Somerset, Plymouth & Torbay (nominated from the LEP's Soc Ent SIG)
- h) And if required - other business-related organisations such as Manufacturing Groups, EEF, NSW
- i) Local MPs

1.2 Only members of the committee have the right to attend committee meetings. However, board directors may attend for all or part of any meeting; as agreed with the committee's chairperson, and when appropriate and necessary.

1.3 Appointments to the committee are approved by the F&R Committee and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the member still meets the criteria for membership of the committee. No remuneration or expenses will be provided to members of the committee. The Committee will only meet at the request of the LEP Board on the recruitment of private sector board members.

1.4 The members present shall elect one of themselves to chair the meeting. The chairman of the LEP's board shall not chair the committee when it is dealing with the matter of succession to the chairmanship.

1.5 In line with the LEP's approach to transparency, the names of the members of the committee will be available in the public domain on the LEP's website.

2 Secretary

The LEP Executive through the Chief Executive shall provide the secretariat and they will act as the secretary of the committee.

3 Quorum

The quorum necessary for the transaction of business shall be at least 4 Members.

4 Frequency of meetings

As required – probably monthly or otherwise as required by the board.

5 Notice of meetings

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairperson.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

6 Minutes of meetings

6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance, as well as any conflicts of interest.

6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Approved minutes will be provided to the LEP's board Chair, unless in the opinion of the committee chairperson it would be inappropriate to do so (i.e. to respect confidentiality of applicants) and then a verbal feedback will be given to the board Chair.

7 Selection panel meeting

The committee chairperson should attend the relevant selection panel meeting to answer any board directors' questions on the committee's deliberations.

8 Duties

The committee should carry out the duties below for the HotSW LEP, as appropriate. The committee shall:

8.1 Establish a nominations committee to support the recruitment of new private sector board directors to the HotSW LEP.

8.2 Review and comment on applicants' levels of relevant business experience prior to shortlisting. Taking into account the guidance from the board (or its officers) on the structure, size and composition (including the skills, knowledge, experience,

geographical balance and diversity) of the board and the challenges and opportunities facing the LEP. This will normally be set out in the Candidate Specification.

8.3 Be responsible for a shortlist of candidates to fill board vacancies as and when they arise.

8.4 Consider candidates on merit - against objective criteria and with due regard for the benefits of diversity on the board including gender.

8.5 Work and liaise as necessary with other board committees and staff officers.

8.6 Members agree to act in a professional manner - based on the Nolan principles of public life - and this includes keeping the names and details of all applicants and the work of the committee confidential. Members will be required to provide written confirmation of their acceptance of this confidentiality clause.

9 Reporting responsibilities

9.1 The committee chairperson shall report to the board's Chair on its proceedings after each meeting on all matters within its duties and responsibilities.

9.2 The committee shall produce a summary report; which if required could be included in the company's annual report - about its activities, the process used to provide feedback as part of appointment processes and explain if open and transparent processes have not been used.

10 Other matters

The committee shall:

10.1 Have access to sufficient resources in order to carry out its duties, including access to the LEP's secretariat for assistance as required.

10.2 Be provided with an appropriate induction, which would normally be as a part of the first meeting.

10.3 Give due consideration to laws and regulations, and any other applicable board resolutions, as appropriate.

10.4 Arrange for reviews of its own performance when a new NED recruitment process starts - review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11 Conflicts of interest

11.1 The LEP operates in a transparent fashion and members of the committee will need to declare at the beginning of each meeting any conflict of interest owing to a business or personal relationship with any individual being considered.

11.2 In the event of a conflict of interest being declared, that member can contribute to the discussion but should refrain from any vote / decision about that related individual.