

Heart of the South West Local Enterprise Partnership

LEP Board Paper agenda item 9

Report title: Nominations Committee Terms of Reference

Date: 6th July 2020

Purpose: This paper is for **decision**

(overwhelming papers should be for decision)

Link to LIS: Indicate by **bolding** which area the paper links to.

Inclusive Growth		Clean growth		
Energy	Engineering		Digital	
Ideas/ Innovation	People/Skills	Infrastructure	Bus. Environment	Places

Non- LIS purpose: this paper refers to the Board Effectiveness Review, May 2020, recommendation “A nominations committee should be formed of board members, with the existing body becoming an advisory group. A report on diversity should be made annually.” Revised terms of reference are proposed.

Timing: implement from 1st September 2020

Financial Impact: (cost or cost saving): n/a

Decisions requested: agree terms of reference

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Summary

Attached are draft terms of reference for the revised Nominations Committee (NOMs committee) function as recommended in the Board Effectiveness Review.

The Board are asked to agree the draft terms of reference attached. Subject to Board approval of the ToR the revised NOMs committee will meet September to conduct the first skills audit of the Board and the requirements of the rolling replacement schedule. The committee Chair will report back to the November Board.

Attachments

1. Draft terms of reference
2. Board replacement schedule

1. TERMS OF REFERENCE

HotSW LEP NOMINATIONS COMMITTEE

1 Purpose

- 1.1 The NOMs committee's primary purpose is to conduct recruitment to ensure the LEP has the appropriate balance of knowledge and skills across the independent Board Directors¹. In doing so the committee shall
- i) oversee the independent Board director replacement schedule ensuring timely recruitment to replace retiring Directors
 - ii) conduct an annual skills audit of the LEP Board and identify requirements, including any gaps, against future challenges or goals of the LEP over a 12-24 month horizon
 - iii) produce an annual diversity report on the LEP's plans to ensure appropriate representation of Board directors with protected characteristics
- 1.2 Agreement to commence recruitment will be a Board decision and the NOMs committee recruitment process will result in recommendations to the LEP Board for future Board directors. Decision on appointment is made by the LEP Board.
- 1.3 The NOMs committee could recommend a candidate for full Board director or co-opted director roles, in line with the National Assurance Framework.
- 1.4 Through its recruitment role the NOMs committee may in addition identify candidates who could be potential members of the LEP's Leadership Groups. This could include candidates who may not yet be ready for full Board director position but could contribute to the LEP as part of a Leadership Group. In these cases the NOMs committee will make suggestions to the relevant Leadership Group Chair. Any decision is at the discretion of the Leadership Group Chair.

2 Ways of Working

- 2.1 The NOMs committee shall establish a fair, equitable and rigorous process taking into account the requirements of the National Assurance Framework and other guidance as may apply to LEPs from time to time. This will also include but not be limited to
- any guidance from the Board 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
 - giving due consideration to laws and regulations, and any other applicable Board resolutions, as appropriate.
- 2.2 The NOMs committee may choose to appoint external recruitment support in fulfilment of its purpose defined above. In these cases, the process for financial approval and procurement will be as per other LEP expenditure.
- 2.3 Following Board agreement to commence recruitment, the NOMs committee will

¹ 'Independent' and 'stakeholder' Directors as agreed by the LEP Board May 2020

- set the selection criteria and develop recruitment materials supported by the secretariat (below) and external recruitment support if relevant
- conduct initial interviews
- create a shortlist of suitable candidates
- conduct second interviews
- make recommendations on appointments to the Board.
- in undertaking this function the NOMs committee may opt to work with an Advisory group (set out below).

- 2.4 The NOMs committee will consider candidates on merit - against objective criteria and with due regard for the benefits of diversity on the board, and including protected characteristics.
- 2.5 NOMs committee 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.
- 2.6 The committee shall be provided with an appropriate induction including any legal advice, which would normally be as a part of the first meeting.
- 2.7 The committee shall produce a summary report; which if required could be included in the LEP'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.

3 Conflicts of interest

- 3.1 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.
- 3.1 In the event of a conflict of interest being declared, that member can contribute to the discussion but will refrain from any vote / decision about that related individual.

4 Membership, quorum & meeting arrangements

- 4.1 The below rests on the concepts of stakeholder and independent directors agreed by the LEP Board May 2020. The NOMs committee will consist of the following LEP Board members
- LEP Board Deputy Chair – will be Chair of the NOMs Committee.
 - 1 x stakeholder representative, usually from the public sector as governance of public monies is a key responsibility of the LEP
 - 1 x independent director
 - LEP Board Chair

The NOMs committee may in addition invite other Board members to join if particular expertise or experience would be beneficial to the task in hand.

- 4.2 In the event of the NOMS Committee Chair having a conflict of interest, the other members of the committee will choose an alternative.
- 4.3 Appointments to the committee are approved by the Chair of the NOMs committee and their decision is final. 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.
- 4.1 The Chief Executive will provide advice to the committee and the LEP will provide secretariat. The secretariat will minute the meetings, including the names of those present and in attendance, as well as any conflicts of interest.
- 4.2 A minimum of 3 members is required for the committee to be quorate including the Chair of the NOMs committee.
- 4.3 The committee will meet at least once per year and as needed thereafter to support the purpose outlined in 1 above.
- 4.4 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda and relevant papers shall be forwarded to committee members and any other person required to attend no later than five working days before the date of the meeting.
- 4.5 Draft minutes 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 chair 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.
- 4.6 Expense arrangements are as applied to the overall LEP Board.

5 Advisory Group

- 5.1 Recognising the strong role of stakeholders in the LEP's operation, the NOMs committee may choose to appoint an Advisory group providing advice and guidance in support of the NOMs committee's purpose, either in its entirety or on a specific issue. This may include seeking advice on the skills audit, approach to diversity, the candidate specification or potential shortlisting in any recruitment. The NOMs committee will set out the requirements of the Advisory group dependent on the task in hand.
- 5.2 The NOMs committee reserves the right on whether to act on the Advisory group's advice.
- 5.3 The Advisory group make up is flexible and at the NOMs committee's discretion depending on the task in hand. Membership should be flexible to respond to specific needs and reflect key interests such as urban/rural, sectors (LIS/tourism/coastal communities etc) and a geographic spread across the area. For guidance only a typical membership could be drawn from:
 - a) Somerset and Devon accredited Chambers of Commerce
 - b) FSB - covering branches in Devon, Somerset, Plymouth & Torbay
 - c) CBI (South West)
 - d) FE and/or HE sector
 - e) NFU - covering branches in Devon, Somerset, Plymouth & Torbay

- f) Functional economic areas - Employment & Skills Boards and / or Growth Boards e.g. Somerset, Northern Devon, Greater Exeter, Greater Plymouth.
 - g) The Training Provider Networks - covering Devon, Somerset, Plymouth & Torbay
 - h) And if required - other business related organisations such as Manufacturing Groups, EEF, NSW.
- 5.4 The NOMs committee Chair will also chair the Advisory group and the LEP will provide secretariat support. In the event of a conflict of interest members of the NOMs committee will agree an alternative chair for the Advisory group.
- 5.5 Advisory group 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 any applicants and the work of the group and NOMs committee confidential.** Members will be required to provide written confirmation of their acceptance of this confidentiality clause.
- 5.6 The Advisory group will determine meeting arrangements as appropriate for the brief.

06 July 2020

CONFIDENTIALITY STATEMENT & DECLARATIONS OF INTEREST
HotSW LEP NOMINATIONS COMMITTEE

I (name)

Accept and respect the Terms of Reference for the **HotSW LEP's Nominations Committee**.

Also that as a member of the committee, I recognise that the confidentiality of committee discussions is not only critical but inviolable. Therefore, I pledge not to reveal the names of those persons considered, or to engage in discussion outside of the committee regarding their qualifications for office. In the event I need to consult with a colleague, I undertake that the colleague also signs this statement.

I hereby acknowledge by my signature below that any information either presented or discussed during the meetings of the committee will not be discussed or divulged by me with any individual who has not signed this agreement and directly involved in providing feedback in line with the terms of reference of this committee.

Signature: _____ **Date:** _____

Name: _____

NB: Please note that in addition to the above, all attendees will be asked to declare any business or personal interests that are relevant to the individual at the start of every meeting and this will be minuted accordingly.

CONFIDENTIALITY STATEMENT & DECLARATIONS OF INTEREST
HotSW LEP Nominations Committee Advisory Group

I (name)

Accept and respect the Terms of Reference for the HotSW LEP's Nominations Committee which describe the role of the **Advisory Group**.

Also that as a member of the Advisory Group, I recognise that the confidentiality of Group discussions is not only critical but inviolable. Therefore, I pledge not to reveal the names of those persons considered, or to engage in discussion outside of the Group regarding their qualifications for office. In the event I need to consult with a colleague, I undertake that the colleague also signs this statement.

I hereby acknowledge by my signature below that any information either presented or discussed during the meetings of the Group or with members of the Nominations Committee will not be discussed or divulged by me with any individual who has not signed this agreement and directly involved in providing feedback in line with the terms of reference of this committee.

Signature: _____ **Date:** _____

Name: _____

NB: Please note that in addition to the above, all attendees will be asked to declare any business or personal interests that are relevant to the individual at the start of every meeting and this will be minuted accordingly.

2. Dates when board members commenced

10 current private sector members

6 current public sector members

Attendees	Organisation		Commencement Date	Resigned/ Retired	3 year Time limit	6 year Time limit
Karl Tucker	Yeo Valley	Private	Board Director 1 June 2017 Commenced as Chair January 2020		Director June 2020 Chair Jan 2023	June 2023 Jan 2026
David Bird	Santander	Private	1 June 2017		June 2020	June 2023
Fiona McMillan	EDF Energy	Private	1 June 2017		June 2020	June 2023
Martha Wilkinson	Devon Community Foundation	Private	16 Sept 2015		*Articles only changed to 3yrs later in 2019	Sept 2021
Melanie Squires	NFU in the South West	Private	1 June 2017		June 2020	June 2023
Richard Stevens	Plymouth City Bus	Private	1 June 2017		June 2020	June 2023
Sarah Cook	Leonardo Helicopters	Private	Nov 2019		Nov 2022	Nov 2025
Stuart Brocklehurst	Applegate	Private	1 June 2017		June 2020	June 2023
John Laramy	Exeter College	Private	1 August 2019		Due to retire Dec 2020 as seeing out Diane Dimond's original Tenure, FE Colleges then need to renominate	
Judith Petts	University of Plymouth	Private	18 Feb 2016		*Articles only changed to 3yrs later in 2019	March 2022
Steve Smith	University of Exeter	Private	19 March 2014	March 2020, However as due to retire from the Uni Aug 2020, this has been extended till Aug 2020 when Prof Lisa Roberts		

				will take over.		
David Hall	Somerset County Council	Public	21 July 2011			
Phil Bialyk	Exeter City Council	Public	10 July 2019		June 2021	
Rufus Gilbert	Devon County Council	Public	25 May 2018			
Steve Darling	Torbay Council	Public	June 2019			
Tudor Evans	Plymouth City Council	Public	Re- commended - 20 June 2018			
Val Keitch	South Somerset District Council	Public	17 June 2019			

As per revised Articles 2019

- FE/HE Directors for up to 3 years, can then be re-appointed up to a maximum 6 years
- Public Sector Directors hold office indefinitely
- Private Sector Directors up to 10 hold office for up to 3 years, can then be re-appointed up to maximum 6 years
- Chair can hold office up to 3 years, can then be re-appointed up to a maximum 6 years
- Private sector Co-opted Directors up to 5 maximum with specialist knowledge for a fixed term of 1 year, cannot be re-appointed, non-voting