

## **D2N2 Local Enterprise Partnership Board Terms of Reference**

### **Purpose of the Board**

The Derby, Derbyshire, Nottingham, and Nottinghamshire Local Enterprise Partnership (D2N2 LEP) is a strategic partnership of the public, third, and private sector which aims to deliver and drive economic prosperity across its area.

The D2N2 LEP aims to increase economic growth and productivity in the area by:

- Developing and approving an evidence-based Economic Strategy that identifies local strengths and challenges, future opportunities and the action needed to boost productivity, earning power and competitiveness across its area.
- Identifying and developing investment opportunities, prioritising the award of local growth funding, and monitoring and evaluating the impacts of its activities to improve productivity across the local economy.
- Using its convening power, for example to co-ordinate responses to economic shocks, and bringing together partners from the private, public and third sectors
- Collaborating with a wide range of local partners to act as an informed and independent voice for their area.

### **Delegation and Decision Making**

The D2N2 LEP Board will be responsible for approving the overall strategy for the D2N2 LEP and for agreeing overall priorities for investment. The D2N2 LEP Board will also ratify all decisions made by the Investment Board with regards to the Capital Programme. It may delegate decisions on its behalf to the Investment Board or other groups as it determines.

### **Memberships and Appointments of Board Members**

The D2N2 LEP Board will have at least 15 members at any time with a maximum of 20 members at any time. The Board must be at least two thirds represented by private sector Board Members and this can be inclusive of the Higher Education, Further Education and Voluntary sectors.

The Board shall comprise of the following members:

- Twelve Private Sector Board Members (Including the Higher Education, Further Education and Voluntary sectors and an SME Representative)
- Four Upper Tier Authority Members
- One District Authority member from Derbyshire authorities
- One District Authority member from Nottinghamshire authorities

The D2N2 LEP Board is required to have at least one third representation by female members by 2020 which will increase to at least half by 2023.

### **Public Sector Board Members**

The members for the Upper Tier Local Authorities assume their position on the D2N2 LEP Board as the leaders of their respective councils.

The District/ Borough representatives of the D2N2 LEP Board will be nominated to their membership position by their respective colleagues in both Derbyshire and Nottinghamshire, and will be rotated every 2 years

### **Private Sector Board Members**

All private sector Board Members will be selected as Board members through an open recruitment process. All vacancies will be widely advertised, including on the D2N2 LEP website, with clear job descriptions and personal specifications for the role.

A Nominations and Remunerations committee appointed by the D2N2 LEP Board, led by the D2N2 LEP Chair, will then oversee shortlisting and interviewing of potential candidates.

### **Terms of Private Sector Board Members**

Higher Education (HE) Board Members will fulfil their role on the Board for a maximum of a two-year term. This membership position will then be transferred to the next constituent HE authority in the area on a rotational basis as agreed by the HE authorities

Further Education (FE) members can be represented on the Board for a two-year period and then will be rotated with a different FE representative as agreed by the FE authorities from across D2N2.

All remaining Private Sector Board Members shall serve terms of three years once appointed to the Board. Should a Board Member wish to extend this term they will reapply to serve a second term on the Board. Each Private sector Board Member can serve a maximum of two terms on the Board.

The D2N2 LEP is also committed to having a Small and Medium Enterprise (SME) Member on its Board. The SME representative will be nominated by the Board following any recruitment process should the previous SME representative leave post.

### **Appointment Process for Chair and Deputy Chair**

The Chair of the D2N2 LEP will be appointed using an initial open invitation exercise which will be published through all LEP channels outlining the job description for the role as well as a person specification. Following the open advert, a Nominations and Remunerations Committee will shortlist the potential applicants and an interview process by the Committee will be held to select the Chair of the Board.

Following the nominations committee to appoint a new Chair of the Board, the Chair will then subsequently select a Deputy Chair from the private sector Board members.

The Chair will select the member and then it is the decision of the remaining Board members to ratify this decision before the said member is elected as Deputy.

## **Role and Responsibilities of the Chair**

The primary role of the Chair is to secure good governance by ensuring that the Board is alert to its obligations. This means ensuring that the Board is effective, and provides the leadership required.

He/she will ensure that there is a balanced structure for the Board and that it spends sufficient time on each of its key tasks to secure the partnerships success.

The Chair's role includes:

- Liaising with members and major stakeholders
- Upholding the highest standards of integrity and probity
- Control the Board agenda ensuring the partnership is adhering to its strategic objectives
- Setting the style and tone of Board discussions to promote effective decision-making and constructive debate
- Being the driver of corporate division, planning the process of change within the partnership including succession planning in Board appointments
- Promoting effective relationships and open communication both inside and outside the boardroom
- Ensuring effective implementation of Board decisions
- Establishing a close relationship of trust with the D2N2 LEP Operations and Senior Management team
- Line managing the Chief Executive of the D2N2 LEP
- Succession planning for the replacement Chair ensuring that there is appropriate training and sufficient overlap and handover to the new Chair.

## **Representation and Attendance**

To make sure that attendance of the D2N2 LEP Board is kept to the most senior level possible, only voting members of the D2N2 LEP Board will be invited to take part at Board meetings and vote on matters of the D2N2 LEP Board.

Members of the D2N2 LEP Board are the nominated representatives and, therefore, no substitutions will be allowed at the meetings. It is at the discretion of the Chair to allow any substitutions to the meeting.

At the discretion of the Chair other representatives may be invited to join the discussion. Officers in attendance at the meeting are able to attend but will be regarded as observers to the discussion and retain no voting rights.

The Board will meet on a quarterly basis with a programme of meetings being set for a year at a time. Agendas and papers for the meeting will be approved by the D2N2 LEP Chair and Chief Executive prior to circulation by the Executive to the Board.

All papers and agendas will be distributed at least five working days prior to the meeting and will be made available to the public on the D2N2 LEPs website five working days after the meeting.

All minutes of the meeting will be approved in draft form by the Chair of the Board following a meeting and distributed to Board Members and made available on the D2N2 LEP website no later than ten working days after the meeting.

All minutes will remain in draft until the Board formally ratifies them as an accurate record of the discussion at the next scheduled meeting.

### **Role and Responsibilities of Board Members**

The primary role of a Board Member is to commit to supporting and advancing the mission of the D2N2 LEP.

They will do this by:

- Attending Board and Advisory Board meetings
- Come prepared to participate in Board and Advisory Board meetings
- Following through on any actions agreed to
- Representing and cascading information to and from not just their own organisation but also the sector or place which they have been asked to represent
- Supporting D2N2 LEP initiatives
- All activities and decisions should be in the best interest of the D2N2 region, not the best interest of the Board Member
- Following the governance documents, guidance, and code of practices of the D2N2 LEP
- Proactively promoting the work of the D2N2 LEP
- ensuring that the D2N2 LEP adheres to its financial and legal obligations

### **Decision Making**

Any attendee of the meeting who does not hold the right to vote on decisions can be asked to leave the meeting, at the discretion of the Chair, whilst the vote is taking place. In the event of no consensus being reached by the D2N2 LEP Board a vote will be held, and the decision will be made by majority. If no majority can be reached on a decision, then the casting vote will be determined by the D2N2 LEP Chair.

If progress needs to be made on a decision where it does not align with the Board timescales of quarterly meetings or new information is presented at the Board which does not allow for an appropriate decision to be made, then decisions can be made via written procedures. Any decision by written procedures is at the discretion of the D2N2 LEP Chair and will only be used infrequently as a way of progressing urgent matters. The D2N2 LEP Executive will disseminate the appropriate information needed to make a decision which will be presented in the same manner as it would at a Board meeting. Following this, a decision will be made Board Members, electronically, within five working days to either confirm or reject a decision.

### **Governance and Register of Interests**

All Board members will be required to complete a declaration of interests form. This will be signed and refreshed annually with the counter signature of the D2N2 LEPs Accountable Body Section 151 officer authorising any declaration.

All Board members shall operate by the D2N2 LEPs Code of Conduct which can be found on the D2N2 LEPs website and shall govern themselves by the Seven Nolan Principles.

13 February 2023