

Section B: Board Constitution

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BOARD CONSTITUTION

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Board Constitution

1. The Governance Framework may be amended by the Board at any time under the decision-making processes set out in this Constitution.

Definitions

2. In this document:
 - a. "Unitary Authorities" refers to the local authority members of the SWLEP, Swindon Borough Council and Wiltshire Council;
 - b. "stakeholders" means any person or organisation likely to be directly affected by or interested in the activities of the SWLEP, including in particular the Unitary Authorities and employers, businesses, enterprises and other persons or organisations operating or likely to operate within or otherwise concerned with the economy in the LEP area;
 - c. "external resource" means resources (including human resource) other than the resources within the SWLEP Board and Executive.
 - d. "The SWLEP" means the SWLEP Board plus the operation of its activities through the Executive.

Roles and responsibilities

3. The Board is responsible for the SWLEP's performance in accordance with its Role and Governance Principles (Section A). In particular, the Board shall:
 - a. produce strategic economic plans in line with government guidance;
 - b. produce an annual report reviewing progress against delivery of the LIS including a financial statement regarding funds within SWLEP's direction or control; the total amounts committed to external organisations; total amounts committed to suppliers to purchase goods, works or services; and the total amounts incurred in running the partnership;
 - c. produce an annual delivery plan and setting out priority actions for the forthcoming year; and
 - d. ensure that the SWLEP complies with its Governance Framework and the terms of the Assurance Procedures.
4. Make decisions as to actions to be undertaken by the SWLEP and the allocation of funding and other resources to activities and projects.

5. The LEP's annual report shall be agreed by the Board by the end of September each year. Prior to agreeing the work plan the Board shall carry out appropriate consultation with stakeholders and the Executive with regard to proposed activities and associated resource implications. SWLEP's annual delivery plan will be agreed by the Board by 31 March each year.
6. The Board shall provide information and co-operation as reasonably requested by the Joint Scrutiny Panel (Appendix I) to enable it to carry out appropriate review and scrutiny activities in respect of matters relating to the SWLEP.
7. The Board is responsible for the allocation of the core SWLEP budget, comprising of contributions from central government, in kind and financial resources from the two Unitary Authorities and other sources of funding, with a view to ensuring efficient and effective use of those resources to manage the administration and operation of the SWLEP. Before taking decisions on the use of core financial resources, including any decision to delegate activities to the SWLEP Chief Executive Officer (SWLEP CEO) or direct the SWLEP CEO to commission external resources, the Board must consider the availability of resources and skills within the SWLEP and the likely cost and availability of external resources and skills.
8. The Board is also responsible for agreeing the allocation of external financial resources allocated to the SWLEP, such as, but not limited to Growth Deal funding, in line with its Assurance Procedures (Section F); its Scheme of Delegation (Section D). and its Finance and Commissioning Policy (Section E)
9. The role of a Board Director is to use their skills, knowledge and experience for the benefit of the SWLEP to assist it in fulfilling its role as set out under Role and Governance Principles (Section A). In accepting their appointment, a Board Director agrees to act in accordance with this Governance Framework and, in particular, to comply with the Conflict of Interest policy and the requirements of Company Law.
10. The Chair is additionally responsible for providing leadership for the Board and the SWLEP and facilitating collective decision-making by the Board as set out in her/his job description. S/He shall act with the aims of:
 - a. ensuring that the Board operates efficiently and effectively; and
 - b. being an effective ambassador for the SWLEP both regionally and nationally.

11. The Executive of the SWLEP is the human resource which is clearly committed to the work of the partnership on an ongoing basis. As such it comprises:

- a. individuals engaged to carry out a role which solely involves working for or on behalf of the SWLEP, including but not limited to the SWLEP CEO, the Director of Strategy and Policy, the Head of Resources, the Head of Business Support, the Head of Capital Operations and the Head of Marketing and Communications, otherwise known as the Executive Team;
- b. the Head of Strategic Growth and Place (or equivalent post-holder) at Swindon Borough Council and the Director, Economic Development and Planning (or equivalent post-holder) at Wiltshire Council, to the extent that their working time is clearly allocated to work for and on behalf of the SWLEP through a written statement specifying the amount of time allocated to work for the LEP and the nature of the activities to be carried out or prioritised during that time.
- c. any other individuals whose working time is partly allocated to work for or on behalf of the SWLEP, to the extent that the time of those individuals is clearly allocated to working by or on behalf of the LEP through a secondment agreement or other written statement specifying the amount of time allocated to work for the LEP and the nature of the activities to be carried out or prioritised during that time;

and those individuals shall all be regarded as members of the Secretariat working together for the SWLEP regardless of the identity of the organisation(s) with which those individuals have contracts of employment and the proportion of their time allocated to working on behalf of the SWLEP.

12. The role of the Secretariat is to support the Board in performing the SWLEP's activities in compliance with its Governance Framework. This includes planning and co-ordination of the SWLEP's activities, engagement with stakeholders, administration and commissioning and management of external resource.

13. The SWLEP CEO shall be accountable directly to the Chair (on behalf of the Board) for their performance. Reporting and accountability arrangements for staff within paragraph 11.c above shall be agreed in advance with the Board and specified in the written agreement specifying the allocation of their time to the SWLEP.

14. The SWLEP has a Board of a minimum of 14¹ and maximum of 20 Members and is constituted in such a way as to ensure that it is business-led, with its Chair and at least 70% of all Directors representing the business community who will be appointed on a 3 year basis (which can be extended in accordance with the company's articles of association). The Leaders of the two Unitary Authorities are standing members of the SWLEP Board. A permanent seat at the Board will be allocated for a Director to represent the Military and another seat to represent the education sector; these seats will not be tied to a specific Military Service or educational institution or organisation. The Military and education sector representatives will be appointed on a three-year basis (which can be extended in accordance with the company's articles of association). The composition of the Board and the selection, appointment and tenure period for the Chair and Deputy Chair Board Member are set out in full in the SWLEP Assurance Procedures. The Senior Whitehall Sponsor, the BEIS² Minister who acts as the SWLEP champion and the BEIS Relationship Manager, will be invited to join SWLEP Board meetings as guests but will not be able to vote.
15. In the event of a Board Director having been found to have been in breach of the Conflict of Interest Policy by the Independent Review Panel the Board has the power to remove or suspend.
16. The Remuneration, Search and Audit Panel (Appendix 2) recommends to the Board the total remuneration packages for the Chair, SWLEP CEO and SWLEP staff and it meets annually.

Board meetings

17. The Board shall meet not less than five times per year.
18. A minimum of four weeks advance public notice will usually be given of Board meetings. However, meetings may be convened at shorter notice where there is a need for decisions to be taken before the next scheduled Board meeting which will be publicised as soon as possible after the meeting date is confirmed.
19. The Board will usually meet in person but it may meet and take decisions virtually (by video conference, telephone conference or exchange of emails) where there is a need for decisions to be taken before the next scheduled Board meeting and it is not practicable for the Board to meet in person within the relevant timescales. Where

¹ During periods of Board Member recruitment the number of Board Members may fall below this lower limit temporarily.

² Department for Business Energy and Industrial Strategy (BEIS)

virtual meetings take place they must be quorate in accordance with paragraph 22.a. Decision-making by email exchange will be regarded as quorate where at least six Board members have participated in the email exchange and expressed a clear view on the decision.

20. The Board will conduct its business in an open and transparent manner in compliance with the guidelines set out in the National Local Growth Assurance Framework. It will enable interested stakeholders and members of the public to scrutinise and participate in SWLEP processes unless there are specific reasons for such discussion to be restricted from the public as set out in the Assurance Procedures. This includes holding meetings in public; how individuals can submit questions to the Board and the publication of the Board agenda papers and minutes. Agenda and papers for the Board will be published on the SWLEP website a minimum of five clear working days prior to the relevant meeting unless there is an extraordinary meeting called with less than five days' notice.
21. The content and quality of the written materials and oral reports provided to the Board shall be sufficient to enable the Board to appropriately monitor and plan the SWLEP's activities and performance and to fully consider, discuss and reach informed decisions on any proposals or recommendations put to the Board for decision. In particular, the papers prepared for each Board meeting shall:
 - a. specify clearly the purpose of the document, that is, is it for approval, discussion, for information and whether it is commercially sensitive.
 - b. identify any recommendations or proposals put forward for decision and the reasons why a proposal or recommendation is made;
 - c. in the case of any expenditure or grant of funding proposed for agreement by the Board:
 - confirm that appropriate advice has been sought from the relevant Unitary Authority, in its capacity as accountable body for that expenditure or funding, as to whether the expenditure or funding is within the scope of any conditions which apply to the use of that funding and as to any onward conditions or requirements which should be attached to the expenditure or funding; and

- attach or summarise any such advice received unless there are specific reasons for such information to be restricted from the public as set out in the Assurance Procedures.
- d. include appropriate reports on:
- the activities of Board Subgroups (Appendix 3) and any other Board groups as appropriate; and
 - other delegated or commissioned activities.

22. Board meetings shall be conducted in accordance with the following provisions:

- a. The quorum for a Board meeting shall be 6.
- b. To support democratic accountability, Board members representing a Unitary Authority may be accompanied at Board meetings by one other elected Member of that Authority as an “Observer” who will be entitled to participate in discussions on the same basis as the Board member but will not be entitled to vote and are not counted as an attending Board member for the purposes of determining whether the meeting is quorate.
- c. Where a Board member representing a Unitary Authority is unable to attend a Board meeting s/he may nominate a representative of the relevant Authority’s cabinet as their representative to attend in their place to maintain this level of Members with democratic accountability responsibilities on the Board. In this circumstance, the alternate representative will be entitled to participate in discussions and vote as if s/he were a Board member. Any nominations under paragraph c should be notified to the Chair and the SWLEP CEO in advance of the meeting and must be minuted.
- d. Board Directors who are unable to attend a Board meeting can lodge their vote, or abstain from it, by notifying the Chair no less than 24 hours in advance of the meeting starting or as otherwise specified on a case by case basis to enable business to proceed. Unitary Authority Directors can send their nominated representative to attend the Board in their stead and vote as if they were Board Director.

- e. If neither the director representing the Unitary Authority or their nominated representative can attend, their vote can be lodged with the Chair in the same way as other Board Directors.
- f. The Chief Executive of Swindon Borough Council and the Corporate Director of Wiltshire Council shall have the status of Advisors to the Board. Advisors shall not be counted when determining whether the meeting is quorate and shall not be entitled to vote. However Advisors shall be entitled to receive notice of Board meetings, receive copies of Board papers and to attend Board meetings. Advisors shall be entitled to participate in discussions at Board meetings, subject only to the exercise of the Chair's general discretion as to the conduct of Board meetings.
- g. Individuals other than Board Directors may attend Board meetings to the extent that the Board considers that their attendance will assist the Board:
 - in the conduct of the business to be conducted at that meeting;
 - in the ongoing management of the SWLEP's activities;
 - in the maintenance or development of relationships with stakeholders; or
 - to the extent that the Board otherwise considers it appropriate in the interests of transparency and maximising understanding of the SWLEP's role.

Such individuals shall be referred to as "in attendance" and may include (but are not limited to) members of the Executive Team, Secretariat, employees or members of the Unitary Authorities who are not Board Directors, professional advisers or others able to provide information or expertise to the Board. Individuals in attendance shall not be counted when determining whether the meeting is quorate and shall not be entitled to vote. Participation by individuals in attendance in discussions at Board meetings shall be at the discretion of the Chair.

- h. At the start of each Board meeting the Chair shall remind Board Directors of the need to declare any conflicts of interest or potential conflicts of interest in relation to specific agenda items. Board Directors must declare any such conflicts or potential conflicts prior to the start of discussion on the relevant agenda item, and any declaration of interest will be included in the minutes of the Board meeting and the on the relevant Director's register of interest. Such declarations shall be considered and actioned in accordance with the Conflict of Interest Policy (Section C).

- i. The SWLEP Board will aim to make decisions on the basis of consensus which is set out in more detail in section four of the SWLEP Assurance Procedures. Where consensus does not emerge from the first full discussion of any issue or proposal, subject to paragraph j and unless a decision is required urgently (such that it cannot be delayed without prejudicing the position of the SWLEP or its stakeholders) the Board will usually delay decision-making on that matter until a later date to allow for further consideration and discussion, including collation and consideration of any additional information or advice which the Board considers may be of assistance.
- j. If any Director expresses a concern that a proposal would, if accepted, result in a risk of breaching regulatory or accounting requirements, being subject to legal challenge:
 - the Board shall delay decision-making on that proposal to allow for further consideration and discussion and to obtain appropriate advice;
 - Board Directors shall have due regard to the views of the S151 Officer acting as SWLEP's Accountable Body and any legal or other professional advice obtained or provided to it and all other relevant factors in reaching a final view on the proposal.
- k. Where the Board has not been able to reach consensus even after it has proceeded in accordance with paragraphs i and j, or if a decision is required urgently and cannot be delayed beyond the first full discussion without prejudicing the position of the SWLEP or its stakeholders, the Board shall take a decision on the basis of a vote. Except where paragraph l applies, each Board Director shall have a single vote and a proposal shall be agreed as a decision of the Board if a majority of members present and voting cast their votes in favour of the proposal.
- l. Where the Board is considering a proposal to agree its annual business plan pursuant to paragraph 5 and a vote is required because consensus has not been achieved under paragraphs i and j, the plan shall not be regarded as agreed unless:
 - at least 50% of the other Board members present and voting cast their votes in favour of accepting the plan.

23. Discussion and decisions at Board meetings shall be minuted and the draft minutes shall be published on the SWLEP's website no later than ten clear working days after the Board meeting with the Chair's approval, subject to any redactions or exclusions reasonably necessary on the grounds of confidentiality or commercial sensitivity.

Decision-making and delegation

24. The Board takes the decisions of the SWLEP, subject only to delegations made in accordance with this Governance Framework. Any decision or action which has not been made, approved or delegated by the Board in accordance with this Governance Framework shall not be regarded as a decision of the SWLEP.
25. The Board shall only take a final decision on any activity to be undertaken by or on behalf of the SWLEP on the basis of appropriate information regarding the resources (both staff and financial) required to carry out that activity and the availability of such resources to the SWLEP. In taking any such decision the Board shall specify the manner in which its decision is to be implemented, including any delegation of actions or decisions, the resources to be used and any finance or commissioning actions required.
26. Subject to paragraph 11, the Board may use the resources of the Secretariat and may delegate actions and decisions to the SWLEP CEO in accordance with the Scheme of Delegation. Where the Board delegates any specific actions to the SWLEP CEO, subgroup, or other Board group or authorises any external commissioning of work, the delegation shall include a clear statement of the expected outputs or deliverables for the work (including requirements as to timing of outputs). The SWLEP CEO shall report appropriately to each Board meeting in accordance with the SWLEP's Assurance Procedures on progress in respect of such delegations and commissioned work.
27. The Board may delegate decisions or actions to a subgroup or other Board working group only as provided for in the Scheme of Delegation. Any such subgroup or working group must report fully and in the manner requested to each Board meeting on actions and decisions taken under the delegation since the previous Board meeting, including in particular any actions which commit or may commit the SWLEP to future actions or to use of its resources and submission of any bids or applications made on behalf of the SWLEP.
28. A Board working group is a group of Board members (minimum of two) and such other members as the Board considers appropriate. It is a time limited task and finish group to consider or progress a particular issue or activity.

29. The Board may establish one or more Board subgroups to carry out particular actions or activities where it is satisfied that the following conditions are met:
- a. The activities are within the SWLEP's Role and Governance Principles;
 - b. The activities are likely to facilitate delivery of the SWLEP's Emerging Local Industrial Strategy;
 - c. There is a clear statement of the proposed terms of reference, outputs and membership of the subgroup, and the scope of work proposed appears to be appropriate and reasonably practicable;
 - d. The resources required to enable the subgroup to fulfil its terms of reference have been clearly identified, including any associated costs, and those resources are available or can be secured;
 - e. It is appropriate to use the SWLEP staff and financial resources for this purpose having regard to the competing demands on the SWLEP's resources and the SWLEP's priorities as stated in its Role and Governance Principles and Emerging Local Industrial Strategy.

In this context "resources" includes both financial resources and the time of individuals (whether Board members, Secretariat staff or others). For the avoidance of doubt, the requirement in paragraph b above shall be complied with if the proposed activities are considered likely to improve the SWLEP's understanding of the needs of businesses or any particular type or category of business in the SWLEP area, or of the economic conditions affecting such businesses.

30. Any decision of the Board to establish a subgroup shall include a clear statement of the subgroup's terms of reference, membership and chairing .
31. The Board shall permit any subgroup to continue in operation only for as long as it continues to meet the conditions in paragraph 25.
32. The membership of a Board subgroup must include a minimum of one Board member who shall usually be the Chair of the subgroup.
33. Each Board subgroup shall report to Board meetings as required on progress in delivering its terms of reference, including information about activities undertaken, use of resources and proposed further activities.
34. Where it is necessary to commission external resources in order to carry out the SWLEP's activities or implement decisions of the Board, this shall be done in accordance with the Finance and Commissioning Policy (Section E) and in accordance with para 7.

Financial responsibilities

35. Wiltshire Council shall act as the accountable body for funds paid or payable to the SWLEP and for expenditure, grants or other funding paid on behalf of the SWLEP as set out in the Accountable Body Agreement (Section G). The SWLEP shall provide Wiltshire Council with all information and documentation reasonably required to enable Wiltshire Council to perform the function of accountable body in accordance with all relevant legal and regulatory responsibilities and applicable guidance.
36. Subject to paragraph 35, the Board is responsible for the management and expenditure of funds available to the SWLEP. Decisions involving expenditure or grant of funds shall only be made in accordance with the Finance and Commissioning Policy (Section E).

Annual General Meeting

37. As a company limited by guarantee, SWLEP will hold an annual general meeting which will be open to its members as required by company law. There will be the opportunity for members to ask questions at this meeting.

Appendix I: Joint Scrutiny Panel Terms of Reference

1. General

These terms of reference set out the membership, remit, responsibilities and reporting arrangements of the SWLEP Joint Scrutiny Panel (also referred to as the Panel in this document).

2. Background

Local Enterprise Partnerships (LEPs) were established as locally-derived business-led partnerships between the private and public sector that would drive local economic growth. Their role has developed considerably since 2010 and LEPs now have responsibility for around £12 billion of public funding and are the mechanism for channelling the Local Growth Fund and other funding to localities.

As the role of LEPs has developed, the Government has reviewed the statement of arrangements it expects to see in place within each LEP. This is set out in the National LEP Assurance Framework issued by the Department for Communities and Local Government (DCLG) and is one element of the wider assurance system around LEPs. The National Assurance Framework sets out what government expects LEPs to cover in their local assurance frameworks and the last revision was issued in November 2016. That revision strengthens the rules which LEPs must follow to ensure greater transparency and accountability on how public money is spent.

The outcome of a Review of Local Enterprise Partnership Governance and Transparency, led by Mary Ney, Non-Executive Director, DCLG Board, in October 2017, reinforced the importance and value of independent scrutiny.

In 2014 the SWLEP adopted an Assurance Framework which included provision for joint scrutiny arrangements between Wiltshire Council and Swindon Borough Council. This led to the creation of a Joint SWLEP Scrutiny Task Group containing membership from Swindon Borough and Wiltshire non-executive councillors. The objectives of the joint task group were to act as a “critical friend” and develop an overview of strategies and plans, and to provide independent scrutiny of the work of the SWLEP Board and Joint Strategic Economic Committee (JSEC).

In addition, the SWLEP is accountable for its governance, strategy and delivery to central government through the departments of Business Energy and Industrial Strategy and Housing, Communities and Local Government. The SWLEP has always been a leader within the LEP Network on transparency and democratic accountability.

The SWLEP acquired a legal personality when it incorporated as a not-for profit company limited by guarantee on 14 January 2019. The change of status provided an opportunity to review the local scrutiny arrangements and engage both local non-executive councillors and business leaders in a new scrutiny process.

Following consultation of the Joint Scrutiny Task Group, at its meeting on 26 September 2019, the SWLEP Board resolved to establish a Joint Scrutiny Panel, comprising equal membership from Swindon Borough Council, Wiltshire Council and SWLEP Ltd (as further detailed in the Terms of Reference).

3. Purpose

This Panel will act as a critical friend, developing an overview of strategies and plans and providing independent scrutiny of the work of the SWLEP Board. It is an essential element of assuring democratic accountability for the use of public funds.

The objective is to make constructive recommendations for how future decisions of the SWLEP can be effectively implemented.

The Panel will not have the power to delay the SWLEP's decisions but it will be able to make recommendations for improvement to the SWLEP's decision making process and will be able to make its conclusions public.

4. Effective scrutiny

The Centre for Public Scrutiny has previously identified four Effective Scrutiny Principles, in that it:

- a. Provides critical friend challenge to decision-makers;
- b. Enables the voice and concerns of the public and its communities;
- c. Is carried out by independent minded governors who lead and own the scrutiny process; and
- d. Drives improvement in public services.

Some key concepts for the Panel to consider are that scrutiny should:

1. Be independent of the SWLEP Board;
2. Be inclusive, structured, non-adversarial and cross-party;
3. Offer constructive challenge to prompt SWLEP Board reflection;
4. Make recommendations which are evidence based;
5. Be part of a wider web of accountability, which may include partners and the public;

6. Not unnecessarily duplicate other assurance activity;
7. Be appropriately challenging and use effective questioning techniques;
8. Ensure value for money; and
9. Provide high levels of assurance.

5. Responsibilities – Terms of Reference

It should be noted that the SWLEP Joint Scrutiny Panel does not fall under the banner of ‘Overview and Scrutiny’ as defined by the Local Government Act 2000 in that it will no longer be a body jointly formed by the two participating councils. However, the two councils will be asked to appoint nonexecutive councillors to the Panel and it will therefore still provide a scrutiny function led predominantly by democratically elected councillors.

The panel will foster and encourage an inclusive, structured, non-partisan and non-adversarial approach which is reliant on evidence rather than anecdote, to perform all scrutiny function on behalf of both Councils in respect of the SWLEP.

The panel will develop and approve an annual forward work programme consisting of long-term review of SWLEP programmes, but allowing enough flexibility and time for the review of other significant decisions as they arise in the year, including (but not limited to) any of the following:

Review the decision making of the SWLEP, and any sub-committees, to ensure due process has been followed and there is a transparent audit trail;

Review the delivery of SWLEP projects, with the possibility of a “deep dive” exercise on chosen projects or topics if required;

Review the implementation of the SWLEP strategies, including, but not limited to, the Local Industrial Strategy and its implementation plan and identify opportunities for improvement;

Review the output and outcomes information of the SWLEP programmes to ensure the SWLEP activities are having a beneficial impact on the economy of the SWLEP area;

Review the governance of the SWLEP to ensure that it is meeting the required standards, as set down by Central Government, and the highest standards of transparency;

Make recommendations to the SWLEP Board, and any other relevant sub-committee, on improvement to the SWLEP’s decision making process. All recommendations must be

realistic and achievable in order for the Panel to make an impact and to be a credible voice within the assurance framework.

To liaise with other equivalent panels over the development and dissemination of best practice with regards to scrutiny of LEPs.

The panel will produce an annual report for the SWLEP Board, which will also be presented to the relevant Overview and Scrutiny Committee for each of the authorities, and will produce such other reports from time to time as required either by the SWLEP Board or on the initiative of the Scrutiny Panel.

6. Membership

Membership: The panel will have a membership of nine, made up of:

1. Three business leaders who are members of SWLEP Ltd but are not represented on the Board of the company;
2. Three non-executive councillors from Swindon Borough Council; and
3. Three non-executive councillors from Wiltshire Council.

Appointment: subject to agreement by the two local authorities, the relevant Overview and Scrutiny Committee for each will appoint its respective three non-executive councillors, and the SWLEP will appoint its three “non-SWLEP board” members.

Term of office: each Local Authority member will be appointed for a whole municipal year, and consideration should be given to local election patterns where appropriate. Business members will be appointed for an initial period of three years from the date of joining the Panel.

Chair: to be elected from each membership group on an annual rotating basis, at the panel’s discretion. The panel will elect its Chair at its first meeting for the remainder of that calendar year and the calendar year to follow if less than six months after the first meeting. After that a chair will be appointed at the first meeting of the panel after the start of the calendar year and for the duration of that calendar year.

The Chair has the following duties:

1. To set the Agendas for meetings, having regard to the advice of support officers;
2. To develop a draft Annual Work Programme, having regard to the advice;
3. of support officers;
4. To facilitate the smooth running of each meeting;
5. To ensure that Members of the Panel have an equal voice and an opportunity to discuss and debate items of interest;

6. To ascertain the sense of the meeting and ensure realistic recommendations are developed;
7. To resolve any dispute in meetings through the exercise of his/her powers;
8. To lead the Panel in its role as critical friend;
9. To be a champion for the scrutiny role; and
10. To present the panel's annual report to relevant committees, or delegate representation to another member of the panel where required.

Quorum: the meeting will require three members representing more than one membership group to be present to be quorate.

Attendance: members of the panel are expected to attend no less than 50% of the meetings of the panel. Issues with attendance will be reported to the SWLEP Board and the relevant Overview and Scrutiny Committee.

7. Meetings

The Joint Scrutiny Panel will meet no less than four times a year and no more than six times a year, unless an additional meeting is either requested or approved by the SWLEP Board to undertake a specific scrutiny exercise.

Meetings will be set on a pattern, day and time, to suit members of the panel and will be reviewed on a yearly basis; or following significant membership changes.

8. Witnesses

The Joint Scrutiny Panel will be able to request attendance from Project Managers, members of the SWLEP Board (and any sub-committees) as well as key partners' representatives for SWLEP projects.

The panel would first seek advice from the SWLEP's Chief Executive, to ensure that relevant witnesses are approached.

9. Agendas and minutes

Agendas and minutes for the SWLEP Joint Scrutiny Panel will be supported by Wiltshire Council's Overview and Scrutiny team and accessible on the SWLEP website.

Agendas and minutes will also be circulated directly to the members of the panel and any witness presenting evidence at the meeting.

10. Confidentiality

Agendas and minutes from the meetings, can be shared externally unless expressly stated as confidential or in draft form.

Members of the Panel are required to respect confidentiality of specific topics discussed at the meeting as requested by other members or witnesses.

11. Reporting and Monitoring

The Joint Scrutiny Panel reports directly to the SWLEP Board. The SWLEP Board will monitor the efficiency of the Joint Scrutiny Panel, including through its annual report.

The Panel's annual report will also be presented to the relevant Overview and Scrutiny Committee for both local authorities.

12. Review of the Joint Scrutiny Panel

At a minimum the terms of reference will be reviewed annually to ensure that they remain aligned with government policy around accountability and transparency.

These may be reviewed sooner, either at the SWLEP Board or Panel's request, should there be significant changes to government policy or if the Terms of References set are preventing the Joint Scrutiny Panel from fulfilling its purpose.

Any proposed changes to the Terms of Reference will also be presented to both local authorities' relevant Overview and Scrutiny Committee for consideration.

Appendix 2: Remuneration Search and Audit Panel Terms of Reference

1. Governance

- 1.1. The Remuneration, Search and Audit (RSA) Committee shall be accountable to the SWLEP Board and must operate at all times within the parameters of the SWLEP Governance Framework. The decisions and business of the RSA Committee shall be subject to the overview and scrutiny function set in place for the SWLEP.

2. Membership

- 2.1. The RSA Panel shall comprise five SWLEP Board members, all of whom shall be independent non-executive Board members and will include the Chair of the Board.
- 2.2. Members of the RSA Panel shall be appointed initially by the Board and thereafter by the Board in consultation with the Chair of the Panel. Appointments shall be for a period of up to three years extendable by no more than one additional three-year period concurrent with their appointment as a SWLEP Board Member.
- 2.3. The Board shall appoint the committee chair. In the absence of the committee chair the remaining members present shall elect one of themselves to chair the meeting. The Chair of the Board shall not be chair of the committee.
- 2.4. Only members of the committee and the committee secretary shall have the right to attend the RSA Panel meetings. However, other individuals such as the Director, the heads of human resources of Swindon Borough Council and Wiltshire Council and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

3. Secretary

- 3.1. The meeting schedule will be arranged by the SWLEP's Executive Assistant and the noting of action points and decisions will be managed within the membership of the group.

4. Quorum

- 4.1. The quorum for a meeting shall be three Board Members. No business shall be transacted unless a quorum is present. If a quorum ceases to be present during a meeting the meeting shall be adjourned to a date to be agreed or determined by the Chair.

5. Meetings and papers

- 5.1. The RSA Panel shall meet at least once a year.

- 5.2. Meetings of the committee shall be called by the secretary of the committee at the request of the committee chair.
- 5.3. The agenda and supporting papers shall be circulated electronically to the members of the committee and any other person required to attend at least five working days before the meeting.
- 5.4. Notice of each meeting confirming the venue, time and date together with an agenda and supporting papers, shall be forwarded to each member of the committee and any other person required to attend, no later than five working days before the date of the meeting.
- 5.5. The secretary shall minute the proceedings and resolutions of all committee meetings.
- 5.6. Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes will be distributed within ten working days following the meeting.
- 5.7. The committee chair should attend the SWLEP Board to answer any questions on the RSA Panel activities.

6. Duties

Remuneration:

- 6.1. recommend to the Board the total remuneration packages for the Chair and Chief Executive Officer. No individual shall be permitted to take part in any meeting at which their own remuneration is discussed;
- 6.2. recommend to the Board SWLEP's remuneration policy, taking into account all factors which it deems necessary including relevant legal and regulatory requirements, the provisions and recommendations of the UK Corporate Governance Code and the pay, expenses and reward policy of Wiltshire Council in its capacity as the SWLEP's Accountable Body;
- 6.3. have in mind the objective of attracting, retaining and motivating executive management of the quality required to run the SWLEP successfully without paying more than is necessary, having regard to views of the SWLEP partners and other stakeholders. The remuneration policy should have regard to the risk appetite of the SWLEP and alignment to the partnership's long strategic term goals;
- 6.4. have regard to pay and employment conditions across the partnership, especially when determining annual salary increases;

- 6.5. review on an annual basis the on-going appropriateness and relevance of the remuneration policy;
- 6.6. obtain reliable, up-to-date information about remuneration in other Local Enterprise Partnerships and comparable business organisations;

Search

- 6.7. To advise on the appointment of the SWLEP Board Directors and support the recruitment of the SWLEP CEO.
- 6.8. Support searches as required for potential candidates as Directors on the SWLEP Board.
- 6.9. Support recruitment to vacancies on the SWLEP Board in line with SWLEP's recruitment policy.
- 6.10. Make recommendations to the SWLEP Board for the appointment of Board Directors and/or the SWLEP.
- 6.11. Review the contribution of the CEO or Board Director whose term of office is to expire and make recommendations to the Board on any re-appointment with the maximum term of office set out in the Governance Framework.
- 6.12. Make recommendations concerning the induction, training and development needs of Board Directors.

Audit and finance

- 6.13. Ensure there are satisfactory financial systems and systems of financial and operational control, and that any published financial reports comply with statutory requirements.
- 6.14. Ensure there is an Annual General Meeting of SWLEP Limited held.
- 6.15. Make any necessary spending recommendations to the Board which are compliant with s151 of 1972 Act including the safeguarding of public money, best value, and value for money.
- 6.16. Make arrangements for local external audit of funding allocated by the SWLEP and act as the link between the company's auditors and the Board.
- 6.17. Oversee SWLEP's risk profile to support long term financial sustainability and viability of the company.
- 6.18. Ensure the adequate control and maintenance of the company's assets.

- 6.19. Mitigate losses and suggest corrective actions when necessary in alignment with the company's long-term strategic goals.
- 6.20. Develop, maintain, and advise the Board on the company's reserves and ensure the SWLEP Limited allocates its reserves responsibly in line with this policy and its Articles of Association.
- 6.21. Consider the SWLEP's financial reports, management accounts and annual financial accounts and make recommendations to the Board.
- 6.22. Review the budget on an annual basis and monitor income and expenditure on a quarterly basis set within the context of a rolling five-year financial plan.

Other

- 6.23. request funding, if required, up to an agreed amount to appoint remuneration consultants, legal or other professional advice and to commission or purchase any reports, surveys or information in line with the SWLEP's procurement policy which it deems necessary to perform its role;
- 6.24. ensure that contractual terms on termination, and any payments made, are fair to the individual, and the SWLEP, that failure is not rewarded and that the duty to mitigate loss is fully recognised;
- 6.25. recommend the policy for the payment of expenses to Board Members and staff members not covered by the policies of the Accountable Body.

7. Reporting responsibilities

The Remuneration Panel shall:

- 7.1. report to the SWLEP Board on its proceedings after each meeting on all matters within its duties and responsibilities;
- 7.2. make whatever recommendations to the Board it deems appropriate on any area within its remit where it deems that action or improvement is needed;
- 7.3. ensure that provisions regarding disclosure of information, as set out in the SWLEP Governance Framework, are fulfilled and produce a report of the company's remuneration policy and practices to be included in the company's annual report. If the committee has appointed remuneration consultants, the annual report of the company's remuneration policy should identify such consultants and state whether they have any other connection with the SWLEP;
- 7.4. through the Chair of the Board, ensure that the SWLEP maintains contact as required with its local authority partners about remuneration.

8. Other matters

The RSA Panel shall:

- 8.1. have access to sufficient resources in order to carry out its duties, including access to the human resources department of the Accountable Body for assistance as required;
- 8.2. be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members;
- 8.3. give due consideration to laws, regulations and any published guidelines or recommendations regarding the remuneration of Local Enterprise Partnership staff and Board members; and
- 8.4. review its terms of reference at least on an annual basis to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the SWLEP Board for approval.

9. Conflicts of interest

- 9.1. The SWLEP Governance Framework includes a Conflicts of Interest Policy and members of the RSA Panel are required to disclose at its meetings, and using the SWLEP's Register of Interests form, any potential conflicts of interest or pecuniary interests (for example, direct financial interest in a scheme through employment or personal gain including any interest as a result of close personal relationships or friendships) which may prevent them from making an impartial decision.

10. Code of Conduct

- 10.1. All members of the Remuneration Panel and any support staff shall, when carrying out any duties or responsibilities on behalf of the SWLEP, abide by the SWLEP's code of conduct as set out in the SWLEP's Governance Framework.

11. Variation

- 11.1. These terms of reference shall be reviewed by the SWLEP Board on an annual basis but can be amended as required to meet the current and evolving needs of the RSA Panel with the agreement of the Board.

12. Agreement

- 12.1. The above Terms of Reference for the SWLEP RSA Panel have been agreed by the SWLEP Board and signed by:



XXXX, Chair SWLEP Board

Date

XXXX, Chair Remuneration Committee

Date

Appendix 3: Subgroup Terms of Reference

1. Purpose

- 1.1. The Subgroups are responsible for overseeing and providing strategic direction, advice and support to the SWLEP Board to ensure the Swindon and Wiltshire Local Enterprise Partnership's strategic objectives are delivered successfully.
- 1.2. As of November 2023, there are two Subgroups:
 - Skills and Talent;
 - Business Ideas and Place

2. Governance

- 2.1. The Subgroups shall be accountable to the SWLEP Board and must operate at all times within the parameters of the SWLEP Governance Framework. The decisions and business of each subgroup shall be subject to the overview and scrutiny function set in place for the SWLEP. The Board will set the overall strategic context for the Subgroups and the responsibility for approving project prioritisation rests with the SWLEP Board.

3. Membership

- 3.1. Each Subgroup will comprise at least two non-executive Board Directors, one acting as the Chair and the other as Deputy Chair. Each Subgroup will include up to three businesses representatives who will provide technical advice to aid decision making. In addition, each Subgroup will have a Lead Officer. The Subgroups will determine additional attendees such as experts and temporary members according to need or requirement.
- 3.2. The Chair and Deputy Chair will hold the post for three years, or for the period which is co-terminus with their remaining Board tenure. If the Chair is not present at any meeting the Deputy Chair will preside.
- 3.3. The Lead Officer will liaise regularly with the Chair, help manage the work of the Subgroup and ensure reports for the Board are prepared in a timely and accurate manner and will co-ordinate additional support when required. In addition, the Lead Officer will liaise with the SWLEP over communication and engagement matters.
- 3.4. Only members of the Subgroup and the Executive Assistant shall have the right to attend the Subgroup meetings. However, other individuals and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary. Any SWLEP Board Director can request to attend a meeting as an observer.

4. Subgroup Secretariat

- 4.1. The SWLEP Executive Assistant will provide secretariat and administrative assistance to ensure the efficient functioning of the Subgroup.

5. Quorum

- 5.1. The quorum for a meeting shall be half the total membership plus one to include either the Chair or Deputy Chair and one external business. No business shall be transacted unless a quorum is present. If a quorum ceases to be present during a meeting the meeting shall be adjourned to a date to be agreed or determined by the Chair.

6. Meetings and papers

- 1.1. Each Subgroup shall meet at least five times a year in line with the SWLEP Board meetings.
- 1.2. Meetings shall be called by the Secretariat at the request of the Chair.
- 1.3. Notice of each meeting confirming the venue, time and date together with an agenda and supporting papers shall be circulated electronically to each member of the Subgroup and any other person required to attend, no later than five working days before the date of the meeting.
- 1.4. The Secretariat shall minute the proceedings and resolutions of the Subgroup.
- 1.5. Draft minutes shall be circulated promptly to all members of the Subgroup. Once approved, minutes will be distributed within ten working days following the meeting and will be published on the SWLEP website.
- 1.6. The Chair should attend the SWLEP Board to report on its activities and answer any questions in relation to it made by the Board or members of the public.

7. Duties

- 7.1. The subgroups shall:
 - 7.1.1. Oversee the development, implementation and delivery of the SWLEP's strategic objectives as set out in the LIS;
 - 7.1.2. Provide advice and support to the SWLEP Board on relevant policy matters and issues including consideration of the implications of national Government policy changes on programmes and projects as they arise;

- 7.1.3. Analyse performance information pertaining to their areas of focus and advise the SWLEP Board on emerging implications and opportunities;
- 7.1.4. Ensure strategic linkage and close working with other SWLEP subgroups, relevant Unitary Authority teams and partners;
- 7.1.5. Undertake such other functions as prescribed or agreed upon by the Subgroup and agreed by the Board;
- 7.1.6. Oversee the delivery of their relevant section of the LIS Implementation Plan, undertake stakeholder management activity as required and review the delivery of projects and programmes which fall under its strategic remit (Table 1); and
- 7.1.7. Request funding, if required, up to an agreed amount from the Board to support strategy development and stakeholder management.

Table 1: Overview by subgroup activity

Subgroup	Overview
Skills and Talent	<p>Develop and deliver the Swindon and Wiltshire Skills Plan and Annual Skills Report which is SWLEP's response to People Foundation of Productivity of the Swindon and Wiltshire Local Industrial Strategy.</p> <p>Maintain oversight over SWLEP funded skills and talent projects and the delivery of European and other funded skills projects in order to inform the SWLEP board of emerging strengths and weaknesses.</p> <p>The Chair, to act as the Board Champion for Equality on the SWLEP Board.</p>
Business, Ideas and Place	<p>Develop and deliver the Swindon and Wiltshire Business, Ideas and Place Plan in response to the priorities set out in the Swindon and Wiltshire Local Industrial Strategy.</p> <p>Maintain oversight over SWLEP's Growth Hub and funded business development projects and the delivery of European and other funded business development projects in order to inform the SWLEP board of emerging strengths and weaknesses.</p> <p>Maintain oversight over SWLEP funded infrastructure, place shaping and innovation projects including GPIF investment in order to inform the SWLEP board of emerging strengths and weaknesses.</p> <p>Oversee and delegate work to the Rural Economy Sector Working</p>

	<p>Group and maintain oversight of the Business Intelligence and Network Group.</p> <p>The Chair, with the support of the Deputy Chair, to act as the representative of Small and Medium Enterprises on the SWLEP Board.</p>
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8. Reporting responsibilities

- 8.1. Each Subgroup will discuss policy and strategy recommendations for future delivery under their respective area of the Local Industrial Strategy and Plan for Growth.
- 8.2. Subgroups will make whatever recommendations to the Board on any area within its remit where it deems that action or improvement is needed.
- 8.3. Each Subgroup will report to on its proceedings as requested by the Board on all matters within its duties and responsibilities.

9. Conflict of interest

- 9.1. The SWLEP Governance Framework includes a Conflicts of Interest Policy and members of the SWLEP Subgroups are required to disclose at Subgroup meetings and using the SWLEP's Register of Interests form any potential conflicts of interest or pecuniary interests (for example, direct financial interest in a scheme through employment or personal gain including any interest as a result of close personal relationships or friendships) which may prevent them from making an impartial decision. Depending on the nature of this interest, there may be the need to co-opt another suitable member on to the SWLEP Subgroup for the purpose of making the decision in question.

Code of Conduct

- 9.2. All members of the Subgroup and any supporting staff shall, when carrying out any duties or responsibilities on behalf of the SWLEP, abide by the SWLEP’s code of conduct as set out in the SWLEP’s Governance Framework.

- 9.3. All members of the SWLEP Subgroup and supporting staff shall, when carrying out any duties or responsibilities on behalf of the SWLEP, abide by the seven principles of public life: selflessness; integrity; objectivity; accountability; openness; honesty; and leadership as defined in section 28 of the Localism Act 2011.

10. Variation and dissolution

- 10.1. These terms of reference shall be reviewed by the SWLEP Board on an annual basis but can be amended as required to meet the current and evolving needs of the Operations Committee with the agreement of the Board.

- 10.2. The dissolution of any Subgroup can be made by the SWLEP Board or by the unanimous agreement of the Members and then ratified by the SWLEP Board.

11. Agreement

- 11.1. The above Terms of Reference for the SWLEP Subgroups have been agreed and signed by:

XXXX, Chair _____

Subgroup _____

Date _____