

NORTH KENT ENTERPRISE ZONE (NKEZ) STRATEGIC BOARD

TERMS OF REFERENCE

1. Purpose

- 1.1. This document sets out the Terms of Reference for the NKEZ Strategic Board established to support delivery of the North Kent Enterprise Zone.

2. Definitions

- 2.1. Within these Terms of Reference, the following definitions apply:
- 2.1.1. **North Kent Enterprise Zone (NKEZ)** is an Enterprise Zone designated by Government. Enterprise Zones are single or multiple sites which may offer business rate discounts or enhanced capital allowances for new businesses locating on the sites. NKEZ comprises a cluster of sites at three locations: Rochester Airport Technology Park (Medway/Tonbridge & Malling), Kent Medical Campus (Maidstone) and Ebbsfleet Garden City (Dartford and Gravesham).
- 2.1.2. The **Local Enterprise Partnership** in respect of NKEZ is the South East Local Enterprise Partnership (SELEP).
- 2.1.3. The **Relevant local authorities** means a local authority on which all or part of an enterprise zone is situated and as a consequence collects business rates from businesses in operation on that site. The relevant local authorities for NKEZ are Dartford Borough Council, Gravesham Borough Council, Medway Council, Maidstone Borough Council, Tonbridge & Malling Borough Council and Kent County Council.
- 2.1.4. The **Accountable Body** is Maidstone Borough Council. It shall be responsible for:
- The allocation and management of any funds provided to support the establishment, development and operation of the NKEZ;
 - Ensuring that monitoring information required by Government is completed and submitted according to specified timetables; and
 - Ensuring that the NKEZ is managed compliantly and in accordance with the relevant regulations and the terms of the Memorandum of Understanding.
- 2.1.5. The **Memorandum of Understanding** is the agreement dated 30 September 2016 made between central Government, the SELEP and the relevant local authorities.
- 2.1.6. The **Strategic Board** or **Board** means the Strategic Board for NKEZ. Where a different Board is indicated (e.g. SELEP) references are qualified accordingly.
- 2.1.7. The **Local Delivery Board** means the individual board driving the delivery of the individual schemes at each of the three NKEZ locations.

3. Functions of the Strategic Board

- 3.1. The Strategic Board is established as a 'light touch' body to set the strategic direction for the operation of the NKEZ and to maintain oversight and scrutiny of its delivery and operation.
- 3.2. It may:
- 3.2.1. Endorse the governance and delivery arrangements for the constituent schemes of the NKEZ, and any terms of reference;
- 3.2.2. Provide strategic oversight of, and direction to, the NKEZ as a whole;
- 3.2.3. Approve the Implementation Plan(s) for the NKEZ;

- 3.2.4. Endorse any subsidiary Memoranda of Understanding made between relevant local authorities and other parties involved in the NKEZ;
 - 3.2.5. Use all reasonable endeavours to promote the NKEZ, including the approval of a Marketing Strategy;
 - 3.2.6. Assemble and endorse an overall Investment Strategy setting out how retained business rates and other resources will be used to support the development of NKEZ;
 - 3.2.7. Ensure appropriate resources and capacity are secured to deliver the NKEZ and provide appropriate direction and support to any dedicated staff;
 - 3.2.8. Monitor the performance of the NKEZ at a strategic level, offer both challenge and support to the Local Delivery Boards for the individual EZ schemes regarding their performance against the approved implementation plan, and collaborate with the Accountable Body and other partners in the provision of monitoring information to central Government;
 - 3.2.9. Promote the interests of the NKEZ at all levels including with national and local government, SELEP, industry bodies, academic institutions, businesses and potential investors;
 - 3.2.10. Review and revise the Implementation Plan, investment strategy, marketing and branding strategy and other tools as appropriate in the light of performance monitoring information;
 - 3.2.11. Approve any reports or other publications relating to the progress of the NKEZ.
- 3.3. For the avoidance of doubt, the Strategic Board is not responsible for the direct delivery of the individual EZ schemes: these remain the responsibility of the Local Delivery Boards.

4. Membership

- 4.1. The Strategic Board shall normally consist of the following members:
 - Chair (who shall be from the private sector)
 - Representatives from each of the three constituent schemes at Rochester Airport, Kent Medical Campus and Ebbsfleet Garden City
 - Chief Executive, Locate in Kent
 - Managing Director, SELEP
 - Senior Officer, KCC
 - Representative from the Thames Gateway Kent Partnership
 - Accountable Body representative (see 4.2)
 - Representative from the Higher Education Institutions in Kent
 - The EZ Coordinator / Director (see 4.2)
- 4.2. The EZ Coordinator / Director and Accountable Body representative will be non-voting advisers to the Strategic Board.
- 4.3. Should a board member be unable to attend a Board meeting, s/he may nominate a suitable Alternate to take his/her place. In such cases, the Board member should notify the Chairman in advance, via the Coordinator.
- 4.4. Public sector members shall hold Board membership *ex-officio*.

4.5. Members may resign from the Board by giving no less than 20 working days' notice to the Chairman and Coordinator. Should a member resign, s/he shall be replaced according to the role or skills required.

4.6. The Board may, through the Chairman, invite or co-opt other individuals to become Members on the basis of relevant expertise or insight they can offer to support the NKEZ.

5. Quorum

5.1. The quorum of the Board shall be 5, of which one must be the representative of the Accountable Body.

5.2. Should a Board meeting not be quorate, the Chairman may arrange a Special Meeting of the Board to deal with outstanding business, or may allow business to adjourn to the following ordinary Board meeting, or may allow Board members to convey their views electronically to all the other Board members via the Coordinator.

6. Chairman

6.1. The Chairman of the Board shall be appointed with the agreement of the Board.

6.2. The Board may also elect a Vice-Chairman from amongst the Members of the Board.

6.3. The Chairman shall preside at meetings of the Board. In the absence of the Chairman, the Vice-Chairman shall preside. In the absence of the Chairman and the Vice-Chairman, the Board shall elect a Member of the Board to act as Chairman for that meeting only.

7. Observers

7.1. With the prior agreement of the Chairman, Observers may attend meetings of the Board.

7.2. Observers may, at the discretion of the Chairman, participate in discussion (subject to the Conflicts of Interest procedure set out in section 8 below). However, Observers may not vote.

7.3. Local authority officers or other advisers may also attend Board meetings where they are presenting papers or other information for the Board's consideration.

8. Conflicts of Interest

8.1. At the beginning of each Board meeting the Chairman shall invite Board members to declare any interests they may have in relation to any issues or items on the agenda of that meeting. Should a Board Member be aware that s/he has any interest, direct or indirect, in any matter being considered by the Board at that meeting, then s/he shall:

8.1.1. disclose the interest to the meeting and not take part in any consideration or discussion of the matter or vote in any questions with respect to it; and

8.1.2. unless the meeting invites him/her to remain, withdraw from the meeting.

8.2. However, the rule in 8.1 above does not apply where the interest concerned relates primarily to the general interest of any public sector Member in his/her area of geographical responsibility, or to the interests of North Kent as a whole.

8.3. The rules in 8.1 also apply to any Observer of the Board, save that Observers do not have voting rights.

9. Secretariat

9.1. Secretariat functions for the Board shall be arranged or carried out by the Coordinator.

10. Minutes and agenda

- 10.1. Draft minutes of meetings of the Board shall be prepared by the Coordinator/Secretariat and circulated to Board Members within 10 working days after each Board meeting.
- 10.2. Draft minutes shall be approved by the following meeting of the Board.
- 10.3. The agenda for the Board meeting shall be agreed by the Chairman prior to circulation.
- 10.4. The agenda and papers for the Board meetings shall be circulated to the Board by the Secretariat not less than five working days before each Board meeting.

11. Decision-making

- 11.1. In making decisions, the Board shall aim to reach consensus. However, exceptionally where consensus is not possible, a vote may be held. A vote may be carried by a simple majority of those present and voting, with the Chairman having a casting vote in the event of a tie. The following matters shall require the support of at least 75% of Board members present:
 - 11.1.1. Variation to the Terms of Reference of the Strategic Board or Delivery Boards;
 - 11.1.2. Approval or variation of the Implementation Plan, Investment Strategy or Marketing Strategy;
 - 11.1.3. Appointment of new Board Members;
 - 11.1.4. Election of the Chairman or Vice-Chairman.
- 11.2. The Chairman may decide that a matter requires an urgent decision. In the event that an urgent decision is required, the Chairman may either:
 - 11.2.1. Through the Coordinator, call a Special Meeting giving no less than three working days' notice. In such a case, the quorum requirements set out in (5) shall apply; or
 - 11.2.2. Through the Coordinator, request that a decision be made by e-mail. In such cases, the Coordinator shall provide Board Members with appropriate information requesting a decision in no less than three working days. The minimum response for a decision to be made shall be 5 Board Members. In the absence of consensus, the provisions set out in paragraph 11.1 shall apply.

12. Transparency

- 12.1. The Board shall seek to operate in an open and transparent manner.
- 12.2. Meetings of the Board shall not be open to the public, given the commercially sensitive nature of information discussed. However, following approval by the Board, minutes shall be made available to the public via the NKEZ website, subject to the removal of any commercially sensitive information.
- 12.3. Where items for discussion could be regarded as commercial in confidence, this shall be clearly specified.
- 12.4. Commercially sensitive information may be circulated to the Board: all such papers must be marked "Restricted – Commercial". A summary outcome of the Board's discussions and its recommendations shall be recorded in the published minutes, but with appropriate exclusions for commercially sensitive information. The Freedom of Information Act 2000 will apply to Board papers and to records of the Board's discussions.

13. Reporting

- 13.1. The Board shall consider and approve an Annual Report setting out the progress of the NKEZ over the preceding year. This shall be publicly available and disseminated widely.

- 13.2. In addition, the Board may provide updates on its activities to interested organisations and partnership bodies on either a regular or ad hoc basis.

14. Frequency of meetings

- 14.1. The Board shall meet at least 4 times per year. It may meet more frequently if business needs dictate, at the discretion of the Chairman.
- 14.2. Board meetings shall be scheduled and located in such a way that the business of the Board can be expedited efficiently.

15. Termination

- 15.1. The Board shall terminate its activities when the operation of the NKEZ ceases.

16. Indemnity

- 16.1. The Accountable Body shall ensure that all Members of the Board are indemnified in respect of any decisions made by the Board.

17. Variation to Terms of Reference

- 17.1. The Board may decide to vary its Terms of Reference, provided the procedure in 11.1 is followed.