Herts IQ Board

Agenda item no. 8		Governance – Terms of Reference & Risk Register	
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Context

Hertfordshire Innovation Quarter is required under its constitution to refresh its Terms of Reference and Risk Register every two years. Since both documents are now two years old we have made minor changes to each document. These proposed changes are tracked (or highlighted in red) on the attached papers. The Herts IQ Board is requested to agree the amendments.

Recommendation

That the Herts IQ Board approves the proposed changes to the Terms of Reference and Risk Register, as set out in the attached papers.

Herts IQ Enterprise Zone

Terms of Reference: Herts IQ Board

Note that changes are in red

1. Purpose

The Herts IQ Board has been established to oversee the operation of the Herts IQ Enterprise Zone programme, approve and monitor the annual Project Delivery Plan and be the decision-making body for all matters pertaining to the Hertfordshire IQ Enterprise Zone.

2. Key Tasks

The Herts IQ Board has the authority to undertake this role on behalf of Hertfordshire Futures (successor to the Hertfordshire LEP), Hertfordshire County Council, Dacorum Borough Council, and St Albans City & District Council, those being the partners with financial stake in the Herts IQ EZ project. These bodies will be represented on the Board, at either Board, Senior Manager or Member level. Partners Building Research Establishment (BRE), the University of Hertfordshire and Rothamsted Research will also be represented on the Herts IQ Board to help shape project strategy, oversee implementation and help provide robust governance.

The authority of the Herts IQ Board does not extend to committing the members to any decision which by virtue of their own constitutions will require a further internal decision/authority, but it will be incumbent on the member to advise the Herts IQ Board if an internal decision/authority will be required before the decision can be progressed.

At each meeting, an update report will be presented to show progress of all Herts IQ Project workstreams, usually including site delivery, financial status (including the current and forecast value of the retained rates, the value of the borrowing against retained rates), and progress against key outcomes (including number of newly created jobs and commercial floor space constructed). This will enable the performance of the project to be discussed and monitoring reports to MHCLG approved.

3. Indicative Agenda

The Herts IQ Board shall consider the following indicative agenda at each meeting (apart from Project Risk Register):

- Confirm agreement of previously circulated minutes from the previous meeting
- Review and declare any Conflicts of Interests
- Review the progress reports on workstreams
- Consider any new proposals from the Herts IQ Programme Manager, and assist with discussion around overcoming strategic barriers
- Review and approve the Project Risk Register, project output status (jobs & commercial space), DLUHC report – to be considered annually
- Review and update status and timeframes of any ongoing Herts IQ Board actions as shown in minutes of previous meeting

- Approve any financial issues and budget spend as required in line with the Herts IQ Financial Principles
- Approve Herts IQ Investments

4. Frequency of Meetings

The Herts IQ Board will meet on a quarterly basis, where possible in March, June, September and December each year.

In exceptional circumstances, and at the Chair's discretion, an extraordinary meeting may be called, or a virtual meeting may be called. In each case this allows for any item that needs a board decision outside of the quarterly meeting timeframe. With a virtual meeting Board members will be able to comment and approve items by email. A record of all email comments and approvals will be captured. Any such email approvals will be noted in the subsequent Herts IQ Board meeting and recorded in the minutes of that meeting.

5. Membership

The Herts IQ Board membership shall be as follows:

Position	Organisation
Board Members	
Hertfordshire Futures Board Member or Board nominee (Chair)	Hertfordshire Futures – shareholder
Cabinet Member for Environment, Planning and Transport	Hertfordshire County Council - shareholder
Leader	Dacorum Borough Council – shareholder
Leader	St Albans City & District Council – shareholder
Director/Executive (or nominee)	Building Research Establishment
Pro Vice-Chancellor (or nominee)	University of Hertfordshire
Director/Executive (or nominee)	Rothamsted Enterprise/ Laws Agricultural Trust
Attendees with Non-voting Status	
Herts IQ Programme Manager	Herts IQ
Nominated representative	BEIS/DLUHC
Director of Economy & Skills	Hertfordshire Futures
Assistant Director of Finance	Hertfordshire County Council
Director of Growth & Place	Hertfordshire County Council
Programme Director	Hemel Garden Communities
Strategic Director – Place	Dacorum Borough Council
Strategic Director – Customer, Business and Corporate Support	St Albans City & District Council

6. Timeframe and Publishing of Board papers

The agenda and reports are to be circulated at least 5 working days before meetings. Where possible minutes are to be circulated 10 working days after each Board meeting.

Herts IQ Board papers will be published on the Herts IQ or Herts LEP website with the exception of those containing confidential or commercially sensitive information.

7. Quoracy and Nominees

A quorum shall be five Board members.

Each organisation can nominate an appropriate representative if the usual member is unable to attend a meeting. This person shall hold a position of executive level authority within their own organisation and will have full voting rights.

The Hertfordshire Futures Board member, or the Board's nominee, will act as the Chair of the Herts IQ Board. In the event of non-attendance, the Herts IQ Board may select an alternative member to act as the Chair for that meeting.

8. Declaration of Interests

Declarations of Interest is a standing agenda item at each Board meeting. All Board Members should take personal responsibility for declaring their interests before any decision is considered. This will be evidenced in the meeting minutes.

9. Voting / Approvals

Herts IQ Board decisions are normally reached by general agreement of the members present as determined by the Chair. The vote/approval shall be recorded in the minutes. All seven members vote on non-financial matters for which a majority vote is needed to secure approval, as determined by the Chair. Only the four members with financial stake in the project vote on Herts IQ financial matters, although all seven members may comment. To secure approval on financial matters the vote must be unanimous by the four partners.

Herts IQ Board have the ultimate approval responsibility for spend of all Herts IQ funds, for both the annual operational budget and also for any investment grant applications submitted to the project. The Herts IQ Project Team shall review any investment grant application, following the approved process, and on the basis of concluding a sound and appropriate allocation of Herts IQ funding, shall submit the request to Herts IQ Board for review and final approval.

10. Confidentiality

The Herts IQ EZ regularly deals with matters of a commercially sensitive nature involving landowners and developers of commercial businesses. Some Board papers are marked as confidential to reflect this. Information relating to all aspects of the project will be shared in meetings to enable effective decision-making and to ensure appropriate strategies are in place for the private sector elements of the project to progress satisfactorily. Herts IQ Board members should be mindful of the potentially confidential nature of information shared in communications, meetings and papers and shall treat all information appropriately, including when communicating, copying, storing and otherwise using such information. All relevant papers and communications will be marked "confidential" and should only be shared with those who reasonably need to receive them. If confidential information needs

to be sent to persons external to Herts IQ, consideration should be given to the use of a confidentiality agreement.

Confidential information includes, but is not limited to the following:

- Information provided by a government department on terms which forbid the disclosure of the information to the public; and
- Where disclosure to the public is prohibited by a court order.

It may also include information:

- relating to an individual which is likely to reveal the identity of an individual,
- relating to the financial or business affairs of a particular person (including the authority holding that information),
- relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with labour relations,
- in respect of which a claim for legal professional privilege could be maintained in legal proceedings and
- relating to any action taken or to be taken in connection to the investigation or prosecution of a crime.

Herts IQ Board members shall discuss as necessary with the Herts IQ Board any doubt over the confidential nature or use of information relating to Herts IQ or its projects, and the Herts IQ Board shall agree how the information in question should be treated.

11. Standards of Conduct

All members of the Herts IQ Board shall operate in line with the Nolan Principles for conduct in public office: https://www.gov.uk/government/publications/the-7-principles-of-public-life

12. Terms of Reference Review

These terms of reference are to be reviewed biennially, if possible at the March Board meeting.