



Governance and Assurance Framework

Section B: Constitution

June 2021

1. The name of the organisation shall be the Midlands Engine.
2. The Midlands Engine shall work through a governance model partnership and be subject to the Midlands Engine Assurance Framework and compliance with relevant policies as set out within the Midlands Engine Assurance Framework.

Membership

3. Board membership is subject to the Board Recruitment Policy

Executive Board

4. The Executive Board ensures overall responsibility for the good governance of the Engine. The Executive Board sets the overall vision for economic growth through the Midlands Engine and is responsible for:
 - a) setting the overarching vision and strategies for economic growth in the Midlands Engine area
 - b) ensuring the delivery of economic growth in the Midlands area
 - c) determining the operating structure and governance arrangements of the Midlands Engine, including making appropriate appointments to the Executive Board and other groups
 - d) working in partnership across public and private sectors, ensuring the Midlands Engine is business led and that the business voice influences the economic strategies for the region
 - e) championing the Midlands as the place to do business
 - f) facilitating an entrepreneurial environment in which business can start-up, prosper and grow.

Operating Board

5. The Executive Board will appoint an Operating Board. The Operating Board will be accountable for the operational management of Midlands Engine programme, within the constraints set by the key strategies agreed by the Executive Board. Specifically, the Operating Board Group will be responsible for:
 - a) developing strategies to put forward to the Executive Board for agreement, including a specific responsibility to ensure the wider engagement of businesses and other stakeholders in this process
 - b) developing proposals for the Midlands Engine operating structure to put forward to the Executive Board for agreement
 - c) working with partners to ensure that they are held accountable for the delivery of specific projects along with the overarching economic strategies
 - d) agreeing strategic targets for all programmes, against which performance will be monitored
 - e) determining strategic communications for all Midlands Engine programmes

- f) reporting at least four times a year to the Executive Board regarding delivery of the key programmes
- g) identifying opportunities, and making arrangements, to influence Government and wider policy in pursuit of the Midlands Engine priorities subject to ensuring that public expenditure is not incurred in retaining the services of lobbyists to influence public officials, Members of Parliament, political parties or the Government to take a view on any issue
- h) day to day oversight of the operational management arrangements put in place by the Executive Board.
- i) own and manage a risk register and associated mitigation plan.

Strategic Programme Groups

- 6. The Operating Board may appoint groups to carry out specific functions within its remit on its behalf. The number and purpose of these groups will be reviewed as required by the Operating Board.

Chair

- 7. The Chair of the Executive Board and Operating Board shall be appointed by the Executive Board (who may delegate the search and selection process).
- 8. The Chair shall be appointed for terms of up to two years and a maximum of three terms. The Executive Board may vote to remove the Chair should they have concerns regarding their performance by a 2/3 majority of the voting members. Concerns could include (but not limited to):
 - a) declaration of interests
 - b) fraud & misconduct
 - c) attendance at meetings
 - d) delivery of Midlands Engine objectives.

Duties of the Chair will be to:

- a) Provide leadership in the delivery of the vision, strategic objectives, targets, and outputs
- b) Chair meetings of the relevant Board and ensure their smooth and effective operation
- c) Have responsibility for taking a casting vote in the event of a tie in any vote undertaken at Board meetings
- d) Build cohesion within the Midlands Engine, ensuring that all partners work together for the best outcomes for Midlands
- e) Represent the Midlands Engine at high profile events, engaging in national and local discussions and public relations opportunities as required
- f) Undertake lobbying activity and pursue opportunities to influence Government and wider policy.

Representation and Attendance

9. Only full members of the respective Board may take part in any vote. Observers or guests at the meeting may participate in discussion if invited to do so by the Chair but are not entitled to vote.
10. Substitution arrangements are only permitted with agreement from the Chair of the respective Board.
11. A meeting is quorate with 2/3 of the board members present.

Decisions

12. In the event that a consensus cannot be achieved on a matter requiring a decision, that decision shall be taken by vote and carried if it is supported by over 50% of those members present. Each Board member shall have one vote and the Chair shall have a casting vote if required.
13. Notice of all matters which are to be discussed at a meeting will be by way of circulating the meeting agenda to members, five clear working days in advance of the meeting.
14. The Chair may decide to seek agreement to a proposal via the Electronic Procedure. Decisions will be made on the same basis as that outlined in paragraph 11.

Meetings and Papers

15. The Executive Board shall meet at four times per year on a quarterly basis. A calendar of future meetings will be set for a year at a time.
16. The Operating Board shall meet every eight weeks.
17. Themed Groups and Boards shall meet as and when required, subject to individual needs.
18. Minutes of the meetings of Board meetings shall be approved in draft form by the Chair and disseminated to Board members. Minutes shall remain draft until approved at the Board's next meeting.
19. The Secretariat will maintain a central electronic store of all paperwork pertaining to the Executive and Operating Board meetings including, but not limited to agendas; minutes; terms of reference; register of interests; and record of decisions taken outside of meetings.
20. Arrangements for the publishing of meeting agenda and papers are set out in the Transparency Code.

Conflicts of Interest

21. The Executive and Operating Boards shall be subject to the Midlands Engine Register and Conflicts of Interest Policy.

Membership

22. Board membership is subject to the Board Recruitment Policy.

Accountable Body

23. The Midlands Engine will ensure that there is an accountable body agreement in place with Staffordshire County Council who manage all financial matters on behalf of the Midlands Engine. For responsibilities of the Accountable body, please refer to the Accountable Body Agreement.