

**Strategic Infrastructure**

**Terms of Reference**

**July 2019**

1. **Purpose**
   1. To provide oversight of strategic infrastructure development and delivery in Dorset and wider region including transport, digital, housing and clean growth.
   2. Bring together key partners the committee will identify in order to assist in delivering integrated, efficient and sustainable strategic infrastructure priorities in the area.
2. **Role**
   1. The Strategic Infrastructure committee of Dorset Local Enterprise Partnership provides strategic direction and operational oversight of infrastructure in Dorset and the wider region, to support clean growth. The committee has a role in ensuring infrastructure investment.

2.2 The Strategic Infrastructure committee has the ability when required to create time limited working groups to investigate specific topics to report back to the committee.

1. **Objectives**
   1. To act as a collaborative forum bringing together key partners to share strategic priorities and objectives and identify future infrastructure needs to support economic growth in Dorset.
   2. To provide an overview of the strategic infrastructure network in Dorset and the wider region.
   3. Identify and collate priorities for infrastructure investment for improvements in connectivity and efficiency and renewable energy in Dorset.
   4. Develop and communicate a strategic spatial blueprint for infrastructure provision that will support economic growth in Dorset.
   5. Inform discussion and influence decision making in infrastructure provision and investment in Dorset at a local, regional and national level.
   6. To provide strategic oversight of planned infrastructure development for inclusive growth in Dorset and wider region.
   7. Provide a platform from which to springboard applications and bids for strategic infrastructure investment in Dorset.
   8. Work with delivery partners to understand where there are challenges and problems in delivery and identify strategies to addresses these issues.
   9. To act as a forum to share best practice relating to infrastructure development and delivery.
   10. Respond to and where agreed act upon recommendations of commissioned infrastructure reports, this includes the Dorset LEP Housing Report and South East Dorset Urban Mobility Strategy (SEDUM).
   11. Identify potential external policy changes that will impact on Dorset responding where appropriate.
   12. Advise the Dorset LEP Board on opportunities for strategic infrastructure development, policy matters and funding opportunities.
   13. Respond to Local Authority requests under the Duty to Co-operate.
2. **Membership** 
   1. The Strategic Infrastructure committee is composed of representatives from the private, public and third sectors.
   2. The committee will have a minimum membership of 8 and a maximum to be determined by the Chair in consultation with the members in order to ensure the best possible advice to the LEP Board.
   3. Committee members serve in a personal capacity and will act in the interests of the Strategic Infrastructure committee and Dorset Local Enterprise Partnership.
   4. Members will have sufficient seniority to be able to make a strategic contribution and influence unlocking of resources in their respective organisations.
   5. The committee will be composed of private, public and third sector delegates. Twice a year the group will be expanded to include wider membership of supporting stakeholder group chairs.
   6. The role of business and third sector members is to represent the views and interest of private and community/voluntary sector businesses, with reference to particular sectors, business size and geographical area, whilst always ensuring that decisions are taken in the best interests of Dorset’s business community as a whole.
   7. All business of the Strategic Infrastructure committee will be conducted in accordance with the Nolan Principles of Public Life (Appendix 3).
   8. Membership to include

* Public
  + Local Authority Directors of Place
* Board Members x 2
  + Paul Read (Housing)
  + Nick Gaines (Clean Growth)
* Private sector
  + Built environment x 2
  + Real estate x2
  + Digital expertise x 1
  + Clean Growth/ Energy x 1
* Third Sector
  + Housing Association
  1. Advisors to the committee, representatives from;
* Department of Transport
* Highways England
* Network Rail
* Homes England
* Utilities – water, electric, gas, comms

4.12 The Strategic Infrastructure committee will invite other parties to meetings as appropriate to provide specific expertise and advice.

**5    Chair**

* 1. The Committee Chair shall be appointed by the LEP Board and be a member of the LEP Board. A Vice-Chair will be chosen from the total membership of the LEP by the Committee Chair and both positions will be in line with the principles & arrangements for the LEP main board Chair (three year term of appointment with one term’s renewal by election).
  2. Duties of the Chair will include:
* leading the smooth and effective operation of the committee.
* ensuring the LEP executive team is operating effectively and within its mandate, that budgets are appropriately applied and that proper policies and processes are in place and observed;
* ensuring timely advice and reporting to the Dorset LEP main Board relating to the work of the committee;
* ensuring effective liaison with Dorset LEP;
* ensuring attendance as needed of Chair or vice Chair at any committee established by the Skills Board

**6 Representation and attendance**

6.1 Board members (or approved deputies) are expected to attend not less than 75% of meetings over a twelve month period. If this attendance rate is not achieved by any member, the Board is entitled to review their membership and ask for an explanation before taking further action. A 75% majority is required to rescind the membership of any individual.

**7. Decisions**

* 1. The committee does not have delegate financial authority.
  2. The committee shall operate on the basis of consensus.

7.3 In the event that a consensus cannot be achieved on a matter requiring decision, that decision shall be taken by vote and carried if it is supported by over 50% of those present, except in the following circumstances:-

* Removal of a member, or Chair, which will require 75% of all members present to agree
* Amending the membership of the Board, which will require approval of 75% of all members present
* Amendments to terms of reference or change in the strategic direction and priorities of the Skills Board, which will require the approval of 75% of all members present
  1. In the event of a tied decision, the Chair of the meeting will cast the deciding vote.
  2. 2/3rds of members must be in attendance for the committee to be quorate but quorum must be a minimum of five.
  3. In the event that a decision is required outside of a scheduled meeting, the Chair may decide to hold an Extraordinary Meeting. For Extraordinary Meetings, the provisions as outlined in 8.1, 8.2, 8.3 and 8.4 shall apply.
  4. The Chair may alternatively decide to seek agreement to a proposal via Written Procedure (see Appendix 1).
  5. All decisions made by Written Procedure shall be ratified at the next scheduled meeting.

**8. Meetings and administration**

* 1. Committee meetings will initially be held bi-monthly, 2 to 3 weeks after the main Board meeting. This arrangement will be reviewed after 12 months.
  2. A calendar of future meetings will be set for a year at a time although the minimum notice required for a meeting is two weeks, to ensure all members are afforded the opportunity to attend.
  3. The agenda and papers for meetings shall be approved by the Chair and issued at least 5 working days in advance of the meeting by the Secretariat.

Simplified meeting minutes (focused on key actions discussed/agreed) shall be approved in draft form by the Chair and disseminated to members no later than ten working days following the meeting. Minutes shall remain in draft until approval by the Board at the next meeting.

* 1. Minutes shall be made publicly available on the Dorset LEP website. Minutes will be redacted were they contain personal information about individuals or commercially sensitive data or for good legal reason.

1. **Reporting to the Dorset LEP Board**
   1. The Board shall be fully accountable to the Dorset LEP Board
   2. The Board will provide a quarterly report to Dorset LEP Board

9.3 The Board will provide timely advice to the Dorset LEP Board, bringing to its attention matters of importance or responding to its requests.

* 1. All papers to be considered by the Dorset LEP Board must be provided at least 7 days in advance of the Dorset LEP Board meeting.

1. **Press and Media**
   1. Committee members are not permitted to discuss committee affairs with the press or media without prior approval from the Chair.
   2. In the event that members are approached by the press or media for comment on any matters relating to the Strategic Infra Structure Committee, the matter must be referred immediately to the Chair.
2. **Review**

11.1 The Committee shall arrange for periodic reviews of its own performance and review its terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the LEP board for approval.

**Appendix 1**

**Written Procedure**

* + A copy of the written resolution must be sent to every member of the committee together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.
  + A member of the committee signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
  + If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the member’s signature.
  + If the Document is sent to the Company by Electronic Means, it is authenticated if it bears the member’s signature or if it is from an email Address notified by the member to the committee for the purposes of receiving Documents or information by Electronic Means.
  + A written resolution is passed when the required majority of eligible members have signified their agreement to it.
  + A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

**Appendix 2**

**7 Legal Duties of a Company Director** *(applies to those members of the committee who are also LEP Board Members)*

*Extract from https://companieshouse.blog.gov.uk/2019/02/21/7-duties-of-a-company-director/*

**Duty to act within powers**

A director of a company must—

(a)act in accordance with the company's constitution, and

(b)only exercise powers for the purposes for which they are conferred.

**Duty to promote the success of the company**

A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company.

**Duty to exercise independent judgment**

**Duty to exercise reasonable care, skill and diligence**

**Duty to avoid conflicts of interest**

**Duty not to accept benefits from third parties**

**Duty to declare interest in proposed transaction or arrangement**

(1) If a director of a company is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company, he must declare the nature and extent of that interest to the other directors.

**Appendix 3**

**Nolan Principles of Public Life**

**Selflessness**

Holders of public office should act solely in terms of the public interest.

**Integrity**

Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

**Objectivity**

Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.

**Accountability**

Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.

**Openness**

Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.

**Honesty**

Holders of public office should be truthful.

**Leadership**

Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.