



Swindon & Wiltshire
LOCAL ENTERPRISE PARTNERSHIP

SWLEP Governance Framework

February 2018



GOVERNANCE FRAMEWORK



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Governance Framework

Introduction

The Swindon and Wiltshire Local Enterprise Partnership (SWLEP) is a non-statutory partnership between the public and private sectors, established to play a central role in determining local economic priorities and undertaking activities to drive economic growth and the creation of local jobs. The SWLEP is a partnership between Swindon Borough Council, Wiltshire Council, businesses in the area and the Military, with representatives from all these organisations on its Board. The SWLEP is able to access government funding to channel investment into the area and in particular to support its strategic objectives in skills and talent, transport infrastructure, digital capability, place-shaping and business development.

The Swindon and Wiltshire Local Enterprise Partnership (SWLEP) Governance Framework comprises:

- A. Role and governance principles
- B. Board constitution
- C. Conflict of interest policy
- D. Scheme of delegation
- E. Finance and commissioning policy
- F. Assurance Framework
- G. Accountable Body agreement
- H. Code of conduct
- I. Transparency code

A. Role and governance principles

I. Purpose

The Swindon and Wiltshire Local Enterprise Partnership (SWLEP) was established in 2011 with the aim of stimulating growth in the economy across the Swindon and Wiltshire area. In part it aims to do this by playing a central role in determining local economic priorities and undertaking activities to drive economic growth and the creation of local jobs. It is a primary partnership between the business community and the two local authorities; Swindon Borough Council and Wiltshire Council.

The role of the Swindon and Wiltshire Local Enterprise Partnership is to ‘provide the clear vision and strategic leadership to drive sustainable private sector-led growth and make a significant contribution to economic growth and job creation’¹ in the SWLEP area by:

- Ensuring that strategies for achieving economic growth and job creation within the area reflect the needs of business; and
- Driving the successful implementation of those strategies through engagement with local and central government, business, potential investors and others.

2. Strategic Objectives

The SWLEP has five strategic objectives (January 2016):

1. Skills and talent - we need an appropriately skilled and competitive workforce to achieve our growth ambitions;
2. Transport infrastructure improvements - we need a well-connected, reliable and resilient transport system to support economic and planned development growth at key locations;
3. Digital capability - we need to deliver excellence in digital connectivity and cyber transformation to achieve business growth, innovative public services and influence societal change;
4. Place-shaping - we need to build the infrastructure required to deliver our planned growth and regenerate our city and town centres, and improve our visitor and cultural offer; and

¹ Local growth: realising every place's potential, HM Government 28 October 2010, page 12²
Department for Business Energy and Industrial Strategy (BEIS)

5. Business development - we need to strengthen the competitiveness of small and medium sized businesses and attract a greater share of foreign and domestic investment into the area.

3. Performance

The SWLEP's performance measures are set out in its Strategic Economic Plan which is regularly reviewed. Key drivers are to:

- Increase the GVA of the area as a whole and in each of the local authority areas covered by the SWLEP;
- Create new high value and highly skilled jobs within the area and in each of the local authority areas covered by the LEP; and
- Identify housing needs.

In this context 'GVA' refers both to productivity and the size of the economy.

4. Activities

The activities which the SWLEP will undertake, in respect of the Swindon and Wiltshire area and in pursuance of the overall aims and priorities, will include:

- Investigating and reporting on the following through research, analysis and engagement with business, the unitary authorities and others:
 - the type and profile of business activity;
 - training, education and skill levels amongst the workforce and potential workforce;
 - the type and profile of skills provision;
 - the needs of business, i.e. conditions or actions which are likely to encourage growth in existing areas or development of new areas
 - the likely impact on business of particular policies, strategies or events
- Developing strategy itself and providing input into and monitoring strategy and policy developed by others, e.g. local and central government;
- Identifying and securing sources of funding which are aligned with the SWLEP's aims and activities as set out in the Strategic Economic Plan;
- Administering and/or providing grants or other funding for activities likely to contribute to economic growth and job creation;
- Promoting the benefits of the SWLEP area as a location for the expansion and creation of businesses and inward investment through engagement and provision of information;
- Providing information about strategies for economic growth and job creation, skills provision, funding and other support available for businesses and investors, and other activities aimed at achieving economic growth and creating jobs;

- Identifying additional opportunities for the UAs and other bodies to provide support for economic growth and job creation, including identifying land or other resources which may be made available to support business growth or inward investment; and
- Participating in regional and national LEP networks and activity.

5. Governance principles

The LEP should be governed so as to ensure that it:

1. Operates in accordance with its Assurance Framework (Section F).
2. Pursues activities which add value, and in particular activities which do not unnecessarily duplicate the work of the members of the partnership or the roles of other organisations with similar aims.
3. Effectively identifies, and appropriately represents the views and needs of business in the SWLEP area.
4. Effectively identifies and appropriately takes into account the views of other stakeholders (Section B, paragraph 2b).
5. Makes effective use of the resources available to it and accounts appropriately for that use as set out in the SWLEP Accountable Body Agreement (Section G).
6. Is accountable for its performance, through:
 - a. Clear decision-making by the Board;
 - b. Self-assessment by the Board of its own performance, including regular monitoring of progress, annual performance review through the Department of Business Energy and Industrial Strategy's Annual Conversation, and relevant benchmarking against other LEPs; and
 - c. Appropriate transparency through public reporting of:
 - i. Governance arrangements and the Assurance Framework
 - ii. Decisions
 - iii. Planned and completed activities
 - iv. Engagement with business and stakeholders
 - v. Progress against the delivery of the Strategic Economic Plan.
 - vi. Scrutiny of its operation by the Joint Scrutiny Task Group.
7. Is able to meet or respond quickly to any requirements or pre-conditions set by central government with regard to transparency, accountability and robust governance.

B. 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 Secretariat.
 - d. "The SWLEP" means the SWLEP Board plus the operation of its activities through the Secretariat.
 - e. "core policy" is a policy approved by the relevant Unitary Authority as part of its Policy Framework.

Roles and responsibilities

3. The Board is responsible for the SWLEP's performance in accordance with the its Role and Governance Principles (Section A). In particular the Board shall:
 - a. produce a Strategic Economic Plan (SEP) which is reviewed in line with government guidance;
 - b. produce an annual report reviewing progress against delivery of the SEP including a financial overview and setting out priority actions for the forthcoming year; and
 - c. ensure that the SWLEP complies with its Governance Framework and the terms of the Assurance Framework.
4. In making 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 31 July each year. Prior to agreeing the work plan the Board shall carry out appropriate consultation with

stakeholders and the Secretariat with regard to proposed activities and associated resource implications.

6. The Board shall provide information and co-operation as reasonably requested by the Unitary Authorities to enable them 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 Director or direct the Director 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 Framework (Section F); its Scheme of Delegation (Section D). and its Finance and Commissioning Policy (Section E)
9. The role of a Board member 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 member agrees to act in accordance with this Governance Framework and, in particular, to comply with the Conflict of Interest policy.
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;
 - b. being an effective ambassador for the SWLEP both regionally and nationally.
11. The Secretariat 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 Director;

- b. the Corporate Director of Economy, Regeneration & Skills (or equivalent post-holder) at Swindon Borough Council and the Associate Director, Economy, 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; and
- 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 Director 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 14 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 Members representing the business community who will be appointed on a 3 year basis (which can be extended). The Leaders of the two Unitary Authorities and the Commander of the Military HQ South West are permanent members of the SWLEP Board. In addition a Board Member representing the education sector will be appointed on a 3 year basis (which can be extended). The composition of the Board and the selection, appointment and tenure period for the Chair and Vice Chair Board Member are set out in full in the SWLEP Assurance Framework. 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 Member 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 Commissioning Group oversees strategy development and the forward work plan of the Board; maintains strategic oversight of the delivery and financial performance of SWLEP schemes; and ensures compliance with the legal and financial terms of the Assurance Framework. It comprises the SWLEP Chair, the SWLEP Vice-Chair, the Leaders of Unitary Authorities, the Chief Executive of Swindon Borough Council, and the Corporate Director of Wiltshire Council, supported by the SWLEP Executive Group. The Commissioning Group will:
 - a) Ensure that the arrangements put in place conform to legal requirements with regard to freedom of information, equalities, the environment and other matters.
 - b) Advise the SWLEP Board on the appropriate use of SWLEP funds.
 - c) Ensure that there is independence between scheme promoter and the decision making body in order to avoid conflict of interest.
 - d) Ensure that official records of proceedings relating to the investment decisions are maintained.
 - e) Ensure that regular progress reports and updates are scheduled with appropriate Government teams.

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

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 and both members representing Swindon Borough Council and Wiltshire Council.

20. The Board will conduct its business in an open and transparent manner, comparable to the two Unitary Authorities, which 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 Framework, Appendix B. 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 i.e. 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 Framework, Appendix B.
- d. include appropriate reports on:
- the activities of, Board sub-groups 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, of whom at least one must be a member representing Swindon Borough Council and one must be a member representing Wiltshire Council. "Member representing" shall be interpreted in accordance with paragraph c.
- 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 either the deputy leader or a member 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.
- d. Where any other Board member is unable to attend a Board meeting s/he may nominate another Board member to comment on any matters on their behalf and exercise their vote if required.
- e. Any nominations under paragraphs c or d should be notified to the Chair and the SWLEP Director in advance of the meeting and must be minuted.
- 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 as if they were Board members. 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 members 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 Secretariat, employees or members of the Unitary Authorities who are not Board members, 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 members of the need to declare any conflicts of interest or potential conflicts of interest in relation to specific agenda items. Board members 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 member'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 Framework. 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 either Unitary Authority expresses a concern that a proposal would, if accepted, result in a risk of one or both Unitary Authorities breaching regulatory or accounting requirements, contravening a core policy of the Authority or 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 members shall have due regard to the views of the Unitary Authorities, 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 member 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 4 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:
 - the Board members representing both Unitary Authorities cast their votes in favour of accepting the plan; and
 - 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 Director in accordance with the Scheme of Delegation. Where the Board delegates any specific actions to the Director, sub-group, 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 Director shall report appropriately to each Board meeting in accordance with the SWLEP's Assurance Framework on progress in respect of such delegations and commissioned work.
27. The Board may delegate decisions or actions to a sub-group or other Board working group only as provided for in the Scheme of Delegation. Any such sub-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.
29. The Board may establish one or more Board sub-groups 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 Strategic Economic Plan.
- c. There is a clear statement of the proposed terms of reference, outputs and membership of the sub-group, and the scope of work proposed appears to be appropriate and reasonably practicable;
- d. The resources required to enable the sub-group 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 Strategic Economic Plan.

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 sub-group shall include a clear statement of the sub-group's terms of reference, membership and chairmanship.
31. The Board shall permit any sub-group to continue in operation only for as long as it continues to meet the conditions in paragraph 25.
32. The membership of a Board sub-group must include a minimum of one Board member who shall usually be the Chair of the sub-Group.
33. Each Board sub-group 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. 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).

C. Conflicts of Interest Policy

Definitions

1. In this policy "Relevant Interest" means any company directorship, trusteeship, elected office or remunerated post, any financial interest in an organisation or project likely to be affected by the work of the SWLEP or any other relevant interest.

General

2. All Board members must comply with this policy in full. By accepting appointment as a Board member, an individual indicates their acceptance of this requirement and their agreement to notify interests in accordance with this policy.
3. The Board shall conduct its proceedings so as to ensure that all conflicts and potential conflicts of interest are disclosed and that appropriate action is taken in response to such disclosures. This includes acting in the interest of the area as a whole and not according to sectoral or geographic interests of their member organisations.

Register of Interests

4. The Director shall maintain a Register of Board Members' Interests which shall record all Relevant Interests of the Board members and which will be published on the SWLEP website. Board members shall supply information to the Director for inclusion in the register (or a nil return if appropriate) as soon as possible following their appointment and shall notify the Director at the earliest opportunity of any changes or additions to their Relevant Interests.
5. The Director shall:
 - a. send a request for information about Relevant Interests to any new Board member immediately following their appointment;
 - b. circulate to Board members at least annually a request to review their entries on the Register and notify any updates to the Director.
6. Subject to paragraph 8, a Board member shall not vote or participate in discussions on any matter which relates directly to an organisation or project in respect of which the Board member has a Relevant Interests, or where the matter may have a particular impact on such an organisation or project.

Conflicts of interest

7. A conflict of interest arises on a matter to be discussed by the Board where:
 - a. the matter relates to an organisation with which a Board member or their partner/spouse or family member is associated as an employee, director, contractor, trustee, member or shareholder;
 - b. the matter may have a particular impact on an organisation with which a Board member or their partner/spouse or family member is associated as an employee, director, contractor, trustee, member or shareholder;
 - c. the matter may have a particular impact on a Board member, their partner/spouse, family member or close friend (i.e. an impact greater than the impact on the majority of Council tax payers or other comparable individuals in the area); or
 - d. the Board member has any other direct personal or financial interest in the outcome of the Board's discussion on the matter.

8. Where a Board member considers that s/he has or may have a conflict of interest in relation to a matter to be discussed by the Board, s/he must disclose the conflict or potential conflict to the Board prior to the commencement of the Board's discussion of that matter. This requirement applies regardless of whether he has previously declared the interest in the Register of Board members' Interests. A conflict of interest in relation to a Board member representing a public sector organisation would, in general terms, only arise where the public sector organisation would derive a direct financial benefit in terms, for example, of a capital receipt being generated, as the result of the decision on the matter to be discussed by the Board.

9. Where a Board member makes a declaration under paragraph 8, unless the Board agrees that the matter declared does not fall within the definition of a conflict of interest the Board member shall not participate in or vote on the relevant matter and may, at the Chair's discretion, be asked to withdraw from the meeting.

10. A disclosure by a Board member under paragraph 8 and all decisions relating to that disclosure shall be minuted.

Breach of the policy

11. In the event of a complaint that an alleged action or actions by a Board Member or a number of Board Members contravene(s) the SWLEP Code of Conduct, the Board will convene a group of 3 independent individuals appointed by the Director (The Independent Review Panel), who are not Board Members, are not conflicted by the

allegation and have the required skills to review the veracity of the allegation. The group is charged with making a decision as to whether the allegation is fully or partially proven or unproven. The Independent Review Panel will report to the Board on the outcome of its review, including recommending to the Board what action it should take in respect of the Board Member or number of Board members who were the subject of the complaint.

12. When a complaint is received, the Chair (or in their absence the Vice-Chair), after taking advice from the Director will decide whether or not they should make an immediate recommendation to the Board to suspend the member or members from attending Board meetings and Board business subject to the complaint pending the outcome of the investigation by the Independent Review Panel and the response of the Board to the Panel's recommendations. Suspension is a neutral act enabling a full investigation to be carried out and is not intended to pre-judge the outcome of the investigation. It is expected that such investigations will be completed within 30 working days of the Board's decision to investigate. However the Board may extend the time for completion of an investigation where if it considers it is necessary to do so.

Declaration of acceptance of appointment

13. All Board Members are required to make a declaration of acceptance of appointment on the form included as appendix I to this policy before or at the first Board Meeting after their appointment.

Appendix I: Declaration of acceptance of appointment to the SWLEP Board

I

having been appointed as a Board Member of the Swindon and Wiltshire Local Enterprise Partnership declare that I take this role upon myself, and will duly and faithfully fulfil the duties of it according to the best of my judgement and ability.

Signed Date.....

This declaration was made and signed before me:

Signed Date.....

Proper officer of the SWLEP

D. Scheme of Delegation

1. Delegation of actions and decisions by the Board may only be made in accordance with the Constitution and this Scheme of Delegation.
2. Where the Chair is absent or unavailable, the Vice Chair may act in their place.

Standing authorisations to the Director and the Chair: day to day management

3. The Director is authorised to take such decisions as are necessary to enable her/him to carry out ongoing planning and administration tasks in relation to work already authorised by the Board within its business plan or by subsequent decisions of the Board. This includes liaison with Unitary Authorities and other stakeholders, making arrangements for Board meetings and other agreed activities and other decisions or actions which are required to implement decisions of the Board or support ongoing activities.
4. Any significant difficulties or complaints arising from use of the authority in paragraph 3 shall be reported promptly to the Chair at the first instance.
5. The Director shall provide a report to each Board meeting as required in relation to any significant issues or difficulties in relation to the use of the authority in paragraph 3 and shall provide further information about his/her actions on request from the Chair of the SWLEP Board.
6. The Chair is authorised to take day to day decisions in relation to the management of the work of the Director, and to provide financial authorisations to the Director as provided for in the Finance and Commissioning Policy (Section E).

Individual delegations of decision-making

7. The Board may delegate authority to the Chair to take a specified decision on behalf of the Board on an exceptional basis where it determines that such decision or action must be taken urgently prior to the next scheduled Board meeting and it will not be practicable or appropriate to arrange an additional meeting of the Board to take the decision (whether in person or virtually as provided for in paragraph 19 of the Constitution, Section B).
8. The Chair has the power to suspend a Board Member who is subject to a complaint pending the outcome of an investigation into that complaint in accordance with paragraph 12 of the Conflict of Interest Policy (Section C).

9. The Chair shall report to the Board at its next meeting on any decisions or actions made under a delegation within paragraph 7.
10. The Board may delegate authority to a Board working group, as defined in paragraph 13, on an exceptional basis to take specified decisions on behalf of the Board where the Board determines that such decision or action must be taken urgently prior to the next scheduled Board meeting and it is appropriate for it to be delegated to the Board working group rather than convening an additional Board meeting (whether in person or virtually as provided for in paragraph 16 of the Constitution).
11. The terms of any delegation under paragraph 10 shall be clearly minuted, including the scope of the Group's authority and activities and the extent to which it is authorised to take decisions on behalf of the Board.
12. The Board working group shall report to the Board at its next meeting on all decisions or actions made under a delegation within paragraph 10.
13. The Board working group is a group of Board members (minimum of two) and such other Board members as the Board considers appropriate.
 - **Authorisation of actions to implement Board decisions**
14. The Board may ask the Director, individual Board members, Commissioning Group, any Board Sub-Group or other working group of the Board to carry out specific tasks or actions which implement decisions taken by the Board, where it considers that this will facilitate the performance of the SWLEP's activities within its Role and Governance Principles (Section A).
15. The Board may ask other individuals or organisations to carry out specific tasks or actions which implement decisions taken by the Board where it considers that this will facilitate the performance of the SWLEP's activities within its Role and Governance Principles and in accordance with the SWLEP's Finance and Commissioning Policy.
16. A Board Sub-Group shall only carry out such activities as are specified within its terms of reference as agreed by the Board under paragraph 28 of the Constitution or amended by the Board from time to time under paragraph 14.
17. Where any matter is delegated under paragraphs 14 or 15, this shall be subject to the requirement that the person or group given delegated authority shall provide

appropriate reports on their activities to the Board on request and in accordance with the LEP Assurance Framework.

E. Finance and Commissioning Policy

Standing financial authorisations

1. Where the Board has agreed a specific budget for expenditure on a particular project or activity, the Chair (or in their absence the Vice Chair) may incur or authorise any expenditure, with the agreement of the Section 151 Officer of the Accountable Body, up to the total value of that budget provided that it relates to work which is within the scope of the project or activity as originally agreed by the Board.
2. Where the Board has agreed a specific budget for expenditure on a particular project or activity to be carried out by a Board Sub-Group, the Chair of that Sub-Group may incur or authorise any expenditure up to the total value of that budget provided that it relates to work which is within the scope of the project or activity as originally authorised by the Board within the Sub-Group's Terms of Reference.
3. Subject to paragraph 4, the following persons may incur or authorise any one-off item of expenditure up to the value of £10,000 which does not fall within paragraphs 1 or 2 but which relates to the management of the SWLEP or activities within the SWLEP's Role and Governance Principles, without prior authorisation or approval from the Board or any other person:
 - a. the SWLEP Director;
 - b. the Chair or, in their absence, the Vice Chair.
4. Paragraph 3 cannot be used either sequentially or at a single point in time to authorise multiple items of expenditure relating to the same activity, project or operational matter unless the total value of all such items is less than £10,000.
5. Expenditure beyond the limits specified in paragraphs 1 to 3 may only be incurred with the prior authorisation of the Board.
6. No expenditure or financial commitments may be made by any individual Board member other than the Chair (or the Vice-Chair if acting in the absence of the Chair). Decisions on expenditure and financial commitments may be made only in accordance with this Finance and Commissioning Policy and in accordance with the Assurance Framework.

7. Use of the authority given by paragraphs 1 to 3 must be reported appropriately to the Board at the next scheduled Board meeting in accordance with the LEP Management Framework.

Use of Unitary Authority resources

8. Where a Unitary Authority has agreed to provide resource to the SWLEP on an ongoing basis in the form of a proportion of the time of one or more staff members employed to work within the Unitary Authority, this agreement shall be covered by a secondment agreement or comparable written agreement as specified in paragraph 11 of the Board Constitution. For the purposes of the Board Constitution, such resource shall be regarded as part of the Secretariat resources available internally within the SWLEP.
9. Additional individual arrangements may be made between the SWLEP and the Unitary Authorities for the use of Unitary Authority resources (including staff time, equipment and other resources) provided that:
 - a. these arrangements comply with legal, constitutional, financial/accounting and regulatory duties and obligations on the Unitary Authority;
 - b. the nature of the arrangements, including the details of the resources to be made available, the work to be carried out and the timing of the work, is clearly specified in writing and agreed by the Board.
10. It is the responsibility of the Unitary Authority to satisfy itself that the arrangements comply with the requirement in paragraph 9.a.
11. For the purposes of the Board Constitution, arrangements under paragraph 9 above shall be regarded as commissioning of external resource in accordance with the Constitution paragraphs 2c and 7.

Commissioning other external resources

12. In relation to the commissioning of external resource other than arrangements under paragraph 9, the SWLEP hereby adopts and shall apply the procurement and contract rules of Wiltshire Council as Accountable Body³.

³ Part 10 procurement and contract rules of the Wiltshire Council Constitution

Disbursement of grant funding

13. The disbursement of funding through a grant agreements will be subject to an application, evaluation and prioritisation process as set out in full in the SWLEP Assurance Framework.

14. Grant funding will be held by the Accountable Body as set out in full in the Accountable Body Agreement.

F: Assurance Framework

Part One: Introduction and background

Introduction

1. The Swindon and Wiltshire Local Enterprise Partnership (SWLEP) is a non-statutory partnership between the public and private sectors, established to play a central role in determining local economic priorities and undertaking activities to drive economic growth and the creation of local jobs. The SWLEP is a partnership between Swindon Borough Council, Wiltshire Council, businesses in the area and the Military, with representatives from all these organisations on its Board. The SWLEP is able to access government funding to channel investment into the area – in particular to support its strategic objectives in skills and talent, transport infrastructure, digital capability, place shaping and business development.
2. This document sets out the SWLEP's Assurance Framework, outlining governance arrangements including the membership, roles and responsibilities of the Board, working arrangements between the partners, and arrangements for the management of delegated funding from Central Government budgets and programmes in accordance with the Central Government's LEP Assurance Framework.⁴
3. This Assurance Framework will support the developing confidence in delegating funding from Central Government budgets and programmes via a single pot mechanism (i.e. Local Growth Fund allocations through the Growth Deal programme) by demonstrating that there are robust local systems in place which ensure resources are spent with regularity, propriety, transparency and value for money.

Background

4. Central Government requires all Local Enterprise Partnerships (LEPs), as part of their Growth Deal, to agree and implement a single Assurance Framework covering all Central Government funding flowing through LEPs to ensure robust value for money processes are in place. The SWLEP reviews its Assurance Framework annually and publishes its Assurance Framework on its website. The SWLEP Board is required to agree the finalised Assurance Framework ensuring key partners are signed up. The accountable local authority must also sign-off the Assurance

⁴ Source: https://www.gov.uk/Government/uploads/system/uploads/attachment_data/file/386642/bis-14-1241-local-enterprise-partnership-LEP-national-assurance-framework.pdf

Framework, and write to the Accounting Officer in DCLG certifying that the Assurance Framework has been agreed, is being implemented, and that it meets the standards articulated in the national framework.

Strategic objectives

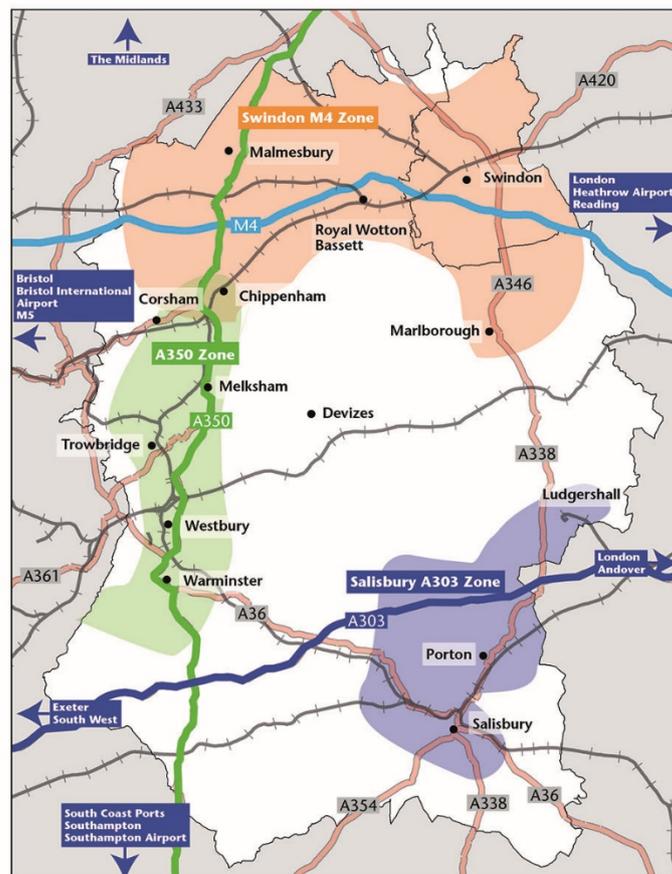
5. The Swindon and Wiltshire Strategic Economic Plan (SEP), sets out the SWLEP's strategic objectives. The latest version was adopted by the SWLEP Board in January 2016, following engagement with the public and business community. The strategic objectives are:
 - Skills and talent: we need an appropriately skilled and competitive workforce to achieve our growth ambitions.
 - Transport infrastructure improvements: we need a well-connected, reliable and resilient transport system to support economic and planned development growth at key locations.
 - Digital capability: we need to deliver excellence in digital connectivity and cyber transformation to achieve business growth, innovative public services and influence societal change.
 - Place shaping: we need to deliver the infrastructure required to deliver our planned growth and regenerate our city and town centres, and improve our visitor and cultural offer
 - Business development: we need to strengthen the competitiveness of small and medium sized businesses and attract a greater share of foreign and domestic investment into the area.

Part Two: Local Enterprise Partnership governance

Geography

- The SWLEP covers the same area as its two Unitary Authorities, Swindon Borough Council and Wiltshire Council (see Figure 1).

Figure 1: Map of Swindon and Wiltshire Local Enterprise Partnership area and its Growth Zones



| Key Statistics | Swindon-M4 Zone | A350 Zone | Salisbury-A303 Zone | Chippenham and Corsham | SWLEP |
|---|-----------------|-----------|---------------------|------------------------|---------|
| GVA per job filled as % SWLEP | 50% | 21% | 11% | 9.8% | - |
| Employees 2014 | 161,700 | 79,400 | 41,800 | 26,500 | 303,800 |
| % Growth in Employees 2012-2014 | 7.2% | 12.4% | 6.3% | 27.4% | 7.4% |
| % Employees in Knowledge Intensive Businesses | 23.2% | 18.6% | 26.2% | 16.6% | 22.7% |
| % Growth in Employees in Knowledge Intensive Businesses 2012-2014 | 11.6% | 25.7% | 9.7% | 9.6% | 14.9% |
| No. businesses as % SWLEP | 46% | 25% | 15% | 8.7% | - |
| No. SMEs (0-249 emps) | 15300 | 8200 | 4900 | 2320 | 33100 |
| No. large businesses 2015 (>250 emps) | 75 | 35 | 15 | 10 | 125 |
| Rail journey time to London Swindon, Westbury, Salisbury & Chippenham | 1 hr 1m | 1hr 37m | 1hr 29m | 1 hr 16m | - |
| Distance to London from Swindon, Trowbridge, Salisbury & Chippenham (miles) | 80 | 112 | 88 | 99 | - |

The Swindon and Wiltshire Local Enterprise Partnership and Governance

7. In summary, the SWLEP is responsible for driving economic growth across Swindon and Wiltshire; for the development and maintenance of the Strategic Economic Plan; negotiation of City Deal and Growth Deals with Central Government; and administering the Local Growth Fund and Growing Places Infrastructure Fund through its Accountable Body (Wiltshire Council). For audit purposes the responsibilities of the Accountable Body are detailed further in paragraphs 31 to 34 and 74 to 83.
8. The SWLEP has a Board with a minimum of 14 and a 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 Members representing the business community. Alongside the business community is the active involvement of Local Government through the role of the Leaders of the two Unitary Authorities as Board Members and the Commander of the Military HQ South West. The structure of the SWLEP Board is displayed in Table 1. Board members representing a Unitary Authority may be accompanied at Board meetings by one other elected Member of that Authority 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. In addition, the Senior Whitehall Sponsor, the BEIS 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.

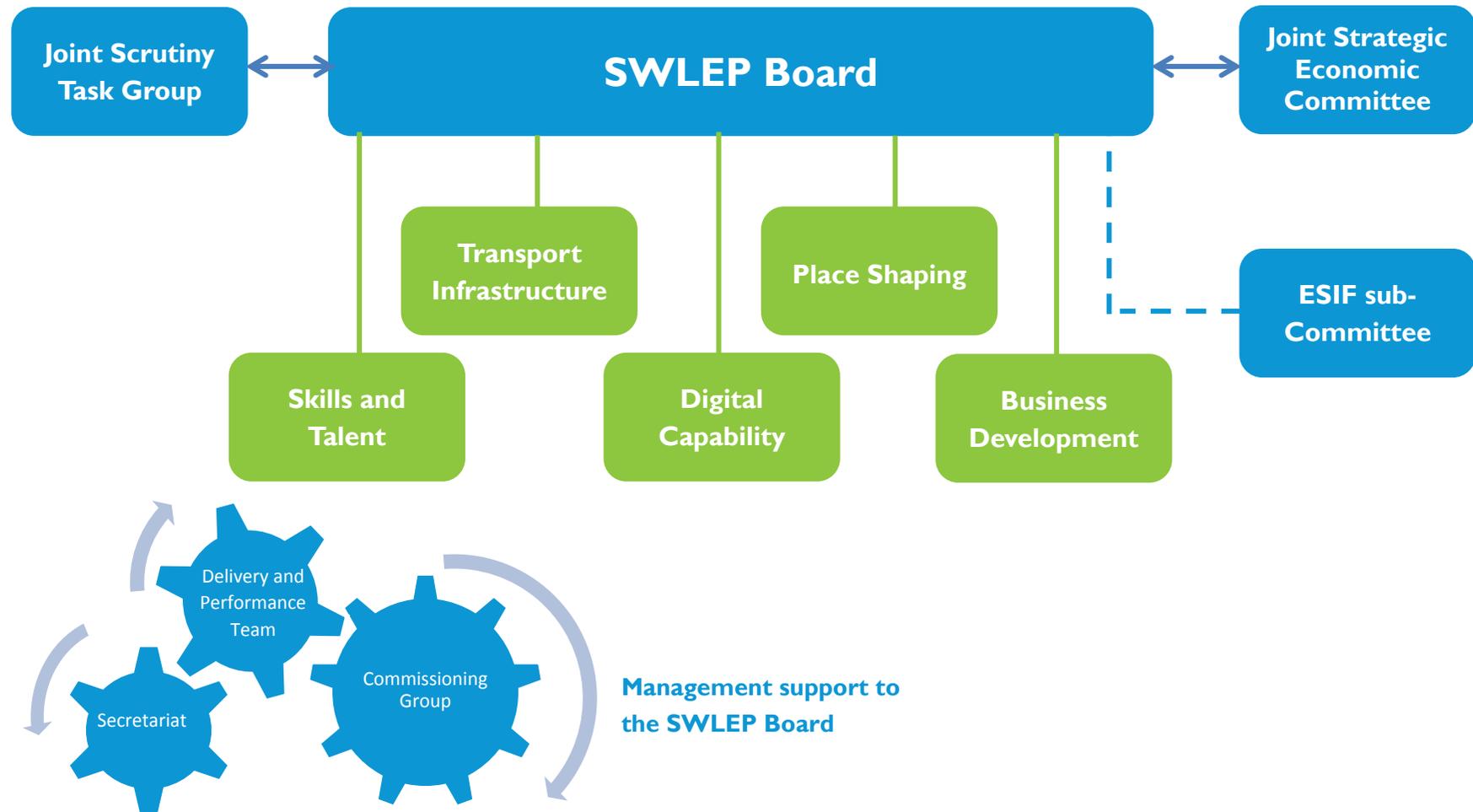
Table 1: Local Enterprise Partnership Board Membership

| Role | Organisation | Appointment | Length of Tenure |
|------------------------------|----------------------------------|----------------------|------------------------------|
| Chair | Private sector (mandated) | Voted by SWLEP Board | 3 years, but can be extended |
| Vice Chair | Private sector | Voted by SWLEP Board | 3 years but can be extended |
| Local Authority Board Member | Leader, Swindon Borough Council | Permanent | Permanent |
| Local Authority Board Member | Leader, Wiltshire Council | Permanent | Permanent |
| Board Member | Commander Military HQ South West | Permanent | Permanent |
| Board Member | Education sector | Voted by SWLEP Board | 3 years but can be extended |
| 8 x Board Member | Private sector | Voted by SWLEP Board | 3 years but can be extended |

| Role | Organisation | Appointment | Length of Tenure |
|---------|--|-------------|------------------|
| Advisor | Swindon Borough Council Chief Executive | Permanent | Permanent |
| Advisor | Wiltshire Council Corporate Director | Permanent | Permanent |

9. The SWLEP Board is responsible for:
- The development, review and refresh of the Strategic Economic Plan;
 - The successful and effective delivery of the City Deal, Strategic Economic Plan, the Growth Deal and projects resourced by the Growing Places Infrastructure Fund and;
 - The approval of scheme funding on the basis of recommendations from the relevant Sub-groups.
10. The Chair of the SWLEP and all business community representatives are elected by the SWLEP Board on a three year rotating basis. Permanent positions include the leaders of the two Unitary Authorities and the Commander of the Military Headquarters South West. A Vice-Chair will also be appointed who shall deputise for the Chair in their absence. As far as possible the SWLEP will conduct its business on a consensual basis. All voting will be carried out by a simple majority vote of the full Members including the Chair. Further details of the SWLEP purpose, Board Membership, and Board operations can be found in the SWLEP Constitution, which will be published on the SWLEP website.
11. Figure 2 shows the governance structure for the SWLEP which applies to the assurance of value for money with public expenditure. It shows the relationship between the SWLEP Board, Sub-groups, the Joint Strategic Economic Committee, the SWLEP Secretariat, SWLEP Commissioning Group, SWLEP Delivery and Performance Team, Accountable Body (Wiltshire Council); Joint Scrutiny Task Group and the European Structural and Investment Funds (ESIF) Advisory sub-Committee.
12. The SWLEP operates on the principle that decisions should be taken at the appropriate level so they can be taken quickly and efficiently. Decision making can therefore take place at different levels across the LEP's governance structure within a framework agreed by the Board, for example the LEP Board may occasionally delegate decisions to its sub-groups which will be outlined in the terms of reference for each group.

Figure 2: Governance structure for the Swindon and Wiltshire Local Enterprise Partnership



SWLEP Board Sub-groups

13. The SWLEP Board is advised directly by a number of sub-groups which have been established to reflect the five strategic objectives of the SWLEP in driving economic growth (paragraph 5). Each sub-group operates under a specific terms of reference approved by the Board which will include details on membership and tenure (Appendix A). The Board will be able to establish additional sub-groups or establish task and finish groups as required to address specific issues. Sub-groups can also establish task and finish groups as required to progress the delivery of specific areas of their work.
14. The core five sub-groups are Skills and Talent; Transport Infrastructure; Digital Capability; Place-shaping; and Business Development. Each sub-group will have a SWLEP Board Member as the Chair and Vice-Chair who act as the link between the sub-group and the Board. Each sub-group will also have a Lead Officer acting as the link to the Secretariat. The Board will set the overall strategic context for the sub-groups and the responsibility for approving project prioritisation rests with the SWLEP Board. The sub-group will offer the Board advice in its specialist area and the Chair or Vice Chair of individual sub-groups will report on activity to the SWLEP Board.
15. Each sub-group will oversee the development and implementation of its own strategy and action plan, once approved by the Board, will undertake stakeholder management activity and review the delivery of projects and programmes which fall under its strategic remit. Each sub-group will have the opportunity to request funding up to an agreed amount from the Board to support strategy development and stakeholder management.

| Sub-group | Overview |
|---------------------------------|--|
| Skills and talent | Develop and deliver the Swindon and Wiltshire Skills and Talent Plan in response to the priority in the SWLEP’s Strategic Economic Plan. 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. |
| Transport Infrastructure | Develop the Swindon and Wiltshire Transport Infrastructure Plan in response to the priority in the SWLEP’s Strategic Economic Plan. Maintain oversight over SWLEP funded transport projects and the delivery of European and other funded transport projects in order to inform the SWLEP board of emerging strengths and weaknesses. This sub-group replaces the former Swindon and Wiltshire Local Transport Body. |

| | |
|-----------------------------|---|
| Digital capability | Develop and deliver the Digital Capabilities Plan in response to the priority in the SWLEP's Strategic Economic Plan. Maintain oversight over SWLEP funded digital capability projects and the delivery of European and other funded digital capability projects in order to inform the SWLEP board of emerging strengths and weaknesses. |
| Place Shaping | Develop and deliver the Swindon and Wiltshire Place-Shaping Plan in response to the priority in the SWLEP's Strategic Economic Plan. Maintain oversight over SWLEP funded place-shaping projects and the delivery of European and other funded place-shaping projects in order to inform the SWLEP board of emerging strengths and weaknesses. |
| Business development | Develop and deliver a Swindon and Wiltshire Business Development Plan in response to the priority in the SWLEP's Strategic Economic Plan. Maintain oversight over SWLEP 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. The Chair, with the support of the Vice Chair, to act as the representative of Small and Medium Enterprises on the SWLEP Board. |

Governance groups of the Swindon and Wiltshire Local Enterprise Partnership

16. The following groups have been established to provide overall governance of the SWLEP activities:

Joint Strategic Economic Committee

17. The SWLEP is an Unincorporated Association. In order to ensure appropriate governance, a Joint Strategic Economic Committee (JSEC), has been established between Swindon Borough Council and Wiltshire Council under sections 101(5), 102 of the Local Government Act 1972, section 9EB of the Local Government Act 2000 and Regulation 11 of the Local Authorities (Arrangements for the Discharge of Functions (England) Regulations 2012. The purpose of JSEC is to provide local democratic and financial accountability for the Swindon and Wiltshire Strategic Economic Plan, the use of the Local Growth Fund, and other related funding streams.

18. The membership of the Joint Strategic Economic Committee comprises six voting Members, including the Elected Leader, Deputy Leader and the Cabinet Member holding the Economic Development Portfolio of each Unitary Authority. In addition, the Chair of the SWLEP and two other SWLEP Board Members shall attend as non-

voting Members. In the event of any circumstance where the Joint Strategic Economic Committee cannot reach agreement, or both Unitary Authorities disagree with the SWLEP Board on an issue pertaining to the Strategic Economic Plan, the issue in hand will be referred back to the SWLEP Board for review. If the issue cannot be resolved the matter will be referred to the Secretary of State for Business Energy and Industrial Strategy for resolution.

19. The Joint Strategic Economic Committee will be chaired by the Elected Leader of one of the Unitary Authorities and the role will rotate annually between Swindon Borough Council and Wiltshire Council.

20. The primary tasks of the Joint Strategic Economic Committee are to:

- Act as a single voice for Local Government in Swindon and Wiltshire in relation to the delivery of the Strategic Economic Plan and local Growth Deals.
- Facilitate and enable collaboration between the two Unitary Authorities on economic development and related matters as per the requirements of the national LEP Assurance Framework⁵.
- Provide local democratic accountability for the delivery of the Strategic Economic Plan and the use of public resources to fund the implementation of the Strategic Economic Plan and Local Growth Deals (including supporting Wiltshire Council's role as the Accountable Body).
- Provide political oversight of the marshalling and co-ordination of Local Government's contribution to the delivery of the Strategic Economic Plan and Local Growth Deals.
- Act as formal link between Local Government and the SWLEP.

21. A key role of the Joint Strategic Economic Committee will be to formally agree and sign-off key decisions and actions of the SWLEP Board in an open, transparent and publically accessible environment, subject to the statutory provisions on access to information in relation to confidential or exempt items of business. The Joint Strategic Economic Committee will operate alongside the SWLEP Board.

SWLEP Secretariat

22. The key source of advice to the SWLEP is the Executive Group of the Secretariat which comprises the SWLEP Director and the two senior officers responsible for leading on working with the SWLEP from each of the two Unitary Authorities. The Executive Group of the Secretariat meets every fortnight to manage follow-up actions following SWLEP Board, sub-groups and Governance Group meetings. It

⁵ Local Enterprise Partnership Assurance Framework, DCLG November 2016.

develops policy and strategy proposals and manages operational links to external bodies. The Secretariat also manages the forward plan for the Board and Commissioning Group and the co-ordination of activity across the sub-groups.

23. Building on the process adopted during the development of the first Strategic Economic Plan, the Executive Group will hold a Secretariat meeting with Officers as required from the two Unitary Authorities and SWLEP responsible for leading on the delivery of different elements of Strategic Economic Plan every four weeks.

SWLEP Commissioning Group

24. The SWLEP Commissioning Group is responsible for the effective commissioning and delivery of the Growth Deal programme and has strategic oversight of the delivery and financial performance of SWLEP schemes. It also ensures compliance with the legal and financial terms of the Assurance Framework and oversees strategy development and the forward plan for the SWLEP Board and agenda. It comprises the SWLEP Chair, the SWLEP Vice-Chair, the Leaders of Unitary Authorities, the Chief Executive of Swindon Borough Council, and the Corporate Director of Wiltshire Council, supported by the SWLEP Executive Group. The Commissioning Group will be accountable to the SWLEP Board and will have responsibility for advising the SWLEP Board on future Local Growth Deal propositions supported by material provided through the SWLEP Delivery and Performance Team.

25. The Commissioning Group will:

- Ensure that the arrangements put in place conform to legal requirements with regard to freedom of information, equalities, the environment and other matters;
- Advise the SWLEP Board on the appropriate use of SWLEP funds; and
- Ensure that there is independence between scheme promoter and the decision making body in order to avoid conflict of interest.
- Ensure that official records of proceedings relating to the investment decisions are maintained.
- Ensure that regular progress reports and updates are scheduled with appropriate Government teams.

SWLEP Delivery and Performance Team

26. The SWLEP Delivery and Performance Team (DPT) leads the programme management activities of the Growth Deal. It meets every two weeks and is chaired by the SWLEP Programme Manager. The DPT comprises a delegated Growth Deal Programme Manager from each of the Unitary Authorities and the SWLEP Programme Manager. The SWLEP's Programme Manager will have overall reporting responsibility for the Growth Deal, but it is each Unitary Authority that is

responsible for the delivery of its programme of schemes or 'projects'. If there are projects not being delivered by either of the Unitary Authorities, these will be project managed by the SWLEP Programme Manager or by an alternative Project Manager with the agreement of the SWLEP Secretariat (paragraph 28).

27. The DPT forms the key reporting mechanism on progress, risks, issues and benefits realisation and will provide highlight reports to the Commissioning Group every two months. The DPT will also provide the Commissioning Group with information and detail relating to future schemes and negotiations. In addition, relevant finance, Higher Futures and ESIF leads or their nominees attend the DPT meetings every four weeks.
28. The day-to-day responsibility for ensuring effective delivery of the projects funded by the Local Growth Fund will lie with the relevant scheme promoters. Each project will have an identified Project Manager and Senior Responsible Officer responsible for ensuring value for money. Where a scheme promoter is not a Unitary Authority the SWLEP Programme Manager will identify and agree a Project Manager for each project.
29. There are schemes which have been or will be approved and funded through the Growth Deal programme which are being or will be led by a third party. These will include a wide range of schemes which meet the objectives of the SWLEP's strategic economic plan.
30. These third parties will report through the SWLEP Delivery and Performance Team to the SWLEP Commissioning Group. Third parties will also be asked to attend SWLEP Commissioning Group and SWLEP Delivery and Performance Team meetings as and when appropriate.

Accountable Body

31. Wiltshire Council is the Accountable Body for the SWLEP. One of the primary roles of the Accountable Body is to hold devolved funding on behalf of the SWLEP and make payments to scheme promoters as per the grant agreements in place for each project or programme.
32. The Accountable Body will hold the SWLEP funds in separately identifiable Ledger Accounts and provide the SWLEP with financial statements as required. Interest shall accrue on the funding which shall be held by Wiltshire and as agreed between Wiltshire Council, Swindon Borough Council and the SWLEP and will be distributed, taking into account the reasonable costs of Wiltshire for acting as the Accountable Body. The relationship between Accountable Body and the SWLEP Board will be included in a service level agreement agreed and reviewed annually.

33. The Accountable Body also has the following responsibilities conducted in line with the grant agreements in place between the Accountable Body, SWLEP and Scheme Promoters:

- Ensuring that the decisions and activities of the SWLEP conform with legal requirements with regard to freedom of information, equalities, social value, the environment, state aid, procurement, and other matters;
- Ensuring (through the Section 151 officer) that funds are used appropriately;
- Ensuring that the Assurance Framework is adhered to;
- Ensuring the official record of SWLEP proceedings is maintained and having access to all relevant SWLEP documents;
- Taking forward and enacting decisions of the SWLEP in approving schemes (e.g. if subjected to legal challenge) as per the Heads of Terms and Grant Agreements between the Accountable Body, SWLEP and Scheme Promoters; and
- Ensuring the arrangements for local audit of funding allocated by the SWLEP are at least equivalent to those in place for spend by the Unitary Authorities, as well as decision making and openness of reporting.

34. In relevant circumstances, the role of Accountable Body and Scheme Promoter will need to be kept strictly independent of each other to provide assurance that there is no conflict of interest.

Role of the S151 Officer

35. The S151 officer undertakes a range of Accountable Body functions covering both strategic and operational activities.

- **Strategic activity**
 - a. Ensuring effective financial controls are in place and expenditure is used appropriately, economically, efficiently and effectively;
 - b. Supporting the development and implementation of the SWLEP's financial plan to deliver its strategic objectives whilst remaining financial sound over the short, medium and longer term;
 - c. Compiling an annual declaration of SWLEP compliance with its Governance Framework which includes the Assurance Framework;
 - d. Making provision for a regular risk and control audit of SWLEP processes and decision making;
- **Operational activity**
 - a. Compiling the financial statement for the SWLEP annual report;
 - b. Compiling audited accounts from 2018/19 onwards;
 - c. Compiling financial summary report for each Board meeting;

- d. Undertaking value for money checks and sign-off of full business cases;
- e. Undertaking financial due diligence checks on applicants for GPIF loan agreements;
- f. Signing off receipt of LGF funding at the start of each financial year;
- g. Signing off of LGF claims as a true and accurate record of expenditure; and
- h. Attendance and participation in the SWLEP Annual Conversation with the cities and Local Growth (CLOG) team;
- i. Writing a formal statement of the SWLEP's compliance with the Assurance Framework as part of the Annual Conversation with BEIS and to be published on the SWLEP website by the end of February each year;
- j. Writing to the Permanent Secretary of the Department of Communities and Local Government by the 28 February of each year confirming the SWLEP's performance against the requirements of the Assurance Framework; and
- k. Holding the SWLEP's register of interests.

Joint Scrutiny Task Group

36. The Joint Scrutiny Task Group (JSTG) acts as a critical friend developing an overview of strategies and plans and provides independent scrutiny of the work of the SWLEP Board and Joint Strategic Economic Committee (JSEC, paras 17 to 21). The JSTG is comprised of elected cross-party Members from the two Unitary Authorities who are not Cabinet Members. The Task Group comprises four elected Councillors from each of the two Unitary Authorities, giving a full Membership of eight. In order to maintain appropriate separation of responsibilities, Swindon Borough Council manages the joint scrutiny process, whilst Wiltshire Council acts as the Accountable Body for the SWLEP. The Joint Scrutiny Task Group will:

- Develop an overview and scrutiny framework and operational protocols which meet the requirements of democratic accountability for the use of public funds by a partnership body which is led by the business community under a mandate from the then Secretary of State for Business, Innovation and Skills.
- Whilst developing the framework, the JSTG will carry out trial activities to scrutinise the outcomes and work of the SWLEP. In fulfilling this role the task group will:
 - Perform all overview and scrutiny functions on behalf of both Councils in respect of the SWLEP and JSEC;
 - Appoint such sub-groups as it consider appropriate to fulfil those functions;
 - Review and/or scrutinise decisions made or actions taken in connection with the discharge of any of the SWLEP and JSEC functions;
 - Make reports and recommendations to the Councils' relevant partner in connection with the discharge of any functions;

- Approve a forward work programme, including the programme of any sub-groups it appoints so as to ensure that the JSTG and sub-groups' time is effectively and efficiently utilised; and
- Foster and encourage an inclusive, structured, non-partisan and non-adversarial approach to overview and scrutiny which is reliant on evidence rather than anecdote.

Swindon and Wiltshire ESIF sub-Committee

37. In 2014, the SWLEP endorsed the Swindon & Wiltshire LEP Structural and Investment Fund (ESIF) strategy which will see €48.3m invested in the area. The ESIF sub-Committee is as an advisory body (and sub-Committee) to the national Growth Programme Board (GPB). The Department for Communities and Local Government carries out the function of secretariat to the sub-Committee on behalf of the GPB. Because of these separate governance arrangements, the sub-ESIF Committee sits outside the scope of SWLEP Assurance Framework.
38. The SWLEP is however represented on the ESIF sub-Committee and will offer advice and influence as best it can to ensure that advice reflects the overall context of the Swindon and Wiltshire Strategic Economic Plan and that delivery aligns where possible with the delivery of other funding under its control, such as LGF.
39. When required the SWLEP will also use its influence with Government to improve the delivery of the ESIF strategy and in particular with each of the three Managing Authorities. As an ESIF Committee Member, the SWLEP will work to adhere to the ESIF sub-Committee terms of reference, and in particular advising the Managing Authorities on the strategic fit of proposals made in response to calls for projects.
40. Updates on the delivery of the ESIF programme will be made regularly to the SWLEP Board, SWLEP Officers Group and Delivery and Performance Team.

Part Three: Transparent and accountable decision making

Transparency and Local Engagement

41. The SWLEP Board will conduct its business in an open and transparent manner, comparable to the two Unitary Authorities, which will enable interested stakeholders and members of the public to scrutinise and participate in the SWLEP processes. In particular, scheme sifting and prioritisation, and sign off of business cases, will be reviewed at SWLEP Board Meetings and will be covered in the public part of the meeting (Part I) by default, unless there are specific reasons for such discussion to be restricted from the public under the criteria set out in Appendix C.
42. Where items for discussion at formal SWLEP meetings contain information relating to the financial or business affairs of any particular person (including the authority owning that information), items may be restricted from the public with the agreement of the Accountable Body Monitoring Officer or their delegate by virtue of paragraph(s) 3 of Part I of Schedule 12A of the Local Government Act 1972.
43. The SWLEP has a dedicated website which includes information and documents relating to the SWLEP's activities and how the public and business community can engage in SWLEP processes. Documents and information that are published on the website include:
 - Constitutional Documents
 - a. Governance Framework including Constitution, Transparency Procedure and Complaints Procedure
 - b. Assurance Framework
 - c. Heads of Terms / Legal agreement between SWLEP, Wiltshire Council and Swindon Borough Council
 - d. Scheme assessment, prioritisation and approval process
 - Working Meetings
 - e. Board meeting papers and minutes which includes financial accounts at each meeting prepared by Accountable Body
 - f. Subgroup papers and minutes
 - Key Documents
 - g. The Swindon and Wiltshire Strategic Economic Plan
 - h. Central Government Agreements (e.g. Growth Deal, City Deal)
 - i. Funding calls
 - j. Scheme business cases
 - k. Scheme awards
 - l. Monitoring and evaluation framework template
 - m. Evaluations and case studies

- n. Major research and data
- o. Strategies and plans
- p. SWLEP Annual Report

44. The website also includes links to relevant information on other websites (e.g. statutory processes that are required to implement schemes) and to the relevant decision making processes of Swindon Borough Council and Wiltshire Council (e.g. planning and Cabinet reports). In addition, the SWLEP will produce an annual report which will be published by July of each year.
45. Key stakeholders who are not SWLEP Board Members are invited to attend SWLEP Board meetings to make a representation on a scheme(s) or agenda item(s) when appropriate. If key stakeholders wish to be invited to additional SWLEP Board meetings to present information, applications should be made via the SWLEP Director a minimum of 35 clear days in advance of the Board meeting date.
46. SWLEP Board meetings are open to the public and members of the public and business community can make direct verbal representations at the discretion of the Chair.
47. Individuals or organisation may submit up to two questions at any one meeting and each question may be sub-divided into no more than two related parts. Questions are to be submitted in writing or by electronic mail to the SWLEP Executive Assistant (administration@swlep.co.uk) no later than 5pm four clear working days before the meeting. This means that for a meeting held on a Wednesday, questions must be received by 5pm on Wednesday of the preceding week (less any intervening bank holiday). The period of notice is to allow sufficient time for a response to be formulated.
48. In exceptional circumstances and in cases of urgency the Chair may allow questions without the full period of notice having been given where he or she is satisfied there is sufficient justification. In these circumstances, there is no guarantee that a full reply will be given at the meeting. Notice of each question must include the name and address of the questioner, (in respect of an organisation, the name of the organisation and the questioner's position within the organisation).
49. In order for the public and business community to play an active role, it is expected that Scheme Promoters will engage them at the appropriate stages during the scheme identification and development processes to gather views and opinions on potential projects. The public and business community will also have the opportunity to raise points at Board Meetings as identified in paragraphs 45 and 46.

50. In maximising social value, it is important that the public and business community understand the importance of the strategic and prioritised objectives of the Strategic Economic Plan. It is against these strategic priority objectives that the strategic case for schemes will be assessed, in part to maximise the social value of investment.
51. SWLEP Board Members representing the business community are encouraged to engage local businesses to understand their needs and views, as well as encourage the business community to directly identify schemes; provide feedback on scheme sifting, prioritisation and business cases; engage in consultation on strategic plans and policies; and make other written and oral representations at SWLEP Board and Subgroup meetings.
52. Plain English summaries of business cases will be provided by scheme promoters, the relevant Independent Technical Advisor will also provide plain English summaries of their assessments of scheme identification, sifting, prioritisation, and business case assessment.

Working arrangements and meeting frequency

53. The SWLEP Board has a minimum of five scheduled meetings a year to:
- Take the initial decision on the prioritisation of the scheme programme based on information provided by the SWLEP Commissioning Group and SWLEP Board Sub-groups;
 - Consider scheme business cases;
 - Make scheme approval decisions;
 - Discuss overall programme delivery; and
 - amend the Assurance Framework as per the Legal Agreements with the Accountable Body.
54. A special meeting of the SWLEP Board can be held in exceptional circumstances or when an urgent decision is required.
55. The meeting dates of the SWLEP Board will be published on the SWLEP website with a minimum of four weeks advance public notice (except for special SWLEP meetings which will be publicised as soon as possible after the meeting date is confirmed).
56. Agenda and papers for the SWLEP Board meeting will be made available on the SWLEP website a minimum of five clear working days prior to the relevant meeting. Minutes will be published⁶ no later than ten clear working days after the relevant

⁶ This may be in draft pending approval; final minutes of Board meetings will be published within ten clear working days of being approved

meeting and will be published in draft if they have not been finalised. All Board meetings will be open to the public.

Diversity

57. The SWLEP is committed to meeting its obligations under the Public Sector Equality Duty. In devising policy and taking decisions, all emanations of the SWLEP [Secretariat, Board and its Subgroups, Commissioning Group and JSEC, as well as ESIF sub-Committee] will take due regard of the Equality Duty to:

- eliminate unlawful discrimination
- advance equality of opportunity
- foster good relations.

58. The SWLEP recognises its role to advance equality, and in particular acknowledges the nine protected characteristics. The SWLEP will meet its obligations by working to understand how its policies and decisions affect people differentiated by age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation. It will actively take steps to reduce any discrimination of people or communities with these characteristics, by using all reasonable endeavours to:

- Remove or minimise disadvantages suffered by people due to their protected characteristics.
- Take steps to meet the needs of people from protected groups where these are different from the needs of other people.
- Encouraging people from protected groups to participate in public life or in other activities where their participation is disproportionately low.

59. The SWLEP is a signatory to the Wiltshire and Swindon Equality & Human Rights Charter, which ensures that it partakes in promoting equality and tackling discrimination.

60. Wiltshire Council, in acting as the SWLEP's Accountable Body also has a duty to ensure that any steps that the SWLEP ought to take in promoting equality and tackling discrimination and obligations under the Public Sector Equality Duty under the Equality Act, are taken.

61. Furthermore, the SWLEP Board will seek to recruit its private sector members from businesses which vary in size and which operate in a wide range of sectors including SEP priority sectors. The SWLEP will work with its partners to engage with the wider business community through a range of media including their business engagement leads at its Unitary Authority Partners.

62. The Chair of the Business Development Subgroup will be act as the named Board Lead for Small and Medium Sized Enterprises.
63. The SWLEP Subgroups will lead on sector based engagement and will establish task and finish Sector Engagement Groups as required to progress the delivery of the SEP priorities and engage in consultation exercises. The Business Development Subgroup will work with relevant businesses to establish sector engagement groups linked to the priority and “ones to watch” business sectors identified in the strategic economic plan. The sector engagement groups will cover:
- Advanced manufacturing;
 - Health and Life Sciences;
 - Digital and ICT;
 - Financial and Business Services;
 - Land-based industries (provided through the Rural Economy Sector Group);
 - Visitor economy including the creative and cultural industries;
 - Adult Health and Social Care
 - Low carbon; and
 - Construction

Freedom of information

64. As the Accountable Body, Wiltshire Council will deal with requests to the SWLEP under the Freedom of Information Act 2000 and the Environmental Information Regulations 2004 in line with its standard procedures. In some instances, however, it is appropriate for the promoting authority of a scheme to deal with these matters rather than the Accountable Body. These issues will be reviewed and agreed on a case by case basis by the Accountable Body Monitoring Officer or their delegate.
65. The SWLEP will adhere to the Local Government Data Transparency Code (available from <https://www.gov.uk/government/publications/local-government-transparency-code-2015>).

Conflicts of interest

66. It is vital that SWLEP Board Members act in the interest of the area as a whole and not according to the sectoral or geographic interests of their member organisations. The decisions that the SWLEP Board make to drive economic growth are, therefore, based on an analysis of robust process; business cases produced by the scheme promoter(s); and are assisted in this respect by Independent Technical Advisors.
67. The SWLEP Governance Framework includes in Section 3 a Conflicts of Interest Policy and full members of the SWLEP Board and its Subgroups are required to disclose at Board meetings and using the SWLEP’s Register of Interests form any

potential conflicts of interest or pecuniary interests (e.g. 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 (Appendix D). Depending on the nature of this interest, there may be the need to co-opt another suitable member on to the SWLEP Board for the purpose of making the decision in question.

68. Publicly elected Members and senior staff (or those staff advising on decisions) of the SWLEP will declare their interests using the SWLEP Register of Members' Interests form in addition to their respective local authority's register of interests. Senior staff of the SWLEP are to review the Register every six months. Elected Members must abide by their respective authority's code of conduct and the SWLEP code of conduct when conducting SWLEP business. In the event of a complaint that an alleged action or actions by a Board Member or a number of Board Members contravene(s) the Code of Conduct, the Board will convene a group of 3 independent individuals (The Independent Review Panel), who are not conflicted by the allegation and have the required skills to review the veracity of the allegation. The group is charged with making a decision as to whether the allegation is fully or partially proven or unproven. The Independent Review Panel will report to the Board on the outcome of its review, including recommending to the Board what action it should take in respect of the Board Member or number of Board members who were the subject of the complaint.
69. Access to available registers of full member interests will be available to the public via links on the SWLEP website.

Code of Conduct

70. All members of the SWLEP Board, its Subgroups and officers shall, when carrying out any duties or responsibilities on behalf of the SWLEP, abide by the 7 principles of public life: selflessness; integrity; objectivity; accountability; openness; honesty; and leadership as defined in section 28 of the Localism Act 2011.

Gifts and hospitality

71. As defined in the explanatory information for the Register of Interests, members of the Board should not accept any personal gifts or hospitality from any individual or organisation (including contractors and/or outside suppliers) which has or may have a specific interest in any major scheme.
72. Using the Register of Interests form, each member must reveal the name of any person from whom they have received a gift or hospitality with an estimated value of at least £50 which they have received in their capacity as a member of the SWLEP.

Complaints and whistle-blowing

73. Any individual or organisation is entitled to make a complaint about the work of the SWLEP if they feel that it is not being conducted in accordance with the Assurance Framework. All complaints and whistle blowing will be dealt with by the Accountable Body using the SWLEP's Complaints and Whistle-blowing policies (Sections L and M of the SWLEP Governance Framework).

Part Four: Accountable decision making

Legal and Operational Arrangements

74. A Heads of Terms agreement between Wiltshire Council as the Accountable body and Swindon Borough Council and the SWLEP; the SWLEP Constitution and the SWLEP Assurance Framework have been developed. Combined these documents will define the workings of the SWLEP; the financial and operation arrangements associated with the SWLEP Secretariat and technical support functions; the responsibilities of the partner organisations and Members; financial contributions to support the Accountable Body role; and commitments to fund the reasonable costs of employing the Independent Technical Advisors for management and moderation meetings.

Status of the SWLEP and the role of the Accountable Body

75. Democratic accountability for the SWLEP and its decisions are provided through the Unitary Authority Leader representation on the SWLEP Board, and the Joint Strategic Economic Committee. Wiltshire Council will be the Accountable Body for the SWLEP.

76. One of the primary roles of the Accountable Body is to hold the devolved major scheme funding and make payments to scheme promoters as per the Grant Agreements in place for each project or programme. The Accountable Body also has the following responsibilities conducted in line with the Grant Agreements in place between the Accountable Body, SWLEP and Scheme Promoters:

- Holds all funds allocated to the SWLEP, regardless of source, in separately identifiable Ledger Accounts and provide the SWLEP with financial statements as required
- Ensures that the decisions and activities of the SWLEP conform to legal requirements with regard to freedom of information, equalities, the environment and other matters.
- Ensures (through the Section 151 officer) that funds are used appropriately using the same checks that Wiltshire Council does of its own funds and in line with any grant conditions in the grant condition letter through a Section 31 Grant Determination (and not for its own purposes or without consent of the SWLEP).
- Ensures that the Assurance Framework is being adhered to.
- Ensures the official record of SWLEP proceedings is maintained and has access to all relevant SWLEP documents.
- Advises SWLEP on the legality of its decisions and provides support in responding to any challenges in public or private law.

- Responsible for the enactment and enforcement of the Legal Frameworks and Agreements between the Accountable Body, SWLEP and Scheme Promoters.
 - Ensures that there are arrangements for local audit of funding allocated by the SWLEP, as well as decision making and openness is comparable to Wiltshire Council's own arrangements for local authority spend.
77. For the allocation of funding, clarity of responsibilities for delivery and monitoring will be specified in the Grant Agreement between the Accountable Body and scheme promoters. Specification will include the requirement for the provision of delivery and performance information from programme managers every two months in line with the Monitoring and Evaluation Framework and Implementation Summary Reports and compliance to relevant legal agreements. This is primarily to monitor spend to budget, time and to scope of inputs by project.
78. The role of Accountable Body and Wiltshire Council as a scheme promoter will need to be kept strictly independent of each other to provide assurance that there is no conflict of interest. The Heads of Terms Agreement will specify the procedures for ensuring no conflict of interest and clarity of roles, responsibilities, communications, monitoring and reporting.
79. The Accountable Body will complete any decision-making and review of any SWLEP Board decision within a reasonable timeframe as defined in the Heads of Terms Agreement between the Accountable Body and SWLEP.
80. Where the Accountable Body deems its responsibilities cannot be met due to a decision made by the SWLEP Board, the issue will be raised to the SWLEP Board and the Joint Strategic Economic Committee. The process for resolution will be through a meeting of the Accountable Body with the SWLEP Board. If a satisfactory solution cannot be found, then the issue will be referred to the Joint Strategic Economic Committee for its view which will be passed back to the SWLEP Board. This process does not preclude the Accountable Body from making higher complaints or whistle-blowing in line with Wiltshire Council's own complaints procedure. If the issue cannot be resolved the matter will be referred to the Secretary of State for Business Energy and Industrial Strategy.
81. In the event of concerns being raised about the actions or decisions of Wiltshire Council acting as the Accountable Body for the SWLEP, the matter will be reviewed by the Director of Law and Democratic Services at Swindon Borough Council. The results of the investigation will be reported back to the SWLEP Board as soon as is practicable. If a satisfactory solution cannot be found, then the issue will be referred

to the Joint Strategic Economic Committee for its view which will be passed back to the SWLEP Board. If the issue still cannot be resolved the matter will be referred to the Secretary of State for Business Energy and Industrial Strategy.

82. If the Accountable Body or SWLEP Delivery and Performance Team deem that scheme delivery is not meeting requirements and cannot be rectified then it will discuss the situation with the SWLEP Commissioning Group and subsequently with the SWLEP Board. In line with the Accountable Body Grant Agreement, a decision may be made by the SWLEP Board to either claw back funding or to discontinue further allocations from the quarter in which the SWLEP Board decision has been made.
83. The Accountable Body will notify the Scheme Promoter of the issue and process escalation, as well as notifying the Scheme Promoter to cease work on the scheme and of the decision of the SWLEP Board. The opinion of the relevant Independent Technical Advisor should also be sought to inform decision making.
84. The SWLEP Board will then reallocate funding aligned with its over-programmed priority list of schemes in accordance with the Accountable Body Heads of Terms Agreement and subject to HM Government conditions and delegation of grant funding management in this manner.

Audit and scrutiny

85. As the Accountable Body, Wiltshire Council will appoint independent qualified auditors in accordance with the arrangements set out in the Accountable Body Heads of Terms Agreement to establish that the SWLEP is operating effectively within the terms of the Assurance Framework. The SWLEP will consider any recommendations of the auditors and take necessary action to remedy any identified shortcomings.
86. The specific roles of the SWLEP in driving economic growth are to:
 - Develop strategic economic plans and policies, including amendments to the Swindon and Wiltshire Strategic Economic Plan;
 - Identify a prioritised list of schemes within the available budget including under / over programming to enable prudent management;
 - Make decisions based on the scrutiny of individual scheme business cases;
 - Approve the release of funding in consultation with the Accountable Body Section 151 Officer and in accordance with the Accountable Body Heads of Terms to the relevant scheme promoter in line with any grant conditions in the grant condition letter through a Section 31 Grant Determination;
 - Ensure value for money is achieved;

- Monitor progress of scheme delivery and spend;
- Ensure on-time delivery of schemes to the programme; and
- Actively manage the devolved budget and programme to respond to changed circumstances.

87. Other relevant objectives are included in a variety of local documents including Local Plans, Local Transport Plans for Swindon and Wiltshire, and the Swindon and Wiltshire City Deal. With the refresh of the Strategic Economic Plan, key strategic and prioritised objectives may change.

Part Five: Ensuring value for money – prioritisation of schemes

Candidate Schemes

88. To date, the majority of candidate schemes have been identified as part of the Strategic Economic Plan, Local Plan, and Local Transport Plan processes undertaken by Swindon Borough Council, Wiltshire Council and the SWLEP. Henceforth candidate schemes will be identified through the SWLEP running a formal open call for schemes against the priorities in its strategic economic plan. In advance of a call, the SWLEP will publish the full methodology and criteria against which schemes will be assessed (based on the strategic objectives of the SEP and meet the SWLEP's value for money requirements) and the indicative timeline in which this will be undertaken. These calls will be actively promoted and supported to gain wide business interest. In doing so, the SWLEP will draw on current best practice published by relevant departments and non-departmental public bodies depending on the nature of the call⁷. Calls may be issued in response to a new funding programme being announced or in order to develop a pipeline of schemes in anticipation of future funding coming on stream. Broadly each scheme will need to demonstrate that it meets the following criteria:

- Description: a short description of the scheme and the geographical area covered.
- Purpose and objectives: an outline of how the scheme relates to the Strategic Economic Plan (in particular its strategic objectives and priority actions), and other relevant key plans and strategies such as Local Plans and Transport Plans;
- Problems and opportunities: a short description of the identified problems or opportunities being addressed;
- Evidence: a short description of the available supporting evidence;
- Consultation and public acceptability: an outline of what consultation has taken place and what degree of consensus has been achieved;
- Key risks: an outline of the key risks associated with the scheme and its delivery; and
- Financial: an estimate of the capital and revenue scheme costs and income (if applicable), and the potential funding sources

89. Based on the information provided, a simple documented assessment of the strategic fit, commercial fit and deliverability of each scheme will be undertaken against the following criteria:

⁷ As set out in Appendix A of the National Assurance Framework, DCLG, November 2016

- Is there a strong strategic fit with the SEP and relevant adopted policies and strategies, and does the scheme solve a recognised problem or help realise opportunities?
- What is the indicative amount and source of any non-SWLEP related funding?
- Are any associated revenue costs likely to be fundable (e.g. through income receipts, operators, or developer contributions)?
- Can the scheme be delivered within relevant funding and planning timescales?
- Is the scheme likely to be publically acceptable and supported by key partners/stakeholders (and any evidence)?

90. The results of the above shortlisting process will be signed off by the SWLEP Board. Projects that are not taken forward will not necessarily be rejected outright but the relevant scheme promoter may be requested to have further development work carried out so that the project(s) could be re-considered for future rounds of funding.

91. The ability to fund typically more significant cross-Local Enterprise Partnership boundary schemes will depend on pooled funding and securing additional third-party funding. Given the additional complexities associated with cross-boundary working, candidate schemes need to be identified at the earliest possible stage in association with neighbouring Local Authorities and Local Enterprise Partnerships.

Independent Technical Advisors

92. To comply with Central Government requirements and to provide further transparency and accountability, Independent Technical Advisors (ITAs) will be engaged by the SWLEP to provide scrutiny, and be experienced experts in their field (e.g. transport, housing and planning, skills, business support) and in Central Government appraisal approaches and methods.

93. At the initial scheme assessment and strategic outline business case stages, the Independent Technical Advisors will advise on scheme sifting and prioritisation, assessment of individual scheme business cases, and overall programme management. In addition, the independent advice will be commissioned to advise the Board on the overall prioritisation of all projects against the criteria of the respective funding scheme and undertake an options analysis in event of an allocation below the submitted bid to the funding authority. The Independent Technical Advisors need to be a suitable independent specialist consultant (i.e. one that does not act as a term consultant for either Unitary Authority). At the full business case stage, the Independent Technical Advisors, SWLEP Secretariat, Programme Manager and

Scheme Promoters will be expected to work closely together, including identifying and resolving any issues.

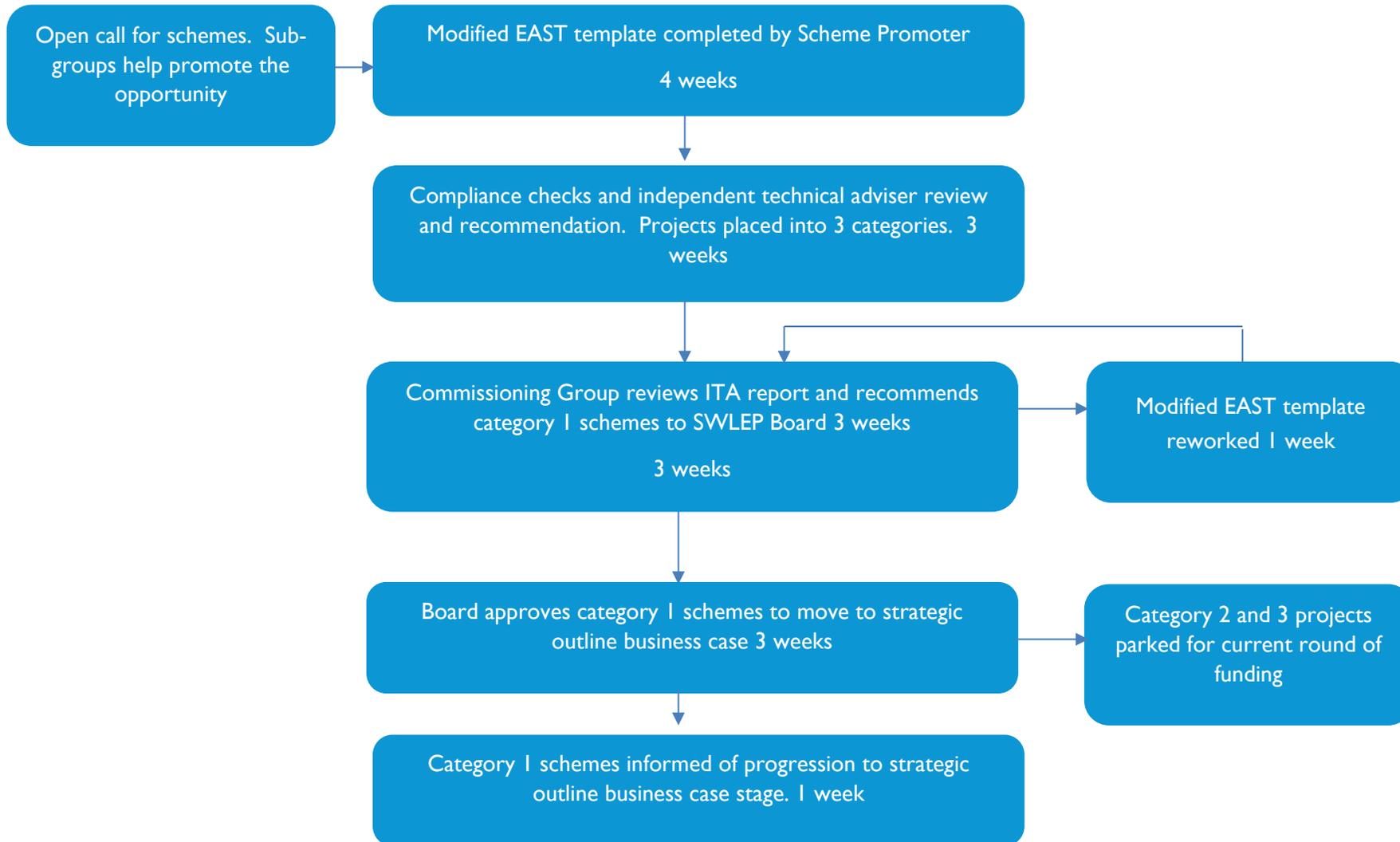
94. Reasonable costs related to the assessment of schemes for scheme sifting and prioritisation purposes and the review of individual scheme business cases by the Independent Technical Advisors will be charged to the relevant scheme promoting. This will be in relation to work specifically carried out on an individual project. The SWLEP will select and appoint a suitable ITA for each scheme to be assessed. General costs for any Independent Technical Adviser work carried out across a number of projects (for example moderation meetings) will be borne by the SWLEP.

Stage I: Initial scheme assessment, sifting and prioritisation

95. All shortlisted schemes seeking future funding will be put through a process of assessment and sifting using a modified version of the Department for Transport's Early Assessment and Sifting Tool (EAST) process (one format for transport projects and a separate format for non-transport projects). The use of the modified EAST forms the initial part of SWLEP's appraisal process.
96. The modified EAST form follows the five cases of the 'Green Book', Her Majesty's Treasury's guidance on appraisal and evaluation and is an assessment process that provides equal weighting across all policy areas.
97. The 'five cases' are:
 - The 'strategic case' – the scheme is supported by a robust case for change that fits with wider public policy objectives;
 - The 'economic case' – the scheme demonstrates value for money;
 - The 'commercial case' – the scheme is commercially viable;
 - The 'financial case' – the scheme is financially affordable; and
 - The 'management case' – the scheme is achievable.

Scheme promoters are responsible for providing the necessary high level information and supporting evidence to enable the SWLEP prioritisation process to take place (Figure 3).

Figure 3: Stage I Initial scheme assessment, sifting and prioritisation, 10-11 weeks from closing date of call.



98. The relevant Independent Technical Advisor will review, moderate and score EAST assessments using the average score for each case, factored for the level of risk or uncertainty, and rank schemes against each of the five cases.
99. An independent and professional recommendation will be made of an overall ranked scheme list giving more preference to schemes with stronger strategic and / or economic cases. The ranked list will be referred to the SWLEP Board for review and approval.
100. A light touch review of the scheme assessment and sifting process will be undertaken as required with a comprehensive review taking place when significant new funding opportunities are identified, or when the SWLEP Board identifies new projects that should be taken account of, for example, as a result of a call for schemes, a SEP refresh or Local Plan review.
101. The sifting process will produce a short-list of potential schemes that will be subject to further prioritisation by the SWLEP Board through business case development. The Independent Technical Advisor will work with each scheme promoter to recommend a suitable and proportionate approach to business case development which will assure value for money and a satisfactory level of deliverability.

Business case development

102. Business case development must follow Her Majesty's Treasury's 'Green Book: Appraisal and Evaluation in Government process or relevant Government Department guidance such as the Department for Transport's WebTAG process for transport schemes. Each scheme should have a named individual responsible for ensuring value for money.

A. Proportionality

103. It is important that the approach and method used for appraisal and business case development is proportionate. Proportionality is with regard to the value of the scheme and the impact of the scheme. A small scheme with a low impact does not exempt the business case from adhering to the relevant Central Government departmental or agency guidance, rather the detail of the analysis and evidence need not be so rigorous.

B. Business case development costs

104. The scheme promoter is responsible for all up-front costs at each stage of the business case development. However, if a scheme is approved for implementation, the scheme promoter will be able to claim back preparatory costs that are considered to be 'capital' providing these costs have been included in the overall

scheme cost articulated in the business case and subject to the details of the Grant Agreement with the Accountable Body.

C. Provision of local match funding

105. Scheme promoters should demonstrate that they have explored all possible sources of match funding when putting forward a scheme for assessment. While a high level of contribution will not necessarily increase a scheme's level of priority in the programme, it may be considered a factor where there are marginal differences between schemes.

D. Business case publication

106. Once shortlisted by the SWLEP Board, priority schemes will be consulted on at the Outline Business Case (SOBC) stage. Details of each prioritised business case will be made available, in full for transport schemes and with overview posted for non-transport schemes with links on the SWLEP website together with the comments of the Independent Technical Advisors for public comment and review for a minimum of 4 weeks prior to submission to the SWLEP Board.

Stage 2: Strategic Outline Business Case

107. Scheme promoters of shortlisted schemes will be required to develop a proportionate Strategic Outline Business Case (SOBC) or equivalents defined by relevant guidance (for example the DfT's WebTag guidance) for their schemes (Appendix B) and submit these to the SWLEP for review. The Strategic Outline Business Case sets out the need for intervention (the case for change) and how this will further the SWLEP's objectives (its strategic fit) (Figure 4).
108. The SOBCs will be assessed by the relevant Independent Technical Advisor through a defined and universal process of assessment. This will help ensure consistency of approach and fair assessment.
109. Feedback will be provided to the scheme promoter and the SWLEP through a Strategic Outline Business Case Assessment Report. The report will make recommendations for scheme business case progression or improvement and will contain an assessment of each of the five cases (paragraph 95). At this stage the main focus will be on making the strategic economic case for the investment.
110. The Independent Technical Advisors may recommend that a scheme is not prioritised as part of a ranked package of schemes and is amended for the same or a later bidding round; or included in a ranked priority list of schemes for funding.

111. Completed SOBCs together with the Independent Technical Advisor Strategic Outline Business Case Report should be reviewed and signed off by the Commissioning Group before being presented to the SWLEP Board for priority list review and potential approval (Figure 3).
112. If approved by the SWLEP Board, no further work is required on the business case until Government funding has been allocated to the scheme. The scheme will be allocated to a priority list of schemes alongside other priority schemes. Scheme promoters may continue to develop the business case at their own risk if they so choose.
113. If funding is not approved, the scheme promoter may bring the scheme back for Stage 2 reassessment within the financial year. If time does not permit, the SWLEP Board will agree how to reallocate the funding to the over-programmed and prioritised list of schemes or postpone the scheme in accordance with the Accountable Body Heads of Terms Agreement and notifying Government subject to Government's conditions and delegation of grant funding management in this manner.
114. Where funding for a scheme has been approved by Government at Stage 2: Strategic Outline Business Case, a grant agreement between the scheme promoter and the Accountable Body (including its Section 151 Officer) based on the information provided in the SOBC and the SOBC Case Assessment Report will lead to a formal agreement between the SWLEP and the scheme promoter. The development of an Outline business Case and/or Full Business Case may be a requirement of this grant agreement depending on the nature of the scheme. All transport schemes will be required to develop an Outline Business Case.
115. The grant agreement will set out the conditions under which the devolved funding is to be spent and the respective responsibilities of all parties. The scheme promoter is responsible for informing the SWLEP of any significant changes to a scheme's scope, costs and implementation timetable.

Stage 3: Outline business case

116. If successful in receiving a funding allocation from Government, scheme promoters will be requested to develop their scheme to Outline Business Case. The Outline Business Case includes a full economic and financial appraisal, and develops the commercial and management cases. The Outline Business Case will follow the Strategic Outline Business Case process for approval.

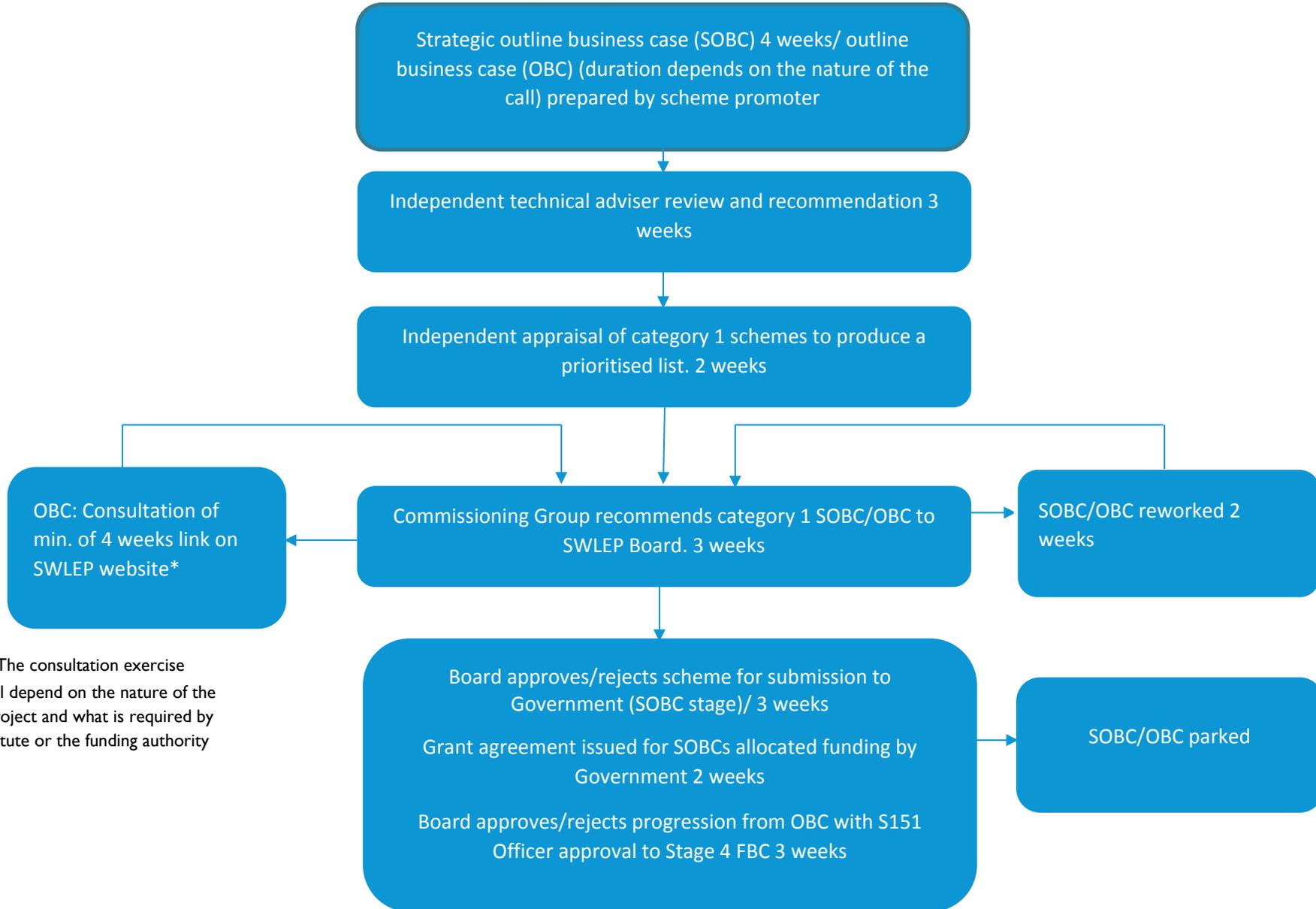
Stage 4: Full business case

117. If successful in receiving a SWLEP Board approval at Outline Business Case stage, transport scheme promoters will be requested to develop their scheme to Full Business Case (FBC). The development of the FBC has a far greater emphasis on commercial, financial and management cases, ensuring arrangements are appropriate for effective delivery, including necessary statutory and procurement requirements (as appropriate).
118. The FBCs will be reviewed by the SWLEP and Accountable Body with the support of the relevant Independent Technical Advisor, with feedback provided to the scheme promoters, SWLEP and the Accountable Body Section 151 Officer through a Full Business Case Assessment Report. The Full Business Case Assessment Report will follow the format set out in the Outline Business Case Assessment Report.
119. Approval of the FBCs will be required by the SWLEP Board and the Accountable Body (including its Section 151 Officer). Based on the information provided in the FBC and the Full Business Case Assessment Report the grant agreement between the SWLEP and the scheme promoter may need to be updated. The scheme promoter is responsible for informing the SWLEP of any significant changes to the scheme's scope, costs and implementation timetable.
120. If funding is not approved, the scheme promoter may bring the scheme back for Stage 4 reassessment within the financial year. If time does not permit, the SWLEP Board will agree how to reallocate the funding to the over-programmed and prioritised list of schemes or postpone the scheme in accordance with the Accountable Body Heads of Terms Agreement and notifying Government subject to Government's conditions and delegation of grant funding management in this manner.

Value for money

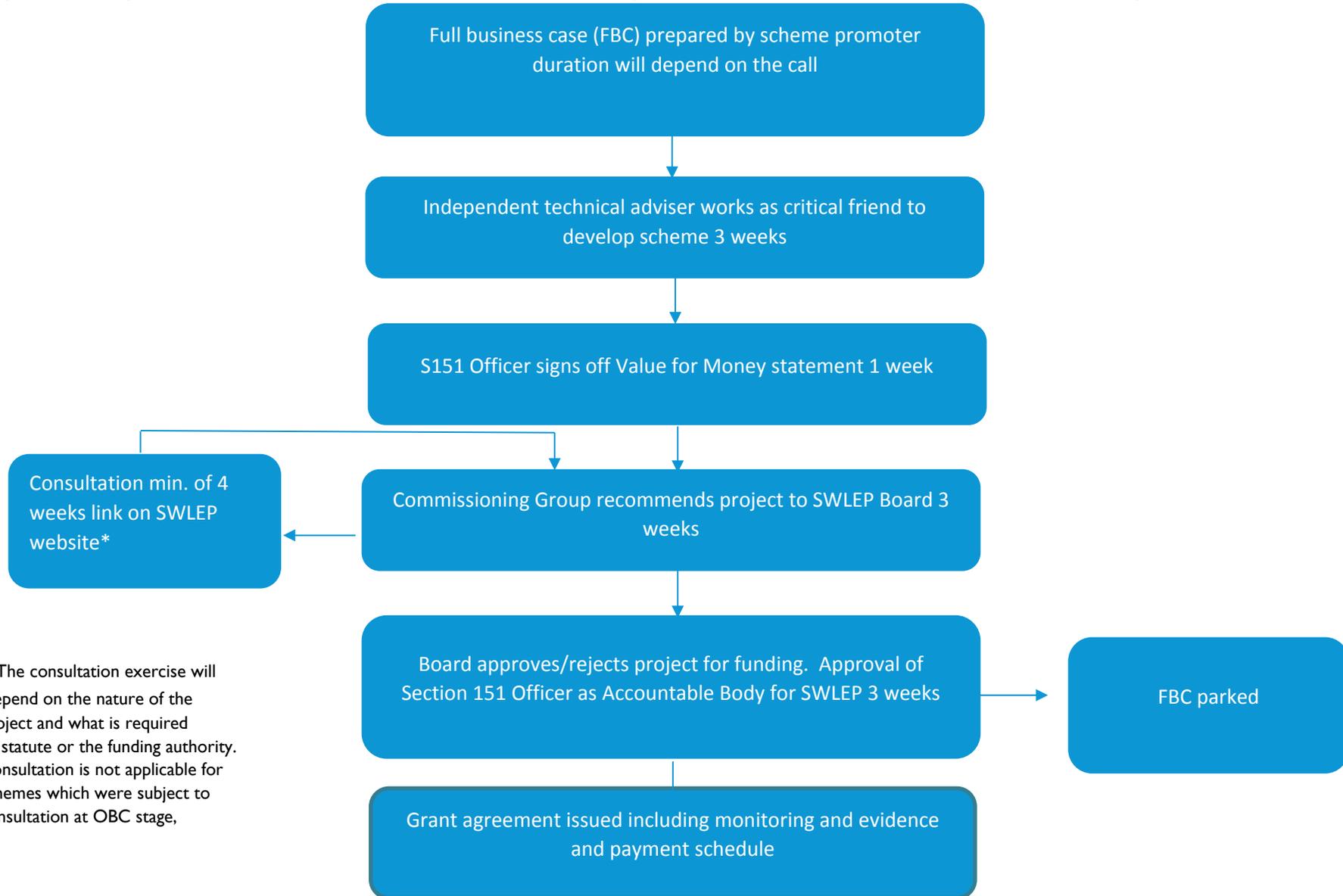
121. The Value for Money assessment should provide a Benefit Cost Ratio (BCR) of the scheme using monetised impacts in line with guidance. While it is expected that most schemes will need to have a Benefit Cost Ratio of 2:1 and over to gain approval, account will also be taken of a scheme's wider economic, environmental and social / distributional impacts. This means that a scheme with a low or medium BCR may still be considered for approval if wider objectives provide a compelling case (as determined by the Independent Technical Advisors) taking into account broader appraisal evidence in relation to:

Figure 4: Stage 2 Strategic Outline Business Case (17-19 weeks) and Stage 3 Outline Business Case (11-13 weeks from closing date of submission excluding consultation period)



* The consultation exercise will depend on the nature of the project and what is required by statute or the funding authority

Figure 5: Stage 4: Full business case, 10 weeks from closing date for submission excluding consultation period



* The consultation exercise will depend on the nature of the project and what is required by statute or the funding authority. Consultation is not applicable for schemes which were subject to consultation at OBC stage,

- Schemes with a Benefit Cost Ratio between 1:1 and 2:1 to be considered for funding approval where there is an overwhelming strategic case on economic / development related, social, and / or environmental grounds (with minimal risk in the other cases).
 - Where scheme benefits are notoriously difficult to appraise in monetary terms and there are qualitative benefits which if monetised, the adjusted Benefit Cost Ratio would most likely increase above 2:1; and
 - Where schemes are less than £2.0m and high value for money is estimated, but to conduct further quantified and monetised economic appraisal would be disproportionate.
122. The Scheme Promoter will be required to produce a Value for Money Statement in line with the relevant Government department or agency's guidance at each stage of the business case assessment and prioritisation process. The economic case (including the Value for Money Statement) will then be reviewed and updated as necessary to reflect changes in the scheme's scope, cost, and benefits in line with guidance and as per the Accountable Body Legal Agreement. The relevant Independent Technical Advisor will advise on submitted Value for Money Statements as part of their reporting, and make recommendations to the SWLEP Board at Stage 4 - Full Business Case.
123. The Value for Money Assessment and Statement will be signed off as true and accurate by the Section 151 Officer of the scheme promoting authority and of the Accountable Body. The SWLEP will approve the business case based on the Value for Money Assessment and Statement, and other evidence as appropriate. The Independent Technical Advisors will provide independent review of the Value for Money Assessment and Statement prior to sign off by the Accountable Body Section 151 Officer.
124. Scheme Promoters will need to provide a detailed funding profile for review by the Accountable Body Section 151 Officer as part of Full Business Case development. This will be used to ascertain funding arrangements as per the Legal Agreements in place with the Accountable Body.
125. Scheme Promoters must monitor and evaluate their scheme's progress in line with the SWLEP Monitoring and Evaluation Framework which is available on the SWLEP website. Each scheme will also have an Implementation Summary Reporting containing delivery milestones.

Release of funding, cost control and approval conditions

126. The Accountable Body will not release any funding to the scheme promoter until a proportional level of business case has been approved by the SWLEP Board, JSEC and the Accountable Body in the form of the Section 151 Officer, and that the grant agreement conditions of use of the funding have been accepted by the scheme promoter.
127. Preparatory costs that are considered to be 'capital', providing these costs have been included in the overall scheme cost, will be paid upon approval. In addition, according to the conditions of each award up to a maximum of 10% of monies awarded will be released at the start of the scheme. All other payments will be made a quarter in arrears, based on profiles and following successful audit of claims required in accordance with the conditions of each award. If the claim differs from the agreed funding profile then the scheme promoter will also need to explain this in their submission for audit.
128. The SWLEP scheme contribution will be capped at the level set out in the award letter; therefore, any cost increases will need to be borne by the scheme promoter. Where there is a forecast underspend, or a scheme is not progressing, any monies held will be returned to the Accountable Body, and the further release restricted to new schemes only, unless the scheme promoter seeks and gains approval for a re-profiling of the scheme spend.
129. The scheme promoter will be responsible for submitting financial claim forms (signed by the Section 151 officer or equivalent) to the Accountable Body.
130. The Accountable Body will advise the SWLEP of any concerns or irregularities. The SWLEP and/or the Accountable Body reserves the right to suspend funding at the end of any quarter, or request the return of previous funding payments, if it believes that there is a misuse of funds.

Programme and risk management

131. Scheme promoters will be required to provide an initial programme for each prioritised scheme. The programme should include estimated timescales for the following:
- Production of business cases;
 - Completion of associated technical work;
 - Progress of outline and detailed design;
 - Statutory orders;
 - Public consultation;

- Procurement; and
- Construction of scheme.

- I32. The SWLEP Director will be the responsible officer for the management of risk within the LGF programme under the scrutiny of the Commissioning Group. At an operational level, the SWLEP Programme Manager or nominated Programme Manager will meet the Scheme Promoter to discuss the progress of schemes. The frequency of these meetings may depend on the complexity and scale of the scheme as well as the stage of preparation / construction and any risk issues previously identified and will be agreed in advance of a formal funding agreement being signed.
- I33. Scheme and programme risk levels will be closely monitored on a regular basis by the SWLEP Delivery and Performance Team. The default position is that the scheme promoter is expected to manage risk within the scheme and its funding envelope. Any significant issues that affect the programme as a whole will be referred to the next Commissioning Group meeting and SWLEP Board meeting, including proposed modifications to the programme in the light of scheme progress.
- I34. Potential risks to the delivery of the scheme programme, such as overspend and delays to timescales, must be highlighted immediately in line with the tolerances set out in the Grant Agreement with the Accountable Body. Scheme promoters should also produce and maintain risk registers for their schemes and set out how they will manage potential risks.

Appendix A: Subgroup Terms of Reference

| | |
|--|---|
|  <p>swindonwiltshire Local Enterprise Partnership</p> | <p>SWLEP Subgroups Terms of Reference</p> |
|--|---|

1. Purpose

- 1.1. In March 2016 the SWLEP Board approved the implementation of a structure of subgroups aligned to the strategic objectives of the Strategic Economic Plan (SEP). In order to provide robust Board oversight of the implementation of the SEP, it is proposed that the Board establishes five Subgroups to reflect its strategic objectives.
- 1.2. 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.
- 1.3. There are 5 Subgroups:
 - Skills and Talent;
 - Transport;
 - Digital Capability;
 - Place Shaping; and
 - Business Development.

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 Assurance Framework. The decisions and business of each subgroup shall be subject to the overview and scrutiny function set in place for the SWLEP.
- 2.2. Each Subgroup will have a SWLEP Board Member as the Chair and Vice-Chair who act as the link between the sub-group and the Board. Each sub-group will also have a Lead Officer acting as the link to the Secretariat and the Officers Group. The Board will set the overall strategic context for the sub-groups and the responsibility for approving project prioritisation rests with the SWLEP Board. The sub-group will offer the Board advice in its specialist area and the Chair or Vice Chair of individual sub-groups will report on activity to the SWLEP Board.

3. Scope

- 3.1. The Chair, with the support of the Lead Officer will manage the operation of each Sub-group to deliver the priority actions identified in the SEP for each of the strategic objectives. The sub-groups will:
- 3.1.1. Oversee the development, implementation and delivery of the SWLEP's strategic objectives that will support long-term sustained growth in the local economy;
 - 3.1.2. Provide advice and support to the SWLEP Board on relevant policy matters and issues relating to the subgroup focus that require strategic action and consideration including consideration of the implications of national Government policy changes on programmes and projects as they arise;
 - 3.1.3. Analyse performance information pertaining to their areas of focus and advise the SWLEP Board on emerging implications and opportunities;
 - 3.1.4. Ensure strategic linkage and close working with other SWLEP Subgroups and relevant Unitary Authority teams;
 - 3.1.5. Through strong links with the SWLEP Communication Manager, support the implementation of the SWLEP's marketing and communication strategy;
 - 3.1.6. Undertake such other functions as prescribed or agreed upon by the Sub-Group and agreed by the Board;
 - 3.1.7. Oversee the development and implementation of its own strategy, undertake stakeholder management activity and review the delivery of projects and programmes which fall under its strategic remit (Table 1); and
 - 3.1.8. Request funding, if required, up to an agreed amount from the Board to support strategy development and stakeholder management.

Table 1: Overview of sub-group activity

| Sub-group | Overview |
|---------------------------------|---|
| Skills and talent | <p>Development and delivery of the Swindon and Wiltshire Skills and Talent Plan in response to the priority in the SWLEP's Strategic Economic Plan.</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> |
| Transport Infrastructure | <p>Develop the Swindon and Wiltshire Transport Infrastructure Plan in response to the priority in the SWLEP's Strategic Economic Plan.</p> <p>Maintain oversight over SWLEP funded transport projects and the delivery of European and other funded transport projects in order to inform the SWLEP board of emerging strengths and weaknesses.</p> <p>This sub-group replaces the former Swindon and Wiltshire Local Transport Body.</p> |

| Sub-group | Overview |
|-----------------------------|---|
| Digital capability | Develop and deliver the Digital Capabilities Plan in response to the priority in the SWLEP's Strategic Economic Plan. Maintain oversight over SWLEP funded digital capability projects and the delivery of European and other funded digital capability projects in order to inform the SWLEP board of emerging strengths and weaknesses. |
| Place-Shaping | Develop and deliver the Swindon and Wiltshire Place-Shaping Plan in response to the priority in the SWLEP's Strategic Economic Plan. Maintain oversight over SWLEP funded place-shaping projects and the delivery of European and other funded place-shaping projects in order to inform the SWLEP board of emerging strengths and weaknesses. |
| Business development | Develop and deliver a Swindon and Wiltshire Business Development Plan in response to the priority in the SWLEP's Strategic Economic Plan. Maintain oversight over SWLEP 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. The Chair, with the support of the Vice Chair, to act as the representative of Small and Medium Enterprises on the SWLEP Board. |

4. Sector Engagement Groups

- The Business Development Subgroup will work with relevant businesses to establish sector engagement groups linked to the priority and “ones to watch” business sectors identified in the strategic economic plan:
- Health and Life Sciences;
- Digital and ICT;
- Financial and Business Services;
- Advanced manufacturing;
- Land-based industries (provided through the Rural Economy Sector Group);
- Visitor economy including the creative and cultural industries;
- Adult Health and Social Care
- Low carbon; and
- Construction

5. Membership

- 5.1. The Chair and Vice Chair for each sub-group will be private sector Board members who will be supported by a Lead Officer and administrative assistance from the SWLEP core team.
- 5.2. The Chair will hold the post for 3 years, or for the period which is co-terminus with their remaining Board tenure whilst the Vice Chair will rotate annually

amongst Board Members. If the Chair is not present at any meeting the Vice Chair will preside.

- 5.3. 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's Communications Manager over communication and engagement matters.
- 5.4. Each subgroup will include at least three businesses representatives with relevant experience of the sub-group theme, without having a proprietary or potential pecuniary interest. The role of these additional representatives is to provide advice to the Chair and Vice-Chair from a business perspective.
- 5.5. The Subgroups will determine additional attendees such as experts and temporary members according to need.

6. Conflict of interest

- 6.1. The SWLEP Governance Framework includes in section 3 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 (e.g. 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.
- 6.2. Publicly elected Members will continue to declare their interests using their respective local authority's register of interests. They must also declare any additional interests outside their own authority's area but within the SWLEP area boundary by completing the SWLEP Register of Interests form. Elected Members must abide by their respective authority's code of conduct when conducting SWLEP business.

7. Code of Conduct

- 7.1. All members of the SWLEP Subgroup and officers shall, when carrying out any duties or responsibilities on behalf of the SWLEP, abide by the 7 principles of public life: selflessness; integrity; objectivity; accountability; openness; honesty; and leadership as defined in section 28 of the Localism Act 2011.

8. Quorum

- 8.1. The quorum for a meeting shall be half the total membership plus one to include either the Chair or Vice 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.

9. Meetings

9.1. The Subgroups will meet bi-monthly and at such other times as may be agreed. The agenda for any meeting shall be agreed by the Chair in consultation with members of the group. The agenda and supporting papers shall be circulated electronically to the members of the group at least five working days before the meeting. Meeting notes will be distributed within ten working days following the meeting. The time commitment for the members of the sub-groups is circa 30 hours a year.

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 Sub-Groups with the agreement of the Board.

10.2. The dissolution of any Sub-Group 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 priority Sub-Groups have been agreed and signed by:

XXXX, Chair

Sub-group

Date

Appendix B: Transport specific requirements

Reference paragraph 100 of the Assurance Framework

1. The modelling and appraisal of schemes contained in business cases must be developed in accordance with the guidance published by the Department for Transport in WebTAG at the time the business case is submitted to the SWLEP for approval.
2. Where applicable, associated transport modelling work should be based on forecasts which are consistent with the definitive version of the Department for Transport's National Trip End Model (NTEM). Alternative planning assumptions may be used and/or required by the SWLEP as sensitivity tests.

Appendix C: Exclusion of Access by the Public to Meetings and / or Reports

Reference paragraph 4I of the Assurance Framework

B1: Confidential Information – Requirement to Exclude the Public

The public must be excluded from meetings whenever it is likely in view of the nature of business to be transacted or the nature of proceedings that confidential information would be disclosed.

B2: Exempt Information – Discretion to Exclude the Public

The public may be excluded from a meeting whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that exempt information would be disclosed.

B3: Meaning of Confidential Information

Confidential information means information given to the SWLEP by a Government Department, a local authority, partners, business or another agency on terms which forbid its public disclosure or information which cannot be publically disclosed by Court Order.

B4: Meaning of Exempt Information

Exempt information means information falling within the following categories (subject to any condition):

| Category | Qualification |
|--|--|
| One: Information relating to any individual | Exempt information if and so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information. |
| Two: Information which is likely to reveal the identity of an individual | Exempt information if and so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information |
| Three: Information relating to the financial or business affairs of any particular person (including the authority holding that information) | <ul style="list-style-type: none"> Exempt information if as so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information. Information falling within paragraph 3 is not exempt information by virtue of that paragraph if it is required to be registered under: |

| | |
|--|---|
| | <ul style="list-style-type: none"> a) The Companies Act 1985 b) The Friendly Societies Act 1974 c) The Friendly Societies Act 1992 d) The Industrial and Provident Societies Acts 1965 to 1978 e) The Building Societies Act 1986 f) The Charities Act 1993 |
| Four: Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the SWLEP and employees of, or office holders under, the SWLEP | Exempt information if and so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information. |
| Five: Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings | Exempt information if and so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information. |
| Six: Information which reveals that the SWLEP proposes: <ul style="list-style-type: none"> a) To give under any enactment a notice under or by virtue of which requirements are imposed on a person, or: b) To make an order or direction under any enactment. | Exempt information if and so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information. |
| Seven: Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime | Exempt information if and so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information. |

Information falling within any of the above paragraphs is exempt information if and so long, as in all the circumstances of the case, the public interest in maintaining the exemption outweighs the public interest in disclosing the information.

B5: Exclusion of Access by the Public to Reports

The SWLEP may exclude access by the public to the whole or any part of a report which relates to items during which, in accordance with B1 to B4 above, the meeting is not likely to be open to the public. Such reports or parts of reports will be marked “Not for Publication” together with the category of information likely to be disclosed.

Appendix D: Register of Members Interest and Conflict of Interest Policy⁸

Reference paragraph 66 of the Assurance Framework

Register of Interests: Explanatory Note

1. The SWLEP operates within an assurance framework that requires robust systems to be in place to ensure that public funds are spent with regularity, propriety, transparency and value for money.
2. SWLEP Board Members must act in the interests of the SWLEP area as a whole and not according to the sectoral or geographic interests of their member organisations. Decisions must follow a robust process and be based on a sound analysis of business cases produced by scheme promoter(s) and any advice from relevant advisers, including Independent Technical Advisors.
3. The SWLEP's Constitution includes a Conflict of Interest Policy, which is set out at Appendix I of this form. This policy requires SWLEP Board Members (other than unitary authority members – see paragraph 7 below) to notify the SWLEP Director in writing of any relevant interests for inclusion in a Register of Interests maintained by the Executive.
4. A relevant interest is any company directorship, trusteeship, remunerated post or any significant personal financial interest in an organisation or project likely to be affected by the work of the LEP or in receipt of SWLEP sourced funding.
5. Each Board Member shall review their individual register of interests before each board meeting and decision making committee meeting, submitting any necessary revisions to the LEP and S151/S73 Officer at the start of the meeting. Any recorded interests relevant to the meeting should also be declared at this point.
6. Even if a meeting has not taken place a Member must, within 28 clear working days of becoming aware of any change to the interests specified below, provide written notification to the LEP and S151/S73 Officer, of that change.
7. Board members must not vote or participate in discussions on any matter which relates directly to an organisation or project in respect of which they have a relevant interest.
8. Senior staff of the SWLEP or those staff involved in advising on decisions should also complete the form and report interests and are to review the Register every six months.
9. All members of the SWLEP Board should, in particular, note and observe the following requirements:

⁸ Please note that the Register of Members Interest and Conflict of Interest Policy is part of the SWLEP Governance Framework which is currently under review. Appendix D of the Assurance Framework will be updated in April 2017.

- Dealing with conflicts of interests under paragraphs 8-11 of the Conflict of Interest Policy;
- Maintaining confidentiality;

Information provided to a Board member must only be used for the purposes of the SWLEP. Board members must not disclose any information given to them in confidence without the written consent of a person who is authorised to give it, or unless required by law to do so. Board members must seek the advice of the Executive before disclosing any information given in confidence – paragraph 20 SWLEP Constitution.

- Members should not accept any personal gifts or hospitality from any individual or organisation (including contractors and/or outside suppliers) which has or may have a specific interest in any major scheme.

10. It is proposed to publish the Register of Interests of Board Members on the SWLEP web site.

Swindon and Wiltshire Local Enterprise Partnership: Register of Members' Interests Board Members and Senior staff

February 2018 to March 2019

As a Board Member/Co-opted Member of the Swindon and Wiltshire Local Enterprise Partnership (LEP), I declare that I have the following disclosable pecuniary and/or non-pecuniary interests. ***(Please state 'None' where appropriate, do not leave any boxes blank).***

Notification of change of circumstances

Each Board Member shall review their individual register of interests before each board meeting and decision making committee meeting, submitting any necessary revisions to the LEP and S151/S73 Officer at the start of the meeting. Any recorded interests relevant to the meeting should also be declared at this point.

Even if a meeting has not taken place a Member must, within 28 clear working days of becoming aware of any change to the interests specified below, provide written notification to the LEP and S151/S73 Officer, of that change.

***Spouse/Partner** – In the notice below my spouse or partner means anyone who meets the definition in the [Localism Act](#), i.e. my spouse or civil partner, or a person with whom I am living as a spouse or a person with whom I am living as if we are civil partners, and I am aware that that person has the interest having carried out a reasonable level of investigation. Where your spouse or partner has recently been involved in any activity which would have been declarable, this should be mentioned, with the date the activity ended.

| Section I | Any employment, office, trade, profession or vocation carried on for profit or gain | Myself | Spouse/partner* |
|-----------|---|--------|-----------------|
| I.1 | Name of: <ul style="list-style-type: none"> ○ your employer(s) ○ any business carried on by you ○ any other role in which you receive remuneration (this includes remunerated roles such as councillors) | | |
| I.2 | Description of employment or business activity. | | |
| I.3 | The name of any firm in which you are a partner. | | |
| I.4 | The name of any company for which you are a remunerated director. | | |

| Section 2 | Sponsorship | Myself | Spouse/partner |
|-----------|---|--------|----------------|
| 2.1 | <p>Any financial benefit obtained (other than from the LEP) which is paid as a result of carrying out duties as a Member.</p> <p>This includes any payment or financial benefit from a Trade Union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992 (a).</p> | | |
| Section 3 | Contracts | Myself | Spouse/partner |
| | Any contract for goods, works or services with the LEP which has not been fully discharged by any organisation named at I.I. | | None |
| | Any contract for goods, works or services entered into by any organisation named at I.I where either party is likely to have a commercial interest in the outcome of business being decided by the LEP. | | |

| Section 4 | Land or property | Myself | Spouse/partner |
|-----------|---|--------|----------------|
| | <p>Any interest you or any organisation listed at I.1 may have in land or property which is likely to be affected by a decision made by the LEP.</p> <p>This would include, within the area of the LEP:</p> <ul style="list-style-type: none"> ○ Any interest in any land in the LEP areas, including your place(s) of residency ○ Any tenancy where the landlord is the LEP and the tenant is a body in which the relevant person has an interest ○ Any licence for a month or longer to occupy land owned by the LEP. <p>For property interests, please state the first part of the postcode and the Local Authority where the property resides. If you own/lease more than one property in a single postcode area, please state this.</p> | | |

| Section 5 | Securities | Myself | Spouse/partner |
|-----------|--|--------|----------------|
| 5.1 | <p>Any interest in securities of an organisation under 1.1 where:-</p> <p>(a) that body (to my knowledge) has a place of business or land in the area of the LEP; and</p> <p>(b) either –</p> <p>(i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or</p> <p>(ii) if the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which has an interest exceeds one hundredth of the total issued share capital of that class.</p> | | |

| Section 6 | Gifts and hospitality | Myself | Spouse/partner |
|-----------|--|--------|----------------|
| | Any gifts and/or hospitality received as a result of membership of the LEP (above the value of £50). | | |

Other interests

Membership of Organisations

I am a member of, or I am in a position of general control, a trustee of, or participate in the management of:

1. Any body to which I have been appointed or nominated by the LEP:

2. Any body exercising functions of a public nature (eg school governing body or another LEP):

3. Any body directed to charitable purposes:

4. Any body, one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union):

5. Any local authority (please state any interests you hold as LA leaders/cabinet members for LA land, resources and the LA's commercial interests):

6. Any other interest which I hold which might reasonably be likely to be perceived as affecting my conduct or influencing my actions in relation to my role.

Member's declaration and signature

I confirm that having carried out reasonable investigation, the information given above is a true and accurate record of my relevant interests, given in good faith and to the best of my knowledge;

| | |
|---|--|
| Date | |
| Member's Name <i>(Capitals – in full)</i> | |
| Signature | |

RECEIPT BY LEP

| | |
|---|--|
| Date received by the LEP | |
| Signature of LEP Chief Executive | |

RECEIPT BY S151/S73 OFFICER

| | |
|--|--|
| Date received by the S151/S73 Officer | |
| Signature of S151/S73 Officer | |

Appendix I: Conflicts of Interest Policy
(see Section C of the Governance Framework)

G Accountable Body Agreement

Dated

2015

(1) WILTSHIRE COUNCIL

(2) SWINDON BOROUGH COUNCIL

**(3) SWINDON AND WILTSHIRE LOCAL
ENTERPRISE PARTNERSHIP**

ACCOUNTABLE BODY AGREEMENT

This Agreement made on

2015

BETWEEN:

1. **WILTSHIRE COUNCIL** of County Hall, Bythesea Road, Trowbridge, Wiltshire, BA14 8JN (“**Wiltshire**”);
2. **SWINDON BOROUGH COUNCIL** of Civic Offices, Euclid Street, Swindon, SN1 2JH (“**Swindon**”); and
3. **SWINDON AND WILTSHIRE LOCAL ENTERPRISE PARTNERSHIP** of Wiltshire Council Offices, Monkton Park, Chippenham, SN15 1ER (“**SWLEP**”)

(being either a “**Party**” or together “**the Parties**”)

BACKGROUND

- A. SWLEP was established in 2011 with the aim of stimulating growth in the economy across the Wiltshire and Swindon area. In part it aims to do this by playing a central role in determining local economic priorities and undertaking activities to drive economic growth and the creation of local jobs. It is a primary partnership between the business community and the two local councils; Wiltshire and Swindon.
- B. Central government has requested that all Local Enterprise Partnerships (“LEPs”) develop a single assurance framework to cover all devolved government funding received by LEPs. SWLEP has been allocated monies from central government which can only be paid to a local authority nominated as an accountable body. Wiltshire has agreed that it will act as the accountable body in respect of funding received by SWLEP.
- C. The purpose of this Accountable Body Agreement is to set out the respective roles and responsibilities of Wiltshire acting as the accountable body for the SWLEP and Swindon and associated matters in relation to the application and allocation of the devolved government funding to relevant projects and programmes.
- D. Swindon and Wiltshire are empowered under Section 1(1) Localism Act 2011.

IT IS AGREED AS FOLLOWS:

I Definitions

1.1 In this Agreement the following terms shall have the following meanings:

Accountable Body means Wiltshire;

Agreement means this Accountable Body Agreement and any schedules;

Chief Executive means the Chief Executive of Swindon;

Corporate Director means the Corporate Director with responsibility for economy and enterprise in Wiltshire or in his absence one of the other corporate directors in Wiltshire.

EIR means the Environmental Information Regulations 2004;

FOIA means the Freedom of Information Act 2000;

Financial Year means during the continuance of the Agreement any period commencing on 1st April and ending on 31st March or part thereof

Funding means all and any devolved government funding including the Local Growth Fund held by Wiltshire as accountable body and to be allocated by SWLEP pursuant to the Assurance Framework;

Projects/Programmes the schemes allocated the Funding;

Scheme Promoters means Wiltshire or Swindon or such other organisation which supports and promotes any of the Projects or Programmes;

The SWLEP Assurance Framework means the Swindon and Wiltshire Local Enterprise Partnership (SWLEP) Assurance Framework dated March 2015, a copy of which is set out in Schedule 2.

1.1 Headings contained in this Agreement are for reference purposes only and should not be incorporated into this Agreement and shall not be deemed to be any indication of the meaning of the clauses to which they relate.

1.2 References to any statute or statutory provision include references to:

1.2.1 all Acts of Parliament and all other legislation having legal effect in the United Kingdom;

1.2.2 any subsequent statutes directly or indirectly amending, consolidating, extending, replacing or re-enacting that statute and also include any orders, regulations, instruments or other subordinate legislation made under that statute;

2 Duration

2.1 This Agreement shall commence on the date hereof and shall continue in effect until either Wiltshire or Swindon terminates the Agreement in accordance with Clause 13 of this Agreement.

3 Roles and responsibilities

3.1 It is the overriding responsibility of SWLEP to ensure that SWLEP allocates or otherwise deals with the Funding in such a way which does not breach the terms and conditions upon which Wiltshire as Accountable Body has received the Funding for the purposes of the SWLEP and is in accordance with the SWLEP Assurance Framework.

3.2 The roles and responsibilities of the Parties are set out in the Schedule 1 to this Agreement.

4 Governance and decision making

4.1 The governance and working arrangements between the Parties shall be in accordance with the SWLEP Assurance Framework.

5 Financial Arrangements

5.1 Unless otherwise agreed, Swindon and Wiltshire is each solely responsible for Projects or Programmes for which either are the Scheme Promoter in their respective administrative areas and in respect thereof for compliance with any grant conditions which shall include the obligation to repay in whole or part the Funding in the event of non-compliance with any conditions.

5.2 As the Accountable Body Wiltshire will enter into any required grant funding or loan agreement with a Scheme Promoter in relation to any part of the Funding allocated to such Scheme Promoter substantially which shall substantially be in the form of Grant Agreement attached in Schedule 3.

5.3 In the event that a Scheme Promoter who is a recipient of any part of the Funding granted by SWLEP fails to comply with the terms and conditions or any other aspect of any grant funding or loan agreement, Wiltshire as the Accountable Body will use reasonable endeavours to recover such sums as may be due and to enforce such terms.

5.4 Wiltshire as the Accountable Body shall:

5.4.1 establish and maintain a financial system to account for all monies received and disbursed on behalf of SWLEP;

5.4.2 transfer, subject to due diligence, the Funding for the Projects/Programmes on behalf of the SWLEP ;

5.4.3 receive income and make timely payments for and on behalf of SWLEP;

- 5.4.4 maintain proper records of all monies received and disbursed for SWLEP and make such records available for inspection by both internal and external regulators;
 - 5.4.5 arrange regular audit examination of SWLEP activities with regards to use of public resources and, following each audit, present a report to SWLEP with recommendations to strengthen their governance and management practices;
 - 5.4.6 supply, as necessary, completed statements of income, expenditure and disbursement to SWLEP, funding organisations, central government and external auditor.
- 5.5 Interest shall accrue on the Funding which shall be held by Wiltshire and as agreed between the Parties distributed, taking into account the reasonable costs of Wiltshire for acting as the Accountable Body. The Parties will use their reasonable endeavours to agree a more detailed procedure in relation to such interest during the continuance of the Agreement.
- 5.6 Where all the Parties agree, and in the event that there is a requirement to undertake any re-profiling of the Funding in any Financial Year, that part of the Funding which has been the subject of such re-profiling shall be available to either Wiltshire or Swindon for any of their respective capital projects. Such amount of such Funding utilised by either Swindon or Wiltshire in accordance with this Clause 5.6 shall be provided for in either of the Party's budgets for the next Financial Year and immediately reimbursed to SWLEP at the start of the next Financial Year.
- 5.7 SWLEP and Swindon shall:
- 5.7.1 Co-operate with and assist Wiltshire acting in its role as accountable body in undertaking the day to day responsibility for financial matters;
 - 5.7.2 Co-operate with and assist Wiltshire in regular audit examinations of all operating systems;
 - 5.7.3 Report any financial irregularity or suspected irregularity in the use of any of the Funding to Wiltshire.

6 Record Keeping and Communication

- 6.1 The Parties shall ensure that a proper record is kept of the proceedings of the SWLEP.

- 6.2 A communication protocol in relation to publicity and disclosure of information shall be agreed between the Parties including the management and timing of such communications.

7 Freedom of Information

- 7.1 SWLEP and Swindon acknowledges that Wiltshire as Accountable Body is subject to the requirements of the FOIA and the EIR and shall:

- 7.1.1 provide all necessary assistance and cooperation as reasonably requested by Wiltshire to enable Wiltshire to comply with its obligations under the FOIA and the EIR; and
- 7.1.2 provide Wiltshire with a copy of all information belonging to Wiltshire requested in the Request for Information which is in its possession or control in the form that Wiltshire requires within 7 Working Days (or such other period as Wiltshire may reasonably specify) of Wiltshire's request for such information; and
- 7.1.3 not respond directly to a Request for Information unless authorised in writing to do so by Wiltshire.

- 7.2 SWLEP and Swindon acknowledges that Wiltshire may be required under the FOIA and the EIR to disclose Information concerning this Agreement without consulting or obtaining consent from either the SWLEP or Swindon. In these circumstances Wiltshire shall, in accordance with any relevant guidance issued under the FOIA, take reasonable steps, where appropriate, to give the SWLEP or Swindon advance notice, or failing that, to draw the disclosure to the SWLEP or Swindon's attention after any such disclosure.

- 7.3 The Parties acknowledge that where any of them receives a Request for Information not relating to Wiltshire as Accountable Body but otherwise in relation to Projects and Programmes, such a Request for Information will be dealt with by the recipient in accordance with the provisions of the FOIA.

8 Data Protection

- 8.1 The Parties shall comply with their obligations under the Data Protection Act 1998 in the performance of their obligations under this Agreement.
- 8.2 The provisions of this Clause 8 shall apply during the continuance of the Agreement and indefinitely after its expiry or termination.

9 Confidentiality

- 9.1 Neither Party will use or disclose any confidential information provided by the other pursuant to this Agreement otherwise than for the performance of

their obligations under this Agreement, save as may be otherwise agreed or required by law.

- 9.2 For the avoidance of doubt, confidential information shall not include:
- 9.2.1 any information obtained from a third party who is free to divulge such information;
 - 9.2.2 any information which is already in the public domain otherwise than as a breach of this Agreement; or
 - 9.2.3 any information which was rightfully in the possession of a Party prior to the disclosure by the other Party and lawfully acquired from sources other than the other Party.
- 9.3 Subject to Clause 9.2 the Parties shall not make any press announcement or publicise the Agreement or any part of the Agreement in any way, except with the agreement of the Parties

10 Equality

- 10.1 The Parties shall perform its obligations under this Agreement in accordance with:
- 10.1.1 all applicable equality Law (whether in relation to race, sex, gender reassignment, age, disability, sexual orientation, religion or belief, pregnancy, maternity or otherwise);
 - 10.1.2 any applicable equality and diversity policy of the Parties from time to time; and
 - 10.1.3 take all necessary steps, and inform each other of the steps taken, to prevent unlawful discrimination designated as such by any court or tribunal, or the Equality and Human Rights Commission or (any successor organisation).

11 Social Value

- 11.1 In performing their obligations in pursuance of these this Agreement the Parties shall comply with the requirements of Public Services (Social Value) Act 2012.

12 Environmental

- 12.1 In performing their obligations in pursuance of this Agreement the Parties shall at all times co-operate with each other to improve environmental

performance where it is not detrimental to the interests of any Party to do so.

13 Termination on notice

13.1 This Agreement shall continue in full force and effect unless or until either Wiltshire or Swindon serve at least twelve months' notice to terminate to the other Parties or by mutual agreement of the Parties at any time.

14 Disputes

14.1 Prior to action under paragraph 79 of the SWLEP Assurance Framework, if any Party has any issues, concerns or complaints about any matter relating to this Agreement that Party shall notify the other Party/Parties and the Parties shall then seek to resolve the issue by a process of consultation. If the issue cannot be resolved within a reasonable period of time, the matter shall be escalated to the Corporate Director and the Chief Executive to resolve such dispute negotiating on the basis of good faith.

14.2 If any Party receives any formal inquiry, complaint, claim or threat of action from a third party they shall notify the other Parties and co-operate with each other to respond, or take such action, as is appropriate and/or necessary.

15 The Contracts (Rights of Third Parties) Act 1999

15.1 The Contracts (Rights of Third Parties) Act 1999 shall not apply to this Agreement but this does not affect any rights which are available apart from this Act.

16 General

16.1 Each of the Parties represents and warrants to the other that it has full capacity and authority, and all necessary consents, licences and permissions to enter into and perform its obligations under the Agreement, and that the Agreement is executed by its duly authorised representative.

16.2 The Agreement cannot be varied except in writing signed by a duly authorised representative of the Parties.

16.3 The Agreement contains the whole agreement between the Parties and supersedes and replaces any prior written or oral agreements, representations or understandings between them. The Parties confirm that they have not entered into the Agreement on the basis of any representation that is not expressly incorporated into the Agreement. Nothing in this clause shall exclude liability for fraud or fraudulent misrepresentation.

- 16.4 Any waiver or relaxation either partly, or wholly of any of the terms and conditions of the Agreement shall be valid only if it is communicated to the other Party in writing and expressly stated to be a waiver. A waiver of any right or remedy arising from a breach of contract shall not constitute a waiver of any right or remedy arising from any other breach of the Agreement.
- 16.5 The Agreement shall not constitute or imply any partnership, joint venture, agency, fiduciary relationship or other relationship between the Parties other than the contractual relationship expressly provided for in the Agreement. Neither Party shall have, nor represent that it has, any authority to make any commitments on the other Party's behalf.
- 16.6 Except as otherwise expressly provided by the Agreement, all remedies available to either Party for breach of the Agreement (whether under the Agreement, statute or common law) are cumulative and may be exercised concurrently or separately, and the exercise of one remedy shall not be deemed an election of such remedy to the exclusion of other remedies.
- 16.7 If any provision of the Agreement is prohibited by law or judged by a court to be unlawful, void or unenforceable, the provision shall, to the extent required, be severed from the Agreement and rendered ineffective as far as possible without modifying the remaining provisions of the Agreement, and shall not in any way affect any other circumstances of or the validity or enforcement of the Agreement.

17 Notices

- 17.1 Any notice to be given under the Agreement shall be in writing and may be served by personal delivery, first class recorded or e-mail to the address of the relevant Party set out below, or such other address as that Party may from time to time notify to the other Party in accordance with this clause.

18 English Law

- 18.1 This Agreement and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales.

IN WITNESS WHEREOF the parties have signed this Agreement as a Deed on the day and year first before written.

EXECUTED as a DEED BY)
THE COMMON SEAL OF WILTSHIRE)
COUNCIL being affixed hereto and)
authenticated by the undermentioned person)
authorised by the Council to act for that purpose:)

.....
Authorised Signatory

EXECUTED as a DEED BY)
THE COMMON SEAL OF SWINDON BOROUGH)
COUNCIL being affixed hereto and)
authenticated by the undermentioned person)
authorised by the Council to act for that purpose:)

.....
Authorised Signatory

.....
Signed for and on behalf of
SWINDON AND WILTSHIRE LOCAL ENTERPRISE PARTNERSHIP

Schedule I

Roles & Responsibilities

I.1 Wiltshire shall:

- I.1.1 Ensure that the decisions and activities of the SWLEP conform with legal requirements with regard to freedom of information, equalities, the environment and other matters.
- I.1.2 Ensure (through the Section 151 officer) that funds are used appropriately using the same checks that Wiltshire Council would of its own funds and in line with any grant conditions in the grant condition letter through a Section 31 Grant Determination (and not for its own purposes or without consent of the SWLEP).
- I.1.3 Ensure that the SWLEP Assurance Framework is being adhered to.
- I.1.4 Ensure the official record of SWLEP proceedings is maintained and having access to all relevant SWLEP documents.
- I.1.5 Take responsibility for the decisions of the SWLEP in approving schemes (e.g. if subjected to legal challenge) as per the Legal Frameworks and Agreements between the Accountable Body, SWLEP and Scheme Promoters.
- I.1.6 Ensure that there are arrangements for local audit of funding allocated by the SWLEP comparable to Wiltshire Council's own arrangements for local authority spend.

I.2 SWLEP shall:

- I.2.1 Comply with the SWLEP Assurance Framework.
- I.2.2 Develop strategic economic plans and policies, including amendments to the Swindon and Wiltshire Strategic Economic Plan.
- I.2.3 Identify a prioritised list of schemes within the available budget including under / over programming to enable prudent management.
- I.2.4 Make decisions based on the scrutiny of individual scheme business cases.
- I.2.5 Approve the release of funding in consultation with the Accountable Body Section 151 Officer and in accordance with the Accountable Body Legal Agreement to the relevant scheme promoter in line with any grant conditions in the grant condition letter through a Section 31 Grant Determination.
- I.2.6 Using reasonable endeavours ensure value for money is achieved.
- I.2.7 Monitor progress of scheme delivery and spend.
- I.2.8 Use reasonable endeavours to ensure on-time delivery of schemes to the programme.
- I.2.9 Actively manage the devolved budget and programme to respond to changed circumstances.

I.3 Swindon shall:

- I.3.1 Comply with the terms and conditions of the Funding received by Wiltshire as the accountable body in relation to SWLEP pertaining to the administrative area of Swindon.
- I.3.2 Comply with the SWLEP Assurance Framework.
- I.3.3 Provide all necessary assistance to SWLEP and Wiltshire in relation to Projects and Programmes which operate in the administrative area of Swindon.

Schedule 2

SWLEP Assurance Framework

(See Section F of the Governance Framework)

H Code of Conduct

All members of the SWLEP Board, its Subgroups and officers shall, when carrying out any duties or responsibilities on behalf of the SWLEP, and at all other times, abide by the 7 principles of public life: as set out in Section 28 of the Localism Act 2011⁹;

1. Selflessness;
2. Integrity;
3. Objectivity;
4. Accountability;
5. Openness;
6. Honesty; and
7. Leadership

Board Members are expected to conduct themselves in accordance with these principles, which underpin the purpose and provisions of the Code of Conduct. The 7 principles of public life are taken to be consistent with the following:

| | |
|----------------|--|
| Selflessness | Holders of public office should act solely in terms of the public interest. They should not do so in order to gain financial or other benefits for themselves, their family or their friends |
| Integrity | Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their official duties. |
| Objectivity | In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit. |
| Accountability | Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office. |
| Openness | Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands it. |
| Honesty | Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest. |
| Leadership | Holders of public office should promote and support these principles by leadership and example. |

On joining the SWLEP Board, all members shall make a written declaration of their agreement to the Board's Governance Framework which includes this code of conduct.

⁹ <http://www.legislation.gov.uk/ukpga/2011/20/section/28/enacted>

Accordingly, Board Members, when conducting themselves in accordance with these principles:

- must act in a manner consistent with the SWLEP's equality and diversity strategy and treat their fellow Board Members, members of staff and others they come into contact with when working in their role with respect and courtesy at all times.
- must act solely in the public interest and should never improperly confer an advantage or disadvantage on any person or act to gain financial or other material benefits for their selves, their family, a friend or close associate.
- must not place themselves under a financial or other obligation to outside individuals or organisations that might be reasonably regarded to influence them in the performance of their official duties.
- when carrying out their SWLEP duties they must make all choices, such as making appointments, awarding contracts or recommending individuals for rewards or benefits, based on evidence.
- are accountable for their decisions and must co-operate fully with whatever scrutiny is appropriate to their position. They must be as open as possible about both their decisions and actions and the decisions and actions of the SWLEP. In addition, they should be prepared to give reasons for those decisions and actions.
- must declare any private interests, both pecuniary and non-pecuniary, including membership of any Trade Union, political party or local authority that relates to their SWLEP duties. Furthermore, they must take steps to resolve any conflicts arising in a way that protects the public interest.
- must, when using or authorising the use by others of the resources of the SWLEP, ensure that such resources are not used improperly for political or personal purposes (including party political purposes).
- must promote and support high standards of conduct when serving in their SWLEP post, in particular as characterised by the above requirements, by leadership and example.

Gifts and Hospitality

1. All Members of the Board should follow the gifts and hospitality policy of Wiltshire Council as the Accountable Body as set out in Part 12 of its Constitution¹⁰.

Complaints and Whistle-Blowing

2. Any individual or organisation is entitled to make a complaint about the work of the SWLEP if they feel that it is not being conducted in accordance with the Governance Framework. All complaints will be dealt with by the SWLEP using its complaints and whistleblowing procedures (Sections L and M of the Governance Framework).

¹⁰ <https://cms.wiltshire.gov.uk/mglistgifts.aspx?bcr=1>

I Transparency Code

The SWLEP shall comply with the spirit of the Local Government Transparency Code 2015.

Section J: Remuneration and expenses policy

1. Remuneration

1.1 Chair's remuneration

The Chair of the SWLEP is entitled to receive an allowance of £10,000 per annum. This payment is intended to recognise the time commitment involved in delivering the role, including such inevitable calls on their time as meeting with the SWLEP Director, the LEP Network and South West LEP Network, events and representations to Government and various SWLEP meetings as set out in the Assurance Framework. It is also intended to cover incidental costs such as the use of their homes.

1.2 SWLEP Staff

The SWLEP Director is appointed through a formal selection and interview process. An interview panel comprising at least 3 public and private sector Board Members will be convened to shortlist and interview candidates and to select the appointee.

SWLEP staff are employed by Wiltshire Council and the SWLEP operates in line with Wiltshire Council's job evaluation process (JEQ) in order to set the grade and remuneration scale for new staff joining the SWLEP team. Each JEQ is evaluated by a team of Human Resources specialists before the post is openly advertised. This is to ensure that jobs are graded fairly and equitably, and that the SWLEP complies with the equal pay act. The HAY evaluation scheme is used to evaluate the Senior Management jobs at the SWLEP whilst the Greater London Provincial Council (GLPC) scheme is used to evaluate the remainder of roles. Interviews will be performed by the SWLEP Executive team with a Board Member. Appointments will be made by the Director in consultation with the Board Member and Executive team.

2. Travel and subsistence expenses

2.1 SWLEP staff

Staff working for the SWLEP are employed by the Wiltshire Council as its Accountable Body and as such are entitled to claim expenses in accordance with the policy in place at Wiltshire Council. Consultants are entitled to claim expenses as agreed by contract.

2.2 Board Member travel expenses

All elected Board Members, including the Chair, are entitled to claim expenses to cover travel and subsistence in performing their role as a Board Member. Mileage will be paid to cover travel incurred to and from meetings arranged by the SWLEP or where Board Members are asked to represent the SWLEP as well as for occasional travel to other events

and meetings as required. Wherever possible, Board Members will travel by the most cost-effective means and the rate reimbursed will be in line with Wiltshire Council's travel allowance policy:

- a. Standard class rail fare, or ordinary fare for other public transport, or the appropriate cheap rate where applicable. NB Standard class rail travel must always be used. If the train's Standard class accommodation is full, Board Members may travel First class.
- b. The mileage rate is 45p rate for the first 10,000 miles, and 25p for each subsequent mile. The rate for travel by a Board Member in a private car is linked to the inland revenue rate (currently 45p per mile) and any movement in that rate will trigger an automatic change in the Board Members' rate.
- c. A cycle allowance of 40p per mile.
- d. An allowance of 5p per mile when giving passengers a lift.
- e. Hire of taxi cabs in cases of urgency or unavailability of public transport.
- f. Expenditure on tolls, ferries, parking fees etc, and overnight parking.
- g. Air travel is not anticipated however in exceptional circumstances, if travelling by air the cost must not exceed the rate applicable to travel by appropriate alternative means of transport together with an allowance equivalent to the amount of any saving in subsistence allowance consequent on travel by air. The SWLEP Director is authorised to approve air travel for Board Members or SWLEP staff when they consider that the saving in time is so substantial as to justify payment of the fare for travel by air, and in such cases there may be paid an amount not exceeding:
 - i. the ordinary fare or any available cheap fare for travel by regular air service, or;
 - ii. where no such service is available or in case of urgency, the fare actually paid by the Board Member or SWLEP staff member.

2.2 Board Member subsistence allowance

Board Members will be entitled to claim subsistence when they are representing the SWLEP and are required to travel. Subsistence is not payable where a meal is provided free of charge. Given the length of the Board Meetings, the SWLEP will provide a buffet lunch for Board Members, Advisers and Observers after each Board meeting. The subsistence allowance is:

- a. Subsistence and overnight allowances be linked to those paid for SWLEP staff with the exception of lunch allowance which is payable for Board Members and Advisers when in attendance and evidenced by receipts.
- b. In the case of an absence not involving an overnight absence from a Board Members' usual place of residence:

| Subsistence type | Qualifying criteria | £maximum |
|-------------------------|--|---|
| Breakfast | departure from normal place of residence before 7am for an absence of at least 3 hours | £15.00 |
| Lunch | departure from normal place of residence before 12 noon and return after 2pm | £15.00 |
| Tea | return to normal place of residence after 6.30pm, following an absence of at least 3 hours | £3.35 |
| Dinner | return to normal place of residence after 8.30pm, following an absence of at least 3 hours | £35.00 |
| Overnight | overnight absence from the usual place of residence (excluding London). This is the maximum payable for a complete 24 hour period of absence from normal place of residence and includes allowances for all meals listed above. It cannot be claimed if overnight accommodation has been paid for direct by the council. | £120.00 In London ¹¹ : £160.00 |

2.3 Meals on Trains

When main meals (that is, a full breakfast, lunch or dinner) are taken on trains during a period for which there is an entitlement to day subsistence, the reasonable cost of the meals (including VAT), may be reimbursed in full. Where the cost of meals taken on trains is reimbursed, absence from the normal place of residence must be consistent with absences listed in the table above.

3. SWLEP hospitality events

From time to time the SWLEP will hold evening events and dinners for example as part of new Board Members' induction or to host inward investment visits. Travel to and from the event or dinner can be claimed by Board Members as per the travel policy above. In these instances, the reasonable cost of food and refreshments will be met by the SWLEP with the SWLEP Director's approval.

4. Claims and payments

The Chair's allowance will be paid in 12 equal payments upon receipt of a SWLEP expenses claim form. The SWLEP Director will authorise the claim each month in order that it is processed through Wiltshire Council's payment system in the same manner as all other payments made by the SWLEP.

All travel and subsistence claims should be made monthly using a SWLEP expenses claim form and should include VAT receipts to evidence the claim including petrol receipts for

¹¹ For the purpose of this paragraph, London means the City of London and the London boroughs of Camden, Greenwich, Hackney, Hammersmith and Fulham, Islington, Kensington and Chelsea, Lambeth, Lewisham, Southwark, Tower Hamlets, Wandsworth and Westminster.

mileage claims. The SWLEP Director will authorise the claim before it is processed through Wiltshire Council's payment system in the same manner as all other payments made by the SWLEP.

Section K: SWLEP Board recruitment

I. Board Membership

The SWLEP has a Board with a minimum of 14 and a 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 Members representing the business community. Alongside the business community is the active involvement of Local Government through the role of the Leaders of the two Unitary Authorities as Board Members and the Commander of the Military HQ South West. The structure of the SWLEP Board is displayed in Table I.

Table I: Local Enterprise Partnership Board Membership

| Role | Organisation | Appointment | Length of Tenure |
|------------------------------|---|----------------------|------------------------------|
| Chair | Private sector (mandated) | Voted by SWLEP Board | 3 years, but can be extended |
| Vice Chair | Private sector | Voted by SWLEP Board | 3 years but can be extended |
| Local Authority Board Member | Leader, Swindon Borough Council | Permanent | Permanent |
| Local Authority Board Member | Leader, Wiltshire Council | Permanent | Permanent |
| Board Member | Commander Military HQ South West | Permanent | Permanent |
| Board Member | Education sector | Voted by SWLEP Board | 3 years but can be extended |
| 8 x Board Member | Private sector | Voted by SWLEP Board | 3 years but can be extended |
| Role | Organisation | Appointment | Length of Tenure |
| Advisor | Swindon Borough Council Chief Executive | Permanent | Permanent |
| Advisor | Wiltshire Council Corporate Director | Permanent | Permanent |

The SWLEP Board is responsible for:

- The development, review and refresh of the Strategic Economic Plan;

- The successful and effective delivery of the City Deal, Strategic Economic Plan, the Growth Deal and projects resourced by the Growing Places Infrastructure Fund and;
- The approval of scheme funding on the basis of recommendations from the relevant Sub-groups.

2. Board Member, Chair and Vice Chair Recruitment

2.1 Board Member Recruitment

Non-permanent Members of the SWLEP Board will be recruited through an openly advertised process which may involve the use of a recruitment agency. The SWLEP Director co-ordinates recruitment process on behalf of the Board in consultation with the SWLEP Chair.

Candidates are shortlisted and interviewed by a panel comprising the Chair and 2 private sector Board Members supported by the Advisers to the two Unitary Authorities and the SWLEP Director. Preferred candidates are invited to a second interview with the same panel plus the two Unitary Authority Board Members supported by the SWLEP Director.

The appointment of successful candidate(s) will be subject to the approval of the SWLEP Board at its next meeting and its decision will be minuted. The Board Member's term of tenure commences from the date of this Board meeting.

2.2 Chair recruitment

The appointment of the Chair will follow the same process as the appointment of a Board Member and will be supported by the SWLEP Director.

2.3 Vice Chair recruitment

The Vice Chair of the SWLEP Board will be appointed from existing private sector Board Members. Candidates will be asked to put themselves forward with a seconder. Where there are multiple candidates, the remaining Board Members will be asked to come to a consensus or vote and the decision will be minuted. Tenure will commence from the date of the vote.

3. Reappointment of Board Members for a subsequent term

Once a Board Member's term of tenure is over they can be reappointed to the Board by securing a proposer and seconder from existing Board Members. The Board will decide whether to reappoint the Board Member at its next meeting and the decision will be minuted. Reappointment will be limited to a maximum of three terms of office.

Any debate and vote, if required, will be undertaken in private as a part two Board agenda item and in the absence of the Board Member(s) seeking reappointment (Assurance

Framework Appendix C). Where a Board Member is reappointed, their term of tenure starts from the date of the Board meeting when the decision to reappoint was taken.

4. Resignation from the Board

All Members of the Board can resign at any point during their term of tenure by approaching the Chair in writing giving 2 months' notice where possible to assist with succession planning. In exceptional circumstances, a resignation can take place with immediate effect subject to the discretion of the SWLEP Chair. Resignations from the Board will be announced at the next Board Meeting and minuted.

5. Dismissal from the Board

In the event of a complaint that an alleged action or actions by a Board Member or a number of Board Members contravene(s) the SWLEP Code of Conduct, the Board will convene a group of 3 independent individuals appointed by the Director (The Independent Review Panel), who are not Board Members, are not conflicted by the allegation and have the required skills to review the veracity of the allegation. The group is charged with making a decision as to whether the allegation is fully or partially proven or unproven. The Independent Review Panel will report to the Board on the outcome of its review, including recommending to the Board what action it should take in respect of the Board Member or number of Board members who were the subject of the complaint.

When a complaint is received, the Chair (or in their absence the Vice-Chair), after taking advice from the Director will decide whether or not they should make an immediate recommendation to the Board to suspend the member or members from attending Board meetings and Board business subject to the complaint pending the outcome of the investigation by the Independent Review Panel and the response of the Board to the Panel's recommendations. Suspension is a neutral act enabling a full investigation to be carried out and is not intended to pre-judge the outcome of the investigation. It is expected that such investigations will be completed within 30 working days of the Board's decision to investigate. However the Board may extend the time for completion of an investigation where it considers it is necessary to do so.

If the complaint or allegation is upheld following the investigation and depending on the severity of the complaint or allegation, the Board Member may receive training or ultimately be dismissed from the Board.

Section L: SWLEP complaints policy

Confidential reporting of complaints

1. The Swindon & Wiltshire Local Enterprise Partnership is committed to creating a work environment with the highest possible standards of openness, probity and accountability. In view of this commitment we encourage employees and others with serious concerns about any aspect of the Swindon & Wiltshire Local Enterprise Partnership's work to come forward and voice those concerns without fear of reprisal.
2. For employees and those working closely with the Swindon & Wiltshire Local Enterprise Partnership, please follow the whistleblowing policy on our website.
3. For third parties and members of the public, please follow the confidential complaints procedure outlined below.
4. However, if a member of the public or third party believes that their complaint fits the description below; they can elect to report their concerns through the whistleblowing policy procedure.

Whistleblowing

5. Where an individual who has concerns about a danger, risk, contravention of rules or illegality provides useful information to address this. In doing so they are acting in the wider public interest, usually because it threatens others or impacts on public funds. By contrast, a grievance or private complaint is a dispute about the individual's own position and has no or very limited public interest.

Confidentiality

6. If a member of the public or a third party wants to make a confidential complaint or raise a concern, it will be treated in confidence and every effort will be made to protect the person's identity if they wish to remain anonymous. The Swindon & Wiltshire Local Enterprise Partnership will investigate all complaints or allegations.

Anonymous allegations

7. The Swindon & Wiltshire Local Enterprise Partnership takes all complaints and concerns raised by members of the public and third parties seriously. We will investigate anonymous allegations. However, we remind complainants that when people put their names to an allegation the ability to investigate and therefore reach firm conclusions is strengthened. Concerns expressed anonymously will be considered at the discretion of the Swindon & Wiltshire Local Enterprise Partnership. When exercising this discretion the factors to be taken into account would include:

- the seriousness of the issue raised;
 - the credibility of the concern; and
 - the likelihood of confirming the allegation from attributable sources.
8. The Ministry of Housing, Communities and Local Government may request information arising from this process if they have concerns regarding a Swindon & Wiltshire Local Enterprise Partnership or have been approached with similar complaints. The expectation is that this information will be provided on an anonymous basis. However, it may be necessary to provide personal details to progress a complaint.
 9. Where details are gathered, the Swindon & Wiltshire Local Enterprise Partnership will put in place appropriate data protection arrangements in line with the Data Protection Act 1998.

Confidential Complaints Procedure

10. The Swindon & Wiltshire Local Enterprise Partnership is aware that the organisation's ordinary complaints procedure may not be suitable if someone wants the complaint to remain confidential. If you would like to make a confidential complaint please write or email to:
 11. Paddy Bradley, Director (paddy.bradley@swlep.co.uk) or John Mortimer, Chairman (john.mortimer@swlepchairman.co.uk).
 12. State that you want the complaint to remain confidential.

Action taken by the SWLEP

13. The designated complaints officer will raise your concern and investigate the complaint. You can expect the officer to:
 - Contact you within 10 clear working days to acknowledge the complaint and discuss the appropriate course of action.
 - Write to you within 28 clear working days with findings of the investigation. If the investigation has not concluded within 28 clear working days, the officer will write to you to give reasons for the delay in resolving the complaint.
 - Take the necessary steps to rectify the issue.
14. If you are unhappy with the outcome of the complaint or the complaint involves those responsible for the confidential complaints procedure:

- You can escalate your concerns through other organisations mentioned in the normal complaints procedure e.g. the LEP's Accountable Body which is Wiltshire Council. A copy of Wiltshire Council's Complaints Policy is available [here](#).
- If you are either unable to raise the matter with the Swindon & Wiltshire Local Enterprise Partnership or you are dissatisfied with the action taken you can report it direct to the Cities and Local Growth Unit in the Ministry of Housing, Communities and Local Government and the Department for Business, Energy and Industrial Strategy, at the following email address: LEPPolicy@communities.gsi.gov.uk or by writing to: LEP Policy Deputy Director, Cities and Local Growth Unit, Fry Block, 2 Marsham Street, London, SW1P 4DF. You should clearly mark your email or letter as "Official - complaints".

Section M: SWLEP whistleblowing policy

Introduction

1. A Discloser is the person who is the whistle-blower.
2. This procedure outlines the process to follow for a Discloser when reporting a perceived wrongdoing within the SWLEP, including something they believe goes against the core values of Standards in Public Life (the Nolan Principles) and the Code of Conduct for SWLEP Board Members and staff. The Standards in Public Life include the principles of; integrity, objectivity, accountability, openness, honesty, leadership and impartiality.
3. In particular SWLEP Board Members, as the key decision makers of the SWLEP, have a right and a responsibility to speak up and report behaviour that contravenes these values.
4. It is important that this procedure is followed when raising any concerns, to ensure that the matter is dealt with correctly.

Definitions

5. This document uses the following definitions:
 - *Whistleblowing* - where an individual who has concerns about a danger, risk, contravention of rules or illegality provides useful information to address this. In doing so they are acting in the wider public interest, usually because it threatens others or impacts on public funds. By contrast, a grievance or private complaint is a dispute about the individual's own position and has no or very limited public interest.
 - *The SWLEP – Swindon and Wiltshire Local Enterprise Partnership*
 - *Discloser* – this is the person who is the whistle-blower. They might be an employee, a SWLEP Board Member, a contractor, a third party or a member of the public.
 - *Responsible Officer* - this is the person, appointed by the SWLEP, with overall responsibility for maintaining and operating this whistleblowing policy. They will maintain a record of concerns raised and the outcomes (but will do so in a form that does not endanger confidentiality) and will report to senior decision makers as necessary. Their name is Paddy Bradley and their contact details are: Director, SWLEP, telephone 07799 595443, email: paddy.bradley@swlep.co.uk. If the concern relates to the Responsible Officer then the concern should be raised with John Mortimer, SWLEP Chairman, john.mortimer@swlepchairman.co.uk.

- *Relevant Concern* – something the Discloser has been asked to do, or is aware of, which they consider to be wrong-doing and is in the public interest.

Scope

6. The SWLEP is committed to creating a work environment with the highest possible standards of openness, probity and accountability. In view of this commitment, we encourage Disclosers with serious concerns about the work of the SWLEP to come forward and voice their concerns without fear of reprisal.
7. Disclosers should note that where the concern is one that might fall under the SWLEP's staff or work force policies on equality and diversity or harassment and bullying or other staff policies, they should consider using the reporting mechanisms for those other policies first:
<http://thewire.wiltshire.council/hrdirect/conductandperformance/grievance/grievancepolicyandprocedure.htm>
<http://thewire.wiltshire.council/hrdirect/equalityanddiversity/dignityatwork/dignityatworkpolicyandprocedure.htm>
8. The SWLEP has a pre-existing complaints procedure that in many cases will be more appropriate for third parties or members of the public to follow. Third parties or members of the public should review the separate confidential complaints procedure outlined in the SWLEP's [complaints policy](#) on the SWLEP's website first before going through the whistleblowing process.
9. However, if a member of the public or third party believes that their complaint fits the description of a 'relevant concern' outlined below, they may report their concerns through the whistleblowing policy procedure.

Policy Statement

10. The SWLEP acknowledges that Disclosers may often be the first people to realise that there may be something seriously wrong within the organisation.
11. This policy aims to:
 - Encourage people to feel confident about raising serious concerns and to question and act upon their concerns without fear of victimisation or harassment;
 - Provide avenues for Disclosers to raise those concerns and receive feedback on any action taken;
 - Allow Disclosers to take the matter further if they are dissatisfied with the SWLEP's response; and
 - Reassure all Disclosers, employees in particular who may have specific concerns about their position and employment status in the SWLEP, that they will be protected from possible reprisals or victimisation if they have a reasonable belief that they have made any disclosure in the public interest.

What is a relevant concern?

12. If a Discloser is asked to do something, or is aware of the actions of another, which they consider to be wrongdoing, they can raise it using this procedure. The Discloser must have a reasonable belief that raising the concern is in the public interest.
13. A Discloser may decide to raise a concern under the whistleblowing policy if they are aware of a situation that they feel:
 - is against the SWLEP's procedures and protocols as set out in its code of conduct and individual SWLEP Assurance Framework;
 - falls below established standards of practice the SWLEP subscribes to;
 - amounts to improper conduct; or
 - is an abuse of power for personal gain.
14. The types of matters regarded as a relevant concern for the purpose of this procedure include, but are not limited to, the following:
 - Fraud or financial irregularity;
 - Corruption, bribery or blackmail;
 - Other Criminal offences;
 - Failure to comply with a legal or regulatory duty or obligation;
 - Miscarriage of justice;
 - Endangering the health or safety of any individual;
 - Endangering the environment;
 - Improper use of authority; and
 - Concealment of any of the above.
15. Disclosers should not raise malicious or vexatious concerns, nor should they raise knowingly untrue concerns. In addition, this procedure should not be used to raise concerns of a HR/personal nature, such as, complaints relating to a management decision or terms and conditions of employment. These matters should be dealt with using the relevant alternative procedure, for example, the SWLEP grievance procedure. Equally, this policy would not apply to matters of individual conscience where there is no suggestion of wrongdoing by the SWLEP but, for example, an employee or SWLEP Board Member is required to act in a way which conflicts with a deeply held personal belief.

Safeguards

16. The Public Interest Disclosure Act (1999) gives legal protection to employees against being dismissed or penalised by their employers as a result of publicly disclosing certain serious concerns. The SWLEP believes that no member of staff should be at a disadvantage because they raise a legitimate concern.

17. The SWLEP will not tolerate harassment or victimisation and will take action to protect Disclosers when they raise a concern in the public interest.

Raising a concern

18. If a Discloser experiences something in the workplace which they consider a relevant concern, it is important that the concern is raised as early as possible. Proof is not required at this point – it is for the SWLEP to investigate. The Discloser must, however, have a reasonable belief that disclosing the information is in the public interest before raising a concern.

19. All concerns will be treated in confidence and every effort will be made to protect the Discloser's identity if they wish to remain anonymous. However, at the appropriate time, it is possible that the Discloser will need to come forward as a witness for the matter to progress.
20. It is important to follow the correct procedure when raising a whistleblowing concern. The following steps should be adhered to:
 - a. It is important that the concern is raised with the person best placed to deal with the matter, in most cases this will be the Responsible Officer. However, the Discloser may want to raise the concern with someone they know and trust, such as their line manager who can raise it with the Responsible Officer on their behalf.
 - b. If it is suspected that the concern may implicate the line manager in some way, then it could be raised with a more senior manager in the line management chain.
 - c. If the Discloser is unable to raise a relevant concern with a line manager or a senior manager or feel that it has not been adequately addressed, it should be raised directly with the Responsible Officer.
 - d. Ultimately, the Discloser can raise their concern with the SWLEP Chief Executive.

Information needed to raise a concern

21. When raising a concern under the procedure the Discloser should try to provide the following information:
 - The background and reason behind the concern;
 - Whether they have already raised a concern with anyone and the response; and
 - Any relevant dates when actions related to the concern took place.
22. This information should demonstrate that there are reasonable grounds for the concern to be acted upon. It is important that matters are not investigated by the Discloser themselves.
23. If applicable, personal interests must be declared from the outset.

How the concern will be handled

24. All investigations will be conducted sensitively and as quickly as possible. While the SWLEP cannot guarantee that the outcome will be as the Discloser may wish, it will handle the matter fairly and in accordance with this procedure.

25. Once a concern has been raised with either the line manager or Responsible Officer, Senior Manager or Chief Executive, a meeting may be arranged with them to determine how the concern should be taken forward.
26. The SWLEP may decide to take the matter forward by a number of methods, including:
 - An internal inquiry or other formal investigation;
 - An internal or external audit;
 - Referring the matter to the police;
 - Referring the matter to another relevant authority for investigation.
27. Before a final decision is taken on how to proceed, or as part of the investigation, the Discloser may be asked to meet with those investigating their allegation.
28. If a meeting is arranged, the Discloser may wish to be accompanied by a trade union representative, colleague or friend. The person who accompanies the Discloser should not be involved or have a direct interest in the area of work to which the concern relates. The meeting can be conducted over the telephone rather than face to face.
29. Within 10 clear working days of a concern being raised, the SWLEP's Responsible Officer will write to the Discloser to:
 - Acknowledge that the concern has been received;
 - Indicate how they propose to deal with the matter;
 - Give an estimate of how long it will take to provide a final response;
 - Tell the Discloser whether any initial investigation or enquiry has been made;
 - Tell the Discloser whether further investigation will be made, and if not, why not;
 - Tell the Discloser how frequently the SWLEP will keep them up to date on progress of the investigation.
30. The amount of contact between the SWLEP and the Discloser concerned will vary depending on the concern raised, any difficult issues and any further clarity required. If necessary, the SWLEP will seek further information from the Discloser.
31. The SWLEP will confirm when the matter is concluded and, if appropriate, the outcome of the investigation, maintaining security and confidentiality for all parties as far as possible.
32. Throughout any investigation, the Discloser will still be expected to continue their duties/role as normal unless deemed inappropriate.

Confidentiality and anonymity

33. The SWLEP always encourages potential Disclosers to speak up about potential serious wrongdoing in a way that they feel comfortable. The best way to raise a concern is to do so openly, as this makes it easier for the SWLEP to investigate and provide feedback.
34. Any disclosures made under this procedure will be treated in a sensitive manner. However the SWLEP recognises that the Discloser may want to raise a concern in confidence, i.e. they may want to raise a concern on the basis that their name is not revealed without their consent.
35. The SWLEP will respect any request for confidentiality as far as possible, restricting it to a 'need to know' basis. However, if the situation arises where it is not possible to resolve the concern without revealing the Discloser (for example in matters of criminal law), the SWLEP will advise them before proceeding. The same considerations of confidentiality should be afforded to the recipient(s) at the centre of the concern, as far as appropriate.
36. Disclosers may choose to raise concerns anonymously, i.e. without providing their name at all. If this is the case, the investigation itself may serve to reveal the source of information. Disclosers are therefore encouraged, where possible to put their names to concerns raised. When anonymous concerns are raised, they will be treated as credible and investigated so far as possible.

Protection

37. If a concern is raised in the reasonable belief that it is in the public interest and procedures have been followed correctly, the Discloser raising the concern will be protected by the terms of this policy and, where applicable, by whistleblowing legislation (see gov.uk for more information on who is covered by whistleblowing legislation). Where a Discloser has been victimised for raising a concern, the SWLEP concerned will take appropriate action against those responsible, in line with the SWLEP's disciplinary policy and procedures.

Changes to procedures or policy as a result of whistleblowing

38. If changes are made to SWLEP policies and processes as result of whistleblowing investigations, the SWLEP will publicise the changes as appropriate, taking into consideration the importance of protecting the anonymity and confidentiality of individuals.

Untrue allegations

39. If a Discloser makes an allegation but it is not confirmed by the investigation, no action will be taken against them. However, if a malicious or vexatious allegation is made without good reason to: cause trouble; for personal gain; or to discredit the SWLEP an investigation may take place. Where the Discloser is an employee or a SWLEP Board Member or a contractor this may result in disciplinary or other action if they have broken the terms of their employment, acted against the SWLEP Code of Conduct or broken a clause in a contract.

How this matter can be taken forward if you are not satisfied

40. This procedure is intended to provide Disclosers with an avenue to raise legitimate concerns. If you are either unable to raise the matter with the SWLEP or you are dissatisfied with the action taken you can report it directly to the Cities and Local Growth Unit in the Ministry of Housing, Communities and Local Government and the Department for Business Energy and Industrial Strategy, at the following email address: SWLEPPolicy@communities.gsi.gov.uk or by writing to: SWLEP Policy Deputy Director, Cities and Local Growth Unit, Fry Block, 2 Marsham Street, London, SW1P 4DF. You should clearly mark your email or letter as “Official - whistleblowing”.

41. In addition, if you are either unable to raise the matter with the SWLEP or you are dissatisfied with the action taken you may consider raising it with:

- The police;
- The relevant regulatory body or professional body;
- Your Trade Union;
- Your solicitor;
- Your Citizens Advice Bureau.

42. Further information and signposting for potential Disclosers is available on www.gov.uk.

43. If a Discloser does take the matter outside the SWLEP, to an external body, they should ensure they do not disclose information that is confidential, for example, if you are an employee your contract of employment may set out expectations of your regarding what is confidential.

Feedback on Whistleblowing Policy

44. Any feedback or comments on this policy should be directed to the SWLEP's Responsible Officer.