

TERMS OF REFERENCE
SOUTH EAST CONSORTIUM BOARD
May 2021

1.0 *The Board is established under Part 6 of SEC's Consortium Agreement which establishes the duties of the Board as set out below.*

Role

1.1 The Board creates the strategic context and environment for SEC. It is responsible for the overall mission, direction and strategy of the consortium. It establishes and oversees a satisfactory control framework to enable risks - financial, political reputational etc. to be assessed and managed so that the executive and the business can operate effectively. The Board will ensure that adequate resources, financial and human, are available for the business of SEC to meet its objectives. In doing this the board will demonstrate its accountability to its members.

The SEC Board is collectively responsible for making sure the consortium is successful and remains compliant with all legal and regulatory obligations by setting and monitoring the strategic direction of the organisation.

The Chair will ensure that the board performs its tasks effectively and will work with the Managing Director to ensure that the Board meets its strategic objectives and liaises with key stakeholders. The Board will be supported by the Managing Director who will be responsible for planning and meeting SEC's strategic objectives as set and agreed by the Board.

Board members are accountable to the Chair of the Board.

1.2 Purpose of the Board

- Monitor the progress of the Consortium and the achievement of the Objectives and to agree action where necessary to stimulate such progress;
- Make sure decisions taken by the Board are in the best interests of the Consortium and its Members, and promote the highest quality standards;
- In conjunction with the Executive, to promote the Consortium to prospective new users and Members;
- to approve, by February of each Financial Year, in respect of the coming Financial Year:
 - the Consortium's strategic plan and any changes to these; and
 - the Budget;
- Approve any expenditure and commitments which are over £25,000 and/or are outside the relevant Budget;
- Determines the organisation's approach to risk, establishing its risk appetite and tolerances;
- Monitors the Consortium's performance in relation to plans, budgets, controls and

- decisions, and ensures that the Consortium is well run;
- Make decisions on all matters that might create significant financial or other risk to the organisation;
 - Appoint and remove Executives;
 - Monitor the provision of the Accountable Body Services.

2.0 Responsibilities – matters reserved for the South East Consortium Board

2.1 The following matters are reserved for the South East Consortium Board (these decisions will not be delegated):

1. Approve the Consortium's values
2. Strategic Plan approval
3. Budget approval
4. Risk management and keeping the Risk Register
5. Appointment of the Chair
6. Removal of South East Consortium Board members
7. Appointment and removal of the Managing Director (appointment process overseen by Optivo as accountable body)
8. Establish and oversee a framework of delegation and internal control.

3.0 Membership, quorum and meetings

3.1 South East Consortium's rules require the Board to have up to six members. This excludes the Vice Chair (from accountable body) and Managing Director:

- Board Members will be appointed by Membership organisations
- The Board may appoint up to three independent Members
- The Vice Chair and Managing Director will not have fixed appointments.

3.2 The Chair will be elected by the Board every three years or at any time if a vacancy arises.

3.3 Each Board Member (with exception Vice Chair and Managing Director) will be appointed for a fixed term of 3 years. Board Members can be re-appointed at the end of their term. Board Members can serve for a maximum of three terms.

3.4 Section 6.4 of the Consortium Agreement highlights SEC expectations of Board Member support and attendance. SEC reserve the right to end a Board Member term should any clause in 6.4 be broken.

3.5 Optivo Board may have observers including representatives from Member organisations and staff from the South East Consortium.

3.6 The Executive lead for South East Consortium is the Managing Director.

3.7 Guidance for Board Member recruitment includes:

- Should a Board Member cease to hold office (see Consortium Agreement, section 6.0) the nominating office can opt to replace them for the duration of the term

- Managing Director will notify all Members of any vacancies. Any candidates will follow application process and be duly elected if successful.

3.8 Quorum

- Four Board members shall form a quorum. The Board may determine a higher number or impose additional requirements.
- All decisions at Board meetings shall require a majority vote of the Board Members present at the meeting and entitled to vote and in the event of no majority the Chair shall have a casting vote on such decisions.

3.9 Meetings

South East Consortium Board meet 6 times a year. The meetings will be held virtually or at Member organisations in SE England. Each meeting will last up to 2.5 hours. Additionally Board Members will be required to attend an annual Awayday. There may be additional meetings required including attendance at training sessions.

4.0 **General**

Delegation

The board delegates responsibility SEC's Managing Director for all operational matters including:

1. Devise and implement team strategic plan
2. Management of SEC budget
3. Manage, motivate and support SEC team
4. Monitor performance of team against KPIs
5. Manage stakeholder relationships
6. Provide compliant technical and procurement services.

Accountability

The Board is accountable to its Members.

It will provide Members with an Annual Report and Membership Benefit statement detail operational and financial detail.

Administration

The Chair of SEC will chair the board and, in his/her absence, the Vice Chair will chair the meeting.

The Managing Director will act as the company secretary of the board and will prepare minutes for circulation to all members. The secretary will also keep a record of the membership, register of interests, and ensure board member details are up to date.

The agenda for the meetings will be determined by the Chair and Chief executive and to account the views of other members of the board as necessary. The agenda and paper sent no fewer than 5 working days prior to the date of the board meeting.

Board Member conflicts of interest

Any conflicts should be declared before the start of each financial year (February or Ma

Board agenda items

Appendix 1 details Board annual plan for agenda items.

Appendix 1

Board annual plan

Event type	Board	Board	Board	Drinks	Board	Board	Conference	Board	Awayday
Date of Board meeting	14/01/2021	11/03/2021	13/05/2021	TBC	15/07/2021	09/09/2021	TBC	04/11/2021	16/12/2021
Managing Director's report	Y	Y	Y		Y	Y		Y	
Operations team focus		Y			Y			Y	
Business Partnerships team focus			Y			Y			
2020/21 Final account sign off			Y						
Monthly financial report	Y	Y	Y		Y	Y		Y	
Quarterly reforecast	Y				Y			Y	
2021/22 Budget setting	Y								
Review 2020-23 strategic plan			Y					Y	
Set 2021/22 KPIs	Y								
2021/22 Bonus setting & review		Y						Y	
Annual Conference - progress		Y			Y				
Risk register		Y			Y			Y	
Audit			Y			Y			

