

Cardiff Capital Region Business Council

Role

To provide a strong business voice to guide both the design and delivery of significant economic development and regeneration activities across the region.

Responsibilities

- Engagement and the opportunity to influence Welsh Government and Local Government policy on a variety of topics such as skills, transport infrastructure, business support and the engagement of the local business community.
- Knowledge sharing and best practice, exchange with peers and leading figures in the business and academic community, fostering regional innovation initiatives and collaboration.
- Networking opportunities and the ability to foster local supply chains.
- Scrutinise and critique the plan and strategy, as well as aspects of delivery, of the Economic Growth Partnership (EGP) and provide advice and input to the EGP on a range of issues facing the Region.
- Have clear lines of power and influence, the Council's views will be sought by the EGP – both informally and through formal joint meetings. Consideration could be given to making it a Statutory Consultee.
- Through the EGP, maintain an active link with Welsh Government and Local Authority programmes, including business support, transport and infrastructure.
- When necessary, commission research and share with partners, on market trends and commercial opportunities that support the prosperity, jobs and growth imperatives.
- Advocate proactive investment in the region and be able to use the Cardiff Capital Region branding, marketing collateral and key messages.
- Work with the EGP on external events and promotion of the Region in the UK and abroad.
- Limit its marketing and communications activity to that of the Council itself, but actively support the wider marketing plan of the Cardiff Capital Region.
- Be visible, free and encouraged to communicate on issues affecting its membership, providing its membership with the confidence it is acting on their behalf.
- To identify and create a platform to exploit international relationships and opportunities for the Cardiff Capital Region developing a strategy for global knowledge transfer with maximum reach.
- To develop and maintain relationships with UK government and quasi organisations to build influence outside of Wales.

Funding and Support

It is proposed the membership of the Business Council will be free and open to all to join. Though the membership would not be levied, there may be a charge for premium services.

Seed funding is requested jointly from Welsh Government and Local Authorities to kick-start the creation of the Business Council, an overview of the funding requirement for year one is at annex 1.

Resources are currently being given in-kind by a business-led steering committee, the aim of the committee is to have the full council incorporated by early November to allow for a launch event during Cardiff Business week.

There is an aspiration that the Council will ultimately become self-financing, the current steering committee are not working on the future business plan for the Council their remit being limited to establishing the Council. The Board, once appointed, will be tasked with developing the forward plan, including reducing the Council's reliance on public funding.

Those members who would wish to make a contribution be it financial or resource in kind are welcome to do so on the understanding that it would be for the pursuance of the ultimate aim of prosperity, jobs and growth.

Membership

Membership would be free and open to all business undertakings in the Cardiff Capital Region. The membership of existing membership bodies could automatically be enrolled.

The main activities of the Business Council will be directed by its Board. The role of the Board will be to:

- drive the business of the Council;
- identify key areas of intervention;
- support the EGP in the delivery of its strategic plan;
- provide comprehensive advice, challenge and scrutiny.

The number of Business Council Board members will not exceed 12 and to be Quorate 6 members will need to be present including the Chair. Board members would be appointed for a period of 2 years and for a maximum of 2 terms.

Members of the Board will be active in the business community, whose daily activities expose them to genuine commercial issues and market trends. They will be either be elected to serve the bodies that they represent (IoD, CBI, FSB and Chamber of Commerce) or appointed against a key set of skills (max 8 members). The skill set and proposed appointments process is at annex 2.

A small number of members (max 3) with specific skills and knowledge could be co-opted in a collegiate approach as the need arose. Their term on the Board would be commensurate to the need.

The Board of the Council may delegate activities to genuine task and finish groups as appropriate. These groups would work in a collegiate manner bringing in people with the appropriate skills to address issues as they arise.

Draft Terms of Reference for members and Board members are attached at annex 3.

Governance and Constitution

The Council will have democracy and inclusivity at its core, its membership will reflect the broad spectrum of businesses in the region in terms of geography, size of business and sector. It will embed equality and diversity in its approach to jobs and growth.

The Council will support and not duplicate the activities of other bodies/ organisations i.e. Cardiff Capital Region Regional Skills Partnership (RSP) and Business Wales and its local delivery partners.

If the Board makes a recommendation to the Welsh Government, Local Authorities or the EGP, and decisions are implemented contrary to its recommendation(s), a written explanation should be provided as to why its recommendations were not adopted

Consideration has been given to the most the appropriate structure for the Council. The structure needs to provide assurance on the appropriate use of the funds the Council generates and/or receives for the benefit of its membership and the Region, as well as allowing it to operate unimpeded and at pace. It is recommended that the Council be incorporated as a Community Interest Company (CIC).

A community interest company is a limited company whose purpose is to benefit the community and is not to make a profit. Trading as a CIC means that members and directors will have limited liability as they would with a normal company. There is also the benefit of transparency. Also anyone who might be affected by the company's affairs can see an account of the public benefit. As a separate legal entity CICs also have the opportunity to own assets, receive investment and grants and be involved in contracts on its own behalf, an outline of considerations is at annex 4.

Annex 1

Draft Budget Proposals - Year 1

1 Business Council Administration and Secretariat	£
a) Project Manager	40,000.00
b) Secretarial support (part-time)	7,500.00
c) Printing, office supplies and the like	1,500.00
d) Legal and Professional Fees	3,000.00
	<u>52,000.00</u>
2 Office Accommodation	
a) Assumed requirement - to be confirmed (1,000ft ² @ £20.00 per ft ² per annum)	20,000.00
b) Business rates and service charges (1,000ft ² @ £13.00 per ft ² per annum)	13,000.00
c) IT and Telecoms	5,000.00
	<u>38,000.00</u>
3 PR / Marketing and Communications	
a) Website development and hosting	10,000.00
b) Marketing collateral (leaflets, banners, business cards)	15,000.00
c) Public Relations	10,000.00
d) Market Research	3,000.00
e) Event attendance	5,000.00
	<u>43,000.00</u>
4 Meetings	
a) Annual General Meeting	
i Venue hire and AV (including Technician)	1,200.00
ii Refreshments	1,500.00
	<u>2,700.00</u>
b) Board Meetings (6 per year)	
i Venue hire (assumed hosted by Board Members FOC) -	
ii Refreshments	600.00
	<u>600.00</u>
c) Regional Business Engagement Meetings (6 per year)	
i Venue hire	3,000.00
ii Refreshments	600.00
	<u>3,600.00</u>
5 Expenses	
a) Allowance for Board Member Expenses	1,000.00
	<u>1,000.00</u>
6 Sundries	
a) Contingency allowance for sundry additional expenditure	7,000.00
	<u>7,000.00</u>
Total Proposed Budget - Year 1	147,900.00

Annex 2

Board members Person Specification

About the Person

This is an exciting time for the Cardiff Capital Region, and as part of its future plans it is creating the Cardiff Capital Region Business Board. The Board of the Council is a new and fresh organisation with no extant members and is therefore now seeking to appoint members.

We are looking for successful business leaders, CEOs, directors or successful entrepreneurs from sectors important to the future economic growth of our City Region.

Board members will be drawn from and represent a cross section of the local business community – it is hoped that a blended representation will ultimately be realised from SMEs and large blue chip companies alike. Ideally representation will come from sectors that have the potential to drive or support the drive for economic growth in the region.

The legal structure of the Cardiff Capital Region Business Board is a Community Interest Company.

Possessing the majority of the following qualities and experience will be desirable:

Knowledge, Experience and Track Record

- Successful and well respected individual within the business community, with a significant track record of organisational leadership and management at the highest level in the private or voluntary sector which has strong roots in the Cardiff Capital Region.
- Good knowledge and passion for the economic and business drivers which will enhance the vitality and competitiveness of the Cardiff Capital Region.
- Experience of working in a partnership environment with a strong commitment to and experience of collaborative and partnership working, with the business and public sector.
- Experience of serving on groups or boards of stakeholders from business backgrounds whose role is influential rather than directive.
- Knowledge of how stakeholder boards operate in an influencing but not directing role.
- Well-networked, with demonstrable links to other businesses and organisations locally and nationally.
- Several years' experience of working broadly across the Cardiff Capital Region ideally not just focussed on a small geographic part.
- Experience of interacting with local and national government politicians and policy makers across the Cardiff Capital Region.
- Excellent knowledge of the Cardiff Capital Region and the drivers for business.
- Knowledge of at least one speciality area for policy/activity area that businesses are passionate about.
- Proven track record of success in communicating and working effectively in cooperation with a wide range of stakeholders to engender support, developing positive personal and organisational profile, and building partnerships that add

value.

Skills

- Substantial business skills and experience gained at a senior level, and credibility with the wider business community.
- Clear strategic and creative thinker, able to influence policy at local and national level.
- Clear communicator, with experience of successfully engaging with the media and appearing on radio, television and online.
- Ability to network and harness the commitment of a wide range of partners and stakeholders and to build and maintain consensus around the Board's vision and objectives.
- Ability to present well-ordered arguments, with knowledge and understanding of the wider strategic context.
- Ability to inspire and influence the delivery of results and outcomes in highly complex environments.
- Ability to deliver in the public spotlight and instil public confidence.
- Outstanding communication and interpersonal skills that command credibility and respect amongst a wide variety of audiences.

Personal Style and Behaviour

- A strong commitment to, and understanding of, the Cardiff Capital Region and in particular the drivers of and challenges faced by the Region economy.
- The ability to contribute to balanced and strategic decisions, for example where there are competing priorities.
- Commitment to the success of a partnership involving business and civic leaders at Cardiff Capital Region level.
- Independently minded – providing detachment and clarity in the development of strategy and the identification of priorities.
- Willingness to provide time commitment to the Board and an appreciation of the personal development opportunity offered by the appointment.
- Personal and professional demeanour with a sense of integrity that maintains the confidence and trust of partners and stakeholders.
- Strong team based working style that engages people at all levels and engenders a positive culture.
- We are looking to ensure that Board membership reflects the geography and diversity of the Cardiff Capital Region, and as such would particularly welcome applications from women and individuals from black and minority ethnic communities.

Commitment and Remuneration

Board meetings are held on a 6 weekly cycle and Board members are required to attend two meetings during each cycle. It is likely that Board members will also be required to attend other meetings appropriate to the role. Board members need to dedicate approximately 5-10 days per year to meetings.

Board roles are part time and unpaid, but travel and expenses can be claimed. Appointments will be made for up to a maximum of 2 years initially. The post is not remunerated, but reasonable travel expenses will be reimbursed.

Geographic Coverage

It is important that the make-up of the Board reflects the different business communities and geographic areas in the area and we will seek to appoint business representatives from across Cardiff Capital Region, from a blend of business types and sizes, and those especially with interests across the region.

Business Size

The size of their business or the experience representatives have had in a number of businesses will be an important asset for the Board. The issues facing the different sizes of organisation need to be understood by the Board. We will therefore seek to cover a range of business sizes from small to large.

Other Points

Board Directors must act in what they believe to be the best interests of the Capital Region and not in their own interests or those of any person or company. Board Directors will work in accordance with the Nolan Principles contained within the Code of Conduct for Board Members of public bodies issued by the Cabinet Office.

Directors shall declare any personal or prejudicial interest in any matter to be considered at a meeting; if a declaration is made, they may be asked to withdraw from the meeting while the item is considered.

All Directors of the Board will maintain confidentiality of Board business where that is expressly required.

Applications

- A maximum of 1 side of A4 outlining how the candidate believes they meet the person specification.
- Curriculum Vitae.
- 2 letters of support for each application.

Interviews may be required – this will be confirmed in due course.

Annex 3

Terms of reference for Members of the Cardiff Capital Region Business Council

They will provide strategic guidance, in particular to public sector organisations as well as commercial interests e.g. trade bodies should the need arise, on matters of strategic economic importance to the Cardiff Capital Region.

1. They will participate actively in the promotional and marketing activities of the Cardiff Capital Region, as outlined in the Cardiff Capital Region marketing plan and programme, and engage in the development of that programme and plan.
2. They will demonstrate the best possible corporate values, appreciating the role of talent development in economic regeneration and how talent requires a proactive approach to equality and diversity in order to flourish.
3. They will participate in business to business activity to foster local trade.
4. They will participate in networking activities and cross-region engagement.
5. They will embrace inter-business communications through traditional and social media.
6. They will participate in thought leadership on city region economic strategies.
7. They will be ambassadors for the Cardiff Capital Region whenever the opportunity arises.

Terms of Reference for Board Members of the Cardiff Capital Region Business Council

Representative

1. They will represent the views and interests of the business community of the Cardiff Capital Region, establishing effective feedback mechanisms.
2. They will encourage business to business activity to foster local trade and encourage networking activities and cross-region engagement, embracing inter-business communications through traditional and social media.

Advice and Guidance.

3. They will provide strategic guidance, in particular to public sector organisations as well as commercial interests e.g. trade bodies, should the need arise, on matters of strategic economic importance to the Cardiff Capital Region.
4. They will ensure that in providing that strategic guidance they have reached out to their constituent organisations, if they are representing other business bodies, or to the broader business community, be that geographic or sectoral, that they identify with. They will obtain the broadest possible views and so that the business community is aware of key strategic debates.

Promotion

5. They will provide support and participate actively in the promotional and marketing activities of the Cardiff Capital Region as outlined in the Regional marketing plan and programme. They will engage in the development of that programme and plan, bringing to the table an understanding of global market trends and opportunities.

Skills

6. They will demonstrate an understanding of the key role of talent development in economic regeneration and how talent requires a proactive approach to equality and diversity in order to flourish.

Leadership

7. They will contribute to thought leadership on city region economic strategies, operating in a collegiate manner to promote joint working. Ambassadorial.
8. They will be ambassadors for the Cardiff Capital Region whenever the opportunity arises.

Values

9. They will demonstrate the best possible corporate values through placing the interests of the Cardiff Capital Region first and foremost and through being active participants in corporate social responsibility activities and promoting equality and diversity.

Community Interest Companies

Formation

CICs are subject to different laws to regular companies which in turn means different rules. The main legislation is the Companies (Audit, Community Enterprise and Investigations) Act 2004 and the Community Interest Company Regulations 2005. To form a CIC the company's articles must comply with those regulations, make a community interest statement (**Form CIC36 or CIC37**), pass the community interest test (that a reasonable person might consider that its activities will be carried on for the benefit of the community) and make a declaration that it will not be an excluded company (not owned or controlled by a political party or political organisation). The Office of the Regulator of Community Interest Companies provides model articles to those wishing to form CICs. Within those articles are some provisions that are mandatory (particularly to do with asset transfers) and some which are not. This requires further consideration as it might affect the Council's freedom to operate as it would if it were incorporating a normal company.

Regulation

Every year the company must produce a **CIC Report** along with accounts and deliver it to Companies House with a £15 fee. Directors of a CIC are subject to the same duties as with normal companies. The report must include details of what the company has done and how that has benefitted the community, directors' remunerations and the level of any dividends paid. CICs do not have a special tax status nor is it subject to any tax exemptions. A CIC must pay tax as a normal limited company would.

Potential Issues

A main feature of CICs is **asset locking**. This means that on dissolution the assets cannot be transferred to the members for their personal benefit. Any transfer of property must be made for full market value, for the benefit of the community and to another asset-locked body (potentially another CIC) as specified in the Articles of Association or with consent of the Regulator. Once assets are locked the process cannot be reversed.

Another important feature is the **dividend cap**. While paying dividends is not prevented by becoming a CIC, they can be capped. If an asset-locked body is the recipient of dividends there is no cap as long as the Regulator has consented or the body is named as a potential recipient of the company's assets in the Articles. However it will be capped if this is not the case. CICs need to pass a resolution to declare a dividend and so directors cannot do so without the members' consent. Another important aspect of becoming a CIC is defining the **community**. A community must share a readily identifiable characteristic e.g. residents of Cardiff.

Grants

Becoming a CIC will not mean that the Council will be viewed any more or less favourably as a recipient for grants from the Welsh Government than charities, public companies or limited companies. It is the aspect of the community interest and what you are trying to achieve that might encourage a grant and not the type of company formed.