

Appendix 5 to Report 173/2010

Option A – with a veto

THE HARBOUR BOARD

Membership of Board

A1.1 The Board

The Board shall consist of twelve members. Seven Council members (the “Council Members”) shall be selected on a politically proportionate basis, four independent members (the “Independent Members”) shall be appointed by competitive selection procedures; and the CEO of the Harbour Authority will be a non-executive (non-voting) formal member of the Board. The Board should be fit for purpose.

A1.2 The Chairman

The Chairman shall be a Council member and should be appointed annually by a majority of Board members.

It is suggested that there is no Vice Chairman of the Board. In the Chairman’s absence at any Board Meeting the Board should appoint a temporary Chairman from the Council Members present.

A1.3 The Council members (elected)

The Council Members of the Board are to be appointed at each Annual Meeting of Full Council. They should be appointed to reflect the membership of the Council as a whole. It is best practice to provide some continuity of membership for such Boards and the Council should consider this aspect when making the annual appointments.

Members of the Board who are elected Councillors will hold a “golden share” or veto. No decision by the Harbour Board will be considered as valid if, at the meeting immediately after the vote and before the next item of business has been commenced, a Council Member exercises their right of veto by requesting a second vote by elected Board members only. A second vote would then take place of the Council Members on the Board only which will be a simple majority vote. In the event of a tied vote the decision will go with the Chairman.

A1.4 The Independent members (non-elected)

The Independent Members shall be appointed on merit in order to provide a complementary maritime, port related and business expertise to help provide a fit for purpose Board.

The Independent Members shall be appointed for a period of four years. In line with best practice these appointments should be reviewed annually subject to a satisfactory performance appraisal. Subject to the approval of the Appointments Sub-Committee and subject to the Board’s assessment that the Independent Member has performed

satisfactorily and has had a good attendance record during the first term of appointment, an Independent Member may be appointed for a second term of four years without being subject to competitive selection procedures. The reappointment of an Independent Member for a third term shall be made only on the basis of competitive procedures against a selection of candidates after due advertisement of the open position.

The competitive selection procedures shall involve the Harbour Board Appointments Sub-Committee comprising the Chairman of the Board, one elected Board member, one non-elected Board member and the CEO of the Harbour Authority. Following a skills/competency based interview process the Harbour Board Appointments Sub-Committee will make their final recommendations to the Harbour Board for approval.

The positions will be recruited to via a process which complies with the Nolan principles which include:

- a) a publicly available written appointments process;
- b) job descriptions and person specification;
- c) the use of advertisement and/or consultation with interested bodies and other forms of canvassing;
- d) the encouragement of nominations (including self-nominations);
- e) the sifting of candidates by a nominations committee (Selection Panel);
- f) defined terms of appointment after which reappointment should not be automatic.

The non-elected Independent Members shall have full voting rights on all matters before the Board. They should be paid an allowance and/or expenses in accordance with the Council members' allowances scheme but will not attract any other remuneration.

A1.5 Chief Executive of the Harbour Authority

The post of Executive Head of Harbour and Marine Services should become the Chief Executive Officer (CEO) of the Harbour Authority. The Harbour Authority CEO should be a formal member of the Board but in a non-executive (non-voting) capacity. A similar principle has been established within other commissioned services such as the Torbay Care Trust.

A1.6 Training of Board members

All members of the Board shall participate in appropriate training programmes in order to understand the duties and responsibilities involved in supervising port activities and in properly participating in Board membership.

A1.7 A Local Protocol for Members of the Harbour Board should be developed. This should be similar in style to the Local Protocol for

Members of the Harbour Committee (Appendix 2) but incorporating the recommendations in A1.1 to A1.6 above.

A1.8 Economic Development Company

A private sector representative from the Board of the Economic Development Company shall be invited to attend meetings of the Harbour Board as a non-voting external Advisor.

Option B (without a veto)

THE HARBOUR BOARD

Membership of Board

A1.1 The Board

The Board shall consist of twelve members. Seven Council members (the “Council Members”) shall be selected on a politically proportionate basis, two independent members (the “Independent Members”) shall be appointed by competitive selection procedures, two external Advisors; and the CEO of the Harbour Authority will be a non-executive (non-voting) formal member of the Board.

A1.2 The Chairman

The Chairman shall be a Council member and should be appointed annually by a majority of Board members.

It is suggested that there is no Vice Chairman of the Board. In the Chairman’s absence at any Board Meeting the Board should appoint a temporary Chairman from the Council Members present.

A1.3 The Council members (elected)

The Council Members of the Board are to be appointed at each Annual Meeting of Full Council. They should be appointed to reflect the membership of the Council as a whole. It is best practice to provide some continuity of membership for such Boards and the Council should consider this aspect when making the annual appointments.

A1.4 The Independent members and external Advisors (non-elected)

The Independent Members and external Advisors shall be appointed on merit in order to provide a complementary maritime, port related and business expertise to help provide a fit for purpose Board.

The Independent Members and external Advisors shall be appointed for a period of four years. In line with best practice these appointments should be reviewed annually subject to a satisfactory performance appraisal. Subject to the approval of the Harbour Board Appointments Sub-Committee and subject to the Board’s assessment that the Independent Member or external Advisor has performed satisfactorily and has had a good attendance record during the first term of appointment, an Independent Member or external Advisor may be appointed for a second term of four years without being subject to competitive selection procedures. The reappointment of an Independent Member or external Advisor for a third term shall be made only on the basis of competitive procedures against a selection of candidates after due advertisement of the open position.

The competitive selection procedures shall involve the Harbour Board Appointments Sub-Committee comprising the Chairman of the Board, one elected Board member, one non-elected Board member and the CEO of the Harbour Authority. Following a skills/competency based interview process the Appointments Sub-Committee will make their final recommendations to the Harbour Board for approval.

The positions will be recruited to via a process which complies with the Nolan principles which include:

- g) a publicly available written appointments process;
- h) job descriptions and person specification;
- i) the use of advertisement and/or consultation with interested bodies and other forms of canvassing;
- j) the encouragement of nominations (including self-nominations);
- k) the sifting of candidates by a nominations committee (Selection Panel);
- l) defined terms of appointment after which reappointment should not be automatic.

The non-elected Independent Members shall have full voting rights on all matters before the Board. External Advisors will not have any voting rights. Independent Members and external Advisors should be paid an allowance and/or expenses in accordance with the Council members' allowances scheme but will not attract any other remuneration.

A1.5 Chief Executive of the Harbour Authority

The post of Executive Head of Harbour and Marine Services should become the Chief Executive Officer (CEO) of the Harbour Authority. The Harbour Authority CEO should be a formal member of the Board but in a non-executive (non-voting) capacity. A similar principle has been established within other commissioned services like the Economic Development Company and the Torbay Care Trust.

A1.6 Training of Board members

All members of the Board shall participate in appropriate training programmes in order to understand the duties and responsibilities involved in supervising port activities and in properly participating in Board membership.

A1.7 A Local Protocol for Members of the Harbour Board should be developed. This should be similar in style to the Local Protocol for Members of the Harbour Committee (Appendix 2) but incorporating the recommendations in A1.1 to A1.6 above.

A1.8 Economic Development Company

A private sector representative from the Board of the Economic Development Company will be invited to attend meetings of the Harbour Board as a non-voting external Advisor.