

Coast to Capital

Board Meeting 61

Wednesday 12 July 2023, 4:30pm – 7:00pm

Virtual (MS Teams)

Meeting Minutes

Board Members:

Attendees: Anthony Middleton – AM, Julie Kapsalis - JK, Richard Hopkins – RH, Amanda Jones – AM, David Joy – DJ, Jane Longmore – JL, Lindsay Pamphilon – LP, Claire Mason – CM, Natalie Bramhall – NB.

Apologies: Jamie Arnell, Polly Toynbee, Cavendish Elithorne, Karen Dukes, Richard Hopkins.

Other attendees: David Smith – DS, Hannah Gosling – HG, Marsha Robert – MR, Cali Gasson – CG, Jake Daniels – JD, Carli Foster – CF, Emma Smith (Government) – ES, Wendy McRae-Smith (Accountable Body) - WMS, James Hengeveld (Accountable Body) – JH.

Part A items will be published. Part B items will also be published unless specified otherwise.

1. Introduction

1a. Welcome and apologies

JK welcomed Board members to the 61st Coast to Capital Board meeting and;

- gave apologies from Jamie Arnell, Polly Toynbee, Cavendish Elithorne, Karen Dukes and Richard Hopkins.
- noted that LP would need to leave the meeting early.
- welcomed BS (BHCC) to her first board meeting.
- thanks to be given to the recent board members who have stepped down; Cllr Shaun Gunner and Cllr Phelim MacCafferty.
- JK noted that this would be WMS's last board meeting and thanked Wendy for all her support.

1b. Public Comments

There were no public comments.

1c. Minutes of the July Meeting and Matters Arising documents

The minutes of the April 2023 Board meeting were agreed as a true representation of the meeting and were approved by the Board, subject to a minor amendment to Item 6. The final minutes are to be circulated to the Board once finalised.

JK shared that whilst individual conversations with Board members had taken place on the consultancy function, the Board consultancy working group had not met since the April meeting. JK confirmed that CG would ensure a working group meeting will take place before the October Board meeting.

AM stated that all matters arising are closed or are to be addressed at the meeting.

1d. Declarations, Disclosures & Conflicts of Interest

JK read out the Conflicts of Interest statement and asked that members review their Register of Interests form and return to JD if they haven't already done so.

The following conflicts of interest were declared.

- Item 2: JK, due to NESCOL College being a potential applicant.
- Item 2: BS, due to Brighton & Hove City Council being a potential applicant.
- Item 2: JL, due to the University of Chichester being a potential applicant.
- Item 6: JK, due to re-appointment.

2. [redacted]

3. Consultancy Update – Including Growth Hub Update [redacted]

AM and CG shared an update on the consultancy function.

4. Finance Update – including update on Audit progress

DS and CF shared an update as per the paper circulated.

The Board noted the financial update to 31 May 2023 presented in the paper.

5. Executive Update

a. Executive Report

AM gave an update on the Careers Hub, LGA conference and Gatwick Diamond.

HG presented the paper circulated.

The Board noted the Executive Report and approved the appointment of the new Brighton & Hove City Council local authority Board Director – Cllr Bella Sankey.

b) Chair's Report

The paper was noted by the Board.

6. Re-appointment of Julie Kapsalis

JK left the meeting due to a conflict of interest.

AM initiated the discussion by proposing the continuation of JK's role as Chair of Coast to Capital. This proposal is significant given JK's nine-year tenure as a director, which aligns with the maximum term stipulated in our current articles of association. The team recognised the need to amend the articles to allow under exceptional circumstances, a director's term of office to be extended for an additional three years, up to a maximum of 12 years. This proposal must follow the formal process via a written resolution to amend the company's articles of association. AM emphasised that these changes are required due to exceptional circumstances and that the board if it agrees the change, would need to propose the written amendment to the company members.

It was also proposed that the board;

1. allow, under exceptional circumstances, the role of Chair to be extended co-terminus to their appointment as a director if it is extended as detailed above.
2. Subject to 1 above, being agreed, to agree that exceptional circumstances exist to warrant the extension of the current Chair's term of office as a director to up to 12 years.
3. Subject to 1 & 2 above being agreed and the agreement of the Nominations Committee; to re-appoint Julie Kapsalis as Chair to serve a term of office up to a total of 12 years (as a director and Chair) from her original appointment date as director, or up to the point when LEP ceases to exist, whichever is the earlier.

The above points were all agreed and it was noted that the Nominations Committee had agreed to recommend the re-appointment of Julie Kapsalis as chair. It was also agreed that a written resolution be recommended to company members to amend the articles of association accordingly.

Questions & Answers

AJ voiced her full support for the proposal, clarifying the extension period to be three years, not nine. She also emphasised the need for governance learnings, ensuring all directors actively monitor their service length.

LP questioned if three years was the appropriate length of time and should it be reviewed on an annual basis. AM suggested that this could be reviewed annually if the board wished, to avoid setting a rolling precedent. He reaffirmed the critical need for JK's chair-ship of the organisation.

AJ raised concerns about the phrase "until the cessation of the LEP" used in the resolution and whether it implied the cessation of Coast to Capital as a limited company or the withdrawal of LEP status from the organisation. AM clarified it referred to the cessation of LEP status. This clarification brought forth the issue of an unforeseen swift cessation that might leave the organisation without a chair. AJ suggested we may need to provide a clear definition and protection against such an occurrence.

AM agreed to propose new wording to cover the LEP cessation point and also insert an annual review.

ES reassured the Board that sudden cessation is highly unlikely given the ongoing work and urged clarity on the definition of "ceasing to operate" concerning the LEP and the limited company

Post meeting note: Hannah Gosling emailed the Board on 20 July with the revised wording addressing these two points and a majority of Board members responded to agree.

Post meeting note: The amendment to the Articles of Association was agreed by members to be filed at Companies House.

7a. AOB

JK asked for volunteers to join the Audit & Risk Committee.

9b. Future Meeting

JK confirmed that the next meeting is scheduled for 18 October 2023 (Location / Virtual TBC).

Unconfirmed minutes – to be approved at the next Board meeting.