

OPEN

29 November 2024

Marketing Cheshire Advisory Board

Report of: Philip Cox, Chief Executive, Enterprise Cheshire and Warrington

Report Reference No: CWJC/07/24-25

Significant/Key Decision?	Yes/No
Cheshire West and Chester	No
Warrington	No
Cheshire East	No

Purpose of Report

1. This report is to update the Joint Committee on the steps which are being taken by Enterprise Cheshire and Warrington (“ECW”) to simplify the governance of Marketing Cheshire (“MC”).
2. ECW are adjusting the board of MC by inviting the existing board directors to resign and thereafter the board will be repopulated to mirror the board membership of ECW. References in this report to the MC board is a reference to this board of statutory directors.
3. Those individuals who resign from the MC board are being appointed to a newly created advisory board (“MC Advisory Board”). The MC Advisory Board would enable MC to take advice from visitor economy stakeholders, ensuring MC has effective sector intelligence, links and advocacy. The objective is to ensure that a strong, independent, and diverse local business voice continues to add value to wider economic strategies and delivery programmes, alongside a company structure which ensures effective and compliant financial management and governance.

RECOMMENDATIONS

The Joint Committee is recommended to:

1. Note the steps being taken by ECW, namely:
 - a. The reconfiguration of Marketing Cheshire's board to mirror the ECW board.
 - b. The creation of a Marketing Cheshire Advisory board.

Report Detail

- 4 During the process to seek Council approval for the C&W LEP transition in early 2024, a commitment was given to Members that arrangements for the governance of MC would be confirmed as soon as possible.
- 5 ECW officers have had a discussion with members of the MC board about how this affects the board's role and terms of reference (ToR).
- 6 A number of members of the MC Board were active members of the Cheshire and Warrington Business Advisory Board (C&WBAB) design group and suggested the resigning members of the MC board be reconstituted as an advisory board with ToR based on those now in place for the C&WBAB. Like ECW, the company director role will then pass to a small group of officers with responsibility for ensuring MC is financially secure and that it complies with company law.
- 7 A full draft of the TOR for the MC Advisory Board is attached at Appendix 1, but the key proposals are:
 - a. The Board should comprise around a dozen members drawn from key visitor economy stakeholders and should be appointed via an open recruitment process taking full account of equality, inclusion and diversity and will be expected to follow the Nolan principles. It is proposed that the existing MC Board members remain in place and that new appointments are made as vacancies arise.
 - b. The Board should work with MC and Local Authorities to shape and influence the interconnected tourism and place marketing strategies for Cheshire and Warrington, with officers from MC engaging with the MC Advisory Board at the earliest stages of the development of those strategies and initiatives.
 - c. As with the C&WBAB, the MC Advisory Board's views will be included in papers that go to the Joint Committee that discuss visitor or place economy issues. The Chair of MC Advisory Board may be invited to

meetings of the Joint Committee when these issues are being discussed.

- d. Board members are expected to provide MC with sector intelligence and links to the wider visitor economy stakeholder community as well as championing and advocating for the work of MC within and beyond the sub-region.

The MC board is made up of the same small group of officers who form the company board of ECW and like ECW, will be responsible for formal company decisions (i.e. signing off the accounts, providing the legal signatory on contracts etc).

Comments from the Marketing Cheshire Board

- 8 The current MC Board has been consulted and involved in designing these changes and are keen to move forward with them.

Reasons for Decision

- 9 The changes to MC direct governance will provide the most effective means of maintaining strong working links with the visitor economy sector – as well as ensuring that MC's governance arrangements align with ECW, ensuring effective and compliant management of company finances and practices. By the introduction of an advisory board MC is also supported by the visitor economy sector.

Other Options Considered

- 10 There is no alternative to these changes under consideration, other than to maintain the status quo. Creating an advisory board and small company board improves the financial governance of MC and allows members of the MC Advisory Board to focus their time on providing advice on the visitor economy and place marketing.

Other Consultation and Engagement

- 11 This is an internal procedural change and consultation, and engagement has therefore been limited to officers and members of the current MC board.

Implications and Comments

Legal implications

- 12 ECW is a private company limited by guarantee the Membership of which is comprised of Cheshire West and Chester, Cheshire East and Warrington Borough Council; these authorities being the referred to as the Members. The articles of ECW provide for Members' reserve powers by virtue of which the Members can control certain decisions to be taken by ECW. These reserve powers allow Members to control the appointment / removal of ECW's directors; but this does not extend to a similar control of the board of MC as a

subsidiary. Nor do the Joint Committee's Terms of Reference encompass board appointments / removals as they relate to MC .

13 MC is a subsidiary of ECW. The articles of MC in brief provide that directors shall be appointed or removed by ECW. The Joint Committee has no control of influence over this process and for this reason; this report takes the form of a noting report. Whereas the Joint Committee are being invited to note the changes being made and may wish to express support for the changes, it has no decision-making power in relation to the makeup of the board of MC.

14 Consideration is being given to adjustments to the articles of MC and the Terms of Reference for the Joint Committee to address this issue.

Finance implications

15 None

Sustainable, inclusive, healthy and growing economy and climate implications

16 These changes will strengthen the ability of the visitor economy and place stakeholders on the MC Board to provide advice on the role of the visitor and place economies in delivering the sub-regional vision.

Risk Management

17 This is an organisational change only that simplifies governance and may marginally reduce financial and legal risks.

Equality, Diversity and Inclusion

18 Equality, diversity and inclusion considerations will be embedded within an open recruitment process to the MC Advisory Board. The Board will nominate a member as Lead for Equality, Diversity and Inclusion.

Policy

19 None.

Access to Information	
Contact Officer:	Philip Cox, Chief Executive ECW Philip.cox@cheshireandwarrington.com
Appendices:	Appendix 1: Marketing Cheshire Advisory Board: Terms of Reference Appendix 2: Organogram showing Marketing Cheshire Advisory Board
Background Papers:	NA

Appendix 1 - Marketing Cheshire Advisory Board: Terms of Reference

Introduction

The Marketing Cheshire Advisory Board ('the MC Advisory Board') plays a pivotal role in the place marketing and promotion of Cheshire and Warrington as a place to visit, live, work, invest and study.

As the expert advisory group for Marketing Cheshire, the MC Advisory Board exerts real influence and provides strategic insight into all work to enhance, grow and promote the Cheshire and Warrington visitor economy, and promote the sub-region as one of the best investment propositions in the UK.

Board Members bring knowledge of their sector and champion the sub-region to national and international audiences. They collaborate with the Local Authorities Joint Committee of Enterprise Cheshire and Warrington and the Business Advisory Board, taking a strategic approach rather than acting in the interests of their individual sectors and organisations.

Purpose of Marketing Cheshire

Marketing Cheshire (MC) is the Visit England designated Local Visitor Economy Partnership (LVEP) for Cheshire and Warrington and responsible for the sub-region's Destination Management Plan.

In addition, as a subsidiary organisation, it is responsible for Enterprise Cheshire + Warrington communications and marketing.

MC is responsible for building an effective tourism and place marketing strategy, amplifying the Cheshire and Warrington brand, and promoting the sub-region nationally and internationally to business, leisure visitors, and investors.

Marketing Cheshire Advisory Board Purpose

- Work with MC and Local Authorities to shape and influence the interconnected tourism and place marketing strategies for Cheshire and Warrington, including the Destination Management Plan (DMP)
- Be consulted by the Joint Committee on any visitor economy or place marketing decisions that will impact upon the Cheshire and Warrington Business community.
- To represent the voice of businesses in the Cheshire and Warrington visitor economy in partnership and stakeholder groups

- To work with the MC Managing Director to oversee and guide delivery of the Marketing Cheshire Delivery Plan and DMP, providing sector insight to support place and visitor economy marketing and communications activity
- To champion and advocate for the work of MC within and beyond the sub-region, supporting work to: grow our membership base and commercial income; secure grant funding; and pitch for appropriate commissions, in-keeping with our organisational purpose

The MC Advisory Board is advisory in nature and will provide MC with:

- Sector intelligence and the direction of the visitor economy
- Links to with the wider visitor economy stakeholder community (including Destination Chester and Destination Cheshire), bringing representatives together from across the political, business and skills sectors across our sub-region and beyond, to promote Cheshire and Warrington
- Horizon scanning for funding initiatives and opportunities for collaboration
- Ideas to promote the Cheshire and Warrington economy/visitor economy more widely

Board Membership

The MC Advisory Board will consist of up to 12 full members. Any new members will be selected by an open process.

Membership will be representative of the visitor economy business community of Cheshire and Warrington and reflect policies on equality, diversity and inclusion.

The MC Advisory Board Chair will be invited to take a non-voting position on the Business Advisory Board. The Chair will also attend the Local Authorities Joint Committee if key MC priorities or activity are being discussed. In their absence, the Vice-Chair will deputise for the Chair on the Business Advisory Board and Joint Committee.

Reserved places on the MC Board will be held for:

- 1 member from each Local Authority
- The Chairs of Destination Cheshire and Destination Chester

Board membership will consider factors including (but not limited to):

- Gender balance

- Size of business
- Sectors across the visitor economy – attractions, hospitality, leisure
- Range of expertise and experience
- Geographical location

Board members will generally be appointed for a 3-year term. Board members may serve a second term through the appointment process.

Other parties may be co-opted to the MC Advisory Board for up to 12 months, to bring specific subject matter expertise.

Working approach

The MC Advisory Board is intended to bring visitor economy and place marketing insights to the work of Marketing Cheshire, and to support work stream prioritisation.

The MC Advisory Board will seek to influence public and private sector bodies to participate in and delivery priority projects and campaigns.

Board members will be requested to take a strategic and leading role in the development and delivery of priority projects and initiatives. MC officers will engage and involve the MC Advisory Board Member through every stage of delivery.

The MC Advisory Board may form sub-groups from its own membership and others, where it deems necessary. Wherever possible, sub-groups should be constituted according to the principles of these Terms of Reference, and, in all cases, sub-groups should abide by terms relating to accountability and reflect policies on equality, diversity and inclusion.

Board Meetings and Representation

The MC Advisory Board will meet 6 times a year with the aspiration to hold at least three board meetings or additional ad hoc meetings/workshops in person (hosted by Board Members). No meetings will be held in July and August.

Board members are expected to attend not less than 75% of meetings over a 12-month period. Deputising for a member is permitted. There should be a quorum of eight members, with the Managing Director always present.

Meeting agendas and minutes will be developed and issued on behalf of the Managing Director within five working days of the meeting.

The Managing Director will provide board members with a quarterly report on key performance indicators and produce both a mid-year and annual performance report to demonstrate progress against the Marketing Cheshire Delivery Plan.

Accountability

The MC Advisory Board will report on its work to the Local Authorities Joint Committee

The MC Advisory Board and its Members will operate and conduct themselves in accordance with the following principles:

- Code of Conduct – underpinned by the Seven Principles of Public Life (Nolan principles)
- Attendance – commitment to attending 75% of meetings of the Board
- Support of a fully inclusive culture, promoting and adhering to policies on equality, diversity and inclusion
- Declarations of interest
- Confidential reporting
- Whistleblowing
- Gifts and hospitality

On issues of conduct, the MC Advisory Board and its Members are accountable to the Local Authorities Joint Committee.

Review

The Chair will arrange an annual one-to-one conversation with Board Members to discuss the performance of the MC Advisory Board and consider any ongoing changes, improvements or additions to the MC Advisory Board, for collective consideration and agreement by the Board.

Similarly, this Terms of Reference is a live document and kept under review. It may therefore be amended, varied or modified in writing following consultation with, and agreement by, Board Members.

Appendix 2:

Simple organogram showing Marketing Cheshire Advisory Board

