



Solent Freeport Consortium Ltd Board Chair  
Role Description and Person Specification

# Solent Freeport Consortium Ltd Board Chair Role Description

<b>Responsible to:</b>	Solent Freeport Consortium Ltd (SFCL) and SFCL Board
<b>Accountable to:</b>	Solent Freeport Consortium Ltd, SFCL Board and HM Government
<b>Time commitment:</b>	Average of two days per week on a flexible basis (with regular requirement to attend meetings with HM Government at short notice)
<b>Remuneration:</b>	Annual fee of £12,000 subject to tax and national insurance contributions as applicable. No pension entitlement. Alternatively, the candidate may elect to take on the role as a voluntary position. In either case, reasonable expenses will be paid (in line with Solent Freeport Consortium Ltd Policies).
<b>Location:</b>	Regular attendance at meetings within the Solent Freeport Consortium Ltd area and occasional requirement to travel nationally and internationally.

## Overview

The Solent Freeport Consortium Ltd is a company limited by guarantee and was incorporated on 15 March 2021. Details on the Governance arrangements for the Company are set out in the Company's Articles of Association, which are available [here](#).

The company has been established in response to the Government announcing the Solent as one of just eight Freeports in England at the March 2021 budget. Freeports are a flagship government programme designed to play an important part in the UK's post-Covid economic recovery and contribute to realising the levelling up agenda, bringing jobs, investment and prosperity to some of the most deprived communities across the four nations of the UK with targeted and effective support.

As set out in the Freeport Prospectus, candidate Freeports are required to complete a 'set-up' phase for achieving Freeport designation, culminating in the approval of a Full Business Case (FBC). Approval of an earlier Outline Business Case (OBC) will allow for the formal designation of the Freeport customs and tax sites following successful authorisation processes. The FBC will make the final, full case for capital seed funding and the use of all levers (e.g. rates, incentives, regulatory etc) to best deliver the policy objectives. Approval of this will allow for the formal designation of the Freeport, conferring of all associated legal powers, and a Section 31 grant to be issued for the capital funding.

To start this work, The Solent Freeport Consortium Ltd needs to demonstrate an appropriate proposal for the Governance and Capacity required to oversee this 'set-up' phase. Appropriate Governance

arrangements are critical for delivering to the ambitious timescale for formal designation and ensuring that appropriate measures of accountability and transparency are in place for the effective management of public funds.

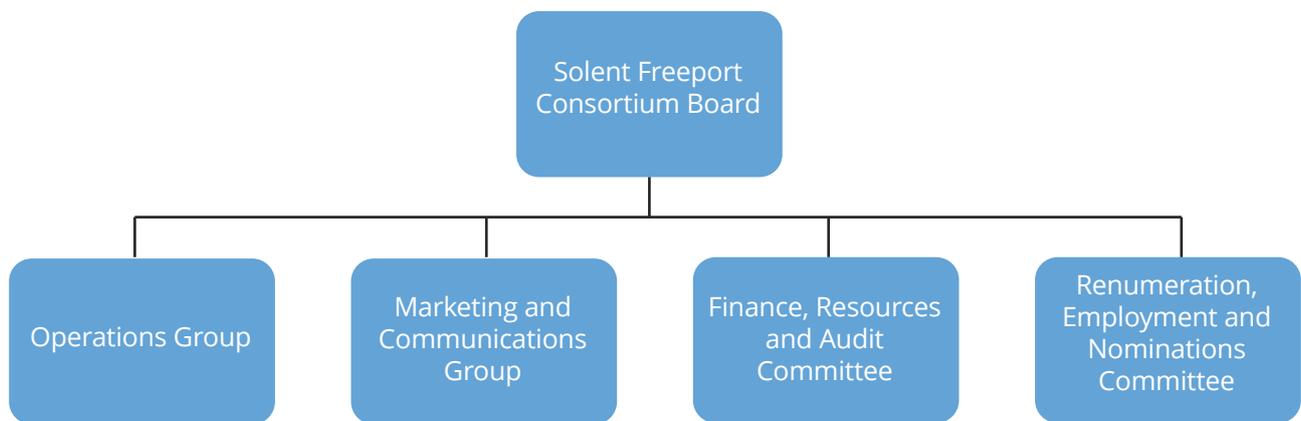
The subsequent Business Case will include a management case where governance arrangements for the ongoing delivery of the Solent Freeport will be detailed and existing arrangements will be reviewed throughout this process to ensure governance for ongoing delivery is effective.

The Government expects a high level of continuity between Set up and Delivery Phase governance and the corporate structure adopted by the Solent Freeport will continue into the Delivery Phase. In this phase, the Board of the Solent Freeport Consortium Ltd will have overall accountability for the delivery of all aspects of the Solent Freeport proposal. This includes, but may not be limited to, planning, innovation, trade and investment promotion, tax site delivery and operation, customs site delivery and operation, the use of retained business rates, skills and regeneration, alignment with wider initiatives, stakeholder engagement, security and compliance, Net Zero, risk management, and M&E and reporting. The Chair will play a key role in ensuring that the Board can discharge these responsibility.

Portsmouth City Council is the accountable body for The Solent Freeport Consortium Ltd and in this role is accountable for the proper use and administration of funding, all of which will fall under the annual audit of the local authorities accounts, and for ensuring that decisions are made in accordance with HM Government requirements.

# Overarching Governance Structure

The Board of The Solent Freeport Consortium Ltd is the ultimate decision-making body within the Solent Freeport structure and in the 'set up' phase, the Board has established a number of advisory groups to support its work, as shown in the below structure diagram.



It is anticipated that the governance structure will evolve during the 'set up' phase and the Board will consider the future development of the organisational structure within the context of its commitment to complying with best practice in terms of governance (as set out in the UK Corporate Governance Code).

The Board may delegate areas of work to committees or individual directors, however the Board and Portsmouth City Council as the Lead Authority will remain accountable for them.

The Freeport Consortium Limited is now seeking a Chair to lead the Board.

# Values and Expected Behaviours

In carrying out their functions, directors owe a series of duties to the company. There are presently seven key duties codified under the Companies Act 2006 sections 171 to 177, which reflect the common law and equitable principles as follows:

- Duty to act within powers
- Duty to promote the success of the company
- Duty to exercise independent judgment
- Duty to exercise reasonable care, skill and diligence
- Duty to avoid conflicts of interest
- Duty not to accept benefits from third parties
- Duty to declare interest in proposed transaction or arrangement.

In addition to these legal responsibilities, all Directors of the Solent Freeport Consortium Board are required to abide by the Nolan principles when acting in their roles as Directors of the Company. You can find a full copy of the Nolan Principles [here](#).

In addition, you must:

- Lead by example and value Leadership which is ambitious, fair and objective
- Embrace diversity as an essential component in the way we work
- Nurture the talent, innovation and creativity of those we work with
- Believe trust and mutual respect are essential for Teamwork and collaboration.

The Solent Freeport Consortium Ltd also expects that everyone who works in and with the Solent Freeport Consortium Ltd to act in such a manner as to justify public trust and confidence and to uphold and enhance the good standing and reputation of Solent Freeport Consortium Ltd.

We are committed to equality and valuing diversity and have established a Solent Freeport Diversity Statement . Individuals must therefore at all times carry out their duties with due regard to our Diversity Statement and our goal is to ensure that these commitments, reinforced by our values, are embedded in our day-to-day working practices with all our stakeholders, colleagues and partners.

# Board Leadership, Company and Purpose

The Solent Freeport Consortium Ltd fully embrace the UK Corporate Governance Code as the system by which the company is directed and controlled. The board of directors of the Solent Freeport Consortium Ltd are responsible for the governance of the company.

The following key principles set the framework for the Board leadership and company purpose:

- A successful Freeport is led by an effective and entrepreneurial board, whose role is to promote the long-term sustainable success of the company, generating value for members and contributing to wider society
  - The board should establish the Solent Freeport Consortium Ltd company's purpose, values and strategy, and satisfy itself that these and its culture are aligned. All directors must act with integrity, lead by example and promote the desired culture
  - The Board of the Solent Freeport Consortium Ltd will have overall accountability for the delivery of all aspects of the Solent Freeport proposal. This includes, but may not be limited to, planning, innovation, trade and investment promotion, tax site delivery and operation, customs site delivery and operation, the use of retained business rates, skills and regeneration, alignment with wider initiatives, stakeholder engagement, security and compliance, Net Zero, risk management, and M&E and reporting
- The board should ensure that the necessary resources are in place for the Solent Freeport Consortium Ltd to meet its objectives and measure performance against them. The board should also establish a framework of prudent and effective controls, which enable risk to be assessed and managed
  - In order for the company to meet its responsibilities to members and stakeholders, the board should ensure effective engagement with, and encourage participation from, these parties
  - The Board should ensure that workforce policies and practices are consistent with the Solent Freeport Consortium Ltd's values and support its long-term sustainable success. The workforce should be able to raise any matters of concern. The Solent Freeport Consortium Ltd have established governance arrangements that are most appropriate to the Company and that reflect HM Government requirements. The arrangements apply the principles of the UK Corporate Governance Code ("the Code") and the Guidance on Board Effectiveness.

# The Role

The leadership that the Solent Freeport Consortium Ltd Chair provides is central to the success of the company. As such, the Solent Freeport Consortium Ltd is seeking to recruit a Chair that is an influential business leader, who can act as a champion for the Freeport's economic success. The Chair requires sufficient standing to be able to convene the local business community and public sector stakeholders, whilst having the insight to oversee the development of a business plan and the relationship skills to work effectively with Government.

Given their role involves overseeing public funds and responsibilities; the Chair is expected to display the highest levels of integrity and honesty.

The Solent Freeport Chair has a defined term limit of three years. In exceptional circumstances, and subject to the agreement of the Solent Freeport Consortium Ltd Board, the tenure may be extended to a second term of a further three years.

The Chair requires a strong and detailed appreciation of, and interest in, the strategic issues relating to, and drivers of, the economy of the Solent Freeport area and the various opportunities and challenges involved in securing sustainable, private sector-led economic growth and job creation. In addition, the Chair will need a strong track record in international trade, innovation and a demonstrable commitment to supporting national and local ambitions for net zero.

In line with best practice set out in the UK Corporate Governance Code, we are also seeking to appoint a truly independent Chair. Candidates are asked to consider this definition carefully in advance of submitting an application, which will include whether the candidate:

- Has, or has had within the last three years, a material business relationship with the company either directly, or as a partner, shareholder, director or senior employee of a body that has such a relationship with the company
- Holds cross-directorships or has significant links with other directors through involvement in other companies or bodies
- Has close family ties with any of the company's advisers, directors or senior employees.

In terms of time commitments, it is expected that the Freeport Consortium Limited Chair will offer an equivalent of 2 days per week on average and the Chair should have sufficient time to meet their board responsibilities.

The time commitment to engage with Company Members and other key stakeholders and get to know the business will be considerable. The Chair will also receive high-quality information sufficiently in advance of meetings so that there can be thorough consideration of the issues prior to, and informed debate and challenge at, board meetings.

Executive contact names and numbers will be published on all papers so the Chair can seek clarification or amplification from management where they consider the information provided is not sufficient. They should provide constructive challenge, strategic guidance, specialist advice and hold management to account.

The Chair can access impartial advice and support through the Freeport Consortium Limited Executive team. This support is currently provided by the Solent Local Enterprise Partnership, however, the Chair will also have a key role in leading the establishment of long-term executive support arrangements for the company.

The Solent Freeport Chief Executive will report to the Solent Freeport Chair and, in addition to this executive support, the Solent Freeport Consortium Ltd will also appoint a Deputy Chair in order to provide non-executive support to the Chair.

On appointment to the board the Freeport Consortium Limited Chair will be provided with a comprehensive, formal and tailored induction that will extend beyond the boardroom and they will be expected to undertake some external formal training to ensure they are fully briefed on the role of the Chair and the best practice requirements under the UK Corporate Governance Code. In their first year and on an ongoing basis they should expect to visit operations and talk with managers and non-managerial members of the workforce.

The Freeport Consortium Limited Chair should use these conversations to better understand the culture of the organisation and the way things are done in practice, and to gain insight into the experience of the executive of the Freeport Consortium Limited. Directors' duties are set out in sections 171-177 of the Companies Act 2006 and the Articles of Association of the Solent Freeport Consortium Ltd ([click here](#)).

# Key working relationships

Internal	External
All Solent Freeport Consortium Ltd Executive and Non-Executive Directors	Commissioners and Regulators in HM Government (civil servants and Ministers)
Accountable Body s151 officer and Monitoring officer	Local MPs, Local Government Leaders, elected members and senior officials
All Solent Freeport Consortium Ltd Members	Private sector including senior business leaders and business representative groups
Chairs and Deputy Chairs of Committees and Forums	International Investors
Company Secretary	Academia, including senior academic and education leaders
	Chairs of other Freeports and other regional/national representative organisations

# Corporate Governance, Leadership and Improvement

- The Solent Freeport Consortium Chair is responsible for the leadership of the board, ensuring its effectiveness on all aspects of its role. The primary role of the Chair is to secure good corporate governance by ensuring the Board is in full control of the company's affairs and is alert to its obligations to the members of Freeport Consortium.
- The Solent Freeport Consortium Chair will chair all the meetings of the Board and will decide the order in which members will be called to speak ensuring that all members present, who wish to, are given an opportunity to speak and also seeking to ensure that all views are fairly represented.
- The Chair may suspend the meeting if in his or her view this is necessary; for whatever period of time he or she thinks appropriate.
- The Solent Freeport Consortium Chair will be responsible for agreeing the agenda for each Board meeting for publication 5 working days in advance of the Board Meeting and deciding the order of matters to be discussed. Following consultation with the Board, the Chair will be responsible for agreeing the draft meeting notes for publication within 5 working days of all Board meetings.
- The Chair will bring independent and sound judgement to Board discussions, contributing to the Board to ensure a balance between high-level coordination and driving the commissioning of the agreed programme of strategic activity to achieve the aims and objectives of the Solent Freeport.
- Provide strategic leadership, challenge and support to the Board and contribute to the development of one of the most effective Freeports in the country; establishing and developing the Solent Freeport's credibility and confidence within the wider market.
- Contribute to and have influence over challenging goals and objectives, and ensure that the strategic aims are delivered through appropriate mechanisms.
- Contribute to the development of the board, providing expert advice and guidance and business expertise.
- Help ensure effective planning, management and financial control procedures are in place to ensure that all relevant legal and statutory requirements are met.
- The Chair will also support activity to scrutinise the work of the Freeport Consortium Limited.
- Non-executive directors should scrutinise and hold to account the performance of management and individual executive director(s) against agreed performance objectives. The chair should hold meetings with the non-executive directors without the executive director(s) present.
- The Chair will, at all times, act in accordance with the Freeport Consortium Articles of Association, National Local Growth Assurance Framework and Solent Freeport Consortium Ltd's Board Terms of Reference.

# Governance and HM Government Compliance

The Freeport Consortium Limited is committed to securing and maintaining exceptional governance for the Freeport Consortium and aspires to perform above and beyond the guidance set by the government, demonstrating a strong culture of accountable governance, where it is evident that the Nolan principles are embedded throughout. The Solent Freeport Consortium Ltd is committed to ensuring that there are always robust and transparent structures and processes in place to guarantee decisions are based on strong evidence and subject to rigorous challenge. This will include ensuring that adequate structures, governance arrangements, and processes for managing risks are in place, including risks associated with security and illicit activity, encompassing new, accentuated and existing risks.

The Freeport Consortium will always endeavour to secure active, consistent collaboration and

engagement with external stakeholders; demonstrating leadership within the local area and beyond. The Solent Freeport Consortium is committed to proactive, continuous improvement.

All Solent Freeport Consortium Board Members are committed to securing and maintaining exceptional governance for the Freeport Consortium Limited. The Chair plays a key role in supporting the Board to meet this commitment through leading the Freeport Consortium's continued monitoring, review and development of governance structures, policies and procedures.

The Board will be held to account for delivery of the Freeport through annual Department for Levelling Up, Housing and Communities (DLUHC) assurance reviews and the Chair will be required to represent the Board at assurance review meetings on a bi-annual basis as a minimum.

## Stakeholder Engagement and Ambassadorial

- The Chair will actively engage with all members of the Solent Freeport Consortium Ltd to capture and engage their interest and facilitate their contribution to the Solent Freeport
- The Chair will chair the Freeport Consortium Limited's Annual General Meeting
- The Chair will lead the Freeport Consortium's engagement, including through chairing the Solent Freeport Communications Group
- The Chair will be required to regularly engage with key local stakeholders including local authority leaders, major employers in the area, representative organisations and Members of Parliament
- The Chair will represent the Solent Freeport Consortium Ltd locally, encouraging networking and joint working with other Businesses within the Freeport Consortium area and, where appropriate, working with businesses outside the Freeport Consortium area
- The Chair will represent and promote the Solent Freeport on a local basis to deliver on the priorities of the Consortium
- The Chair will represent the Solent Freeport Consortium on a broader basis, including nationally and internationally, encouraging networking, joint working and inward investment
- The Chair will represent the Solent Freeport Consortium Ltd and wider Solent area at the highest levels of Government, including engagement with senior Civil Servants and Ministers of State.

# Person specification

The successful candidate must be able to demonstrate that (in line with best practice set out in the UK Corporate Governance Code) they would be a truly independent Chair and that they have:

- A minimum of 3 years' experience as a non-executive director on the Board of a successful company
- Previous experience operating as a Chair at senior Board or Committee level in a complex, challenging and high-profile environment
- First-hand knowledge and experience of the local Solent business environment, through a strong and proven track record of business leadership at a senior level
- Strong links with the Solent business community and the ability to build coalitions to leverage private sector involvement
- Substantial experience and understanding of structuring effective working relationships with the private sector in local, regional, national and international fora
- Knowledge, understanding and a demonstrable commitment to leading and delivering economic change in the Solent Freeport area
- The ability to make informed, balanced and independent judgements on key economic issues for the Solent
- The ability to consider the long term implications and broad view of issues, identifying opportunities and key risks, including the ability to lead the ongoing development of adequate structures, governance arrangements, and processes for managing risks associated with security and illicit activity, including new, accentuated and existing risks.
- The ability to act as an ambassador for the Solent Freeport, with extensive experience of working within the private sector and engaging the confidence of local and central government (including Ministers of State), other public agencies as appropriate and key businesses and business organisations
- An understanding of what 'good governance' looks like in a regulated public sector environment gained through working with HM Government or the wider public sector
- Are not disqualified under the Articles of Association of the Freeport Consortium Limited.