

FRAMEWORK AGREEMENT BETWEEN

SAINT HELENA GOVERNMENT (“SHG”)

AND

ENTERPRISE ST HELENA (“ESH”)

July 2012



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Foreword

We all want a Saint Helena where there are greater opportunities for our youngsters to find a good job, get a decent wage and have the opportunity to live a full life.

We all want a Saint Helena that can attract back many of the Saints who have gone overseas in search of a better life or to improve their prospects.

The airport provides the basic tool to help us achieve this aim, but it is not enough in itself. As set out in the island's Sustainable Development Plan, Saint Helena must develop its private sector if it is to improve the social conditions for its residents.

Transforming the economy will be no easy task. Thanks to the development of the island's Sustainable Economic Development Plan, however, we now have a clear idea of where to focus our attention.

In order to drive this process forward I support the establishment of Enterprise Saint Helena ("ESH"). I expect this organisation to do economic development on a much larger scale than was previously possible without the guarantee of an airport.

I foresee ESH providing more capital finance to local businesses and more training than previously experienced. ESH will also have a remit to tidy-up key sites for economic development and market them internationally. This should lead to more activity and opportunities, as well as better looking and maintained sites.

ESH will be playing a key role in implementing government policy. As such, it is critical that SHG and ESH develop a robust working relationship.

For this reason the following Framework Agreement has been developed to set out in detail the on-going relationship between the two organisations.

I want Saint Helena to continually improve as a place to live, work and raise a family. The best way of doing this is through development into a recognised, world class, high quality tourism destination.

I have no doubt that by working together, in the spirit of partnership; the island can achieve this ambition.



Mark Capes

Governor

1: Enterprise Saint Helena’s Role – to deliver Economic Growth

Saint Helena’s Sustainable Development Plan (“SDP”) sets out the strategic vision for the island over the next ten years. The plan aims to improve the social conditions of residents of Saint Helena through vibrant economic growth, particularly through development of the tourism sector. It is recognised, however, that development cannot come at the expense of the environment, which must be effectively managed.

As such, three national goals (“NG”) were set out in the SDP to support the economy (NG 1), social development (NG 2) and environmental management (NG 3). Individual plans have now begun to be developed to support each of these goals. The Sustainable Economic Development Plan (“SEDP”) aims to support NG 1.

Fig 1: The SDP and supporting documents



Established as a statutory arms-length organisation responsible for economic development, which includes the Tourism Office functions, the main functions of Enterprise Saint Helena (ESH) are set out within the SEDP. ESH is to take the leading role in implementing the SEDP and as a result deliver National Goal No. 1 from the SDP whilst contributing to the achievement of National Goals 2 and 3 by ensuring that its actions are coherent with the Social Policy and Environmental Management Plans. ESH should implement Government policy with minimal amounts of Government interference.

2: Enterprise Saint Helena’s Resources

Initially it is expected that ESH will employ in the region of 25 people and have a budget of around two to three million pounds, plus loan and equity finance.

At present staff are co-located between the offices above the Tourist Office in the Canister and number 2 Main Street. An indicative organisation structure is shown at Annex A

It would be beneficial to locate all staff into one premises for a number of reasons, including:

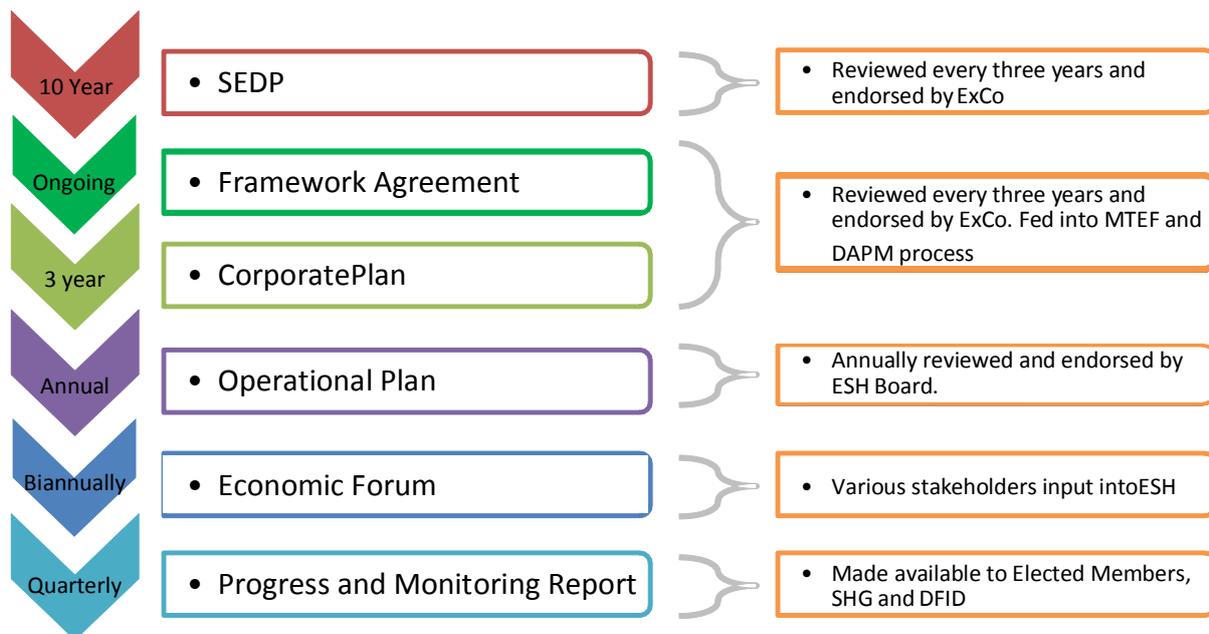
- The fostering of a team attitude,
- Knowledge transfer,

- Efficiency savings,
- A new identity for ESH.

ESH will therefore seek to relocate during the course of its first year.

3: Strategic Direction and Oversight Arrangements

Fig 2: Strategic direction and oversight map



Saint Helena’s Sustainable Economic Development Plan (“SEDP”) sets the ten year context within which ESH will operate, giving a long term vision to towards which ESH will strive to deliver.

To outline how it will implement the SEDP, ESH will produce a Corporate Plan, which sets out the organisation’s three year strategic direction and a one year Operational Plan. The Corporate Plan will be developed by ESH, reviewed by SHG Directorates for impact assessments, and endorsed by its Board of Directors.

The Corporate Plan will be used to feed into the SHG Medium Term Expenditure Framework cycle and Elected Members will allocate SHG budgets to ESH accordingly. The Corporate Plan will also be provided to DFID during the Development Aid Planning Mission (DAPM) process.

The CEED and ESH will maintain a close relationship with SHG Directorates and other stakeholders with an interest in its work. A regular dialogue shall be maintained with formally constituted civil society organisations including the Chamber of Commerce, trade associations and relevant voluntary sector organisations. A formal twice yearly Economic Forum shall be established to facilitate dialogue with the business sector.

The ESH Board of Directors is responsible for ensuring that ESH is a private sector led organisation, for setting the strategic direction of the organisation, and also the monitoring of ESH’s operations

including financial performance. The Board will meet at least quarterly. As an outcome of Board meetings, quarterly Progress and Monitoring Reports will be produced and sent to SHG and DFID.

ESH's Board of Directors will consist of a Chairman /Chief Executive for Economic Development (CEED) and up to nine other members, which may include representation as follows:

- President of the Chamber of Commerce
- Up to five representatives from the Private Sector
- Up to two Elected Members (EM's)
- The SHG Financial Secretary (FS)
-

The representatives from the private sector should hold the majority of Board seats and are to be appointed by the Governor after consultation with the Board Chairman by notice in the *Gazette* for a term not exceeding three years. The Elected Members will be nominated by the Governor in Council.

It may also be beneficial during the development of the island to ask specific firms to have board representation to integrate their activities into the Saint Helena economy. These appointments will be for a term not exceeding three years, by the appointment of the Governor, after consultation with the Board Chairman, by notice in the *Gazette*.

A 3 year Corporate Business Plan for ESH will be drawn up, approved by the Board and published. As part of the Medium Term Expenditure Framework (MTEF) planning process ESH will review this plan annually and produce an Operational Plan which takes into account the broader needs of St Helena, and operational coherency with SHG requirements will be achieved through input from the SHG Chief Secretary, consulting EXCO as necessary.

4: Enterprise Saint Helena's Aim, Objectives and Areas of Responsibility

Aim

In line with Saint Helena's Sustainable Economic Development Plan, the overarching aim of ESH is to "*help Saint Helena become financially independent and improve standards of living*".

Objectives

In order to achieve this aim, ESH will endeavour to achieve the following objectives:

- Obj: 1. Protect St Helena's future through sustainable economic development;
- Obj: 2. Encourage social and community development, including engagement through the Diaspora;

- Obj: 3. Encourage private sector development and growth, including through the sustainable economic use and re-use of development sites;
- Obj: 4. Support on-island and offshore investors, and promote investment;
- Obj: 5. Facilitate and provide investment sources for loans and equity;
- Obj: 6. Make St Helena a desirable, productive and competitive destination, through targeting high quality visitors;
- Obj: 7. Maintain and enhance the quality of St Helena's environmental assets;
- Obj: 8. Preserve St Helena's cultural identity.

Responsibilities

On behalf of SHG, ESH is responsible for promoting and facilitating economic and commercial development for the benefit of Saint Helena. This includes:

1. *Promote economic growth through the development of local businesses*
 - a. Provide advice to business and entrepreneurs who are, or are wishing to, operate on Saint Helena
 - b. Provide training to local businesses and entrepreneurs
2. *Generate economic activity by attracting international inward investment*
 - a. Work towards reducing barriers to investment
 - b. Bring potential investment opportunities to a level where they can be marketed
 - c. Proactively market Saint Helenian opportunities overseas
3. *Ensure assets which SHG and ESH determine are to be best used for economic development are fully utilised.*
 - a. Bring an agreed list of sites to a standard where they can be marketed for investment
 - b. Actively seek potential investors for these assets
 - c. Make assets available to local businesses and entrepreneurs
4. *As the main driver of economic growth, develop the island's tourism sector*
 - a. Develop on-island attractions and experiences
 - b. Market Saint Helena's tourism product internationally
 - c. Ensure service standards are world-class
5. *Provide finance for business growth and creation*
 - a. Provide capital to businesses and entrepreneurs which have been unable to secure finance from the Bank of Saint Helena, if they represent an attractive investment for Saint Helena.

5: Key Target Areas

Broadly the following five sectors represent the most important strategic areas where development is necessary to transform the economy and meet the aims and objectives outlined above.

Commercial Property –ESH will take operational control of a list of assets to be agreed with SHG and updated on a regular basis. For this list only and on behalf of SHG, ESH will do necessary maintenance, development, marketing and disposals¹ required to best use that asset for developing the economy. ESH will also assist SHG to identify sites for potential use as a driver for economic development.

Business Development –ESH will provide business development services to both domestic and international businesses and entrepreneurs who currently do, or would be likely in future to, operate on Saint Helena. This includes identifying and marketing business opportunities on-island and off-island. Agriculture & Fisheries development will be pursued.

Tourism –ESH will provide services to Tourists, the Tourism Sector and develop tourism experiences. This will include both the development of on-island tourism products and services, as well as the promotion internationally of the island's product. Whilst Tourism will fall under the remit of ESH, it will retain its own identity in order that this function (or parts thereof) may be divested in the medium-term.

Marketing – In collaboration with SHG's Public Relations function, ESH will help market Saint Helena as an attractive place to visit, live and to invest, as well as market the island as a tourism destination.

Finance –ESH will provide funding to local businesses and entrepreneurs in order to grow the economy. Specifically, ESH will be an alternative source of capital for businesses or entrepreneurs who were unable to secure funding from the Bank of Saint Helena.¹

6: Relationships

Good working relationships are central to managing any organisation. Whilst ESH will be a statutory organisation, established under Ordinance, this section addresses the ways in which relationships are designed to ensure good governance, effective communications and rational decision making.

The detailed collaborative arrangements between SHG Directorates and ESH are shown in Annex C.

Governor

The Governor is the Chief Executive for Economic Development's (CEED's) line manager and is responsible for setting his personal objectives and performance targets. The Governor is also responsible for appointing ESH's Board of Directors as outlined in section 3.

¹ The process governing how ESH will dispose of assets or provide credit is outlined in Annex B

The roles of the CEED and Board Chairman are presently combined but may eventually become separate functions on review of the framework agreement by EXCO as provided for in Section 3 (fig 2).

ESH Board of Directors

The ESH Board of Directors is responsible for ensuring that ESH is a private sector led organisation, for setting the strategic direction of the organisation, and also monitoring of ESH's operations. In particular, in line with ESH Policy, the Board of Directors is to:

- Approve the three year Corporate Plan and associated annual Operational Plans;
- Set challenging but realistic targets in the context of these plans;
- Ensure that any new initiatives are consistent with the agreed economic development strategy;
- On the advice of the CEED, approve terms and conditions of employment of ESH staff (excluding the CEED), and approve pay arrangements where the proposal involves promotion to a higher grade;
- Set the conditions for the provision of finance;
- Monitor the financial performance of ESH by scrutiny of the management accounts;
- Approve annual year-end financial accounts

SHG Chief Secretary

The Governor has assigned responsibility to the Chief Secretary to act as the key link between ESH and SHG, thereby ensuring that SHG and ESH have clear understanding of each other's objectives and methods of working and how these best fit together.

The Chief Secretary shall provide advice to ESH on SHG policy/operational issues, and in particular:

- advise on the context of wider or cross-governmental objectives to ensure that ESH most effectively supports the delivery of SHG's strategic objectives;
- ensure that ESH has the delegations, authorities and SHG support necessary for effective delivery of economic development and continuous improvement;
- agree a framework which supports the three year Corporate Plan agreed by ExCo

Chief Executive for Economic Development

The CEED is responsible for the day-to-day management of ESH, and accountable for the financial management of the organisation and for performance against key targets. The CEED shall promptly notify ExCo, through the Governor, of any novel and potentially contentious issues, any significant problems being experienced in meeting its delivery targets and ESH's financial performance.

The CS and the CEED will work together to rebalance St Helena's constrained economy away from its current domination by the public sector to an expanding, private sector driven economy, for the benefit of all.

DFID

ESH will provide a copy of its quarterly Progress and Monitoring Report to DFID and the template for the document will be tailored to ensure DFID's requirements are addressed. ESH and DFID will work together to ensure the monitoring and reporting processes are as streamlined as possible.

DFID and ESH will maintain a strong communications link to ensure a common understanding of objectives and methods of working are achieved. To this end the two organisations will meet via tele/video conference at least quarterly to discuss strategic issues.

Elected Members

ESH will provide a copy of its quarterly Progress and Monitoring Report (including financial performance) to Elected Members in order to facilitate their strategic monitoring responsibilities. Further details on how Elected Members interact with ESH are provided in Section 11 below. The Elected Member who is nominated by the Governor in Council to sit on the ESH board will have the responsibility to provide updates to other Elected Members on ESH progress.

7: Financial Regime for ESH

SHG will provide ESH with finance annually by way of a payment on behalf of the Crown, which will be subject to the annual appropriation process in Legislative Council. The level of subvention will be determined during SHG's Medium Term Expenditure Framework (MTEF) cycle, based on ESH's Corporate Plan as agreed by ExCo. This will ensure that Elected Members have an opportunity to analyse ESH's agreed Corporate Plan and provide financial support to it accordingly.

ESH will take a holistic view of finance when compiling its Corporate Plan as it will receive funding from both SHG and DFID. As such, the Corporate Plan will be developed to ensure timely input into the MTEF cycle and the DFID led Development Aid Planning Mission (DAPM).

The ESH Board of Directors will be responsible for scrutinising ESH, assessing the economy, efficiency and effectiveness with which ESH has used its resources in discharging its functions.

The Chief Executive for Economic Development is responsible for producing and publishing accounts for ESH.

8: Transfer and Treatment of Assets

In order to grow the economy SHG and ESH will work in collaboration to identify potential assets which are likely to be put to best use as vehicles to growing the economy. ESH and SHG will work together to make decisions over the future of such assets and control and responsibility of certain assets are likely to transfer to ESH from SHG. Any transfer or treatment of assets will comply with SHG's Land Disposal Policy.

Treatment

In order to foster a common direction for the treatment of assets with economic development potential, ESH and SHG will create a portfolio of assets where SHG will consult ESH on any decision which may impact the future use of the asset.

This portfolio will be created and adapted through the following process.

1. ESH present evidence to support the inclusion of an asset onto a portfolio of assets with economic development potential.
2. SHG will agree or reject the inclusion of the asset onto the portfolio after consideration of the evidence presented.
3. The portfolio is either updated or remains unchanged.

For assets on the portfolio SHG undertakes to consult ESH before taking any decisions that impact the future of that asset, such as decisions over future management, including development and leasing arrangements.

While the asset is on the portfolio ESH will identify and quantify the asset's potential opportunities and undertake soft marketing and market testing.

ESH can remove an asset from the portfolio by making a request in writing to the SHG Chief Secretary, while SHG can remove an asset from the portfolio by making a request in writing to the ESH Chief Executive for Economic Development. All such requests will be considered by the Estates Strategy Panel, in line with SHG's Land Disposal Policy.

Transfer

It may be desirable for ESH to take direct control and responsibility for a range of assets in order to foster economic development. This will generally be when design briefs have been completed and full marketing is expected in the short term.

ESH will be able to take direct control of SHG assets through the following process:

1. ESH present evidence to support the transfer of an asset from SHG to ESH.
2. SHG, through the Estates Strategy Panel (and ExCo if necessary), will agree or reject the transfer based on the evidence presented.
3. Direct control and responsibility of the asset either transfers to ESH or remains with SHG.

When control and responsibility of an asset is transferred to ESH from SHG, ESH essentially becomes an agent acting on behalf of the Crown. As such, the asset remains on the SHG balance sheet. Once assets are transferred, however, ESH undertakes to use the asset in whatever way is required to promote ESH's objectives and also undertakes to ensure the asset is physically maintained at a minimum to the level it was when transferred.

Once an asset has been transferred to ESH from SHG, SHG forgoes decision making duties for the future of the asset, although SHG will be consulted during the decision making process for significant decision over the future of the asset. Notwithstanding the above provisions, in the case of conflict

between Economic Development and other significant national priorities the Governor in Council will decide on the future of the asset.

Special arrangements may be necessary where vacant possession has not been established.

9: Appointment, Pay and Other Human Resource Management Responsibilities

The authority to recruit, pay and manage staff is delegated to ESH. Staff terms and conditions of service may be varied to respond to local employment market conditions. ESH's HR Policies are to be determined by the ESH Board of Directors.

ESH may prefer to use SHG resources to meet some of their personnel needs, and therefore retains access to SHG corporate services, subject to negotiation of a Service Level Agreement and a management charge.

10: Method of Recruitment and the Basis of Remuneration for the Chief Executive

The Chief Executive for Economic Development is normally appointed by open competition. In common with other senior officials, the CEED's appointment can be terminated on grounds of poor performance (e.g. failure of ESH to achieve its objectives and key targets).

11: Legislative Council Questions, Executive Council and Letters from Elected Members

Elected Members are encouraged to deal directly with the CEED on matters related to the work of ESH. The CEED is normally expected to reply direct to correspondence and written Legislative Council Questions that concern ESH issues. The CEED or his nominated representative may be invited to attend sittings of the Legislative Council and Executive Council. Nevertheless, the Governor is accountable on all matters concerning Economic Development, and accordingly retains the right to intervene if concerns justify it.

12: Appearance before the Public Accounts Committee or Other Council Committees

The CEED and other senior ESH managers may be required to appear before the Public Accounts Committee (PAC) and may be invited to attend meetings of Council Committees for specific items related to economic development.

13: Communication between ESH and its Clients and the Public

ESH is required to publish procedures for clients and the general public to access its services and information on its work.

14: Risk Management, Accounting and Audit

Risk

ESH shall establish and implement a Risk Management Framework. The CEED is responsible for ensuring risks that could impact the achievement of the ESH Corporate plan or wider SHG objectives are identified, mitigated, and reported on a regular basis to the ESH Board and SHG.

Accounting and Audit

ESH must, in a manner approved by the Financial Secretary keep account of its transactions. On an annual basis ESH is required to have its accounts audited by the Chief Auditor, or person approved by the Chief Auditor.

ESH must within twelve months after each 31 March submit to the Financial Secretary:

- (a) a report, on its activities during the financial year; and
- (b) an audited statement of the ESH accounts

The Financial Secretary must lay a copy of the documents referred to above on the table of the Legislative Council at the meeting of that Council next after receiving them.

The Governor and Public Accounts Committee may request the Chief Auditor, or any other suitable person or review body to conduct specific examinations relating to any element of the economy, efficiency and effectiveness of ESH.

15: Changing the Framework Agreement

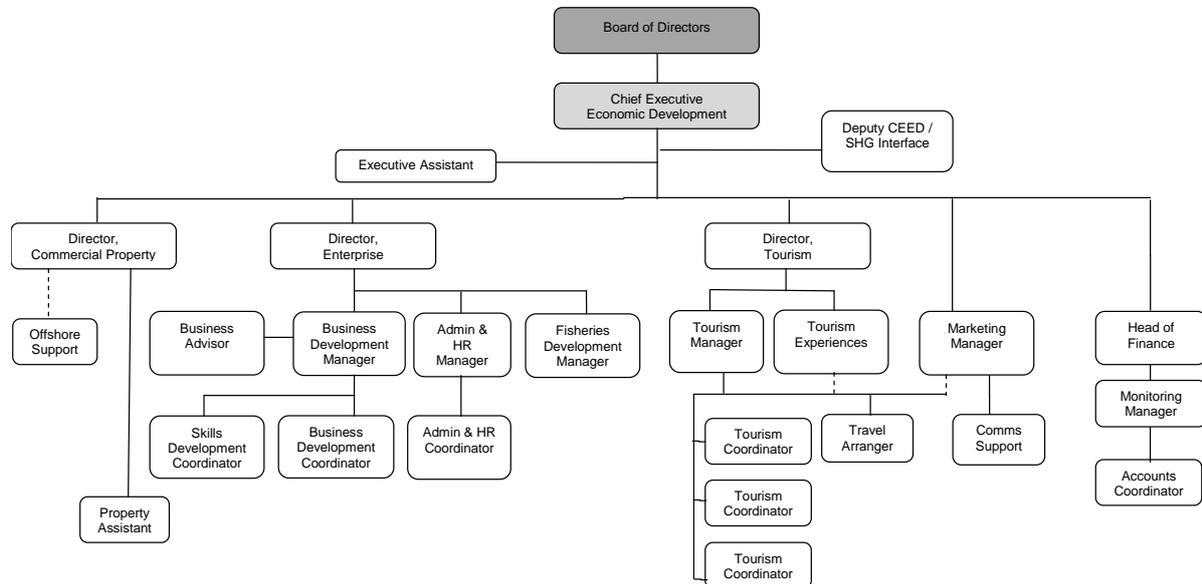
This Framework Agreement and its operation will be reviewed by SHG, in consultation with ESH, at intervals of not more than three years. The review should include an assessment of ESH's track record in the effective use of its financial and managerial freedoms to achieve its objectives.

Proposals for further freedoms will be considered in the light of evolving policy, operational factors and the track record itself. The guiding principle will be that the extent of flexibility and freedom given to ESH should reflect both the quality of its internal controls and its operational needs.

Alongside the scheduled review, either ESH or SHG may propose amendments at any time. The Governor will be responsible for consulting all those concerned with proposals for amendments. Updated copies shall be laid before Executive Council for endorsement when significant amendments to policy are proposed.

Annex A: Indicative ESH Structure

The below organogram represents an indicative structure for ESH. Over time, however, the structure of ESH will need to evolve in line with the changing needs for economic development on Saint Helena.



Annex B: Disposing of Assets and providing Credit

ESH will ensure at all times that adequate checks and balances are in place to secure best value for money from the resources it has responsibility for, which in the main will be the assets it has control over and the finance provided to it. Disposals will be conducted in accordance with the SHG Land Disposal Policy.

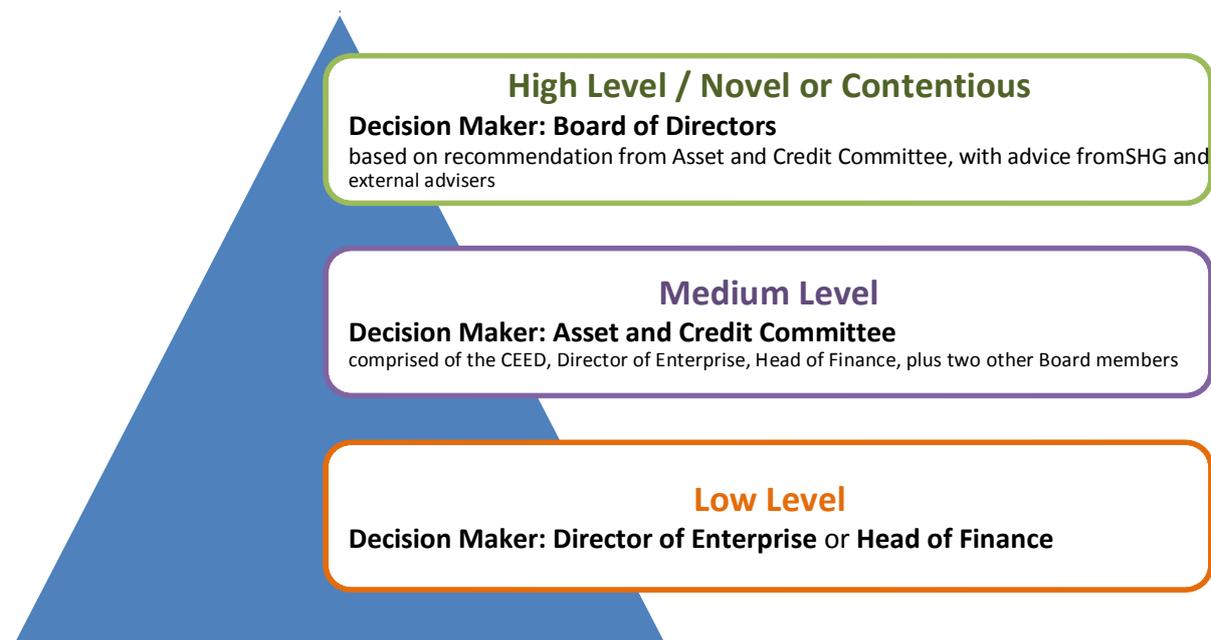
In order to make ESH's operations as efficient as possible and to avoid overly burdensome bureaucracy, a proportionate ratcheting up of scrutiny will be used when making decisions over whether to make capital available to a business or dispose of an asset.

- **Low Level:** The authority to approve low level capital provision or asset disposal up to £5K will be delegated to the Director of Enterprise and also the Head of Finance.
- **Medium Level:** Decisions to approve medium level capital provision or asset disposal up to £100K will be delegated to a internal Asset and Credit Committee, to comprise of the CEED, Director of Enterprise, Head of Finance, plus two other Board members (not to include the FS or an EM).
- **High Level:** With respect to large, novel or contentious capital provision or asset disposals over £100K, recommendations from the Asset and Credit Committee will be considered by the full ESH Board of Directors. For such decisions, the Board of ESH will seek advice from relevant independent expert advisors. In addition, SHG will make relevant expert advisors currently employed by SHG available to provide support and advice.

The three scales of capital provision and asset disposals described above, therefore, command varying levels of scrutiny, checks and balances, to ensure an appropriate balance between oversight and operational efficiency.

The thresholds for each category will be determined by the ESH Board.

Decision making hierarchy for Capital Provision and Asset Disposal

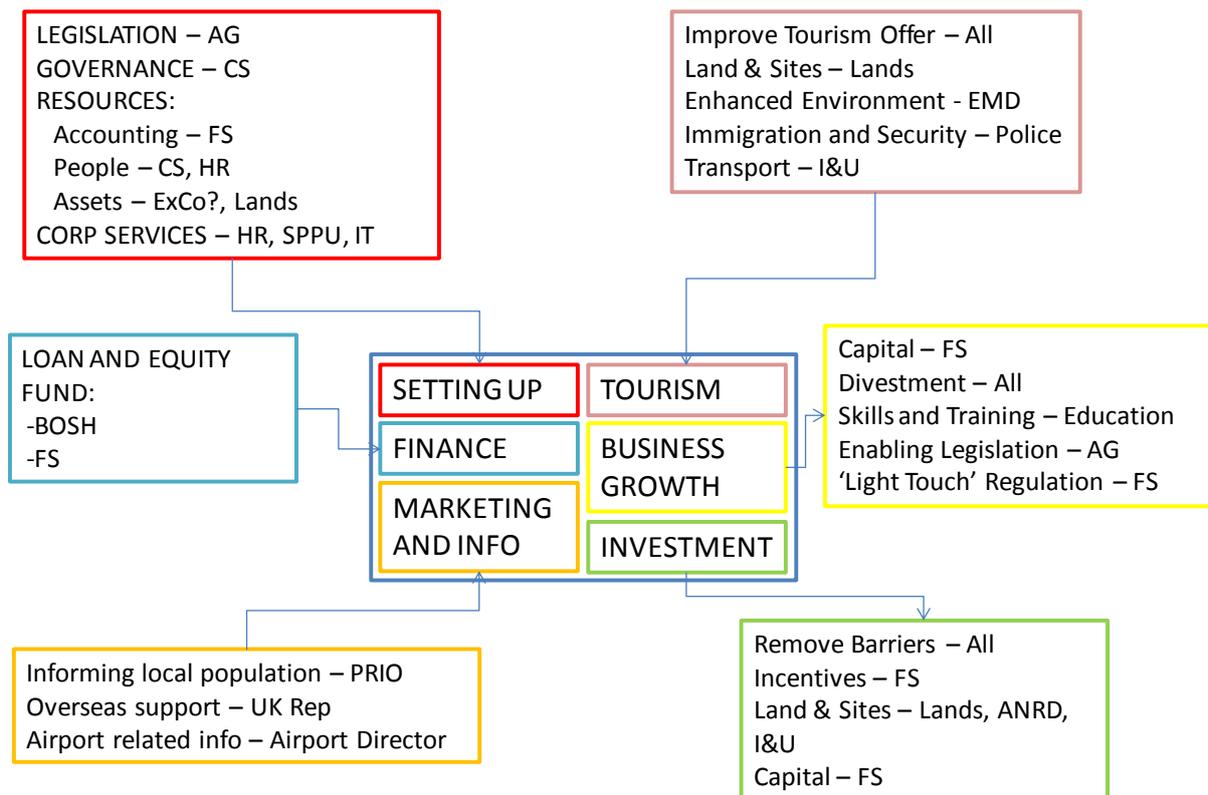


Annex C: Detailed Overview of ESH and SHG Relationship

Although ESH will operate at ‘arms length’ from SHG, it will be important for the two organisations to form a close and productive working relationship in key areas. It is highly important that SHG and ESH react quickly and effectively to the needs of the other. It is also important that neither ESH nor SHG are burdened with overly prescriptive regulation or overly complex administration.

The following ‘spider web’ shows the range of areas where SHG and ESH are likely to interact based on the Key Target Areas for ESH as outlined in section 6. Details are provided below.

Fig A1: ESH Key Target Areas and Linkages to SHG functions



Setting Up

AG Chambers: Will be expected to assist in the legislation surrounding the establishment of ESH.

Governance: The Chief Secretary will support ESH, when required, with setting up its governance structures, reporting and monitoring lines.

Resources: ESH may require assistance from SHG on financial matters. For example, it is expected that for a short period the SHG Finance Directorate will continue to supply ESH with accounting services.

In terms of staff, ESH may require full time or temporary support from individuals currently working within SHG. ESH and SHG will work together at Chief Secretary and Chief Executive for Economic Development level on staffing issues.

A firm working relationship needs to be established between the ESH Corporate Property function and SHG Lands function to ensure the process for asset treatment and transfer works in the best interest of both SHG and ESH.

Corporate Services: In a similar fashion to the Finance Directorate, ESH may need to make requests for HR, IT or SPPU support on an ad hoc basis, particularly during the setting-up phase. ESH will follow existing SHG recruitment procedures for TC posts.

Finance

Finance Directorate During the setting up phase and the operational phase of the loan and equity fund ESH may need advice from the Finance Directorate on issues related to the fund. ESH and the Finance Directorate will work together to treat the risks associated with contingency liabilities.

Tourism

Lands and Sites: ESH and the SHG lands section will need to work together on issues related to assets with economic development potential, as set out in section 8 of this framework agreement.

Environmental Management: ESH and the Environmental Management Directorate will work together to preserve the island's environment and its tourism product. The EMD will assist ESH with identifying the requirements for Environmental Impact Assessments. ESH will keep the EMD informed and consult on developments which may have an environmental impact.

Police: Safety, securing and immigration are all important elements of the tourism product and inward investment. As such, the SHG Police Directorate and ESH will form a productive working relationship on such issues.

Transport: Growing the economy will require a better island transport system. As such, the SHG Directorate for Infrastructure and Utilities and ESH will work in cooperation over such issues.

Business Growth

Finance Secretary: For businesses to grow on Saint Helena, it is essential that they have greater access to capital. The Financial Secretary will endeavour to ensure ESH has an appropriate fund to support this aim, while also providing technical support and advice in administering such activities.

Secretariat: SHG has a policy to divest certain services. By its nature this will create business opportunities for the private sector. ESH and the Secretariat will work together to ensure the private sector are able to maximise these benefits.

Education and Employment: Productivity is a major area where improvements could result in economic growth and private sector development. ESH and the Directorate for Education and

Employment will work in collaboration to improve the link between education provision and private sector needs.

Legislation and Regulation: As the needs of the island change, appropriate legislation will be required to enable development. ESH, the AG Chambers and Financial Secretary will work together on such.

Investment

Barriers to Investment: SHG and ESH will work together to establish the most significant barrier to investing on Saint Helena and form a strategy to eliminate them.

Legislation and Regulation: As the island develops the incentives required to attract capital to Saint Helena may need to be developed. As such, appropriate legislation and regulation may need to be developed. ESH, the AG Chambers and Financial Secretary will work together on such.

Sites: Economic development on Saint Helena will be site led. As such, ESH, ANRD, Lands and Planning and Infrastructure and Utilities will need to form a robust working relationship.

Marketing and Info

Informing the local population: ESH and PRIO will collaborate on marketing and communication issues, including the Airport Director and overseas representatives when appropriate.