

Agenda Item No. 7

WEST MIDLANDS REGIONAL ASSEMBLY

Board of Directors - Friday 8th December 2006

Revised report of the Company Secretary

1.0 Governance Issues – Partnerships Review

Purpose

1.1 As part of the general review of WMRA partnerships, to consider additional matters pertaining to memberships and modus operandi.

2.0 General issues

2.1 A few general matters have arisen which require formal clarification

Rules Concerning Quorum at Meetings

2.2 The rules determining whether or not a meeting of the full Assembly or the Assembly Board is quorate are set out in the company's Articles of Association. The relevant extracts are Appendix 1. None of the Assembly Partnerships have quorum requirements specified in their terms of reference. This is an important issue particularly in relation to Assembly bodies with executive functions such as the Planning Partnership and Executive and the Housing Executive.

2.3 It is recommended that following protocols are adopted for Assembly structures:-

- The general quorum for all Assembly partnership meetings shall be set at 33.3% of membership.

Within that overall total:-

- Sectoral quorum requirements for the Planning and Housing Partnerships shall be a minimum 8 local government, 2 business and 2 other stakeholders members
- Sectoral quorum requirements for the Planning Executive and Housing Executive shall be a minimum of 4 local government, 1 business and 1 other stakeholders members
- Sectoral quorum requirements for other Assembly partnerships shall be:
 - Core group of 6 with at least 1 local government, 1 business and 1 other stakeholder
 - Core group of 12 with at least 2 local government, 1 business and 1 other stakeholder

2.4 Under the terms of the Articles of Association, where business cannot be properly transacted because a meeting is inquorate the Assembly or Board should be adjourned and reconvened the following week. It is recommended that a variation in this procedure is made so that an inquorate meeting is permitted to continue to consider business matters with their decisions classed

only as recommendations pending ratification at the next appropriate meeting with executive authority i.e. either the particular committee or sub-committee, the Board or full Assembly.

Recommendation

- 2.5** (i) That the above protocols covering quorums at Assembly meetings be adopted
(ii) That, subject to appropriate legal procedures, the rules concerning transacting business in the event of an inquorate meeting be varied as set out above.

Chairs and Vice-Chairs

- 2.6** The following protocols regarding lead members are submitted for agreement, again for clarity and consistency:-
- The positions of Chair and Vice-Chair on all Assembly member structures shall be filled by members of the Assembly company.
 - The Chairs of bodies legally designated as committees or sub-committees of the Board must be chaired by a WMRA Director.
 - Specifically the Chair and three Vice-Chairs of the Planning Partnership/Executive and the Chair/Local Government Vice-Chair of the Housing Executive shall be WMRA Directors

The Assembly has always operated on the basis that, in the event of a tied vote, the chair should not have a casting vote. This is enshrined in the Articles of Association. This principle needs to be similarly applied across Assembly structures

- The rule that, in the event of a tied vote, there is no Chair's casting vote, shall be applied to all assembly structures

Recommendation

- 2.7** That the above protocols concerning the positions of Chair and Vice-Chairs on Assembly member structures be adopted and the various terms of reference of such bodies amended as required.

3.0 Memberships Review – Progress Report

A. Equality and Diversity Partnership

- 3.1** The membership of this, the most recently established Assembly Partnership, has been under review. This is an 'influencing' rather than an 'executive' body and therefore there is more flexibility regarding membership. To this end further consideration is currently being given by the current Partnership to membership issues and a report and recommendations of the Partnership will be submitted to the next Assembly meeting.

Recommendation

- 3.2** That the Board note that a report outlining revised membership to the Equality and Diversity Partnership will be submitted to a future meeting of the Assembly.

B. Regional Transport Partnership

- 3.3** The Regional Transport Partnership is also within the Assembly's 'influencing' structures. Its current membership (Appendix 2) reflects this with a small core Assembly group of representatives and a wide range of transport interests.

- 3.4** Whilst it is important to maintain that breadth of membership to support the important regional transport agenda, the government's Regional Funding Allocations process is changing the nature of the Partnership. This is particularly so in relation to advice asked of the Assembly on regional priorities on major transport schemes, a function closer to an executive rather than an influencing role. In January 2006 the region's advice to Government was agreed at a 'Special' Partnership meeting which was extended to include the relevant Cabinet Leads from the region's local transport authorities.
- 3.5** The Board may agree that the Transport Partnership role should be kept under review and, at an appropriate stage, may be considered for an executive structure i.e. constituted as a committee of the Board.
- 3.6** An earlier draft of this report proposed that, as an interim measure, the Assembly core group on the Transport Partnership should be increased to ensure a better spread of interests, particularly in local transport authorities. However, the very recently published Eddington Study on the longer term relationship between transport and economic development was reflected in yesterday's Pre-Budget Report and its key messages around the funding, charging and governance of transport policies will be reflected in future government policy including CSR07.
- 3.7** On reflection, in view of the evolving transport agenda, the Board is now recommended to defer changing the current Transport Partnership arrangements but to review them later in 2007.

Recommendation

- 3.8** That the current membership arrangements for the Transport Partnership be retained for the time being, to be fully reviewed in 2007.

C. Regional Environment and Regional Health Partnerships

- 3.9** The Board is asked to note that there is also in progress a review of the membership of Regional Health Partnership, the results of which will be brought to the Board in due course.
- 3.10** A review of the membership of the Regional Environment Partnership (also an 'influencing' body) has not suggested any changes to the membership structure for the time being.

4.0 Assembly Representation on the Regional Rural Affairs Forum (RRAF)

- 4.1** In the past there has been representation on the RRAF for the Assembly – David Littlemore and WMLGA – Cllr Claude Bodenham. Both were on the Assembly Board but David Littlemore has recently retired as an Assembly member.
- 4.2** The options for the Board to consider are either:

- (i) not to replace David Littlemore but for Cllr Bodenham as the Rural Portfolio Holder to represent both organisations within the Regional Partnerships, or
- (ii) to replace David Littlemore with a business or other stakeholder representative from the Assembly.

Recommendation

- 4.3** That the Board indicate its preference (either i or ii) for future representation on the Regional Rural Affairs Forum

**Extracts from the West Midlands Regional Assembly
Articles of Association**

PROCEEDINGS AT GENERAL MEETINGS

- 7.1 Subject to Article 7.2, no business shall be transacted at any general meeting unless a quorum is present. A quorum shall be 33 members present in person or by proxy or by duly authorised representative (where appropriate) provided that no general meeting shall be quorate unless at least 7 “A” Members, 3 “B” Members and 3 “C” Members are present.
- 7.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time, whether later on the same day as the meeting so adjourned or such other day, and at such other time and place as the directors may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed the member or members present in person or by proxy or by duly authorised representative (where appropriate) entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

PROCEEDINGS OF THE DIRECTORS

- 14.2 Subject to Article 14.3 no business shall be transacted at any board meeting unless a quorum is present. A quorum shall be 8 directors present in person provided that no directors’ meeting shall be quorate unless at least 4 “A” Directors, at least 1 “B” Director and at least 1 “C” Director shall be present. Continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, they may act only for the purpose of filling vacancies, or of calling a general meeting.
- 14.3 If a quorum is not present within half an hour from the time appointed for a Board meeting the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other time, whether later on the same day as the meeting so adjourned, or to such other day and at such other time and place as the directors may determine. If at the adjourned board meeting a quorum is not present within half an hour from the time appointed the director or directors present in person shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.

Transport Partnership 2006/07

SECTOR	NOMINATING BODY
West Midlands Regional Assembly	WMLGA: 2 from MET LTP area WMLGA: 2 from Non-MET LTP areas 1 + 1 "other" sector partner 1 + 1 business sector partner
Advantage West Midlands	Advantage West Midlands
Bus / Metro	Confederation of Passenger Transport
Rail Industry	West Midlands Regional Rail Working Party
Airport / Services	Birmingham International Airport
Road	Highways Agency
Strategic Rail Authority	Strategic Rail Authority (DfT Representative)
Government Office for the West Midlands	Government Office for the West Midlands
Sustainability	Sustainability West Midlands
Commercial Transport	Freight Transport Association / Road Haulage Association
Centro	Centro
2 Public Transport Users Grouping	National Federation of Bus Users West Midlands Rail Passenger Council
Planning Partnership	Regional Planning Partnership
Social Inclusion Partnership	Social Inclusion Partnership
Environment Interest	Environment Partnership
Ex Officio	WMPTA