

Agenda Item No. 17
WEST MIDLANDS REGIONAL ASSEMBLY
Annual General Meeting – 12 July 2006

DECISIONS OF THE BOARD OF DIRECTORS

Report of the Company Secretary

1. **Purpose of report**

To advise the Regional Assembly of matters considered by the Board at its meeting on 2 June 2006 which are not otherwise the subject of a report to this meeting. The agenda and accompanying reports are available via the Assembly's website.

2. **Recommendation**

The content of the report be noted.

3. **Background**

The board at its meeting on 2 June 2006 considered reports on the following items:

3.1 **CEO Recruitment and Interim Management Arrangements**

The Board was informed of the current position regarding recruitment and they endorsed the selection process and interim management arrangements, which included the retention of the Senior Director up to and beyond the appointment of a CEO.

3.2 **Policy Issues - Report of the Director of Policy**

3.2.1 **Regional Funding Allocations and Forward Planning Executive**

An update was provided on Regional Funding Allocations, which Board Members noted, together with the arrangements for the first meeting of the Forward Planning Executive.

3.2.2 **City Regions**

The Board's support was sought and given for an Assembly discussion on 12 July following the formal AGM on the City Regions Approach in the West Midlands.

3.2.3 **"Securing the Regions' Futures; Strengthening delivery of sustainable development in the English regions"
(DTI/ODPM/DEFRA April 2006)**

Directors were advised on the Government's plans to strengthen regional delivery of sustainable development and noted the implications to regional organisations.

3.2.4 **Independent Performance Assessment (IPA) for Regional Development Agencies**

The Board of Directors was advised that Regional Development Agencies (RDAs) were now the subject of a three yearly assessment led by the National Audit Office (NAO).

3.2.5 **Network Rail Board Membership**

The Board considered the position regarding Network Rail Board membership and supported the Regional Transport Partnership's approach of sending a strongly worded letter expressing disappointment to the cessation of West Midlands Regional Assembly's membership to the Network Rail Board in November 2006.

3.3 **Commission for Equality and Human Rights: A Presence in the West Midlands**

That Board Members agreed proposals to be submitted to DCLG that the regional presence of the new Commission for Equalities for Equality and Human Rights should:

- a) be a small strategic body working through regional organisations and networks;
- b) work closely with the Equality and Diversity Partnership;
- c) have a member of the Commission sitting on the Partnership;
- d) be located with the Regional Assembly; and share corporate services/facilities (all services should be subject to funding being received from the Commission).

3.4 **Report of the Senior Director and Company Secretary**

3.4.1 **Regional Partnership Structures**

(i) **Establishment of Regional Housing Partnership and Executive**

The Board was advised on the progress of the Housing function arrangements, following the transfer of the Regional Housing Board function which would be fully operational within the Assembly's structures from September 2006.

The Board gave its approval / endorsement to the following:
To the establishment of the Regional Housing Executive (RHE) as a Committee of the Board and to the membership structures of both the Housing Executive and the Regional Housing Partnership (RHP).

The approach being taken for the Assembly to take on board the Regional Housing functions

That a resolution be proposed at the Annual General Meeting of the Assembly to amend the Memorandum of Association of the Assembly by the insertion of a new paragraph 3.9 to read " to be the Regional Housing Board for the West Midlands Region and fulfil functions pursuant to such status".

That a resolution be proposed to the Annual General Meeting of the Assembly to amend the Articles of Association to increase the number of Directors from 21 to 22 and the maximum number of "A" Directors from 13 to 14.

That the RHE be established as a Committee of the Board. The Board also approved the draft terms of reference for the RHE, and the RHP.

(ii) **Regional Planning Partnership – Amendment to Partnership Structure and Establishment of a Conformity Panel**

(iii) **Change of Company Name**

The Board's agreement was given to the necessary steps to seek exemption from using the word 'limited' in its name.

- (a) That a resolution be proposed to the Annual General Meeting of the Assembly to amend Article 21.1 of the Articles of Association to read:-

"If the Company and its subsidiaries (if any) are to be wound up, then subject to the discharge of all liabilities of the Company or the retention of sufficient reserves to discharge the same and to pay the costs of winding up of the Company the remaining assets shall be distributed to such organisation, body corporate, unincorporated association, partnership, firm or statutory body as the members by special resolution may select provided that the objects of such organisation, body corporate, unincorporated associated, partnership, firm or statutory body are similar to the objects of the Company or are otherwise for the promotion of charity and anything incidental or conducive thereto".

- (b) That resolutions be proposed to the Annual General Meeting of the Assembly to amend the Memorandum of Association:-

- (a) to confirm that paragraphs 3.1 to 3.9 of the Memorandum set out the Company's objects and paragraphs 3.10 to 3.34 set out the powers the Company may exercise to further those objectives.
- (b) to make explicit that the Company's profits or other income are to be applied in promoting its objectives.

3.4.2 **Financial Matters**

(i) **2005 – 2006 Outturn Report**

The Board noted the report which advised of the submission to GOWM of the Assembly's financial and performance report for the year ended 31 March 2006.

(ii) **Legal Contingency Fund 2006 – 2007**

The Board noted the progress made in establishing a Legal Contingency Fund for 2006-07 and its impact on the Assembly Budget for 2006-07.

(iii) **DCLG Funding Agreement for 2006 – 2007**

The Board was advised of a reduction in the DCLG Funding Agreement for 2006-07 and approved the revision to the Legal Expenses Budget (WS29) of a reduction of £19,000 in response to a reduction in funding offered. That the Board also approved an approach to DCLG for further funds to help meet any additional legal costs that arise during the year over and above the existing legal budget provision for 2006-07 of £56,000.

(iv) **DCLG Funding Agreement for RHB 2006 – 2008**

The Board was informed of the two year Funding Agreement for the Regional Housing Board 2006-08 and gave their approval to the Draft RHB Budget 2006-08 and recruitment of a RHB Senior Advisor.

(v) **Audit Services**

The Board were advised of the audit services provided by Clement Keys under the new International Auditing Standards and authorised the Chairman to sign a Letter of Engagement on behalf of the Regional Assembly.

3.5 **Confidential report: Staffing Matters**

The Board **approved** adjustments to the staffing of the Assembly's Planning Team which would be achieved at no additional cost.

Steve Hind
Company Secretary

Michael Frater
Regional Partnerships Secretary