

## **Cabinet – 9 November 2011**

### **West Midlands Councils - Constitution**

**Portfolio:** Councillor Bird – Leader

**Service:** Chief Executive

**Wards:** All

**Key decision:** No

**Forward plan:** No

#### **1. Summary**

To seek Cabinets approval of the West Midlands Councils Constitution in line with the West Midlands Councils request that each constituent Council makes appropriate arrangements to secure formal endorsement of that Constitution and provides written confirmation of such to West Midlands Councils.

#### **2. Recommendations**

- 2.1 That the Constitution of the West Midlands Councils as appended to this report be approved.

#### **3. Report detail**

The West Midlands Councils was formally known as the West Midlands Leaders Board and prior to that the West Midlands Local Government Association, it is a Member led organisation comprising all 33 local authorities within the West Midlands.

It is an independent body which supports, represents and promotes the interests of the local authorities in the West Midlands and the communities they serve. As such it works to secure a strong and coherent voice for local government and promotes the West Midlands in relation to sub national, national and international issues. All 33 local authorities are represented by their Leaders on the Full Council.

The Full Council is advised by a Steering Group of Leaders with representatives from six sub regions – Birmingham; Coventry, Solihull and Warwickshire; Black Country; Worcestershire; Herefordshire, Telford & Wrekin, and Shropshire; and Staffordshire and Stoke – plus a representative from each of the three main political parties.

#### **4. Council priorities**

By being a member of the West Midlands Council Constitution the Council is continuing to support its primary objectives of working on a sub regional and regional level to support its Communities and neighborhoods, the economy and the health and well-being of the community of Walsall.

#### **5. Risk management**

The constitution provides an operating model and creates the framework within which the members carry out the business of the body. A constitution represents good risk management practice and provides a governance regime within which the members operate.

#### **6. Financial implications**

Membership of the West Midlands Council incurs an annual contribution of £48,794 which is contained in the budget. Further the constitution contains provisions that all members are liable with the other member authorities to underwrite any liabilities of the West Midlands Council on the basis of a proportion of the subscription base.

#### **7. Legal implications**

By approving the Constitution the Council will be bound by its terms.

#### **8. Property implications**

None

#### **9. Staffing implications**

None

#### **10. Equality implications**

None

#### **11. Consultation**

None

#### **Background papers**

All published on West Midlands Council web site

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Paul Sheehan  
Chief Executive

1 November 2011



Councillor Mike Bird  
Leader of the Council

1 November 2011

# WEST MIDLANDS COUNCILS

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## CONSTITUTION

JULY 2011

### 1. Title

West Midlands Councils (WMC).

### 2. Membership

All principal Councils in the West Midlands area shall be eligible for membership of West Midlands Councils.

### 3. Purpose

To support, represent and promote the collective interests of the local authorities in the West Midlands area and the communities they serve.

### 4. Objectives

- 4.1 To provide a resource to enable, facilitate and coordinate regional, sub regional and local activity, where collective working will add value.
- 4.2 To provide value added services to member organisations in support of organisational development and improvement activities.
- 4.3 To provide a focus for local authority activity and engagement to deliver against priorities set by West Midlands Councils.

### 5. Representation at meetings of the Full Council

- 5.1 Local Authorities in membership of WMC may be represented at its meetings by their Leader or their duly nominated substitute and the meetings of the Leaders shall be called the Full Council (or such other name as the Leaders shall from time to time determine).
- 5.2 The Leader of each authority or their duly nominated substitute shall exercise the number of votes allocated to the authority indicated in Annex 1.
- 5.3 The Full Council may agree for other persons to attend and/or speak at its meetings, but such persons shall not be eligible to vote at any meetings of the Full Council.
- 5.4 A Leader ceasing to be a Leader of the nominating local authority automatically ceases to be a member of the Full Council.
- 5.5 Substitutes for appointed representatives may be made providing notice is given before the meeting.

### 6. Voting

- 6.1 In the event of a vote being necessary at a meeting of the Full Council, the voting scheme at Annex 1 will be used in conjunction with the voting protocols at Annex 2 and the Standing Orders of the WMC at Annex 3.
- 6.2 The person presiding at any meeting of the Full Council shall not, in the case of an equality of votes, have any casting vote in addition to any vote he or she may be entitled to give as a member of the Full Council.

## **7. Meetings of the Full Council**

7.1 The Full Council shall hold an Annual General Meeting, normally in July, to conduct the following business:-

- (a) Election of the offices of Chair and Vice Chairs and the appointment of other lead members;
- (b) Agreement of Constitutions of Member Groups, their membership and Terms of Reference;
- (c) Establishment of, and amendments to Standing Orders and a Scheme of Delegation if required;
- (d) Receive annual report(s);
- (e) Agree a schedule of meetings for the ensuing year;
- (f) Approve the Financial Statements for the previous financial year and appointment of auditors;

and at least one further meeting, no later than the last day of January each year, unless otherwise agreed by the Chair and at least one Vice Chair, to consider the work plan, budget and subscriptions for the ensuing financial year.

7.2 Other meetings of the Full Council may be held as required.

7.3 An Extraordinary Meeting of the Full Council must be called by the Host Chief Executive (the Chief Executive of the host employer council, or their nominee) at any time, subject to receipt of a request in writing from the authorities in membership of the WMC holding not less than 1/3 of the votes. Such a request shall specify the business to be considered at the meeting.

## **8. Elected Officers of West Midlands Councils**

8.1 The Full Council shall elect a Chair and three Vice Chairs (including one that is representing District Councils) for a two year period, subject to annual review.

8.2 The Chair shall preside at meetings of the Full Council provided that if the Chair is absent from a meeting one of the Vice Chairs will preside. If the Chair and Vice Chairs are all absent from a meeting the Full Council shall elect another member to preside at the meeting.

## **9. Member Steering Group**

9.1 There shall be a Member Steering Group responsible for the effective strategic and operational management of all WMC business including related special interest group activity. The Steering Group shall also provide the mechanism for effectively engaging the three main political groups in the West Midlands.

9.2 The Member Steering Group will consist of a Council Leader, and named deputy who shall also be a Council Leader, from each of the sub regions as defined by the Full Council and detailed at annex 4. Where appropriate the Chair and Vice Chairs of the WMC will automatically become the sub regional representative. Membership will also include a nominee, and named alternate, of each of the three main political groups (Conservative, Labour and Liberal Democrats).

## **10. Annual Meeting for all Elected Members**

10.1 There shall be at least one meeting per year to which all elected members should be invited.

## **11. Political Groups**

- 11.1 WMC secretariat will facilitate meetings of the three main political groups (Conservative, Labour and Liberal Democrat) as required and in particular; on the day and before the start of a Full Council meeting and on the day and before the start of the Annual Meeting for all elected members.

## **12. Other Member Arrangements**

- 12.1 The Full Council will determine other member arrangements as deemed appropriate for the conduct of its business and which it may vary from time to time.
- 12.2 The Full Council may establish Member Groups considered necessary either on a permanent or ad hoc basis and determine their membership and Terms of Reference. The appointed Chair of a Member Group will be required to report back to the Member Steering Group.
- 12.3 Any elected member of any member authority may be appointed to sit on a Member Group in accordance with the relevant appointment process. Due regard should be given to ensuring as far as is practicable, that Member Groups reflect the necessary skills and expertise required for their particular purpose.
- 12.4 The Full Council may co-opt to the membership of Member Groups, without voting rights, any person with specialist skills or experience in order to more effectively pursue its purpose and objectives.

## **13. Conduct of Business**

- 13.1 Notice of meetings shall be given by the Host Chief Executive. The period of notice for meetings of the Full Council shall be 28 clear days.
- 13.2 An Agenda for meetings of the Full Council shall be determined by the Chair of the Chief Executives Task Force in consultation with the WMC Chair and shall be circulated not less than 5 working days before a Full Council meeting, specifying the business to be transacted.
- 13.3 A quorum for the Full Council shall be members representing local authorities in membership of WMC holding at least 1/3 of the votes capable of being cast for both the Metropolitan and Non Metropolitan Councils in Membership at that time.
- 13.4 The Quorum for Member Steering Group shall be 3 members to include one from each authority type, and for other Member Groups shall be 1/3 of the appointed membership.
- 13.5 The Host Chief Executive, in consultation with the Chair may, in cases of urgency, act on behalf of the Full Council in pursuance of its objectives and current policies, providing that the Full Council is advised in writing/by email of such actions.
- 13.6 The Full Council shall determine other procedural matters by adopting such Standing Orders and Schemes of Delegation as it deems necessary.

## **14. Corporate Responsibilities and Sub-Regional Groupings**

- 14.1 The Full Council shall act, wherever possible, on the basis of consensus and views expressed by elected officers of WMC shall reflect this approach. Where voting is necessary, it shall be in accordance with the scheme and protocols at Annexes 1 and 2. Dissenting views may be recorded in the minutes.
- 14.2 The Full Council may make such appointments to outside bodies as it thinks fit and keep a record of these appointments. All appointments shall be reviewed on an annual basis.
- 14.3 The Full Council may establish or recognise other groupings for any other purposes it deems necessary.

- 14.4 At the date of enactment of this constitution there exists one Special Interest Group, West Midlands in Europe (incorporating West Midlands European Centre) based in Brussels which is managed by the Members Steering Group and supported by a European Advisory Panel.

## **15. Staff and Advisers**

- 15.1 The WMC may appoint such staff, through the host employer Council, as may be determined necessary to fulfil its responsibilities.
- 15.2 The Full Council and Member Steering Group will receive advice and support from the Host Chief Executive on operational matters.
- 15.3 The Chief Executives' Task Force is responsible for advising West Midlands Councils and its Member Steering Group on matters of strategic importance.

## **16. Amendments to the Constitution**

- 16.1 The Constitution and operating protocols of WMC may be amended by two thirds majority of those present and voting, with the exception of items relating to purpose, objectives, the nature and/or basis of the subscription scheme, voting allocations and dissolution which must be the subject of a two thirds majority of the votes capable of being cast by those Councils in membership of WMC at that time.

## **17. Finance and Administration**

- 17.1 Subscriptions paid by Authorities in membership of WMC shall be determined on the basis of a scheme approved by the Full Council.
- 17.2 A budget and related subscriptions for the ensuing financial year shall be presented to a meeting of the Full Council for approval.
- 17.3 WMC may not invest, lend or borrow money or acquire or dispose of land and buildings without obtaining specific approval at a meeting of the Full Council.
- 17.4 The Full Council shall approve a Scheme of Delegations and Authorisations for the financial management of its business.
- 17.5 WMC's financial year shall run from 1 April to 31 March.
- 17.6 All subscriptions shall become due on 1 April in every year. The Full Council shall have the power to terminate the membership of any member authority whose subscription is not paid by 1 September of that year after a demand in writing has been sent to that member authority. Notwithstanding the subscription shall remain duly payable and furthermore the rules of resignation shall also apply to the termination of membership by WMC.
- 17.7 The financial statements of WMC (including all funds held by or on behalf of WMC) shall be prepared annually and shall be subject to external audit.

## **18. Liabilities**

- 18.1 Each constituent authority, by accepting membership of WMC, undertakes jointly with each of the other constituent authorities whilst it is in membership, to underwrite any liabilities that are not ultra vires and may be incurred in the name of the WMC and with WMC's authority.
- 18.2 A statement of liabilities will be included in the annual Financial Statements of the WMC.
- 18.3 Liabilities that may be realised during the life of the organisation will be met by authorities in membership in accordance with their proportion of the overall subscription base applicable at that time.

## **19. Resignation**

19.1 Any member authority wishing to terminate its membership of WMC shall:

- give not less than 12 months' notice in writing to the Host Chief Executive to expire on 31 March in any year;
- meet the cost of determining their share of liability at the point of termination
- shall be required to pay their share of liability to WMC within 6 months of the final day of membership

19.2 Such share of liability shall be calculated on the last day of the authority's period of membership (31 March) and be in accordance with the agreed method as set out in Clause 18.3.

19.3 Any member authority shall, upon ceasing to be a member of WMC, forfeit all right to and claims upon WMC and its property and funds.

19.4 WMC will deposit any resignation liability payments in its bank accounts and any motion to use liability deposits shall require at least two thirds of the total votes capable of being cast.

## **20. Dissolution**

20.1 A motion for the dissolution of WMC must be approved by two thirds of the total votes capable of being cast by local authorities in membership of WMC.

20.2 The Full Council shall appoint a liquidator.

20.3 The apportionment of any remaining assets or liabilities shall be in accordance with the agreed method as set out in Clause 18.3.

20.4 Every effort will be made to ensure that staff displaced to a new body taking over the responsibilities of WMC shall either be assimilated into the new body or into member authorities on terms no less favourable than their current appointments, or have their appointment terminated in accordance with contractual arrangements.



## WEST MIDLANDS COUNCILS

## Voting Structure

Authority	Vote	
<i>Non mets</i>		
Worcestershire CC	6	
Worcester DCs (6 x 1 vote each)	<u>6</u>	12
Herefordshire Unitary	4	4
Shropshire Unitary	6	6
Telford and Wrekin Unitary	3	3
Staffordshire CC	8	
Staffordshire DCs (8 x 1 vote each)	<u>8</u>	16
Stoke-on-Trent Unitary	5	5
Warwickshire CC	5	
Warwickshire DCs (5 x 1 vote each)	<u>5</u>	<u>10</u> 56
<i>Mets</i>		
Birmingham	20	
Coventry	7	
Dudley	7	
Sandwell	7	
Solihull	4	
Walsall	6	
Wolverhampton	5	56
		<u>112</u>

## **VOTING PROTOCOLS FOR WEST MIDLANDS COUNCILS**

### **1. Voting Principle**

- (i) Voting strengths relate to the authorities and therefore mechanisms should be flexible enough to enable authorities with multiple votes to maximise their vote when required.

### **2. Voting protocols**

#### **(a) Representation and Voting**

- (i) These protocols will apply to meetings of the Full Council and to such Member Groups or representations on other bodies determined by the Full Council, as the Full Council may from time to time decide. "One member one vote" will apply to other meetings.
- (ii) Each authority shall have the number of votes identified in Annex 1 to be exercised by the Authority leader or their duly nominated representative.
- (iii) Votes are not transferable between authorities and may not be exercised by officers.
- (iv) For each meeting the secretariat shall maintain a named votes list showing the names of the members entitled to be present at that meeting and the votes attached to each.
- (v) Substitutions are allowed with an automatic transfer of the voting allocation attached to the member being substituted, subject to the secretariat being notified of such substitutions before the start of each meeting.

#### **(b) Voting Procedure**

- (i) The Chair initially to seek approval to motions by voice agreement.
- (ii) If the indication by voice is not clear the Chair may, or if requested by any member, shall seek a show of hands.
- (iii) If, because of the multiple vote arrangements, on a show of hands the decision remains in doubt, the Chair may, or if requested by a number of members equivalent to 10 votes must, initiate a named vote where the secretariat uses a voting list which indicates the voting members and the numbers of votes each has at that meeting. In these circumstances decisions will be based on a majority of the votes cast in accordance with the voting totals; other than matters relating to the Constitution where voting will be in accordance with clause 16 of the constitution.

**STANDING ORDERS FOR THE REGULATION OF PROCEEDINGS  
AND BUSINESS OF WEST MIDLANDS COUNCILS**

**1. Meetings of the Full Council**

- 1.1 The Full Council shall meet not less than twice a year, one of which shall be designated the Annual General Meeting, to be held not more than 15 months and not less than nine months after the preceding Annual General Meeting.
- 1.2 Notice of the date, time and venue shall be sent to members not less than 28 calendar days before each meeting.
- 1.3 An agenda specifying the business to be transacted shall be sent to members not less than 5 working days before each meeting.
- 1.4 No other business except as specified in the agenda shall be transacted except with the approval of a majority of votes present at that meeting.
- 1.5 Extraordinary meetings of the Full Council may be called at the request of the Chair, or in his/her absence one of the Vice Chairs, or by request in writing to the Host Chief Executive signed by members representing at least 20 votes and giving the purpose of the meeting. The Chair, or in his/her absence one of the Vice Chairs, may agree in exceptional circumstances that the period of notice of date, time and venue for extraordinary meetings be less than 28 days

**2. Quorum**

- 2.1 No business shall be transacted at any meeting of the Full Council unless members representing at least one third of the total votes of both the Metropolitan and Non Metropolitan Councils in Membership at that time are present at that meeting.

**3. Chair**

- 3.1 Meetings of the Full Council shall be presided over by the Chair, or in his/her absence one of the Vice Chairs.
- 3.2 In the absence of the Chair or Vice Chairs another member of the Full Council may be chosen as Chair, for any particular meeting, by the majority of the votes present at that meeting.
- 3.3 The decision of the Chair of any Full Council meeting on all points of procedure and order, and interpretation of Standing Orders, is final.
- 3.4 In Standing Orders, 5, 6, 8, 10, 11 and 12 reference to the Chair shall mean the Chair of the meeting in question.

**4. Attendance Record**

- 4.1 At every meeting of WMC each member shall enter his or her name in an attendance book, or on such other form of record provided by the secretariat from which attendance of members will be recorded.

## **5 Minutes**

- 5.1 The minutes of the previous meeting of WMC sent to members with the agenda will be taken as read.
- 5.2 Any motion or discussion on the minutes can only relate to their accuracy. Subject to such motions or discussions, the Chair shall sign the minutes as a correct record.

## **6. Order of Business**

- 6.1 The order of business at WMC meetings shall normally be as listed on the agenda but the Chair may, at his/her discretion, alter the order in which business is taken at the meeting.

## **7. Motions not requiring notice**

- 7.1 The following motions may be moved without notice:-
  - (a) Appointment of Chair and Vice Chairs of WMC
  - (b) Appointment of a Chair for the meeting;
  - (c) Relating to the accuracy of the minutes, closure, adjournment, order of business, or next business;
  - (d) Appointment of any Member Group or Lead Member for any purpose;
  - (e) Appointment of members of WMC to other bodies;
  - (f) Adoption of reports and recommendations of, Member Groups or Officers and any consequential resolutions;
  - (g) Amendment to recommendations of Member Groups or Officers;
  - (h) Leave be given to withdraw motions;
  - (i) Amendment to motions;
  - (j) A motion to exclude the public by the Chair;
  - (l) Suspending Standing Orders.
- 7.2 All other motions will require fourteen clear days notice to the Host Chief Executive unless agreed by the Chair or in his/her absence one of the Vice Chairs, and will be included in the agenda for the meeting.

## **8. Rescission of Preceding Resolutions**

- 8.1 Resolutions passed by the Full Council within the previous six months cannot be rescinded, nor can a notice or amendment to the same effect as one which has previously been decided against within the preceding six months be proposed. This Standing Order shall not apply to motions moved by other Member Groups.

## **9. Rules of Debate**

- 9.1 A motion or amendment, other than motions to adopt reports and recommendations of Member Groups or Officers, shall not be discussed nor recorded in the minutes of the meeting unless it is proposed and seconded by members of the Full Council.
- 9.2 An amendment to a recommendation or other motion must be either:-
- (i) to leave out words;
  - (ii) to leave out words and to insert or add others, or
  - (iii) to insert or add words.
- Any such amendment must not have the effect of introducing a new proposal into, or negating, the original motion.
- 9.3 Whenever an amendment has been moved and seconded, no second or subsequent amendment can be moved until the previous amendment has been disposed of, although notice of any number of amendments can be given without speaking to them.
- 9.4 If an amendment is rejected, other amendments may be moved on the original motion. If an amendment is carried, the motion as amended will become the substantive motion upon which any further amendment may be moved.
- 9.5 An amendment or other motion may be withdrawn by the proposer with the concurrence of the seconder and the consent of the Full Council meeting.
- 9.6 The proposer of a motion may, with the consent of the Full Council meeting, alter a motion if the alteration is one which could have been moved as an amendment thereto.
- 9.7 No member shall address the meeting more than once on any question but the proposer of a motion or an amendment has the right of reply at the close of the debate, with the proposer of the original motion having the final right of reply before the amendment is put to the vote. Neither may introduce any new matter in exercising the right of reply.
- 9.8 When seconding a motion a member may reserve his/her speech until a later period of the debate.
- 9.9 When speaking, members must address the Chair. However, when the Chair rises no member may continue speaking. The debate will only continue when the Chair resume his/her seat.
- 9.10 The Chair will determine the order of priority of speakers on any matters.
- 9.11 Without the consent of the Full Council meeting, which shall be given or refused without debate, no speech by the proposer of a motion or amendment shall exceed ten minutes in length and no other speech shall exceed five minutes in length.
- 9.12 No member, unless rising on a point of order or personal explanation, may interrupt the speech of another member, nor impute motives or use offensive expressions to any member or officer.
- 9.13 A member may rise to a point of order or on a personal explanation, but a personal explanation must be confined to some material part of a former speech by that member at the same meeting which may have been misunderstood.

## **10. Voting**

- 10.1 If the Chair considers that the question has been sufficiently discussed he/she will put the motion to the vote.
- 10.2 Every question shall in the first instance be determined by voice "aye" or "no" but the Chair may, and if the question be challenged must, take a show of hands. If members entitled to cast 10 or more votes and representing at least two constituent authorities rise and demand a division then the names for and against shall be taken down in writing and entered in the minutes and the question shall be determined by the total votes cast having regard to the number of votes each member is entitled to cast in accordance with the voting protocols of WMC.
- 10.3 Where, immediately after a vote is taken and it is not taken down in writing in accordance with (10.2) above, and any member present at the meeting so requests, a record shall be made in the minutes of the meeting of whether the member voted for or against the motion or whether the member abstained from voting.
- 10.4 In the event of equality of voting the Chair shall not have a second or casting vote in addition to any vote to which he or she may be entitled as a voting member.

## **11. Adjournment by Chair**

- 11.1 The Chair may adjourn the meeting for as long as he/she wishes and any business not conducted at that time will be considered at the next meeting.

## **12. Notices**

- 12.1 All notices and communications required by these Standing Orders to be sent or delivered may be sent by post or by agreement by electronic means, and any such notice or communication shall be deemed to be received on the day on which in the ordinary course of first class post it would be received or on the day it was transmitted electronically.

## **13. Variations and Revocation of Standing Orders**

- 13.1 Any motion to vary or revoke these Standing Orders shall, when proposed and seconded, be referred to the Steering Group without debate or discussion and shall be reported upon by that Steering Group to the next ordinary meeting of WMC.

## **14. Suspension of Standing Orders**

- 14.1 Any of the preceding Standing Orders (other than Standing Order 13) may be suspended at any meeting of WMC, as regards any business on the agenda for such meetings, providing the majority of the votes present at the meeting so decide.

## **SUB-REGIONS AS DEFINED BY WEST MIDLANDS COUNCILS**

- Birmingham
- Coventry, Solihull and Warwickshire
- Black Country
- Worcestershire
- Herefordshire, Telford & Wrekin, and Shropshire
- Staffordshire and Stoke