

DRAFT

**CONSTITUTION OF THE
GOVERNANCE BOARD**

THIS CONSTITUTION was adopted on
and it is agreed that the Governance Board will be administered and managed in
accordance with the provisions set down below.

1. The Governance Board (“the Board”) is an unincorporated public body.
2. The Board shall operate in accordance with the Cheshire Partnerships Framework Agreement and Protocols (Appendix 1) and Terms of Reference (Appendix 2).

3. Membership

- (i) The Board shall comprise representatives from the Member Bodies (see Schedule 1 for details).
- (ii) Members of the Board shall comprise both voting and non-voting (co-opted) Members.
- (iii) Member representatives with voting rights shall be appointed by the relevant Member Body.
- (iv) Each Member Body may additionally appoint one reserve Member.
- (v) One non-voting (co-opted) Member may be appointed from each of the Co-opted Bodies (see Schedule 2 for details). Such appointment shall be agreed by the Board in accordance with the provisions of this Constitution.
- (vi) The Secretariat shall maintain a list of all current Members (voting, non-voting and reserves).
- (vii) Amendment to the Membership of the Board shall only be by agreement of the Board in accordance with the provisions of this Constitution.

4. Termination of Membership

Membership shall be terminated:

- (1) On termination of the Board; or
- (2) If the Member Body ceases to exist.

A Member representative may be removed from membership:

- (i) at the request of the Member Body;
- (ii) on the resignation of the Member by written notice to the Secretariat; or
- (iii) following a resolution of the Board that it is in the best interests of the Board that his or her membership is terminated. A resolution to remove a Member from membership may only be passed if:

- (a) the Member has been given at least twenty one days notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed; and
- (b) the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Board) has been allowed to make representations at the meeting.

5. Annual General Meetings

- (1) The Board must hold an annual general meeting within twelve months of the date of the adoption of this Constitution.
- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

6. General Meetings

- (i) Meetings other than the Annual General Meetings shall be called general meetings.
- (ii) *General meetings shall be held every eight weeks following the date of the first Annual General Meeting.*
- (iii) The Secretariat shall notify the Members of the dates of the General Meetings by an agreed annual schedule of meetings.
- (iv) The Secretariat shall prepare an Agenda for each meeting which shall be forwarded to the Members for receipt at least seven days prior to the meeting.

7. Special Meeting

- (i) *A special meeting may be called by the Secretariat as appropriate or at the request of the Chairman.*

8. Quorum

- (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
 - *[] Members entitled to vote upon the business to be conducted at the meeting; or*
 - *one [] of the total membership at the time,*whichever is the greater.

- (3) The authorised representative of a Member organisation shall be counted in the quorum.
- (4) If:
 - (a) a quorum is not present within half an hour from the time appointed for the meeting; or
 - (b) during the meeting a quorum ceased to be present,the meeting shall be adjourned to such time and place as the Chair shall determine.
- (5) The Board must reconvene the meeting and must give at least seven clear days notice of the reconvened meeting stating the date, time and place of the meeting.
- (6) If no quorum is present at the reconvened meeting, within fifteen minutes of the time specified for the start of the meeting, the Members present at that time shall constitute the quorum for that meeting.

9. Chair

- (i) A Chair and Vice-Chair of the Board shall be appointed by the Members at the first Annual General Meeting and at subsequent Annual General Meetings thereafter.
- (ii) *These appointments of the Board shall be for [] subject to the Termination Provisions within this Constitution. In the event of a termination of an appointment within the year of office an alternative appointment shall be made at the next General Meeting or at a Special Meeting as appropriate.*
- (iii) In the absence of both the Chair and Vice-Chair the Members may appoint a temporary Chair for a meeting.

10. Adjournments

- (1) The Members present at a meeting may resolve that the meeting shall be adjourned.
- (2) The person who is Chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at an adjourned meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the Members for more than seven days, at least seven clear days notice shall be given of the reconvened meeting, stating the date, time and place of the meeting.

11. Votes

- (1) Wherever possible, all decisions will be made on the basis of consensus. However, where a vote needs to be taken:
 - (i) Voting shall be by show of hands.
 - (ii) Decisions shall be taken on a majority basis.
 - (iii) *Each voting Member shall have one vote, but if there is an equality of votes the person who is Chairing the meeting shall have a casting vote in addition to any other vote he or she may have.*

12. Co-opted Members

- (i) Co-opted Members shall be entitled to attend and speak at meetings, subject to the discretion of the Chair, but shall not be entitled to vote.

13. Delegation of Responsibilities to Members by Member Bodies

- (i) Individual Members shall act in accordance with the scheme of delegation agreed by their relevant Member body.
- (ii) Delegation shall include powers to:
 - commit resources;
 - attend meetings; and
 - confirm actions.

14. Irregularities in Proceedings

- (1) Subject to sub-clause (2) of this clause, all acts done by a meeting of the Board, or of a Committee of the Board, shall be valid notwithstanding the participation in any vote of a Member:
 - who was disqualified from holding office;
 - who had previously retired or who had been obliged by the Constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,

if, without:

- the vote of that Member, and
- that Member being counted in the quorum,

the decision has been made by a majority of the Members at a quorate meeting.

(2) Sub-clause (1) of this clause does not permit a Member to keep any benefit that may be conferred upon him or her by a resolution of the Board if the resolution would otherwise have been void.

(3) No resolution or act of:

(a) the Board; or

(c) the Board in general meeting,

shall be invalidated by reason of the failure to give notice to any Member or by reason of any procedural defect in the meeting unless it is shown that the failure or defect has materially prejudiced a Member body.

15. Minutes

The Secretariat must keep minutes of all:

(1) appointments to the Board;

(2) proceedings at meetings of the Board

(3) meetings of the Board including:

- the names of the Members present at the meeting;
- the decisions made at the meetings;
- the reasons for the decisions.

(4) Minutes will be approved as accurate records at the next General Meeting.

16. Decision Making Processes

(i) Agendas and Minutes will not normally be confidential.

(ii) Where matters are to be discussed which are subject to The Local Government Act 1985 with regards to confidentiality those matters may be discussed as Part 2 Confidential Matters and the confidential issues shall be confidential appendices to the Agenda and Minutes.

17. Secretariat, Advisers and Support Officers

(1) Collective management and administrative support for the Governance Board will be provided by the Cheshire Local Area Agreement Group.

(2) These arrangements will be maintained until the first annual review of the Cheshire Partnerships Framework.

18. Notices

- (1) Any notice required by this Constitution to be given to or by any person must be:
 - (a) in writing; or
 - (b) given using electronic communications.
- (2) Notice may be given to a Member either:
 - (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member at his or her address; or
 - (c) by leaving it at the address of the Member; or
 - (d) by giving it using electronic communications to the Member's address.
- (3) A Member present in person at any meeting of the Board shall be deemed to have received notice of the meeting and of the purposes for which it was called.

19. Signatories to the Constitution

[To be inserted]

SCHEDULE 1

MEMBERSHIP OF THE BOARD

(as at 13 January 2006)

- Cheshire County Council - Leader
- Ellesmere Port & Neston Borough Council - Leader
- Chester City Council - Leader
- Vale Royal Borough Council - Leader
- Crewe & Nantwich Borough Council - Leader
- Congleton Borough Council - Leader
- Macclesfield Borough Council – Leader
- Cheshire Association of Local Councils - Chairman
- Cheshire Police Authority – Chairman
- Cheshire Fire Authority – Chairman
- Cheshire Primary Care Trust – Board Chairman (interim arrangements could accommodate either one lead representative or one from each depending upon agreed management arrangements)
- Cheshire & Merseyside Strategic Health Authority – to be determined
- Cheshire & Warrington Learning & Skills Council – Chairman
- Connexions Cheshire & Warrington – Board Chairman
- Department for Work and Pensions – to be determined
- North West Development Agency – Board Member
- HE / FE sector – to be determined
- Natural England Partnership / Environment Agency – to be determined

SCHEDULE 2

BODIES TO HAVE CO-OPTED MEMBERSHIP OF THE BOARD

(as at 13 January 2006)

- Government Office for the North West
- Communities of Cheshire Partnership – Chairman