



EAST MIDLANDS COUNCILS (July 2017)

CONSTITUTION

1. NAME

- 1.1 The Body shall be known as East Midlands Councils (referred to hereafter as EMC).

2. THE REGION

The geographical area covered by the Board shall comprise Derby City, Derbyshire, Leicester City, Leicestershire, Lincolnshire, Nottingham City, Nottinghamshire, Northamptonshire, Rutland together with the Peak District National Park.

3. ROLES AND RESPONSIBILITIES

Purpose

- 3.1 EMC will represent the interests of all Local Authorities in membership within the region, acting as a representative and influencing body.
- 3.2 EMC will work to promote the social, economic and environmental quality of life for all the people of East Midlands.
- 3.3 EMC will act as a consultative forum to support and advise where appropriate the Executive Board in delivering its roles and responsibilities.

Principles

- 3.4 EMC and its operation must be open and transparent and should be underpinned by the principles of public life set out in the organisation's '**Guidance for Operation/Code of Practice**'. Meetings of EMC shall be open to the public and documentation made widely available.
- 3.5 EMC shall draw its democratic legitimacy through having all of its members drawn from directly elected members of Local Authorities.

4. OBJECTIVES

4.1 East Midlands Councils will:

- a) Be the collective voice for Local Authorities on significant issues affecting the East Midlands.
- b) Work collaboratively with Local Government, and other key regional, sub regional and national organisations on the development and delivery of the localism agenda and the roles and functions of EMC.
- c) Provide a line of accountability to the Executive Board on behalf of wider Local Government constituencies.
- d) Engage with national, European and international organisations (including other sub-national bodies) to influence policy and practice for the benefit of the East Midlands.
- e) Engage partners in future processes for determining major investment priorities.
- f) Provide a reporting and governance mechanism for regional local government partnerships, e.g. Regional Improvement and Efficiency Partnership (RIEP).
- g) Raise awareness of EMC and its role by widely communicating its roles and responsibilities
- h) Periodically review sub-national working arrangements to ensure that new challenges, opportunities and roles can be properly addressed.
- i) Act as the designated Regional Employers Organisation and point of contact for employers and recognised trade unions in relation to local government services.
- j) Provide support, and advice and best practice in the fields of employee and councillor development and training, management practice, employee relations, and human resource management to Local Authority members within membership, in the region.

5. MEMBERSHIP

- 5.1 Each District, County and Unitary local authority in the region shall be invited to be a full member of EMC, subject to paying the subscriptions provided for

in the subscription scheme for the time being in force.

- 5.2 County, Unitary and District Councils who are members of EMC will nominate representatives to EMC in accordance with the Appendix to this Constitution.
- 5.3 The Peak District National Park Authority will be invited to nominate 1 representative to EMC.
- 5.4 Parish Councils will be invited to nominate a total of 2 representatives to EMC.
- 5.5 Fire and Rescue Authorities will be invited to nominate a total of 2 representatives to EMC.
- 5.6 Police Authorities, PCCs or successor bodies, will be invited to nominate a total of 2 representatives to EMC.
- 5.7 Those organisations listed in 5.2 to 5.6 are those classed as member organisations.
- 5.8 Other bodies which are clearly in the mainstream of and identified with local government, and other bodies working in partnership with local government, may subject to the agreement of the Management Group be admitted to associate membership of EMC by way of subscription and have access to services, but shall have no representation or voting rights.
- 5.9 Each member of EMC should be committed to representing the interests of the communities of the area represented by that member and to encouraging the full participation of all the people it represents.
- 5.10 All Members should demonstrate support for EMC's purpose, principles and objectives and work in a spirit of partnership within the terms of this constitution.
- 5.11 County and Unitary authorities, by accepting membership of EMC, agree to underwrite jointly and in equal parts any liabilities which may be incurred by or on behalf of EMC during the period of their membership and any liabilities, costs or deficits which fall to be met on dissolution of EMC, save that if at any time there are less than five principal authorities in membership of EMC, those liabilities costs or deficits shall be met by all authorities in membership at that time.
- 5.12 Advisers

- a) EMC shall also be able to invite such other representatives from local, regional and or sub regional organisations as it so determines to act in an advisory capacity; such Advisers shall receive all agendas and papers for EMC meetings and shall have the right to speak but not vote on any item.
- b) EMC may also invite other non-members to take an active part in particular meetings of EMC. Such participation should be for a clear purpose and have a perspective relevant to authorities in membership of EMC.

5.13 Substitution

Each Member organisation may authorise an 'alternate Representative', for any duly nominated Representative, who may attend, speak and vote on his/her behalf at any EMC meeting. Members must inform the EMC Secretariat of the names of nominated and alternate Representatives, in advance of any meetings they might attend.

5.14 Period of Office for Members' Representatives

There shall be no limit to the period of office of Representatives, who will be replaced at the discretion of Member Organisations.

5.15 Selection

Each Member Organisation shall have the right to determine how its EMC Representative is selected.

6. ANNUAL BUDGET & MONITORING

- 6.1 The annual budget of EMC shall be determined before the start of the financial year commencing each 1st April at a meeting of the Executive Board, prior to that meeting and in good time to make and publish recommendations; the Management Group shall meet with a view to making recommendations to the meeting of the Executive Board. EMC will have the power to scrutinise all stages of the implementation of the budget including the establishment and operation at any time.

7. MEETINGS OF EMC

- 7.1 An Annual General Meeting (AGM) of EMC shall normally be held in July to appoint a Chair and Vice Chair(s); make appointments to EMC Groups and external organisations, consider an Annual Report on the activities of EMC and transact any other business that EMC considers appropriate for its AGM.

7.2 Appointment of Chair

The Chair of EMC shall be nominated by the largest political group of Local Authorities in membership and from within the members of the Executive Board.

Political balance will be as determined on the basis of political proportionality information provided by the LGA.

The Chair of EMC shall also be the Chair of the Executive Board.

7.3 Appointment of Principal Vice Chair

The Principal Vice Chair of EMC shall be nominated by the second largest political group of Local Authorities in membership and from within the members of the Executive Board.

Political balance will be as determined on the basis of political proportionality information provided by the LGA

The Principal Vice Chair of EMC shall also be the Principal Vice Chair of the Executive Board

7.4 Appointment of District Vice Chair

If neither the Chair or Principal Vice Chair are district representatives then an additional Vice Chair shall be appointed from within the 5 district representatives of the Executive Board.

The District Vice Chair of EMC shall also be the District Vice Chair of the Executive Board

7.5 Appointment of Political Group Leaders

Appointments shall be made from within each of the four political groups of Conservative, Labour, Liberal Democrats, and Independent.

The Joint Chair of EMC/Executive Board shall not be a group leader.

7.6 Period of Office – Chair, Principal Vice Chair, District Vice Chair and Political Group Leaders

Appointments shall normally be made at the AGM and last for one year, but any vacancy that arises in these offices, after an AGM meeting, may be filled at the subsequent EMC meeting before the next AGM.

7.7 Appointment of Secretary

The Executive Director of EMC shall be appointed to act as Secretary. The Secretary shall provide administrative support for EMC and its meetings, and be authorised to sign documents on its behalf.

7.8 Frequency of Meetings

- a) EMC shall meet at least twice during each year, including the AGM.
- b) Also, an Extraordinary General Meeting of EMC shall be convened on a minimum of 21 clear days notice following receipt by the Secretary of a request from not less than one-third of Member Organisations.

8. Executive Board and Other Groups

8.1 The EMC Executive Board shall have up to 18 Members as determined in Appendix 1 to this constitution. The Executive Board will co-ordinate policy and take decisions on matters as delegated or authorised by East Midlands Councils and, in exceptional circumstances, deal with business which cannot wait until the next meeting of EMC.

8.2 The roles and responsibilities of the Executive Board are as detailed in its Terms of Reference which are attached as Appendix 2 to this constitution.

8.3 The roles and responsibilities of the Management Group are as detailed in its Terms of Reference which are attached as Appendix 3 to this constitution.

8.4 The Chair and Vice Chair(s) of EMC shall have the right to attend all meetings of all Boards.

8.5 EMC may establish such groups as it considers necessary. The purpose of these groups will be to consider specific issues or perform particular tasks. They may be established with a long term role or on an ad-hoc basis for a limited period.

8.6 EMC shall have power at any time:

- a) To add to, vary or alter the terms of reference of any of its constituent groups.
- b) To disestablish any group or to merge it with any other to the extent which may appear desirable or appropriate.

9. Delegation Arrangements

- 9.1 East Midlands Councils shall delegate all matters relating to the management and operation of EMC to the Executive Board except:
- Agreement to constitutional changes.
 - Agreement to any changes to the members allowances scheme.
 - Matters specifically delegated to the Management Group.
- 9.2 The Executive Board is delegated to resolve any matter requiring to be determined as a matter of urgency and/or which is not otherwise delegated or identified for action or attention.
- 9.3 The Executive Board has the right to determine the general principles of membership and operation which will be recorded in 'Guidance for Operation/Code of Conduct of East Midlands Councils'.

10 QUORUM

- 10.1 The quorum for meetings of EMC is 25% of member representatives.

11. VOTING

- 11.1 EMC shall normally operate on the basis of consensus. If required, voting at meetings of the Executive Board and all of its boards/groups shall be by a show of hands and shall be by way of a simple majority of those present in the room when the vote is called. The Chair shall have the casting vote in the event of a tied vote.
- 11.2 If a vote is required at a full EMC meeting it is on the basis of 1 member present and represented = 1 vote.
- 11.3 All members of EMC shall have the opportunity to contribute to debates, subject to the provisions in the Meeting Procedure Rules and to the discretion of the Chair of the meeting exercised in accordance with those Rules.

12 AGENDA

- 12.1 At least 21 days notice shall be given of meetings of EMC. Matters for inclusion on the Agenda and any reports or documents shall be sent to the Secretary at least 10 working days before such meetings.
- 12.2 EMC shall set down arrangements for groups established by it in its Guidance for Operation.

13. TERMINATION OF MEMBERSHIP

13.1 Any member authority wishing to terminate its membership shall give not less than twelve months notice in writing to the Secretariat to expire on 31st March in any year.

13.2 Any member shall cease to be a member of EMC if, in the case of a local authority member s/he ceases to be an elected Councillor/Member or the local authority to which s/he has been elected ceases to be a member or fails to pay its subscriptions.

14. DISSOLUTION

14.1 A motion for the dissolution of EMC must be considered at an AGM or Extraordinary Meeting and must be approved by three quarters of the members present and represented at the meeting.

14.2 Following agreement to the dissolution of EMC the Secretariat shall be responsible for disposing of the assets and liabilities of EMC between members in accordance with the provisions of paragraph 5.11.

14.3 Every effort will be made to ensure that staff displaced to a new body taking over the responsibilities of EMC 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.

15 ALTERATIONS TO THE CONSTITUTION

15.1 Alterations to the Constitution shall only be made by EMC on a simple majority of members present

16. ATTENDANCE OF THE PUBLIC AT MEETINGS

16.1 Meetings of EMC shall be open to the public, subject to the right of exclusion at the discretion of the Chair.



East Midlands Councils Appendix 1 to the Constitution

Member Organisations

East Midlands Councils Members are generally **organisations** rather than individuals. Each **Member Organisation** is allocated a number of places (as shown in the table below) and nominates an equivalent number of **Representatives**.

	Sector	Number of Representatives	Member Organisation
1.	Local Authority Block 1	46 (maximum)	Nominated by Local Authorities direct to EMC Secretariat, each local authority to nominate one member.
2.	Local Authority Block 2	46 (As a result of the rounding of figures (to the nearest one), the number of 46 may be increased accordingly).	Nominated by Political Group Leaders. Appointments shall reflect political balance, should reflect diversity of geographical area and made in accordance with the principle that seats are allocated on an equal basis between County & Unitary Authorities (50%) and District Authorities (50%).
3.	Fire & Rescue or successor bodies	2	The East Midlands Fire Service Regional Management Board.
4.	Police Authorities, PCCs or successor bodies	2	East Midlands Police Authorities Joint Committee.
5.	Parish Councils	2	Association of Parish and Town Councils.



Executive Board Members are generally **organisations** rather than individuals.

Each **Member Organisation** is allocated a number of places (as shown in the table below) and nominates an equivalent number of **Representatives**.

Each member must firstly be a nominated member of EMC.

Local Authority	9	The Leader of each of the Unitary and County member organisations.
Local Authority	5	Leaders from 1 District Authority in each of the 5 County areas.
Political Group Leaders	4 (up to)	Political Group Leaders

1. Procedures for Inviting Nomination of Representatives by Member Organisations

1.1 The Secretariat shall write annually to the Member Organisations identified in the tables above inviting them to nominate their allocated number of Representative(s). This nomination must be confirmed in writing to the Secretariat. It is the responsibility of each Member Organisation to advise the Secretariat of any subsequent changes in representation.

2. What Happens if a Member Organisation withdraws from Membership?

2.1 A Member wishing to withdraw from Membership must observe the procedure set out in the Constitution at section 13.

3. Procedures used by Member Organisations to nominate Representatives to EMC/Executive Board

3.1 Each Member Organisation shall have the right to determine how its EMC Representative is selected, and shall be asked to confirm both the name and

contact details, and the method of selection used to the Secretariat in writing in time for the AGM.

- 3.2 In the case of district representatives on the Executive Board the relevant district grouping will be asked to confirm on an annual basis both the name and contact details, and the method of selection used to the Secretariat in writing in time for the AGM to ensure appropriate transparency and accountability.
- 3.3 Executive Board Local Authority representatives must be the Leader or Mayor of the Member Organisations and must firstly be their organisations EMC representative
- 3.4 Executive Board Political Group Leaders must be a nominated representative of East Midlands Councils.
- 3.5 Member Organisations also have the right to change their Representatives between AGMs and must inform the Secretariat in writing of any such changes with immediate effect.
- 3.6 EMC makes available information about how the Representatives are selected in order to provide transparency and clarity about selection. As selection procedures vary from one Member Organisation to another and can be revised by each organisation they need to be regularly updated. The latest document is therefore held by the secretariat and available on request.



Executive Board – Terms of Reference

Appendix 2 to the Constitution

1. Name

- 1.1 The Board shall be known as 'The East Midlands Council's Executive Board' (hereinafter called 'the Board').

2. Roles and Responsibilities

- 2.1 The roles and responsibilities of the Board shall be to:
- a) To provide leadership on issues of importance on behalf of the region's local authorities.
 - b) Improve the quality of life for people who live and work in the East Midlands Region by incorporating the principles of sustainable economic growth and development, social inclusion, and wider sustainability into all the activities of the Executive Board and influencing other regional partners in these respects.
 - c) Influence Government in those critical areas where its decisions are vital for the region's future.
 - d) Influence key strategies and investment plans.
 - e) To promote the interest of the region nationally and internationally and with Government and European agencies.
 - f) To act as the decision making executive for East Midlands Councils save as in so far as that which is delegated to the Management Group.
 - g) Appoint representatives to outside bodies.
 - h) Establish any sub-groups, appointing their Chairs and determining their terms of reference.
 - j) To take decisions on matters as delegated or authorised by East Midlands Councils.

3. Membership of the Board

- 3.1 The Board will consist of up to 18 Members. Membership will be on the basis of:

- a) Leader of each of the Unitary and County Authorities (9 Members), (if this is the confirmed preference of the nominating council).
- b) Leader from one District Authority in each of the County areas (5 Members), (if this is the confirmed preference of the nominating council).
- c) The 4 political group leaders.

4. Terms of Office

4.1 Terms of office are as follows:

- The Leader of each Upper-Tier Authority is a 'permanent' member of the Board.
- The Districts in each County area will be responsible for nominating its Member (and 'named alternate' Member) on an annual basis. The process by which that member has been elected must be reported annually to EMC secretariat.
- The Political Group Leaders

5. Alternate Members

5.1 Members of the Board may authorise a 'named alternate member' who, in the event of a nominated member being unable to attend any meeting of the Board, may attend, speak and vote on their behalf at that meeting.

5.2 Consequently, it is suggested that:

- a) Upper-Tier Authority representatives may nominate the Deputy Leader from their Authority as their 'named alternate member'.
- b) District Authority representatives may nominate a 'named alternate member' who is a Leader of a District Authority within their County area.
- c) The 4 Political Group Leaders may nominate a 'named alternative member'.
- d) Only 'named alternate members' should be permitted to attend the meetings of the Board.

6. Termination of Membership

- 6.1 Any Member shall cease to be a member of the Board if s/he ceases to be a Leader of the Local Authority to which he/she has been elected, or the Local Authority which they represent fails to be a member of East Midlands Councils.
- 6.2 In the case of District Authorities, the Secretariat shall arrange with the District Authorities in that County area for a replacement member to be nominated as soon as is practicable.

7. Participating Observers

- 7.1 Local Authority Chief Executives are invited to nominate 3 representatives (1 County Authority, 1 District Authority, 1 Unitary Authority) to attend meetings of the Board. On this basis, Local Authority Chief Executives shall be invited to attend meetings of the Board as participating observers. These participating observers shall be entitled to receive all papers circulated for consideration at Board meetings and shall be entitled to speak at such meetings but shall not be entitled to participate in any vote.
- 7.2 Local Authority Chief Executives shall nominate a 'named substitute' who, on their behalf, may attend as a participating observer at any meeting of the Board.
- 7.3 At the discretion of the Board, representatives from outside bodies may be invited to attend a full or part meeting of the Board.

8. Meetings of the Board

8.1 Election of Chair and Vice Chair

- 8.1 The Chair, Principal and District Vice Chairs shall be those elected at the Annual Meeting of East Midlands Councils.

8.2 District Vice Chair

The district vice chair shall be appointed from within the 5 district representatives on the Executive Board subject to para 7.4 of the Constitution.

8.2 Frequency of Meetings

- 8.2.1 The Board shall meet quarterly on such days and at such times as it shall have

determined by the Management Group unless in the opinion of the Chair, in consultation with the Vice-Chairs, the business to be transacted does not warrant the holding of a meeting, or s/he considers that an additional meeting is warranted.

8.2.2 A Special Meeting of the Board shall be convened on a minimum of 21 clear days notice given to the Secretary.

8.2.3 Notice following receipt by the Secretariat of a request from the Chair and Management Group.

8.4 Place of Meetings

8.4.1 Meetings of the Board shall rotate amongst Members of the Board.

8.5 Quorum

8.5.1 The quorum for meetings of the Board shall be one quarter of its regular or alternate Members.

8.6 Voting

8.6.1 The preferred method of decision making at all meetings of the Board and sub groups shall be by consensus, but if any Member representative requests a ballot then each Member shall each have a single vote.

8.7 Agenda and Reports

8.7.1 Management Group will set the agenda for the Executive board in consultation with the Chair.

8.7.2 Copies of the Agenda for meetings of the Board shall be circulated to Member representatives normally at least seven days before the meeting, together with any relevant reports and documents.

8.7.3 Unless otherwise agreed in advance, papers shall be circulated via email.

8.7.4 Matters for inclusion in the agendas and any other reports or documents shall be sent to the Secretariat at least 10 clear days before the meeting.

8.8 Openness Policy

8.8.1 Meetings of the Board will be subject to the same rules of openness as applies to normal meetings of Councils, specifically public admission to meetings and public access to documents.

8.8.2 All papers unless of a sensitive and/or personal nature, will be placed on the relevant website and available for public access in advance of meetings of the Board.

9. Delegation Arrangements

9.1 East Midlands Councils delegates all matters relating to the management and operation of EMC to the Executive Board except:

- Agreement to constitutional changes.
- Agreement to any changes to the members allowances scheme.
- Matters specifically delegated to the Management Group.

9.1 The Executive Board has the right to determine the general principles of membership and operation which will be recorded in 'Guidance for Operation/Code of Conduct of East Midlands Councils'.

9.2 The Executive Board is delegated to resolve any matter requiring to be determined as a matter of urgency and/or which is not otherwise delegated or identified for action or attention.

9.3 The Executive Director is delegated on behalf of East Midlands Councils to action every matter deemed to be urgent, and which cannot wait until the next meeting of the Executive Board in consultation with the Chair and Vice Chairs.



Management Group

Terms of Reference – July 2015

Appendix 3 to the Constitution

1. Membership

1.1 The Management Group will consist of 7 members:

- The Chair of EMC/Executive Board
- The Principal Vice-Chair of EMC/Executive Board
- The District Vice-Chair of EMC Executive Board
- The four Political Group Leaders of EMC

1.2 A quorum shall be four members.

1.3 It is anticipated that the Group will operate on the basis of consensus. If required, voting at meetings shall be by show of hands and shall be by way of a simple majority.

2. Chair of Management Group

2.1 The Principal Vice-Chair of EMC/Executive Board will chair meetings of the Management Group.

2.2 The Vice-Chair of Management Group will be the political group leader of the largest political group of local authorities in membership of EMC.

3. Attendance at Meetings

3.1 The Executive Director of EMC shall normally attend meetings. A representative of the accountable body has a right to attend should they so wish. The external auditor and senior representatives shall attend meetings as requested.

3.2 At least once a year the Group may, at its discretion, meet with the internal and external auditors without EMC executives present.

3.3 Meetings of EMC Management Group shall be open to the public, subject to the right of exclusion at the discretion of the Chair.

4. Frequency of Meetings

- 4.1 Meetings shall be held quarterly, prior to any meetings of the Executive Board, and additionally as required.
- 4.2 Representatives of the accountable body and/or the external auditors may request a meeting if they consider that one is necessary, in consultation with EMC Executive Director.

5. Authority

- 5.1 The Management Group is part of the formal governance structure of East Midlands Councils and reports to EMC Executive Board on a quarterly basis.
- 5.2 The Management Group is authorised by the Executive Board and East Midlands Councils to investigate any activity within its terms of reference. It is authorised to seek any information it requires from any employee. All employees are directed to co-operate with any request made by the Management Group.
- 5.3 The Management Group is authorised by the Executive Board and East Midlands Councils to obtain external legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary.

6. Roles and Responsibilities

- 6.1 The roles and responsibilities of the Management Group shall focus upon:
- Corporate Governance
 - Performance Management
 - Audit and Financial Control
 - Political Advice and Support
- 6.2 In addition to those roles and responsibilities identified in paras 6.3 to 6.17; the Management Group reserves the right to consider other issues, as identified and agreed by the Executive Board and East Midlands Councils.

Corporate Governance

- 6.3 To consider all matters relating to corporate governance and make recommendations to the Executive Board and full meetings of EMC, as appropriate.
- 6.4 To consider and recommend to the Executive Board EMC's Annual Business Plan.

- 6.5 To hold the EMC Executive Director accountable for the efficient and effective management of the organisation and to undertake an annual appraisal against achieving the objectives and priorities identified and agreed by the political leadership.

Performance Management

- 6.6 To ensure that non-financial performance is properly monitored and review EMC progress in delivering its annual key performance indicators and report appropriately to the Executive Board.

Audit and Financial Control

- 6.7 To consider and recommend to the Executive Board the adoption of EMC's Annual Budget.
- 6.8 To ensure that an adequate risk management framework and associated control environment is in place.
- 6.9 To ensure that the financial performance and compliance with financial regulations is properly monitored.
- 6.10 To have proper oversight of the financial reporting processes.
- 6.11 To have responsibility for establishing and recommending policy on all finance matters.
- 6.12 To review quarterly and annual financial statements before submission to the Executive Board and East Midlands Councils, focusing particularly on:
- a) Any changes in work programmes and/or accounting policies and practices
 - b) Significant adjustments resulting from any audit
 - c) The 'going concern' assumption
 - d) Compliance with accounting standards and financial regulations
 - e) Compliance with legal requirements
 - f) Review and update of the Risk Register
- 6.13 To discuss concerns or issues arising from the interim and final audits, and any matters the auditor may wish to discuss (in the absence of the executive where necessary).
- 6.14 To consider the findings of internal investigations and the response of EMC executive.

Political Advice, Guidance and Support

- 6.15 To provide political advice, guidance and support to senior officers of East Midlands Councils, agreeing the composition of agendas for both the Executive Board and full EMC meetings, and identifying issues to be raised as appropriate.
- 6.16 To provide political lines of communication to members of East Midlands Councils.
- 6.17 To identify political representatives to East Midlands Councils Boards.