

Scrutiny Committee Meeting – Item 03.

Subject: Review of the Constitution

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Sponsor: Dawn Madin

Meeting Date: 30th August 2018

1. Executive Summary:

- 1.1 This report sets out proposals for a review of TfN's Constitution.
- 1.2 At its inaugural meeting on 05/04/18 the TfN Board adopted the Constitution but made a proviso that the Constitution should be reviewed after six months.
- 1.3 This report sets out the procedure which has been adopted for the Constitution Review; the issues which have been raised and requests Members to consider any further matters that should be included within the review.
- 1.4 A questionnaire will be sent out to all Members of the TfN Board (including Substitutes), the Scrutiny Committee (including Substitutes), the Audit and Governance Committee, the Executive Board and Legal Officers of the Constituent Authorities. This questionnaire will then be followed up with individual or group meetings.
- 1.5 The findings will be referred to a future meeting of the Scrutiny Committee. In addition, TfN will also report to the Audit and Governance Committee and then to the TfN Board which will need to approve any amendments to the Constitution. Amendments to the Constitution require a Super Majority of 75% of the weighted votes (based on population) and not less than 50% of the Members present and voting to vote in favour of the amendments to be approved.

2. Issue:

- 2.1 When the TfN Board approved the Constitution at its inaugural meeting in April this year, it also agreed that there should be a review of the Constitution after six months to ensure that it was fit for purpose. Over the first few months of TfN's operation, issues have arisen which need to be considered and clarified for the future and these have been identified in the questionnaire.

A more general administrative review is also being undertaken to identify any inconsistencies or minor points needing clarification which do not involve matters of principle which need to be referred to Members. This administrative review should also include a review of the Scheme of Delegation with a more general delegation of general day to day management functions to the Directors.

3. Purpose:

- 3.1 For Scrutiny to consider the areas for review and to raise any further matters of concern in relation to the Constitution to be considered in the review.

4. Discussion:

- 4.1 A process and timetable for the review has been drawn up and is attached at Appendix 1.
- 4.2 The first stage of the process is to send out a questionnaire seeking the views of Members and other stake holders on the Constitution and some proposed amendments. The questions have been informed by the issues which have arisen since the inaugural meeting and relate to the following matters:
1. Co-option – consents – whether a standing consent to co-options could be given
 2. Co-option – procedure – whether written consent could be obtained before meetings
 3. Telephone attendance at meetings – whether attendance at some committee meetings could be by telephone and procedures for this
 4. Public speaking at meetings whether there should be public speaking at some committee meetings and procedures for this
 5. Membership of the Audit and Governance Committee – to broaden membership to include elected members of the Constituent Authorities who are not Board Members
 6. Publicity for the Partnership Board papers and reports – to clarify the drafting on privacy at Partnership Board
 7. The procedure for the appointment of Vice Chairs of the TfN Board – to look at inviting only one nomination from the Major and Minor parties
 8. Membership of the Rail North Committee – to confirm its status as a Sub-Committee of the TfN Board made up of TfN Members
 9. Quorum for the Rail North Committee – to agree the number of Members to be present
 10. Contracts under seal – to look at increasing the value above which contracts should be under seal
 11. The Scheme of Delegations/Approvals – to remove inconsistencies and provide general delegations for day to day management functions
 12. General items raised by Members

- 4.3 The questionnaire will be sent out the week commencing 20th August with a return date of the end of August/early September. The questionnaire will then be followed up by interviews with Members and other stake holders where specific issues have been raised and by group meetings with the legal officers of the Constituent Authorities.
- 4.4 The answers to the questionnaires and the results of the interviews and group meetings will then be reviewed and the findings will be reported to the Scrutiny Committee at its meeting on 22/11/18 before being reported to the TfN Board at its meeting on 06/12/18. At this meeting proposals for amendments will be tabled for mention only with the amended Constitution being taken to the meeting on 07/02/19 for approval.
- 5.0 **Recommendation**
That Members consider the areas for review and identify any other issues to be considered.

Appendices:

1. Governance Programme

List of Background Documents

Required Considerations

Please confirm using the yes/no options whether or not the following considerations are of relevance to this report.

Equalities:

Age		No
Disability		No
Gender Reassignment		No
Pregnancy and Maternity		No
Race		No
Religion or Belief		No
Sex		No
Sexual Orientation		No

Consideration	Comment	Responsible Officer	Director
Or/Equalities	A full Impact assessment has not been carried out because it is not necessary for the Constitution Review.	DD	

Environment and Sustainability

Yes	No
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Consideration	Comment	Responsible Officer	Director
Sustainability/ Environment	A full impact assessment has not been carried out because it is not necessary for the Constitution Review.	DD	

Legal

Yes	
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Consideration	Comment	Responsible Officer	Director
Legal	The legal implications have been considered and are included in the report.	DD	

Finance

Yes	
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Consideration	Comment	Responsible Officer	Director
Finance	TfN Finance Team has confirmed there are no financial implications at this stage.		

Resource

Yes	
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Consideration	Comment	Responsible Officer	Director
Resource	The resource implications have been considered and the review will be led by Deborah Dimock		

Risk

	No
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Consideration	Comment	Responsible Officer	Director
Risk	A risk assessment is not deemed necessary at this stage.		

Consultation

yes	
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Consideration	Comment	Responsible Officer	Director
Consultation	A suitable consultation will be carried as set out in this Report and the results will be shared at a future Scrutiny Committee meeting.	DD	

Appendix 1 – Governance Programme

Date	Meeting	Issues/Recommendations
30/07/18	OBT	Report setting out proposed programme and draft Questionnaire for approval
30/08/18	Scrutiny	Report setting out proposed programme and matters for the review. Update on current status of the programme.
19/09/18	Audit & Gov	Report with an update of programme with a summary of amendments identified to date
05/11/18	OBT	Report setting out results of the questionnaire and proposal for key amendments
09/11/18	Exec Board	Report setting out proposed key amendments
09/11/18	Legal Officers	Report setting out proposed key amendments
22/11/18	Scrutiny	Report setting out proposed key amendments
06/12/18	TfN Board	Report setting out proposed key amendments (Report to be noted – not for discussion)
19/12/18	Audit & Gov	Report setting out proposed key amendments
21/01/19	OBT	Report with the final form amended Constitution
22/01/19	Legal Officers	Report with the final form amended Constitution
28/01/19	Exec Board	Report with the final form amended Constitution
07/02/10	TfN Board	Report seeking Members' ratification of the final form amended Constitution