Cyd-bwyllgor Corfforedig De-Ddwyrain Cymru | South East Wales Corporate Joint Committee

Report for:	ACTION
Contains Confidential or Exempt Information	NO

For Consideration By	South East Wales Corporate Joint Committee
Report Title	Proposed Amendments to the Constitution
Report of	Mark Watkins, Strategic Director Legal and Governance
Contact Details	Mark.Watkins@cardiffcapitalregion.gov.uk
Date to be Considered	13 October 2025
Implementation Date	Immediate
Affected Council Areas	N/A
Keywords / Index	Constitution; committees; membership; quoracy

1. Recommendations

1.1 The South East Wales Corporate Joint Committee (CJC) is asked to:

(1) approve the proposed changes to the CJC's Constitution to take immediate effect;

(2) request that the Strategic Director of Legal and Governance publishes the amended Constitution on the CJC's website.

2. Report Summary

2.1 The CJC's Constitution sets out how the CJC operates, how decisions are made and the procedures that are followed, to ensure that they are efficient, transparent and accountable to local people.

2.3 This report set out the proposed amendments to the Constitution in relation to the membership of the South East Wales Corporate Joint Committee and the Investment Board.

3. Proposed Amendments to the Constitution

3.1 The CJC's Constitution is published on its website at Constitution - Cardiff Capital Region.

3.2 The proposed changes are set out below. Relevant extracts of the Constitution showing the proposed changes are provided in **Appendices 1 and 2** to this report.

3.3 It is proposed that Part 4A of the Constitution is amended to be more explicit that the nominated Reserve Members of the Corporate Joint Committee can attend on behalf of any member of that Committee where required, and will be entitled to a vote. *(Appendix 1)*

3.4 It is proposed that a new paragraph 2.1.2 be added to Part 3B of the Constitution. This will allow for named Reserve Members for the Chief Executive Officers who normally attend Investment Board to be nominated, attend where necessary and be entitled to a vote. *(Appendix 2)*

3.5 The proposal aims to ensure that business is transacted more efficiently. The Investment Board have been consulted on, and are in favour of, this proposed change.

4. Comments of the Director of Resources and Section 151 Officer

4.1 There are no direct financial implications associated with this report.

5. Comments of the Director of Legal & Governance and Monitoring Officer

5.1 The proposed clarifications are within powers and helpfully tidy up practice. Allowing a reserve/nominee to attend and vote reflects the CJC regulations and should reduce delay and quoracy risk. Adjusting the Investment Board arrangements—so a named senior officer can represent the public sector side and substitutes are permitted—improves resilience, provided the Constitution and any terms of reference stay fully aligned on roles, voting and quorum.

5.2 These are governance housekeeping changes rather than policy shifts, so our existing obligations on publication, access to information and livestreaming remain unchanged.

6. Equality, Diversity and Inclusion

6.1 There are no specific equalities implications arising from this report.

7. Well-being of Future Generations

7.1 In developing the Recommendations of this report, regard has been had to the well-being duty arising under the Well-Being of Future Generations (Wales) Act 2015 ('the Act').

8. Welsh Language Implications

8.1 No negative impacts were identified which would prevent approval being sought to implement the recommendations of this report. The Constitution is published on the CJC's website in both Welsh and English.

9. Staffing/Workforce Implications

9.1 Within existing staff resources.

10. Any Other Implications

10.1 None.

11. Consultation

11.1 Identified within body of report.

12. Timetable for Implementation

12.1 Immediate.

Appendices

Appendix 1: Proposed Amendments – Part 4A - CJC Procedure Rules

Appendix 2: Proposed Amendments – Part 3B - Terms of Reference and Delegation of Duties to Sub-Committees & Other Bodies

Background Information

- Constitution Review and Transfer of City Deal to CJC, 18 March 2024
- Annual Review of the Constitution, 31 March 2025

Report Author: Cliona May, Democratic Services Manager
Date of Meeting: 13 October 2025

Part 4A - CJC Procedure Rules

1. Business of CJC Meetings

1. The agenda for any CJC Meeting shall be agreed in accordance with these Rules by the Chair at least 6 Working Days prior to the date of the CJC meeting.

1.1 The Chair may make any amendments to the draft agenda as they see fit.

2. The future business of the CJC will set out in the Forward Plan to be published on a monthly basis.

2. Annual General Meeting

2.1 The CJC must hold an annual general meeting in each financial year on a date determined by the CJC.

2.2 The Annual Meeting will:

(a) elect a person to preside at the meeting if the existing Chair or Deputy Chair is not present;

(b) elect the new Chair;

(c) appoint the new Deputy Chair;

(d) approve the minutes of the last meeting;

(e) receive declarations of interests from Members;

(f) receive announcements from the Chair (if any);

(g) decide on any amendment to sub-committees of the CJC, including amendments to their size and terms of reference;

(h) receive nominations of members to serve on each of the sub-committees and make such appointments;

(i) elect a Chair and a Deputy Chair for each of the sub-committees;

(j) approve a programme of ordinary meetings of the CJC for the year;

(k) approve a provisional programme of ordinary meetings of sub-committees for the year;

(l) agree any changes, amendments or revisions to the CJC's Constitution; and

(m) consider other matters which the Chair has certified urgent or appropriate.

3. Ordinary Meetings

3.1 The CJC may hold other meetings as agreed from time to time ("Ordinary Meetings").

3.2 Ordinary Meetings will:

(a) elect a person to preside if the Chair and Deputy Chair are not present;

(b) approve the minutes of the last meeting;

(c) receive any declarations of interest;

(d) receive any petitions in accordance with the CJC's Petitions Scheme;

(e) receive any announcements from the Chair;

(f) receive any reports from the Joint Overview and Scrutiny Committee;

(g) receive any reports from the CJC's Sub-Committees;

(h) receive any reports from the CJC's statutory officers;

(i) receive any reports from external organisations;

(j) consider any other business in the summons to the meeting; and

(k) consider such other matters as the Chair certifies as urgent or appropriate.

4. Extraordinary Meetings

4.1 An extraordinary CJC meeting may be called at any time by any person entitled to vote on a matter to be decided at that meeting.

4.2 The following persons may require the Chair to call an extraordinary meeting:

- the Chief Executive;
- the Monitoring Officer; or
- the Section 151 Officer.

4.3 Any request to call an extraordinary meeting must specify the business to be transacted at the meeting and be accompanied by a copy of any report for the meeting.

5. Time and Place of Meetings

5.3 The time and place of meetings will normally be determined by the CJC or in the case of an Extraordinary Meeting by the Chair.

5.4 The place of a meeting shall include provision enabling meetings to be attended remotely by persons who are not in the same physical place.

5.5 The date, time and place of meetings may be varied in case of urgency or at the request of the Chair, subject to reasonable notice of the change having been given.

5.6 CJC meetings must be open to the public unless the public are excluded in accordance with the Access to Information Procedure Rules.

6. Notice of and Summons to Meetings

6.1 The Proper Officer will give notice to the public of the time and place of any meeting:

(a) at least three clear days before the meeting, or

(b) if the meeting is convened at shorter notice, at the time the meeting is convened.

6.2 At least 3 clear days before a meeting, a summons (notice of meeting) will be sent by email to every Member. The summons will give the date, time and place of each meeting, including details of how the meeting may be accessed remotely by persons who are not in the same physical place, will enclose the agenda and be accompanied by connected reports.

7. Chairing Meetings

7.1 The appointment of the Chair and Deputy Chair must be confirmed, or a new Chair and Deputy Chair must be appointed, at each Annual General meeting.

7.2 The Chair and Deputy Chair must each be a Council Member of the CJC and must be appointed, or confirmed, by the CJC Members.

7.3 The Chair shall have discretion to conduct meetings to secure proper, full and effective debate of business items. This discretion shall operate in precedence to any other Rule in the Meeting Procedure Rules.

7.4 A person appointed as Chair or Deputy Chair may at any time resign that office by notice in writing given to the other Members.

7.5 If a vacancy arises in the office of Chair or Deputy, a new Chair or Deputy Chair (as applicable) must be appointed at the first meeting of the CJC held after the vacancy has arisen.

7.6 If the office of Chair is vacant, the Deputy Chair may carry out the functions of Chair until the vacancy is filled.

7.7 Where the offices of both Chair and Deputy Chair are simultaneously vacant, the next meeting of the CJC must be chaired by the Member for Blaenau Gwent County Borough Council until one of the vacancies is filled.

8. Quorum

8.1 All persons entitled to vote must be present for:

(1) a meeting to decide the amounts payable by the relevant CJC Members for the Strategic Development Plan Budget and for the General Budget; and

(2) for decisions to change voting procedures.

8.2 For any other matters, no fewer than 70% of the persons entitled to vote must be present.

8.3 If fewer than the quorum attends the meeting or if during any meeting the Chair counts the number of Members present and declares there is not a quorum present, then the meeting will adjourn immediately. Remaining business will be considered at the next meeting, or a time and date fixed by the Chair.

9. Declarations of Interest

9.1 A Member may at any time declare a personal interest under the Members' Code of Conduct and when a Member indicates to the Chair that they wish to make a declaration they shall be heard immediately and shall be allowed to make the declaration without interruption.

10. Officer Advice

10.1 Any report placed for decision before the CJC should contain all necessary advice to enable Members to take a decision. Reports will be circulated in advance of the meeting and if a Member requires clarification on an issue related to the report, this should be sought prior to the meeting.

10.2 Further officer advice will only be available at the meeting of CJC with the consent of the Chair, in consultation with the Chief Executive. If there is a need for further detailed legal or financial advice to be provided, the meeting should be adjourned.

11. Voting

11.1 Each person entitled to vote has one vote.

11.2 Other than the matters listed in paragraphs 11.4 to 11.6 below, any vote is to be decided by simple majority and if a vote is tied the matter is not carried.

11.3 The funding of budget decisions shall be determined by the unanimous agreement of the Members entitled to vote. If the Members cannot reach agreement, the proportions are to be determined by the Welsh Government.

11.4 Any change to voting arrangements requires the unanimous agreement of all Members entitled to vote on the matter.

11.5 Where the matter relates to the Strategic Development Plan Function and a vote is tied, the Chair has the casting vote.

11.6 The CJC may adopt an alternative voting procedure for any decision other than a decision on the budget or a decision to change the voting procedure itself.

11.7 The number of co-opted members entitled to vote may not exceed the number of other members entitled to vote.

12. Minutes

12.1 The names of the Members present at a CJC meeting must be recorded.

12.2 Minutes of the proceedings of a CJC meeting must be drawn up and recorded. The minutes must be approved by the person chairing the next suitable such meeting by signing the minutes, or by electronically signifying approval.

13. Attendance

13.1 Members will be regarded as present at a meeting where they attend that meeting either physically at the place specified on the meeting summons or remotely, by means of video conferencing software which enables persons who are not in the same place to speak to and be heard by each other and to see and be seen by each other.

13.2 All Members present during the whole or part of a physical meeting must accurately record their attendance on the record of attendance provided for that purpose.

13.3 Any Members attending the meeting remotely will have their attendance recorded electronically via the meeting software and must leave the meeting if they will not be present for any extended period of time during the meeting.

13.4 Where a Member is unavailable, the allocated Reserve Member for that Local Authority may attend and vote in their place. Attendance and voting will be recorded in the Reserve Member's name

14. Electronic Broadcast and Recording of Meetings

14.1 CJC meetings shall be webcast as they take place so that members of the public not in attendance at the meeting can see and hear the proceedings. The webcast shall be available electronically on the CJC's website for a period of 12 months after the meeting.

14.2 Other filming, recording and use of social media is permitted during CJC meetings, provided that:

(a) The recording or transmission must create no disturbance, disruption or distraction to the good order and conduct of the meeting;

(b) Notice has been given (on the meeting agenda and signage outside the meeting) so that everyone attending the meeting is made aware that they may be recorded and that by attending the meeting they are deemed to consent to this;

(c) Any recording must be overt, not covert;

(d) There is to be no recording or transmission of proceedings dealing with any exempt or confidential information;

(e) The Chair shall have discretion, subject to proper consideration of any relevant representations and legal advice, to prohibit a recording or exclude anyone reasonably considered to be in breach of these rules; and

(f) The person making the recording or transmission shall be solely responsible for complying with all applicable legal obligations arising from their actions.

15. Reasonable Adjustments

The Chair may, from time to time, make minor changes to the application of these rules to provide reasonable adjustments for disabled persons.

Part 3B - Terms of Reference and Delegation of Duties to Sub-Committees and Other Bodies

1. Sub-Committees of the CJC

The CJC will appoint Members to the Sub-Committees set out in this Part.

2. Other Bodies

2.1 Investment Board

Composition, Quorum and Voting

2.1.1 The Investment Board is comprised of 10 Members, including 5 members of the Regional Business Community and 5 Public Sector Chief Executives.

2.1.2 Where a Chief Executive Officer is unavailable to attend a meeting of the Investment Board, they may provide named Reserve Member in their stead.

2.1.3 Named Reserve Members may attend and vote in place of a Chief Executive Officer. Reserve Members must meet the same eligibility and code of conduct requirements and will be recorded as attending in their own right. For avoidance of doubt, these arrangements are consistent with the substitute member provisions in Part 4B.

2.1.4 The Chair of the Regional Growth Board will attend meetings of the Investment Board and may speak but will not be entitled to vote on any matter.

2.1.5 The Investment Board may co-opt to their membership persons having an interest in the business of the Sub-Committee, but such co-opted person(s) may not vote on any matter.

2.1.6 In the event that the Investment Board is considering a recommendation for a Single Member Decision, the relevant CJC Portfolio Member shall attend the meeting.

2.1.7 Quorum for meetings of the Investment Board shall be 6 members entitled to vote, with at least 3 representatives from both the business members and CEOs.

2.1.8 In a situation where there is no unanimous view from the Investment Board, it will go to vote, and in a circumstance where the vote is split equally, the Chair will have the casting vote.

Role

2.1.9 The Investment Board's role is to work with the CJC's Statutory Officers and external advisors to make recommendations to the CJC in relation to investment frameworks and strategies, investment advice on approved investment programmes and contribute to the development of medium-term funding strategies, including the re-use of recycled funds.

2.1.10 The Investment Board complements the role of the Regional Growth Board (which the Chair attends) by ensuring policy is converted to delivery and outcomes are achieved that align with the vision for high value jobs, productivity growth, shared prosperity and private leverage.

2.1.11 The Investment Board's remit is divided into four main parts:

(a) make recommendations to CJC on new investment proposals relating to the Cardiff Capital Region City Deal Wider Investment Fund in line with the approved Investment and Intervention Framework;

(b) make recommendations to CJC Portfolio Members on City Deal WIF sub-delegated funds specifically identified in these Terms of Reference and in line with CJC approvals and investment strategies;

(c) provide input and contributions to shaping new investment programmes, their technical features and workings, such as Investment Zone and successor EU Funds and the prospective second Regional Growth Fund, to include due diligence in line with relevant investment strategies and frameworks; and

(d) investment monitoring and oversight of the Investment Dashboard.

Functions

2.1.12 The Investment Board will discharge the following functions:

<u>Part 1: City Deal Wider Investment Fund – New Investment Proposals</u>

(1) maintain oversight of the Investment and Intervention Framework (IIF) providing regular review and recommending updates for CJC approval;

(2) provide advice on the suitability of investment proposals in line with the IIF and make recommendations to CJC on this basis;

(3) ensure all advice, challenge and preparation is in line with the requirements of the HM Treasury's 'Green Book' for preparation of Five Stage Business Cases;

(4) oversee all City Deal Investment Monitoring via the Investment Data Dashboard, taking quarterly reports to Regional Growth Board to provide investment overview and, where required, seeking advice of Regional Growth Board on novel or unusual proposals;

(5) assess project-specific due diligence on financial, commercial, legal and technical matters;

Part 2: City Deal Wider Investment Fund – sub-delegated funds

(6) exercise understanding of the agreed Investment Strategies for Innovation Investment Capital and for sub-delegated funds: Strategic Premises Fund, Challenge Fund and Northern Valleys Initiative;

(7) advise on the suitability of investment proposals arising from fund advisors/internal assessments and make recommendations to the CJC Executive Portfolio Leads on this basis for consideration via Individual Member Decision;

(8) oversee all sub-delegated fund Investment Monitoring via the Investment Data Dashboard, making quarterly investment reports available to Regional Growth Board;

(9) assess project specific due diligence on financial, commercial, legal and technical matters;

Part 3: New Investment Programmes

(10) shape and inform new investment and funding programmes, which require investment strategies, technical advice and planning and potential exercising of new CJC powers such as borrowing – in accordance with the policy lead established by the Regional Growth Board. To include Investment Zone, successor EU Funds and the prospect of a recycled capital fund (Regional Growth Fund);

(11) work with the CJC Executive Officer Team to formulate reports and proposals for CJC consideration in this regard;

Part 4: Investment Monitoring

(12) oversee the process of Investment Monitoring via the Investment Data Dashboard, ensuring information and evidence underpins all aspects of the Board's remit, in particular, in relation to Parts 1, 2 and 3 above.