

PROJECT INTEGRA STRATEGIC BOARD**CONSTITUTION**

1. BACKGROUND

- 1.1. The partner authorities have been widely acknowledged for their cooperation since 1995 on an integrated waste management partnership programme, known as Project Integra. This has resulted in impressive facilities, generally high recycling performance, high diversion from landfill and a contribution to the fundamental shift in thinking from waste to resource management.
- 1.2. In order to further this agenda, in 2001 the partner authorities set up a Joint Committee (the Project Integra Management Board) in order to increase clarity, accountability and respond in a more effective and coordinated way to new challenges.
- 1.3. The effectiveness of the Board was reviewed during 2005/6 in parallel with the development of a Joint Municipal Waste Management Strategy (JMWMS). To underline its strategic, rather than operational role, the Board became known as the Project Integra Strategic Board.
- 1.4. Further changes, including scrutiny being undertaken by authorities individually rather than through a joint scrutiny committee, were agreed following a review of the partnership and a refresh of the JMWMS, concluded in 2012.
- 1.5. This revised Constitution for the Project Integra Strategic Board complements the JMWMS as one of three core documents underpinning the partnership. The third document is the rolling three year Action Plan, updated annually in accordance with this Constitution.
- 1.6. The JMWMS sets out the long term strategic aims of the partners. The Action Plan sets out priorities and how strategic aims will be delivered in the short to medium term. The Constitution sets out how decisions are made, scrutinised and supported.
- 1.7. For the purposes of the Constitution the parties comprise:
 - Basingstoke & Deane Borough Council
 - East Hampshire District Council
 - Eastleigh Borough Council
 - Fareham Borough Council
 - Gosport Borough Council
 - Hampshire County Council
 - Hampshire Waste Services Ltd (a registered subsidiary of Veolia Environmental Services (UK) Plc)
 - Hart District Council
 - Havant Borough Council
 - New Forest District Council
 - Portsmouth City Council

- Rushmoor Borough Council
- Southampton City Council
- Test Valley Borough Council
- Winchester City Council

2. PURPOSE

- 2.1. The purpose of this Constitution is to set out in clear terms how the Project Integra Strategic Board operates and how decisions are made. It also sets out the role of the Project Integra Executive.
- 2.2. The Constitution may be amended from time to time, where all Partner Authorities and HWS agree such amendments. The Board may propose amendments for consideration and approval in its Draft Action Plan.

3. DEFINITIONS

“Annual General Meeting” means the annual meeting referred to in Paragraph 10.1.

“Approved Action Plan” has the meaning given in Paragraph 13.3.

“Board” means the Project Integra Strategic Board.

“Board Member” means a person appointed to the Board under Paragraph 8.1.

“Executive Officer” means the officer designated for the purposes of Paragraph 15.1.

“Chairman” means the Board Member appointed as Chairman further to Paragraph 10.2.

“Deputy” means a person appointed as a deputy member of the Board further to Paragraph 8.4.

“Draft Action Plan” has the meaning given in Paragraph 13.2.

“Executive Officer” means the person designated under Paragraph 15.1.

“Functions” means the functions of the Board set out in Paragraph 6.

“HWS” means Hampshire Waste Services Limited (a registered subsidiary of Veolia Environmental Services (UK) Plc.

“Joint Municipal Waste Management Strategy (JMWMS)” means the current Strategy of that name as formally agreed and adopted by the Partner Authorities and submitted to DEFRA.

“Legal Adviser” means the legal adviser of Hampshire County Council or of another Partner Authority as the Board may from time to time agree shall advise it.

“Memorandum of Understanding” means the Memorandum of Understanding between WCAs and WDA agreed in 1997 and clarifying the responsibilities and obligations of the WCAs and WDA in Project Integra, including all matters relevant to the WCA/WDA interface.

“More from Less” is the title of a stakeholder document produced in 2005. It can be downloaded from: <http://www3.hants.gov.uk/morefromless.pdf>

“Objectives” means the objectives of the Board set out in Paragraph 5.

“Partner Authorities” means the local authorities set out in Paragraph 1.7.

“Partner Authority’s Executive” means the Cabinet or other main executive body within the authority or the Chairman of the Committee or Board with responsibility for waste management.

“Project Integra” means Hampshire’s integrated waste management partnership.

“Project Integra Executive” means the executive structure set up to support the Board and the partnership.

“Recovery Economy” means an economy that uses and recovers material and energy resources in the most sustainable and efficient manner, with particular regard to minimising carbon emissions.

“Role of the Board Member” is as specified in Paragraph 9.

“Special Meeting” means a meeting convened under Paragraph 11.

“Standing Deputy Chairman” means the Hampshire County Council Board Member designated in accordance with Paragraph 10.4.

“Supplementary Document to the Constitution” means a document as described and approved in accordance with Paragraph 16

“Vice-Chairman” means the Board Member appointed as Vice-Chairman further to Paragraph 10.2.

“Voting Member” means any Board Member other than that appointed by HWS.

4. VISION

In the period to 2023 Hampshire will manage the effectiveness of its sustainable material resources system to maximise efficient re-use and recycling of material resources and minimise the need for disposal in accordance with the national waste hierarchy.

5. AIMS & OBJECTIVES

The Objectives of the Board mirror those in the JMWMS as follows:

- 5.1. To deliver this overarching vision, the fundamental aim of Project Integra is to provide a long-term solution for dealing with Hampshire's household waste¹ in an environmentally sound, cost effective and reliable way. Success in achieving this depends on joint working between all the parties in the best interests of the community at large. Specifically, the aims of the Strategic Board are:

¹ As defined in the Controlled Waste (England and Wales) Regulations 2012

- 5.2. To deliver the relevant municipal waste and recycling elements of the Material Resources Strategy as set out in the stakeholder document 'More from Less';
- 5.3. Win the support and understanding of the wider public, leading to a change in behaviour towards material resources;
- 5.4. Make access to recycling and related facilities a positive experience for residents and businesses by improving the coverage of kerbside collection systems, implementing further material recovery streams and continuous improvement of services;
- 5.5. Sustain recent reductions in the growth of household waste;
- 5.6. Improve the understanding of, and promote waste avoidance and minimisation;
- 5.7. Maximise value for money by considering the system as a whole through delivery of an integrated waste management process;
- 5.8. To provide suitable and sufficient processing facilities for existing and new material streams;
- 5.9. Secure flexible, sustainable and ethical markets for recovered materials and products;
- 5.10. Ensure each partner clearly understands its roles and responsibility for delivery in accordance with the Memorandum of Understanding;
- 5.11. Meet the statutory obligations but at the same time maintain Hampshire at the forefront of the waste to resources agenda;
- 5.12. Incorporate commercial and trade waste where possible to improve efficiency of waste management systems, including those for municipal waste; and
- 5.13. Improve the efficiency and effectiveness of services through collaboration with neighbouring authorities.

6. FUNCTIONS

The functions of the Board are as follows:

- 6.1. To develop a strategic policy framework within which the Partner Authorities can each discharge their functions as waste disposal authority or waste collection authority (as the case may be) and as set out in the Joint Municipal Waste Management Strategy and in other ways so as to achieve the Objectives.
- 6.2. To produce, for consideration and approval of the Partner Authorities, the Draft Action Plan and associated budget, and to implement the Approved Action Plan.
- 6.3. To discharge, on behalf of the Partner Authorities, their functions in respect of the making of arrangements for the recycling of waste, where such arrangements:
 - (a) Affect two or more of the Partner Authorities; and

(b) Have been authorised by all of the Partner Authorities by being specifically referred to in the Approved Action Plan.

- 6.4. To influence, advise and lobby government and other agencies, both nationally and internationally, where to do so is consistent with the Objectives.
- 6.5. To commission and promote research into matters relevant to the Objectives.
- 6.6. To develop proposals for the future development of Project Integra (to be included for consideration in the Draft Action Plan). Such proposals may include the creation of separate entities to undertake particular lines of activity, such as the commissioning of research, public awareness or behavioural change campaigns and the provision of training and consultancy services.
- 6.7. To develop proposals on how the Partner Authorities can discharge their functions in the field of resource management, promote a recovery economy, improve economic, social and environmental wellbeing in Hampshire and contribute to the achievement of sustainable development.
- 6.8. To promote opportunities for joint working, collaboration, efficiencies and economies of scale at an operational or management level between the Partner Authorities and with other authorities inside and outside Hampshire.
- 6.9. To carry out such other activities calculated to facilitate, or which are conducive or incidental to the discharge of the Board's Functions in implementing the Approved Action Plan.

7. NAME AND LEGAL STATUS

- 7.1. The Board is a joint committee constituted by the Partner Authorities under Section 101(5) and 102(1) of the Local Government Act 1972. Its name is the "Project Integra Strategic Board". Meetings of the Board are subject to the provisions of the Local Government Act 1972, including provisions on access to information and meetings being held in public.
- 7.2. The area within which the Board is to exercise its authority is the administrative county of Hampshire together with the unitary authority areas of Portsmouth and Southampton.

8. COMPOSITION OF THE BOARD

- 8.1. The Board shall comprise 15 Members, being one Member appointed by each Partner Authority, and one co-opted Member representing HWS.
- 8.2. Each Partner Authority shall ensure that its appointed Board Member is a member of their executive, except where the Authority concerned:
- (a) has adopted a Mayor and council manager executive, in which case the Board Member may be the council manager or other officer, or
 - (b) has adopted the Committee model. In this case, the Partner Authority shall ensure that the appointed Board Member has the skills and qualities required to fulfil the strategic nature of the role and has the authority to speak on behalf of the Partner Authority.

- 8.3. The representative of HWS shall be the Managing Director of Hampshire Waste Services Limited, with the skills and qualities required to fulfil the role of the Board Member.
- 8.4. Partner Authorities, and HWS, may each appoint another named person to act as a Deputy for their appointed Board Member. Where the appointed Board Member is unable to attend a meeting, a suitable Deputy may attend and carry out their responsibilities, including, in the case of a Voting Member, voting in their absence.
- 8.5. The term of office of a Board Member and any Deputy shall be determined by the appointing partner authority, provided that for the duration of that period they remain a person who is capable of being appointed to the Board in accordance with Paragraphs 8.2 and 8.4 or, where appropriate, Paragraph 8.3 above. Partner Authorities and HWS may change their appointed Board Member or Deputy at any time provided that written notice of any such change is provided to the Executive Officer, taking effect upon receipt.

9. ROLE OF THE BOARD MEMBER

The responsibilities of a Board Member are as follows:

- 9.1. To be committed to, and act as a champion for, the achievement of the objectives both within their own authority and in other arenas.
- 9.2. To be a good ambassador for the Board and for Project Integra.
- 9.3. To attend Board meetings, vote on items of business and make a positive contribution to the achievement of the Objectives.
- 9.4. To remain acquainted with emerging technologies and processes in the area of waste/resource management.
- 9.5. To act as an advocate for the Board in seeking the approval of their Partner Authority to the Draft Action Plan.

10. MEETINGS

- 10.1. The Board shall meet three times a year. The venue for meetings shall be determined by the Board. The Board shall hold an Annual General Meeting annually on one of the meeting dates.
- 10.2. The Chairman and Vice-Chairman of the Board shall be appointed at the Annual General Meeting. Appointments take effect until the next Annual General Meeting. In the absence of the Chairman for any reason the responsibilities of the Chairman shall be discharged by the Vice-Chairman. A Chairman or Vice-Chairman may be re-elected to serve for another period of one year if that is the wish of the majority of the Board but should not normally serve in the same role for more than two consecutive years.
- 10.3. If the Chairman is for any reason unable to continue in the role, the Vice-Chairman shall automatically assume the role of Chairman until the next routine or Special Meeting of the Board, where a new Chairman shall be appointed.

- 10.4. Unless the Hampshire County Council Member is elected Chairman or Vice-Chairman in accordance with Paragraph 10.2 above, the Hampshire County Council Board Member shall assume or resume the role of ex-officio Standing Deputy Chairman. The purpose of the position is to:
- (i) provide assistance and advice to the Chairman and Vice-Chairman in the preparation of meeting agendas and other member events or communications; and
 - (ii) ensure the Hampshire County Council Member is fully informed of strategies and policies being formulated for consideration by the Strategic Board.

The role reflects the unique responsibility of Hampshire County Council within the partnership. In all other respects the role is the same as other Voting Members.

- 10.5. A printed copy of the summons and agenda for each meeting and the minutes of the previous meeting, shall be despatched by the Executive Officer at least fourteen days before such meeting to each Board Member. The summons shall contain notice of all business, except urgent business, which is in the ordinary course or by direction of the Chairman or Executive Officer required to be brought before the Board.
- 10.6. If within ten minutes of the appointed time for the commencement of the meeting a quorum (that is four Voting Members) is not present, the meeting shall be dissolved. Any business not disposed of shall be considered at the next meeting.
- 10.7. The Chairman may invite any person to attend a meeting of the Board for the purpose of making a presentation, or participating in discussion, on any item relevant to the Board's Functions, where that person is able to provide a professional or commercial viewpoint, which the Chairman considers would be of assistance to the Board.
- 10.8. All decisions of the Board will be notified in writing to Board Members and Deputies within five working days of the Board meeting.

11. SPECIAL MEETINGS

- 11.1. The Chairman may summon a Special Meeting of the Board at any time.
- 11.2. A Special Meeting shall also be summoned on the requisition in writing of not less than four Voting Members, which requisition shall be delivered to the Executive Officer and shall specify the business to be considered at the Special Meeting.
- 11.3. The Executive Officer shall arrange for any Special Meeting to be held in accordance with the timetable in Paragraph 10.5 above.

12. DECISION MAKING

- 12.1. Voting Members shall be entitled to a vote on items of business considered by the Board (the Board Member appointed by HWS, as a co-opted member, is not permitted to vote by virtue of Section 13(1) of the Local Government and Housing Act 1989).

- 12.2. Subject to Paragraphs 12.4 and 13.3 below, every question shall be determined by the voices of those Voting Members present, provided that if there is a Voting Member who indicates dissent to this procedure then a vote by a show of hands shall take place. A simple majority shall be required.
- 12.3. In the event of there being an equal number of votes for and against a particular proposition, the Chairman shall have a casting vote.
- 12.4. Where the effect of a particular proposition, if adopted by the Board, would be to give rise to contractual or financial implications for any Partner Authority, then in addition to the normal requirement for a simple majority of votes, the vote of the Member appointed by that Partner Authority, in favour of the proposition, shall be required. Where a particular proposition does not have the support of the Members appointed by all Partner Authorities so affected, the proposition cannot be adopted by the Board.
- 12.5. Where the effect of a decision of the Board is that the Partner Authorities, or any of them, shall enter into contractual arrangements, the Partner Authorities so affected shall delegate authority to complete the contractual documentation on their behalf (subject to Paragraph 12.6 below) to the lead Partner Authority further to Section 101 Local Government Act 1972.
- 12.6. Where, further to a resolution of the Board, contractual arrangements are entered into by one of the Partner Authorities, as lead authority on behalf of itself and other authorities, the Partner Authorities so affected shall complete a legal agreement setting out the basis on which risks and liabilities are apportioned between them.

13. ACTION PLAN

- 13.1. At its Annual General Meeting, the Board shall consider and approve the Draft Action Plan.
- 13.2. The Draft Action Plan shall set out the strategy for the achievement of the Objectives over a rolling three year period. It will specify the activities to be undertaken in support of that strategy, together with the resources required and responsibilities for each activity.
- 13.3. The Draft Action Plan shall be considered by each of the Partner Authorities with a view to giving it their approval. On being approved by all of the Partner Authorities, the Draft Action Plan shall become the Approved Action Plan. A Partner Authority may approve the Draft Action Plan subject to a reservation in respect of any particular matter that it has concerns with. Where approval is given subject to such reservation, the Partner Authority's Voting Member is not entitled to vote on the matter in question when it is subsequently considered by the Board, and any resolution of the Board on the matter in question does not bind that Partner Authority.
- 13.4. The Board may consider and propose a draft amendment to the Approved Action Plan, where necessary to accommodate unforeseen circumstances, which have arisen which would assist the Board in achieving the Objectives. Any proposed amendment, which is agreed by the Board, shall then be submitted to the Partner Authorities for approval. On being approved by all the Partner Authorities, the amendment is then incorporated in the Approved Action Plan.

14. DELEGATION TO SUB-COMMITTEES AND OFFICERS

- 14.1. The Board may arrange for any of its functions to be discharged by a sub-committee or by an officer of one of the Partner Authorities, provided that any such arrangements do not include delegation of matters falling within the scope of Paragraph 12.4 above or Paragraph 16 below, which shall remain the sole responsibility of the Board.
- 14.2. The Board may appoint working groups of Members and officers to consider specific matters referred and report back to the Board.

15. EXECUTIVE OFFICER AND PROFESSIONAL SUPPORT

- 15.1. The Board shall designate a named person to fulfil the function of Executive Officer. The responsibilities of the Executive Officer shall be set out in a job description approved by the Board as a Supplementary Document to the Constitution. In respect of the business of the Board, its sub-committees and working groups the role shall include:
- (a) To make all necessary arrangements for the convening of meetings.
 - (b) To provide, or, where necessary, procure the provision of, all necessary advice on the technical, legal and financial implications of matters under consideration.
 - (c) To bring attention to relevant matters which merit consideration.
 - (d) To take and maintain minutes of meetings, and ensure that business at meetings is conducted in accordance with legal and constitutional requirements.
 - (e) To be responsible for communications with other agencies, including the media.
 - (f) To manage and co-ordinate the day-to-day affairs of the Board and its administrative support.
- 15.2. The Board shall obtain legal, financial and other professional advice as required.
- 15.3. The business address for all communications relating to the administration of the Board's affairs shall be determined by the Board.

16. SUPPLEMENTARY DOCUMENTS TO THE CONSTITUTION

- 16.1. Supplementary Documents to the Constitution (SDCs) set out agreements such as operational protocols, financial arrangements or specifications that the Board have agreed to apply either generally or under specified circumstances.
- 16.2. The Board may from time to time consider amending, deleting or adding to the Supplementary Documents and may, subject to Paragraphs 12.4 above and 16.3 below, approve such changes without the need to refer to each authority for individual approval.

- 16.3. Nothing in this Constitution shall empower or permit the Board to override contractual or legal arrangements agreed between partner authorities or between one or more partner authorities and third parties.

17. URGENT MATTERS

- 17.1. Subject to Paragraph 15.2, this Paragraph applies where the best interests of the Board require that action should be taken, or a decision made, on a matter which would normally fall to be considered by the Board in the exercise of its functions, but where such best interests would be compromised by the action, or decision, being deferred until the next meeting of the Board. In such cases the Executive Officer is authorised to take such action or decision, following consultation with the Legal Adviser, Chairman and Vice-Chairman. Any such action taken shall be reported to the next meeting of the Board.
- 17.2. Paragraph 17.1 does not apply to decisions falling within the scope of Paragraph 12.4 or 16.2.

18. CONDUCT AND EXPENSES OF MEMBERS

- 18.1. All Board Members shall observe at all times the provisions of the code of conduct, adopted by their Partner Authority under Section 51 of the Local Government Act 2000. In the meantime, Members are required to observe the provisions of any existing code of conduct adopted by their Partner Authority or, where none exists, the National Code of Local Government Conduct.
- 18.2. Except as outlined in Paragraph 18.3 below, each Partner Authority shall be responsible for meeting any expenses to which any Board Member appointed by them, as their representative is entitled as a result of their attendance at duly authorised meetings. HWS are responsible for meeting any expenses incurred by their appointed representatives.
- 18.3. The Board shall meet appropriate expenses, properly incurred by the Board Chairman or Vice Chairman in relation to circumstances where they have represented the partnership rather than their individual authority. A summary of such expenditure shall be reported to meetings of the Board.

19. LIABILITIES OF BOARD MEMBERS

- 19.1. Board Members have the same responsibilities and liabilities as those which apply when sitting on other committees and bodies as appointed representative on behalf of their authority. Where contractual arrangements are authorised by the Board, any liabilities arising under those arrangements will rest with the constituent Partner Authorities who are parties to those contractual arrangements. Indemnification for any liabilities, which do arise, is a matter between the Board Member and their Partner Authority. It is noted that under Section 101 of the Local Government Act 2000, the Secretary of State may by order make provision conferring power to local authorities to provide indemnities to some or all of their members and officers.

20. PRESS AND PUBLIC RELATIONS

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20.1. The Board shall have power to issue such press releases and carry out such further publicity as it deems necessary for the furtherance of the Objectives, including the dissemination of information relating to the functions and workings of the Board, and any action taken or proposed to be taken for the benefit of the residents of Hampshire and other stakeholders.

Dated November 2012