

Part 2 – Section 1: Articles of the Constitution

Article 1 – The Constitution

1.0 Powers of the Council

1.1. The Council will exercise all its powers and duties in accordance with the law and this Constitution.

2.0 Purpose of the Constitution

2.1. The purpose of the Constitution is to:

- (i) enable the Council to provide leadership to the community in partnership with citizens, businesses, and other organisations;
- (ii) support the active involvement of local people in decisions made by the Council;
- (iii) help Councillors represent their constituents more effectively;
- (iv) enable decisions to be taken efficiently and effectively;
- (v) create a powerful and effective means of holding decision takers to public account;
- (vi) ensure that no one will review or scrutinise a decision in which they were directly involved;
- (vii) ensure that those responsible for decision making are clearly identifiable to local people, and that they can explain the reasons for their decisions; and
- (viii) provide a means of improving delivery of services to the community.

3.0 Interpretation of the Constitution

3.1. Where the Constitution permits the Council to choose between different courses of action, the Council shall choose the option which it thinks is closest to the purposes stated above.

Article 2 – Councillors

1.0 Number of Councillors

1.1. The Council comprises 30 Councillors.

2.0 Eligibility

2.1. The eligibility criteria for a person to be qualified to be elected and be a Councillor are set out in Section 79 of the Local Government Act 1972.

3.0 Election and Terms of Councillors

- 3.1. The Council operates a system of election by “thirds” meaning it elects one third (10) of local Councillors every year for three years and hold no elections in the fourth year. The Councillors hold office for a period of four years.

4.0 Roles of Councillors

- 4.1. Councillors shall:
- (i) collectively be the ultimate policymakers for the Council;
 - (ii) contribute to the good governance of the area and actively encourage community participation and citizen involvement in decision making;
 - (iii) represent the interests of their ward and of individual constituents;
 - (iv) respond to constituents’ enquiries and representations, fairly and impartially;
 - (v) serve the public interest and make decisions having regard to the interests of the whole community;
 - (vi) be involved in decision-making;
 - (vii) be available to represent the Council on other bodies; and
 - (viii) maintain the highest standards of conduct and ethics.

5.0 Rights and Duties of Councillors

- 5.1. Councillors have rights of access to such documents, information, land, and buildings of the Council as are necessary for them to act as a Councillor and in accordance with the law.
- 5.2. Councillors are entitled to receive allowances in accordance with the Members’ Allowances Scheme set out in Part 5 of this Constitution.
- 5.3. Councillors shall observe the Members’ Code of Conduct set out in Part 5 of this Constitution.

Article 3 – The Public and the Council

1.0 Petitions

- 1.1. The Council is committed to responding to petitions. Anyone who lives, works, or studies in the Borough may sign or organise a petition and trigger a response from the Council. Details of the Council’s adopted (non-statutory) petition scheme are set out in Part 4 of this Constitution.

2.0 Rights of the Public

- 2.1. The public's rights to information and to participate in the decision-making process are explained in more detail in the Access to Information Procedure Rules, Part 4 of this Constitution, and Article 14.

Information

- 2.2. The Public have the right to:
- (i) attend meetings of the Council, Executive and Committees except where confidential or exempt information is likely to be disclosed, and the meeting is, therefore, held in private;
 - (ii) find out from the Forward Plan what key decisions will be taken under the Council's Executive arrangements. The Forward Plan is no longer a statutory requirement, but the Council has decided to retain it for effective operation of the Council's activities;
 - (iii) see public reports and background papers, and any public records of decisions made by the Council, Executive and Committees except where confidential or exempt information is likely to be disclosed; and
 - (iv) inspect the Council's accounts, and make their views known to the external auditor during the statutory period of 20 working days prior to the external auditor giving its opinion.

Participation

- 2.3. The Public have the right to:
- (i) contribute to investigations by the Scrutiny Committees;
 - (ii) present petitions under the Council's Petition Scheme; and
 - (iii) ask questions at the Executive and Council.

Complaints

- 2.4. The Public have the right to complain to:
- (i) the Council under its complaints scheme;
 - (ii) the Ombudsman after using the Council's own complaints scheme, and
 - (iii) the Council's Monitoring Officer about a breach of the Members' Code of Conduct.

3.0 Responsibilities of the Public

- 3.1. The Public must not be violent, abusive or threatening to Councillors, Officers or persons carrying out work for the Council and must not wilfully harm things belonging to the Council, Councillors or Officers.
- 3.2. The public are entitled to attend public meetings of the Council, Executive and Committees, but must comply with the rulings of the Chair. They may not disrupt the meeting or cause undue disturbance, or they may be removed from the meeting.

Article 4 – The Full Council

1.0 Meanings

Policy Framework

1.1. 'Policy Framework' means:

- (i) plans and strategies which, by law, must be approved by Full Council; and
- (ii) plans and strategies which the Council has decided should be approved by Full Council.

Budget

1.2. 'Budget' includes the allocation of financial resources to different services and projects, proposed contingency funds, setting the Council Tax and decisions relating to the control of the Council's borrowing requirement, the control of its capital expenditure and the setting of virement limits.

Housing Land Transfer

1.3. "Housing Land Transfer" means the approval or adoption of applications (whether in draft form or not) to the Secretary of State for approval of a programme of disposal of 500 or more properties to a person under the Leasehold Reform, Housing and Urban Development Act 1993 or to dispose of land used for residential purposes where approval is required under sections 32 or 43 of the Housing Act 1985.

2.0 Functions of the Full Council

2.1. Only Full Council shall exercise the following functions:

- (i) adopting and changing the Constitution (apart from (i) changes to Part 3 in relation to Executive functions which shall be discharged by the Leader and reported to the Council; and (ii) any minor changes to the Constitution, under authority delegated to the Monitoring Officer);
- (ii) approving or adopting the Policy Framework, the Budget and any application to the Secretary of State in respect of a Housing Land Transfer;
- (iii) intervening, where necessary, to prevent Executive decisions that would run contrary to the Policy Framework or Budget;
- (iv) appointing and removing the Leader of the Council;
- (v) agreeing and/or amending the terms of reference for Committees, deciding on their composition, and making appointments to them;
- (vi) appointing representatives to outside bodies, unless the appointment is an Executive function or has been delegated by Full Council;
- (vii) adopting a Members' Allowances scheme;

- (viii) changing the name of the area, or conferring the title of Freedom of the Borough;
- (ix) appointing the Head of Paid Service and other members of the Corporate Leadership Team in accordance with the Officer Employment Rules;
- (x) making, amending, revoking, re-enacting, or adopting byelaws and promoting or opposing the making of local legislation or personal Bills;
- (xi) all local choice functions, set out in Part 3 of this Constitution, which Full Council decides should be undertaken by itself;
- (xii) electing the Mayor; and
- (xiii) all other matters which, by law, must be reserved to Full Council.

3.0 Council Meetings

3.1. There are three types of Council meeting:

- (i) the annual meeting;
- (ii) ordinary meetings; and
- (iii) extraordinary meetings.

and they shall be conducted in accordance with the Council Procedure Rules in Part 4 of the Constitution.

4.0 Responsibility for Functions

4.1. The Council shall maintain the tables in Part 3 of the Constitution setting out the responsibilities for the functions of the Council which are not the responsibility of the Leader.

Article 5 – Chairing the Council

1.0 Role and Function of the Mayor

1.1. The Mayor shall be elected by the Council annually.

1.2. The Mayor, and in their absence, the Deputy Mayor, shall have the following roles and functions:

- (i) to act as First Citizen and Civic Head of the Borough;
- (ii) to uphold and promote the purposes of the Constitution, and to interpret the Constitution when necessary;
- (iii) to preside over meetings of the Council so that its business can be carried out efficiently and with regard to the rights of Councillors and the interests of the community;

- (iv) to ensure that the Council meeting is a forum for the debate of matters of concern to the community;
 - (v) to promote public involvement in the activities of the Council;
 - (vi) to be the non-political representative of the Council; and
 - (vii) to attend such civic and ceremonial functions as the Council and they determine appropriate.
- 1.3. Neither the Mayor nor the Deputy Mayor shall be members of the Executive.

Article 6 – The Leader

1.0 Role and Term of Office

- 1.1. The Leader of the Council shall be a Councillor elected to the position of Leader by the Full Council. The Leader shall be elected by Council at its post-election annual meeting (or, if the Council fails to elect the Leader at that meeting, at a subsequent meeting of Council).
- 1.2. The term of office of the Leader starts on the day of their election as Leader and ends on the day the Council holds its first annual meeting after the Leader's normal day of retirement as a Councillor unless:
- (i) they resign as Leader; or
 - (ii) they are suspended from being a Councillor under Part III of the Local Government Act 2000 (although they may resume office at the end of the period of suspension); or
 - (iii) they are no longer a Councillor; or
 - (iv) they are removed from office by resolution of the Council before that day.
- 1.3. During their term of office as Leader, the Leader shall continue to hold office as a Councillor.
- 1.4. If there is a vacancy in the position of Leader, the Leader shall be elected at the first meeting of the Council following such vacancy for a term of office expiring on the day the Council holds its first annual meeting after the Leader's normal day of retirement as a Councillor, subject to (i) to (iv) above.
- 1.5. The Leader shall carry out all the Council's functions which are not the responsibility of any other part of the Council, whether by law or under this Constitution, unless otherwise delegated by him/her. All delegations by the Leader will be set out in Part 3 of this Constitution.

2.0 Functions of the Leader

The Leader is responsible for maintaining a list (which the Monitoring Officer will compile on the Leader's behalf), in Part 3 of the Constitution, setting out who will authorise Executive functions. Executive functions can be exercised by the Leader, the Executive, individual Executive Members or individual Councillors exercising powers in relation to their wards or

Officers. Any changes to Part 3 of the Constitution in relation to Executive functions will be reported to the next appropriate meeting of the Council.

- 2.1. The Leader shall be Chair of the Executive.
- 2.2. Only the Leader shall exercise the following functions:
 - (i) appointing the Deputy Leader;
 - (ii) appointing the Executive; and
 - (iii) allocation of areas of responsibility (portfolios) to Portfolio Holders.
- 2.3. The Leader may at any time:
 - (i) remove Councillors from the Executive; or
 - (ii) change Portfolio Holders' areas of responsibility.
- 2.4. The Leader shall report to the next appropriate meeting of the Full Council on all appointments and changes to the Executive.

3.0 Deputy Leader

- 3.1. The Leader shall appoint one of the members of the Executive to be the Deputy Leader.
- 3.2. The Deputy Leader shall normally hold office until the end of the Leader's term of office unless that person:
 - (i) is removed from office by decision of the Leader; or
 - (ii) is disqualified from being a Councillor by order of a court under Section 34 of the Localism Act 2011; or
 - (iii) resigns as Deputy Leader; or
 - (iv) ceases to be a Councillor before that day.
- 3.3. In the event of any of the above occurring, the Leader shall appoint another member of the Executive as Deputy Leader at the earliest opportunity.

4.0 Role of the Deputy Leader

- 4.1. The Deputy Leader shall be Vice-Chair of the Executive and if, for any reason, the Leader is unable to act, or the office of the Leader is vacant, the Deputy Leader must act in their place and shall be entitled to exercise all functions reserved to the Leader until such time as the Leader is able to act or until a new Leader is elected by the Council.
- 4.2. If for any reason the Leader is unable to act, or the office of the Leader is vacant, and the Deputy Leader is unable to act or the office of Deputy Leader is vacant, the remaining members of the Executive must either act collectively in the Leader's place or they must arrange for a member of the Executive to act in the place of the Leader.

5.0 Removal of the Leader

- 5.1. The Council may remove the Leader by way of resolution by a simple majority. At any meeting of the Full Council, a Councillor may propose that “the Council has no confidence in the Leader”. The question shall, after debate, be put and, if carried by a simple majority of those Councillors present, the Leader shall be removed from office.
- 5.2. In that event, a new Leader shall be elected:
 - (i) at the meeting at which the Leader is removed from office; or
 - (ii) at a subsequent meeting.

Article 7 – The Executive

1.0 Role of the Executive

- 1.1. The Executive shall carry out all the Council’s functions which are not the responsibility of any other part of the Council whether by law or under this Constitution, as delegated by the Leader.

2.0 Form and Composition

- 2.1. The Executive shall consist of the Leader, Deputy Leader together with not fewer than one, and up to five other Councillors appointed by the Leader who shall be known as Portfolio Holders.

3.0 Portfolio Holders/Executive Members

- 3.1. Executive Members shall be appointed by the Leader. The Leader shall appoint Councillors to specified areas of the Council’s work known as their Portfolio. They hold office until the end of the term of office of the Leader unless:
 - (i) they resign from the Executive; or
 - (ii) they are suspended from being Councillors under Part III of the Local Government Act 2000 (although they may resume office at the end of the period of suspension); or
 - (iii) they are no longer Councillors; or
 - (iv) they are removed from office, either individually or collectively, by the Leader before that date.
- 3.2. The Leader may, at any time, alter the responsibilities of an Executive Member or discontinue their appointment and elect a replacement. Portfolio Holders shall be entitled to be consulted by the Corporate Leadership Team and Senior Managers when exercising delegated powers requiring such consultation. A Portfolio Holder cannot not be a member of a Scrutiny Committee.
- 3.3. Proceedings of the Executive shall take place in accordance with the Executive Procedure Rules set out in Part 4 of the Constitution.

Article 8 – Scrutiny Committees

This Article sets out the basis and role of the Scrutiny Committees at Woking Borough Council. (It is to be read together with the Scrutiny Procedure Rules, which are set out at Part 4).

1.0 Introduction

- 1.1. The Council will appoint the Scrutiny Committees set out below and their respective Chair and Vice-Chair, to discharge the functions conferred by section 21 of the Local Government Act 2000 and pursuant to section 19 of the Police and Justice Act 2006.
- 1.2. No member of the Executive shall serve on the Scrutiny Committees, nor on any Task and Finish Group.
- 1.3. The Scrutiny Committees must, by law, comply with the provisions of the Local Government and Housing Act 1989. The Council must ensure that membership of its Scrutiny Committees reflects the political composition of the Council.
- 1.4. Roles common to the Scrutiny Committees:
 - (i) General functions
 - (a) To review and scrutinise decisions made, and actions taken in relation to executive and non-executive functions.
 - (b) To make reports and recommendations to Council or the Executive, arising out of such review and scrutiny in relation to any executive or non-executive function.
 - (c) To make reports or recommendations to the Council and/or Executive in relation to matters affecting the area or its residents.
 - (d) The right to require Portfolio Holders, Leader, and Deputy Leader, and Officers to attend meetings of a scrutiny committee and to answer questions.
 - (e) To exercise the right of 'call-in' as set out in the Scrutiny Procedure Rules.
 - (f) To exercise the right of Councillor Call for Action as set out in the Scrutiny Procedure Rules.
 - (g) To review the performance of other public bodies (with their consent where the law does not require them to attend) in the Borough and to invite them to make reports to and/or address the Scrutiny Committees and local people about their activities and performance.
 - (h) To question and gather evidence from any person(s) outside the Council (with their consent where the law does not require them to attend).
 - (i) To consider matters referred to it in accordance with the Council's Petitions Scheme.
 - (ii) Policy Development

- (a) To assist the Executive in matters of policy development by conducting review of policy options.
- (b) To perform pre-decision scrutiny on upcoming decisions of the Executive and other Council business that the committees have a right to review.
- (c) To liaise with other public organisations operating in the borough, national, regional and local, to ensure that the interests of local people are enhanced by collaborative working in policy development wherever possible.

(iii) Scrutiny

- (a) To scrutinise the decisions made by, and the performance of, the Executive and its committees, the Council, and Council Officers.
- (b) To scrutinise performance of the Council in relation to its policy objectives/ performance targets and/or particular service areas.
- (c) To undertake 'pre-decision' scrutiny when requested by the Executive and so act as a "critical friend" to provide clear focus for decision making.
- (d) To question members of the Executive or appropriate committees and officers of the Corporate Leadership Team personally about decisions.
- (e) To question the Chair of the Shareholder Executive Committee about decisions made by the Shareholder Executive Committee.
- (f) To make recommendations to the Executive or appropriate Committee and/or Council arising from the outcome of the scrutiny process.

(iv) Community representation

- (a) To promote and put into effect closer links between Scrutiny members and the local community.
- (b) To encourage and stimulate an enhanced community representative role for Scrutiny members including enhanced methods of consultation with local people.
- (c) To receive Petitions, deputations and representations from local people and other stakeholders about areas of concern within their respective Scrutiny remit.
- (d) To consider any referral within their remit referred to it by a member under the Councillor Call for Action (see the Scrutiny Procedure Rules at Part 4, section 5).

2.0 Chairs of Scrutiny Committees

2.1. The Chair of each Scrutiny Committee shall:

- (i) manage the meetings and business of their committee;
- (ii) liaise with other Chairs and Vice Chairs of Scrutiny so as to prevent duplication and improve co-ordination, particularly with cross-cutting issues;

- (iii) maintain political neutrality and act impartially;
- (iv) once the Committee has made formal recommendation, act as spokesperson.
- (v) To ensure that all interested parties, (including Members, Officers, external groups/ companies and the public) have equality in opportunity to speak at meetings.
- (vi) To give advice to the Committee regarding their work programme to ensure matters are not overlooked.
- (vii) To produce an annual report of their committee's work to be included in an Annual Scrutiny Review.
- (viii) To keep up to date with training and development opportunities relevant to the role of Chair of Scrutiny.
- (ix) To liaise with and where appropriate, co-ordinate work undertaken with the Chair of the Audit and Governance Committee.

3.0 Scrutiny Committees – Remit

In addition to the general terms of reference, outlined above, each Scrutiny Committee shall have the following specific terms of reference.

Resource and Finance Scrutiny Committee

- 3.1. To make reports and recommendations to Council or the Executive which promotes the better custodianship of the Council's finances and to make recommendations for best financial practice across the authority.
- 3.2. To investigate the possibilities for improving the Council's financial management practice and to make reports and recommendations to the Executive or Council as appropriate.
- 3.3. To encourage the highest standards of financial custodianship where necessary overseeing training activity for all members in this area.
- 3.4. To consult on and to comment on and make recommendations to the Executive in respect of the Council's budget and without limiting the general remit of the Committee, to hold the Executive to account for its performance in respect of all budgetary matters.
- 3.5. To make recommendations and reports for consideration by the Executive or Council to improve practices and services within the respective directorate, including, but not limited to:
- 3.6. Asset management, revenue and benefits, communications and engagement, council tax, customer services, digital services and ICT, elections and electoral registration, corporate estate, corporate fees and charges, HR services, medium term financial statements and transformation.

Communities and Housing Scrutiny Committee

- 3.7. To fulfil all scrutiny functions in relation to the discharge by the authority of its housing functions. This shall include the power:

- 3.8. To review and scrutinise decisions made, or other action undertaken in connection with the discharge of the Council of its housing function, including implications for the housing revenue account.
- 3.9. To make reports and recommendations to Council and/or the Executive with respect to the discharge of these functions, including but not limited to
- 3.10. Homelessness, refugee and asylum support, housing assets, independent living and relevant implications for the housing revenue account, housing policy, Community centres, independent living, community development, community meals, cultural development, housing stock improvement, health and wellbeing, sports development, local voluntary and faith communities.
- 3.11. To fulfil all scrutiny functions in relation to the discharge by responsible authorities of their crime and disorder function as set out in sections 19 and 20 of the Police and Justice Act 2006, as amended from time to time.

Environment and Place Scrutiny Committee

- 3.12. To exercise all the functions and roles of the Scrutiny Committee in relation to the following matters and where relevant make recommendations to the Executive or Council:
- 3.13. To examine issues relating to the protection of the environment including “green” issues, such as the conservation of natural resource, air quality, energy efficiency and conservation and/or the reduction of all types of pollution, sustainable development, regeneration, economic development, flood risk management, building control, infrastructure, Woking Palace, the ‘UK Shared Prosperity Fund’; the formulation of the Council’s planning policies, (including the preparation of the Council’s Local Development documents and other local plans for the use and development of land, but excluding planning control and building control functions), parking, transport and urban regeneration, the environment, including but not limited to waste disposal and environmental health, public protection, including but not limited to open spaces and play areas, refuse collection street cleaning, consumer protection, cemeteries and crematoria.

4.0 Task and Finish Groups

- 4.1. Each Scrutiny Committee may from time to time appoint Task and Finish Groups
- 4.2. For the procedure relating to Task and Finish Groups, see Part 4, within the Scrutiny Procedure Rules.

Article 9 – Regulatory and Other Committees

5.0 Regulatory and Other Committees

- 5.1. The Council shall appoint the Committees set out in Part 3 of the Constitution (Responsibility for Council Functions) to discharge the functions described.

Article 10 – The Employment Committee

1.0 Membership

- 1.1. The Employment Committee will be composed of 7 Councillors to be appointed annually at the annual Council meeting.
- 1.2. The membership of the Employment Committee will comply with the political balance rules set out in s.15 of the Local Government and Housing Act 1989 and must include at least one Member of the Executive.
- 1.3. Membership of the Committee will from time to time as and when required include the involvement of the relevant appointed independent person as required by Officer Employment Procedure Rules.

Procedure Rules

2.0 Meetings of the Committee

- 2.1. The Employment Committee will meet as frequently as it requires to discharge its responsibilities. Meetings will be held in person and in public.

3.0 Chair and Vice Chair

- 3.1. At the Annual Meeting, the Council shall appoint the Chair and Vice-Chair of the Employment Committee. If the Chair or Vice-Chair resigns by giving written notice of resignation to the Chief Executive, the Committee shall, as the first item of business at the next ensuing meeting, elect a successor.
- 3.2. The Chair, if present, shall preside. If the Chair is absent, the Vice-Chair shall preside. If both the Chair and Vice-Chair are absent, the Committee shall elect one of the Councillors present as Chair for the duration of the meeting.

4.0 Terms of Reference

- 4.1. Subject to Officer Employment Procedure Rules, the Committee shall meet to:
 - (i) oversee the recruitment and selection process of the Council's Head of Paid Service and determine terms and conditions of employment and make recommendations to Council in this respect.
 - (ii) oversee the recruitment and selection process of Strategic Directors, the Monitoring Officer, and Section 151 Officer and make recommendations to Council in this respect.
 - (iii) consider allegations concerning the conduct or capability of Statutory Officers and other Chief Officers in order to establish whether or not they are sufficiently well-founded and serious in content to justify investigation.

- (iv) suspend, if appropriate, a Statutory Officer or other Chief Officer under the terms of the Joint Negotiating Committee (JNC) Conditions of Service for Chief Executives or the JNC Conditions of Service for Chief Officers.
 - (v) appoint an external investigator to carry out an investigation on behalf of the Committee.
 - (vi) receive and consider any report of an investigator and, if appropriate, hold a capability or disciplinary hearing and, following any capability and/or disciplinary hearing, to determine a course of action (up to and including dismissal) within the Council's power under law and within its procedures.
 - (vii) dismiss Chief Officers, the Monitoring Officer, and Section 151 Officer.
 - (viii) settle all matters relating to the above appointments or dismissals.
 - (ix) oversee the recruitment and selection process of the relevant independent person in accordance with the Localism Act 2011 and make recommendations to Council in that respect.
- 4.2. The Committee will take decisions affecting the remuneration, terms and conditions of service of the Head of Paid Service.
- 4.3. The Committee will undertake performance appraisals of the Head of Paid Service and contribute to Corporate Directors annual targets against which performance can be measured.
- 4.4. The Committee will discharge the Council's functions under Section 112 of the Local Government Act 1972 which have not otherwise been delegated, including advising the Council and Committees on:
- (i) the requirements for, and the availability of, human resources necessary for the fulfilment of the Council's policies;
 - (ii) the promotion of good employee relations in the Council;
 - (iii) matters of general employment and personnel concern to the Council;
 - (iv) the promotion of equal opportunities for all employees of the Council, and in the Council's recruitment and selection procedures, and to monitor the effectiveness of such measures;
 - (v) to consider matters affecting the efficient use of the Council's staff resources and to make recommendations to Executive;
 - (vi) to review and recommend adoption of the People and Organisational Development Strategy and Annual Pay Policy prior to going to Council.
- 4.5. The Committee will keep under review local terms and conditions of employment for employees and make recommendations regarding the annual local pay award.

- 4.6. The Committee will consider and recommend appropriate actions where necessary in response to proposals relating to changes within the structure of the organisation which involves substantial changes in the responsibilities of Chief Officers.
- 4.7. The Committee will promote and pursue a policy of equal opportunities in employment and “sign-off” key information before it is published i.e. Gender Pay Reporting.
- 4.8. The Committee will consider matters relating to superannuation, pensions and gratuities.

Article 11 – The Audit and Governance Committee

1.0 Audit and Governance Committee

- 1.1. The Council meeting shall establish an Audit and Governance Committee composition.

2.0 Composition

Membership

- 2.1. The Audit and Governance Committee will comprise:

- (i) 5 Councillors; and
- (ii) 1 or 2 Independent Members.

Independent Members

- 2.2. The Independent Members shall be appointed by the Council for an initial term of office of four years with serving independent members being eligible for re-appointment one further time.
- 2.3. At the end of the term of office, the Council will invite applications from the general public via its website for appointment as co-opted independent members of the Audit and Governance Committee.
- 2.4. To be eligible for appointment, candidates must not be engaged in party political activity, or have been at any time in the preceding five years, a Councillor or Officer of Woking Borough Council or be a relative or close friend of a Councillor or Officer of the Council.
- 2.5. Ideally candidates will have significant experience of working at a senior level in a large, complex organisation and have a very good understanding of strategic or financial management or have sat previously on an Audit Committee.
- 2.6. The Monitoring Officer shall short-list candidates and invite them for interview by a Panel comprising two members of the Audit and Governance Committee, the Monitoring Officer and Chief Finance Officer. The recommendations of the Panel, as to appointment of co-opted independent members, shall be referred to Full Council for approval.

Chairing the Committee

- 2.7. The office of Chair shall be filled by a co-opted (independent) member. In the absence of the Chair, a meeting of the Committee shall be chaired by the Vice-Chair.

Votes

- 2.8. Independent Members are not entitled to vote at meetings.
- 2.9. In the case of an equality of votes, the Vice-Chair may exercise a second or casting vote.

3.0 Role and Function

- 3.1. The Committee has a dual purpose both as an Audit Committee and a Standards Committee.
- 3.2. The Committee is a key component of the Council's Corporate Governance. It provides an independent and high-level focus on the audit, assurance and reporting arrangements that underpin good governance and financial standards.
- 3.3. The purpose of the Committee is to provide independent assurance to Councillors of the adequacy of the risk management framework and the internal control environment. It provides independent review of the Council's Governance, risk management and control frameworks and oversees the financial reporting and annual governance processes.
- 3.4. The Committee oversees internal audit and external audit, helping to ensure efficient and effective assurance arrangements are in place. With regard to standards, the Committee promotes high standards of conduct by Councillors and co-opted members and oversees the arrangements for dealing with allegations of misconduct.
- 3.5. The Audit and Governance Committee will have the following roles and functions:
 - (i) promoting and maintaining high standards of conduct by Councillors and co-opted members in accordance with Sections 26-37 of the Localism Act 2011;
 - (ii) assisting Councillors and co-opted members to observe the Members' Code of Conduct;
 - (iii) advising the Council on the adoption or revision of the Members' Code of Conduct;
 - (iv) monitoring the operation of the Members' Code of Conduct;
 - (v) advising, training or arranging to train Councillors and co-opted members on matters relating to the Members' Code of Conduct;
 - (vi) determining allegations that there has been a breach of the Members' Code of Conduct in accordance with arrangements adopted by Council;
 - (vii) acting as the Council's Audit Committee. In performing this task, the Audit and Governance Committee shall:
 - (a) approve the plans of Internal Audit and consider the External Audit plan;
 - (b) receive the Annual Audit and Inspection letter from External Audit;

- (c) receive Internal Audit recommendations for improvements and assurance that action has been taken where necessary;
 - (d) review summary Internal Audit reports (located on the intranet);
 - (e) receive a half yearly and annual report from the Chief Internal Auditor on the work of Internal Audit;
 - (f) receive appropriate matters of concern raised by either External or Internal Audit or other agencies; and
 - (g) ensure that there are effective relationships between Internal and External Audit and promote the value of the audit process.
- (viii) overseeing the Council's Risk Management, Anti-Fraud and Whistleblowing strategies, and Health and Safety policies and practices;
- (ix) receiving the Annual Governance Statement; and
- (x) oversight of payments in cases of maladministration which are neither disputed nor significant (which are dealt with by the Monitoring Officer).

4.0 Standards Panel

- 4.1. The Committee will establish the Standards Panel. The Panel will comprise of four Councillors and the Independent Member.
- 4.2. A substitute for each Councillor member of the Panel shall be appointed. A substitute may attend any meeting of the Panel, with all the powers of the appointed Councillor member in the event that the appointed Councillor member is unable to attend a particular meeting.
- 4.3. The Panel will be chaired by the Independent Member (unless they are absent, in which case the Vice-Chair will chair the meeting). The Independent Member is not entitled to vote at meetings. In the case of an equality of votes, the Vice-Chair may exercise a second or casting vote.
- 4.4. The Panel will act on the Committee's behalf in determining allegations that there has been a breach of the Members' Code of Conduct in accordance with arrangements adopted by Council.

Article 12 – Officers

1.0 Management Structure

General

- 1.1. The Full Council may engage such staff (referred to as 'Officers') as it considers necessary to carry out its functions.

Corporate Leadership Team

- 1.2. The Council's Corporate Leadership Team will comprise the Chief Executive, the Monitoring Officer (Director of Legal and Democratic Services), the Chief Finance Officer (Strategic Director of Finance), Strategic Director of Corporate Resources, Strategic Director of Place and Strategic Director of Communities or such other composition as the Council may from time to time determine.

Statutory Officers

- 1.3. The Council will designate Officers to the following statutory posts in accordance with the terms of reference of the Employment Committee:
 - (i) Head of Paid Service;
 - (ii) Chief Finance Officer; and
 - (iii) Monitoring Officer
- 1.4. Such posts will have the functions described in points 2 – 4.7 below.

Structure

- 1.5. The Head of Paid Service will determine and publicise a description of the overall service structure of the Council showing the management structure and deployment of Officers.

2.0 Statutory Functions of the Head of Paid Service

Discharge of Functions by the Council

- 2.1. The Head of Paid Service will report to Full Council on the manner in which the discharge of the Council's functions is co-ordinated, the number and grade of Officers required for the discharge of functions and the organisation of Officers.

Restrictions on Functions

- 2.2. The Head of Paid Service must not be the Monitoring Officer but may hold the post of Chief Finance Officer if they are a qualified accountant.

3.0 Statutory Functions of the Monitoring Officer

Maintaining the Constitution

- 3.1. The Monitoring Officer will maintain an up-to-date version of the Constitution and will ensure that it is widely available for consultation by Councillors, staff and the public.

Ensuring Lawfulness and Fairness of Decision Making

- 3.2. After consulting with the Head of Paid Service and Chief Finance Officer, the Monitoring Officer will report to Full Council, or to the Leader/Executive in relation to an Executive function, if they consider that any proposal, decision or omission would give rise to unlawfulness or if any decision or omission has given rise to mal-administration. Such a

report will have the effect of stopping the proposal or decision being implemented until the report has been considered.

Supporting the Audit and Governance Committee

- 3.3. The Monitoring Officer will contribute to the promotion and maintenance of high standards of conduct through provision of support to the Audit and Governance Committee.

Alleged Breaches of the Members' Code of Conduct

- 3.4. The Monitoring Officer will be responsible for dealing with allegations that a Councillor has failed to comply with the Members' Code of Conduct in accordance with arrangements adopted by Council.

Proper Officer for Access to Information

- 3.5. The Monitoring Officer will ensure that Executive decisions, together with the reasons for those decisions and relevant Officer reports and background papers, are made publicly available as soon as possible.

Budget and Policy Framework

- 3.6. The Monitoring Officer will advise whether Executive decisions are in accordance with the Budget and Policy Framework.

Providing Advice

- 3.7. The Monitoring Officer will provide advice on the scope of powers and authority to take decisions; maladministration, financial impropriety, probity and Budget, and Policy Framework issues to all Councillors.

Restrictions on Posts

- 3.8. The Monitoring Officer cannot be the Chief Finance Officer or the Head of Paid Service.

4.0 Statutory Functions of the Chief Finance Officer

Ensuring Lawfulness and Financial Prudence of Decision Making

- 4.1. After consulting with the Head of Paid Service and the Monitoring Officer, the Chief Finance Officer shall report to Full Council, or to the Leader/Executive in relation to an Executive function, and the Council's external auditor if they consider that any proposal, decision or course of action will involve incurring unlawful expenditure, or is unlawful and is likely to cause a loss or deficiency or if the Council is about to enter an item of account unlawfully.

Administration of Financial Affairs

- 4.2. The Chief Finance Officer will have responsibility for the administration of the financial affairs of the Council.

Contributing to Corporate Management

- 4.3. The Chief Finance Officer will contribute to the corporate management of the Council, in particular through the provision of professional financial advice.

Providing Advice

- 4.4. The Chief Finance Officer will provide advice on the scope of powers and authority to take decisions, maladministration, financial impropriety, probity and Budget and Policy Framework issues to all Councillors and will support and advise Councillors and Officers in their respective roles.

Give Financial Information

- 4.5. The Chief Finance Officer will provide financial information to the media, members of the public and the community.
- 4.6. Duty to Provide Sufficient Resources to the Monitoring Officer and Chief Finance Officer.
- 4.7. The Council will provide the Monitoring Officer and Chief Finance Officer with such Officers, accommodation and other resources as are in their opinion sufficient to allow their duties to be performed.

5.0 Conduct

- 5.1. Officers will comply with the Officer Employment Rules set out in Part 4 of the Constitution.

6.0 Employment

- 6.1. The recruitment, selection and dismissal of Officers will comply with the Officer Employment Rules set out in Part 4 of the Constitution.

Article 13 – Decision Making

1.0 Responsibility for Decision Making

- 1.1. The Council will issue and keep up to date a record of what part of the Council, or individual, has responsibility for:
- (i) particular types of decisions; or
 - (ii) decisions relating to particular areas or functions.
- 1.2. This record is set out in Part 3 of this Constitution.

2.0 Principles of Decision Making

- (i) All decisions of the Council will be made in accordance with the following principles:
- (ii) the action must be proportionate to the desired outcome;

- (iii) due consultation and the taking of professional advice from Officers;
- (iv) respect for human rights;
- (v) a presumption in favour of openness; and
- (vi) clarity of aims and desired outcomes.

3.0 Types of Decision

- 3.1. Decisions reserved to Full Council. Decisions relating to the functions listed in Article 4 will be made by Full Council, and not delegated.
- 3.2. Key decisions:
 - (i) A 'key decision' means an Executive decision which is likely:
 - (a) to result in significant expenditure or savings of £250,000 or more; and/or
 - (b) to be significant in terms of its effects on communities living or working in an area comprising two or more wards or electoral divisions in the area of the local authority.
 - (ii) A decision taker may only make a key decision in accordance with the requirements of the Executive Procedure Rules set out in Part 4 of the Constitution.

4.0 Decision Making

- 4.1. All decision making shall comply with the relevant Articles of, and Procedure Rules set out in the Constitution.

5.0 Decision Making by Council Bodies Acting as Tribunals

- 5.1. The Council, a Councillor, or an Officer acting as a tribunal or in a quasi-judicial manner or determining/considering (other than for the purposes of giving advice) the civil rights and obligations or the criminal responsibility of any person will follow a proper procedure which accords with the requirements of natural justice and the right to a fair trial contained in Article 6 of the European Convention on Human Rights.

Article 14 – Finance, Contracts and Legal Matters

1.0 Financial Management

- 1.1. The management of the Council's financial affairs will be conducted in accordance with the Financial Regulations set out in Part 5 of the Constitution.

2.0 Contracts

- 2.1. Every contract made by the Council will comply with the Contract Standing Orders set out in Part 5 of the Constitution.

3.0 Legal Proceedings

- 3.1. The Monitoring Officer is authorised to institute, defend or participate in any legal proceedings in any case where such action is necessary to give effect to decisions of the Council or in any case where the Monitoring Officer considers that such action is necessary to protect the Council's interests.

4.0 Authentication of Documents

- 4.1. Where any document is necessary to any legal procedure or proceedings on behalf of the Council, it will be signed by the Monitoring Officer or other person authorised by them, unless any enactment otherwise authorises or requires, or the Council has given requisite authority to another specified individual.
- 4.2. Any contract (excluding contracts for property disposals and acquisitions) which amounts to or exceeds £100,000 in value must, unless the Monitoring Officer otherwise, be sealed with the common seal of the Council. In exceptional cases where the Monitoring Officer that a contract which amounts to or exceeds £100,000 in value does not require the common seal, it must be signed, subject to compliance with the Council's Financial Regulations, by two Strategic Directors or the Monitoring Officer.
- 4.3. Contracts less than £100,000 in value must be signed by the relevant Strategic Director, Director, or Senior Manager or, subject to compliance with the Council's Financial Regulations, their nominee.

5.0 Common Seal of the Council

- 5.1. The common seal of the Council will be kept in a safe place in the custody of the Monitoring Officer. A decision of the Council, or of any part of it, will be sufficient authority for sealing any document necessary to give effect to the decision.
- 5.2. The common seal will be affixed to those documents which in the opinion of the Monitoring Officer should be sealed. The affixing of the common seal will be attested by an Officer of the Corporate Leadership Team, or some other persons authorised by the Monitoring Officer. An entry of every sealing of a document will be made and consecutively numbered in a book kept by the Monitoring Officer for the purpose and shall be signed by the persons who have attested the seal.

6.0 Land, Premises – Inspection

- 6.1. A member of the Council, unless specifically authorised to do so by the Council or the Leader/Executive or the Committee concerned, shall not inspect any lands or premises which the Council has the right or duty to inspect, or enter upon any such lands or premises or issue any orders respecting any works which are being carried out by or on behalf of the Council.

Article 15 – Review and Revision of the Constitution

1.0 Duty to Monitor and Review the Constitution

- 1.1. The Monitoring Officer will monitor and review the operation of the Constitution to ensure that the aims and principles of the Constitution are given full effect.
- 1.2. In undertaking the role of the Monitoring Officer, they may:
 - (i) observe meetings of different parts of the Councillor and Officer structure;
 - (ii) undertake an audit trail of a sample of decisions;
 - (iii) record and analyse issues raised by Councillors, Officers, the public and other relevant stakeholders; and
 - (iv) compare practices in this Council with those in other comparable authorities, or national examples of best practice.

2.0 Changes to the Constitution

Minor Changes

- 2.1. The Monitoring Officer may generally update the Constitution or make amendments consequential upon changes to operational arrangements (including, without limitation, amendments resulting from a decision by the Leader not to delegate responsibility for Executive functions to the Executive), without report.

Other Changes

- 2.2. Changes to the Constitution, other than minor changes, will be approved by Full Council.

Proposals

- 2.3. The Monitoring Officer shall, before making any proposals for change to the Council, carry out consultation appropriate to the scale, scope and extent of the change proposed. The persons and bodies consulted may, without limitation, include the Corporate Leadership Team, the Leader and Executive, the Scrutiny Committees or the Audit and Governance Committee.

Article 16 – Suspension, Interpretation and Publication of the Constitution

1.0 Suspension of the Constitution

Limit to suspension

- 1.1. The Articles of this Constitution may not be suspended. Other provisions of this Constitution may be suspended by Full Council to the extent permitted by those provisions and the law.

Procedure to suspend

- 1.2. The extent and duration of suspension shall be proportionate to the result to be achieved, taking account of the purposes of the Constitution set out in Article 1.

2.0 Interpretation

- 2.1. The ruling of the Mayor, the Leader, or the Chair of any Committee (as appropriate) as to the construction or application of the Constitution, or as to any proceedings of the Council, shall not be challenged at any meeting of the Council, the Executive or Committee (as the case may be). Such ruling shall have regard to the purposes of this Constitution contained in Article 1.

3.0 Publication

- 3.1. The Monitoring Officer will ensure that an up-to-date copy of the Constitution is available on the Council's website.
- 3.2. The Monitoring Officer will ensure that a copy of this Constitution is available for inspection at the Council Offices and can be purchased on payment of a reasonable fee.

Schedule 1 : Description of Executive Arrangements

1.0 Description of Executive Arrangements

- 1.1. The following parts of this Constitution constitute the Executive arrangements:
 - (i) Article 6 (Scrutiny Committees) and the Scrutiny Procedure Rules;
 - (ii) Article 7 (The Leader);
 - (iii) Article 8 (The Executive) and the Executive Procedure Rules;
 - (iv) Article 13 (Decision making) and the Access to Information Procedure Rules; and
 - (v) Part 3 (Responsibility for Functions).

The Finance Working Group – Terms of Reference (Updated May 2024)

1.0 Introduction

- 1.1. The Finance Working Group reports to the Resource and Finance Scrutiny Committee. The Terms of Reference were first adopted on 12 September 2005.
- 1.2. Significant changes to the Terms of Reference must be approved by the Resource and Finance Scrutiny Committee. Minor changes may be made by the Monitoring Officer.

2.0 Role and Functions

- 2.1. The Group was established to review financial issues as identified either by itself or the Resource and Finance Scrutiny Committee. The Group shall receive financial information, including reports to the Executive, to enable it to undertake effective scrutiny of the financial performance of the Council.
- 2.2. The Group shall receive reports on areas such as Treasury Management, Budget Process and Financial Forecast, Statement of Accounts, Investment Programme, Review of Fees and Charges, General Fund Budget, Update on Irrecoverable Debt, and matters arising from the Performance Monitoring Information. Its Work Programme shall be received at each meeting.

3.0 Membership

- 3.1. The membership shall be decided by the Resource and Finance Scrutiny Committee at the start of each Municipal Year.
- 3.2. Membership shall comprise seven (7) Councillors based on proportionality, with the Portfolio Holder also invited to attend the meetings.
- 3.3. Officers of the Council attending the meetings shall include, though not be limited to, the Strategic Director for Finance (S151 Officer), with other Officers invited as required.

4.0 Quorum

- 4.1. The quorum shall be no less than one quarter (minimum of two) of the Borough Councillors appointed to the Finance Working Group.

5.0 Chair and Vice-Chair (and election thereof)

- 5.1. The election of the Chair and Vice-Chair shall take place at the first meeting of the Municipal Year.
- 5.2. If the Chair is absent, the Vice-Chair shall chair the meeting. If both are absent, then (if quorate) the meeting shall appoint a Chair from those present for the duration of that meeting.

6.0 Recommendations of the Group

- 6.1. The Chair shall be responsible for reporting on a regular basis to the Resource and Finance Scrutiny Committee. Any proposals arising from the work of the Group shall need to be

reported to the Council's Executive, normally following consideration by the Resource and Finance Scrutiny Committee.

- 6.2. It is expected that the Group shall reach any recommendations to the Resource and Finance Scrutiny Committee through consensus. If consensus cannot be reached, a vote shall be held. Any Councillor appointed to the Group by the Resource and Finance Scrutiny Committee present at the meeting (excluding the Portfolio Holder) may vote on recommendations.

7.0 Meetings of the Group

- 7.1. Meetings of the Group shall be held virtually and shall be serviced by Democratic Services.
- 7.2. The Group shall normally have five (5) meetings per year, beginning at 6.30pm. Ad hoc meetings may be arranged at the discretion of the Chair. Meetings of the Group shall be held in private.
- 7.3. All agenda items shall be forwarded to the Democratic Services Officer eight clear days prior to the next scheduled meeting. As the Group is a private meeting all papers, including agenda, reports and minutes shall be treated as confidential. The Group shall have agendas and minutes of its meetings, which shall be available to all Councillors to access through mod.gov.
- 7.4. The dates of the meetings for the forthcoming Municipal Year shall be received as part of the Work Programme at its meeting in March or April each year.
- 7.5. Third parties may be invited to attend meetings with the consent of the Chair and Lead Officer.

The Selection Panel – Terms of Reference (Adopted March 2023)

1.0 Introduction

- 1.1. The Selection Panel has always formed part of the Council's process for annual appointments for Committees, Working Groups, Task Groups, Outside Bodies and ex officio positions, and any other such Groups that the Council appoints to. The Panel recommends appointments to Council at the start of each Municipal Year.
- 1.2. Changes to the Terms of Reference must be approved by Council. Minor changes may be made by the Monitoring Officer.

2.0 Role and Functions

- 2.1. The Selection Panel was established to:
 - (i) consider the proportionality of the Council following Borough Elections;
 - (ii) review the Council's Committees, Working Groups, Task Groups, appointments to Outside Bodies and ex officio positions, and any other such Groups that the Council appoints to;
 - (iii) recommend to Council any changes to Committees, Working Groups, Task Groups, appointments to outside bodies and ex officio positions, and any other such Groups that the Council appoints to;
 - (iv) recommend to Council the size of each Committee, Working Group and Task Group, and any other such Groups that the Council appoints to, having due regard to the proportionality of the Council;
 - (v) recommend the number of appointments to outside bodies and ex officio positions, having due regard to the proportionality of the Council;
 - (vi) recommend to Council the proportionality of each Committee, Working Group and Task Group, and any other such Groups that the Council appoints to, having due regard to the proportionality of the Council; and
 - (vii) consider any additional appointments for Elected Representatives that may arise.

3.0 Membership

- 3.1. Membership shall consist of the Group Leader and Deputy Group Leader of each Political Group on the Council. Accordingly, the Panel may not necessarily be proportionately representative of the political makeup of the Council.
- 3.2. A member of the Selection Panel may nominate a proxy to attend a meeting if that Member is unable to attend. The Chair shall be informed of the substitution at least five working days prior to the scheduled nominated meeting.

- 3.3. Officers of the Council attending the meetings shall include, though not be limited to, the Chief Executive, the Director of Legal and Democratic Services and the Head of Democratic Services.

4.0 Quorum

- 4.1. The quorum shall be no less than one third, rounded up where necessary, of the membership of the Selection Panel. Each Political Group shall be expected to be represented at the meetings of the Panel.

5.0 Chair and Vice-Chair (and election thereof)

- 5.1. The Chair shall normally be the Chief Executive of Woking Borough Council but may be any member of the Selection Panel. Officers attending, including the Chief Executive, shall not have the option to cast a vote at meetings.
- 5.2. The election of the Chair and Vice-Chair shall take place at the first meeting of the municipal year.
- 5.3. If the Chair is absent, the Vice-Chair shall chair the meeting. If both are absent, then (if quorate) the meeting shall appoint a Chair from those present for the duration of that meeting.

6.0 Recommendations of the Selection Panel

- 6.1. It is expected that the Selection Panel shall reach its recommendations through consensus.
- 6.2. If consensus cannot be reached, a vote shall be held. Any Councillor appointed to the Group and present at the meeting may vote on recommendations.
- 6.3. In the event no majority is reached, the matter shall be referred to Council for determination.

7.0 Meetings of the Selection Panel

- 7.1. Meetings of the Selection Panel shall be held in person and serviced by Democratic Services.
- 7.2. The Selection Panel shall normally meet once per year beginning at 6:00pm. Any recommendations shall be presented to Council at its first business meeting of the new Municipal Year. Ad hoc meetings may be arranged at the discretion of the Chair.
- 7.3. Meetings of the Selection Panel shall be held in private to allow the greatest possible freedom. Any recommendations shall become public knowledge once at Council.
- 7.4. All agenda items shall be forwarded to the Democratic Services Officer by eight (8) clear days prior to the next scheduled meeting.
- 7.5. The Selection Panel shall have agendas for, and minutes of, its meetings. The agenda and minutes shall be made available to all Councillors through Mod.gov. As the Selection Panel is private, the agenda and reports shall be treated as confidential and not to be disseminated beyond the members and Officers of the Council. The minutes shall be published for consideration at the subsequent meeting of Council.

7.6. Any Councillor may attend as an observer and may, with the consent of the Chair, contribute to the Selection Panel.