

## Appendix A – Table of Options

Option and description	Deliverables	Benefits	Disbenefits	Mitigations	Compliance with the principles
1 – Do Nothing	Continuation of current arrangements.	No change to composition of Board or articles of association.	DfT preference for devolved control linked to clear lines of political accountability means reduced likelihood of further powers being granted, whilst separation between Mayor and WMRL risks existing powers being reallocated, either to Mayor or back to DfT.	Structured and regular meetings with Mayor and Mayor's office, and with DfT civil servants and Williams review team.  Adopt one of options 2 to 6.	<ol style="list-style-type: none"> <li>1. Expanded influence for WMRL <b>NO</b></li> <li>2. No change to voting rights <b>YES</b></li> <li>3. Stronger Board governance <b>NO</b></li> </ol>
2 – Mayor as observer	Mayor attends WMRL Board in similar capacity as Chair of TfWM TDC.	The Board and Mayor gain the ability to regular brief one another, share ideas and approaches, and privately deal with any disagreements. No amendments to the articles of association are required.	Informal nature of the Mayor's involvement means that DfT's pre-requisite for further devolved control has not been met. Mayor may also be unhappy with subordinate nature of the observer role, and may decide not to attend, thus maintaining separation between WMRL and Mayor. Therefore, dis-benefits are similar to option 1.	Structured and regular meetings with the Mayor and the Mayor's office. Strong chairmanship to enable Mayor to make contributions at Board.  Adopt one of options 3 to 5.	<ol style="list-style-type: none"> <li>a) Expanded influence for WMRL <b>NO</b></li> <li>b) No change to voting rights <b>YES</b></li> <li>c) Stronger Board governance <b>NO</b></li> </ol>
3 – Mayor as non-voting director	Mayor attends WMRL Board as a director, without voting rights.	The Mayor gains a more formal role in WMRL, and as in option 2 both parties benefit from the ability to share and challenge one another in a safe and private environment. Some changes required to articles of association, which would need to create a new category of director not currently provided for.	Although the role of the Mayor in WMRL is more formal than in option 2, it is still marginal, and thus it is unlikely that the DfT would grant an extension of powers on that basis. Like option 2, the Mayor may feel there is little value in participating, thus maintaining the risk of conflict between WMRL and the Mayorality. Such an act could destabilise the political balance of WMRL.	Structured and regular meetings with the Mayor and the Mayor's office. Strong chairmanship to enable Mayor to make contributions at Board.  Redraw articles of association to create a new category of director specifically for the Mayorality.  Adopt one of options 4 to 6.	<ol style="list-style-type: none"> <li>a) Expanded influence for WMRL <b>NO</b></li> <li>b) No change to voting rights <b>MAYBE</b></li> <li>c) Stronger Board governance <b>NO</b></li> </ol>

Option and description	Deliverables	Benefits	Disbenefits	Mitigations	Compliance with the principles
			Changes to articles of association required to formalise role and set the basis for the Mayor becoming a director.		
4 – Mayor as voting director (similar to Principal Directors nominated by a member authority)	Mayor attends Board as a director with voting rights	Increased engagement from Mayor, as they would have a stake in the future of the WMRL Board and a say in policy. The WMRL Board would in turn be able to influence the Mayor. Greater likelihood that conflict would be avoided, and that the credibility of both the Board and Mayor would increase in the eyes of external parties. This would include from DfT.	<p>DfT may feel that despite the Mayor's formal role, this option still represents distributed accountability, and thus it is disinclined to allow further devolved control to WMRL.</p> <p>Giving the Mayor full voting rights presents several constitutional challenges in respect of quorum, balance of voting and the basis on which the Mayor would become a director, which is not provided by the current articles of association, as the role is nominated by the member authorities. Apart from the need to amend the articles of association, it would give the Mets a build in majority of one, which could undermine the political balance of the Board and encourage block voting. Equally, it could politicise votes.</p> <p>Changes to articles of association required to formalise role and set the basis for the Mayor becoming a director, as well as potential changes to</p>	<p>Like any Principal Director nominated by a member authority, the Mayor could be elected as the Chair, which might address the concerns of DfT. However, this is not guaranteed, and in any case, terms are limited to two years.</p> <p>The constitutional questions could be addressed by increasing the number of Shire/Unitary authority full members to even out the number of votes, or by vesting all seven of the Met votes in the person of the Mayor.</p> <p>Both mitigations would require considerable changes to the articles of association.</p> <p>Adopt options 5 or 6.</p>	<p>a) Expanded influence for WMRL <b>MAYBE</b></p> <p>b) No change to voting rights <b>NO</b></p> <p>c) Stronger Board governance <b>NO</b></p>

Option and description	Deliverables	Benefits	Disbenefits	Mitigations	Compliance with the principles
			quorum and voting rights.		
5 – Mayor as voting director and voting chair	Mayor Chairs the WMRL Board and has one vote, as well as a casting vote as Chair (to break a deadlock).	As per option 4, but with the increased likelihood that WMRL would be able to secure further control from the DfT and utilise the influence of the Mayoral role to promote the objectives of the WMRL Board.	As per option 4 but with the addition that the Mayor could use their casting vote to force the Board into adopting Mayoral policies.	As per option 4.	<ul style="list-style-type: none"> <li>a) Expanded influence for WMRL <b>YES</b></li> <li>b) No change to voting rights <b>NO</b></li> <li>c) Stronger Board governance <b>NO</b></li> </ul>
6 – Mayor as non-voting, non-director chair <b>PREFERRED OPTION</b>	Mayor Chairs a strengthened WMRL Board and has no voting powers	<p>Mayor is formally the Chair of the WMRL Board and provides the public face of WMRL. This would address the question of distributed accountability and increase the credibility of the Board in the eyes of DfT and other stakeholders. It would help align WMRL and Mayoral aspirations, thus reducing risk of conflict, and increasing the potency of each other's objectives. The lack of formal voting powers means the political balance, quorum and voting rights of the board are unaffected.</p> <p>The Mayor could also be delegated certain powers of the directors (such as lobbying and dealing with central government) by the directors as opposed to through amendments to the articles of association.</p>	<p>Changes will be required to the articles of association, and each member authority will be required to ratify the changes (exact arrangements differ across levels of membership). Mayor may find lack of voting powers frustrating, and the Board loses the rotating Chair/Vice Chair structure that has helped to maintain a strong cross-party relationship.</p>	<p>Two new Vice Chair roles created – one for the Shire/Unitary partners, and one for the Mets – to support the Chair.</p> <p>Clarify through the articles of association the exact roles and powers of the Chair and Vice Chair positions to avoid overlap and mission creep.</p> <p>Provide mechanism for review and ability to alter arrangements if they cease to be suitable.</p>	<ul style="list-style-type: none"> <li>a) Expanded influence for WMRL <b>YES</b></li> <li>b) No change to voting rights <b>YES</b></li> <li>c) Stronger Board governance <b>YES</b></li> </ul>

## Appendix B – Proposed Changes to WMRL Articles of Association

### 17 Chairing Of Directors' Meetings

- 17.1 ~~The Directors shall appoint one of the Directors as the Chair of the Company and one of the Directors as the Vice Chair of the Company, such appointments to take effect (subject to early termination in accordance with article 17.2) either until the next but one annual general meeting of the Company (if the Company holds annual general meetings) or until the start of the first Directors' meeting to take place after the second anniversary of his or her appointment (if the Company does not hold annual general meetings), provided that: The Mayor of the West Midlands (from time to time) shall be the Chair of the Company and shall be entitled to chair (and speak at) Directors' meetings (but, for the avoidance of doubt shall not vote).~~
- (a) ~~where the Chair is a Director appointed by an Associate Member then the Vice Chair must be a Director appointed by an LTA Member (and vice versa); and~~
- (b) ~~the position of Chair and the position of Vice Chair shall alternate between a Director appointed by an Associate Member and a Director appointed by an LTA Member.~~
- 17.2 There shall be two Vice-Chairs of the Company. Each Vice-Chair shall be a Director and one shall be appointed by the LTA Members (other than the Combined Authority) and one shall be appointed by the Associate Members. Each Vice-Chair shall (subject to early termination in accordance with article 17.3) be appointed for a period of two years (eligible for reappointment).
- 17.3 ~~17.2~~ The LTA Members or Associate Members (as case may be) may terminate the appointment of the ~~Chair or~~ Vice-Chair of the Company appointed by them at any time, provided they appoint a replacement under article 17.2.
- 17.4 ~~17.3~~ The Chair (or ~~one of the Vice-Chair~~ Chairs if the Chair is not participating in the relevant meeting) shall chair ~~Director's meetings provided that if neither the Chair nor the Vice Chair is~~ Directors' meetings. If the Chair is not participating and both Vice-Chairs wish to chair the relevant meeting, then the chair of that meeting shall be selected by the Vice-Chairs drawing lots. If there is no Chair or Vice-Chair participating in a Directors' meeting within ten minutes of the time at which it was due to start, the participating Directors shall appoint one of themselves to chair it.
- 17.5 ~~17.4~~ The chair of a Directors' meeting shall not have a casting vote in the event of an equality of votes cast for and against a proposal at the meeting.

### 35 Chairing General Meetings

35.1 The Chair appointed pursuant to article 17.1 (or if not present and willing to do so, one of the Vice-ChairChairs appointed pursuant to ~~that~~ article 17.2) shall chair general meetings if present and willing to do so.~~35.2If neither the Chair nor the Vice Chair~~ If the Chair is not participating and both Vice-Chairs wish to chair the relevant meeting, then the chair of that meeting shall be selected by the Vice-Chairs drawing lots.

35.2 If none of the Chair and Vice-Chairs are willing to chair the meeting or are not present within 10 minutes of the time at which a meeting was due to start:

- (a) the Directors present, or
- (b) (if no Directors are present), the meeting, must appoint a Director or Member (or Member representative) to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.