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## NORTH WALES CORPORATE JOINT COMMITTEE

20 March 2026

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**TITLE:** Governance and Audit Sub-Committee - Terms of Reference

**AUTHOR:** Mark Watkins, Monitoring Officer (interim)

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### 1. PURPOSE OF THE REPORT

- 1.1. To consider the position on quorum and the ability of the sub-committee to transact its legislative function.

### 2. DECISION SOUGHT

- 2.1. To approve the following changes to the Terms of Reference of the Governance and Audit sub-committee:
- That the quorum for the Governance and Audit Sub-Committee shall be 7 members with at least one Lay Member in attendance.

### 3. REASON FOR THE DECISION

- 3.1. The Governance and Audit sub-committee was convened on 9 December 2025, and met again on 13 January 2026. In both circumstances considerable officer time was spent to secure attendance to meet the quorum requirements, and issues with quoracy arose at both meetings.
- 3.2. The North Wales Corporate Joint Committee Regulations 2021 state that *“no business is to be transacted in relation to a matter to be decided... unless ... no fewer than 70% of the persons entitled to vote are present”*. Membership of the Sub-Committee (excluding substitutes) consists of 9 members – 6 Council Members and 3 lay Members, all of whom are entitled to vote. The Terms of Reference provide that *“The quorum for the governance and audit sub-committee shall be 7 members with at least one member present from each Constituent council and at least one Lay Member”*.

### 4. BACKGROUND AND RELEVANT CONSIDERATIONS

- 4.1. The Membership of the Governance and Audit Sub-Committee must be at least one third lay members, and at least two thirds membership from the constituent councils. Each Council is represented through a designated Member from their Governance and Audit committees. Substitute Council Members have also been co-opted on the basis that they attend if the designated Member is unavailable, bringing the total pool of Council membership to twelve representatives. The three co-opted lay members are currently drawn from constituent Councils' governance and audit committees.

- 4.2 The legislative position is that in order for business to be transacted 70% of the total (being the core membership – for clarity this excludes substitute members) of nine appointed members must be in attendance. However the Terms of Reference qualify attendance to secure attendance from a representative from each Council. The intention behind this was to ensure parity and fairness across the region. The position to date however is that it has been difficult to secure quorum. Officers have considered a number of options to find a solution to ensure that future meetings are quorate, and have concluded that the removal of the requirement of attendance by a representative of each Authority provides the best workable solution.
- 4.3 The quorum must remain at 7 to meet the legislative requirement but removing the requirement for attendance by elected member from each constituent Council should make it easier to achieve quoracy. This will provide a solution to the current quorum problem, ensuring that Sub-Committee business can be transacted.
- 4.4 It is not considered that there should be any change in approach to the numbers of lay members to sustain the one-third representation by individual members. Lay Members are not representative of any body and are nominated on individual basis in relation to their skill set.
- 4.5 Members are advised through the Forward Work Programme of future meeting dates and diary invites are sent well in advance. It is incumbent on each Member to attend meetings and if they are unable to attend to inform Democratic Services as soon as possible. For Council Members unable to attend they should arrange for their substitute to attend and inform the relevant officers.

#### **4.6 Options considered**

In considering how to address the recurring difficulties with achieving a quorum, officers have considered the following options:

- a) No change to the Terms of Reference and continue to seek to secure quorum through improved diary planning, engagement and use of substitutes (where available).
- b) Reduce the quorum number below seven. This is not recommended because the legislative position requires that no fewer than 70% of those entitled to vote must be present, and based on a core voting membership of nine, this equates to seven.
- c) Retain quorum at seven but remove the additional qualifier requiring attendance by a representative from each constituent council (recommended). This retains compliance with the statutory threshold whilst removing the locally imposed element that has proved difficult to satisfy in practice.
- d) Restructure the committee's membership (e.g. altering the size of the core voting membership) to change the mathematical impact of the 70% rule. This is a more fundamental change, would take longer to implement.

#### **4.7 Advantages and disadvantages of the recommended option**

Advantages

- 4.7.1 The proposal is a targeted change which removes an additional representational requirement that is not necessary to meet the statutory 70% attendance threshold.

- 4.7.2 It improves the Sub-Committee's ability to meet and transact business, supporting the discharge of its statutory governance and audit functions.
- 4.7.3 It retains the existing safeguard that at least one Lay Member must be in attendance for meetings to be quorate.
- 4.7.4 It reduces the risk of repeated inquorate meetings and the associated officer time, cost and reputational impact.

Disadvantages / trade-offs

- 4.7.5 Removing the requirement for attendance by a representative from each constituent council means that, on occasion, business could be transacted at a meeting where not all constituent councils are represented.
- 4.7.6 There is a perception risk that decisions are being taken without full geographic representation, notwithstanding that all members continue to have the same access to papers and the ability to attend and vote when present.

#### **4.8 Key risks and mitigations**

- 4.8.1 Risk: Reduced representation at individual meetings.

Mitigation: Meeting dates will continue to be scheduled and circulated well in advance and diary invites, and attendance will be actively managed through member engagement and timely use of substitutes where a designated council member cannot attend.

- 4.8.2 Risk: Reputational risk if significant items are considered when a council is unrepresented.

Mitigation: The Chair will be supported to exercise appropriate discretion on agenda planning and (where appropriate) deferral of high-impact items to meetings where attendance is stronger, without reintroducing a rigid representational quorum condition.

#### **4.9 Monitoring and review**

- 4.9.1 If the CJC approves the revised quorum wording, officers will monitor attendance and quoracy over the remainder of 2026/27 and will report back to the CJC if further adjustments are required, including any issues arising from continued vacancies or persistent non-attendance.

### **5. FINANCIAL IMPLICATIONS**

- 5.1. There are no financial implications arising out of this report.

### **6. LEGAL IMPLICATIONS**

- 6.1. The legal and governance implications are addressed in the body of the report.

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#### **APPENDICES:**

**Appendix 1: Governance and Audit sub-committee – Terms of Reference.**

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**STATUTORY OFFICERS RESPONSE:**

**i. Monitoring Officer:**

“A functional Governance & Audit Sub-Committee is essential to the CJC’s system of internal control and public accountability. The repeated inability to achieve quoracy materially weakens the CJC’s assurance arrangements. The proposed amendment is targeted and proportionate, preserving the statutory attendance threshold while removing an additional qualifier that has proven to be a barrier to the Sub-Committee transacting business. This should be progressed alongside continued work to improve engagement, forward planning, training/induction and timely recruitment to maintain the required lay member composition.”

**ii. Statutory Finance Officer:**

“The issue at hand with regards to quoracy needs to be addressed so that the Governance & Audit Sub-Committee can fully implement its essential role within the governance of the Corporate Joint Committee.

I have no objections to the decision sought.”