
First meeting of the METREX Steering Group (SG)

Thursday 1 October 2009

10.00 to 15.00 METREX SG meeting
13.00 Meeting with Dekeyser Associates
15.00 Meeting with EMTA (European Metropolitan Transport Authorities)

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ACTION NOTES

Context for the first meeting of the METREX Steering Group

In his first address to the METREX Paris Managing Committee (MC), in May 2009, newly elected President Hannu Penttilä informed colleagues of his intention to set up a small Steering Group (SG) to review the METREX Programme and the operational arrangements of the Network.

The first meeting of the SG took place at the Helsinki EU Office, Brussels, on 1 October 2009, as planned. These Action Notes record the matters considered by the SG and the action intended (underlined). They are not Minutes of the meeting.

The METREX Managing Committee, on which all Members are currently represented, has worked well over the years since METREX was founded in 1996 and through the period of growth of the Network from 15 founder Members to its present level of 50+ Members.

However, an MC of 50 Members is now too large for its original purposes, as set out in Article 17 of the AISBL Statutes (see below). Article 14 of the Statutes (also see below) anticipated this situation and indicates that "Should the General Assembly rule that the number of Members is too great for all of them to be Members of the Managing Committee, it will decide the appropriate number for the Committee and elect them".

It is now intended that the MC should be reduced to the President, four Vice Presidents (preferably representing N|E|S|W Europe), the Secretary General and the Treasurer/Auditor, making a total of 7 voting representatives. The President would have a casting vote.

It is also intended that the former all Member Managing Committee should become a Steering Committee with consultative and advisory responsibilities towards the MC, to be defined in an addition to METREX Internal Regulations.

It is in this context that the Steering Group met in Brussels.

The SG will develop the above intentions for consideration by the existing all Member MC when it meets in Riga on Saturday 29 May 2010 and the General Assembly (GA), when it meets in Berlin on Saturday 18 September 2010. It is anticipated that the Berlin GA will deal with the re-election of the President for a second term and the election of the four Vice Presidents. It will also confirm modifications to the AISBL Statutes and the Internal Regulations.

The next meeting of the Steering Group will take place in the Helsinki EU Office on Friday 5 February 2010 to consider progress with these Action Notes, including the revised and modified AISBL Statutes and Internal Regulations. These will be drafted by the Secretary General and Dekeyser, de Brauwere and Associates, the METREX Legal Advisers, who drafted the original Statutes.

Remit for the Steering Group

Extract from the Minutes of the METREX Paris Managing Committee meeting – Saturday 16 May 2009

3 PRESIDENTIAL ELECTION - Meeting of the METREX Managing Committee, meeting as the METREX General Assembly

A small Steering Group (SG) will be set up to meet between Meetings and Conferences and review and role forward the Network's Programme of activities and events, as currently summarised in Intentions. The SG will also review the operational arrangements of the Network, including the Statutes and Internal Regulations.

The SG will comprise the President, active Vice Presidents and the Secretary General. Francesco Moccia, Assessore of the Provincia di Napoli and a Vice President, was invited to join the SG. Active Vice Presidents from Frankfurt Rhein-Main and Ile-de- France will also be invited to participate. Sylvia Schreiber, Director of the European Office of Stuttgart Region, in Brussels, kindly agreed to support the lobbying activities of METREX and to also join the SG. The first meeting of the SG will take place in Brussels, at the offices of Stuttgart Region, on Thursday 1 October.

AISBL references (key points underlined)

Article 11. Powers of the General Assembly

The General Assembly is the supreme power of the Association. It holds all the powers that are expressly reserved by law, and that are not devolved to the Managing Committee by the current Statutes, except for powers of representation.

The General Assembly has the power to,

- *alter the Statutes,*
- *elect or dismiss the President, the Vice-Presidents, Members of the Managing Committee and the Auditor,*
- *define a metropolitan region or area,*
- *approve a broad programme of activities and initiatives for the forthcoming two years to further the purposes of the Association,*
- *approve a budget including the setting of the subscription fee or range of fees for the forthcoming two years,*
- *approve the accounts in an intermediate year,*
- *censure any Member,*
- *disband the Association.*

The Presidents, the Vice-Presidents and the other Members of the Managing Committee shall be elected at the General Assembly for a two-year period of office. The electoral procedures shall be set out in Internal Regulations.

Article 14. Appointment or Election and Resignation of Members of the Managing Committee

METREX is administered by a Managing Committee comprising the Members listed in Appendix 1 and future Members. Should the General Assembly rule that the number of Members is too great for all of them to be Members of the Managing Committee, it will decide the appropriate number for the Committee and elect them. Candidate Members and their representatives shall be notified, in writing, to the Association, normally through the Secretary General, and a secret ballot shall be arranged at the General Assembly. Committee Members and their representatives shall formally accept their election.

Article 17. Responsibilities of the Managing Committee

The Managing Committee is responsible for the administration of the affairs of the Association and the promotion of its purposes. It holds all the powers of representation not specifically reserved for the General Assembly by law or these current Statutes. In an emergency the Managing Committee can take a provisional decision on matters that would normally lie within the responsibilities of the General Assembly. Such a decision will stand until it is reported in writing to the next meeting of the General Assembly.

The Managing Committee is responsible for,

- *considering and determining applications for membership,*
- *considering and determining applications for Observer status, and setting out the entitlements and responsibilities of Observers,*
- *setting out a broad programme of activities and initiatives for the forthcoming two years to further the purposes of the Association, for consideration by the General Assembly,*
- *thereafter, implementing the approved programme and taking other appropriate action to promote the purposes of the Association,*
- *setting out a budget for the forthcoming two years, for consideration by the General Assembly,*
- *thereafter, authorising, controlling and monitoring expenditure in accordance with the approved budget, and keeping accounts for presentation to the General Assembly, METREX*
- *provisionally approving annual accounts,*
- *establishing a savings fund, in accordance with the law, in order to cover any future expense, exceptional or not.*
- *defining, contracting and directing the services of the Secretary General and other appropriate support services,*
- *defining, contracting and directing the services of an external Auditor,*
- *representing METREX, and*
- *generally furthering the purposes, activities and initiatives of METREX.*

It is intended that the MC should also have the specific responsibility of drafting METREX Opinions on European and related matters, particularly in response to EU consultations.

ACTION NOTES

1 Future development of METREX

A Questionnaire responses

Appendix 1 shows the 14 responses received by 1 October 2009

Action arising

Q1. Meetings – new format - Two days only - Four 90 minute sessions on Thursday and four on Friday.

Wednesday – Afternoon opportunity for Expert Group/EU Project meetings as required. Can help travel and accommodation cost sharing. Evening Reception

Thursday – Hosts Day – Theme as chosen by the host. Session 1 - Presentation of key host issues. Session 2 - Orientation visit. Session 3 - METREX presentations (2) on the Theme. Session 4 – Moderated discussion. Evening Free.

Friday – Europe and METREX Day. Sessions 5/6 - Keynote speaker(s) on the Theme and/or European current affairs. Session 7 - METREX feedback reports from Expert Groups or Projects. Session 8 – Steering Committee (SC) meeting (all Members – see response to Q4/5). Agenda will be issues for information, consultation and advice to the Managing Committee (MC) (President and Vice Presidents plus - see response to Q 4/5). Evening Dinner.

Note – No Saturday Managing Committee meeting but the opportunity to stay over in the host area.

Q2. Expert Groups – Member driven.

Call for Expressions of Interest through the Secretariat – Outline specification by Lead Member (LM) – Group progress driven by the LM – Support from the Secretariat as required. The original concept was short exchanges of information and experience, as for Planning for Major Events. Perhaps 2 working meetings plus an outcomes summary Report. Should not time or resource heavy unless this is agreed by the group.

Q3. International affairs – where new relationships serve METREX objectives.

Past events include Moscow 2006 (joint Conference – Memorandum of Understanding - now a Member), Washington 2007 (joint Conference on Climate Change with Northern Virginia), Shanghai 2008 (Study Visit – now an EUCO2 80/50 international partner), Chile 2009 (Study Visit – Protocol of Intent for ongoing exchange – to become EUCO2 80/50 international partner), US Governors' Summit, Los Angeles 2009 (Participation of METREX Climate Change Adviser, Dr. Sebastian Carney – Protocol of Intent with the EU Covenant of Mayor's).

Future events being considered include a Study Visits to Istanbul (City of Culture 2010 – considering membership) and St. Petersburg (with the hope of membership).

Q4/5. Secretary General and Managing Committee – new arrangements.

The Managing Committee (MC) will now comprise the President, four Vice Presidents (N|E|S|W Europe), the Secretary General, Treasurer/Auditor (total 7 with voting powers/President with casting vote) and EU Member Brussels office Heads (possibly Helsinki, Stuttgart and Ile-de-France), President's Advisor and METREX Head of Communications (and Webmaster). Total MC membership 12. Participation by Dekeyser Associates (METREX Legal Advisers) and METREX Accountant, as required.

The remit for the MC will be as shown in Article 17, plus the drafting of METREX Opinions.

The former Managing Committee of all Members will now become the Steering Committee (SC), with the remit to receive information and feedback from the new MC, respond to issues for consultation by the MC and offer advice to the MC. The METREX Internal Regulations could be updated to define the function of the SC.

Q6. Workshops and seminars – for possible future Meeting or Conference.

An experiment with Member initiated and self selecting Workshops was tried at the Szczecin Conference in 2006. It requires prior notice of the format to delegates, so that they can prepare subjects for discussion, and a reasonable number of delegates to enable a selection of Workshops to be offered. The format needs to meet the preferences of the host in terms of Theme(s) and issues for discussion. It could be considered again at a future Meeting or Conference.

Q7/8. Past and future topics for the METREX agenda – Past Projects, Expert Groups and Opinions (Discussion Notes).

Traffic/infrastructure. This was the subject of an Expert Group led by Stockholm. The work of the Group could be revisited as part of a review of the METREX Benchmark (output of the InterMETREX Interreg IIIC project). The original partners in both the InterMETREX (Benchmark) and PolyMETREX (Framework) project could be asked to revisit the outputs of both projects, their effectiveness and current use. They might both be updated.

Governance/implementation of integrated projects. Governance is featured in the Benchmark and METREX has produced a Discussion Note on Metropolitan Governance. Governance is being considered by the Inter Metropolitan Polycentricity Expert Group. The issue could be revisited under the Expert Group procedure (see Q2).

Q9. METREX goal – Confirms AISBL purposes. METREX Opinions addressed under Q4/5.

2 Steering Group – Role and Agenda

See introductory Context and responses to Q4/5 above.

3 European Relations

Sylvia Schreiber advised the SG as shown on the attached Powerpoint slides. Later, Sabine Avril, Secretary General of EMTA, also made the attached Powerpoint presentation available, for information.

A EU

The MC focus will be on the spatial planning and development interests in the Parliament, Commission (RG Regio, Transport, Energy, Environment and Climate (new), the CoR and the EESC.

Current issues are Territorial Cohesion, the Transport Review and Climate Change. The new DG Climate Change, due to be established in January, will offer opportunities for collaboration on the EUCO2 80/50 project. METREX is part of the Supporting Structure to the Covenant of Mayors, set up by DG Energy.

B EU Networks

The MC will focus on opportunities for cooperation with EMTA, Eurocities and CEMR etc. where common interests can be progressed.

Current issues are the Copenhagen Climate Change Conference (COP 15) where the EU will have a collective presence.

4 Finance, accounts, audit, Tax Return etc.

The METREX annual financial management procedures are as follows.

- * Biennial (autumn) GA approves two-year budget (January to December)
- Annual Financial Statements (Profit/Loss and Income/Expenditure) for the preceding year produced by the METREX Accountant and reported to the MC (February)
- Financial Statements and accompanying Service Provider Schedule to Dekeyser Associates (April)
- Financial Statements reported to the SC at the spring Meeting
- Tax Return to Belgian Tax Controller by Dekeyser Associates (June)
- Six monthly Financial Statements reported to the MC (September)
- Financial Statements reported to the SC at the autumn Meeting (September/October).

The Statutes need to be modified to reflect the modified METREX Financial Year (changed from April/March to January/December).

Subscription Invoices are sent out in December. First quarterly Statements of Account are circulated by the METREX Accountant in April. Second Statements in July and third Statements in October. The third Statements may be sent by Dekeyser and Associates to emphasise the need payments to allow the Financial Statements to be finalised in December for Tax Return purposes.

5 Any other business

A Future Meetings

26-29 May 2010 – Vilnius/Riga

16-18 September 2010 – Berlin – Theme – Quality of Life in Metropolitan Areas

B Updated AISBL Statutes

Dekeyser Associates advised that a number of Articles require revision.

A2. Registered Office - Change from Glasgow to Brussels (Dekeyser and Associates office)

A5. Membership criteria – Europe defined as the EU 27+2 (Norway and Switzerland).
Appendix 1 – The Members of METREX – to be updated for 2010. Remove necessity for Belgian Member.

A7. Withdrawal notice – Change from 1 April to 1 January

A22. Fiscal year – Change from 1 April/31 March to 1 January/31 December.

These changes will be drafted by the Secretary General and Dekeyser, de Brauwere and Associates for consideration by the SG at its meeting in Brussels in February 2010. The changes will then be presented to the MC meeting in Riga on 29 May 2010 and to the GA in Berlin on 18 September 2010.

It should be noted that the change to the Financial Year has been operated in practice since 2000. To be incorporated into the AISBL Statutes immediately, to provide the required statutory context for the 2009 Financial Statements, it will require to be embodied in the Statutes by means of an electronic GA in October 2009. Such an electronic GA could also include the change of the METREX registered office. The Secretary General will arrange this in consultation with Dekeyser, de Brauwere and Associates.

C Addition to the Internal Regulations

Article 14. Appointment or Election and Resignation of members of the Managing Committee

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In order to further the effective and efficient management of METREX, the Managing Committee will comprise the President, four Vice Presidents, the Treasurer/Auditor and the Secretary General. The President shall have a casting vote, should this be necessary.

Article 17. Responsibilities of the Managing Committee

“The Managing Committee is responsible for generally furthering the purposes, activities and initiatives of METREX”.

In order to further the effective and inclusive management of the Network, the Managing Committee will establish a Steering Committee, comprising representatives from all Member regions and areas, with whom the Managing Committee will consult on the activities and initiatives of METREX. The Managing Committee will normally do this through meetings with the Steering Committee as part of the Programme for spring and autumn Meetings.

D Summary of the procedures for amending the AISBL Statutes and introducing the amended MC and Sc arrangements

October 2009	Electronic GA to modify the Financial Year and Registered Office. 75% vote required.
October 2009	Proposed modifications to the Internal Regulations to clarify the composition of the MA and the SC.
February 2010	SG meet to consider modifications to the Internal Regulations (see above).
May 2010	METREX Spring Meeting in Vilnius/Riga. Riga MC Meeting approves the modifications to the Internal Regulations. Electronic (faxed) approval will be sought from all Members (attending and not attending) to achieve the necessary 50% quorum.
September 2010	METREX Autumn Conference in Berlin. Berlin GA for the re Election of the President, four Vice Presidents and the appointment of the Treasurer/Auditor. Electronic (faxed) voting by all Members (attending and not attending) to achieve the necessary majority vote.

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Attachments

Draft addition to the Internal Regulations to reflect the proposed new Managing
Committee/Steering Committee relationship

Summary of METREX Member responses to the President's Questionnaire

Presentation of advice to the SG by Sylvia Schreiber (see 3A and B above)
Presentation of EMTA by Sabine Avril, Secretary General, EMTA (see 3B above)

Attachments

Draft addition to the Internal Regulations

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