

Standing-Orders for the Board and Sub-Committees of (name of organisation)

Guiding Principles

- 1** In the conduct of its business, the Board/Governing Body and Committee members should always operate to safeguard the collective responsibility and authority of the Board in fulfilling its role. This includes, among other things, acting with due care and diligence in the best interests of the organisation, maintaining confidentiality and treating information obtained sensitively, respecting the collective decision-making process and speaking with one voice after decisions have been made. Board members should behave in a manner that ensures respect for peers and engenders a high level of trust within the board.
- 2** All members will be afforded the opportunity to fully contribute to meeting discussions, and where necessary to provide constructive challenge. At the same time, the Chairperson and members will guard against attempts by a member, or members, to have excessive influence over decision making and the agenda.
- 3** The Chairperson of every meeting will encourage a culture which supports openness and debate and facilitates effective contributions from members and any staff or others invited to participate in any part of a meeting.
- 4** All reasonable efforts will be made to reach decisions by consensus. In the event that this is not possible, decisions will be made by a majority vote, and the minutes of the respective meeting will reflect this fact. Notwithstanding this, dissenting members will respect the majority decision of the Board and will not engage in communications that undermine the respect and trust around the board table.

NOTE: References to a Board are irrespective as to the legal status of an organisation. It refers to the highest level group of decision-making people in the Organisation

1 Introduction

- 1.1** These Standing Orders are made by the Organisation for the regulation of the proceedings of meetings of its Board and also for Committees except where the Board may wish to vary them for any specific committee.
- 1.2** At least 1 month before the end of each calendar year a list of dates for the following year's Board meetings, and where possible Committee meetings, shall be proposed and agreed and this meeting calendar shall not be altered except to hold unscheduled meetings or to cancel a meeting where it is known in advance that any specific meeting will be inquorate and will therefore, without a quorum, be unable to conduct any business.
- 1.3** An unscheduled meeting may be convened at any reasonable time by the Chairperson or on request from at least x Members as provided for in the memorandum / articles, / Constitution / Rules.

2 Notice of Meetings and Agenda

2.1 At least six clear days before any meeting every member shall be issued with of an electronic copy of:

- A notice convening the meeting giving time and place,
- An Agenda (which shall only be issued with the prior agreement of the Chairperson)
- All reports and other documents referred to in, or to be read with, the Agenda.

These elements are collectively known as the Board/Committee Meeting Pack (the Pack).

2.2 All items for decision shall be supported where possible by a written paper. If there are any reports or other documents, which cannot, for good reason including confidentiality considerations, be circulated with the Agenda, these may, at the Chairperson's discretion, be tabled at the meeting, but this should only occur in exceptional circumstances. Any documents circulated after the distribution of the Pack will subsequently be circulated in electronic form to all members.

2.3 Failure of any member to receive notice of a meeting will not invalidate a meeting or any business transacted at that meeting provided proof of the notice being sent is available.

2.4 Any matter or business not set out in the Agenda may be raised at the meeting and may be discussed or decided provided the consent of the Chairperson is sought in advance of the meeting or that it is agreed by the majority of members present at the time of the Adoption of the Agenda for the meeting. In such circumstances the item will be considered after those matters already on the agenda have been dealt with or where in terms of flow of the meeting, it is appropriate to include the time within the pre-existing meeting agenda .

2.5 An unscheduled meeting may exceptionally be called at less than six clear days' notice. Such shorter notice will be valid only if ratified by a decision of 75% of the current Board/Committee members at the commencement of the meeting called at short notice. If this is not agreed the meeting cannot go ahead. Members who cannot attend any such short-notice meeting may however indicate their preference for it's going ahead or not in writing to the Secretary in advance of the meeting.

2.6 The Secretary will normally make all necessary arrangements for the holding of the meetings in consultation with the Chairperson.

2.7 The meetings of the Board and Committees will be held in private but members may invite others to attend any part(s) of the meeting as they may choose in order to assist the members in their understanding of any matter on the agenda.

2.8 The Board/Committee may adjourn any meeting to any other agreed time or place.

3 Quorum

3.1 The quorum for a meeting of the Board and its committees is set out at Clause _____ of the Constitution or be agreed at 50% of members plus 1.

3.2 Members shall make every effort to physically attend meetings in person, but where this is not possible and with prior notice given to the Chairperson, remote attendance (by telephone/video link) is acceptable and will be regarded as full attendance for all purposes

including the quorum. Confidentiality of deliberations are paramount and any communications and information security considerations need to be addressed, should there be concerns in this regard.

3.3 It is critical that any member attending remotely can hear, be heard and speak to all members involved in the meeting. Should any issue arise in this regard, they should immediately indicate there is a problem or difficulty. The Chairperson should specifically ask for the agreement or otherwise of any remote participant on any decisions being made at the meeting.

4 Proceedings at Meetings.

At a meeting :

4.1 The Board Chairperson shall, if he or she is present, be chairperson of the meeting.

4.2 If the Chairperson is not present, or the office of the Chairperson is vacant or if there is no designated vice chairperson, the members who are present shall choose a member from among those present to be chairperson of the meeting. Any power or duty assigned to the Chairperson under the Constitution and these Standing Orders in relation to the conduct of a meeting may be exercised by the person chairing at any such meeting.

4.3 Where any member at a meeting has a material interest in a matter for discussion s/he shall:

- Disclose such interest no later than under the 'Declaration of Conflict(s) of Interest' item on the agenda,
- Neither influence nor seek to influence a decision to be made in relation to the matter at the meeting or in any other way outside of the meeting.
- Absent himself or herself from the meeting when the matter is being discussed
- Take no part in relevant deliberations
- Refrain from voting on any relevant matters
- Not count for quorum purposes for that item only.

4.4 Relevant disclosures, and the absence of the member(s) during the discussion on the relevant item, shall be recorded in the minutes of the meeting(s) concerned.

4.5 Where a member believes that there is an undeclared conflict, they have the responsibility to raise this as early as possible at the meeting so that the meeting can by majority decide if on balance any member has a conflict and should therefore take no part in the consideration or decision on the stated matter.

5 Agenda for Board Meetings

5.1 The Order of Business at all meetings will include:

- 1 Quorum and Noting of Attendance, apologies and absences
- 2 To choose a person to chair the meeting if the Chairperson is absent.
- 3 Adoption of the Agenda with possible additions (as set out at 2.4 above)
- 4 Declaration of Conflict(s) of Interest
- 5 To approve as a correct record and sign the minutes of the last meeting.

- 6 Matters of information/update but not for discussion arising from the minutes not otherwise on the agenda
- 7 Noting and/or approving, if required, minutes of Committee meetings
- 8 Report on activities and matters for consideration by the Chief Executive/ Manager/ Senior Administrator
- 8 Items for Detailed Discussion and/or Decision
- 9 Policies/ Areas of Operations for Review

The agenda and supporting papers, as appropriate, will indicate that the agenda items are for noting, for discussion, for decision or for approval, This will facilitate the efficient conduct of the meeting and ensure time is afforded to discuss important topics on the agenda

There shall be no Any Other Business (AOB) on the agenda of the Board. Decisions may not be made on any matter not on the Agenda in accordance with 2.1 and 2.4 above. As far as is practicable this agenda format should be used for Committees.

5.2 An annual schedule / calendar will be agreed for the year to ensure inclusion on the Board agenda of matters reserved for the board and specific policy and procedural items such as, but not limited to: Strategy, Performance reporting, financial reporting, Risk Management, HRM, Cyclical review of Policies, Committee and working group reports, and Board Committee Performance Reviews as well as Board / Committee training and development. Committees will also adopt an annual schedule / calendar to ensure that matters within their terms of reference and work programmes are addressed.

5.3 The foregoing order of business may be varied by the members at a meeting for stated reasons.

5.4 At an additional/unscheduled meeting of the Board, only business specified in the notice convening that meeting will be transacted at that meeting.

6 Decision Making.

6.1 The Board and Committees will operate on the principles of collective responsibility, trust and respect in the context of the Guiding Principles above. Decisions will normally be made by consensus rather than by formal vote. Failing consensus, decisions will be made by a vote when:

- The Chairperson feels that there is a body of opinion among members at the meeting which disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged; or
- A member who is present requests that a vote be taken, and this is supported by at least one other member provided that the number of members calling for a vote represents at least 25% of the membership of the Board/Committee at that time; or
- The Chairperson feels that a vote is appropriate.

6.2 When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a second/casting vote in addition to his or her original vote. Any vote by the Board/Committee on a decision at a meeting will be by way of a show of hands, unless a request for a secret poll is proposed, seconded and adopted by a majority of those present at the meeting.

6.3 All decisions will be recorded. Discussions shall not normally be recorded except where it may be necessary to explain the context of the decision. Minority views shall not normally be recorded although if a vote is necessary, the outcome of this will be recorded in the minutes. If a member resigns because of disagreement with a decision, the member is bound by the confidentiality obligations of the Board/Committee.

7 Minutes of Meetings.

7.1 Minutes of all meetings will be kept by the Secretary (or, in the Secretary's absence, such member of the Board/Committee as may be designated by the meeting) and a draft set of minutes will be circulated within 5 days to each Member. On review of the draft minutes, members should, if deemed necessary, raise any matters of clarification or concerns re accuracy of the minutes within 3 days.. All decisions of the Board/Committee shall be recorded in the minutes as well as details of those attending and information on the coverage of the agenda items.

7.2 The minutes of each meeting shall be laid before the following meeting and, as confirmed or amended, shall be approved, authenticated and dated by the signature of the Chairperson of that meeting.

7.3 Minutes of committee meetings, once agreed by the Board/Committee, shall be circulated for noting, and will identify, where necessary, items for decision or approval at a subsequent Board meeting.

7.4 The names of members present or others in attendance for any part of a meeting shall be recorded in the minutes as referred to at 7.1 above. A register shall be kept showing details of the meetings attended by members and a record of attendance shall be published in the Annual Report. Where a member has notified the Secretary, in writing, in advance of the meeting that s/he will not be present, the record shall show that the member sent apologies. Where no such notification is received in advance of the meeting, the record shall show that the member was absent.

7.5 When minutes of meeting proceedings have been approved by a validly convened meeting of the Board/Committee, it will not be in order for any member to question their accuracy nor seek their amendment at subsequent meetings. Clarifications / Questions will only be permitted on matters arising out of the minutes at that meeting .

7.6 The Secretary to the Board/Committee shall be responsible for the safe custody of the minutes . Secretaries must ensure all board and committee documents as well as draft and approved minutes are safely stored physically and filed within the organisations document filing or document management system within five days of every meeting. This will allow for easy retrieval of records and material at any subsequent stage.

8 Documents.

8.1 The documents of the board or committee are the property of the organisation and as such the members are entrusted with this information. Members of the Board and Committees will be held personally responsible for the safe custody of any papers or documents which may be issued or entrusted to them in the course of their membership. The loss of any such documents should be reported immediately to the Chairperson and

Secretary of the Board. The loss of any such documents by the Chairperson shall be reported to the Secretary and other members. When individual cease to be members of the Board or Committee, they are required to return documents to the Secretary and/or confirm that all documents have been destroyed and deleted from personal computers or other devices.

9 Confidentiality.

9.1 All proceedings of Meetings shall be treated as confidential until it is agreed that become public in the ordinary course of the Organisation's business. As part of its communications policy with key stakeholders, internally and externally, the board may agree whether or if decisions made at the meeting will be communicated and the nature and extent of that communication.

9.2 Reports, documents issued, and briefings given to Members in relation to all matters must be treated as confidential unless there is agreement that some of them shall be made public in the normal course of the organisation's work. This will not prevent members in seeking advice and undertaking research on any matter prior to any decision being made provided that discretion is used with the information and that no financial, commercial or personal information is divulged.

9.3 Former members of the Board and all Committee shall continue to bound by confidentially regarding any matters which they were aware of as a result of their membership of the Board or Committee

10 Procedural Decisions.

10.1 The Chairperson's decision shall be final on any point of order or procedure providing it does not conflict with the Constitution or these Standing Orders.

11 Suspensions, Amendments and Additions.

11.1 Any Standing Order may at any time, by consent of not less than 75% of the Members present, be suspended for the purpose of any specific business before a Meeting, provided to do so would not contravene any statutory provision, the Organisation Constitution or any other aspect of these Standing Orders.

11.2 The Chairperson or any member of the Board or a Committee may submit to the Board a proposal for any new Standing Order or alteration of any existing Standing Order which may seem to her/him to be required to ensure the effective operation of the Board/Committee. Such amendments must be approved by 75% of the members of the Board at a meeting where at least 6 days notice of the proposed change has been given.

11.3 Standing Orders and all amendments to them shall be retained by the Secretary and shall be available to the members on request and shall be updated on the Organisation's website.

This Version approved at the Board/Committee meeting of _____

Superseding the version of _____

Verified by Chairperson or Board Secretary (*delete as applicable*)

Name In Capitals: _____

Signature: _____ Date
