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JNCC SUPPORT CO.
BOARD OF DIRECTORS

CONDUCT OF BOARD MEETINGS

Paper by David Burton

1. Introduction

- 1.1 The company Articles of Association under which the company was incorporated set out the rules for Board meetings, however, they do not cover every aspect of how the meetings will be conducted.
- 1.2 Prior to the next Board meeting in June work will be undertaken to consider the need for separate standing orders for the company and a draft will be presented to Board if appropriate.
- 1.3 In the meantime, this paper presents proposals for how Board meetings should be conducted.

2. Conduct of meetings

- 2.1 It is proposed that the meetings should be conducted in a similar way to Committee meetings. In particular
 - i) A consensus approach to decision making should be the norm.
 - ii) The meetings should be open and papers and minutes should be posted on JNCC's website;
 - iii) Papers should be presented in a similar format as those produced for Committee meetings but colour coded differently.
- 2.2 The main differences would be:
 - i) Staff Directors should play an equal role on the company Board as Committee members;
 - ii) Country agency staff and company staff (other than the Company Secretary/ Finance Manager and Minuting Secretary) would be less likely to need to attend meetings and when they do shouldn't participate in decision-making other than providing information where needed.

3. The Board is invited to endorse the proposals for the conduct of Board meetings.