



JNCC SUPPORT CO. BOARD

STANDING ORDERS FOR MEETINGS OF THE BOARD

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JNCC SUPPORT CO.

STANDING ORDERS FOR MEETINGS OF THE BOARD

Paper by Sue McQueen

1. Introduction

- 1.1 This paper presents revised Standing Orders at annex 1.
- 1.2 The Executive Management Board recommends that the Board **endorses** the revised Standing Orders.

2. Background

- 2.1 The Standing Orders have been revised as part of the wider review of JNCC's strategy and governance arrangements (JNCC08P15, JNCC09P02 and PO3, BD09P01). Amendments reflect comments and suggestions received from Directors and, on their behalf, the executive staff of the country conservation bodies where appropriate.
- 2.2 Whilst the decision was made at the December meeting to delegate approval of the Standing Orders to the Chairman, one suggested amendment was that any changes should be approved by the Board at a meeting. Accordingly, the Standing Orders are presented here for approval.
- 2.3 One suggested amendment, relating to the quorum, would require an amendment to the Articles of Association. Accordingly the change has not been made but will be proposed for amendment next time the Articles are reviewed.

ANNEX 1

DRAFT STANDING ORDERS FOR MEETINGS OF THE JNCC SUPPORT CO. BOARD

1. Board meetings

- 1.1 These Standing Orders supplement JNCC Support Co.'s Articles of Association and set out the Board's procedures as permitted by Article 30.
- 1.2 There will be four Board meetings each year. The March, September and December meetings will usually take place in Peterborough. The June meeting will be hosted by each of the country conservation bodies in turn on a four-year cycle and may be coupled with a field visit.
- 1.3 The quorum is set out in Article 28 as shown below. Additionally it is a condition of the Secretary of State that Directors who are staff members are always in a minority for voting purposes.

A Board meeting is not valid unless a quorum is present throughout the meeting. The quorum is Directors together comprising at least half of the total number of Directors then serving of whom at least half must also be Members and of whom at least one was nominated to membership of the Joint Committee by the Secretary of State and at least one was nominated to membership of the Joint Committee by one of the GB Conservation Bodies or the relevant Northern Ireland Department or the Chair of the Council for Nature Conservation and the Countryside.

2. Declaration of interests

- 2.1 Members of the Board may not participate in the discussion or determination of matters in which they have a direct pecuniary interest.
- 2.2 Members are responsible for stating any pecuniary interest they may have in any matter discussed during a meeting of the Board before the commencement of discussion of the item. In the event of a member not appreciating at the outset of a meeting that an interest exists, the member should declare such an interest as soon as (s)he becomes aware of it;
- 2.3 When an interest is not of a direct pecuniary kind, members should consider whether participation in the discussion or determination of a matter would involve a real danger of bias. This should be interpreted in the sense that members might unfairly regard with favour, or disfavour, the case of a party to the matter under consideration. In considering whether a real danger of bias exists in relation to a particular decision, members should assess whether they, a close family member, a person living in the same household as the Board member, or a firm, business or other organisation with which the Board member is connected, is or is likely to be affected more than the generality of those affected by the decision in question. This would cover, for example, a

situation involving a connection with a non-governmental organisation which received grant aid from the Board or which stood to benefit by a particular course of action which might be taken by the Board.

- 2.4 In any case of doubt, the Board member should openly declare the possibility of an interest, whether direct or indirect. The Chairman will rule on whether any interest is such as to prevent the member participating in discussion or determination of the matter.
- 2.5 Where in the opinion of the Chairman there is a potential conflict of interest between the member's interest and that of the Board, the member shall withdraw from the meeting for the duration of the item.
- 2.6 Additionally, each member of the Board is responsible for:
 - i. declaring, at least annually as required, for recording in the Register of Interests, any personal interest they may have, whether financial or otherwise, in the business of JNCC Support Co (the company). This includes any interest in other bodies whose business might impinge on that of the company. Examples include being a paid employee, partner, Director or proprietor of a company, partnership or other body;
 - ii. declaring, at least annually as required, for recording in the Register of Interests, any such personal interest on the part of a close family member, and their involvement in any not-for-profit organisation, e.g. charity, as a Trustee or member of the Committee of management or other controlling body, if that body might receive grants from the company or where the family members might be involved in promoting such other organisation, or other significant dealings;
 - iii. maintaining the confidentiality of confidential company business at all times, including confidential papers and discussions relating to Board meetings.

3. Attendance of the public

- 3.1 All business sessions of the Board shall be open to the public (except for discussion of confidential items, as determined by the Chairman).
- 3.2 The public are welcome to attend Board meetings as observers, but not to participate.
- 3.3 No cameras or recording equipment shall be allowed into meetings of the Board, except with prior permission from the Chairman.

4. Availability of agendas, papers and minutes in advance of meetings

- 4.1 The Board is committed to the principle of open government. Items for consideration at meetings of the Board will be classified as confidential subject to the conditions set out in relevant legislation and government

guidance¹. Guidance on confidentiality of Joint Committee and Board business is available as an annex to Standing Orders for Meetings of Joint Committee .

- 4.2 The agenda and supporting papers for Board meetings, including unconfirmed minutes of the previous meeting, will normally be dispatched to the receiving address of each Board member at least ten working days prior to the Board meeting.
- 4.3 Papers shall be made available to the public via the JNCC's website and on paper on request as far as practicable, including at meetings to which they relate. Agendas and papers will normally be made available on the website at least seven working days in advance of the meeting to which they relate and unconfirmed minutes no later than six weeks after the meeting to which they relate. Cover notes are provided with all papers on the website explaining their status and referring readers to the minutes of the meeting for the views of the Board on the paper.

5. Order of business

- 5.1 Business at Board shall normally include items *inter alia*:
 - i. to record the names of members attending the meeting;
 - ii. to receive apologies for absence;
 - iii. to receive any declaration of interest for specific items of which any member or officer is aware;
 - iv. to consider matters brought forward at the direction of Chairman or members of the Board;
 - v. to consider matters arising;
 - vi. to consider specific matters or documents relating to the Board's work including papers circulated subsequent to the normal issue of papers for the meeting;
 - vii. to consider any other business;
 - viii. to confirm the venue, date and time of the next meeting.

6. Decision-making procedures

- 6.1 The Board will normally reach decisions by consensus. Where agreement cannot be reached by consensus, a vote will be taken on recommendations to Board, once all issues relating to them have been discussed.
- 6.2 Each Board member is entitled to one vote.

¹ e.g. Environmental Information Regulations; Data Protection Act; Copyright Acts; Code of Practice on Access to Government Information; Freedom of Information Act.

- 6.3 A majority vote is required for a decision to be agreed. If a majority vote is not reached and the issue must be decided at the meeting, the Chairman has a second or 'casting' vote. If any member(s) disagree(s) with the final decision, (s)he may have their views noted in the minutes. If a vote is not taken then the issue(s) may be deferred so that additional information or options can be provided.
- 6.4 Once a vote has been taken and the outcome determined, the Chairman will state the decision made and this will be recorded for the minutes.
- 6.5 The Board may agree to specific decisions being made by consultation of members intersessionally. In such cases the Board should also agree the process by which this will be done. In other cases the Chairman may act under specific, or general, delegated authority to make decisions intersessionally on the Board's behalf.

7. Production and distribution of minutes of Board meetings

- 7.1 Minutes will be taken by a member of staff. Taken in conjunction with the papers presented to the meeting, the minutes should provide a correct record of the meeting, in sufficient detail to comprise an audit trail of issues discussed and decisions taken by Board.
- 7.2 Draft minutes shall be circulated to all members within 15 working days of the date of the Board meeting. Board members should inform the Chairman of any proposed amendments to the minutes within 10 working days of receipt. The Chairman will arbitrate over matters of dissent following consultation with the Managing Director. Within 30 working days of the meeting, the Chairman will clear the minutes for publication on the JNCC's website, amended as necessary, as the unconfirmed record of the meeting.
- 7.3 The unconfirmed minutes will be confirmed at the next meeting of the Board, sent to all members and published on the JNCC's website (see 4.3 above).

8. Role and responsibilities of the Chairman, in respect of meetings of the Board

- 8.1 The Chairman is responsible for:
- i. preserving order amongst all those present in meetings of the Board, including any members of the public;
 - ii. determining all matters of order, conflict of interest, confidentiality, competency and relevancy;
 - iii. determining in which order members wishing to speak should do so;
 - iv. ensuring that members of the Board have sufficient opportunity to express their views on any matter under discussion;

- v. deciding whether to defer to a closed session discussion of any item if it becomes apparent that open debate would breach personal or commercial confidentiality or would otherwise compromise the JNCC's duty to safeguard the public interest. In reaching decisions of this nature, Chairman shall follow the guidance set out in Annex A to these Standing Orders, "JNCC guidance on confidentiality of papers relating to meetings of the Joint Committee and Board", especially the section headed "Criteria for determining confidentiality of JNCC business". If Chairman decides that an item of business should be deferred to a closed session, he shall advise the meeting of the reason(s) for his/her decision;
- vi. making decisions intersessionally on behalf of the Committee when specifically, or generally, authorised to do so.

9. Role and responsibilities of the Managing Director, in respect of meetings of the Board

9.1 The Managing Director is responsible for:

- i. ensuring that a register of members' interests is compiled and maintained, which shall be open to public inspection and published annually in the JNCC's annual report;
- ii. advising the Board on the following, for which (s)he is directly responsible:
 - a) overall organisation, management, staffing and performance of the company;
 - b) the propriety and regularity of the company's finances;
 - c) the keeping of proper accounts for the company;
 - d) prudent and economical administration of the company;
 - e) accountability to the Board for ensuring that the company complies with any statutory administrative requirements.

9.4 In the event that his/her advice as set out above is overruled by Board and the Managing Director feels that the action contemplated could not be defended before the Public Accounts Committee, the Managing Director may require the Chairman to give him/her a written instruction on the matter, which instruction will be drawn to the attention of the Comptroller and Auditor General.

10. Role and responsibilities of other officers of the company, and guests, in respect of meetings of the Board

10.1 Other officers of the company and guests may be invited by the Chairman or presiding member to participate in Board meetings. Their role is to:

- i. inform Board on matters to enable Board to reach decisions and to provide guidance on issues under discussion. They may take no part in the formal decision making process.

11. Suspension and amendment of Standing Orders

11.1 These Standing Orders may not be suspended, amended or added to except by a decision by the Board at a meeting.

11.2 Notwithstanding the provision in paragraph 11.1 above, these Standing Orders may not be suspended, amended or added to where this would contravene any statutory provision or direction made by the Secretary of State.