

**STANDARDS BOARD FOR ENGLAND
BOARD PROCEDURAL RULES**

1. INTERPRETATION

- 1.1** The ruling of the Chair (or in the absence of the Chair, the Deputy Chair or other person presiding) on matters of procedure, points of order, and the interpretation of these rules shall be final.
- 1.2** Any reference to committees in these rules also includes a reference to sub-committees.
- 1.3** References to the singular include the plural.
- 1.4** Any reference to a 'member', except where otherwise indicated, is a reference to a board member of The Standards Board for England.

2. MEETINGS

2.1 Timing and Business

A meeting may:

- (i) elect a member to preside (if neither the Chair nor Deputy Chair are present) in the absence of the Chair and Deputy Chair;
 - (ii) approve the minutes of the last Board meeting;
 - (iii) receive any announcements from the Chair or the Chief Executive;
 - (iv) receive the Annual Report and Accounts;
 - (v) approve a programme of ordinary meetings for the Board for the coming year;
 - (vi) consider any business set out in the notice convening the meeting;
 - (vii) appoint the Audit Committee for the coming year; and
 - (viii) decide what, if any, other committees to appoint, including their terms of reference and membership.
- 2.2** Meetings of the board shall be held at such intervals as the Board may from time to time decide.

3. CHAIR OF THE MEETING

- 3.1** The Chair of the Board will preside at Board meetings. In his/her absence, the Deputy Chair will preside. If both are absent the members present will choose which of them will preside.
- 3.2** The person presiding at the meeting may exercise any power or duty of the Chair.

4. ORDINARY MEETINGS

4.1 Ordinary meetings of the board will take place in accordance with an agreed programme. Ordinary meetings will:

- (i) elect a board member to preside in the absence of the Chair or Deputy Chair;
- (ii) approve the minutes of the previous meeting;
- (iii) receive declarations of interest, entered in a Register of Interests by the Chief Executive in accordance with the provisions of rule 22;
- (iv) receive any announcements from the Chair, Board Members or Chief Executive;
- (v) deal with business arising or outstanding from the previous Board meeting;
- (vi) receive reports from the board's committees and receive questions and answers on any of those reports;
- (vii) consider motions.

4.2 Ordinary meetings of the Board will not be open for the public or press. The Board operates on the basis of openness and transparency. All papers and reports submitted to the Board will be endorsed by the author as either open or closed. Where papers and reports are closed they must state which exemption under the Freedom of Information Act 2000 or other legislation applies. At the start of each meeting or as soon as practicable after the start the Board will resolve which papers or reports are open or closed All papers and reports prepared for Board Members or staff, or its consultants and advisers will be the property of the Board.

However, Members, staff and other participants, except for what is made available to the general public will not disclose the nature of the deliberations of the Board at its ordinary and special meetings outside the Board.

4.3 Board agenda will be published online before a meeting indicating which items of business are proposed to be open or closed. All open Board papers and related minutes shall be published on line wherever possible or made available to the public on request by other means if this cannot be done.

5. EXTRAORDINARY MEETINGS

5.1 Calling extraordinary meetings

Those listed below may request the Chief Executive to call Board meetings, in addition to any ordinary meetings:

- (i) the Board by resolution;
- (ii) the Chair of the Board;
- (iii) any three members of the Board if they have signed a requisition presented to the Chair of the Board and he / she has refused to call a meeting or has failed within seven days of the presentation of the requisition to call a meeting.

5.2 Business

Extraordinary meetings of the Board will only deal with business as set out in the summons to the meeting.

6. EMERGENCY MEETINGS

In case of emergency the Chief Executive may convene a meeting of the Board on the instruction of the Chair.

6A VIRTUAL MEETINGS

1. Virtual meetings may take place when limited or urgent business, in the view of the Chair, needs to be dealt with. Subject to any reference to the requirements to follow a specific rule as set out in this rule all other board procedural rules are suspended;
2. Virtual meetings are conducted when they are
 - i) Entirely via email or entirely by telephone or
 - ii) Partly by telephone, extraordinary meeting or video conferencing or a combination of any of these three methods

Virtual meetings are subject to rule 8 on quorum;

3. Wherever possible an item of business requiring a decision in accordance with 6A.2 (ii) of these rules should be set out in writing by the relevant officer and circulated to board members before a virtual meeting takes place and a decision is made. For any item of business to be decided by a virtual meeting in accordance with rule 6A.2 there should be a clear recommendation or series of recommended options preferably in the form of a report and in any event clearly marked as an item for urgent board decision;
4. If it is not possible because of time constraints to set out the matter in writing in advance of a virtual meeting this must be done and given to

the board secretariat as soon as possible after a decision has been made;

5. In all cases of a virtual meeting a decision must be recorded in writing. Where the business is conducted entirely by email or telephone this is the responsibility of the relevant officer and they must forward this to the board secretariat as soon as possible. Where the business matter is dealt with partly by extraordinary meeting the board secretariat is responsible for recording the decision;
6. Any decisions taken virtually must be reported by the board secretariat to the next ordinary board meeting by way of a schedule for information;
7. All members of the board taking part in the virtual meeting in accordance with rule 6A.2 (i) must agree on the same recommendation or unanimously agree the decision where there is no recommendation .Where this is not possible the Chair or Deputy Chair will make the decision having considered any responses from other board members. Where the Chair or Deputy Chair are not available the board member with the longest serving term taking part in the virtual meeting will act as Chair and make the decision. Where a virtual meeting takes place under rule 2 (ii) then voting shall be done in accordance with rule 18 .1 and 18.2.

7 TIME, PLACE AND NOTICE OF MEETINGS

7.1 Time and Place

The time and place of meetings will be determined by the Chief Executive and notified in the agenda and summons of attendance to board members.

7.2 Notice to Board Members

Ordinarily the Chief Executive will send a summons to every Board member at least five working days before a meeting.

7.3 Emergency Meetings

In relation to emergency meetings the five days notice may include a Saturday and Sunday.

8 QUORUM

8.1 Board Members

The quorum of a Board meeting shall normally be three members of the Board. However where the Board meets solely to make decisions under section 58(2) Local

Government Act 2000 (referrals for investigation) the quorum shall be two members of the Board.

8.2 Absence of quorum

If during the course of any Board meeting the Chair counts the number of board Members present and declares there is not a quorum present, then the meeting will adjourn immediately. Remaining business will be considered at a time and date fixed by the Chair, which may be later the same day. If the Chair does not fix a date for the further Board meeting, the remaining business will be considered at the next ordinary meeting.

9. START AND DURATION OF MEETING

- 9.1** The meeting will commence within fifteen minutes of the stated time. If a quorum is not present within that time, the business of the meeting will be transferred to the next ordinary Board meeting.
- 9.2** Unless the majority of members of the Board present at a meeting vote for the meeting to continue, in accordance with rule 12(n) any meeting that has lasted for six hours will adjourn immediately. Remaining business will be considered at a time and date fixed by the Chair. If the Chair does not fix a date, the remaining business will be considered at the next ordinary meeting of the Board.

10. AGENDA AND ORDER OF BUSINESS

- 10.1** The order of business shall be as set out in the meeting's agenda. The Chair may however, at his/her discretion, vary the order of business and bring forward for consideration at any point as a requirement of statute or urgency any item, which does not appear, on the agenda. The reasons for so doing will be recorded in minutes of the meeting.
- 10.2** With the Chair's approval, a member may request an item be included on the meeting's agenda provided that the item is notified to the Chief Executive at least five clear days before the meeting and is relevant to the business or areas of responsibility of the Board.
- 10.3** The agenda will identify the Board member who raised the item.

11. MOTIONS ON NOTICE

11.1 Notice

Except for motions which can be moved without notice under rule 12, written notice of every motion, signed by the Board member proposing the motion and at least two members must be delivered to the Chief Executive not later than five clear days before the meeting. The Chief Executive, in the order in which they are received, will enter such motions.

11.2 Motions set out in agenda

Motions for which notice has been given will be listed on the agenda for the Board in the order in which notice was received, unless the member giving notice states in writing that they propose to move it to a later meeting or withdraw it.

11.3 Relevance

Motions shall be relevant to the Board's functions.

11.4 Reports on notices

The Chair may, in the light of the motion, request the Chief Executive to prepare a written report for information to be included in the Board's agenda for consideration of the motion.

11.5 Lapsed notices

If a motion entered on the agenda, is not moved either by the member who has proposed the notice or by another member, the notice shall be deemed to have lapsed and shall not be moved without further notice.

11.6 Considering motions

Motions for which notice has been duly given (other than motions under rule 12) upon being moved and seconded, shall be adopted as motions to be debated by the Board.

11.7 Motions concerning expenditure and revenue

Any motion which if carried would, in the opinion of the Chair, materially increase the expenditure, reduce revenue or involve capital expenditure shall, when proposed and seconded, stand adjourned without discussion to the Board's next ordinary meeting.

12. MOTIONS WITHOUT NOTICE

The following motions may be moved without notice:-

- (a) to appoint a Chair of the meeting at which the motion is moved;
- (b) in relation to the accuracy of the minutes;
- (c) to vary the order of business in the agenda;
- (d) to refer a matter to an appropriate body or individual;
- (e) to appoint a committee arising from an item on the summons for the meeting;
- (f) to receive reports of or adopt recommendations of committees and any resolutions following from them;
- (g) to suspend a particular procedural rule;
- (h) to withdraw a motion;
- (i) to amend a motion;

- (j) to proceed to the next business;
- (k) that the question now be put;
- (l) to adjourn a debate;
- (m) to adjourn a meeting;
- (n) that the meeting continue beyond six hours in duration in accordance with rule 9;

13. QUESTIONS BY MEMBERS

13.1 Questions on notice to the Board

A member of the Board may ask:

- (i) the Chair;
- (ii) the Chair of any committee;

a question on any matter in relation to which the Board has powers or duties or is of relevance to the business before the Board.

13.2 Questions on minutes

If a member wishes to ask a question on a matter addressed in the minutes of a committee, they shall do so when the relevant minute is considered or, at the discretion of the Chair of the Board, at any other appropriate point.

13.3 Questions on notice to committees and sub-committees

A member of a committee or sub-committee may ask the Chair of that committee or sub-committee a question on any matter in relation to which the Board has powers or duties or which fall within the terms of reference of that committee or sub-committee.

13.4 Response

An answer may take the form of:

- (i) a direct oral answer;
- (ii) where the desired information is in a publication of the Board or other published work, reference to that publication; or
- (iii) where the reply cannot be conveniently given orally, by written reply to the questioner and circulated to the Board within five working days unless, in the opinion of the Chair, the question relates to urgent business in which case the Chair may allow the question to be put and an interim oral answer to be given.

14. RULES OF DEBATE

14.1 Limitation of Discussion

The Chair may limit discussion of items on the agenda.

14.2 Motions, which may be moved during the debate

When a motion is under debate, no other motion may be moved except the following procedural motions:

- (a) to withdraw a motion;
- (b) to amend a motion;
- (c) to proceed to the next business;
- (d) that the question now be put;
- (e) to adjourn a debate;
- (f) to adjourn a meeting;
- (g) that the meeting continue beyond six hours in duration;

14.3 Closure Motions

- (a) A member may move, without comment, the following motions at the end of a speech of another member:
 - (i) to proceed to the next business;
 - (ii) that the question now be put;
 - (iii) to adjourn a debate; or
 - (iv) to adjourn a meeting.
- (b) If a motion to proceed to the next business is seconded and the Chair is of the opinion the item has been sufficiently discussed, they will grant the mover of the original motion a right of reply and then put the procedural motion to the vote.
- (c) If a motion that the question be now put is seconded and the Chair thinks the item has been sufficiently discussed, they may put the procedural motion to the vote. If passed, they will give the mover of the original motion a right of reply before putting their motion to the vote.
- (d) If a motion to adjourn the debate or to adjourn the meeting is seconded and the Chair is of the opinion that the item has not been sufficiently discussed and cannot reasonably be so discussed on that occasion, the Chair will put the procedural motion to the vote without giving the mover of the original motion the right of reply.

14.4 Point of order

A member may raise a point of order at any time. The Chair will hear the point of order immediately. A point of order may only relate to an alleged breach of these Board rules or the law. The member raising the point of order must indicate the rule or law to which their point of order refers and the manner in which they assert it has been broken. The ruling of the Chair on the matter will be final.

14.5 Personal explanation

A member may make a personal explanation at any time, which may only relate to some material part of an earlier speech by the member, which may appear to have been misunderstood in the present debate. The ruling of the Chair on the admissibility of the personal explanation will be final.

15. PREVIOUS DECISIONS AND MOTIONS

15.1 Motion to rescind a previous decision

A motion or amendment to rescind a decision made at a meeting by the Board within the previous six months cannot be moved unless the notice of motion is signed by at least five members.

15.2 Motion similar to one previously rejected

A motion or amendment in similar terms to one that has been rejected at a meeting of the Board in the previous six months cannot be moved unless the notice of motion or amendment is signed by at least five members. Once the motion or amendment is dealt with, no one can propose a similar motion or amendment for six months.

16. MINUTES

16.1 Signing the minutes

The Chair will sign the minutes of an ordinary meeting at the next suitable meeting. At the commencement of each Board meeting, the Chair shall move that the minutes of the Board's previous meeting be signed as a correct record. The only aspect of the minutes that can be discussed is their accuracy, which shall be raised as a question under rule 12(b).

16.2 No requirement to sign minutes of the previous meeting at extraordinary meeting

Where in relation to any meeting, the next meeting for the purpose of the signing the minutes is a meeting called under rule 5, an extraordinary meeting, then the next following meeting (being called otherwise than an extraordinary meeting) will be treated as a suitable meeting for the purposes of signing of the minutes.

16.3 Form of minutes

Minutes will contain all motions and amendments in the exact form and order put by the Chair.

17. MEMBERS' CONDUCT

17.1 Addressing the Board

When speaking at a meeting of the Board, a member shall address the meeting through the Chair.

17.2 Authority of the Chair

When the Chair so indicates during a debate or meeting, any member speaking at the time must stop.

17.3 Member not to be heard further

If any member persistently disregards the ruling of the Chair by behaving improperly or offensively or deliberately obstructs business, the Chair may move that the member be not heard further. If seconded, the motion will be voted on without discussion.

17.4 Member to leave the meeting

If the member continues to behave improperly after a motion under rule 17.3 is carried, the Chair may move either that:

- (a) the member leaves the meeting; or;
- (b) the meeting is adjourned for a period specified by the Chair.

If seconded, the motion will be voted on without discussion.

17.5 General disturbance

If there is a general disturbance which, in the opinion of the Chair, makes orderly business impossible, the Chair may adjourn the meeting, without question being put, for as long as he/she regards necessary.

17.6 No permitted recording of meetings without consent

No live broadcast, video recording, cinematography, photography or tape recording shall be permitted at any meeting of the Board or any of its committees except with the express consent of the Chair of the Board.

18. VOTING

18.1 Method of Voting

Any matter to be decided by vote will be put to the simple majority.

18.2 Chair's casting vote

If there are equal numbers for votes for and against, the Chair will have a second or casting vote. There will be no restriction as to how the Chair chooses to exercise a casting vote.

18.3 Show of hands

The Chair will take the vote by show of hands, or if there is no dissent, by the affirmation of the meeting.

19. COMMITTEES AND SUBCOMMITTEES

19.1 All Board rules of procedural apply to meetings of the Board. Only rules 3, 6, 7, 8, 9, 11 – 17 (but not 17.1), 18, 19 and 24 apply to meetings of committees and sub-committees.

19.2 All committees will be established by the Board, which will decide the size and quorum of each committee under rule 2.1 (viii). Each committee will operate within such terms as are approved by the Board from time to time.

19.3 Sub-committees may only be established by committees with the express approval of the Board.

19.4 The Board may establish such arrangements, working parties or panels as it thinks appropriate in order to informally guide and keep work in progress under review by Members.

20. MEETINGS OF COMMITTEES AND SUBCOMMITTEES

20.1 The Chair of any committee may instruct the Chief Executive to summon a meeting whenever desirable. A special meeting may also be called if not fewer than three members of the committee requisition a meeting of the committee through the Chief Executive.

20.2 The Chair of a committee shall ordinarily sign and present the minutes of the committee to the Board.

21. AUDIT COMMITTEE

21.1 An Audit Committee shall be appointed in accordance with the Management Statement and Financial Memorandum.

21.2 The Audit Committee shall meet at least once a year.

21.3 The report(s) of the Audit Committee shall be received by the Board in the meeting following any meeting of the Audit Committee.

22. REGISTERS OF INTERESTS

22.1 Chief Executive to establish and maintain Register of Interests

The Chief Executive shall be responsible for establishing and maintaining a Register of Members' Interests and a Register of Gifts and Hospitality, both of which shall be open to public inspection.

Members' Interests

The Register of Interests refers to any interests that a Board member believes to be pertinent to the work of The Standards Board for England. It is the individual Board member's responsibility to declare interests as soon as is practicably possible.

22.2 Register of Gifts and Hospitality

A Register of Gifts and Hospitality refers to any gifts, benefits, hospitality, offered, regardless of whether accepted or declined from any relevant authority, member of any relevant authority or any other relevant organisation or person.

Notification of Gifts and Hospitality

A member must notify the Chief Executive of the existence and nature of any gifts or hospitality they have been offered in the course of their official duties, whether accepted or declined, over the value of £25.00 and any other gifts, which Board Members consider, they should register.

22.3 Disclosure of Interests

A Board member with any personal and business interests that may conflict with their responsibilities as a Board member or that a member of the public might reasonably believe could influence his/her judgement shall disclose such interests at the commencement of a Board meeting or when the interest becomes apparent. The Chief Executive shall enter the disclosed interest in the Register.

23. ACCESS TO INFORMATION

The Board shall observe the rules relating to access to information and confidentiality as set out in its publication scheme.

24. SUSPENSION, ALTERATION AND REVOCATION

24.1 Temporary suspension of procedural rules

The Board may for a special purpose temporarily suspend by resolution any one or more of these rules except rule 16.2 (signing minutes of previous meeting at extraordinary meeting) by motion on notice or without notice if at least one half of the whole number of members of the Board is present. Suspension can only be for the duration of the meeting.

24.2 Revocation and alteration of procedural rules

Any motion to add to, vary or revoke these rules will, when proposed and seconded, stand adjourned without discussion to the next ordinary meeting.

24.3 Variation of Standing Orders and Financial Regulations

The Board shall receive a statement reporting the suspension or variation of any standing order(s) or financial regulation(s) relating to contract procedures, and any other matter that the Board may from time to time determine.

25. ANNUAL REPORT AND ACCOUNTS

The Annual Report and Accounts as prepared by the Board and referred to in rule 2.1(iv) shall provide a full description of the Board's activities including:

- (i) the extent to which key strategic objectives and agreed financial and other performance targets have been met;
- (ii) list the names of (a) Board members and (b) senior officers;
- (iii) information regarding access to Registers of Interests;
- (iv) provide details of remuneration of Board members;
- (v) Accounts and auditor's statement.

Amended 17 November 2009
Last Amended 20 July 2010