



## Standing Orders for Board and Sub Committee Meetings

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The following procedures apply to meetings of the Byker Community Trust ('BCT') Board and its Sub Committees.

## **1. First Meeting**

- 1.1 At the first meeting of BCT, the Board shall
- a. Appoint a person to be the Chair of BCT Board
  - b. Receive apologies from members
  - c. Receive any declarations of interest from members
  - d. Members will be requested to switch off their mobile phones
  - e. Appoint the Vice Chair for the coming year
  - f. Decide which committees to establish for the coming year, approve their terms of reference, membership and appoint Chairs to each of the Committees
  - g. Agree the programme of Board meetings
  - h. Consider any business that has been set out in the agenda attached to the notice convening each Board meeting
  - i. Board members will be also be able to raise items that are not included elsewhere on the agenda, though it is the decision of the Chair as to the manner in which these matters will be dealt with.

## **2. Ordinary Meetings**

- 2.1 Ordinary meetings of the Board will take place according to the agreed timetable. Ordinary meetings will:
- a. Select a person to preside if the Chair or Vice Chair is not present
  - b. Receive apologies from members
  - c. Receive any declarations of interest from members
  - d. Members will be requested to switch off their mobile phones
  - e. Approve the minutes of the last Board meeting
  - f. Receive reports and minutes from the Chief Executive, other BCT officers and/or the Board's committees and receive questions and answers on these reports or minutes
  - g. Consider any other business that has been included in the notice convening the meeting
  - h. Board members will also be able to raise items that are not included elsewhere on the agenda, though it is the decision of the Chair as to the manner in which these matters will be dealt with.

## **3. Extraordinary Meetings**

- 3.1 Those listed below may request the Company Secretary to call an extraordinary Board meeting to conduct the business specified in the notice of that meeting:
- a. The Chair
  - b. The Chief Executive of BCT
  - c. A third of the members of the Board if they have signed a request presented to the Chair (and copied to the Company Secretary) and he/she has refused to call a meeting or has failed to call a meeting within seven days of the presentation of the request.

## **4. Annual General Meeting**

- 4.1 BCT will hold a general meeting called the Annual General Meeting within six calendar months after the close of each of its financial years.
- 4.2 The functions of the Annual General Meeting is to:
- a. Receive the annual report and accounts containing:
    - the revenue accounts and balance sheets for the last accounting period;
    - the auditor's report on those accounts and balance sheets;
    - the Board's report on the affairs of BCT;
    - the Board's statement of the values and objectives of BCT;

- to elect Board members (if applicable); and
- b. To appoint the external auditor;
- c. To confirm board and committee membership and appoint the Chair and Vice Chair; and
- d. To transact any other general business of BCT set out in the notice convening the meeting.

4.3 All Board Members will be invited to attend the Annual General Meeting.

4.4 Shareholders will be invited to the Annual General Meeting as set out in the BCT Rules.

## **5. Open and Private Meetings of the Board**

5.1 Board meetings will be open to members of BCT, subject to the access to information rules set out in section 16 below.

5.2 The agenda for meetings of the Board will be divided as follows:

- a. Matters that can be considered in open session with members of the public and press present (i.e. non-confidential business)
- b. Information only items (to be considered in the open session)
- c. Matters to be considered in private session (i.e. confidential business)
- d. The minutes of confidential business will be considered in private session.

## **6. Items on the Board Agenda**

### **6.1 Items from Officers**

Items on the agenda will provide:

- a. The name of the Officer who will speak about the report at the Board meeting; and
- b. The name and phone number of an Officer who can be contacted for further information about the report in advance of the Board meeting.

All items will be included on the agenda with the agreement of the Chair.

There will be a public and a separate private section of the Board agenda when deemed necessary by the Chair in agreeing the agenda for each meeting.

### **6.2 Items from the Chair**

The Chair may place any item that s/he wishes on the agenda with the agreement of the Chief Executive. The Chief Executive will comply with such requests. The Chair should give the Chief Executive at least 48 hours advanced notification of any additional agenda item(s).

### **6.3 Items from Board Members**

Board Members may place items on the agenda with the agreement of the Chair.

Notification of any such agenda items from Board Members must also be given to the Chief Executive of BCT at least 48 hours in advance of the meeting. There is also the opportunity at each meeting for Board Members to raise issues that are not dealt with elsewhere on the agenda. However it is up to the Chair to decide how these matters will be dealt with.

## **7. Time and Place of Meetings**

7.1 The time and place of Board and Committee meetings will be agreed by the Board and the Chief Executive and/or Company Secretary and will be included in the notice of meeting.

7.2 All meetings will be held within or close to the Byker Estate.

## **8. Frequency of Meetings**

8.1 Board meetings will be held at 6 week intervals or at other such frequency as the Board may decide.

## **9. Notice of Meeting**

9.1 At least five days before the Board meeting Company Secretary will send an agenda to every member of the Board. This will give the time and place of each meeting and specify the business to be conducted at the meeting. The agenda will be accompanied by reports that are available at this time. Where unavoidable and with the agreement of the Chair, a supplemental agenda will be sent out three days before the meeting with any late reports.

Only in exceptional circumstances will reports be tabled and this will only be with the permission of the Chair.

## **10. Chair of Meeting**

- 10.1 If the Chair or Vice Chair is unavailable another Board Member may exercise any power or duty of the Chair.

## **11. Quorum**

- 11.1 The quorum for meetings of the Board will be five members as set out in BCT Rule D15.
- 11.2 If a quorum is not present the meeting can proceed with the agreement of the Chair but no decisions can be ratified until presented to a future quorate Board meeting. Company Secretary is to ensure that all Board members are aware of the reconvened meeting time and place.

## **12. Duration of Meeting**

- 12.1 Meetings should be for a maximum of two hours. Board members would need to agree that a meeting can run for longer than two hours. Board members and officers should contribute to the achievement of the two-hour objective. If the meeting runs over and it is agreed to adjourn, then remaining business will be dealt with at the next scheduled Board meeting or at a time and date set by the Chair.

## **13. Minutes**

- 13.1 The Board will agree that the minutes of the previous meeting be signed by the Chair as a correct record.
- 13.2 Minutes will record the discussion and debate of all items and record all decisions made by the Board.

## **14. Disturbance**

- 14.1 If anyone interrupts proceedings, the Chair will warn that person. If she/he continues to interrupt, the Chair will order his/her removal from the room.

## **15. Declaration of Interests**

- 15.1 There will be a Register of Member's Interests open to public inspection on request.
- 15.2 When at a meeting of the Board or a Sub-Committee a member has declared a financial interest or a non-financial interest that prevents them from voting and speaking, that member will leave the meeting room at the discretion of the Chair.
- 15.3 All Board Members have a duty to act in the best interests of BCT when they make decisions at Board meetings.
- 15.4 Board Members must not put themselves in a position where there is a conflict between their personal interests and the duty they owe to BCT.
- 15.5 Board Members are expected to abide by BCT's Board Member Code of Conduct including provisions contained within relating to the declaration of interests. If a Board Member does declare an interest this will be recorded in the minutes of the meeting and if appropriate noted in the Register of Member's Interests.
- 15.6 If in doubt, Board Members are expected to declare an interest and not vote on the matter. If necessary the Company Secretary can provide additional advice to Board Members about declarations of interest.

## **16. Access to Information**

- 16.1 These rules apply to all Board and Committee meetings of BCT.
- a. General members of BCT may attend all General Meetings and meetings of the Board and its Committees subject only to the exceptions in these rules.
  - b. BCT will make copies of the Board agendas and non-confidential reports open to the public both on the internet and for inspection at its office at least three clear days before the meeting.

- c. Reports to the Board will list background papers relating to the subject matter of the report. These background papers will be available for public inspection at the BCT office.

## **17. Exclusion of Access to Meetings - Confidential information**

17.1 The Board Members alone, and any relevant supporting officers, will discuss confidential business matters and other members of BCT and the general public will be excluded from these deliberations.

17.2 Confidential information means:

- a. Information given to BCT by another body on terms that forbid its public disclosure or information that cannot be publicly disclosed by a Court Order;
- b. Information relating to a particular employee, former employee or applicant to become an employee of BCT, or a particular office-holder or former office holder or applicant to become an office holder of BCT;
- c. Information relating to any particular occupier, or former occupier of, or applicant for, accommodation managed by BCT, or recipient of services provided by BCT;
- d. Information relating to the financial or business affairs of any particular person or organisation (other than BCT);
- e. The amount of any expenditure proposed to be incurred by BCT under any particular contract for the acquisition of property, the supply of goods or services or the terms or proposed terms of any such contracts;
- f. The identity of BCT as the organisation offering any particular tender for a contract for the supply of goods or services;
- g. Information relating to any consultations or negotiations or other discussions in connection with industrial relations;
- h. Any instructions to counsel and any opinion of counsel (whether or not in connection with any proceedings) and any advice received;
- i. Information obtained or action to be taken in connection with
  - Any legal proceedings by or against BCT; and
  - The determination of any matter affecting BCT;
- j. Any action taken or to be taken in preventing, investigating or prosecuting crime; and
- k. The identity of a protected informant.

17.3 Reports dealing with any of the issues listed above and are therefore to be discussed in "closed" session of the Board will be considered as confidential business and such reports will not be for publication.

## **18. Work Programmes**

18.1 The Chief Executive will produce a work programme outlining the future priorities of the Board and when s/he intends to bring these matters to the Board for consideration. Officers will do the same for Sub-Committees.

## **19. Board Diary**

19.1 The Company Secretary will maintain a diary of all meetings involving Board members throughout the year. Officers wishing to arrange a meeting involving Board members will need to refer the proposed date to the Company Secretary to avoid a clash of dates or an overload of Board Member commitments.

## **20. Board Reports**

20.1 Reports to the Board will:

- a. Identify whether reports are for information or decision;
- b. Identify whether reports are non-confidential or confidential;
- c. Be clear, concise and to the point;
- d. Identify the Officer who will speak about to the report at the meeting;
- e. Identify an officer who can be contacted about additional further information in advance of the meeting;
- f. Be put on the agenda with the approval of the Chair; and

- g. Not be tabled at meetings unless there are exceptional circumstances and that the tabling of such reports is agreed in advance by the Chair.

## **21. Non Attendance**

- 21.1 Members who are unable to attend a Board meeting are expected to notify the Company Secretary as soon as they are aware that they will not be able to attend the meeting. Members who are unable to attend are encouraged to contact the Chief Executive or Company Secretary to make their views known on a particular report in advance of the meeting and to ask that their views are communicated to the meeting.
- 21.2 Board Members must seek permission for any extended absence from Board meetings from the Chair and risk removal from the Board if they are absent from 4 consecutive Board meetings or 60 percent of Board meetings in a 12 month period.
- 22.3 If a Board Member is absent from three consecutive meetings or three in a six month period, this absence will be discussed by the Chair and the Board member concerned.

## **22. Conduct of Business**

- 22.1 The meeting should follow the agenda and discussions will focus on the issues raised in the reports.
- 22.2 At the start of the meeting the Chair will invite any visitors to identify themselves to the meeting.
- 22.3 The Chair will ask if there are “any items to be raised not on the agenda”, which have been communicated in advance to Company Secretary, and will decide whether or not they can be considered within the time available. Board Members should refrain from raising issues of substance in this way.
- 22.4 The role of officers at Board meetings is to support the Board and to assist in the decision-making process. Such contributions are at the invitation of the Chair.
- 22.5 Only one person shall speak at a time and the Chair will indicate the order in which people can contribute. The Chair’s ruling on who may speak and on other “points of order” is final.
- 22.6 The Chair will summarise the decisions of the Board at the end of each item.
- 22.7 Board members will abide by BCT’s agreed Code of Conduct, including respecting the views of others. The Chair can request a member to be silent if she/he is behaving in a manner that is not contributing to effective decision-making.
- 22.8 Board Members should avoid raising issues concerning named individuals.
- 22.9 Where a matter is put to a vote it shall be decided by a majority of votes. Co-optees may act in all respects as a Board member, but they cannot take part in the deliberations nor vote on the election of officers of BCT or any matters directly affecting an individual shareholder.
- 22.10 Each Board Member present shall have one vote, however, in the event of a tied vote, the Chair will have a second and casting vote.
- 22.11 Where a member is proposing to raise a major issue or an issue of sensitivity the member should notify the Chair and the Chief Executive at least 24 hours in advance of the meeting.
- 22.12 The Chairs of Board committees (where present) will be expected to advise the Board at a Board meeting, where necessary, on issues that have been considered in their committees. The Committee Chairs should report to Board annually on the work of the Committee.