



# Standing Orders of the Board

Approved by the Board of the Heritage Council on 25<sup>th</sup> February 2021



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## 1. Introduction

The Heritage Council was established under the Heritage Council Acts 1995 and 2018. The functions of the Heritage Council are clearly stated in these acts. These acts are prescriptive both in terms of the functions of the Heritage Council and in terms of its operations and the structures it is required to put in place to assist it in exercising its functions under the acts. Any prescriptive requirement contained in the Heritage Council Acts 1995 and 2018 and which would normally be considered for inclusion in standing orders is not repeated. Reference is made to the relevant section of the acts.

Section 8 of the schedule of the Heritage Acts 1995 and 2018 stipulates that subject to the provisions of the schedule the Board of the Heritage Council ('the board') may regulate its own procedures and business. These standing orders are in accordance with that provision and other legislation as appropriate.

## 2. Standing orders

These standing orders are in compliance with and additional to the requirements of the Heritage Council Acts 1995 and 2018. They incorporate aspects of the *Code of Practice for the Governance of State Bodies* (2016).

Their purpose is to assist the board in exercising its responsibilities in the most constructive and effective manner.

## 3. Quorum

In accordance with the Heritage Council Acts 1995 and 2018 the quorum for a meeting shall be five members, including the chairperson of the board.

No business will be transacted unless a quorum is present.

Where during a board meeting the chairperson finds the numbers of members in attendance has fallen below a quorum, the business will be suspended at that point.

If a member intends to leave a meeting prior to its completion, they should inform the chairperson.



## 4. Board meeting agenda

The chairperson and the chief executive officer (CEO), having taken account of any suggestions from board members, shall agree the agenda for each board meeting. The agenda will be finalised to allow the papers to be circulated electronically and where necessary in hard copy at least one week in advance of the meeting.

The following items shall be standing items on the agenda:

- Declaration of conflict of interest
- Minutes
- Matters arising
- CEO report
- Strategic update
- Financial report/ARFC report
- Policy issues
- Risk

## 5. Board papers

Board papers are considered by the CEO prior to their inclusion in the board meeting agenda for circulation to the board members.

A board member may also, following consultation with the chairperson, submit a paper for consideration for inclusion on the board meeting agenda. Any such paper must be submitted to the chairperson at least two weeks before the date for circulation of papers to the board.

## 6. Delegation

The board may delegate powers to committees, working groups and staff as it regards necessary. The board shall determine all aspects of any such delegation. Any work carried out under such delegated responsibility will be directly reported to the board.

The board shall have a formal schedule of matters specifically reserved for it for decision to ensure that the direction and control of the state body is firmly in its hands. The reserved functions should be reviewed as required by the board.



## 7. Schedule of meetings

The board shall approve in advance of each calendar year dates of meetings for the following year. These can only be altered with the agreement of a majority of board members.

The board shall hold as many meetings as necessary for the performance of its duties. In exceptional circumstances the chairperson in association with the CEO will have responsibility to vary this schedule.

The chairperson may convene a special meeting of the board where it appears an item requires urgent consideration. The chairperson may call a special meeting if requested to do so by an individual member of the board. The chairperson shall call a special meeting within two weeks of receipt of a written request to do so signed by five members of the board.

## 8. Staff attendance at meetings

Only members of the board have the right to attend board meetings. However, other individuals such as the CEO, heads of service, financial controller, other staff and external advisers may be invited to attend for all or part of any meeting, as and when appropriate.

The chairperson may request the CEO and/or other staff to withdraw from a board meeting or part thereof.

The board should meet at least twice a year without executive members or management present to discuss any matter deemed relevant.

## 9. Order of business

The business of the board shall proceed in accordance with the agenda for that meeting, including items under AOB, unless otherwise directed by the chairperson.

## 10. Chairing of meetings

The chairperson will preside at all board meetings. If the chairperson is absent, members present will proceed in accordance with Section 7 of the schedule of the Heritage Acts 1995 and 2018. Where, at any meeting of the board, the chairperson is not present, or the office of chairperson is vacant, the members of the board who are present shall choose one of their number to be chairperson of the meeting.



In chairing meetings, the chairperson will:

- determine all matters of order, competency and relevancy
- preserve order and ensure that members of the board have sufficient opportunity to express their views on any matter under discussion
- determine in which order members wishing to speak should so do
- where possible facilitate reaching decisions by consensus, in an atmosphere of open debate
- determine whether a conflict of interest requires a member to withdraw
- determine whether a vote is required and how it is to be conducted.

Should a matter relating to the interests of the chairperson be declared, the chairperson should depute another member to chair the meeting and should absent themselves when the board is deciding on a matter in which the chairperson or a person or body connected with the chairperson has an interest.

## 11. Board decisions

Refer to Section 6(iv) of the schedule of the Heritage Acts 1995 and 2018. Decisions of the board will normally be by consensus. A member who leaves a meeting early will be treated as a non-attending member for the purpose of any decision taken after their departure.

Decisions will be taken by vote where:

- the chairperson detects no clear consensus has emerged
- at the chairperson's discretion it is felt a decision should be preceded by a vote where a member requests a vote and this request is supported by three other members in attendance
- in the case of an equal division of votes, the chairperson shall have a second or casting vote.

The minutes will record the outcome of the vote.

Where necessary the board may decide to hold meetings incorporeally. This may be via conference call, electronic circulation, a combination of same or any other communication channels considered appropriate by the board.

In the event of an electronic circulation a deadline will be set. Provided a quorum has been reached and there are no dissenting views the matter shall be deemed to be approved. In the event of opposing views, the chairperson will decide if a decision can be reached with further clarification or whether a formal meeting is required. A minute will be kept and provided to the next meeting of the board.



## 12. Board minutes

Taken in conjunction with the board papers, the minutes should provide a correct record to enable an audit trail of issues discussed and decisions taken. Draft minutes will be proofread by the chairperson and CEO prior to circulation to members. Members may suggest amendments in writing or raise these at the following board meeting. Any matters of dissent will ultimately be decided on by the board. The draft minutes will normally be discussed, amended as necessary and adopted at the meeting immediately following the meeting to which they refer.

## 13. Amendments and suspension of standing orders

Standing orders may be suspended for a stated reason and period of time at a meeting of the board on the basis of a proposer and seconder from the board and with the support of the majority of members present at a meeting.

These standing orders can be amended or revoked by the Heritage Council. Any such amendment or revocation will require the consent of the majority of members present at a meeting.

The Heritage Council will from time to time review its standing orders and their effectiveness in assisting to conduct its business.

## 14. Committees

### 14.1 General

The board may choose to establish committees. The purpose of these committees is to carry out any such functions as the board chooses to delegate to it. Each committee should have its own terms of reference which should be approved by the board. These standing orders shall apply to any committees established by the board.

### 14.2 Chairs

A committee established by the board shall usually be chaired by a member of the board and may include members who are not members of the board. The position of chairperson should be approved by the board. The chairperson shall be appointed for a period not exceeding his/her period of appointment to the board. Committees may appoint a vice-chairperson. A vice chairperson shall usually be a member of the board. In the absence of the chairperson the vice-chairperson will chair a particular meeting. Should in exceptional circumstances the chairperson or vice-chairperson not be available to chair a particular meeting, a committee member may be nominated by the other members present to chair the meeting for that day.



### **14.3 Members**

A member appointed by the board to committees will be appointed for a period not exceeding his/her period of appointment to the board. Board members may attend other committees on occasions where they have an interest in a specified agenda item. They are on such occasions asked to inform the appropriate chairperson of their intention to attend.

### **14.4 Quorum**

Committees require three people, including at least one board member, to form a quorum. However, should a quorum not be met, it is possible to record discussions which take place for validation at the next meeting of the full committee.

### **14.5 Co-option**

Committees may include members who are not members of the board. External members of committees shall be approved by the board. External members will be appointed for a period to be determined by the board.

### **14.6 Minutes**

A minute of each committee meeting must be taken which records the decisions taken by the committee. A standard format for agendas, minutes and papers to committees has been agreed. Because of the cycle of committee and board meetings it will be normal for the minutes to be circulated in draft form to the board prior to the next committee meeting. At this next committee meeting the minutes must be agreed by the committee and signed and dated by the chairperson.

### **14.7 Agendas and other documentation**

The agenda, minutes and information on agenda items will be circulated in advance to committees. Items may not be tabled on the day of a meeting unless previously agreed with the chairperson of the committee in question.

### **14.8 Declarations of interest**

The conflict of interest policy will apply to any external members appointed to a committee. Should a member be involved in any way (personal or professional) with an item on the agenda:

- this declaration must be stated at the meeting
- the member will not take part in any of the discussion or the decision-making process
- the member will leave the room during discussion of the item.





#### **14.9 Reference to particular committee members**

Should a member be approached by a member of the public on a particular issue, the member should refer that individual to the relevant professional officer, either in writing or by telephone.

#### **14.10 Representation on behalf of a committee**

When a board or committee member is nominated to represent the board on any other body, this nomination will be recommended to the board for approval.

Where a board or committee member is asked by the committee to attend a particular meeting or event, a report of the meeting or event will be provided at the next committee or board meeting.

#### **14.11 Canvassing**

Members are reminded that canvassing on behalf of a grant application will automatically disqualify. This applies equally to individuals petitioning board members, or board/committee members petitioning a committee.

#### **Note on terminology**

‘Board member’ refers to an individual appointed to the Heritage Council.

‘Committee member’ refers to an individual appointed to a specific committee of the Heritage Council.