



APPENDIX B

ILEX Professional Standards Ltd

Conduct and Administration of Meetings (Standing Orders)

Board Meetings

1. Board meetings are held at regular intervals with the time and place determined by the Board, and confirmed at each preceding meeting of the Board.
2. A calendar of Board and Committee meetings will be drafted before each calendar year for the following year's business for approval during autumn.
3. Additional meetings may be held at such time and place as may be determined by the Board.
4. At each meeting of the Board the minutes of the last meeting shall, if available, be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting. Minutes of the previous meeting will always be taken as an agenda item at scheduled meetings of the Board.
5. The agenda and papers for each meeting will normally be despatched to Board Members no later than six days before the meeting. Late papers shall be sent only in exceptional circumstances, and shall be considered only with the consent of the Chair.
6. At a meeting, the Chair shall preside. If the Chair is absent, the Committee members in attendance shall choose one of their number to preside for that meeting.

Power to call Meetings

7. Any quorate group of Board Members can declare itself a Board meeting. However, other than in exceptional circumstances, Board Members will request additional meetings of the Board at any time through the Chair. The Chair and Secretariat will use best endeavours to arrange, within ten working days of such a request, a quorate meeting that the maximum possible number of Board members can attend.

Notice of Meeting

8. Once a meeting has been scheduled, a notice of the meeting, specifying the business proposed to be transacted, shall be delivered to every Board Member, or sent by post to the usual place of residence of each Member or to such other address as may be specified by the Member. This notice will be available to Board Members at least six clear days before the meeting; or if the meeting is called at short notice, then as early as possible before the meeting which, except in exceptional circumstances, should be at least 48 hours of notice must be given of a meeting.
9. An accidental omission to serve such notice on any Member shall not affect the validity of the meeting.

Quorum for meetings

10. The memorandum and articles of association of IPS Ltd identify that a quorum is 2 Board Members. Other than in exceptional circumstances to be agreed by the Chair, the Chief Executive should ensure that a minimum of 3 Board Members are present at each meeting, with at least one of these being an Independent Member and one a Professional Member.
11. There is the presumption that members will make best efforts to be physically present at meetings, but the Chair may agree to a particular meeting being conducted by video or telephone conferencing if a Board Member requests it in advance. For the avoidance of doubt, the presence of a Board Member by telephone or video conference constitutes attendance at the meeting, and, therefore, counts towards the quorum.
12. The rules on the quorum apply throughout the meeting, for example when the numbers present change as a result of members arriving late, leaving early or declaring an interest. The Secretary shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting is at risk of becoming inquorate, the Secretary shall immediately inform the Chair.
13. Whilst it is possible for an inquorate meeting to continue in respect of items purely for discussion, it does not constitute a meeting of the Board and no business decisions can be taken by an inquorate meeting. Specifically, Board Members cannot, when inquorate, exercise statutory discretion. Nor do the opinions expressed or conclusions reached, by an inquorate meeting, constitute those of the Board.

Resolutions

14. Decisions of the Board shall be taken and recorded in the Minutes of that meeting.
15. The Board will normally reach decisions by consensus. However, if any resolution or other question is put to the vote at a meeting, it shall be determined by a majority of the votes of the Members present and voting on the question, and shall be decided on a show of hands.
16. In the case of equality of votes, there is no casting vote.

17. Any member may require their vote, or the fact of their abstention, to be recorded in the minutes of a meeting. However, a declaration by the person presiding at the meeting that a resolution has been carried or not, and an entry to that effect made in the minutes of a meeting, shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of, or against, the resolution.
18. A resolution (i.e. any formal decision by the Board) may be rescinded or varied at any subsequent meeting of the Board. However, where possible this will not be done unless its reconsideration appears on the agenda for that meeting. A resolution should not normally be overturned or varied, for instance, simply as part of discussions of matters arising from previous minutes. The subject matter must appear as a substantive item on the agenda, including the fact that there is a proposal to vary or rescind a previous decision and the reasons for that proposal.

Register of Attendance

19. The names of the person presiding and other Members present at a meeting shall be recorded. Members attending by video or telephone link will be identified as such.

Minutes

20. The minutes of the proceedings of each meeting shall be drawn up and submitted for agreement at the next ensuing meeting of the Board where, if affirmed as a correct record, they will be signed off by the person presiding at the meeting. If, exceptionally, no staff member is available to take a note of the meeting, one of the Board Members present shall be nominated to take a minute of the meeting and it will be supplied to the Secretary of the Board to be held as part of the record.

Briefing papers between meetings

21. The Executive will send update briefings to Board Members, in the format of Agenda Papers and with the appropriate Item Number, as necessary between meetings. Wherever possible, no more than one briefing by correspondence will occur between any two meeting dates.

Agreement by correspondence

22. It may be necessary for the Board, between meetings, to agree items by correspondence. This procedure will be adopted only in exceptional circumstances when necessary and with the prior approval of the Chair on behalf of the Board. The procedure will be as follows:
 - If there is an issue requiring the Board's support/agreement, Board Members will be asked to sign and date a declaration, **if** they are in agreement with the recommendation.

- If there is more than one option/recommendation, the Board shall be asked to choose the preferred option and sign and date a declaration confirming this.
23. Exceptional circumstances will be matters that are judged by the Chair and Chief Executive as too urgent to await the next Board Meeting.
 24. The Secretary to the Board will keep a full record of any items agreed by correspondence and these will be confirmed and minuted in the next meeting of the Board.

Handling conflicts of interest

25. The Chair, and other Board Members, should declare any personal or business interests that may conflict, or give the appearance that they may conflict, with their responsibilities as Board Members. The guidance that follows is intended to ensure that such conflicts are identified at any early stage so that appropriate action can be taken to resolve them. It is also intended to ensure that Board Members do not profit personally from the position of Board Member, including using for personal gain information or opportunities obtained as a result of being a Board Member. Board Members are required to keep a Register of Interests and to register any gifts and hospitality. Guidance on gifts and hospitality forms part of the Code of Practice.
26. For the avoidance of doubt, the inclusion of an Interest on the Register does not remove the requirement for it to be declared at a meeting.

Declarations of interest

27. Board Members should not participate in the discussion or determination of matters in which they have a direct pecuniary interest, which is particular to them, ie, Professional Members may take part in debates and decisions relating to general ILEX matters, such as subscription rates, without declaring an interest or leaving the Board meeting.
28. When an interest is not of a direct pecuniary kind, Board Members should decide whether consideration in the discussion or determination of a matter would suggest a real danger of bias. This should be interpreted in the sense that Board Members might unwittingly or otherwise unfairly regard with favour, or disfavour, the case of a party to the matter under consideration.
29. In considering whether a real danger of bias exists in relation to a particular decision, Board Members should take into account:
 - whether they, a close family member, or person living in the same household, or a firm, business or other organisation with which the Board Member is connected, are likely to be affected by more than the generality of those affected by the decision in question.
 - whether they, a close family member, or person living in the same household, or a firm, business or other organisation with which the Board

Member is connected, has an involvement with the decision in another capacity which might prejudice, or be perceived to prejudice, the decision making.

30. When a Board Member personally benefits, in a similar capacity to any other member of the public, from something that is being discussed, there will not normally be a need to declare an interest. However, there may be occasional circumstances where a Board Member feels that there is a danger of perceived bias in their decision-making and, therefore, may choose to declare an interest.
31. On receipt of an agenda and papers for a meeting, Board Members should alert the Chair to any items where they are considering declaring an interest, in order to resolve any uncertainties in advance. This enables staff to establish if the scheduled meeting is likely to become inquorate during its course.
32. At the start of each Board and Committee meeting, Board Members will be asked to declare any interests. This will be a regular, standing item on the agenda for each meeting.
33. In the meeting, Board Members should declare any interests as soon as possible after the meeting begins. Where Board Members do not participate in the discussion or determination of a matter, they should normally withdraw from the Board meeting at all points in the meeting where that matter is discussed. This is because the continued presence of someone who has declared an interest might be thought likely to influence the judgement of the other Board Members present.
34. Where Board Members sit on a committee, the same procedures apply where the committee is being asked for advice prior to a decision being taken by the Board. If a Board Member would expect to declare an interest when an item is presented to the Board for decision, they should declare that same interest when the same item comes to committee for advice.

Conduct of Committee Meetings

35. The Board may establish any committee or working party for any such purpose as it considers appropriate and determine the powers, terms of reference and timescale of any such committee or working party.
36. Committees must include at least one member or employee of the Board, but may also include persons who are neither members nor employees. The conduct of committee meetings will be regulated in the same manner as Board Meetings.

Minuting Policy

37. In the interests of transparency, IPS formally present its approved minutes to the ILEX Council, will publish the approved minutes on the website and will make copies available to enquirers.

Register of Decision items/Board and Committee Meeting follow up

38. IPS keeps a Register of Decision Items for each Board and Committee meeting. The Register is updated after each meeting and it is a useful reference document to accompany the full minutes of Board and Committee meetings. If any Board/Committee member wishes to have a copy of the most up to date register, they can obtain this from the Secretary to the Board.
39. Each set of minutes has an action sheet appended. The action sheet reflects agreed actions from that meeting and the required follow up.

Public access to IPS information

40. IPS does not operate within the auspices of the Freedom of Information Act.

Claiming of Expenses

41. Members of the Board are entitled to claim expenses incurred in respect of carrying out Board business. Expenses that are incurred should be appropriate and value for money and detailed guidance is provided in the ILEX's Financial and Administrative Procedures. All claims should be submitted on a claim form and supported by receipts. In the exceptional circumstances where a receipt is not available, full details in respect of the expense should be provided. Claims should normally be submitted on a monthly basis and a claim will not be paid if it is submitted more than three months after it has been incurred. Claims will be settled by BACs transfer into the Board Member's bank account.

Gifts and Hospitality Register

42. The upper limit on the value of gifts, which may be accepted by staff or members of the Board, is set at £25. Board Members should normally refuse to accept any gift offered to them personally unless it is of negligible value or is a promotional item of a value under the £25 ceiling. Presentational items may be accepted by the Chief Executive who will keep a register of such gifts and ensure that they are displayed or used appropriately by IPS/ILEX.
43. Board Members should accept offers of hospitality only if there is a genuine benefit to the IPS, through the opportunity to impart or receive information or to represent the IPS in the community, or where a meal is in the nature of a working lunch or representational dinner. All hospitality received should be notified to the Chief Executive, who will enter it in a register.
44. If a Board member has any doubt about the propriety of accepting a gift or an invitation, they should consult the Chair.
45. The Register of Gifts and Hospitality is open to public inspection.

Approved by the Board: 13 December 2010

For review: December 2011