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## **JNCC SUPPORT CO**

### **STANDING ORDERS FOR MEETINGS OF THE JNCC SUPPORT CO. BOARD**

#### **Paper by Sue McQueen**

#### **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 which will usually take place in Peterborough. The summer meeting will be hosted by each of the country agencies in turn.
- 1.3 In accordance with Article 7, the company must hold a general meeting in each calendar year as its AGM and this will normally be incorporated with the summer meeting.

#### **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 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 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 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 funding via the company or which stood to benefit by a particular course of action which might be taken by the Board.
- 2.3 In any case of doubt, the Board member should openly declare the possibility of an interest, whether direct or indirect, 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. The Chairman will rule on whether any indirect interest is

such as to prevent the member participating in discussion or determination of the matter.

- 2.4 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.
- 2.5 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 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 board of management or other controlling body, if that body might receive funding via the company or where the family member(s) might be involved in promoting such other organisation, or other significant dealings;
  - iii. maintaining the confidentiality of confidential Board 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 in line with current legal and government advice).
- 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 only in accordance with the conditions set out in relevant legislation and government guidance<sup>1</sup>. Guidance on confidentiality of Board business (revised May 2005) is published on the JNCC website and is attached (Annex A).

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<sup>1</sup> e.g. Official Secrets Acts; Environmental Information Regulations 2005; Data Protection Act 1994; Copyright Acts; Public Records Acts; the Code of Practice on Access to Government Information 1994; Freedom of Information Act 2000.

- 4.2 The agenda and supporting papers for Board meetings, including unconfirmed minutes of the previous meeting, will be dispatched to the receiving address of each Board member at least seven working days prior to the Board meeting. Papers circulated subsequent to the normal issue of papers for the meeting will be identified as such. Papers may require the Board to make decisions or be for discussion or information only.
- 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 be made available at least seven 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. Until they have been considered and, if appropriate, approved by the Board, papers are subject to amendment and should not be assumed to represent the views of the Board or of any of its members.

## **5. Order of business**

- 5.1 Business at Board shall normally include items *inter alia*:
- a. to record the names of members attending the meeting;
  - b. to receive apologies for absence;
  - c. to receive any declaration of interest for specific items of which any member or officer is aware;
  - d. to consider matters brought forward at the direction of Chairman or members of Board;
  - e. to consider matters arising;
  - f. 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;
  - g. to consider any other business;
  - h. to confirm the venue, date and time of the next meeting.

## **6. Decision making procedures**

- 6.1 Where agreement cannot be reached by consensus, a vote will be taken on recommendations to the Board, in accordance with Article 30.
- 6.2 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.

- 6.3 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.

## **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 the Board.
- 7.2 Draft minutes shall be circulated to all members within 10 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 and Managing Director will arbitrate over matters of dissent. 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.

## **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 at 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 Board's duty to safeguard the public interest as set out in the Freedom of Information Act 2000 and other relevant legislation and/or government advice. 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 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.

**9. Role and responsibilities of other staff of the company and guests, in respect of meetings of the Board**

9.1 Other staff 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 the Board on matters to enable the Board to reach decisions;
- ii. to provide guidance on issues under discussion.

**10. Suspension and amendment of Standing Orders**

10.1 These Standing Orders may not be suspended, amended or added to except by a decision of Board at a meeting in which at least three-quarters of the Board participate.

10.2 Notwithstanding this provision, 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.

**ANNEX A**

**JNCC GUIDANCE ON CONFIDENTIALITY OF PAPERS RELATING TO MEETINGS OF THE BOARD**

**Revised May 2005**

1. The Board intends that as much as possible of its business shall be open to public scrutiny.
2. Most information can be freely disclosed, subject to the conditions set out in relevant legislation and government guidance (e.g. Official Secrets Acts 1911, 1989; Freedom of Information Act 2000; Environmental Information Regulations 2005; Data Protection Act 1994; Copyright Acts; Public Records Acts; and the Code of Practice on Access to Government Information 1994).
3. Papers written for consideration at meetings of the Board may be discussed in the presence of members of the public and will be published, with their associated minutes, unless classified as confidential. It should be made clear however that confidential papers can be requested by others and their disclosure would require a specific public interest test.
4. Only information of types listed in paragraphs 1–3 of the attached Criteria may (although not necessarily will) be classified as confidential. Chairman may decide, having regard to the public interest as required under the Freedom of Information Act, that a confidential classification should not be applied.
5. Authors of papers that need to include information of the types described in paragraphs 2 and 3 of the Criteria should endeavour to obtain permission to publish from any third party involved and/or legal advice that doing so would not break the law before submitting the paper to the Board. If permission is not obtained in writing and/or legal advice recommends non-disclosure, the paper must be classified as confidential and must not be disclosed to the public or discussed in their presence.
6. Authors of papers that need to include information of the types described in paragraphs 1-3 should agree with the Managing Director the status of the paper and explain the reason for the inclusion of any confidential information in the cover note.
7. If confidential information is essential to the purport of the paper and cannot be entirely excluded, it should, where possible, be mentioned only in a separate, confidential, cover note so that the paper itself need not be confidential.
8. If confidential information cannot be mentioned separately from the rest of the paper without the paper becoming too opaque to be understood, the whole paper must be classified as confidential and must not be disclosed to the public or discussed in their presence.
9. Chairman may decide, before or during a Board meeting, that discussion of a paper not classified as confidential is likely to breach guidance or legislation on confidentiality and defer further discussion to a session to which the public is not admitted.
10. Minutes of confidential items will also be confidential.

## **CRITERIA FOR DETERMINING CONFIDENTIALITY OF JNCC BUSINESS**

**Revised May 2005**

**1. Never disclose information:**

1.1 whose publication is prohibited by statute, e.g. the Official Secrets Acts, the Data Protection Act 1994, Copyright Acts, Public Records Acts.

**2. Disclose information only with permission from third party and legal advice:**

2.1 relating to legal proceedings (e.g. Public Inquiries), where it is not already in the public domain;

2.2 whose disclosure could endanger the life or physical safety of any person.

**3. Disclose information after making a public interest judgement:**

3.1 relating to individual(s) (e.g. where publication would breach personal privacy rights);

3.2 received by the JNCC in confidence;

3.3 commercial-in-confidence and contractual information;

3.4 whose disclosure would pre-empt its imminent publication by another party in some other form;

3.5 constituting advice given in confidence to the UK Government or devolved administrations;

3.6 whose disclosure would increase the likelihood of damage to the environment but whose disclosure would nevertheless be in the overwhelming public interest.

**4. Papers should be written to be read by the general public. All papers should be:**

- factual
- succinct
- clear and self-explanatory
- impersonal and dispassionate
- free of jargon and/or abbreviations.

**5. For further advice, please contact the JNCC's Business Unit.**