

Arts Council of Northern Ireland

Standing Orders

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Introduction

These Standing Orders set out the way in which the Board of the Arts Council of Northern Ireland has agreed to conduct the business of the Arts Council. They have been developed within the context of the Management Statement and Financial Memorandum (MSFM) issued by the Department in July 2013. They also make a commitment to uphold the seven principles of public life (Committee on Standards in Public Life (Nolan: First Report. May 1995) set out below. The Standing Orders will be kept under regular review.

The Chair will be the final authority on the interpretation of these Standing Orders

Papers Referenced

Conflict of Interests Policy

Corporate Governance in Central Government Departments: Code of good practice NI DAO 06/13

Disciplinary Policy

Freedom of Information Policy/Information and IT Security Policy

Grievance Policy

Gifts and Hospitality Policy

Equal Opportunities Policy

Five Year Strategic Plan

NDPB Accounting Officer Memorandum

Management Statement & Financial Memorandum (2013)

Policy on Co-opting Committee Members

Recruitment & Selection Policy

Guidance on Reimbursement of Board Members' Expenses and Attendance at Events

Schedule of Matters Reserved to the Board and Scheme of Delegation

Induction materials for new Board members

Terms of Reference for Board Committees

Terminology

Unless otherwise stated:

- a) **'the Assembly'** means the Northern Ireland Assembly
- b) **'the Department' or 'DfC'** means the parent department; currently Department for Communities
- c) **'Parliament'** means the Parliament at Westminster
- d) **'CAL'** means the Committee of the Department for Communities
- e) **'DCMS'** means the Department of Culture, Media and Sport
- f) **'DoF'** means the Department of Finance
- g) **'Board'** means the Board of the Arts Council
- h) **'Council'** means the Arts Council of Northern Ireland
- i) **'ACNI'** means The Arts Council of Northern Ireland
- j) **'Chair'** means Chair of the Board
- k) **'NDPB'** means Non-Departmental Public Bodies
- l) **'NLDF' means** National Lottery Distribution Fund
- m) **'NICS' means** Northern Ireland Civil Service
- n) **'MSFM'** means Management Statement and Financial Memorandum
- o) **'Ministerial appointment'** means DfC Minister in the Northern Ireland Assembly
- p) All references in these Standing Orders to the feminine gender will be equally applicable to the masculine gender.

The Seven Principles of Public Life

Selflessness

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merits.

Accountability

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

Leadership

Holders of public office should promote and support these principles by leadership and example.

Constitution and Membership

Constitution

The Arts Council of Northern Ireland is committed to the highest standards of public sector corporate governance.

The Board is the source of all authority for action undertaken by the Arts Council of Northern Ireland. This is based on a number of statutory and other instruments:

- The Arts Council (Northern Ireland) Order 1995;
- The National Lottery etc Act 1993 as amended by the National Lottery Act 1998;
- The Management Statement and Financial Memorandum is a governance document developed by the parent department following consultation with the Arts Council. It is signed off by the Accounting Officers of the parent department and the Arts Council.
- Regulatory documents issued periodically by the Department of Finance.

Membership

The Chair and Board members of the Arts Council are appointed by the Minister for the parent department. Appointments are made in accordance with the Code of Practice issued by the Commissioner of Public Appointments in Northern Ireland.

In accordance with the Management Statement and Financial Memorandum issued by the parent department, the Board of the Arts Council of Northern Ireland will have up to fifteen members by public appointment.

The appointment of the Chief Executive and the other executive Directors will be in accordance with the MSFM.

Standing Order 1 Public Service Values

1 The Board will at all times:

- a)** observe the highest standards of impartiality, integrity, and objectivity in relation to the stewardship of public funds and governance as set out in the Seven Principles of Public Life;
- b)** in accordance with Government policy on openness be accountable to, and comply with, all requests for information from the Northern Ireland Assembly and the Westminster Parliament.
and to all reasonable requests from the users of services and individual citizens;
- c)** underpin its stewardship of public funds through objective setting and key performance target monitoring;
- d)** maximise value for money through ensuring that services are delivered in the most efficient and effective way, within available resources; and with independent validation of performance achieved wherever practicable. Value for money is not necessarily the lowest price. It is the optimum combination of whole life costs and quality to meet the user's requirement.

Standing Order 2 Annual Reports and Accounts

- 1** As part of its responsibilities for the stewardship of public funds, the Board must ensure that it includes a full statement of the use of such resources in its Annual Reports and Accounts to be laid before the NI Assembly and Westminster, following Ministerial approval. Such accounts will be prepared in accordance with the Accounts Direction and such other guidance as may be issued, from time to time, by the parent department and the Department of Finance (DoF).
- 2** The annual accounts shall give a true and fair view of the income and expenditure and cash flows of Arts Council of Northern Ireland (ACNI), in respect of its National Lottery distribution activities, for the financial year, and the state of affairs at the year end. Subject to this requirement, ACNI shall prepare accounts for the financial year ended 31 March XXXX, and subsequent financial years in accordance with:
 - a)** the version of the Government Financial Reporting Manual (FreM) which is in force for the financial year for which accounts are being prepared;
 - b)** other guidance which the HM Treasury (HMT)/DoF may issue from time to time in respect of Accounts which are required to give a true and fair view;
 - c)** any other specific disclosures required by the Department or the Secretary of State;except where agreed otherwise with HMT, in which case the exception shall be described in the Notes to the accounts.
- 3** The Annual Reports must provide a full description of the Council's activities; state the extent to which key strategic objectives and agreed financial and other performances targets have been met; list the names of the current members of the Board and senior staff; and provide details of remuneration of members and senior staff.

Standing Order 3 Role of the Chair

Reference MSFM section 3.5

Standing Order 4 The Role of the Accounting Officer

- 1** The Chief Executive will be designated as the Council's Accounting Officer. This role carries with it personal responsibility to ensure that appropriate advice is given to the Board on all matters relating to financial propriety and regularity, for the keeping of proper accounts and for the efficient and effective use of resources. The Accounting Officer is liable to be examined on these matters by the Committee of Public Accounts of the House of Commons and the Public Accounts Committee of the Northern Ireland Assembly.
- 2** More detailed guidance on the role of an Accounting Officer is set out in the Non-Departmental Public Body (NDPB) Accounting Officer Memorandum and in the Management Statement and Financial Memorandum (MSFM section 3.6- 3.10) issued by the parent department. All members must receive a copy of this document at induction.
- 3** The Chief Executive will also be the main point of contact between the Council and the Department on day-to-day matters. Other members of staff may also be authorised by the Chief Executive to act on behalf of the Council.

Standing Order 5 Responsibilities of Members

Reference MSFM section 3.4

Standing Order 6 Gifts and Hospitality/Events Attended

- 1** The Council maintains an electronic Register of Gifts, Hospitality and Events Attended which will be available on the Council's website. It is the responsibility of individual members to pass the information on gifts/hospitality received/provided and events attended to the Executive Assistant to the Board for inclusion in the register held on the Council's website.
- 2** Members must at no time actively seek to acquire complimentary tickets for Council subsidised events but may accept if these are freely offered. Where attendance at an event forms part of the responsibility of the member the cost of one ticket per event and other expenses associated with attendance will be reimbursed by the Council, when recorded in the Council's register.
- 3** No member may accept directly or indirectly any gift, reward, payment, bonus, commission, discount, service, or other benefit from any member of the public or organisation with whom they are brought into contact by reason of their membership of the Board. Guidance on the acceptance/provision of gifts/hospitality is set out in the Council's Gifts & Hospitality Policy. *[see Gifts & Hospitality Policy]*

Standing Order 7 Suspension and Disqualification of Members

- 1** Any member disregarding the authority of the Chair or who obstructs the meeting or conducts himself offensively shall be suspended for the remainder of the meeting if a motion (which shall be determined without discussion) for his/her suspension is carried.

- 2 Any member so suspended shall forthwith leave the meeting and shall not, without the consent of the meeting, return.

Standing Order 8 Committee to Investigate a Complaint or Breach of Statutory Requirements involving a Board member

- 1 Where, in the case of a Board member, disciplinary investigation becomes necessary, after consultation with the parent department, the Board will set up a short-term committee to conduct a preliminary investigation which will be chaired by the Chair of the Audit and Risk Committee or a nominated deputy.
- 2 The Committee will, in due course, reach conclusions and make recommendations accordingly to the Board Chair.

Standing Order 9 Conflicts of Interest

- 1 The Board is committed to preventing situations in which reasonable suspicion of bias might be aroused in the minds of the public, or any section of the public and individual members must undertake their role with utmost integrity. Detailed guidance on the declaration of interests is set out in the Council's Conflict of Interests Policy. [*see Conflict of Interest Policy*]

Standing Order 10 Confidentiality

- 1 Members will treat as strictly confidential all matters discussed at meetings and all relevant documents where appropriate. This is not a case of imposing secrecy for its own sake but is essential if the atmosphere of mutual trust between the Council and its clients and the Board and the executive is to be preserved.
- 2 Whether or not individual papers are marked confidential, all papers prepared for discussion or consideration remain the property of the Council and may not be made available to third parties in compliance with Freedom of Information legislation. [*see Freedom of Information Policy/Data Protection and IT Security Policy*].
- 3 No statement should be made to the press or media, or any letter written to a newspaper on a subject connected with the business of the Council from a member without prior approval of the Chair and Chief Executive.
- 4 Individual members are responsible for the disposal of their papers in an appropriate manner. Alternatively, they may leave them with an Officer at the Arts Council for disposal.

Standing Order 11 Conduct of Meetings

- 1 The Chair may call a Board Meeting at any time. Meetings of the Board will normally be held monthly throughout the year, generally at ACNI headquarters.
- 2 The Chair, or in her/his absence the Vice Chair may at any time alter the time and/or place already decided upon for a particular meeting.
- 3 On agreement by the Chair, or in his absence the Vice Chair, the place of the meeting may be a virtual location by video conference.

- 4 The convening of an extraordinary meeting with an agenda specific item may be arranged at any time by a written requisition signed by six members of the Board specifying the nature of the business desired to be transacted at such a meeting.
- 5 The Board may meet outside Arts Council Headquarters.

Standing Order 12 Notice of Meetings and Agenda

- 1 A draft agenda will be forwarded to the Chair for final agreement before printing and circulation.
- 2 Paperwork will be circulated to every member of the Board at least seven clear days before a meeting of the Board. This will include a copy of:
 - a notice convening the meeting giving time and place;
 - b statement of the business to be transacted at the meeting i.e., the Agenda;
 - c all reports and other documents referred to, or to be read with, the Agenda.
- 3 However it should be noted that:
 - a the validity of any meeting will not be affected should any member not receive the notice issued convening the meeting, and
 - b in exceptional circumstances where a report or document cannot be circulated with the Agenda for good reason, it may nevertheless be considered with the approval of the Chair.
- 4 Discussion of any other business not included in the Agenda, will be at the discretion of Chair.
- 5 The order of business at every meeting of the Board will be to:
 - a approve as a correct record and sign the Minutes of the last meeting of the Board;
 - b dispose of business (if any) remaining or arising from the last meeting;
 - c deal with any business expressly required by the Statute to be done;
 - d deal with any other business subject to the provisions of paragraph two.
- 6 The foregoing order of business may be varied at the Chair's discretion.
- 7 Notice giving the date, time, and venue of a meeting of the Board along with the agenda to be discussed will be placed on the Council's website in advance of the meeting.

Standing Order 13 Chair of Meetings

- 1 In the absence of the Chair, and the Vice Chair, one of the Committee Chairs will preside over the meeting of the Board. Any power or duty assigned to the Chair in relation to the conduct of a meeting may be exercised by the person presiding at the meeting.
- 2 The Board may adjourn any meeting to any other time and/or place with the majority agreement of members present.

Standing Order 14 Quorum

- 1 The Quorum of the Board will be a majority of the Board members. Generally, quorum will be Board members physically in attendance. On agreement with the Chair, Board members may attend remotely (e.g., audio conferencing or video conferencing). Board members attending physically and remotely will be deemed "present" at the meeting and part of the quorum.

- 2 Where there is no quorum, the meeting may proceed to deal with the urgent business. Items requiring approval can be discussed at the Chair's discretion and with subsequent referral to members not present for majority approval. The urgent business transacted will be confirmed at the next meeting of the Board.
- 3 Individual Terms of Reference outline the quorum required for each committee. *[See Terms of Reference for Board Committees]*

Standing Order 15 Urgent Decisions

- 1 The Chair may authorise urgent action in respect of a matter on behalf of the Arts Council which would normally have been considered by the Board. Such action will be reported and agreed at the next meeting of the Arts Council Board.
- 2 The Chief Executive is empowered to take urgent action on behalf of the Board in matters which would normally have been considered by the Board itself, but where no meeting of the Board is available for that purpose. On all such occasions the Chief Executive shall consult first with the Chair or in his absence the Vice Chair, before taking action and shall seek endorsement of the action at the next Board meeting.
- 3 Email approval for non-delegated grants: On an exceptional basis email approval may be sought for a decision. Approval will be a majority of members. Any decision made will be subsequently reported to the following Board meeting and recorded in the minutes.

Standing Order 16 Voting

- 1 Normally decisions will be reached by consensus.
- 2 In exceptional circumstances any member may require that voting will take place. In this case every question will (except where otherwise required by statutory enactment or otherwise provided in these Orders) be determined by a majority of the members present.
- 3 The person presiding at the meeting may use a second or casting vote in cases of equality.
- 4 The votes shall be taken by a show of hands.
- 5 On the request of any member and with the support of at least two thirds of the members present, a record will be made of how each member voted and of abstentions made.

Standing Order 17 Minutes of Meetings

- 1 Minutes of the proceedings of each Board meeting will be drawn up and, an 'unconfirmed' copy will be agreed with the Chair.
- 2 The unconfirmed copy of the minutes will be submitted to the next ensuing meeting of the Board where it will be taken as read and then approved with or without amendment. No discussion will be allowed on the Minutes except as to their accuracy and the Minutes so approved will then be deemed to be a true record of the proceedings to which they relate and subsequently posted on the Council's website.
- 3 Once approved a copy of the Board minute will be forwarded to the parent department.

- 4 Minutes of Committee meetings agreed by Committee Chairs will be circulated to Committee members as soon as possible after the meeting. Committee minutes can be subsequently reported to the following Board meeting and recorded in the minutes.
- 5 In compliance with Freedom of Information legislation all minutes of Board meetings are freely available and will be posted on the Arts Council website at the earliest possible moment after the meeting.
- 6 Unconfirmed minutes of Audit and Risk Committee meetings will be forwarded to the parent department once agreed by the Chair of the Committee and where possible within 15 days of the meeting. Other Committee minutes will be sent to the parent department along with Board papers.

Standing Order 18 Record of Attendance

- 1 The names of members and officials present at a meeting of the Board shall be duly recorded in the Minute of the meeting. The Minute will also indicate late arrivals, early departures, and apologies.
- 2 The record of attendance will be published in the Governance Statement within the Annual Report.

Standing Order 19 Appointment of Co-opted Members

- 1 It is the responsibility of the Committee Chair to identify the need for additional advisory expertise and, in consultation with the Chair of the Board and the Chief Executive to select appropriate expertise.
- 2 An appointment committee will be set up and will include the Committee Chair, the Chair of the Board and either the Chief Executive or a relevant Director. A further Board member or independent member may also be added where required.
- 3 This Committee will determine the process to be used and operate that process to identify a candidate to recommend to the full Board.
- 4 The appointment will be made by the full Board which will take account of the recommendations of the Committee [*See Policy on Co-opting Committee Members*]
- 5 Committee members will receive a formal letter of appointment.

Standing Order 20 Board Delegation

- 1 Members normally serve on a voluntary basis. To the extent permitted by the originating legislation under which the Board is established, responsibility for day-to-day management matters should be delegated to staff within a clearly understood framework of strategic control. Powers reserved to the Board are outlined in the Schedule of Matters Reserved for the Board and the extent and nature of matters delegated to Board Committees and the Chief Executive are detailed in the Scheme of Delegation. [*see Schedule of Reserved Matter and Scheme of Delegation*]
- 2 The Board has established four Committees to advise on specific aspects of its decision making. The Grants and Remuneration and Staffing Committees have specific delegated decision-making powers. The Committee structure and Terms of Reference of Committees

are an important part of the Board's accountability processes and any changes require Board approval. They will be reviewed as part of the annual Board effectiveness evaluation.

Board Committees are:

a) Audit and Risk Committee - will meet at least four times a year.

The Board must appoint an Audit and Risk Committee to provide an independent and objective review of the effectiveness of the Arts Council's internal control systems, the financial information used by the Chief Executive as Accounting Officer, the Board and compliance with law, DoF guidance, the parent department guidance, Codes of Conduct, financial procedures, and the Arts Council Standing Orders. *[see Full Terms of Reference]*

b) Remuneration and Staffing Committee – will meet as required.

If required by the Chair of the Board, the Remuneration and Staffing Committee will assess and agree targets, standards of performance, goals and objectives in respect of the Chief Executive; and monitor the performance within the terms and conditions of the contract of employment. The Committee also considers staffing matters. *[see Full Terms of Reference]*

c) Finance and Capital Committee – will meet as required.

The Finance and Capital Committee will review the detailed information relating to the budget and financial resources including the income and expenditure accounts, cash flow statements for both exchequer and lottery funding. It will monitor financial expenditure against targets set throughout the year and make recommendations as necessary. It will also review the programmes, policies and procedures relating to the payment of capital grants and, where appropriate, propose changes to the above for Council's approval. *[see Full Terms of Reference]*

d) Grants Committee – will meet when required at least two times a year.

The Grants Committee will review the programmes, policies and procedures relating to the payment of Exchequer and Lottery grants, and where appropriate, propose changes to the above for approval by the Board. It is also empowered to take decisions on grant aid within specific delegated financial limits set by the Board. *[see Full Terms of Reference]*

Standing Order 21 The Board as Employer

1 The Board must ensure that:

- a)** it complies with all relevant legislation, particularly with reference to the Staff Handbook and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by public bodies. The Board must require that the Chief Executive ensures that all staff are familiar with the Council's main aims and objectives.
- b)** the Council adopts management practices which use resources in the most economical, efficient, and effective manner:
- c)** members, and Council employees, have access to expert advice and suitable training opportunities which they may require in order to exercise their responsibilities effectively.
- d)** Council rules for the recruitment and management of staff provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff.

Standing Order 22 Employment

- 1 Any member having an interest in applying for a vacant post within the Council shall immediately declare an interest and withdraw from any discussion regarding the post. If the interest extends to making a formal application for the post they shall tender their resignation from the Board, committee, or advisory role, in writing, prior to submitting their application.

Standing Order 23 Equal Opportunities

- 1 Throughout all its functions and activities the Board will operate within a framework of affording full equality of opportunity. [*see Equal Opportunities Policy*]

Standing Order 24 Revocation and Variation of Standing Orders

- 1 No Standing Order adopted by the Board will be suspended at any meeting except by consent of a majority of Board members present.
- 2 Where this would contravene any statutory provision or any Direction made by the Ministerial appointment, any one or more of the Standing Orders may be suspended at any meeting, provided that at least a majority of the members of the Board are present. The Standing Orders of the Board may from time to time be varied or revoked and additional Standing Orders may from time to time be adopted, but only with the consent of the majority of the Board members present at a meeting of the Board, the agenda for which will contain due notice of the proposed variation, revocation, or addition.
- 3 The Chief Executive after discussion with the Chair may submit to the Board a note of a new Standing Order or alteration of any existing Standing Order which may seem to her/him to be required in consequence of any resolutions with regard to the conduct of business adopted by the Board. The Standing Order may then be amended accordingly as the Board determines.

Standing Order 25 Use of Common Seal

The Common Seal of the Arts Council shall, when applied to a document, be attested by the signatures of any two members of the Council authorised by the Council to act for that purpose. [*See Statutory Instruments*]