



## Agency Board Meeting 12 February 2013

Board Report Number: SEPA 02/13

### Revision of the Standing Orders for Meetings of the Agency Board and Board Standing Committees

<b>Summary:</b>	At the meeting on 13 November 2013 the Board were advised of the timetable for the revision of the Standing Orders for meetings of the Board and Committees. At that meeting members were invited to comment on the existing document in advance of its re-submission at this meeting.
<b>Risks:</b>	The report intends to mitigate any risk to proper governance by the Board.
<b>Financial Implications:</b>	N/A
<b>Staffing Implications:</b>	N/A
<b>Environmental and Carbon Impact:</b>	N/A
<b>Purpose of the report:</b>	For approval
<b>Report Author:</b>	Jennifer McCulloch, Clerk to the Board
<b>Appendices:</b>	Revised Standing Orders for Meetings of the Agency Board and Board Standing Committees

**Revision of the Standing Orders for Meetings of the Agency Board and Board  
Standing Committees**

**1. Introduction**

- 1.1 At the meeting on 13 November 2013 the Board were advised of the timetable for the revision of the Standing Orders for meetings of the Board and Committees. At that meeting members were invited to comment on the existing document in advance of its re-submission at this meeting.

**2. Approval of revised Standing Orders**

- 2.1 Following the invitation to Board members a number of minor amendments have been made and a revised copy of the Standing Orders is attached.
- 2.2 It is intended that the Standing Orders, in line with the review of all official documents and procedures, will be considered again after a two year anniversary.

**3. Recommendations**

- 3.1 The Board is invited to **approve** the revised Standing Orders for meetings of the Agency Board and Board Standing Committees.

**Jennifer McCulloch**  
**Clerk to the Board**

**15 January 2013**

## Scottish Environment Protection Agency

### Standing Orders for Meetings of the Agency Board and Board Standing Committees

These Standing Orders were approved by the Board of the Scottish Environment Protection Agency (**Agency Board**) on ~~27 July 2010~~.

#### The Context of the Standing Orders

1. The Scottish Environment Protection Agency (SEPA) is an executive Non Departmental Public Body established under the Environment Act (1995) (**the Act**). The status and constitution of SEPA is set out in Schedule 6 to the Act.
2. The Act requires Scottish Government Ministers (**Ministers**) to appoint a Board (**the Agency Board**) of between 8 and 12 members.
3. The powers, duties and responsibilities of the Agency Board, its members and officers of the Agency are determined by Ministers.<sup>1</sup>
4. Schedule 6 of the Act allows SEPA to appoint committees. SEPA has one **Board Standing Committee**. From time to time the Agency Board may convene **ad hoc committees** and **working groups**.

#### Definitions

5. Within these Standing Orders, where reference is made to the Agency Board the provisions of the relevant section apply only to the Agency Board. Likewise where reference is made to Board Standing Committees the provisions of the section apply only to Board Standing Committees.

Where 'board' is used, it refers to only the Agency Board. Where 'committees' is used, it includes all forms of committee convened by the agency.

#### Notice of Meetings

6. Prior to the beginning of each calendar year a provisional schedule of **ordinary meetings** of the Agency Board and Committees shall be approved by the Agency Board and published on the SEPA website - [www.sepa.org.uk](http://www.sepa.org.uk) - (**the website**).
7. Notice of **ordinary meetings** of the Agency Board will be advertised on the website, and on public notice boards at SEPA offices, at least 5 working days prior to the date of the meeting. The notice shall include the date, time and venue of the meeting.
8. All meetings which allow public access will be held in venues that are accessible to people with disabilities.
9. Where there is business that is urgent and cannot await the next meeting of the Agency Board, a **special meeting** of the Agency Board may be called by the Chairman of the Agency, the

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<sup>1</sup> The 'Scottish Environment Protection Agency Management Statement 2005' and the 'Scottish Environment Protection Agency: Financial Memorandum 2005' set the framework for governance of SEPA by the Agency Board.

Chief Executive or as a result of a written request signed by a quorum of members.

10. Notice of a **special meeting** of the Agency Board shall be given in the same way as notice for ordinary meetings.

### **Exceptional circumstances where Agency Board business may be dealt with by correspondence**

11. Where there is urgent business of the Agency Board and it is not practicable to convene a special meeting, the Chair may under **exceptional circumstances** deal with the matter(s) by correspondence.
12. In these **exceptional circumstances** relevant papers and resolutions will be circulated by e-mail and in the post. Members not responding within 5 working days will be presumed to be in agreement with any proposals/recommendations. The actions/decisions arising from such exceptional circumstances will be reported to the subsequent Board meeting.
13. Any member who opposes the proposals/recommendations shall inform the Clerk to the Board in writing or by e-mail within 5 working days. The matter will be deferred and dealt with at a future Board meeting and there can be no further exceptional action.

### **Agenda for meetings**

14. Advised by the Chief Executive (or any officer acting on behalf of the Chief Executive) and the Clerk to the Board, the agenda for a meeting shall be agreed by the Chair of a board or committee at least 10 working days in advance of the meeting. It will be circulated to members by post and/or e-mail at least 5 working days prior to the meeting.
15. Exceptionally and only with the agreement of the Chair of the meeting, changes may be made to Agenda to deal with urgent business. Where an agenda changes, a revised agenda should be circulated to members or, if not practicable, tabled at the beginning of the meeting. Where the meeting is open to the public, the revised agenda should be posted on the website.
16. Any member(s) of a board or committee may ask for an item to be placed on the Agenda of a meeting of that board or committee, this to be done at least 10 working days in advance of the meeting. The Chair of the meeting will consider the request, taking advice from the Chief Executive (or any officer acting on behalf of the Chief Executive) and the Clerk to the Board. If the Chair decides not to include the item on the Agenda, the member will be advised and the board or committee informed during the Chair's opening remarks.
17. Where an item is included on the agenda at the request of a member, with the agreement of the Chair of the meeting, the member may present a paper in support of the item. The Clerk to the Board will assist the member to prepare the paper in the proper format and to a standard acceptable within a public agency.
18. The agenda for **special meetings** of the Agency Board will be confined to the business necessitating the convening of the meeting.

### **Papers for Meetings**

19. The Chief Executive will provide papers for all agenda items at a meeting unless it has been previously agreed with the Chair of the meeting that no paper is required.
20. Papers will be posted and/or emailed to the meeting attendees at least 5 working days prior to the meeting.

21. For meetings open to the public, hard copies will be available at the meeting.
22. A copy of papers, other than those dealing with the private business of the Board, will be posted on the website on the day of the meeting.
23. If papers are not available for dispatch 5 working days prior to the meeting the Clerk to the Board may, after consultation with the Chair of the meeting and the Chief Executive, make a late posting or table the paper(s) at the meeting or withdraw the item(s) from the agenda of the meeting.

### **Quorum**

24. The quorum of the Agency Board is 5 members and must include one of the Chair, Deputy Chair or Chief Executive.
25. Participation will usually be in person, but exceptionally (with the agreement of the Chair of the meeting) individual members may participate by telephone or video-conference. In such circumstances, such members will be deemed to be present and to constitute part of the quorum for the purposes of that meeting.
26. The quorum of any Board Standing Committee is contained within their terms of reference.

### **Attendance at Board Meetings: Agency Board Members**

27. If a member fails to attend 3 consecutive meetings of the Agency Board or 50% of the scheduled ordinary meetings in a calendar year and has not been given leave by the Chair, the Chair will advise the Agency Board. The Board shall resolve whether to inform Ministers and may in informing Ministers seek the removal of the member from the Board.

### **Attendance at Committee Meetings: Agency Board and Co-opted Members**

28. If a member fails to attend 3 consecutive meetings of a Board Standing Committee or 50% of the meetings in any two year period and has not been given leave by the Chair, the Chair will advise the Agency Board. The Agency Board may remove the member from the committee.

### **Attendance at Board and Committee meetings: SEPA Officers**

29. All members of the Agency Management Team will attend Agency Board meetings. Any other management representatives and/or substitutes may attend at the discretion of the Chief Executive.
30. The Chief Executive will ensure that the work of all boards and committees is supported and serviced by appropriate staff.

### **Admission of the Public to Agency Board Meetings**

31. All meetings of the Agency Board are open to be observed by members of the public, with the exception of meetings where business is to be conducted in private.
32. Any member of the public may attend and receive a copy of papers other than those dealing with the private business of the Board.
33. Business will only be conducted in private when there are overriding reasons for non-disclosure that outweigh any possible public interest. Examples are matters relating to individual staff, national security, private discussions with Ministers and areas where SEPA would not be required legally to disclose information (in accordance with SEPA's statement on

openness).

34. A member of the public who disrupts the business of the meeting may be asked to leave the meeting after due warning has been given. Re-admission to that or other public meetings held by the Agency is at the discretion of the Chair.

### **The Conduct and Approval of Business at Meetings of the Agency Board**

35. The Chair of the Agency will, if present, chair all meetings of the Agency Board. In the absence of the Chair, the Deputy Chair will take the chair. In the absence of both the Chair and Deputy Chair, the Clerk to the Board will ask the Board to propose a member (other than the Chief Executive) to chair the meeting.
36. The Chair is responsible for maintaining order and ensuring that business is conducted reasonably, fairly, effectively, responsibly and in accordance with statute and any directions from Ministers.
37. The Chair will ensure that all members receive a fair hearing with sufficient opportunity to express their views on matters under discussion. All members will respect and, if necessary, defer to the authority of the Chair.
38. Where there is an agenda item requiring the approval of the Board, the Chair will seek the views of members and wherever possible reach a consensus. If a consensus cannot be reached or if the Chair views the matter as sufficiently important to record the collective view of the Board, a vote will be taken. Approval will be given on the basis of a simple majority, the Chair having a substantive and casting vote.
39. If the Chief Executive is not present and a vote is taken on a matter, the officer deputising for the Chief Executive shall not have a vote.
40. Where an agenda item requiring approval is not approved by the Board and the consequences would be prejudicial to the continuity of the business of the Agency, alternative proposals should be sought from the Chief Executive. The Chair may adjourn the meeting or defer the agenda item to another meeting to enable the Chief Executive to re-consider the matter. If after such reconsideration the Board remains unable to approve the proposal (whether by consensus or simple majority vote) and the matter remains critical to the continuity of business, the Chair shall report to Ministers and seek their direction.

### **The Conduct and Approval of Business at Meetings of Board Committees**

41. The Chair of the Board Standing Committee will, if present, chair all meetings of that Board or Committee. In the absence of the Chair, only an Agency Board Member may take the chair.
42. The Chair is responsible for maintaining order and ensuring that business is conducted reasonably, fairly, effectively, responsibly and in accordance with the remit of the Committee.
43. The Chair will ensure that all members receive a fair hearing with sufficient opportunity to express their views on matters under discussion. All members will respect and, if necessary, defer to the authority of the Chair.
44. Where there is a matter requiring the approval of a Board Standing Committee, the Chair will seek the views of members and wherever possible reach a consensus. If a consensus cannot be reached or if the Chair views the matter as sufficiently important to record the collective view of the Board, a vote will be taken. Approval will be given on the basis of a simple majority, the Chair having a substantive and casting vote.

45. If, after a vote, approval is not given, the Chair will refer the matter to the Chair of the Agency Board who will consider and decide upon the matter.

### **Board and Board Committee Proceedings**

46. Meetings will follow the order of business as outlined in the Agenda or as stated by the Chair at the beginning of the meeting.
47. The Code of Conduct requires members of boards and committees to declare any interests in the business of a meeting. Even if there is not a specific agenda item to elicit declarations of interest, it is the responsibility of each member to ensure that relevant interests are declared. A member declaring an interest should normally take no part in the proceedings and may be invited to withdraw from the room by the Chair whilst the area of interest is discussed.
48. Agenda items will be supported by papers except where the Chair of the meeting has agreed to an oral presentation.
49. Copies of any presentations made during a meeting will be circulated in advance of the meeting with the papers for the meeting except where the Chair has agreed to copies being tabled or to an oral presentation. For meetings open to the public, presentations will be placed on the website as if they were papers.
50. When an agenda item is addressed, papers will be taken as read. The senior officer responsible for the paper (or author) will have the opportunity to make any supplementary comments. The Chair will give members the opportunity to ask questions and make comments. On conclusion of discussion, if approval is required, the Chair will seek a consensus view or, if necessary, take a vote. The Chair will conclude an agenda item by ensuring all members are aware of the outcome of the discussion.
51. Any private business will normally be conducted at the end of an agenda. The Chair will ask any members of the public to leave. Staff may remain at the discretion of the Chair.

### **Minutes of Meetings**

52. A minute will be kept of all board and committee meetings.
53. The minute will record members present, others in attendance, any apologies and members or others joining or leaving the meeting.
54. The minute will record that discussion took place, any points of significance raised and any action/decision.
55. After approval by the Chair of the meeting, draft minutes will be circulated to all those in attendance at the meeting, this to be effected within ten working days of the approval of the minute by the Chair.
56. The approval of minutes of the last meeting will normally be the first business item of a meeting. If matters of accuracy are raised, any corrections will be recorded in the new minute. If the correction is a significant matter of fact, the old minute will be withdrawn and a corrected minute re-issued. Otherwise the correction in the new minute will suffice to deal with accuracy.
57. Minutes of meetings of Board Standing Committees will be included on the agenda of Agency Board meetings, even if they have not been approved.

### **Board Standing Committees**

58. The Agency Board may convene standing committees to assist and advise it in undertaking its responsibilities.
59. Board Standing Committees have terms of reference approved by the Agency Board and are chaired by a member of the Agency Board. The terms of reference may only be changed by the Agency Board.
60. The terms of reference specify the membership of Board Standing Committees and may include provision for co-option on to the membership of the Committee. Agency Board members must be in a majority on any Board Standing Committee. Where a committee has delegated powers, in the event of any vote to exercise those powers, only Agency Board members may vote.

### **Ad hoc Committees and Working Groups**

61. The Agency Board may convene ad hoc committees and working groups to assist and advise it in undertaking its responsibilities.
62. The Agency Board will convene an ad hoc remuneration committee to meet when necessary to advise it on all matters relating to salary, rewards and conditions of service of staff.
63. Any such committees or groups should have terms of reference, a clear remit and be time limited.
64. The terms of reference should specify membership and may include provision for co-option.

### **Board Offices**

65. The Chair of the Agency Board is appointed by and accountable to Scottish Government Ministers.
66. Other offices of the Board are the Deputy Chair and the Chairs of any Standing Board Committees.
67. Other than the Chair of the Agency Board, members may hold more than one office. The Chief Executive may not hold any Board office.
68. The Deputy Chair of the Agency is normally nominated by the Agency Board from amongst its membership and the appointment approved by Ministers.
69. The Chairs of any Board Committees are appointed by the Agency Board.
70. When there is a vacancy for a Board office (other than the Chair of the Agency Board) the Chair of the Agency Board should present proposals to the Agency Board for filling the office. Any process should allow for fair and equal consideration of members for the office.
71. Board offices should be reviewed every two years, coinciding with the cycle of appointments to the Agency Board. If a Board office holder leaves the Agency Board, the office becomes vacant.

### **Scheme of General Delegation and Delegated Powers**

72. Unless otherwise reserved, the powers of the Board are delegated through the General Scheme of Delegation to the Chief Executive.
73. The Board may at any time delegate further powers, reserve matters that have been previously

delegated or remove delegated powers for a specific decision or action.

74. The Chair of the Agency oversees the day to day work of the Chief Executive on behalf of the Agency Board and may speak publicly on behalf of the Board. Unless specifically delegated by the Agency Board, the Chairman shall have no other powers.
75. Individual Board members have no generally delegated authority or powers.
76. Board office holders (other than the Chair of the Agency Board) have no generally delegated powers or authority other than those detailed in the description of the position and terms of reference of any Standing Committees that they chair.

### **Appointment of Senior Staff where the appointment is reserved by the Agency Board**

77. When there is a vacancy for a position where appointment is reserved by the Board, the Chair of the Agency Board (in consultation with the Chief Executive and the Chair of any Committee with responsibility for human resources and remuneration) should present proposals to the Agency Board for filling the post. Any process should be fair, reasonable and in accordance with employment legislation.
78. The Agency Board shall appoint a Standards Officer who shall be permitted to act in accordance with any requirements set by the Standards Commission of Scotland.

### **Collective Responsibility and Confidentiality**

79. SEPA's boards and committees operate on the basis of collective responsibility for decisions. Members are therefore expected, if questioned on a matter where a board or committee has taken a view, to support the position reached.
80. If members are questioned on matters that fall within the remit of SEPA but on which a board or committee view has not been taken, they may give a personal view but should stress that it does not necessarily reflect the view of the SEPA. Before doing so, they are advised to consult with the Chair of the Agency Board or the Chief Executive.
81. All members of the Agency are required to maintain confidentiality as detailed in the SEPA Code of Conduct and any guidance to that code provided by the Clerk to the Board.

### **Suspension and Revision of Standing Orders**

82. These Standing Orders may only be suspended, varied, revoked or added to by the SEPA Agency Board.
83. Board Standing Committees have no power to depart from these Standing Orders.
84. Suspension of Standing Orders at a meeting requires a proposer and seconder and a vote of at least 7 members of the Agency Board in favour of suspension. The Chief Executive may neither propose nor second such a motion but may vote.
85. Notice of any variation or revocation of these Standing Orders must be given at an Agency Board meeting, with the proposal for variation or revocation being brought forward at the next ordinary meeting of the Agency Board.

**End**