

Standing Orders

General

The following Standing Orders, which replace the Standing Orders made by the Northern Ireland Tourist Board in 1949, govern the procedure at meetings and business of the Board and the conduct of Board members, and are issued under the Tourism (NI) Order 1992 ("the 1992 Order").

A Code of Best Practice for Board Members of the Northern Ireland Tourist Board may be read in conjunction with this document.

Standing Order 1

Meetings

1. The meetings of the Board shall be held not less than eight times in each year at times and venues agreed by the Board provided that:
 - (a) The Chairman or in his absence the Deputy Chairman, may at any time alter the time and/or place already decided upon for a particular meeting, or may order the convening of a meeting.
 - (b) The convening of a meeting may be sought at any time by a written request signed by three members of the Board specifying the nature of the business they wish to discuss at such meeting.
 - (c) If the Chairman, or in his absence, the Deputy Chairman, agrees that an emergency meeting of the Board is required, this may be held without notice being given as required by these Standing Orders even if the necessary quorum of members shall not be present, provided that in such latter case the business transacted at such emergency meeting is reported to the next meeting of the Board and any action requiring the authority of the Board is confirmed at that meeting.

Standing Order 2

Quorum

The Quorum of the Board shall be five members, so long as there is no vacancy on the Board in which case the quorum shall be four. No business shall take place at any meeting of the Board unless that prescribed quorum of Members is present unless there is an item on the agenda which three Members present agree to be of urgency in which case the meeting may proceed as if it had been convened as an emergency meeting within the meaning of Standing Order 1(c) and subject to the restrictions set out in relation to business transacted.

Standing Order 3

Chairman of Meetings

The Chairman, or in his absence the Deputy Chairman, or in the absence of both, a Member of the Board selected by the agreement of the Members present shall preside at a meeting of the Board. Any power or duty assigned to the Chairman in relation to the conduct of a meeting may be exercised by the person presiding at the meeting.

Standing Order 4

Adjournment of Meetings

The Board may adjourn any meeting to any other time or place.

Standing Order 5

Record of Attendance

The names of Members and officials present at a meeting of the Board shall be duly recorded in the minutes and a register shall be kept showing details of the meetings attended by Members.

Standing Order 6

Minutes of Meeting

Minutes of the proceedings of the Board shall be prepared and a copy circulated to Members of the Board in accordance with these Standing Orders. Minutes shall be submitted to the next ensuing meeting of the Board and shall be taken as read, and shall then be approved with or without amendment. Once so approved the minutes shall then be deemed to be a true record of the proceedings to which they relate and they shall be signed by the person presiding at the Meeting at which they are submitted and entered in a book kept for that purpose.

Standing Order 7

Notice of Meetings and Agenda

1. At least 2 months before the end of each year a list of dates for the following year's Board Meetings shall be submitted to the Board for approval.
2. Preferably one week and at least three clear days before a Meeting of the Board there shall be issued to every member of the Board a copy of:
 - (a) a notice convening the meeting giving time and place,
 - (b) a statement of the business to be transacted at the meeting (referred to as the Agenda) and
 - (c) all reports and other documents referred to in, or to be read with, the Agenda.
3. If there are any reports or other documents, copies of which cannot for good reason be circulated with the Agenda, these may, at the Chairman's discretion, be tabled at the meeting.
4. Any matter or business not set out in the Agenda may be raised at the meeting and may be discussed or decided provided there is the consent of the majority of the Members present at that meeting.
5. The order of business at every meeting of the Board shall be:
 - (a) Apologies.
 - (b) To choose a person to chair the meeting if the Chairman and Deputy Chairman are absent.
 - (c) To approve as a correct record and sign the minutes of the last meeting of the Board
 - (d) To dispose of business (if any) remaining or arising from the last meeting.
 - (e) To deal with any business in the order in which it is noted on the Agenda
 - (f) To deal with any other business which might be raised by Members
6. The foregoing order of business may be varied by the Chairman at his discretion with the consent of a majority of the Members of the Board present at the meeting.

Standing Order 8

Voting

Except where otherwise required by statutory enactment and subject to the provisions of these Standing Orders regarding quorum decisions taken by the Board will be determined by a majority of the Members present and voting. The person presiding at the meeting shall have a second or casting vote in cases of equality. The votes shall be taken by a show of hands or otherwise as the meeting shall decide. On the request of any Member a record shall be made of how each Member voted and of abstentions made or of how that Member voted or abstained.

Standing Order 9

1. *Behaviour of Board Members*

Members of the Board shall be expected to comply at all times with the Code of Practice for Board Members of the Northern Ireland Tourist Board or any modification of that document.

2. *Disclosure of Financial Interests*

2.1 Without prejudice to the provisions of Schedule 1, paragraph 9 of the 1992 Order, it shall be the duty of every member of the Board to declare any personal or business interests which may conflict with their responsibilities as Board Members. All Board Members will be required to complete each year a register form listing directorships and any transactions between NITB and businesses in which Members have a material interest. In addition, transactions over a level determined by the Department of Economic Development (and currently £1,000) between NITB and businesses in which Members have a material interest shall be detailed in NITB's annual accounts.

2.2 Without prejudice to the provisions of Schedule 1, paragraph 9 of the 1992 Order, it shall be the duty of every Board Member who has any personal or business interest, direct or indirect in any project or business or other matter and is present at any meeting of the Board at which that project or business or other matter is, or is to be, considered to disclose openly to the meeting at the start of discussion on that item the nature of his interest and, if the interest is financial or material, to leave the room for the duration of the discussion on that item.

3. *Use of Outside Influence*

3.1 A Board Member who considers it his duty in the public interest to raise any question affecting the policies, procedures, reputation, integrity or impartiality of the Board should do so in the first instance with the Board itself before raising it in public, in the press or with a Member of Parliament or other public representatives.

4. Acceptance of Gifts, Services and Hospitality

- 4.1 No Board Member may, directly or indirectly, accept any gift, reward, payment, bonus, commission, discount, service or benefit from any member of the public or organisation with whom he has been brought into contact by reason of his duties. The only exceptions to this rule are as follows:
- a isolated gifts of a trivial character or inexpensive seasonal gifts (such as calendars or diaries);
 - b reasonable hospitality, provided that no extravagance is involved, and provided that hospitality is not accepted from the same source with undue frequency.
- 4.2 A Board Member should report in writing to the Chief Executive any offer made to or received by him whose acceptance would have constituted a breach of para 4.1.

5 Disclosure of Information

- 5.1 The Official Secrets Acts, 1911 and 1920, apply to Board Members of the Northern Ireland Tourist Board, whether or not Declarations under the Acts have actually been signed by the individuals concerned. There is no objection to the open discussion of matters which have already been made public officially; but Board Members are expected to treat as strictly confidential, information received by them in the course of their duties unless and until it has entered the public domain.
- 5.2 This paragraph applies with particular force to information, which may have been given in confidence, in relation to the personal circumstances of individual investors or applicants for assistance. However, it applies also to all information obtained by Board Members in the course of their duties, whether or not classified or regarded as confidential or sensitive. In case of doubt, Board Members should seek guidance from the Chairman and Chief Executive, regarding matters to which they desire to make public reference.
- 5.3 This paragraph is not intended to restrict public discussion on matters of public concern. However, many matters which come before the Board - such as applications for financial assistance and important changes of policy - may have significant financial consequences for third parties; other matters may have consequences which affect the safety of members of staff and others; others again must be the subject of consideration by the appropriate Government Departments before decisions are reached.
- 5.4 In general, subject to the above considerations, it is the policy of the Board, to conduct its business with as much openness and as little secrecy as possible. Once decisions have been taken, the Board will make them known at the earliest practicable time. Until then, the obligations set out in this paragraph are binding on Board Members.

5.5 Board Members or former Board Members who wish to make use of confidential information acquired in the course of their duties for the purposes of articles, lectures, speeches, broadcasts, interviews, books, or similar purposes, should obtain the written consent of the Chief Executive beforehand.

5.6 A Board Member who receives payment for an article, lecture, broadcast, interview, or book written or given by him in relation to tourism matters may retain any fee or royalty receivable by him for this purpose.

6. *Expenses, Travelling and Mileage Allowances*

6.1 Board members may claim expense allowances to cover expenditure necessarily incurred in the course of duty. Details of these allowances and the procedures for making claims are set out in the Expense Policy. Board Members are expected to adhere to the highest principles of integrity in claiming for such allowances.

7. *Papers and Documents*

7.1 Board Members will be held personally responsible for the safe custody of any papers or documents which may be issued or entrusted to them in the course of their duties. The loss of any such documents should be reported immediately to the Chief Executive.

8. *Interpretation*

8.1 Where the context so admits, the Interpretation Act (Northern Ireland) 1954 shall apply to these Standing Orders; and, in particular every reference to the masculine gender shall be taken to include a reference to the feminine gender.

Standing Order 10

The Common Seal

The Common Seal of the Board shall be kept under lock and key at all times when not in use and the keys shall be kept safely under the control of the Chief Executive at all times.

Affixing the Seal

1. The Common Seal shall not be set to any document unless a resolution of the Board is passed to that effect; but a decision of the Board authorising the acceptance of any tender, the purchase, sale, letting or taking of any property, the making of any contract, or any other matter or thing, shall be sufficient to affix the Common Seal to any document necessary to give effect to such decision.

2. The Common Seal of the Board shall, when applied to a document, be attested by the signature of the Chief Executive who shall be responsible for the proper conduct of the Seal Book referred to in Standing Order 10(3); or, in his absence, by any one member of the Board or by any one of its Directors or authorised officers.
3. The officer or Member attesting the execution of a document under the Common Seal of the Board shall ensure that a record of the particulars of that document are entered in the Seal Book kept for that purpose.

Standing Order 11

Constitution and Procedures of Committees

1. The Board may constitute an executive committee of its Members to which it may delegate such of its functions as it may specify, with such terms of reference and with such powers as it may determine. Unless that Committee is given powers of action all findings of that Committee shall be submitted to the Board for adoption.
2. The Board shall designate the Chairman of any Executive Committee so appointed. No business shall be transacted at a meeting of any Committee unless three Members of the Board are present. The provisions of these Standing Orders shall apply as if the Committee were referred to instead of the Board except that the quorum of a Committee shall be three. A Committee shall, subject to any directions by the Board, meet at such times and places as they may from time to time determine.
3. The Board may constitute advisory committees. The Board may agree to co-opt external members on to any advisory committee which it constitutes. Such members shall be bound by the conditions set out in Standing Order 9. Decisions taken by a committee which includes external members shall be subject to approval at the next Board meeting.

Standing Order 12

Emergency Action by Chairman

1. The Chairman of the Board may take or instruct action in any matter referred to him for action by the Board within the terms of reference and powers delegated by the Board provided that any such action is reported in due course to the Board.

2. The Chairman, or in his absence the Deputy Chairman, may between meetings of the Board, authorise such action to be taken on behalf of the Board as may be required on matters which must be resolved before the next meeting and may direct the Seal of the Board to be affixed to such Deeds, Notices, Warrants or other documents as may be required for the transaction of such matters provided that any action of this nature is reported to the Board at its next meeting.

Standing Order 13

Annual Budget and Performance

The Chief Executive shall submit to the Board in each year the following budgetary and performance information:

- a) An Annual Budget showing estimates of the expenditure proposed in the financial year following and of sums receivable in that period showing separately capital expenditure
- b) An Annual Operating Plan providing information on how the annual budget shall be allocated, the areas of activity on which it shall be spent and targets and performance measures for each of these areas of activity
- c) Biannual reports which show expenditure against budget and progress against targets in each activity area

Standing Order 14

Annual Accounts

Annual accounts shall be prepared as soon as practicable after the close of the financial year and submitted to the Board for approval. Immediately after the accounts have been audited an abstract thereof and a copy of the Auditor's Report shall be sent to the Department of Economic Development.

Standing Order 15

Proceedings to be Confidential

All agenda reports and other documents and all proceedings of the Board or a Committee thereof shall be treated as confidential unless and until they become public in the ordinary course of the Board's business.

Standing Order 16

Staff

1. Canvassing of Members of the Board for any appointment under the Board shall disqualify the candidate concerned for that appointment.
2. A Member of the Board shall not solicit for any person any appointment under the Board but this shall not preclude a Member from giving a written testimonial of the candidate's ability, experience or character for submission to the Board with an application for appointment.
3. Every applicant for a post in the appointment of the Board shall be required when making application to disclose in writing whether to his knowledge he is related to any Member or officer of the Board.
4. An applicant who so fails to do shall be disqualified for such appointment and, if appointed shall be liable to dismissal without notice.

Standing Order 17

Observance of Standing Orders

The Chief Executive shall ensure compliance with the Standing Orders.

Standing Order 18

Revocation and Variation of Standing Orders

1. No Standing Order adopted by the Board shall be suspended at any meeting except by consent of at least five Members of the Board present.
2. These current Standing Orders may be varied or revoked and additional Standing Orders adopted but only with the consent of the majority of the Members of the Board present at each of two consecutive meetings of the Board
3. The Chief Executive may submit to the Board a note of any new Standing Order or alteration of any existing Standing Order which may seem to him to be required to ensure the effective operating of the Board. However, new Standing Orders will require the consent of the Board as set out in paragraph 2 above.

Standing Order 19

Continuance of Standing Orders

The above Standing Orders shall remain in force until altered by resolution of the Board as above.

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