

RUTLAND FIRST CIC

Standing Orders

Rutland First Community Interest Company is a not-for-profit company established to undertake and encourage a broad range of work and other activities relating to improving, promoting and enhancing the wellbeing of the people of Rutland, and the immediate surrounding areas.

1. INTRODUCTION

1.1 The Rutland First Community Interest Company Board Standing Orders set out the basic rules and procedures by which Rutland First will conduct its business. They should be read in conjunction with the Rutland First Articles of Association (“The Articles”).

1.2 It is the duty of the Rutland First Chair to ensure that Rutland First Directors understand their responsibilities. These Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any committee, sub-committee or working group established by the Rutland First Board.

1.3 At any meeting, the Chair of the Board must have the final decision on the interpretation of the Standing Orders.

2. INTERPRETATION AND DEFINITIONS

- "Board" means the Rutland First Board, which consists of a Chair and up to 9 Directors who are appointed in accordance with the Articles.
- "Budget" means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of Rutland First.
- "Chair" is the person appointed to chair Rutland First and its Board and to ensure that the Board successfully discharges its overall responsibility for the work of Rutland First. The Board may also choose to elect a Deputy-Chair. Where appropriate the expression "the Chair" shall be taken to refer to the Deputy-Chair if the Chair is absent from the meeting or otherwise unavailable.
- "Committee" means a committee that has been established with delegated advisory authority from the Board. The terms of reference of any committee or sub-committee must be approved by the Board.
- "Secretary" means an individual appointed by the Board to assist the Chair in issuing agendas, taking minutes and providing notice to statutory bodies such as Companies House. A Secretary who is not a Director does not have a right to vote at Board meetings.
- "Treasurer" is the Officer responsible and accountable for funds entrusted to Rutland First. This person is responsible for ensuring the proper stewardship of public funds and assets.

3. COMPOSITION OF THE BOARD

3.1 Membership of the Board

The Board will comprise the Chair and up to 9 Directors.

3.2 Directors' Powers and Responsibilities

These are defined in paragraphs 8 to 12 of the Articles.

3.3 Decision Making by Directors

This is set out in paragraphs 13 to 22 of the Articles.

3.4 Appointment and Retirement of Directors

This is set out in paragraphs 22 to 26 of the Articles.

3.5 Becoming and Ceasing to be a Member

This is set out in paragraphs 27 to 28 of the Articles.

3.6 Retirement by Rotation

Initial appointment of the Chair and Directors will be for a period of 3 years. At the end of this and any subsequent periods of service, the Chair and Directors must stand down. They may offer themselves for re-election for a further period of 3 years in competition with any other nominees. No Director may stand for more than 3 terms in succession without standing down for at least a year before offering themselves for re-election.

4. CONDUCT OF DIRECTORS

4.1 Directors, as individuals or as a group, must act in accordance with the provisions of the Articles and the Standing Orders, and in the best interests of Rutland First.

5. MEETINGS OF THE BOARD

5.1 Admission of the Public and the Press

5.1.1 Meetings of the Board will normally be held in private.

5.1.2 Members of staff, volunteers, members of the public and the press may be invited to attend specific agenda items or the entire proceedings if felt appropriate.

5.2 Convening Meetings

5.2.1 Meetings of the Board will normally be held quarterly, with one such meeting designated as the Annual General Meeting.

5.2.2 Restricted Meetings of the Board, consisting of Directors only, may be called by the Chair at any time, with limited notice. The purpose of such meetings will be to discuss matters of confidentiality, staff discipline or employment issues, budget issues, contractual arrangements between Rutland First and other parties, matters of urgency

which require consideration before the next scheduled meeting, and any other matter in the judgment of the Chair which should be treated as one of confidence, unless or until the Board decides it should be put in the public domain. Such meetings need not be called with an Agenda.

5.2.3 Urgent business between Board Meetings will normally be arranged by email or telephone in accordance with paragraph 19 of the Articles.

5.3 Notice of Meetings

5.3.1 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, must be delivered to every Director or sent by post, email or fax to the correspondence address supplied by them, at least five clear working days before the day of the meeting. Supporting papers will, wherever possible, accompany the agenda.

5.3.2 The business of the meeting will not be invalidated where any member fails to receive notification but if 50% or more of the Board do not receive such notification, the meeting will be invalidated.

5.3.3 In the case of a meeting being called by the Directors in default of the Chair, the notice must be signed by those Directors and no business can be transacted at the meeting other than that specified in the notice.

5.4 Chairing Meetings

5.4.1 At any meeting of the Board, the Chair, if present, will preside.

5.4.2 If the Chair is absent, or is disqualified from participating, the Deputy-Chair will preside or, in his/her absence a Director chosen by the Board will preside.

5.4.3 The decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters will be final.

5.6 Voting

5.6.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on. The quorum for Directors; meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two, and unless otherwise fixed it is half the total number of Directors. See Articles of Association paragraph 16. The Chair and all Directors may vote.

5.6.2 All questions put to the vote will, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands. A paper ballot may also be used if a majority of the Directors present request it.

5.6.3 If at least one-third of the Directors present so request, the voting (other than by paper ballot) on any question may be recorded to show how each Director present voted or abstained.

5.6.4 If a Director so requests, their vote will be recorded in the minutes of the meeting by name upon any vote (save those by paper ballot).

5.6.5 Directors absent from a meeting will not have the right of a proxy vote although their written views may be entered in the debate. Absence is determined as at the time of voting on a motion.

5.6.6 In the event of a tied vote, the Chair has a casting vote.

6. AGENDAS, MINUTES AND PAPERS

6.1 Setting the Agenda

6.1.1 The Chair will set the agenda for each meeting,

6.1.2 Directors wishing to put forward agenda items should notify the Chair at least 15 clear working days before the meeting. The request must include appropriate supporting information. Requests made less than 10 clear working days before a meeting may be included on the agenda at the discretion of the Chair.

6.1.3 The agenda will be sent to Directors at least 5 clear working days before the meeting and supporting papers will accompany the agenda but will certainly be dispatched no later than three clear days before the meeting, save in emergency.

6.1.4 It is within the discretion of the Chair of a meeting to allow urgent items not on the published agenda to be discussed at the relevant meeting. The reasons for allowing such action should be indicated by the Chair.

6.2 Record of Attendance

6.2.1 The names of the Chair and Directors present at the meeting must be recorded in the minutes.

6.2.2 Where a Director is not present for the whole of the meeting the minutes must indicate for which items the Director was present at the time of determination of the item.

6.3 Minutes

6.3.1 General requirements relating to the taking and keeping of minutes are given at paragraph 33 of the Articles.

6.3.2 The minutes of the proceedings of a Board meeting will be drawn up by the Board Secretary (or his/her representative) and submitted for agreement at the following Board meeting. Once confirmed as a correct record by the Chair of the meeting, they will be signed. Any amendment to the minutes must be agreed and recorded in the minutes of the Board meeting at which they are submitted for agreement.

6.3.3 The minutes of Board Meetings, other than minutes containing confidential

information, will be available to the public. The Board will also receive the minutes of its advisory committees or sub-committees for information.

7. ARRANGEMENTS FOR THE EXERCISE OF RUTLAND FIRST FUNCTIONS BY DELEGATION

7.1 Matters Reserved to the Board

7.1.2 The Board must agree those matters within its legal powers which it reserves to itself for decision and which matters it will delegate under the provisions of Article 11 and 12 to committees or sub-committees.

7.1.3 The Board may create an Audit and Risk Committee to consist of a Director as Chair and up to two further Directors. No member of the committee is to be a bank signatory. This committee is to meet at least once annually ahead of the Annual General Meeting of the Board.

7.1.4 The Board may create further committees or sub-committees or operational groups of members in furtherance of Rutland First Objects. As far as possible such committees should be chaired by a Director.

7.1.5 Notwithstanding such delegated powers, the Board, in full session, may decide on any matter it wishes that is within its legal powers.

8. EMERGENCY POWERS

8.2.1 The functions exercised by the Board may, in an emergency, be exercised by the Chair after he/she has consulted one other Director but the remainder of the Board should be notified as soon as possible. Where a decision is made, a Note or Minute of such decision must be made and produced at the next formal meeting of the Board.

8.2.2 The exercise of such powers by the Chair must be reported to the next formal meeting of the Board for ratification, with reasons why an emergency decision was required clearly stated.

9. DUTIES OF DIRECTORS TO REGISTER INTERESTS

9.1 Register of Interest

Pursuant to Article 22 of the Articles, the Chair will arrange for the establishment and maintenance of a Register of Members' Interests to record the interests of Directors and a register of People with Significant Control. They will be published on the Company's website.

9.2 Declaring an Interest and authorizing conflicts at a meeting

9.2.1 The requirements for declaring potential conflicts of interest are provided at paragraph 20 of the Articles.

9.2.2 The power of the Directors in relation to conflicts of interest are given in paragraph 21 of the Articles.

10. VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS

10.1 Any amendment to these Board Standing Orders can only be approved if:

10.1.1 A notice of the proposal has been given (i.e. at least 10 working days in advance)

10.1.2 A quorum of Directors is present at the time of the vote and no fewer than half the total of the Directors present vote in favour

10.1.3 The variation proposed does not contravene a statutory provision

10.2 Where possible any changes to Board Standing Orders should be discussed with the Chair of the Audit and Risk Committee before being presented to the Board.

10.3 Any variation or amendment of Board Standing Orders must be recorded in the minutes.