

Operating Principles and Standing Orders

1 General

- 1.1 The Board must act with integrity and maintain the trust and confidence of all those affected by safeguarding activity in the Church of England and the wider community.
- 1.2 The Board must act in accordance with its Terms of Reference and in a way that maintains its independence.

2 Meetings

- 2.1 The ISB Chair will chair meetings unless alternative arrangements are agreed by the Board.
- 2.2 The Board will meet on a minimum of four occasions to transact its business in every calendar year and may also convene for the purposes of strategy/planning sessions.
- 2.3 The Board shall determine the time, location, and frequency of its meetings. Meetings can take place entirely in person, entirely virtually, or hybrid.
- 2.4 The Board may invite others to attend all or part of its meetings.
- 2.5 The quorum for a meeting of the Board is two members.
- 2.6 An agenda and any relevant papers will be circulated 7 days in advance of the meeting. The Chair agrees the final agenda.
- 2.7 Except in exceptional circumstances, apologies must be received five working days in advance of the meeting.
- 2.8 Minutes of meetings will be taken by the Project and Administration Officer and circulated in draft form (following approval by the Chair of the meeting) 7 days after the meeting.
- 2.9 Minutes will be approved at the next Board meeting, and an agreed public version will be made available on the Independent Safeguarding Board website.
- 2.10 Unless directed otherwise by the chair or the Board, business conducted in formal meetings of the Board should not disclose, without proper authority, any information which is confidential in nature, or which is provided in confidence.

3 Members Interests

- 3.1 Members must raise any conflict of interests at the commencement of every meeting, or as soon as it becomes apparent during a meeting that a conflict may exist.
- 3.2 The non-conflicted members will decide whether the conflicted member can be present but not participate, or whether, conflict notwithstanding, they can participate in the discussion and/or any subsequent decision.
- 3.3 In the event of all three members being conflicted on a particular issue, these conflicts must be noted, and the item can proceed.

4 Decisions/Resolutions

- 4.1 All decisions will be taken by majority.
- 4.2 Where only two members are present, and a decision cannot be reached by majority it must be deferred to a meeting where all three members are present.

5 Special meetings

- 5.1 Where either the Chair or two Board members believe that an urgent matter has arisen that the Board are required to deal with, a special meeting must be called within 7 working days and specify the time and location of this meeting.
- 5.2 Once called, special meetings will be subject to the same provisions as ordinary meetings, however the minutes will make clear that it is a special meeting of the Board.

6 Conduct of Board members

- 6.1 Members of the Board are expected to conduct themselves in a way which demonstrates the independence, inclusivity, and integrity of the Board.
- 6.2 While any legal proceedings initiated by a third party are most likely to be brought against the Board as a whole, in exceptional cases proceedings may be brought against individual Board members. A Board member who has acted honestly and in good faith will not have to meet out of their own personal resources any personal or civil liability which is incurred in the execution or purported execution of their Board function, save where the member has acted recklessly.
- 6.3 Where a member of the Board is considered to have fallen below the standards expected, the remaining Board members may pass a resolution to suspend the Board member while consideration is given to the appropriate response.
- 6.4 The Board may commission, subject to appropriate legal advice, an investigation or review of the actions of any member or aspect of the Board's work, which must be conducted in a fair, prompt, and thorough manner.
- 6.5 Where a Board member's conduct falls considerably below the standards expected, the Board may conclude, subject to appropriate legal advice, to remove that member from the Board. A non-exhaustive list of such misconduct follows:
 - a) Breach of relevant safeguarding policies or procedures
 - b) Engaging in criminal conduct relevant to the work of the Board
 - c) Discriminatory behaviour
 - d) Actions seriously undermining trust and confidence in the Board
 - e) Missing two consecutive meetings without apologies
 - f) Failure to attend (even with apologies) four consecutive Board meetings
- 6.6 The Board's decision as to the relevance of any conduct to its work is final.

7 Resignation, absence, and vacancy

- 7.1 Board members may resign their membership of the Board at any time, subject to the provisions of their contract of appointment.
- 7.2 Board members may request a temporary leave of absence from their duties, due to illness or other appropriate reason. Any temporary leave of absence must be communicated to all members of the board.
- 7.3 In the temporary absence of any Board member or a position becoming vacant, the remaining members may make such arrangements as they deem necessary and reasonable to ensure the continuation of the Board's business.

- 7.4 The Board may not co-opt additional members but may seek advice to the Board to add to their expertise.
- 7.5 The recruitment of Board members will follow an open process, approved in advance by the Board.

8 Committees, Working Groups and Oversight Panels

- 8.1 The Board may establish **committees** to which it delegates specific functions and decisions. The composition of all committees must include a Board member.
- 8.2 The Board may establish **working groups** to which it delegates specific tasks or projects. All working groups must have a Board member as a sponsor, who will be responsible for supporting the working group and co-ordinating its reporting back to the Board.
- 8.3 The Board may establish **oversight panels** to track and oversee the implementation of recommendations made by the Board in its formal reports, resolutions, or reviews. All oversight panels must have a Board member as a sponsor, who will be responsible for supporting the oversight panel and co-ordinating its reporting back to the Board.
- 8.4 On establishment of a committee, working group, or oversight panel, the board will set out its terms of reference, specify its membership and administrative support arrangements, and its period of operation.
- 8.5 The agenda, papers, and minutes of all committees, working groups, or oversight panels must be circulated to all Board members.
- 8.6 The Board may suspend or remove individual membership of a committee, working group, or oversight panel at its discretion.
- 8.7 The Board may disband, suspend the operation, or dissolve any committee, working group, or oversight panel at its discretion.

9 Suspension, amendment, and review

- 9.1 These *Operating Principles and Standing Orders* may be suspended or amended at any time by a formal resolution of the Board.
- 9.2 These *Operating Principles and Standing Orders* will be reviewed on an annual basis.

10 Approval

- 10.1 These *Operating Principles and Standing Orders* were approved by the Independent Safeguarding Board on 23rd August 2022.