

**Standing Orders**

The standing orders, together with the organisation's scheme of reservation and delegation, Board code of conduct, Committees and Panels structure and periods of appointment, governance transparency policy, protocols with CILEX and policies, provide a governance and procedural framework within which the organisation discharges its business. They set out:

- a) the arrangements for conducting the business of CILEx Regulation;
- b) the appointment of Board members and Executive Officers;
- c) the procedure to be followed at meetings of CILEx Regulation's Board and any committees or sub-committees of the Board;
- d) the process to reserve and delegate powers;
- e) the declaration of interests and standards of conduct;
- f) CILEx Regulation's transparency commitments;
- g) Arrangements for working with CILEX that are compliant with the Internal Governance Rules.

**Board meetings**

1. Board meetings are held at regular intervals either in person or remotely at the time and (if appropriate) place determined by the Board.
2. A calendar of Board and committee meetings will be drafted before each calendar year for the following year's business, for approval each autumn.
3. Additional meetings may be held either in person or remotely at the time and (if appropriate) place determined by the Board.

4. At each meeting of the Board the minutes of the last meeting shall, if available, be taken as an agenda item and, if agreed to be accurate, signed as a true record by the Chair of the meeting. Minutes of the previous meeting will always be taken as an agenda item at scheduled meetings of the Board.
5. The agenda and papers for each meeting will normally be despatched to Board Members no later than six calendar days before the meeting. Late papers shall be sent only in exceptional circumstances, and shall be considered only with the consent of the Chair.
6. At a meeting, the Chair shall preside. If the Chair is absent, the members in attendance shall choose one of their number to preside for that meeting as set out below (24). The decision of the Chair on questions of order, relevancy and regularity and their interpretation of governance documents at the meeting shall be final.

#### **Power to call meetings**

7. Any meeting of all the Board members can declare itself a Board meeting. However, the Board will aim to hold Board meetings that are open to the public with notice in advance where possible, in line with the Governance Transparency Policy. Any quorate group of Board members may call for a Board meeting. However, other than in exceptional circumstances, Board members will request additional meetings of the Board at any time through the Chair. The Chair and Secretariat will use best endeavours to arrange, within ten working days of such a request, a quorate meeting that the maximum possible number of Board members can attend.

#### **Notice of meeting**

8. Once a meeting has been scheduled, a notice of the meeting, specifying the business proposed to be transacted, shall be delivered to every Board member, or sent by post to the usual place of residence of each Board member or to such other address as may be specified by the Board member. This notice will be available to Board members at least six clear days before the meeting; or if the meeting is called at short notice, then as early as possible before the meeting. Except in exceptional circumstances, at least 48 hours of notice must be given of a meeting.

9. An accidental omission to serve such notice on any Board member shall not affect the validity of the meeting.

**Quorum for meetings**

10. The memorandum and articles of association of CILEx Regulation Ltd identify that a quorum is two Board members. Other than in exceptional circumstances to be agreed by the Chair, the Chief Executive should ensure that a minimum of three Board members are present at each meeting, with at least one of these being an independent member and one a professional member. There must always be a lay majority (including the chair) when the Board makes any formal decisions.
11. Where a meeting is to be held in person, Board members are expected to make best efforts to be physically present, but the Chair may agree to a Board member attending remotely if the request is made in advance. For the avoidance of doubt, a Board member attending remotely constitutes attendance at the meeting, and, therefore, counts towards the quorum.
12. The rules on the quorum apply throughout the meeting, for example when the numbers present change as a result of Board Members arriving late, leaving early or declaring an interest. The Secretary shall keep a note of attendance, including any changes, which take place during the meeting. If a meeting is at risk of becoming inquorate, the Secretary shall immediately inform the Chair.
13. Whilst it is possible for an inquorate meeting to continue in respect of items purely for discussion, it does not constitute a meeting of the Board and no business decisions can be taken by an inquorate meeting. Specifically, Board members cannot, when inquorate, exercise statutory discretion. Nor do the opinions expressed or conclusions reached, by an inquorate meeting, constitute those of the Board.
14. If it is not possible to have a quorate meeting because a Board member is not available for a significant and sustained period of time, an alternate may be co-opted to fulfil that role.
15. For the avoidance of doubt, co-opting is only available for exceptional situations where quoracy is not possible. For example, where there is a vacant post combined with the long-term sickness of another member. It is not envisaged for short-term absence or expediency.

16. The selection of a co-opted member requires the agreement of all available Board members. The co-opted member ceases to act as soon as the substantive post-holder is available to take up or resume their duties.

### **Regular participants**

17. The Board may invite specified individuals to be participants at its meetings in order to inform its decision-making and the discharge of its duties as it sees fit.
18. As determined by the Chair, participants will receive copies of the notice, agenda and papers before Board meetings. They may be invited by the Chair to attend any or all of the Board meetings, or part(s) of a meeting. Any such person may be invited by the Chair to present a report, to give advice or to ask questions but may not vote.

### **Decision-making**

19. Decisions of the Board shall be taken and recorded in the minutes of that meeting.
20. The Board will normally reach decisions by consensus. However, if any resolution or other question is put to the vote at a meeting, it shall be determined by a majority of the votes of the Board members present and voting on the question, and shall be decided on a show of hands.
21. In the case of equality of votes, the Chair or person presiding at the meeting has a second or casting vote. A casting vote can only be used when the Chair has already cast their first vote. There is no requirement that in using a casting vote the Chair should vote the same way as their first vote.
22. Any Board member may require their vote, or the fact of their abstention, to be recorded in the minutes of a meeting. However, a declaration by the person presiding at the meeting that a resolution has been carried or not, and an entry to that effect made in the minutes of a meeting, shall be conclusive evidence of the fact, without proof of the number of votes recorded in favour of, or against, the resolution.

23. No resolution of the Board shall be varied or rescinded in whole or in part within 12 months of it having been made unless written notice has been given to the Board members no later than 72 hours prior to the meeting at which the motion to rescind is to be put and a motion to so rescind is carried.
24. Where the Chair is unable to act, the longest serving lay member shall stand in for the Chair if and when required. A quorate Board has the discretion to determine an alternative deputy Chair.

### **Register of attendance**

25. The names of the person presiding and other Board members present at a meeting shall be recorded. Board members attending remotely will be identified as such.

### **Minutes**

26. The minutes of the proceedings of each meeting shall be prepared for approval at the next meeting of the Board as a correct record. If, exceptionally, no staff member is available to take a note of the meeting, one of the Board members present shall be nominated to prepare minutes of the proceedings for approval by the Board as a record of that meeting.

### **Briefing papers between meetings**

27. The Executive may send briefings to Board members between meetings.

### **Agreement by correspondence, teleconference and emergency powers**

28. It may be necessary for the Board, between meetings, to agree items in writing or in a teleconference. This procedure will be adopted in exceptional circumstances and with the prior approval of the Chair on behalf of the Board. The procedure will be as follows:

### Correspondence

- If there is an issue requiring the Board's support/agreement, Board members will be asked to respond stating whether they agree the recommendation.
- If there is more than one option/recommendation, the Board members will be asked to respond choosing the preferred option.

### Teleconference

- Minutes will be taken at teleconference meetings where a decision of the Board is required.
29. Exceptional circumstances will be matters that are judged by the Chair and Chief Executive as too urgent to await the next Board meeting.
  30. The Secretary will keep a full record of any items agreed by correspondence, teleconference or emergency powers and these will be confirmed and minuted in the next meeting of the Board.

### Handling conflicts of interest

31. The Chair, and other Board members, should declare any personal or business interests that may conflict, or give the appearance that they may conflict, with their responsibilities as Board members. The rules that follow are intended to ensure that such conflicts are identified at any early stage so that appropriate action can be taken to resolve them. It is also intended to ensure that Board members do not profit personally from the position of Board member, including using for personal gain information or opportunities obtained as a result of being a Board member. Board members are required to keep a Register of Interests and to register any gifts and hospitality. Compliance with rules on conflicts of interest and for gifts and hospitality forms part of the Code of Conduct.

32. For the avoidance of doubt, the inclusion of an interest on the Register does not remove the requirement for it to be declared at a meeting.

### **Declarations of interest**

33. Board members should not participate in the discussion or determination of matters in which they have a direct pecuniary interest, which is particular to them, i.e. professional members may take part in debates and decisions relating to general CILEX matters, such as subscription rates, without declaring an interest or leaving the Board meeting.
34. When an interest is not of a direct pecuniary kind, the interest must be declared and the Chair will decide whether consideration in the discussion or determination of a matter would suggest a real danger of bias. This should be interpreted in the sense that Board members might unwittingly or otherwise unfairly regard with favour, or disfavour, the case of a party to the matter under consideration.
35. In considering whether a real danger of bias exists in relation to a particular decision, Board members should take into account:
- whether they, a close family member, or person living in the same household, or a firm, business or other organisation with which the Board member is connected, are likely to be affected by more than the generality of those affected by the decision in question.
  - whether they, a close family member, or person living in the same household, or a firm, business or other organisation with which the Board member is connected, has an involvement with the decision in another capacity which might prejudice, or be perceived to prejudice, the decision making.
36. When a Board member personally benefits, in a similar capacity to any other member of the public, from something that is being discussed, there will not normally be a need to declare an interest. However, there may be occasional circumstances where a Board member feels that there is a danger of perceived bias in their decision-making and, therefore, may choose to declare an interest.

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37. On receipt of an agenda and papers for a meeting, Board members should alert the Chair to any items where they are considering declaring an interest, in order to resolve any uncertainties in advance. This enables staff to establish if the scheduled meeting is likely to become inquorate during its course.
38. At the start of each Board and committee meeting, Board members will be asked to declare any interests. This will be a regular, standing item on the agenda for each meeting.
39. In the meeting, Board members should declare any interests as soon as possible after the meeting begins. Where Board members do not participate in the discussion or determination of a matter, they should normally withdraw from the Board meeting at all points in the meeting where that matter is discussed. This is because the continued presence of someone who has declared an interest might be thought likely to influence the judgement of the other Board members present.
40. Where Board members sit on a committee, the same procedures apply where the committee is being asked for advice prior to a decision being taken by the Board. If a Board member would expect to declare an interest when an item is presented to the Board for decision, they should declare that same interest when the same item comes to committee for advice.

**Conduct of committee meetings**

41. The Board may establish any committee or working party for any such purpose as it considers appropriate and determine the powers, terms of reference and timescale of any such committee or working party.
42. Committees may include persons who are neither Board members nor employees. The conduct of committee meetings will be regulated in the same manner as Board meetings unless the Terms of Reference approved by the Board explicitly vary how that committee is conducted.

**Transparency and Public access to CILEx Regulation information**

43. CILEx Regulation is not a public body for the purposes of the Freedom of Information Act.

44. CILEx Regulation will publish a Transparency Policy, available on the corporate website, setting out its approach to transparency.
45. Admission of public and the press - All formal meetings of the Board shall be open to the public and press unless publicity would be prejudicial to the public interest by reason of the confidential nature of the business to be transacted or for other special reasons. For the avoidance of doubt, the confidential section of the Board will not be open to the public, press or CILEX. The Board has the discretion as to whether questions from the public will be taken.
46. If a member of the public or press interrupts the proceedings at any meeting, the Chair may order that person to be removed from the meeting or may order the part of the room which is open to the public to be cleared.

#### **Claiming of expenses**

47. Members of the Board, committees and Panels are entitled to claim expenses incurred in respect of carrying out Board, committee or Panel business in accordance with the Expenses Policy in force from time to time.

#### **Gifts and Hospitality Register**

48. The upper limit on the value of gifts, which may be accepted by staff or members of the Board, is set at £25. Board members should normally refuse to accept any gift offered to them personally unless it is of negligible value or is a promotional item of a value under the £25 ceiling. Presentational items may be accepted by the Chief Executive who will keep a register of such gifts and ensure that they are displayed or used appropriately by CILEx Regulation/CILEX.
49. Board members should accept offers of hospitality only if there is a genuine benefit to the CILEx Regulation, through the opportunity to impart or receive information or to represent the CILEx Regulation in the community, or where a meal is in the nature of a working lunch or representational dinner. All hospitality outside of CILEx Regulation received should be notified to the Chief Executive, who will enter it in a register. For the avoidance of doubt, gifts or hospitality from CILEX should be declared.
50. If a Board member has any doubt about the propriety of accepting a gift or an invitation, they should consult the Chair.
51. The Register of Gifts and Hospitality is open to public inspection.

52. In complying with their duties, Board Members are to have regard to the Anti-Bribery Policy.

### **Key Roles – appointment and removal**

53. CILEx Regulation appointments will be made independently of CILEX.

### **Non-Executive Board Member (including the Chair, Lay and Professional Members)**

54. These roles are subject to the following appointments process:

- a) **Application** – The organisation will advertise through recognised open, competitive processes
- b) **Eligibility** –
  - (i) Lay Members: Must not be or ever have been practising legal service providers
  - (ii) Professional Members: Must be Fellows of CILEX (or its successor body)
- c) **Appointment Process** – For any appointment, the Board delegates responsibility to an appointments panel, the chair and members of which are determined by the Chair. **Ordinarily, the appointments panel should include an independent member.** The Board must be informed of the chair and members of the appointments panel before recruitment takes place. CILEx Regulation will undertake a short listing and interview process for each Board member and will offer the role to the candidates who, in the opinion of the appointments panel, best meet the criteria for the role and, through the interview process, demonstrate the ability to undertake the role as defined in the role description.
- d) **Term of Office** – Term of Office – the Chair and Board members will be appointed for a term of no more than three years. Subject to the outcome of performance appraisals and agreement of the Chair (or the longest-serving Lay Member if it relates to the Chair) the Chair and Board members can serve a maximum of two terms (i.e. a maximum six years in total). Renewals require Board endorsement. In exceptional circumstances, the Board may shorten or extend the term of office of the Chair or of a Board member for up to a maximum of a year (immediately before or following expiry of the six year period) with the agreement of the Chair or of that Board member.

- e) **Grounds for removal from office** – A Board member may be removed from office if:
- they are or become disqualified from being eligible to be on the Board
  - they commit a serious, continuing or repeat breach of the Code of Conduct
  - fail to meet the requirements of the role as set out in the role description and person specification
  - overwhelmingly do not meet the majority of their annual objectives
- Removal from office is determined by a majority vote of a quorate Board, with the member proposed for removal excluded from voting.
- f) **Notice period** – Board members are required to give three months' notice of resignation, including three months' notice of their intention not to serve a second term of office.

### Chief Executive

55. The Chief Executive **is an Executive Director and member of the Board**. The Chief Executive is subject to the following appointment process:

- a) **Application** – The organisation should normally engage an external recruitment agency to undertake a rigorous search and selection process in line with recognised good practice for the appointment of very Senior Managers;
- b) **Eligibility** – Eligibility criteria will be determined at the time of advertising and be based on the needs of CILEx Regulation, legal requirements and recognised best practice;
- c) **Appointment process** – For any appointment, the Board will delegate responsibility to an appointments panel, the chair and members of which are determined by the Chair. The Board must be informed of the chair and members of the appointments panel before recruitment takes place. CILEx Regulation will undertake a short listing and interview process for the role and will offer the role to the candidate who, in the opinion of the interview panel, best meets the criteria for the role and, through the interview process, demonstrates the ability to undertake the role as defined in the job description;

- d) **Term and conditions** – Terms and conditions will be determined at the time in line with recognised good practice;
- e) **Removal from office** – Removal from office is determined by a 75% or higher vote of a quorate Board, having regard to employment law. Barring gross misconduct, the Chief Executive will be entitled to full pay and benefits for the six months notice period. **In such a scenario, the Chief Executive is excluded from the Board's decision;**
- f) **Notice period** – Six months.

### **Associate membership**

56. The Board has provision to appoint an associate member for a period of up to 3 years. This role is not a full board position and does not have associated voting or decision making rights.

### **Protocols with CILEx**

57. To ensure compliance with the Internal Governance Rules, protocols with CILEX shall be produced covering joint working arrangements between CILEx Regulation and CILEX.

### **Suspension of Standing Orders**

- 58. Any part of these standing orders or related governance instruments may be suspended at a Board meeting provided all voting members in attendance are in agreement.
- 59. A decision to suspend standing orders together with the reasons for doing so shall be recorded in the minutes of the meeting.



Approved by the Board: 13 December 2010  
Last reviewed:

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