

## **Standing Orders and Operational Procedures**

### **1. MEETINGS**

Ordinary meetings of the Board shall be held in October, January, March, April/May June and August, or at such other times, and at such places, dates and times as shall be determined by the Board.

Special meetings will be called by the Chief Executive if so requested by the Chairman, or by written request from not less than six members of the Board. The written request must state the business to be transacted at the Special Meetings and no other business will be transacted at such a meeting.

At least 4 working days before the date of a meeting, the Chief Executive will send by post, by hand or by email, to each member, notice of the meeting, stating the time, date, place, and the Agenda together with relevant papers. Want of notice shall not affect the validity of a meeting.

The Chairman may adjourn any meeting to a later time and the adjourned meeting shall be deemed a continuation of the original meeting.

### **2. CHAIRMAN AND MEMBERS**

The Chairman and Members are appointed by the Sponsoring Department. through formal appointment by the Minister. Appointments to the Board follow the Office of the Commissioner for Public Appointments guidelines.

The Board may Co-opt additional members only in a temporary, advisory, non-voting capacity. A Vice-Chairman may be elected from its members at the discretion of the Board. The Vice-Chairman's term of office will be from date of election until the end of his/her current Board Membership unless he/she resigns, or the Board otherwise decides.

A full list of Board members is kept with the Standing Orders and maintained by the Board Administrator.

The Chairman shall preside at Board meetings but if he/she is absent, then the Vice-Chairman shall preside. If both are absent, the presiding Chairman for the meeting shall be a member present appointed by the other members attending.

Members are expected to observe the Code of Conduct annexed hereto.

### **3. LIABILITY OF BOARD MEMBERS**

Individual Board members acting honestly and in good faith with the authority or consent of the Board or in accordance with the Board's directions will not be personally liable for his or her actions.

#### **4. QUORUM OF THE BOARD**

The quorum of the Board is outlined in Schedule 2 of the 1964 No. 145 Industrial Training Construction Industry Training Board Order states "at the meeting of the Board three-fifths of the members shall be the quorum, or if the number so ascertained includes a fraction the nearest higher whole number of members".

Currently there are 10 Board members so the quorum would be 6.

If a quorum of the Board is not present the meeting can be held with those who are present. Board members not in attendance will be asked to provide the necessary approvals by email to the Board Administrator for recording in the minutes of the meeting.

#### **5. ORDER OF BUSINESS**

Unless the presiding Chairman decides otherwise, the business of meetings will follow the order specified in the Agenda.

#### **6. AGENDA**

The Chairman and Chief Executive will agree the agenda for the Board meetings and standard items to be included in the Agenda for Board meetings will be:-

1. Apologies
  2. Declaration of Interests
  3. Approval of Minutes of previous meeting.
  4. Action report from previous Minutes.
  5. Chairman's Business.
  6. Chief Executive's Report.
  7. Financial Report.
  8. Reports from Committees
- followed by other items listed by the Chief Executive and/or requested by Members and approved by the Chairman, and finally "Any other Business" and confirmation of Date of Next Meeting.

#### **7. NOTICES OF MOTION**

Notice of Motion in writing, signed by the member or members concerned, shall be given to the Chief Executive at least 10 days before the meeting at which it is to be put forward. The Notice of Motion will then be set out in the Agenda. Every motion must be relevant to a matter in relation to which the Board has powers or duties or which directly affects the provision of services for which the Board is responsible.

In cases of urgency, the Chairman will decide what motions can be put without notice.

#### **8. CONFLICT OF INTERESTS**

Should any member have a registered or declared interest in a matter under discussion (other than a legitimate general interest) then he/she must declare such interest and due consideration given whether it is appropriate for him/her to withdraw from the debate. Each Board member is required to complete and sign a Register of Interests which will be held on file at CITB NI, and a copy made available to the Department.

Members are required to inform the Board Administrator of any changes in their Interests, as such change occurs.

When a discussion is to take place involving the personal remuneration, conditions of service, or discipline, of a Board employee, the Board may request some or all of the Board staff present, to leave the room whilst that matter is discussed.

## **9. RULES OF DEBATE**

Every effort will be made to conduct the proceedings of the Board in an informal manner. However, in the event of a complex, long or difficult discussion, the Chairman may, at his discretion, announce that he is imposing a "formal procedure," following which

- A motion or amendment shall not be discussed until it has been proposed and seconded.
- The proposer shall limit his/her speech to five minutes. The seconder and other members shall not exceed three minutes. No member shall be permitted to speak more than once except the proposer who will have the right to reply at the end of the debate and before the proposal, or amendment, is put to the meeting.
- Members shall not be interrupted, other than by the Chairman, except by a member raising a point of order. The ruling by the Chairman on a point of order shall not be open to discussion.
- All members whilst speaking will address the Chair.
- The Board will not be addressed by any person not a member of the Board unless by permission of the presiding Chairman.
- When a proposal or motion is under debate, no other proposal or motion will be moved. The presiding Chairman will deal with amendments as he considers appropriate.
- A member may move without comment at the conclusion of a speech by another member "that the Board proceed to the next business" or "that the question be now put," or "that the debate be now adjourned", on the seconding of which the Chairman will put to the vote if he considers that the matter has been as fully discussed as it can be on the occasion.

## **10. DEPUTATION OR DELEGATIONS**

These may be admitted to the Board but only if a request has been made to the Chief Executive at least 10 days before the relevant meeting and has been approved by the Chairman. The privilege of such deputation or delegation shall be confined to the presentation of a memorial, or statement or copy of resolutions and the making of not more than two short addresses, each not exceeding five minutes in time.

## **11. CONDUCT**

If a member misconducts himself by disregarding rulings of the Chair or by other offensive or objectionable behaviour, the Chairman or any other member may move "That the member named be not further heard" and if seconded, this motion shall be put without discussion. If the member continues his misconduct, the Chairman may:-

- (a) move "That the member named leaves the meeting," in which case the motion shall be put without seconding or discussion

**OR**

(b) Adjourn the meeting for such period as he shall consider expedient.

In the event of a disturbance which in the opinion of the Chairman renders due and orderly despatch of Business impossible, the Chairman may at his sole discretion, adjourn the meeting for such period as he considers expedient.

## **12. RECESSION OF A RESOLUTION**

No motion to rescind any resolution passed within the preceding six months, and no motion or amendment to the same effect as one which has been rejected within the preceding six months shall be proposed by a member unless notice has been given in the names of at least six members of the Board, and such notice described in the Agenda of a properly constituted Board meeting.

## **13. DECISION MAKING**

The intention is to reach agreement by consensus on any matter requiring a Board decision. If there is not consensus a vote may be called on the matter. The mode of voting shall be by show of hands. Except on the issue of setting the statutory levy, all members shall have an equal vote. For setting the levy, only employer members may vote, although all members may debate the issue.

The presiding Chairman at any meeting shall, in addition to his right to vote as a member of the Board, have the casting vote.

## **14. COMMITTEES**

The Board shall agree to the delegation of executive powers to be exercised by committees or panels which it has formally constituted.

The constitution and terms of reference of these committees or panels and their specific executive powers shall be approved by the Board. The Committee Chairman and Chief Executive will agree the agenda for Committee meetings.

### **14.1 Finance and General Purposes Committee**

The membership of this Committee will comprise: the Board Chairman and three members as appointed by the Board. A Board member will be nominated by the Board to Chair the Committee. The Committee will meet on a regular basis as required. One member of the Committee should have recent and relevant financial experience.

The remit of the Finance and General Purposes Committee will include:

- Staff matters including recruitment, selection, appointment, promotion, conditions of service, discipline and structuring in accordance with Board policies and decisions
- Remuneration for staff at all levels
- Deal with such other issues as may be referred to it by the Board
- Monitoring the financial budgets, reports and forecasts
- Comment and make recommendations to the Board on financial and other matters

- Deal with such other issues as may be referred to it by the Board, or by the Chairman

Standard Agenda items will include:

1. Apologies
2. Declaration of Interests
3. Approval of Minutes of previous meeting.
4. Action report from Minutes.
5. Chairman's Business.
6. Chief Executive's Report.
7. Financial Reports.
8. HR matters

All meetings of the Committee will be reported to the Board

## **14.2 Audit and Risk Assurance Committee**

Comprising four Board members appointed by the Board, the Board Chairman shall not be a member of this committee. The Chairman of the Committee will be nominated by the Board. The Committee will meet four times per year. Current membership of the Committee comprises:

Chairman	Siobhan Hassard	
Board members	Christine Boyle	Employer representative
	Jackie Pollock	Employee representative
	Derek Martin	Employer representative

In attendance at Committee meetings:

Staff	Chief Executive
	Board Accountant
Secretarial function	Board Administrator
External	DfE representative
	KPMG (Internal Audit)
	NIAO (External Audit)

The primary role of the Audit and Risk Assurance Committee is to independently contribute to the Board's overall process for ensuring that the effective internal control system is maintained. One member of the Audit Committee should have recent and relevant financial experience.

The terms of reference of the Audit and Risk Assurance Committee will include:

- Assisting the Board in fulfilling its responsibilities in relation to accounting policies, internal controls and financial management systems.
- Monitoring the compliance of internal policies, procedures and controls, with the requirements of the Sponsoring Department and legislation.
- Monitoring the effectiveness of and compliance with internal control systems and encouraging a value for money approach to the delivery of services and safeguarding of assets.
- Review of Risk Management

- Review of Anti Fraud Policies, Whistleblowing processes and arrangements for special investigations
- Meeting the Board's Internal and External Auditors and reviewing reports on the Board's Annual Accounts.
- Review of Governance Statement
- Internal and External Audit shall have free and confidential access to the Chairman of the Audit and Risk Assurance Committee
- Investigating any area of the Board's financial activities at its own instigation or at the request of the Board Chairman or the Board and report on its findings.

The Committee will report to and/or make recommendations to the Board, or at its discretion, to the Chairman

In the absence of a member of the Audit and Risk Assurance Committee, the Board Chairman may nominate another Board member as a temporary member for a stated period.

The quorum of the Audit and Risk Assurance Committee will be two.

The Audit and Risk Assurance Committee will also review its own effectiveness and report the results of that review to the Board.

Standard Agenda items will include:

1. Apologies
2. Declaration of Interests
3. Approval of Minutes of previous meeting.
4. Action report from previous Minutes.
5. Fraud
6. Staff reports
7. Internal/external audit reports
8. Risk Management

All meetings of the Committee will be reported to the Board.

### **14.3 Board Review Committee**

Comprising a Chairman and three Board members appointed by the Board.

The remit of the Review Committee is to:

#### **Levy/Scope**

- Review and advise the Board on CITB NI policies in respect of assessment and collection of levy as necessary in light of operational needs and tribunal/legal decisions
- Conduct a review of staff decisions in respect to challenges to scope position by employers and make appropriate recommendations to the Board

#### **Grant**

- Review of both existing and new grants, as delegated by the Board and make appropriate recommendations to the Board.
- Review appeals from employers on withdrawal or refusal of grant and report outcomes to the Board. The decision of the Board Review committee with regard to grant appeals is final.

#### **Policies**

- Conduct a planned and risk assessed review of CITB NI policies and make recommendations to the Board

### **Project Review**

- Review of both existing and new programmes or projects being undertaken by CITB NI in accordance with the Rules of Delegation and make appropriate recommendations to the Board.

### **Communication**

- The Board Review Committee will also consider communication of information to Board members to develop effectiveness

The Review Committee will have four scheduled meetings throughout the year and a note of the meetings will be presented to the Board.

Due to the wide-ranging remit of the Board Review Committee there is no set agenda for the meetings. The agenda for each meeting is proposed by staff depending on the areas requiring discussion and agreed with the Board Review Committee Chair.

## **4.4 General Notes on Committees**

- i) The terms of reference of each of the Committees will be decided by the Board and shall be reviewed annually.
- ii) The Board may also from time to time appoint Ad Hoc Committees, Groups or Working Parties on a short-term basis to deal with a specific task. The composition and terms of reference will be determined by the Board/Committee to whom the working party will report back to and make recommendations.
- iii) The Chairman and Chief Executive will be ex-officio members of all Committees, (with the exception of the Audit and Risk Assurance Committee).
- iv) The quorum of Committees shall be one third of membership and in all cases a will require a minimum of two Board members.

Where a quorum of the Committee is not present the meeting may be held but the members not present will be asked to approve by email any items requiring recommendation to the Board.

- v) Minutes of all Committees and Working Parties will be made available to all Board members, on request and summaries will be included, where possible with Board papers.
- vi) Committees will follow the Boards Standing Orders and Operational Procedures and will apply the same principles.
- vii) Frequency of meetings will be subject to discussion between Committee Chairmen, Board Chairman and Chief Executive. Meetings of the NDPB Committees will be at least four times a year.
- viii) All proposals/briefing papers to the Board and its Committees relating to training for the industry will include reference to health and safety issues.

## **15. SCHEME OF DELEGATION**

Those functions of CITB NI which have not been retained as reserved by the Board or delegated to a Committee or panel shall be exercised on behalf of the Board by the

Chief Executive. These matters are set out in the Scheme of Delegation which is attached at Appendix 1 to these Standing Orders.

The Chief Executive shall determine which functions he will perform personally and shall nominate Officers to undertake the remaining functions for which he will still retain accountability to the Board.

The Scheme of Delegation shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation, which shall be considered and approved by the Board.

The arrangements made by the Board as set out in the Scheme of Delegation are incorporated in these Standing Orders.

## **16. PROCUREMENT**

All expenditure will be identified in Budget headings and the Board's approved procurement policy will be followed for all purchases up to £30k.

Purchases in excess of £30k will be subject to formal tender either through DOF's Construction and Procurement Delivery or if this is not possible by following the Board's approved competitive tendering policy which includes market testing, evaluation of tenders and contract award procedures.

Any expenditure above £30k will be subject to DfE approval.

All other purchases and contracts estimated to cost over £30k will be reported to the Board giving details if required of any departure from specification and reason for non-acceptance of the lowest tender in any case.

## **17. SEAL**

The Common Seal of the Board shall be kept in a safe place under the custody of the Chief Executive and will not be used to seal any document unless such sealing has been approved by the Board. The Seal will be attested by the Chairman, or other nominated Board member, and the Chief Executive or a senior member of staff designated for this purpose.

## **18. RELATIONS BETWEEN BOARD MEMBERS AND EMPLOYEES**

All contact with Board employees shall be through the office of the Chief Executive.

The Chief Executive has the executive responsibility to conduct the day to day affairs of the Board in accordance with the policies and other budgetary decisions of the Board.

The Chairman may, on behalf of the Board take such steps as he/she may consider appropriate to deal with any urgent issue arising and will report his actions to the Board as soon as possible.

The Chief Executive will, in particular, keep the Chairman fully informed on an on-going basis. The Chairman shall decide to disseminate information to Board members, or to call meetings of the Board.

Unless specifically authorised to do so by the Board, a member shall not issue any order to a Board employee or claim by virtue of his membership to have any right to inspect or enter upon any land or premises. A member shall not solely by virtue of such membership have any right to reprimand any employee of the Board in connection with the performance of his duties but should report his concern to the Chief Executive.

## **19. DEPUTY CHIEF EXECUTIVE**

The Board may appoint a Deputy Chief Executive. In the absence of the Chief Executive, the Deputy will assume all the responsibilities of the Chief Executive. Should such a Deputy not be formally appointed by the Board, then the Chief Executive or Chairman will nominate a senior staff member to act in the capacity during periods of absence by the Chief Executive.

## **20. BUDGETING AND FINANCIAL CONTROL**

The Chief Executive will present draft Budget proposals to the March Board meeting at which they will be discussed and amended as necessary.

After further consultation with Employer bodies and confirmation of the Annual Levy Order the final draft budget will be tabled for approval at the August Board meeting.

Budgets will include a contingency figure of approximately 1% of projected income.

Expenditure and income will be carefully monitored against Budget forecasts. At Board meetings the Chief Executive will table details of income and expenditure on a regular basis, showing variances and with proposals for dealing with any such variances.

A full review of the current Budget will take place at the March Board meeting and the Budget re-profiled as necessary in the light of developments and trends.

The Chief Executive may only exceed the Budget expenditure under any heading, keeping within the overall approved budget.

Any overspend or any anticipated overspend must be reported to the next Board meeting at which time proposals will be considered for accommodating any overspend or shortfall in income, by vire from one heading to another, by use of contingency funds or research, or by enhanced income generation.

## **21. FEES AND TRAVEL ALLOWANCES**

For meetings of the Board, and its Standing Committees, and other properly convened Board events, members will receive an Attendance Allowance at rates set by Public Appointments.

In addition mileage allowance set at HMRC rates will be paid for all journeys necessary for the performance of Board duties, subject to verification by the Chairman or Chief Executive.

All claims are subject to approval by the Chief Executive. All journeys outside Northern Ireland will be listed monthly to the Chairman for information. Journeys outside the United Kingdom or Republic of Ireland must be approved in advance by the Chairman.

## **22. RELATIONSHIP WITH SPONSOR DEPARTMENT**

The Department is the Board's interface with Government and the Board is required to work closely with it. The Management Statement and Financial Memorandum defines the relationship between the Sponsor Department and CITB NI.

- a) The Board is the statutory industrial training board for the construction industry in NI and will act as a partner in the Sector Skills Council, ConstructionSkills on behalf of the construction industry in NI. The Chairman and Chief Executive of CITB NI will be members of ConstructionSkills Governing Body.
- b) The Board will endeavour to ensure that the Department's policies and strategies are applied in the industry and conform to the Department's policies itself in its own operations.
- c) The Board will seek, at all times, to work effectively with the Department to enhance the overall standards of competence of those within or seeking to enter the construction industry.
- d) The Chair shall meet with the Permanent Secretary of the Department Annually.

## **23. RELATIONSHIPS WITH EMPLOYER ORGANISATIONS**

The Board recognises the validity of the desire of Employer organisations to have an input to the work of the Board and will consult with those organisations both formally, through the Employer Forum and informally. In particular, they will be given an opportunity to comment on the Board's annual proposals for the grant scheme and levy rate.

## **24. RELATIONSHIPS WITH TRADE UNIONS**

The Board recognises the legitimate interest of Trade Unions in the work of the Board and welcomes the input of its members with a Trade Union background. Where appropriate, relevant unions will be consulted on issues affecting Board employees, and on the training matters affecting work people in general.

## **25. RELATIONSHIPS WITH OTHERS**

The Board will seek to maintain good relations with all other bodies, with all employed in the construction industry, its customers and the general public. Efforts will be made to make known the aims, objectives and work of the Board to the wider public audience.

## **26. DUTY TO REPORT NON-COMPLIANCE WITH STANDING ORDERS**

If for any reason these Standing Orders are not complied with, full details of the non-compliance and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification.

All members of the Board and staff have a duty to disclose any non-compliance with these Standing Orders to the Board Secretary as soon as possible.

## **27. AMENDMENTS TO STANDING ORDERS AND OPERATIONAL PROCEDURES**

These Orders and Procedures may be amended at a Meeting of the Board. They may be temporarily set aside in particular circumstances provided that two thirds of those members present at a properly convened Meeting of the Board are agreeable to this course of action to meet a specific situation.

**Amendment: January 2019 – section 4 quorum of the Board**

**Amendment: August 2019 – quorum of the Board, Committee Standing Agenda items and procurement**

**Amendment: January 2020 following appointment of KPMG as the Board's internal Auditors**