



## For Decision

**Title:** Amendments to Standing Orders

**Prepared by:** David Cameron, Deputy Chief Executive and Director of Corporate Services

### Purpose

This paper seeks approval by the board of proposed changes to Standing Orders, following notification of the changes to the board at its meeting in March 2023.

### Recommendations

The Board is asked to:

- a) agree amendments to Standing Orders as set out in this paper.

### Background Information

1. The board rescinded amendments to Standing Orders put in place to support governance arrangements during the COVID19 pandemic at its meeting in March 2023.
2. The board also received notification of the proposal to amend Standing Orders, having reflected on the operation of existing Standing Orders at times when there may be vacancies in board membership and pressures on quorum experienced by some Committees in particular. The board was notified of a proposal that Standing Orders may be better phrased to reflect that quorum of board and Committee membership should reflect actual numbers of board members in place rather than an assumed membership of 19.
3. The board also considered its approach to the election of the Convener, Deputy Convener and Committee Chairs and agreed that a revised approach to enable members to vote irrespective of their ability to attend on a specific meeting day should be retained. A paper to take forward those proposals has been developed for consideration at a separate meeting and will be adopted into Standing Orders subject to the outcome of that meeting.



## Amendment to Standing Orders

Paragraph 9 of the approved Standing Orders states that:

"The quorum of the NPA board will be half of its total number plus one - in other words, 10 Members. This will apply regardless of vacancies in membership. No business will be transacted at a board meeting unless a quorum is present. If the Convener of the meeting finds during a board meeting that the number of members present has reduced below the quorum, the meeting shall end at that point."

Paragraph 45 of the approved Standing Orders also states that:

"Committee meetings shall be quorate provided that at least 4 members are present to conduct business. If meetings remain without a quorum 15 minutes after the designated start time then the meeting shall be postponed with the Chief Executive and Proper Officer then responsible for arranging an appropriate date and time for the meeting to take place."

Notice was given as required under standing orders of the intention to consider amendments to standing orders to cover these points.

It is proposed that paragraph 9 is amended as follows:

The quorum of the NPA board will be half of the total number of members appointed at any given time plus one. Hence, for illustration, where the Board has two vacancies and 17 members in place, the quorum shall be 9. No business will be transacted at a board meeting unless a quorum is present. If the Convener of the meeting finds during a board meeting that the number of members present has reduced below the quorum, the meeting shall end at that point.

It is proposed that paragraph 45 is amended as follows:

Committee meetings shall be quorate provided that at least half plus one of the approved membership are present to conduct business. Hence, for illustration where a Committee has 6 places and full membership in place, the quorum shall be 4. Where a Committee has 5 current, approved members and one vacancy, the quorum for that meeting shall be 3. The minimum quorum for a Committee meeting shall be 3. If meetings remain without a quorum 15 minutes after the designated start time then the meeting shall be postponed with the Chief Executive and Proper Officer then responsible for arranging an appropriate date and time for the meeting to take place.

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