



Gangmasters
Licensing Authority

GLA45/9a Board Standing Orders

22 April 2015

Board Paper Reference – GLA45/9a - Board Standing Orders

1. Purpose of the Report

1.1 To set the framework for how the Board will operate under its new constitution.

2. Recommendation

2.1 The Board to agree the drawing up of Standing Orders based on the arrangements set out in Annex 1 and operate within them.

3. Reasons for Recommendation

3.1 The proposed Standing Orders are set out in Annex 1 and cover the requirements of:

- The Gangmasters (Licensing Authority) Regulations 2015
- The Gangmasters (Licensing) Act 2004

3.2 They also take account of good practice in the operation and governance of Boards in other Home Office arms' length bodies.

4. Summary of Key Points

4.1 The Gangmasters (Licensing Authority) Regulations 2015 set the rules which govern the operation of the GLA Board. As the 2005 Regulations governing the operation and composition of the Board were revoked, it seemed an appropriate point to review the Standing Orders for the Board. The previous Standing Orders were agreed in 2005 and have not been subject to change.

4.2 The Board are invited to consider whether the proposed standing orders will allow them to meet the requirements of the regulations. They include existing provisions that the previous Board operated within and new provisions which we believe will enable the Board to operate with probity and fairness.

4.3 Once the Standing Orders have been agreed each Board member will be provided with a copy.

5. Financial Implications and Budget Provision

5.1 No direct financial implications from the Standing Orders.

6. Organisational Risks

6.1 If the Board do not have a comprehensive set of standing orders they will not be able to carry out their role effectively which could result in poor governance and public funds being wasted.

7. Policy Implications and Links to Strategic Priorities

7.1 None.

8. Details of Consultation/EQIA

8.1 The Board are being consulted on the content of the Standing Orders.

9. Background Papers and Relevant Published Documents

9.1 Board Paper GLA 6.1 Standing Order Rules

9.2 Board Paper GLA 39/9.4 Publication of Board Papers and Decisions.

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Standing Orders for the GLA Board

Legislative Framework of the GLA

1. The GLA was established as a body corporate by Section 2 of the Gangmasters (Licensing Authority) Regulations 2015.
2. The GLA employs a Chief Executive (CEO) and such number of staff as it considers appropriate. Both the CEO and staff members are termed as employees of the GLA.
3. The functions that the GLA must undertake are set out in the Gangmasters (Licensing) Act 2004. The GLA has a range of legislative obligations in relation to how it operates, and a range of legislative powers. The GLA also has a range of legislative obligations in terms of operation of licensing and enforcement functions under the relevant legislative provisions which are specifically not separately listed in the standing orders.

Role of the Board

4. The Code of Conduct for Board Members of Public Bodies issued by the Cabinet Office will apply to the GLA.
5. The Board must ensure that the Authority properly discharges its functions and complies with the Gangmasters (Licensing Authority) Regulations 2015.
6. The Board may determine its own procedures.
7. The Board may establish sub-committees comprising of Board members. The Regulations provide that the Board may establish advisory committees whose members are not members of the Board. The Board must take account of any recommendations made by such committees.
8. The Board will oversee the following as part of the governance of the GLA:
 - **Planning** – the Board will satisfy itself through the planning process that the GLA allocates sufficient resource to ensure that functions are carried out appropriately to achieve policy requirements and financial obligations.
 - **Risk** – the Board will ensure that arrangements for risk management and their mitigations are efficient and operating satisfactorily.
 - **Management Information** – the Board will review and comment on the reliability and timeliness of the information and assure itself of the financial management and direction in place within the GLA.
 - **Policies** – the Board will monitor compliance with significant and appropriate policies.

- **Protected Disclosures** – the Board will ensure that procedures for protected disclosures are in place.
- **Probity** – the Board will oversee standards of behaviour, including, but not limited to the practices required for Anti-Bribery and corruption in accordance with the Cabinet Office Code of Conduct.
- **Statutory Duties** – the Board will ensure that the GLA operates in accordance with its statutory framework and complies with its statutory obligations.

Membership of the Board

- The Board must consist of:
 - A chair: and
 - No more than eight additional members.
- The chair must be appointed by the Secretary of State in consultation with the Minister of Agriculture and Rural Development in Northern Ireland.
- The other members of the Board must be appointed by the Secretary of State.
- Past practice has been for the CEO and other senior managers to attend the Board meeting by agreement with the Chair. **It is recommended that this practice should continue.**
- In the past nine government departments (including the sponsor department) were entitled to send nominees who were full Board members with voting rights. **It is proposed that the Home Office be formally asked to attend the meeting at an appropriately senior level.**
- Past practice has been that GLA Board meetings were open to observers with prior agreement of the Chair. Where there were sensitive discussions (e.g. concerning budget negotiations with the sponsor department) observers were asked to leave the meeting. **It is proposed that this practice should continue.** Representatives of other government departments may attend the meetings as an observer.
- In the past, if a representative Board member was unable to attend a meeting they were permitted to send a representative from the organisation they represented. This individual was treated as an observer and did not exercise any of the rights of the Board member. As Board members have been selected as individuals such deputising arrangements do not seem appropriate. **It is proposed that Board members may not send substitutes as observers.**
- The Board will be supported by a Secretariat.

Place of Business

- The principal place of business for the GLA is: Apex Court, City Link, Nottingham, NG2 4LA.

Calling Meetings of the Board – Existing Arrangements to be continued

18. The Board will normally meet quarterly, planned well in advance. The frequency of meetings can be increased if necessary when the level of business requires. These meetings are the ordinary meetings of the Board.
19. In addition to ordinary meetings the Chair, the Chief Executive or Board member, if necessary, may request that the Secretariat call an extraordinary meeting.

Notice of Meetings– Existing Arrangements to be continued

20. Save for urgent business, the Chief Executive, or a nominated officer acting on his/her behalf, will send to each Board member a written notice of the time and place of a meeting (including an extraordinary meeting), and of the business to be transacted, at least 5 clear working days before any such meeting.
21. Notice of meetings will be sent electronically to the Board members unless agreed otherwise. Where notice of a meeting is sent electronically it shall be deemed to be a written notice.

Meetings by Telephone or Video Conference – New Provision

22. Meetings of the Board will normally be conducted as face-to-face meetings. However, exception, by prior agreement with the Chair, Board members may dial into meetings or meetings may be held by teleconference or video conference.

Business to be Transacted – Existing Provision

23. The Chair is responsible for drawing up the agenda of meetings in consultation with the Board and Chief Executive.
24. No business other than that specified in the notice of the meeting shall be transacted at that meeting, unless the business is of an urgent nature or required by statute to be transacted and not less than two-thirds of the Board members present decide that the business shall be transacted.
25. A Board member wishing a matter to be included on the agenda shall make his/her request in writing for the Chair to consider at least ten working days before a meeting. The Chair must respond to all such requests in writing. Requests made less than ten working days before a meeting may be considered for inclusion on the agenda at the discretion of the Chair. Agendas for meetings shall include declarations of interest as a standing item.

Quorum – New provision

26. The quorum for the meeting of the Board will be 5 members including the Chair.
27. If a Board member has been disqualified from participating in a discussion or resolution to be taken about any matter, by reason of the declaration of a conflict of interest, he/she shall no longer count towards the quorum. If a quorum is not then available for the discussion or resolution to be taken about any matter, that matter

may not be subject to a decision. The minutes of the meeting shall record such a situation. **New Provision**

Record of Attendance - Existing Provision

28. The names of all Board members present at a meeting will be recorded in the minutes of the meeting.

Deputy Chair – Existing Provision

29. The old Standing Orders for the GLA provide for the formal appointment of a Deputy Chair. The role exists to provide for a standing substitute for the Chair, in the event of his/her unavailability. **It is proposed that the Board should appoint a Deputy Chair.**

Chairman of Meetings – Existing Provision

30. If the Chair or the Deputy Chair is not present at a meeting, those members present will appoint one of their number to chair that meeting.
31. The Chair determines the detailed procedure for the conduct of business at meetings of the Board and the Chair's decision on questions of order will be observed at the meeting, subject to any decision of the Board to the contrary.

Voting – Existing Provision

32. Wherever possible, the Board will reach a consensus on a matter under consideration. Where there is a consensus, there is no need for a vote to be carried out.
33. Exceptionally, where there is not a consensus, the matter shall be determined by a majority of the members present. An absent member may not vote by proxy or through a personal representative. If there is an equality of votes then the Chair will have a second or casting vote.
34. The procedure for voting shall be a matter for the Chair at the meeting, subject to any decision of a majority of the Board to the contrary, including:
 - The form that voting shall take, whether by a show of hands or by some other means
 - Whether or not to record the voting in the minutes to show how each member voted or abstained
 - Whether members may ask for his/her dissenting vote to be recorded in the minutes.

Adjournment – New Provision

35. Any meeting of the Board may be adjourned from time to time and from place to place at the discretion of the Chair. Reasonable notice shall be given where practical

of the date and time of the reconvening of the adjourned meeting, save that where a meeting has been adjourned for 30 days or more, notice of the reconvening of the adjourned meeting shall be given as for an ordinary meeting of the Board.

Minutes – Mixture of Existing and New provisions

36. Board members will be given an opportunity to approve the minutes of the meeting before they are published on the GLA Website. Board members are asked to consider what process they believe would strike the right balance between transparency and the right of prior approval before publication. There are two options:
- Draft minutes of the meetings of the Board (approved by the Chair and the Chief Executive) will be published on the GLA website, within [7] days of the meeting.
 - Draft minutes of the meeting Board (approved by the Chair and the Chief Executive) will be circulated to the Board within one week of the meeting and will be published on the GLA website (as approved by the Chair and the Chief Executive taking account of any comments from Board members received within two weeks of the meeting).
37. GLA minutes are publicised subject to deletion of material the disclosure of which would be inappropriate. Examples of such include: market sensitive material; information that is subject to a duty of confidentiality, information which could hinder the performance of the GLA, and information about individuals such as the GLA, or the employees of the GLA, or licence holders. Agreed final minutes will be published on the GLA website following their approval by the full Board.
38. Members are not permitted to share information or papers shared with them in the course of their duties, without the permission of the Chair. Board members should familiarise themselves with the government security classifications which can be found here <https://www.gov.uk/government/publications/government-security-classifications>.

Urgent Business - New Provision

39. Urgent business is deemed to be any matter requiring a decision of the Board before the dates when an ordinary or extraordinary meeting of the Board can be convened. In such cases the Chief Executive should take all practicable steps to consult with the Chair and as many other members as the Chief Executive considers appropriate (and if at all possible no fewer than 4 members). The Chief Executive should seek members' views as to:
- The urgency of the matter requiring decision
 - The possibility of holding a Board meeting to consider it
 - The action to be taken.

40. The Chief Executive should decide in the light of Board members' views what action to take, notify as many members as practicable of the proposed action and allow as much time as he/she considers reasonable in the circumstances for members to comment on the proposals. He/she should then act as is considered appropriate.
41. The exercise of such powers shall be reported to the next meeting of the Board which will consider whether further action is required.

Non-contentious Business – New Provision

42. If in the opinion of the Chair and the Chief Executive any matter requiring a decision of the Board is unlikely to be contentious, the Chief Executive may give notice of a proposed resolution, together with any necessary explanation and information, to all members of the Board by way of email to his/her notified email address.
43. A resolution under the above shall be valid and effective without a meeting of the Board provided that by the end of the sixth working day following the day on which notice was sent, no member who would be entitled to attend and vote on the matter at a meeting has indicated dissent. In the event of such dissent, the matter shall be referred to the next meeting of the Board for decision.
44. Such a resolution shall be reported in the next available minutes of the Board as having been made on the last day of the period referred to in paragraph 40.

Committees – Existing and new Provisions

45. The Board may set up sub-committees of Board members and may delegate decisions to such sub-committees. Such committees must operate within the Terms of Reference approved by the Board.
46. GLA is required to have an Audit and Risk sub-committee. It is proposed that the Board appoints [3] members to form an Audit and Risk sub-committee and that they agree that one of them should chair the meeting. In the past the Chair of GLA has attended Audit and Risk Sub-committees as an ex-officio.
47. In the past, because of the size of the Board, GLA also had a Finance and General Purposes Committee (F&GP) that scrutinised the Strategic Plan, the GLA budget, performance against budget and also acted as a Remuneration Sub-Committee. With the smaller Board, a F&GP may not be needed.
48. The Board may establish Advisory Committees. The number and nature of such Advisory Committees has still to be agreed. Members of Advisory Committees are not members of the Board. The Board must take account of any recommendations made by such committees.
49. Terms of reference of Advisory Committees should be approved by the Board. It is recommended that Advisory Committees should normally be chaired by a Board member (which may include, but not be reserved to the Chair of GLA).

Declarations of Interest – Mixture of New and Existing Provisions

50. Board members must declare any involvement in any personal or business interest which may conflict with his/her responsibilities as a Board member.
51. Board members must declare any such interests to the CEO as soon as he/she is aware of them and discuss concerns about potential conflicts with the Chair.
52. Board members should also disclose any interests of close family members (which includes partners and dependants) which he/she is aware of. Board members should also declare interests which members of the public might reasonably think could influence his/her judgement.
53. Board members should not participate in the discussion or determination of any matter in which he/she has a direct pecuniary interest.
54. If a Board member declares an interest they will not normally participate in a discussion and withdraw from that part of the meeting. This is because the continued presence of someone who has declared a direct interest might be thought likely to influence the judgement of the other Board members.
55. Board members will be required to complete an annual declaration of their interests which is published on the GLA website.

Equipment – New Provision

56. Board members will be provided with equipment to carry out their duties in relation to the Board.
57. Any equipment provided to Board members will remain the property of the GLA and must only be used in line with GLA policies.

Compliance with GLA Policies – New Provision

58. Board members will be required to read and confirm agreement to a number of GLA policies, including but not limited to: Anti-Bribery, and the Use of Internet, Email, Social Media, and Telephony.