STANDING ORDERS

Shildon Railway Institute Limited

A Framework for Effective and Inclusive Management Committee Meetings

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1. Purpose and Status

These Standing Orders set out the arrangements by which the Management Committee of Shildon Railway Institute Limited (“the Society”) conducts its meetings and collective decision-making.

They are intended to support meetings which are orderly, inclusive, well-informed and effective, while remaining proportionate to the needs and character of a volunteer-led organisation.

The Standing Orders provide a practical framework within which Committee Members can contribute their knowledge, experience and judgement; differing views can be heard and considered fairly; decisions can be reached clearly; and responsibility for those decisions can be understood and recorded.

They should be read alongside the Society's Rules, Governance Philosophy, Responsibilities of the Management Committee, Management Committee Code of Conduct and Conflicts of Interest Policy.

The Society's Rules provide the constitutional authority within which the Management Committee operates. These Standing Orders supplement the Rules and do not replace, amend or override them. Where there is any inconsistency between these Standing Orders and the Rules, the Rules shall take precedence.

Standing Orders exist to support good governance rather than procedure for its own sake. They should therefore be applied reasonably and proportionately, with the aim of helping the Management Committee conduct its business effectively and in accordance with the Society's values and responsibilities.

2. Principles for Conducting Committee Business

The Management Committee is a collective body whose members share responsibility for the governance and stewardship of the Society.

Committee Members participate as peers. Holding an officer or other particular responsibility does not give one Committee Member greater standing in collective decision-making except where the Rules, these Standing Orders or a specific delegation provide otherwise.

Meetings should be conducted in a manner which:

- encourages every Committee Member to participate and contribute;
- recognises that different knowledge, experience and perspectives can strengthen collective judgement;
- allows questions, constructive challenge and disagreement to be expressed openly and respectfully;
- seeks consensus where this can reasonably be achieved, while recognising that voting provides a legitimate means of resolving differences;
- ensures that minority or contrary views are heard and properly considered;
- provides sufficient information and opportunity for Committee Members to exercise informed judgement;
- keeps discussion reasonably focused upon the business before the meeting;
- reaches decisions which are sufficiently clear to be understood, recorded and implemented; and
- recognises collective responsibility for decisions properly made by the Management Committee.

Committee Members may disagree strongly and may vote against a proposal without acting contrary to collective responsibility. Once a decision has properly been reached, however, it

becomes a decision of the Management Committee as a whole and should be respected and supported accordingly.

The Chair has a particular responsibility for facilitating these principles during meetings but does so on behalf of the Management Committee rather than through authority over fellow Committee Members.

Good meeting practice should enable people to leave a meeting feeling that their contribution was welcomed, that differing views were fairly considered, that the business of the Society was advanced, and that the time committed by those present was worthwhile.

3. Ordinary Meetings of the Management Committee

The Management Committee shall meet according to a schedule which it agrees from time to time and may vary that schedule according to the needs and circumstances of the Society.

Meetings will normally be held in person. This reflects both the practical value of face-to-face discussion and the Society's wider commitment to bringing people together.

Remote or hybrid participation may nevertheless be used where circumstances make this appropriate and suitable arrangements can reasonably be provided. In accordance with the Rules, a Committee Member participating through a medium which allows them to hear and comment upon proceedings is regarded as present at the meeting. The requirements of the Rules concerning the number of Committee Members who must be **present in person** for the meeting to be quorate must nevertheless be satisfied.

Committee Members are expected to attend ordinary meetings wherever reasonably possible. Where a Committee Member knows that they will be unable to attend, they should normally give their apologies to the Secretary, Deputy Secretary, Chair or another appropriate Committee Member in advance. The Society recognises that circumstances may occasionally prevent advance notification.

A meeting may conduct business only while the quorum required by the Rules is maintained. Where a meeting ceases to be quorate, no further Committee decisions requiring a quorum may be made until the quorum is restored.

The existence of a quorum establishes the Committee's **authority** to make decisions; it does not require those present to make every decision available to them. Where a matter is particularly significant and those present reasonably consider that wider participation by their colleagues would strengthen the quality or legitimacy of the decision, the Committee may defer consideration notwithstanding that the meeting is quorate.

Ordinary meetings should be allowed sufficient time to consider their business properly. There is no requirement to complete every agenda item where continuing the meeting would be unlikely to support thoughtful and effective decision-making. Non-urgent unfinished business may be adjourned or carried forward to a subsequent meeting.

4. Attendance, Observers and Invited Contributors

Management Committee meetings should be as open as reasonably practicable, recognising that the Committee exercises responsibilities entrusted to it by the wider membership rather than operating as a body separate from it.

Members of the Society may, where appropriate, attend a Management Committee meeting as observers. A Member may also request an opportunity to bring a matter to the attention of the Management Committee.

Attendance as an observer does not confer a right to participate in Committee discussion or decision-making. The Chair may invite or permit an observer to contribute where their knowledge, experience or perspective may assist the Committee. Observers do not have voting rights.

The Management Committee may also invite employees, volunteers, advisers, representatives of partner organisations or other individuals to attend for all or part of a meeting where their contribution may assist consideration of particular business.

Where an invited person attends to present a proposal, explain a project or provide information, they should normally be given an appropriate opportunity to present their case and answer reasonable questions. Wherever practicable, such business should be arranged so that an external attendee is not required to remain unnecessarily while unrelated Committee business is conducted.

An invited contributor will normally withdraw before the Committee reaches its final decision on the matter for which they have attended, unless their continued presence is reasonably required to provide further information or clarification.

The presence of observers or invited contributors does not transfer or dilute the responsibility of the Management Committee for its decisions. Committee Members alone may exercise the voting and decision-making rights provided to them by the Society's Rules.

Anyone attending a meeting is expected to behave in a manner which allows its business to be conducted effectively and respectfully. Where an observer or invited attendee repeatedly interrupts proceedings, speaks over others, behaves inappropriately or otherwise materially disrupts the meeting, the Chair should first ask them to moderate their behaviour sufficiently to allow the meeting to proceed appropriately. Where disruptive behaviour continues, the Chair may require that person to leave the meeting.

Nothing in this section prevents the Management Committee from restricting attendance for particular business where there is a legitimate need for confidentiality. The principles governing such circumstances are set out in the following section of these Standing Orders.

5. Confidential and Restricted Business

The Management Committee should conduct its business as openly as reasonably practicable. Confidentiality should be applied where there is a legitimate reason for it and should not be used merely to avoid scrutiny, challenge or accountability.

Some matters considered by the Management Committee may contain information which, if disclosed unnecessarily, could compromise, embarrass, expose, endanger, single out or otherwise cause unfair harm or distress to an individual. Other matters may require confidentiality because of legal obligations, commercial sensitivity, safeguarding considerations, fair process or another legitimate interest of the Society or those with whom it works.

Such matters may include, but are not limited to:

- personal information concerning individual Members, volunteers or employees;
- individual employment, remuneration or personnel matters;
- complaints, disputes, disciplinary or grievance matters;
- safeguarding concerns;

- commercially sensitive quotations, tenders, contractual negotiations or information;
- confidential legal or professional advice; and
- information entrusted to the Society in confidence by another person or organisation.

Where confidential or restricted business is to be considered, the Chair should ensure that attendance is limited to those whose presence is reasonably necessary or appropriate for proper consideration of the matter.

Committee Members will normally remain present because they have accepted the responsibilities and standards of conduct associated with their governance role. This does not prevent a Committee Member from being required to withdraw where another governance requirement makes their participation inappropriate, including where a conflict of interest has been identified or where their personal involvement in the matter requires withdrawal to preserve a fair process.

An employee, adviser or other person may remain for confidential business where their knowledge, responsibilities or contribution make their presence reasonably necessary or appropriate.

Where observers or invited attendees are present, confidential business may be deferred until an appropriate point in the meeting so that those persons can withdraw without unnecessarily restricting their attendance during other business.

Information does not become confidential merely because it has been discussed at a Management Committee meeting. Equally, information which properly requires confidentiality does not cease to require it when the meeting ends.

Committee Members should therefore exercise appropriate judgement in handling information received through their responsibilities and comply with the Society's Rules, Code of Conduct, policies and any legal or other obligations relating to confidentiality.

Where practicable, the reason for restricting attendance or treating particular business as confidential should be sufficiently clear to those participating and appropriately reflected in the meeting record, without the record itself unnecessarily disclosing the sensitive information being protected.

Confidentiality should protect legitimate interests and fair process. It should never be used simply to protect the Management Committee from accountability for its decisions.

6. Agendas, Papers and Business for Consideration

The agenda provides the framework through which the Management Committee organises its ordinary business and ensures that Committee Members have reasonable notice of matters requiring their attention.

The Committee may maintain a standing agenda structure appropriate to the Society's current activities and responsibilities. That structure may be varied from time to time without requiring amendment of these Standing Orders.

Bringing business to the agenda

Every Committee Member has the right to request that legitimate Committee business be included on the agenda.

The Secretary or Deputy Secretary will normally invite Committee Members to submit additional agenda items in advance of each ordinary meeting and will prepare and circulate the final agenda.

The Secretarial team's responsibility in preparing the agenda is principally administrative. An agenda request from a Committee Member should not ordinarily be excluded because the Chair, Secretary or another individual does not consider the matter worthy of discussion.

This does not prevent sensible administrative arrangements being made, including:

- combining requests which concern substantially the same matter;
- agreeing appropriate wording or clarification with the Committee Member who requested an item;
- placing business in an order which supports the efficient conduct of the meeting;
- identifying business which may need to be considered confidentially; or
- discussing with the person raising an item whether information or preparation may be required to enable the Committee to consider it meaningfully.

Where there is genuine uncertainty about whether or how requested business should be considered, this should not become a means by which one individual prevents another Committee Member from bringing legitimate business before their peers.

Agendas and supporting information

The agenda should normally be circulated sufficiently in advance of the meeting to allow Committee Members a reasonable opportunity to prepare.

The information provided in support of an agenda item should be proportionate to the significance, complexity and consequences of the decision being sought.

Routine or relatively straightforward matters may appropriately be introduced verbally. Significant proposals — particularly those involving substantial expenditure, contractual commitments, external funding, significant organisational change or other material consequences — should normally be supported by sufficient information in advance to enable Committee Members to exercise informed judgement.

A written paper is not required merely for the sake of formality. The important consideration is whether the Committee has the information reasonably necessary to understand the matter and make a responsible decision.

Where the Committee considers that insufficient information is available to make an informed decision, it may defer the matter and identify what further information is required and, where appropriate, who will obtain it.

Business arising after publication of the agenda

A matter arising after the agenda has been circulated may be considered at the meeting where there is a reasonable need for it to be addressed before the next ordinary meeting.

Where practicable, Committee Members should be notified of significant late or urgent business in advance through an appropriate agreed communication method and provided with whatever information can reasonably be supplied.

The distinction should be maintained between urgent business and business which has merely been submitted late. A matter should not ordinarily bypass the normal agenda arrangements simply because it was not raised in time.

Where there is uncertainty about whether an urgent decision is actually required, the Committee may first consider whether the matter can reasonably wait for fuller consideration at its next meeting.

Any Other Business

Any Other Business provides an opportunity to raise minor matters, provide brief information, identify an issue requiring attention or deal with straightforward business which can reasonably be considered without prior notice.

A minor decision may be made under Any Other Business where the implications are limited, the Committee has sufficient information available and the matter can be dealt with without substantial discussion.

Any Other Business should not be used to introduce significant expenditure, major commitments, complex proposals or other substantive matters which Committee Members could reasonably have expected to receive notice of before being asked to decide.

Where a matter raised under Any Other Business proves to require fuller consideration, it should normally be placed on the agenda for a subsequent meeting rather than being decided prematurely.

7. Proposals, Discussions and Amendments

The purpose of discussion is to enable the Management Committee to understand the matter before it, consider relevant information and differing perspectives, and move towards a clear collective decision where one is required.

Committee Members should be given a reasonable opportunity to contribute to discussion. The Chair should seek to ensure that differing views are heard, while also keeping discussion relevant and proportionate to the matter under consideration.

Making a proposal

Any Committee Member may make a proposal concerning business properly before the meeting.

A proposal does not require a seconder in order to be considered. Each Committee Member has equal standing to place a legitimate proposition before their peers, and the merit of that proposition should be determined through discussion and collective decision-making rather than by requiring prior endorsement from another Committee Member.

A proposal should be sufficiently clear that Committee Members understand what they are being asked to decide. Where necessary, the Chair may seek clarification from the person making the proposal before discussion or decision proceeds.

Proposals arising naturally from discussion do not ordinarily need to have been submitted in advance, provided that they relate properly to the business being considered and the Committee has sufficient information to make an informed decision.

Competing proposals

Where substantially different proposals emerge concerning the same matter, Committee Members should normally be given an opportunity to understand the principal alternatives before being required to make a decision.

The Chair should seek to structure consideration so that proposals are dealt with in the order in which they were made, unless the Committee agrees that another approach would better assist clear and fair decision-making.

Where practicable, each substantive decision should be framed as a clear choice as to whether a particular proposal is accepted or rejected, rather than requiring Committee Members to select simultaneously between several competing alternatives.

If an earlier proposal is rejected, an alternative proposal may then be put to the Committee.

This does not prevent discussion from identifying a compromise or revised proposition which attracts broader agreement before a formal decision becomes necessary.

Amendments and developing proposals

Committee discussion should allow proposals to develop in response to the knowledge and perspectives contributed by others.

A Committee Member may suggest an amendment or modification to a proposal. Where the person who made the original proposal accepts the suggested change, the amended proposal becomes the proposition under consideration.

Where the proposed change is not accepted, the person suggesting it, or another Committee Member, may put forward an alternative proposal incorporating that change.

The Committee should ordinarily seek to deal with amendments through constructive discussion rather than through a separate sequence of formal procedural votes. Formality should be introduced only where it is reasonably necessary to establish clearly what the Committee is being asked to decide.

Bringing discussion to a decision

The Chair should allow sufficient discussion for relevant views to be expressed while recognising when further repetition is unlikely to assist the Committee.

Before a formal decision is taken, the Chair should ensure that the proposition is expressed clearly. Where necessary, the person making the proposal should be asked to clarify their intention.

Committee Members should not be pressed into making a decision where material information necessary for responsible consideration is absent. The Committee may defer a decision where further information, research, consultation or clarification would materially assist its judgement.

Where a matter is deferred for this reason, the Committee should wherever practicable identify what further information or action is required and who will be responsible for obtaining or undertaking it.

8. Decision-Making and Voting

The Management Committee should seek to reach decisions through informed discussion and, where reasonably possible, broad agreement.

Consensus does not require every Committee Member to hold the same personal view. It may exist where, having heard and considered differing perspectives, those present are sufficiently agreed upon a course of action for the Committee to proceed collectively.

Where the Chair reasonably considers that the Committee is broadly in agreement, the Chair may state the apparent conclusion and ask whether any Committee Member wishes to object, seek clarification or request a formal vote.

Where no objection is raised and the Committee's agreement is clear, the decision may be recorded without a formal show of hands.

Formal voting

A formal vote should be taken where:

- materially different views remain;
- more than one substantive course of action is being considered;
- a Committee Member requests a vote;
- the Chair considers that the Committee's collective view is unclear; or
- the significance or circumstances of the matter make a recorded vote appropriate.

Before a vote is taken, the Chair should state or summarise the proposition clearly so that Committee Members understand the decision they are being asked to make.

Voting shall be conducted in accordance with the Society's Rules. Each eligible Committee Member has one vote, and a decision shall ordinarily be determined by a simple majority of those voting unless the Rules require otherwise.

Voting will normally be by show of hands or another clear method appropriate to the circumstances of the meeting.

The Secretary acts as Returning Officer and is responsible for the conduct of voting and recording its outcome in accordance with the Society's Rules. The Chair's responsibility for stating or clarifying the proposition before the Committee does not displace the Secretary's constitutional responsibility for the conduct and recording of the vote itself.

Abstention and ineligibility to vote

A Committee Member who is entitled to vote may choose to abstain where they do not consider themselves able or willing to support either position.

An abstention should be distinguished from circumstances in which a Committee Member is not entitled to vote, including where the Society's Rules or Conflicts of Interest Policy require them to take no part in the decision because of a declared interest.

Where relevant to understanding the outcome, the minutes should distinguish votes in favour, votes against and abstentions from any Committee Members who were ineligible to participate in the vote.

A decision not to vote because of a conflict of interest should not be recorded as an abstention.

Tied votes and the casting vote

Where voting results in an equality of votes, the person chairing the meeting has the casting vote provided by the Society's Rules.

The casting vote exists to enable genuine deadlock to be resolved and should not be regarded as an additional routine influence available to the Chair.

Where circumstances permit, before exercising a casting vote the Chair should consider whether further discussion, clarification, a further ordinary vote or deferral of the matter might enable the Committee itself to resolve the difference.

Nothing in this provision removes or limits the casting vote provided by the Rules where its exercise is necessary.

Collective responsibility for decisions

Once a decision has been properly made, it is a decision of the Management Committee collectively.

A Committee Member who argued or voted against the decision is not required to pretend that they personally agreed with it. Respectful disagreement is a legitimate and valuable part of collective governance.

Committee Members are nevertheless expected to respect and support the implementation of decisions properly reached by their peers and should not seek to frustrate or undermine them merely because their preferred position did not prevail.

This does not prevent a Committee Member from raising legitimate concerns about implementation, nor from seeking reconsideration where materially new information or changed circumstances provide a proper basis for doing so.

9. Electronic Decisions Between Meetings

The Management Committee recognises that circumstances may occasionally require a collective decision before its next scheduled meeting.

Where a matter cannot reasonably wait, the Committee may make a decision by electronic means in accordance with the Society's Rules.

Electronic decision-making should provide a practical means of responding to genuine urgency or time-sensitive circumstances. It should not become a routine substitute for consideration at a meeting where waiting would cause no material disadvantage.

Deciding whether an electronic decision is necessary

Before seeking a formal electronic decision, consideration should be given to whether the matter genuinely requires determination before the next ordinary meeting.

Relevant considerations may include whether delay could:

- expose the Society or another person to material risk or loss;
- prevent necessary or time-sensitive action;
- cause the Society to miss a significant opportunity;
- prevent compliance with an obligation or deadline; or
- otherwise materially disadvantage the Society.

Where appropriate, Committee Members may first be consulted electronically on whether the matter should be determined immediately or wait for fuller consideration at the next meeting.

A matter may be important without being urgent. Electronic decision-making should not be used merely because it is more convenient than bringing significant business before a meeting.

Informal electronic discussion

Committee Members may use an agreed electronic communication method between meetings to exchange information, seek views, discuss emerging issues, request assistance or consult colleagues.

Such discussion does not itself constitute a formal decision of the Management Committee.

Where a formal Committee decision is required, it should be made clear that a decision is being sought and what proposition Committee Members are being asked to determine.

Making an electronic decision

In accordance with the Society's Rules, a formal electronic resolution must be circulated to all Committee Members.

The information circulated should be sufficient to explain:

- the matter requiring decision;
- why a decision is required before the next meeting;
- the principal information reasonably available;
- the proposed course of action; and
- any significant alternatives which have been identified.

Where circumstances permit, Committee Members should have a reasonable opportunity to ask questions, express concerns or suggest an alternative course of action before the proposition is put to a decision.

The time allowed for participation should be proportionate to the urgency of the matter. No arbitrary minimum period is required where circumstances genuinely demand prompt action, but urgency should not unnecessarily prevent Committee Members from contributing to collective judgement.

Once the proposition has been sufficiently clarified, the decision should be sought through a clear electronic vote, poll or other method capable of establishing the response of participating Committee Members.

The outcome shall be determined in accordance with the Society's Rules.

Conflicts of interest

The Society's requirements concerning declaration and management of conflicts of interest apply equally to electronic decisions.

A Committee Member should declare a relevant interest when it becomes apparent and must not participate in a decision where the Rules or Conflicts of Interest Policy require their withdrawal.

Using an electronic rather than physical means of decision-making does not alter the standards of integrity, impartiality and accountability expected of the Committee.

Recording electronic decisions

A valid electronic decision takes effect when made in accordance with the Rules and does not require retrospective approval at the next Management Committee meeting.

It should nevertheless be reported at the next appropriate meeting and entered into the Society's formal governance record.

The record should identify the matter considered, the decision reached and, where appropriate, the outcome of the electronic vote and any resulting actions.

Subsequent consideration at a meeting provides an opportunity to note the decision, review any action already taken and consider subsequent developments. It should not be treated as an

opportunity to rerun the original decision upon substantially the same information merely because the decision was made electronically.

10. Delegation and Action Between Meetings

The Management Committee is collectively responsible for the governance and direction of the Society but may delegate appropriate responsibilities and actions so that agreed business can be carried out effectively.

Effective delegation should enable those entrusted with responsibility to act with reasonable confidence and discretion without requiring unnecessary repeated approval from the Committee.

Delegation does not remove the Management Committee's ultimate responsibility for oversight of the matters entrusted by it.

Forms of delegation

Delegation may include:

- continuing operational responsibilities entrusted to employees, officers, volunteers or others;
- responsibility for implementing a decision already made by the Management Committee;
- authority to undertake a defined task or activity;
- responsibility for progressing a project within an agreed scope or budget; or
- authority to take specified decisions within boundaries established by the Committee.

The extent of a delegation should be understood from the decision by which it was given, together with any relevant responsibilities, policies, budgets or other conditions applying to it.

Where necessary, the Committee should clarify the extent of the authority being delegated so that both the Committee and the person accepting responsibility understand what has and has not been authorised.

Responsibility and authority

Being given responsibility for carrying out an action does not necessarily confer authority to make every decision associated with it.

For example, an instruction to obtain quotations provides authority to seek and present those quotations but does not, without further authority, permit the person undertaking the action to enter into a contract or make the resulting purchase.

Conversely, where the Committee has expressly authorised an individual to undertake an activity within defined parameters, that person should normally be able to make reasonable practical decisions necessary to carry it out without repeatedly returning to the Committee for approval.

Delegation should therefore provide sufficient freedom for agreed work to progress while maintaining appropriate boundaries around expenditure, commitments, risk and changes of scope.

Officer responsibilities

Holding office as Chair, Vice-Chair, Secretary, Treasurer or another designated responsibility does not, of itself, provide general authority to make decisions on behalf of the Management Committee.

Officers may exercise the functions and authority provided by the Society's Rules, responsibilities properly attached to their role, or authority specifically delegated by the Management Committee.

The distinction should be maintained between an officer's responsibility to carry out or facilitate an agreed course of action and the Committee's authority to decide that the course of action should be taken.

Urgency alone does not create additional individual authority for an officer where none otherwise exists.

Where an urgent collective decision is required, the arrangements set out in Section 9 should normally be used.

Changed circumstances and limits of delegation

A person exercising delegated responsibility should remain alert to circumstances which materially alter the basis upon which the delegation was originally given.

These may include:

- a significant increase in cost;
- material change in the scope or intended outcome;
- emergence of an unforeseen risk;
- significant new information;
- consequences substantially different from those anticipated by the Committee; or
- circumstances which create reasonable doubt about whether the original authority remains sufficient.

Where circumstances materially change, the person exercising the delegation should normally consult the Management Committee before proceeding beyond the authority originally given.

Consultation may take place through an agreed electronic communication method where appropriate. Informal consultation can be sufficient where colleagues are being asked for advice or views within an existing delegation.

Where the changed circumstances require new or extended authority, however, a further Committee decision should be obtained.

If that decision cannot reasonably wait until the next meeting, the electronic decision-making arrangements in Section 9 may be used.

Accountability and reporting

Those exercising delegated responsibility should provide appropriate information to the Management Committee concerning significant actions taken, progress made and any material issues arising.

The level of reporting should be proportionate to the significance of the delegation. Routine operational activity need not repeatedly return to Committee merely for confirmation where it remains within established authority.

The purpose of reporting is to maintain appropriate collective oversight, not to recreate through retrospective scrutiny every practical decision which the Committee has already entrusted another person to make.

Where a delegation has been completed, materially altered or is no longer required, the Committee may record its completion, variation or withdrawal as appropriate.

11. Minutes, Decisions and Actions

Minutes provide the formal record of the business conducted by the Management Committee and form an important part of the Society's institutional memory.

They should enable Committee Members, and those who may hold responsibility in the future, to understand what significant business was considered, what decisions were reached and what actions arose from them.

Minutes should provide a clear, accurate and proportionate record. They are not intended to provide a verbatim account of proceedings or to reproduce every contribution made during discussion.

Recording discussion and decisions

Minutes should normally record:

- the date and nature of the meeting;
- those Committee Members present;
- apologies received;
- other persons attending for all or part of the meeting where appropriate;
- the principal business considered;
- sufficient context or significant reasoning to make important decisions understandable;
- decisions and resolutions reached;
- the outcome of formal votes where appropriate;
- declarations of interest and their management where required;
- actions arising from the meeting and responsibility for carrying them out; and
- any other matter which should reasonably form part of the Society's formal governance record.

The amount of detail recorded should be proportionate to the significance of the matter.

For routine business, a concise record of the matter and outcome may be sufficient. For a significant decision, the minutes should preserve enough of the principal considerations to enable a future reader to understand why the Committee reached the decision it did, without attempting to reproduce the discussion as a transcript.

Individual contributions should not routinely be attributed to named Committee Members. Attribution may nevertheless be appropriate where an individual presents a formal report or proposal, accepts an action, makes a declaration of interest, requests that a matter be formally recorded, or where identification is otherwise relevant to an accurate governance record.

Actions

Where a decision or discussion results in further action, the record should wherever practicable make clear:

- what action is required;
- who has responsibility for progressing it; and
- an appropriate timescale, target or review point.

Actions should be reviewed subsequently so that the Committee can understand what has been completed, what remains outstanding and whether circumstances require further consideration.

An action which remains incomplete may be carried forward where appropriate. Where an action is no longer required, has materially changed or cannot reasonably be completed as originally intended, this should be brought back to the Committee rather than allowed simply to disappear from the record.

The purpose of recording and reviewing actions is to support responsibility and continuity, not to create unnecessary administration around minor practical activity.

Preparation and circulation of draft minutes

Draft minutes should be prepared and circulated to Committee Members as soon as reasonably practicable following the meeting.

Committee Members should review draft minutes while recollection of the meeting remains reasonably fresh and raise any apparent error or omission with the Secretarial team as soon as it is identified.

Obvious clerical, typographical or factual errors may be corrected administratively before the minutes are presented for approval.

Where a proposed correction would materially alter the recorded meaning of a discussion, decision or event, it should not be determined by an individual Committee Member or by the Secretarial team alone. The matter should be referred to those Committee Members who were present for appropriate resolution.

Approval of minutes

The minutes should be presented at the next ordinary meeting as the formal gateway through which the draft becomes the approved record of the Society.

Committee Members who were present at the meeting to which the minutes relate should be asked whether the record, including any corrections made or proposed, provides an accurate reflection of that meeting.

Approval of minutes does not require a proposer or seconder.

Only those Committee Members who were present at the meeting concerned should participate in confirming the accuracy of its minutes. Committee Members who were absent may seek clarification or identify an apparent factual issue, but cannot themselves attest to the accuracy of proceedings they did not witness.

Where no substantive issue remains, those eligible to do so may approve the minutes through a simple indication of agreement.

Where disagreement remains concerning a material aspect of the record, those Committee Members who were present should seek to resolve what the minutes should accurately record. The purpose is to establish the best available collective record of what occurred, rather than to reopen the merits of a decision already made.

Once approved, any subsequent alteration should be exceptional and should itself be properly authorised and recorded so that the integrity of the Society's formal record is maintained.

Recording disagreement and abstention

Minutes are not ordinarily required to identify how each individual Committee Member voted.

Where a formal vote has taken place, the overall outcome should be recorded where appropriate. Abstentions and exclusions from voting because of conflicts of interest should be distinguished where relevant.

A Committee Member may request that their dissent, abstention or other material position be expressly recorded in the minutes. Such a request should normally be respected where it is relevant to the matter decided and can be recorded concisely and accurately.

The recording of dissent does not remove the Committee Member's subsequent responsibility to respect a decision properly made by the Management Committee.

Confidential matters

The need to maintain an accurate governance record applies equally to confidential business.

Minutes concerning confidential or restricted matters should record sufficient information to demonstrate that the matter was properly considered and any decision appropriately reached, while avoiding unnecessary inclusion of personal, sensitive or otherwise protected information.

Where appropriate, confidential information supporting a decision may be maintained separately from the ordinary minutes with access restricted in accordance with the nature of the information and the Society's responsibilities.

Preserving the record

Approved minutes form part of the Society's continuing governance record and should be retained and managed in accordance with the responsibilities of the Secretary and any applicable requirements of the Rules, law or Society policy.

Good minutes should enable future Committee Members to understand not only **what their predecessors decided,** but, where it materially matters, **the circumstances and reasoning which informed that decision.**

In this way, the minutes contribute not merely to administration but to continuity, accountability and the preservation of the Society's institutional memory.

12. Reconsideration of Previous Decisions

Decisions properly made by the Management Committee should carry sufficient authority to be acted upon and should not routinely be reopened merely because one or more Committee Members remain dissatisfied with the outcome.

A previous decision should not normally be reconsidered where substantially the same information, circumstances and arguments remain before the Committee.

Reconsideration may, however, be appropriate where **something materially new** provides a reasonable basis for returning the matter to the Committee.

This may include:

- new information or evidence which was not previously available to, or considered by, the Committee;
- further research which materially changes understanding of the matter;
- changed financial, operational or other circumstances;
- new risks, opportunities or consequences becoming apparent;
- relevant external developments or events;

- assumptions upon which the original decision depended proving materially inaccurate; or
- experience gained through implementation which provides reasonable grounds for reviewing the original course of action.

New information does not need to demonstrate that the original decision was wrong. It is sufficient that it is materially relevant and could reasonably affect the Committee's judgement if the matter were considered again.

Where a Committee Member seeks reconsideration, they should be able to identify what has materially changed or what relevant information is now available that was not before the Committee when the original decision was made.

Where there is uncertainty about whether sufficient grounds for reconsideration exist, the Chair may make an initial procedural judgement. If that judgement is challenged, the Committee may determine collectively whether the new information or circumstances provide a reasonable basis for reopening the matter.

Agreement to reconsider a matter does not imply that the original decision was mistaken and does not create any expectation that it will be reversed. The Committee may consider the new information and properly conclude that its original decision should stand.

Review and oversight are not reconsideration

Nothing in this section prevents the Management Committee from reviewing the implementation, progress or continuing effectiveness of an earlier decision.

Committee Members remain entitled to ask whether an agreed course of action is progressing as intended, remains within its approved scope or budget, is producing the anticipated results, or continues to serve the interests of the Society.

Where such oversight reveals materially changed circumstances or new information, the Committee may then determine that reconsideration of the original decision is appropriate.

The purpose of this section is to provide stability without inflexibility: decisions should be respected sufficiently for the Society to act upon them, while the Management Committee should remain willing to learn, respond to changing circumstances and correct or revise its judgement where there is a proper reason to do so.

13. Extraordinary and Adjourned Meetings

The Management Committee may meet outside its ordinary agreed schedule where circumstances require business to be considered before the next scheduled meeting or where a separate meeting would better enable the Committee to give appropriate attention to a particular matter.

An extraordinary meeting should be used where the nature, significance or complexity of the business would benefit from collective discussion at a meeting rather than being determined through the electronic decision-making arrangements set out in Section 9.

The purpose of calling an extraordinary meeting is to enable necessary Committee business to be considered properly despite the ordinary meeting schedule. It should not be regarded as a means of avoiding the normal standards of notice, information, participation or collective decision-making where circumstances allow those standards to be maintained.

Calling an extraordinary meeting

An extraordinary meeting may be arranged where the Chair, Secretary or Management Committee considers one necessary.

A Committee Member who believes an extraordinary meeting is required may request one and should explain the matter requiring consideration and why it cannot reasonably wait for the next ordinary meeting.

No individual officer should have exclusive control over whether the Management Committee may meet. Where there is disagreement about whether an extraordinary meeting is necessary, the views of Committee Members should be sought and the collective judgement of the Committee should determine the matter wherever practicable.

Notice and purpose

Committee Members should be given as much notice of an extraordinary meeting as circumstances reasonably permit.

Where genuine urgency requires it, an extraordinary meeting may be called on shorter notice than an ordinary meeting. Two days' notice should normally be regarded as the minimum where this can reasonably be achieved, although exceptional circumstances may require the Committee to meet sooner.

The notice should make clear:

- that an extraordinary meeting is being called;
- the date, time and arrangements for attendance;
- the purpose for which the meeting has been called; and
- sufficient information, where reasonably available, to enable Committee Members to prepare for the business to be considered.

An extraordinary meeting should normally concentrate upon the business for which it was called.

Unrelated substantive business should not ordinarily be introduced merely because the Committee has been brought together. Where another genuinely urgent matter arises before the meeting, it may be considered where Committee Members have been given reasonable notice and there is good reason not to defer it.

The ordinary requirements of the Society's Rules concerning quorum, participation, conflicts of interest and decision-making continue to apply.

Choosing the appropriate means of urgent decision-making

Not every urgent matter requires an extraordinary meeting.

Where a relatively clear and time-sensitive proposition can properly be understood and determined electronically, Section 9 may provide the more proportionate means of reaching a collective decision.

An extraordinary meeting may be more appropriate where:

- the matter is significant or complex;
- substantial discussion is likely to be required;
- Committee Members need to explore different options or consequences together;
- the available information requires questioning or interpretation;
- a clear proposition has not yet emerged; or

- the Committee otherwise considers that meeting together would materially improve the quality of its judgement.

Urgency should determine when a matter needs to be considered; it should not automatically determine how it should be considered.

Adjournment

The Management Committee may adjourn all or part of a meeting where continuing consideration would not reasonably support effective decision-making.

This may be appropriate where:

- important further information is required;
- additional consultation or investigation would materially assist consideration;
- circumstances prevent the meeting from continuing effectively;
- the meeting ceases to be quorate;
- the remaining business would benefit from participation by Committee Members who are not present; or
- the length or circumstances of the meeting mean that continuing would be unlikely to support thoughtful and proportionate judgement.

Where practicable, the Committee should identify whether adjourned business will be resumed at a specified time or carried forward to another appropriate meeting.

A decision to adjourn should not be regarded as a failure to complete the Committee's business. Where delaying a decision is reasonably likely to produce a better-informed or more responsible outcome, adjournment may itself represent good decision-making.

14. The Procedural Role of the Chair

The Chair has a particular responsibility for helping the Management Committee conduct its meetings effectively, fairly and in accordance with the Society's Rules and these Standing Orders.

The procedural authority of the Chair exists to facilitate the collective work of the Management Committee. It does not place the Chair above fellow Committee Members or give the Chair general authority to determine matters which properly belong to the Committee collectively.

The Chair should seek to create conditions in which Committee Members can contribute confidently, differing perspectives can be explored constructively, business can remain reasonably focused and clear decisions can be reached where required.

Good chairing should ordinarily rely upon proportionate intervention and sound judgement rather than unnecessary formality or control.

Facilitating participation

The Chair should seek to ensure that Committee Members have a reasonable opportunity to contribute to discussion and that no individual or small number of individuals unnecessarily dominate proceedings.

In doing so, the Chair should be mindful that some people may contribute readily while others may require greater opportunity or encouragement to enter discussion.

Where a matter is particularly difficult, finely balanced or has not produced a clear proposition, the Chair may invite Committee Members to contribute in turn so that a range of perspectives can be understood before the Committee attempts to reach a decision.

The Chair should protect the reasonable opportunity of a Committee Member to complete their contribution without persistent interruption, while recognising that constructive conversation does not always require rigid speaking arrangements.

The purpose is not to ensure that everybody speaks for an equal amount of time, but that every Committee Member has a fair opportunity to be heard and that relevant perspectives are not lost merely because some voices are quieter than others.

Maintaining focus and orderly discussion

The Chair may intervene where reasonably necessary to:

- prevent persistent interruption or people speaking over one another;
- discourage disruptive side-conversations;
- bring discussion back to the matter under consideration;
- identify unnecessary repetition;
- redirect unrelated business to an appropriate point on the agenda or a future meeting;
- clarify what proposition or decision is before the Committee;
- determine an appropriate speaking order where several people wish to contribute;
- remind the Committee of a previous decision where substantially the same matter is being raised without materially new information; or
- otherwise help the meeting conduct its business effectively and respectfully.

Such interventions should normally be proportionate to the circumstances. The Chair should seek to guide discussion back towards productive consideration rather than impose formality for its own sake.

The Chair as a participating Committee Member

The Chair remains a Committee Member and is entitled to contribute to discussion, express opinions, make proposals and exercise voting rights in accordance with the Society's Rules.

The Chair is not required to remain personally neutral on matters before the Committee.

However, when expressing a view, the Chair retains the additional responsibility to ensure that alternative and opposing perspectives are given a fair opportunity to be heard and considered.

The influence naturally associated with chairing a meeting should not be used to close down disagreement, discourage challenge or create an expectation that fellow Committee Members should adopt the Chair's preferred position.

Where the Chair considers that their particularly strong involvement in a matter may make it difficult to facilitate its discussion effectively, they may ask the Vice-Chair or another appropriate Committee Member to chair that item.

Doing so should be regarded as an exercise of sound judgement rather than an abdication of responsibility.

Procedural judgement

Circumstances will occasionally arise which are not expressly anticipated by these Standing Orders or where judgement is required about how a procedural principle should be applied.

The Chair may make an initial procedural ruling where this is necessary to allow the meeting to proceed.

In doing so, the Chair should have regard to:

- the Society's Rules and other applicable governance requirements;
- these Standing Orders and the purpose behind them;
- fairness to those participating;
- the quality and integrity of collective decision-making; and
- the best interests of the Society.

A procedural ruling by the Chair is not beyond challenge.

Where a Committee Member reasonably challenges a ruling and the matter cannot be resolved through brief clarification or discussion, the procedural question should be put to the Management Committee for collective determination, except where the Society's Rules expressly assign determination of that question to the Secretary or another person.

The Chair's procedural authority is therefore exercised on behalf of the Committee and remains accountable to the Committee.

Absence, withdrawal or temporary replacement of the Chair

Meetings shall be chaired in accordance with the succession arrangements contained in the Society's Rules.

Where the Chair is absent, the Vice-Chair will ordinarily chair the meeting. Where neither is available, another Committee Member may be selected in accordance with the Rules.

The Chair may also withdraw from chairing a particular item where this is required because of a conflict of interest, involvement in a matter requiring fair and impartial consideration, or another appropriate reason.

A Committee Member who temporarily chairs a meeting or particular item assumes the procedural responsibilities of the Chair for that period and should exercise them according to the same principles.

The measure of effective chairing

The effectiveness of the Chair should not be measured by how much they speak, how often they intervene or how frequently the Committee reaches the outcome they personally preferred.

Effective chairing is better demonstrated where:

- Committee Members understand the business before them;
- relevant knowledge and differing perspectives are brought into discussion;
- people are treated as peers and feel able to contribute;
- disagreement can occur without becoming destructive;
- discussion remains sufficiently focused to advance the Society's business;
- decisions are clear and properly reached; and

- collective judgement is stronger because the meeting was well facilitated.

The Chair should therefore exercise procedural authority with restraint, confidence and fairness, recognising that **the purpose of chairing is not to command the Committee but to help the Committee govern well.**

15. Attendance, Engagement and Persistent Absence

Serving on the Management Committee involves accepting a shared responsibility for the governance and stewardship of the Society.

Regular participation in Committee meetings is an important part of fulfilling that responsibility. Committee Members should therefore make reasonable efforts to attend meetings and, wherever practicable, provide apologies or an explanation where they are unable to do so.

The Society nevertheless recognises that Committee Members are volunteers and that illness, employment, caring responsibilities, family circumstances, holidays and other personal or unforeseen circumstances may sometimes prevent attendance.

Absence should therefore be considered reasonably, proportionately and with regard to the circumstances of the individual concerned.

Persistent or unexplained absence

Where a Committee Member is repeatedly absent, particularly where no apologies or explanation have been received, this should initially give rise to **enquiry rather than assumption**.

Reasonable attempts should be made to contact the Committee Member and establish whether:

- there is a temporary reason for their absence;
- circumstances are making attendance difficult;
- they require reasonable support to continue participating;
- they have concerns about their Committee experience which should properly be heard;
- another means of participation may reasonably assist in the circumstances; or
- they no longer feel willing or able to continue undertaking their Committee responsibility.

The purpose of this contact should be to understand the circumstances and, wherever reasonably possible, support the Committee Member in continuing to contribute successfully.

Six consecutive unexplained absences

Where a Committee Member has been absent from **six consecutive ordinary Management Committee meetings without apology or reasonable explanation**, this should trigger a formal review of their continuing participation.

Six consecutive unexplained absences do not automatically constitute resignation and do not, by themselves, cause a Committee Member to cease holding office.

The review should consider the circumstances of the absence, any attempts already made to contact the Committee Member, any explanation subsequently provided, whether appropriate support or adjustments might assist their return, and whether they remain willing and reasonably able to fulfil the responsibilities of Committee membership.

Where contact has not previously been established, a further reasonable attempt should be made before any conclusion is reached.

The outcome may appropriately be that:

- no further action is required;
- the Committee Member is supported in returning to regular participation;
- an agreed period or arrangement is established to accommodate particular circumstances;
- the Committee Member chooses to resign; or
- the Management Committee considers whether the circumstances have become sufficiently serious to require action under the Society's Rules.

Continuing responsibility

Compassion and flexibility towards individual circumstances should not remove the reasonable expectation that those who accept Committee responsibility should genuinely participate in it.

Persistent non-attendance or disengagement may eventually place an unfair burden upon other Committee Members, reduce the range of perspectives available to collective decision-making and leave a Committee position occupied by somebody who is no longer meaningfully able or willing to fulfil it.

Where reasonable attempts at contact, understanding and support have not resolved the position, the Management Committee may consider whether the Committee Member has failed to perform responsibilities which they agreed, or could reasonably have been expected, to perform.

Any proposal to remove a Committee Member from office must be considered u**nder the relevant provisions and safeguards of the Society's Rules**. These Standing Orders do not create an additional or automatic means by which Committee membership may be terminated.

A culture of participation

The Society should seek to create a Committee culture in which people **want to participate**, feel that their contribution has value and are able to raise concerns where something is making their involvement difficult.

Where a Committee Member begins to disengage, colleagues should therefore remain alert to the possibility that the cause may lie not only with the individual but also with something which the Committee itself could address.

Committee Members share an interest in helping one another succeed in the responsibilities they have accepted.

Attendance should consequently be understood not simply as a numerical measure of commitment, but as one part of a wider expectation of **active, constructive and responsible participation in the collective governance of the Society**.

16. Suspension, Interpretation and Amendment of Standing Orders

These Standing Orders are intended to support effective governance and should be applied reasonably and proportionately to the circumstances before the Management Committee.

No Standing Order should be interpreted or applied in a manner which conflicts with the Society's Rules, applicable law or another binding requirement. Where any inconsistency arises, the higher requirement shall prevail.

Interpretation

Questions concerning the interpretation or application of these Standing Orders may arise from circumstances which were not anticipated when they were written.

Where an immediate procedural interpretation is required during a meeting, the Chair may make an initial ruling in accordance with the principles set out in Section 14.

In interpreting these Standing Orders, regard should be given not only to their wording but also to their purpose: supporting fair participation, informed collective judgement, clear decision-making, accountability and the effective conduct of the Society's business.

Where a Committee Member reasonably challenges the Chair's interpretation and the matter cannot be resolved through clarification or discussion, the Management Committee may determine the procedural question collectively.

Where uncertainty concerns the meaning or effect of the Society's Rules, or where the Rules assign determination of a particular question to the Secretary or another person, the Committee should not use these Standing Orders to displace that authority.

Suspension of Standing Orders

The Management Committee may agree by a majority of those eligible to vote to suspend or vary the application of a provision of these Standing Orders for a particular item or meeting where there is a reasonable and identifiable reason for doing so.

Suspending a Standing Order means that the Committee agrees temporarily not to apply that particular procedural requirement in the usual way; it does not remove or permanently change the Standing Order, which continues to apply thereafter.

A suspension should be used to provide appropriate procedural flexibility and not to avoid proper scrutiny, silence disagreement, disadvantage a participant or circumvent a governance safeguard.

Before agreeing a suspension, the Committee should understand which provision is being suspended or varied and why doing so would assist the proper conduct of its business.

The decision and reason for suspension should be recorded in the minutes.

Suspension of Standing Orders does not permit the Management Committee to suspend, vary or act contrary to:

- the Society's Rules;
- applicable law or regulation;
- a binding contractual or funding obligation;
- the rights or protections provided through another applicable Society policy or procedure; or
- another requirement which the Management Committee does not itself have authority to set aside.

Where the Committee is uncertain whether a proposed suspension would have such an effect, it should proceed cautiously and seek appropriate clarification where necessary.

Amendment of Standing Orders

These Standing Orders may be amended by the Management Committee, subject always to consistency with the Society's Rules and any other binding requirements.

Permanent amendment should be distinguished from temporary suspension. Suspension responds to particular circumstances; amendment changes the framework by which future Committee business will be conducted.

Proposed substantive amendments should normally be notified to Committee Members in advance of the meeting at which they are to be considered, together with sufficient information to understand the nature and purpose of the proposed change.

Minor corrections which do not alter the meaning or effect of the Standing Orders may be dealt with proportionately.

Where a proposed amendment could affect another part of the Society's governance framework, consideration should be given to whether corresponding amendments or review of related documents are required so that the governance document family remains coherent.

Review

These Standing Orders should normally be reviewed annually as part of the Society's wider governance review programme.

Review should consider not only whether the document remains technically accurate but also whether experience of using it suggests that its provisions continue to support effective Committee business.

The Committee should remain willing to learn from experience. A provision which appears sound in principle but repeatedly produces unintended or unhelpful consequences should be examined rather than retained simply because it has become established practice.

Equally, practices which develop informally over time should periodically be considered against these Standing Orders so that habit does not gradually replace understood and deliberate governance.

17. Commitment to Good Meeting Practice

These Standing Orders provide a framework for the conduct of Management Committee business. Their effectiveness ultimately depends upon the judgement, behaviour and shared commitment of the people who use them.

Good governance cannot be produced through procedure alone.

The Management Committee should seek to maintain a meeting culture in which Committee Members:

- come together as peers with a shared responsibility for the Society;
- prepare sufficiently to contribute to the business before them;
- bring their own knowledge, experience and judgement while remaining willing to listen to others;
- ask questions and challenge constructively where appropriate;
- recognise that disagreement can strengthen rather than weaken collective judgement;
- give one another a fair opportunity to contribute;
- remain willing to reconsider their own position in light of information and perspectives offered by others;
- make decisions in the interests of the Society rather than personal preference or advantage;
- accept collective responsibility for decisions properly reached; and
- recognise that the manner in which decisions are reached is itself part of good governance.

Standing Orders should provide sufficient structure to give Committee Members confidence in how business is conducted, while leaving appropriate room for judgement, conversation, consensus and common sense.

They should not turn a meeting into an exercise in procedure or create unnecessary barriers between people seeking collectively to advance the Society's purposes.

The measure of a successful Management Committee meeting is not simply that an agenda has been completed or that decisions have been made. It is that the Society's business has been advanced through thoughtful, fair and responsible collective judgement, and that those entrusted with its governance have been able to contribute meaningfully to that process.

Each generation of Committee Members inherits responsibility for the Society for a time. Through good meeting practice, clear decisions and respect for collective responsibility, they should seek both to govern it well in the present and to leave those who follow them a sound foundation upon which to build.