

Board Standing Orders

1. Introduction

- 1.1 Under Schedule 1 of the Natural Environment and Rural Communities Act 2006, Natural England has the power to regulate its own procedures. These Board Standing Orders set out the detailed procedures for the conduct of Board meetings, and for the creation of Committees where required.
- 1.2 The Board is appointed by the Secretary of State and comprises a Chair and no less than 8 and no more than 15 other members. All members are appointed on an individual basis and not as representatives of any organisations or interests.

2. Meetings of the Board

- 2.1 No business will be transacted by the Board unless it is quorate. A quorum will consist of 50% of members, rounded up if necessary, plus one. The Chair of the meeting is included in this figure. All attendances and absences will be recorded in the minutes of any meeting. The necessary figures for a quorum are:

Number of Members	Quorum required
9	6
10	6
11	7
12	7
13	8
14	8
15	9
16	9

- 2.2 Participation will normally be in person, but with the permission of the Chair, individual members may participate by telephone or videoconference. Such members shall be deemed present and constitute part of the Board for that meeting.
- 2.3 Meetings of the Board will take place on a regular basis throughout the year and will normally be scheduled a year in advance and the dates made public. The Chair can call a special (i.e. not previously scheduled) meeting of the Board by giving at least three weeks' notice. If six or more Board Members ask the Chair to call a special meeting, he will normally agree to do so.

3. Meeting agenda

- 3.1 The agenda for a Board Meeting will be proposed by the Chief Executive and approved by the Chair, or in his absence, the Deputy Chair.
- 3.2 No items other than those on the agenda will normally be discussed at a meeting unless they have been proposed in advance of the meeting within three days of the issue of the agenda and then only with the Chair's agreement. The Chair has the discretion at a meeting itself to allow a subject to be discussed so long as the majority of those present do not object.

4. Meeting agenda

- 4.1 Board papers will normally be sponsored by an Executive Director and approved for issue by the Chief Executive.
- 4.2 Papers will be as short as possible consistent with the need to be clear and to be supported by adequate evidence and argument. Where a significant level of supporting detail is required for proper understanding of the issues involved, that detail would normally be provided in appendices to the main paper. A paper should be clear as to any financial, risk and/or public relations implications of its recommendations. The recommendations to the Board should be clearly stated and highlighted.
- 4.3 The agenda and papers for a meeting will be distributed to Board Members at least seven days before the meeting by electronic or hard copy medium as agreed with each individual Member. At the same time the agenda and papers will be posted on the Natural England website.

5. Board Meetings in private

- 5.1 All the business of the Board will be conducted in open session unless there are overriding good reasons for doing otherwise. It will be a decision for the Chair, having taken advice from the Chief Executive, to confine any item of business to a private session of the Board. Such circumstances might include situations where –
 - a paper contains information which is the subject of legal proceedings or legal advice;
 - papers about certain sensitive personnel or staffing issues;
 - papers containing information which, if placed in the public domain, would increase the likelihood of damage to the environment;
 - papers relating to Natural England's policy advice to Government where this is subject to further internal discussion or has been asked for in confidence.
 - Commercial in confidence

Papers which are taken in private session will not be issued to the public or posted on the Natural England website.

- 5.2 Before the meeting the Chair or other members may move that an item be considered in private session rather than open session, or vice versa, if there is reason to do so.
- 5.3 Open sessions of the Board will be held in public with adequate arrangements for the public to attend and to hear in reasonable numbers. Natural England reserves the right not to admit members of the public who appear without advance notice in large numbers and the right to eject persons who disrupt meetings. Members of the public have no right to participate in discussions, but may be allowed to do so at the Chair's discretion. No cameras, electronic recording or other electronic equipment may be used during Board meetings without the approval of the Chair.

6. Chairing meetings

6.1 At any meeting of the Board, the Chair will preside. If the Chair is unable to be present, the Deputy Chair will preside. If neither are able to preside, the Chair will normally have indicated which other member will preside. In the absence of such advice, the Board Members present will choose one of their number to preside, but that person may not be the Chief Executive. Whoever takes the chair under this standing order assumes all powers and duties relating to the conduct of a meeting normally assigned to the Chair.

6.2 The Chair will:

- a. ensure that meetings are held at regular intervals throughout the year;
- b. ensure that minutes of the meetings accurately record the decisions taken and where appropriate, the views of individual members;
- c. preserve order and ensure that members have sufficient opportunity to express their views on all matters under discussion;
- d. determine all matters of order, competency and relevancy;
- e. determine in which order members should speak;
- f. determine if a conflict of interest requires any member to withdraw from discussion on any agenda item;
- g. determine whether or not a vote is required and how it is carried out;
- h. have the power to re-order the sequence of the agenda if that will help the progress of business.

7. Board decisions

7.1 Decisions by the Board must be by consensus of participating members except where a vote is required. Only those members attending the discussion at the point when the decision is reached will be treated as participating for the purpose of making the decision. A member who leaves the meeting prematurely will be therefore be treated as a non-participating member for the purpose of any decision taken after the time of their departure.

7.2 Decisions will be reached by vote whenever the Chair thinks this necessary because a clear consensus has not emerged or where a member requests that a vote be taken and has the support of at least one other member for the taking of a vote. Where there is an equality of voting, the Chair has a casting vote.

7.3 The Board may defer a decision on an agenda item so that it can be provided with additional information or for any other reason. The decision to defer, together with the reasons for doing so, will be recorded in the minutes of the meeting together with a proposed time returning the matter to the Board for its consideration.

7.4 The Board may decide to delegate decisions on agenda items to the Chair, Deputy Chair or other members. The decision to delegate, with the reasons

together with the final decision, should be recorded in the minutes of the meeting.

- 7.5 Members may dissent from any decision recorded provided they have participated in the meeting in which that item was considered and provided that members ask immediately after the item is disposed of, that such a dissent be recorded.
- 7.6 Written comments on agenda items submitted by any non-attending members will be circulated to members.
- 7.7 Exceptionally, if a Board decision is urgently required and it is not possible to convene a meeting, the matter will be dealt with by correspondence. In such circumstances, members will send their views to the Chairman in writing. The decision will be ratified at the next meeting and recorded in the minutes.

8. Minutes of meetings

- 8.1 Minutes of all meetings will be taken. The minutes, when read in conjunction with papers presented at the meeting, will provide a correct record of the meeting and be sufficiently detailed to provide an audit trail of issues discussed by the Board and the decisions taken.
- 8.2 Draft minutes will be approved by the Chair for circulation to Board Members as "Unconfirmed Minutes" for them to propose any amendments in writing. The amended minutes will be presented to the next Board meeting to be confirmed. Minutes of meetings will be posted on the Natural England website and made available to the public on request.

9. Status of Executive and staff

- 9.1 The Chief Executive is a member of the Board and will advise the Board on all matters of propriety, regularity, and prudent and economical administration, in her role as Accounting Officer.
- 9.2 Staff will attend meetings as determined by the Chief Executive.
- 9.3 Executive Directors may contribute to the Board's discussions but have no decision-making rights.

10. Delegation

- 10.1 The Board may delegate its powers to Committees, , Task and finish Groups and other groups or individuals as it regards necessary. Each such group will be given clear terms of reference before commencement of any consideration

11. Conflicts of interest

- 11.1 Declarations of interest relevant to items on the agenda should be made at the start of the meeting. In the event of a member not appreciating at the beginning

of the meeting that an interest exists, the member should declare such an interest as soon as he/she becomes aware of it.

- 11.2 Members should not participate in the discussion or determination of matters in which they have a personal and prejudicial interest.
- 11.3 When an interest is not of a pecuniary kind, members should consider not only the possibility of bias, but also the extent to which a perception of bias might exist such that any Board decision might be compromised.
- 11.4 When a member becomes aware of a conflict of interest they will usually withdraw from the meeting of the duration of that agenda item.
- 11.5 In any case of doubt, Board Members should openly declare the possibility of an interest, whether direct or indirect. The Chair will rule on whether any indirect interest is such as to prevent the member participating in discussion on the matter.
- 11.6 A register of members' interests is held by Natural England's Board Services Team. The register is open to public inspection.
- 11.7 Natural England staff in attendance at a Board meeting should also declare interests in accordance with the procedures laid out for Board Members. Where the Chairman rules a potential conflict of interest exists, the member of staff should take no part in discussion on the matter.

12. Confidentiality

- 12.1 Members may use their discretion in discussing items of Board business from open sessions with other parties following the meeting. The nature and content of business considered in private session must be treated with the utmost discretion, given the sensitive nature of this business as outlined at 5.1. Discussion of matters outside the private session should therefore be confined to Board Members and staff either in attendance or necessarily involved in the business in question.
- 12.2 Board Members should get the prior approval of the Chair, or in his absence the Deputy Chair, before making public statements (including statements to the media) on behalf of the Board.

13. Personal liability of Board Members

- 13.1 While any legal proceedings initiated by a third party are most likely to be brought against the Board as a whole, in exceptional cases proceedings may be brought against the Chair or an individual member. However a Board member who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal or civil liability which is incurred in the execution or purported execution of his or her Board function, save where the member has acted recklessly.

14. Amendment of Standing Orders

- 14.1 These Standing Orders may be varied, revoked or added to by the Board and will be included in the annual reviews of the overall Board Governance Framework. Any alterations will need the consent of the majority of members present at a meeting.
- 14.2 No Standing Order may be amended where this would contravene any statutory provision or direction made by the Secretary of State.