

Natural England – Standing Orders for Board meetings

1. Introduction

- 1.1. Under Schedule 1 of the Natural Environment and Rural Communities Act 2006, Natural England may determine its own procedures. These Standing Orders set out the detailed procedures for the conduct of its Board meetings. These Orders apply to formal business meetings of the Natural England Board, and not to informal Board seminars or workshops.
- 1.2. The Board is appointed by the Secretary of State and comprises a Chair and no fewer than 8 and not more than 15 other members. All members are appointed on an individual basis and not as representatives of any organisations or interests. No proceeding is invalidated by a vacancy in the office of the Chair, or by any defect in the appointment of any member. The Chief Executive Officer (CEO) may be appointed to the Board as an ex-officio member and can then be included in headcount for Board Member numbers.

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 as follows:

Number of members	Quorum required including Chair
9	6
10	6
11	7
12	7
13	8
14	8
15	9
16	9

- 2.2. Participation by Board members will normally be in person, but in exceptional circumstances and subject to the Chair's prior agreement individual members may participate by telephone or video-conference. 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.

3. Meeting agenda

- 3.1. The agenda for a Board Meeting will be proposed by the CEO and approved by the Chair, or in his/her absence, the Deputy Chair. The agenda will

indicate if the meeting is in public or private session and will set out the main items for discussion.

- 3.2. With the exception of business raised under AOB, 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 and then only with the Chair's agreement.

4. Board papers

- 4.1. Board papers will normally be sponsored by a Chief Officer and approved for issue by the Chief Executive.
- 4.2. Papers should 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 will normally be provided in appendices to the main paper. A paper should be clear as to any material financial, delivery, and/or reputational implications of its recommendations. The recommendations to the Board should be clearly stated and highlighted and, wherever possible, clear options should be presented to inform decision-making.
- 4.3. Where legally privileged information needs to be shared with the Board to inform discussions, this decision will be made on a case by case basis with a view to protecting legal privilege.
- 4.4. The agenda and papers for a meeting should be distributed to Board Members at least 5 days before the meeting by electronic or hard copy medium as agreed with each individual Member.

5. Frequency and Accessibility of Board Meetings

- 5.1. The Board will hold a minimum of five formal meetings during each year. The full schedule of future Board business will be approved by the Board on an annual basis.
- 5.2. Within a year, if the need arises, the Chair can determine the need for a full additional scheduled Board Meeting with at least two months' notice.
- 5.3. Where there is a need to convene an Extraordinary Board Meeting for consideration of an urgent issue or to make an urgent statutory decision, the Chair will do so, with a minimum of one weeks' notice, subject to confirming that such a meeting would be quorate. Such meetings will normally be held by teleconference. They will be treated in a formal manner as with full Board Meetings – agendas, papers and minutes will be duly recorded.
- 5.4. As part of the planning of the future schedule of Board Business, the Chief Executive will consult with the chair on where business should be held in open session, recognising where items may cover issues where sensitive legal, commercial or policy information will need to be shared.
- 5.5. Sessions of the Board which are held in public will ensure adequate arrangements for the public to attend and to hear in reasonable numbers. Natural England is entitled to reserve 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 if they have given written notice in advance of their wish to do so and their participation is relevant and facilitates debate. No cameras or recording equipment may be used without the approval of the Chair.

5.6. The papers of Board meetings held in public will be publicly available and posted on GOV.UK.

5.7. For all Board Meetings, the agendas and the minutes will published on GOV.UK.

6. Chairmanship of meetings

6.1. At any meeting of the Board, Natural England's 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 indicate 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:

- ensure that meetings are held at regular intervals throughout the year;
- ensure that minutes of the meetings accurately record the decisions taken and, where appropriate, the views of individual members;
- preserve order and ensure that members have sufficient opportunity to express their views on all matters under discussion;
- determine all matters of order, competency and relevancy;
- determine in which order members should speak;
- determine if a conflict of interest requires any member to withdraw from discussion on any agenda item;
- determine whether or not a vote is required and how it is carried out;
- 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 participating in 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 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 when either the Chair deems this necessary because a clear consensus has not emerged or a member requests that a vote be taken and he or she has the support of at least one other member for the taking of a vote. In the event of a tie the Chair has a casting vote.

- 7.3. In reaching its decisions the Board must take proper account of all relevant guidance (including that provided by Natural England's Sponsoring Department and Ministers).
- 7.4. 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 for returning the matter to the Board for its consideration.
- 7.5. The Board may decide to delegate decisions on agenda items to the Chair or to the Chief Executive. The decision to delegate, with the reasons together with the final decision, should be recorded in the minutes of the meeting.
- 7.6. 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.
- 7.7. In accordance with Cabinet Office guidance members must respect the principle of collective decision-making, and, once the Board has made a decision, members should support the implementation of that decision.
- 7.8. Written comments on agenda items submitted by any non-participating members will not be part of the decision-making process. These will, however, be circulated to members and read out at the appropriate point in the meeting.
- 7.9. Exceptionally, if a Board-level decision is urgently required and it is not possible to convene a formal meeting, the Chair will ask members to contribute their views to the Chair in writing. Under Natural England's scheme of delegations, financial and non-financial, The Chair has the discretion to approve such decisions to allow the timely achievement of operational business, but will ensure that the Board is kept informed of any such decisions and that any formal decisions are recorded and ratified at the next Board Meeting.

8. Minutes of meetings

- 8.1. Minutes of all meetings will be taken. The minutes will provide a summary record of discussions and decisions, and, when read in conjunction with papers presented at the meeting, will ensure an adequate audit trail of the issues discussed by the Board and the decisions taken.
- 8.2. Draft minutes will be approved by the Chair and Chief Executive for circulation to the following Board Meeting as "Unconfirmed Minutes". Following amendment, if required, and endorsement by the Board, these minutes will be published on GOV.UK.

9. Status of officers

- 9.1. The Chief Executive will advise the Board on all matters of propriety, regularity, and prudent and economical administration in his or her role as Accounting Officer.
- 9.2. The Chief Executive has the right to attend all Board meetings save where his or her remuneration and performance are being discussed.
- 9.3. The Chief Officers will normally be invited to attend Board meetings, save where the Chief Executive's and/or their own remuneration and performance are being discussed, but may be asked exceptionally, from time to time, to withdraw at the request of the Chair.
- 9.4. At the Chair's discretion, Chief Officers may contribute to the Board's discussions but will have no decision-making rights.
- 9.5. Further staff will attend meetings as determined by the Chief Executive.
- 9.6. External guests may be invited to attend Board meetings at the discretion of the Chair as advised by the Chief Executive.

10. Delegation

- 10.1. The Board may authorise Committees, Sub-Committees, Members or employees to exercise any of Natural England's functions.

11. Conflicts of interest

- 11.1. Declarations of interest relevant to items on the agenda should be made at the start of all Board meetings. 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 direct pecuniary 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 for the duration of that agenda item.
- 11.5. In any case of doubt, Board Members should openly declare the possibility of an interest, whether that interest is direct or indirect. The Chair will then decide whether this does indeed cause conflict of interest and therefore prevents the Member participating in the discussion or determination of the matter.
- 11.6. A register of members' interests is held by Natural England's Legal and Governance Team. The register is open to public inspection.
- 11.7. Natural England staff in attendance at a Board meeting should declare interests in accordance with the procedures laid out for Board Members.

Where the Chair rules a potential conflict of interest exists, the member of staff should take no part in discussion or determination of the matter.

12. Confidentiality

12.1. Unless directed otherwise by the Chair, Members may use their discretion in discussing items of Board business from sessions held in public with other parties following the meeting. For business conducted in other formal meetings of the Board (in accordance with Cabinet Office guidance) members should not disclose without authority any information which is confidential in nature or which is provided in confidence.

12.2. Board Members should obtain prior approval of the Chair, or in his/her absence the Deputy Chair, before making public statements (including statements to the media) on behalf of the Board on controversial or high profile issues or on areas of policy implementation not yet agreed by the whole 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 any other individual Board 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. Suspension of Standing Orders

14.1. These Standing Orders may be varied, revoked or added to by the Board. Any alterations will need the consent of the majority of members present at a meeting.

14.2. No Standing Order may be suspended or amended where this would contravene any statutory provision or direction made by the Secretary of State.