



THE BOTTESFORD INSTITUTE

Trustees: Bottesford Parish Council

STANDING ORDERS

Adopted by the Board of Trustee at The Bottesford Institute meeting on 09th June 2021

Signed: *Bob Bayman* (Acting Trustees' Chairman)

Date: 9th June 2021

Signed: *Tony Bennett* (Treasurer to the Institute)

Date: 9th June 2021

Date for Review: May 2022

HOW TO USE STANDING ORDERS

The Bottesford Institute is a registered charity and as such is governed by the Charity Commission's Code of Conduct and guidelines. The Charity Commission's guidelines help ensure charities and trustees:

- Comply with good practice.
- Are reminded about legal requirements of the law.
- Have sound financial systems and controls.

The Charity Commission's guidelines recommend governing and regulatory procedures charities should have in place and along with a Constitution and Financial Regulations, there are also Standing Orders.

Standing Orders are the written rules of a Charity. Standing Orders are essential to regulate the proceedings of a meeting. A Charity may also use Standing Orders to confirm or refer to various internal organisational and administrative arrangements. The Standing Orders of a Charity are not the same as the Constitution or policies of the Charity but Standing Orders may refer to them.

Charities operate within a wide statutory framework and therefore it is not possible for the Standing Orders to contain or reference all the statutory or legal requirements which apply. For example, it is not practical for Standing Orders to document all obligations under data protection legislation. The statutory requirements to which a Charity is subject apply whether or not they are incorporated in a Charity's Standing Orders.

Standing Orders do not include Financial Regulations. Financial Regulations are Standing Orders to regulate and control the financial affairs and accounting procedures of a Charity and are contained in a separate document.

These Standing Orders shall form a part of the Bottesford Institute's governing and regulatory procedures, and as such, will be reviewed annually and may only be amended or varied by resolution of The Bottesford Institute's Board of Trustee.

THE BOTTESFORD INSTITUTE

STANDING ORDERS

Index		Page
1.	Rules of Debate at Meetings	4
2.	Disorderly Conduct at Meetings	5
3.	Meetings Generally	6
4.	Remote Meetings	7
5.	Committees and Sub-Committees	7
6.	Ordinary Board Of Trustee Meetings (Including AGM)	8
7.	Extraordinary Meetings of the Trustee, Committees and Sub-Committees	9
8.	Previous Resolutions	10
9.	Voting on Appointments	10
10.	Motions for a Meeting That Require Written Notice to be Given to the Proper Officer	10
11.	Motions at a Meeting That Do Not Require Written Notice	11
12.	Management of Information	12
13.	Draft Minutes	12
14.	Code of Conduct and Dispensations	13
15.	Code of Conduct Complaints	13
16.	Clerk to the Board of Trustee	14
17.	Accounts and Accounting Statements	15
18.	Financial Controls and Procurement	15
19.	Handling Staff Matters	16
20.	Responsibilities Under Data Protection Information Legislation	16
21.	Relations with the Press/Media	17
22.	Execution and Sealing of Legal Deeds	17
23.	Restrictions on Trustee Activities	17
24.	Standing Orders Generally	17
APPENDIX A		
	Roles and Responsibilities of a Trustee of The Bottesford Institute	18
	Version Control Record	21

THE BOTTESFORD INSTITUTE

STANDING ORDERS

1. RULES OF DEBATE AT MEETINGS

- a. Motions on the Agenda shall be considered in the order that they appear unless the order is changed at the discretion of the Chairperson of the meeting.
- b. A motion (including an amendment) shall not be progressed unless it has been moved and seconded.
- c. A motion on the Agenda that is not moved by its proposer may be treated by the Chairperson of the meeting as withdrawn.
- d. If a motion (including an amendment) has been seconded, it may be withdrawn by the proposer only with the consent of the seconder and the meeting.
- e. An amendment is a proposal to remove or add words to a motion. It shall not negate the motion.
- f. If an amendment to the original motion is carried, the original motion (as amended) becomes the substantive motion upon which further amendment(s) may be moved.
- g. An amendment shall not be considered unless early verbal notice of it is given at the meeting and, if requested by the Chairperson of the meeting, is expressed in writing to the Chairperson.
- h. A Board of Trustee member may move an amendment to his/her own motion if agreed by the meeting. If a motion has already been seconded, the amendment shall be with the consent of the seconder and the meeting.
- i. If there is more than one amendment to an original or substantive motion, the amendments shall be moved in the order directed by the Chairperson of the meeting.
- j. Subject to Standing Order 1.k. (*below*), only one amendment shall be moved and debated at a time, the order of which shall be directed by the Chairperson of the meeting.
- k. One or more amendments may be discussed together if the Chairperson of the meeting considers this expedient but each amendment shall be voted upon separately.
- l. A Board of Trustee member may not move more than one amendment to an original or substantive motion.
- m. The mover of an amendment has no right of reply at the end of debate on it.
- n. Where a series of amendments to an original motion are carried, the mover of the original motion shall have a right of reply either at the end of debate of the first amendment or at the very end of debate on the final substantive motion immediately before it is put to the vote.
- o. Unless permitted by the Chairperson of the meeting, a Board of Trustee member may speak once in the debate on a motion except:
 - i. To speak on an amendment moved by another Board of Trustee member.
 - ii. To move or speak on another amendment if the motion has been amended since he last spoke.
 - iii. To make a point of order.

- iv. To give a personal explanation.
- v. To exercise a right of reply.
- p. During the debate of a motion, the Board of Trustee member may interrupt only on a point of order or a personal explanation and the Board of Trustee member who was interrupted shall stop speaking. A Board of Trustee member raising a point of order shall identify the Standing Order which he considers has been breached or specify the other irregularity in the proceedings of the meeting he is concerned by.
- q. A point of order shall be decided by the Chairperson of the meeting and his/her decision shall be final.
- r. When a motion is under debate, no other motion shall be moved except:
 - i. To amend the motion.
 - ii. To proceed to the next item of business.
 - iii. To adjourn the debate.
 - iv. To put the motion to a vote.
 - v. To ask for a Board of Trustee member to be no longer heard or to leave the meeting.
 - vi. To refer a motion to a committee or sub-committee for consideration.
 - vii. To exclude the public and press.
 - viii. To adjourn the meeting.
 - ix. To suspend particular Standing Order(s) excepting those which reflect mandatory statutory requirements.
- s. Before an original or substantive motion is put to the vote, the Chairperson of the meeting shall be satisfied that the motion has been sufficiently debated and that the mover of the motion under debate has exercised or waived his/her right of reply.
- t. Excluding motions moved under Standing Order 1.r. (*above*), the contributions or speeches by a Board of Trustee member shall relate only to the motion under discussion and shall not exceed 5 minutes without the consent of the Chairperson of the meeting.

2. DISORDERLY CONDUCT AT MEETINGS

- a. No Board of Trustee member shall obstruct the transaction of business at a meeting or behave offensively or improperly. If this Standing Order is ignored, the Chairperson of the meeting shall request such Board of Trustee member(s) to moderate or improve their conduct.
- b. If a Board of Trustee member(s) disregards the request of the Chairperson of the meeting to moderate or improve their conduct, any other Board of Trustee member or the Chairperson of the meeting may move that the person be no longer heard or be excluded from the meeting. The motion, if seconded, shall be put to the vote without discussion.
- c. If a resolution made under Standing Order 2.b. (*above*) is ignored, the Chairperson of the meeting may take further reasonable steps to restore order or to progress the meeting. This may include temporarily suspending or closing the meeting.

3. MEETINGS GENERALLY

Board of Trustee meetings	●
Management Committee meetings	●
Sub-Committee meetings	●

- a. Meetings shall not take place in premises which at the time of the meeting are used for the supply of alcohol, unless no other premises are available free of charge or at a reasonable cost. *(Applicable to: ●●●)*
- b. The minimum three clear days for notice of a meeting does not include the day on which notice was issued, the day of the meeting, a Sunday, a day of the Christmas break, a day of the Easter break or of a bank holiday or a day appointed for public thanksgiving or mourning. *(Applicable to: ●●●)*
- c. Meetings shall be closed to the public. *(Applicable to: ●●●)*
- d. A Board of Trustee member shall raise his/her hand when requesting to speak. *(Applicable to: ●●●)*
- e. A Board of Trustee member who speaks at a meeting shall direct his/her comments to the Chairperson of the meeting. *(Applicable to: ●●●)*
- f. Only one person is permitted to speak at a time. If more than one Board of Trustee member wants to speak, the Chairperson of the meeting shall direct the order of speaking. *(Applicable to: ●●●)*
- g. The Bottesford Institute's Board of Trustee's Chairperson, if present, shall preside at a meeting. If the Chairperson is absent from a meeting. If the Chairperson is absent from a meeting, a Board of Trustee member as chosen by those Board of Trustee members present at the meeting shall preside at the meeting. *(Applicable to: ●)*
- h. Subject to a meeting being quorate, all questions at a meeting shall be decided by a majority of the Board of Trustee members with voting rights present and voting. *(Applicable to: ● ● ●)*
- i. The Chairperson of a meeting may give an original vote on any matter put to the vote, and in the case of an equality of votes may exercise his/her casting vote whether or not he gave an original vote. *(Applicable to: ● ● ●)*
- j. Unless Standing Orders provide otherwise, voting on a question shall be by a show of hands. At the request of a Board of Trustee member, the voting on any question shall be recorded so as to show whether each Board of Trustee member present and voting gave his/her vote for or against that question. Such a request shall be made before moving on to the next item of business on the Agenda. *(Applicable to: ●)*
- k. The Minutes of a meeting shall include an accurate record of the following:
 - i. The time and place of the meeting.
 - ii. The names of each Board of Trustee member present and the names of Board of Trustee members who gave their apologies for absence.
 - iii. Interests that have been declared by any Board of Trustee member or any non-Trustee with voting rights.
 - iv. The grant of dispensations (if any) to any Board of Trustee member or non-Trustee with voting rights.
 - v. Whether a Board of Trustee member or a non-Trustee with voting rights left the meeting when matters that they held interests in were being considered.
 - vi. Details of resolutions made.

- l. A Board of Trustee member or a non-Trustee with voting rights who has a disclosable pecuniary interest or another interest as set out in the Charity Commission's Code of Conduct in a matter being considered at a meeting is subject to statutory limitations or restrictions under the Code on his/her right to participate and vote on that matter. *(Applicable to: ● ● ●)*
- m. No business may be transacted at a meeting unless at least one-third of the Board of Trustee members are present and in no case shall the quorum of a meeting be less than three. *(Applicable to: ●)*
See Standing Orders 5.a.vii. (below) for the quorum of a Committee or Sub-Committee meeting.
- n. If a meeting is or becomes inquorate no business shall be transacted and the meeting shall be closed. The business on the Agenda for the meeting shall be adjourned to another meeting. *(Applicable to: ● ● ●)*
- o. A meeting shall not exceed a period of 3 hours.

4. REMOTE MEETINGS

- a. The Charity Commission has said Trustees can hold "virtual" meetings, but should document their decision to do so if there is no current provision in their governing document that permit the holding of remote meetings. The Bottesford Institute's Constitution under Section 15 (4) [Meetings of Charity Trustees] allows for remote meetings.
- b. A meeting of The Bottesford Institute is not limited to a meeting of Board of Trustee members all of whom, or any of whom, are present in the same place and any reference to a "place" where a meeting is held, or to be held, includes reference to more than one place including electronic, digital or virtual locations such as internet locations, web addresses or conference call telephone numbers.
- c. A Board of Trustee member of The Bottesford Institute (a "Trustee in remote attendance") attends the meeting at any time if the conditions in the subsection below are satisfied: Those conditions are that the Board of Trustee member in remote attendance is able at that time:
 - i. To hear, and where practicable see, and be so heard and, where practicable, be seen by, the other Board of Trustee members in attendance.
- d. Motions will be followed according to Standing Order 10 and Standing Order 11 (*below*).

5. COMMITTEES AND SUB-COMMITTEES

- a. The Bottesford Institute's Board of Trustee may appoint standing Committees (i.e. Management Committee), other Committees or Sub-Committee as may be necessary, and:
 - i. Shall determine their Terms of Reference.
 - ii. Shall determine the number and time of the ordinary meetings of a standing Committee up until the date of the next Annual General Meeting of The Bottesford Institute's Board of Trustee.
 - iii. Shall permit a Committee, other than in respect of the ordinary meetings of a standing Committee, to determine the number and time of its meetings.

- iv. Shall, subject to Standing Orders 5.c. and 5.d. (*below*), appoint and determine the terms of office of members of such a Committee.
 - v. Shall, after it has appointed the members of a standing Committee, appoint the Chairperson of the standing Committee.
 - vi. Shall permit a Committee other than a standing Committee, to appoint its own Chairperson at the first meeting of the Committee.
 - vii. Shall determine the place, notice requirements and quorum for a meeting of a Committee and a Sub-Committee which shall be no less than three.
 - viii. Shall determine if the public may be invited to and allowed to participate at a meeting of a Committee or Sub-Committee.
 - ix. May dissolve a Committee and or a Sub-Committee.
- b. Unless The Bottesford Institute's Board of Trustee members determines otherwise, the Management Committee may appoint a Sub-Committee whose Terms of Reference and members shall be determined by the Management Committee.
 - c. The members of a Sub-Committee may include non-Trustees unless it is a Sub-Committee which regulates and controls the finances of The Bottesford Institute charity.
 - d. Unless The Bottesford Institute's Board of Trustee determines otherwise, all the members of an advisory Sub-Committee may be non-Trustees.

6. ORDINARY BOARD OF TRUSTEE MEETINGS

- a. The Annual General Meeting of The Bottesford Institute shall normally be held in April each year.
- b. If no other time is fixed, the Annual General Meeting of The Bottesford Institute shall take place at 6.30pm.
- c. In addition to the Annual General Meeting of The Bottesford Institute, at least one other Board of Trustee meeting shall be held in each year on such dates and times as the Board of Trustee members decide.
- d. The first business conducted at the Annual General Meeting of The Bottesford Institute is to elect a Chairperson of The Bottesford Institute's Board of Trustee and (*if there is one*) a Vice-Chairperson of The Bottesford Institute's Board of Trustee.
- e. The Chairperson of The Bottesford Institute's Board of Trustee, unless he has resigned or becomes disqualified, shall continue in office and preside at the Annual General Meeting until his successor is elected at the next annual meeting of The Bottesford Institute.
- f. The Vice-Chairperson of The Bottesford Institute's Board of Trustee (*if there is one*), unless he has resigned or becomes disqualified, shall hold office until immediately after the election of the of Chairperson of The Bottesford Institute's Board of Trustee at the next Annual General Meeting of The Bottesford Institute.
- g. Following the election of the Chairperson and (*if there is one*) Vice-Chairperson of The Bottesford Institute's Board of Trustee at the Annual General Meeting, the remaining business shall include:
 - i. Review, confirm accuracy and approve the Minutes of the previous year's AGM of The Bottesford Institute's Board of Trustee.

- ii. Receive, review and approve Minutes of The Bottesford Institute's Management Committee, held subsequent to the last The Bottesford Institute's Board of Trustee meeting.
- iii. Discuss any significant activity within the Charity during the past year or any proposed for the coming year.
- iv. Consideration of the recommendations made by a Management Committee or any Sub-Committees.
- v. Review and update The Bottesford Institute's Constitution as appropriate.
- vi. Review and update The Bottesford Institute's Standing Orders and Financial Regulations as appropriate.
- vii. Review and agree the Terms of Reference and the delegated authority of The Bottesford Institute's Management Committee and if appropriate any Sub-Committee, over the coming year (i.e. next 12 months).
- viii. Elect/Appointment of Management Committee members for the coming year.
- ix. To receive and review the Treasurer's financial reports, which are to include:
 - Total amount received, with a breakdown of the receipts.
 - Total amount paid out, with a breakdown of the payments.
 - The amount of money left ("balance of funds") and where the funds held.
 - Details of Reserves.
 - An Asset list (including buildings, contents and office equipment).
 - The approval/audit of accounts completed by an independent competent person.
- x. Agree the contents of The Bottesford Institute's Board of Trustee's Annual Report to be submitted to the Charity Commission.
- xi. Agree The Bottesford Institute's Board of Trustee member (*i.e. normally the Treasurer*) to complete and file Annual Report/Return to the Charity Commission.
- xii. Confirmation of arrangements for insurance cover in respect of all insurable risks, including:
 - Buildings Insurance.
 - Personal Liability Insurance.
- xiii. Review of the Charity Commission's policies, procedures and practices in respect of The Bottesford Institute's obligations under Freedom of Information Act 2000, the Data Protection Act 1998 and the General Data Protection Regulation (GDPR), including the handling of requests made under the legislation. *See also Standing Orders 12., 20. and 21. (below).*

7. EXTRAORDINARY MEETINGS OF THE TRUSTEE, COMMITTEES and SUB-COMMITTEES

- a. The Chairperson of The Bottesford Institute's Board of Trustee may convene an extraordinary meeting of the Board of Trustee at any time.
- b. If the Chairperson of The Bottesford Institute's Board of Trustee does not call or refuses to call an extraordinary meeting of the Board of Trustee within seven days of

having been requested in writing to do so by two Board of Trustee members, any two Board of Trustee members may convene an extraordinary meeting of The Bottesford Institute's Board of Trustee. The notice giving the time, place and Agenda for such a meeting must be signed by the two Board of Trustee members convening the meeting.

- c. The Chairperson of a Committee [or a Sub-Committee] may convene an extraordinary meeting of the Committee [or the Sub-Committee] at any time.
- d. If the Chairperson of a Committee [or a Sub-Committee] does not call or refuses to call an extraordinary meeting within 7 days of having been requested to do so by 2 members of the Committee [or a Sub-Committee], any 2 members of the Committee [or the Sub-Committee] may convene an extraordinary meeting of a Committee [or a Sub-Committee].

8. PREVIOUS RESOLUTIONS

- a. A resolution shall not be reversed within six months except either by a special motion, which requires written notice by at least three (3) members of The Bottesford Institute's Board of Trustee to be given to the Clerk to The Bottesford Institute and/or the Chairperson in accordance with Standing Order 10. (*below*).
- b. When a motion moved pursuant to Standing Order 8.a. (*above*) has been disposed of, no similar motion may be moved within a further six months.

9. VOTING ON APPOINTMENTS

- a. Where more than two Board of Trustee members have been nominated for a position to be filled by a Trustee member and none of those Board of Trustee members has received an absolute majority of votes in their favour, the name of the Board of Trustee member having the least number of votes shall be struck off the list and a fresh vote taken. This process shall continue until a majority of votes is given in favour of one Board of Trustee member. A tie in votes may be settled by the casting vote exercisable by the meetings Chairperson.

10. MOTIONS FOR A MEETING THAT REQUIRE WRITTEN NOTICE TO BE GIVEN

- a. No motion may be moved at a meeting unless it is on the Agenda and the mover has given written notice of its wording to the Clerk to The Bottesford Institute at least 3 clear days before the meeting. Clear days do not include the day on which notice was issued, the day of the meeting, a Sunday, a day of the Christmas break, a day of the Easter break or of a bank holiday or a day appointed for public thanksgiving or mourning.
- b. The Clerk to The Bottesford Institute may, before including a motion on the Agenda received in accordance with Standing Order 10.a. (*above*), correct obvious grammatical or typographical errors in the wording of the motion.
- c. If the Clerk to The Bottesford Institute considers within reason the wording of a motion received in accordance with Standing Order 10.a. (*above*) is not clear in meaning, the motion shall be rejected until the mover of the motion resubmits it, so that it can be understood, in writing to the Clerk to The Bottesford Institute at least 3 clear days before the meeting.

- d. If the wording or subject of a proposed motion is considered improper, the Clerk to The Bottesford Institute shall consult with the Chairperson of the forthcoming meeting or, as the case may be, the Board of Trustee members who have convened the meeting, to consider whether the motion shall be included in the Agenda or rejected.
- e. Subject to Standing Order 10.d. (*above*), the decision of the Clerk to The Bottesford Institute as to whether or not to include the motion on the Agenda shall be final.
- f. Motions received shall be recorded and numbered in the order that they are received.
- g. Motions rejected shall be recorded with an explanation by the Clerk to The Bottesford Institute for their rejection.

11. MOTIONS AT A MEETING THAT DO NOT REQUIRE WRITTEN NOTICE

- a. The following motions may be moved at a meeting without written notice to the Clerk to The Bottesford Institute:
 - i. To correct an inaccuracy in the draft Minutes of a meeting.
 - ii. To move to a vote.
 - iii. To defer consideration of a motion.
 - iv. To refer a motion to a particular Committee or Sub-Committee.
 - v. To appoint a person to preside as Chairperson at a meeting.
 - vi. To change the order of business on the Agenda.
 - vii. To proceed to the next item of business on the Agenda.
 - viii. To require a written report.
 - ix. To appoint a Committee or Sub-Committee and their members.
 - x. To extend the time limits for speaking.
 - xi. To exclude the press and public from a meeting in respect of confidential or sensitive information which may or may not be prejudicial.
 - xii. To exclude a Board of Trustee member or a member of the public for disorderly conduct.
 - xiii. To temporarily suspend the meeting.
 - xiv. To suspend a particular Standing Order. (unless it reflects mandatory statutory requirements).
 - xv. To adjourn the meeting.
 - xvi. To close a meeting.

12. MANAGEMENT OF INFORMATION

See also Standing Order 20 (below).

- a. The Bottesford Institute's Board of Trustee shall have in place and keep under review, technical and organisational measures to keep secure information (including personal data) which it holds in paper and electronic form. Such arrangements shall include deciding who has access to personal data and encryption of personal data.
- b. The Bottesford Institute's Board of Trustee shall have in place and keep under review, policies for the retention and safe destruction of all information (including personal data) which it holds in paper and electronic form. The Bottesford Institute's Board of Trustee's retention policy shall confirm the period for which information (including personal data) shall be retained or if this is not possible the criteria used to determine the period (e.g. the Limitations Act 1980).
- c. The Agenda, papers that support the Agenda and the Minutes of a meeting shall not disclose or otherwise undermine confidential or sensitive information or personal data without legal justification.
- d. Board of Trustee members, the Clerk to The Bottesford Institute, staff and agents of The Bottesford Institute shall not disclose confidential or sensitive information or personal data without legal justification.

13. DRAFT MINUTES

Board of Trustee meetings ●
Management Committee meetings ●
Sub-Committee meetings ●

- a. If the draft Minutes of a preceding meeting have been served on the Board of Trustee members with the Agenda to attend the meeting at which they are due to be approved for accuracy, they shall be taken as read. *(Applicable to: ● ● ●)*
- b. There shall be no discussion about the draft Minutes of a preceding meeting except in relation to their accuracy. A motion to correct an inaccuracy in the draft Minutes shall be moved in accordance with Standing Order 11.a.i. *(above)*.
(Applicable to: ● ● ●)
- c. The accuracy of draft Minutes, including any amendment(s) made to them, shall be confirmed by resolution and shall be signed by the Chairperson of the meeting and stand as an accurate record of the meeting to which the Minutes relate.
(Applicable to: ● ● ●)
- d. If the Chairperson of the meeting does not consider the Minutes to be an accurate record of the meeting to which they relate, he shall sign the Minutes and include a paragraph in the following terms or to the same effect:
"The Chairperson of this meeting does not believe that the Minutes of the meeting of [the Board of Trustee / Management Committee / Sub-Committee] held on [date] in respect of [reason] were a correct record but his/her view was not upheld by the meeting and the Minutes are confirmed as an accurate record of the proceedings."
(Applicable to: ● ● ●)
- e. Subject to the publication of draft Minutes in accordance with Standing Order 12.c *(above)* and Standing Order 20. *(below)*, and following a resolution which confirms the accuracy of the Minutes of a meeting, the draft Minutes or recordings of the meeting for which approved Minutes exist shall be destroyed. *(Applicable to: ● ● ●)*

14. CODE OF CONDUCT AND DISPENSATIONS

See also Standing Order 3.i. (*above*)

- a. All Board of Trustee members shall observe the Charity Commission's Charity Governance Code.
- b. Unless he/she has been granted a dispensation, a Board of Trustee member shall withdraw from a meeting when it is considering a matter in which the Board of Trustee member has a disclosable pecuniary interest. The Board of Trustee member may return to the meeting after it has considered the matter in which the Board of Trustee member had the interest.
- c. Unless the Board of Trustee member has been granted a dispensation, he/she shall withdraw from a meeting when it is considering a matter in which the Board of Trustee member has another interest if so required by The Bottesford Institute's Standing Orders or the Charity Commission's Charity Governance Code. The Board of Trustee member may return to the meeting after it has considered the matter in which the Board of Trustee member had the interest.
- d. Dispensation requests shall be in writing and submitted to the Clerk to The Bottesford Institute as soon as possible before the meeting, or failing that, at the start of the meeting for which the dispensation is required.
- e. A decision as to whether to grant a dispensation shall be made by the Clerk to The Bottesford Institute and that decision is final.
- f. A dispensation request shall confirm:
 - i. The description and the nature of the disclosable pecuniary interest or other interest to which the request for the dispensation relates.
 - ii. Whether the dispensation is required to participate at a meeting in a discussion only or a discussion and a vote.
 - iii. The date of the meeting or the period for which the dispensation is sought.
 - iv. An explanation as to why the dispensation is sought.
- g. Subject to Standing Orders 14.d. and 14.f. (*above*), dispensations requests shall be considered by the Clerk to The Bottesford Institute and/or the Chairperson before the meeting or, if this is not possible, at the start of the meeting for which the dispensation is required.
- h. A dispensation may be granted in accordance with Standing Order 14.e. (*above*), if having regard to all relevant circumstances the following applies:
 - i. Without the dispensation the number of persons prohibited from participating in the particular business would be so great a proportion of the meeting transacting the business as to impede the transaction of the business.
 - ii. Granting the dispensation is in the interest of the Charity's operational activities.

15. CODE OF CONDUCT COMPLAINTS

- a. Upon notification by the Charity Commission that it is dealing with a complaint that The Bottesford Institute or a Board of Trustee member has breached the Charity Commission's Charity Governance Code, the Clerk to The Bottesford Institute, subject to Standing Order 11 (*above*), report this to The Bottesford Institute's Board of Trustee.
- b. The Bottesford Institute's Board of Trustee may:

- i. Provide information or evidence where such disclosure is necessary to progress an investigation of the complaint or is a legal requirement.
 - ii. Seek information relevant to the complaint from the person or body with statutory responsibility for investigation of the matter.
- c. Upon notification by the Charity Commission that The Bottesford Institute or a Board of Trustee member has in fact breached the Charity Commission's Charity Governance Code, The Bottesford Institute's Board of Trustee shall consider what, if any, action to take. Such action may include disqualification or suspension as a Board of Trustee member.

16. CLERK TO THE BOARD OF TRUSTEE

- a. The Clerk to The Bottesford Institute and The Bottesford Institute's Board of Trustee shall be either:
 - i. The Clerk to the Bottesford Parish Council. or
 - ii. Other persons employed to specifically undertake the Clerk to The Bottesford Institute role.
- b. In the absence of a Clerk to The Bottesford Institute, the role/work of the Clerk may be undertaken by a nominated Board of Trustee member.
- c. The Clerk to The Bottesford Institute shall:
 - i. At least three clear days before a meeting of the Charity's Board of Trustee or Management Committee or a Committee or a Sub-Committee:
 - Serve on the Board of Trustee members by email, authenticated in such a manner as the Clerk thinks fit, a summons confirming the time, place and the Agenda, with such email containing the electronic signature and title of the Clerk to The Bottesford Institute.
 - ii. Subject to Standing Order 10 (*above*), include on the Agenda all motions in the order received unless a Board of Trustee member has given written notice at least 3 days before the meeting confirming his/her withdrawal of it.
 - iii. Convene a meeting of The Bottesford Institute's Board of Trustee for the election of a new Chairperson, occasioned by a casual vacancy in his/her office.
 - iv. Retain acceptance of office forms from Board of Trustee members.
 - v. Assist with responding to requests made under the Freedom of Information Act 2000, Data Protection Act 1998 and General Data Protection Regulation (GDPR), in accordance with The Bottesford Institute's relevant policies and procedures.
 - vi. Receive and send general correspondence and notices on behalf of The Bottesford Institute's Board of Trustee except where there is a resolution to the contrary.
 - vii. Manage the organisation of, storage of, access to, security of and destruction of information held by The Bottesford Institute in paper and electronic form, subject to the requirements of Data Protection and Freedom of Information legislation and other legitimate requirements (e.g. the Limitation Act 1980).
 - viii. Arrange for legal deeds to be executed.

See also Standing Order 22. (below).

- ix. Arrange or manage the prompt authorisation, approval, and instruction regarding any payments to be made by The Bottesford Institute's Board of Trustee in accordance with The Bottesford Institute's financial regulations.
- x. Manage access to information about the The Bottesford Institute and its activities via publication and social media.

17. ACCOUNTS AND ACCOUNTING STATEMENTS

- a. All payments by The Bottesford Institute shall be authorised, approved and paid in accordance with the law, proper practices and the Charity's Financial Regulations.
- b. The Clerk to The Bottesford Institute shall supply to each Board of Trustee member as soon as practical after the end June, September and December each year, a statement that summarises:
 - i. The Charity's receipts and payments (or income and expenditure) for each quarter.
 - ii. The Charity's aggregate receipts and payments (or income and expenditure) for the year to date.
 - iii. A comparison of the Charity's aggregate receipts and payments (or income and expenditure) actual figures versus budget, highlighting any actual or potential overspends.
 - iv. A reconciliation of the Charity's bank accounts.
- c. As soon as possible after the Charity's financial year end at 31st March, the Clerk to The Bottesford Institute shall provide each Board of Trustee member with:
 - i. A statement summarising the Charity's receipts and payments (or income and expenditure) for the last quarter and the year to date for information.
 - ii. Accounting statements for the year in a format that complies with the Charity Commission's Accounts & Annual Return requirements, as well as other Accounts and Audit Regulations.
- d. The year-end accounting statements shall be prepared in accordance with proper practices and applying the form of accounts determined by The Bottesford Institute's Board of Trustee (i.e. receipts and payments, or income and expenditure) for a year to 31st March.

18. FINANCIAL CONTROLS AND PROCUREMENT

- a. The Bottesford Institute's Board of Trustee shall comply with the approve Financial Regulations, which include detailed arrangements in respect of the following:
 - i. The keeping of accounting records and systems of internal controls.
 - ii. The assessment and management of financial risks faced by the Charity.
 - iii. The work of the independent internal auditor in accordance with proper practices and the receipt of regular reports from the internal auditor, which shall be required at least annually.
 - iv. Procurement policy and procedures, including the setting of values for different procedures where a contract has an estimated value of less than **£25,000**.
- b. Financial Regulations shall be reviewed regularly and at least annually for fitness of purpose.

19. HANDLING STAFF MATTERS

- a. A matter personal to a member of staff that is being considered by a meeting of The Bottesford Institute's Board of Trustee or the Management Committee (i.e. sub-committee) is subject to Standing Order 12. (*above*).
- b. Subject to The Bottesford Institute's policy regarding absences from work, the staff member shall notify a member of the Management Committee of any absence occasioned by illness or other reason, so that such absence details can be formally reported to the Management Committee at its next meeting.
- c. The Management Committee shall upon a resolution by The Bottesford Institute's Board of Trustee conduct a review of the performance and annual appraisal of the work of any staff member employed by The Bottesford Institute. The reviews and appraisal shall be reported in writing back to The Bottesford Institute's Board of Trustee for approval by formal resolution.
- d. Subject to The Bottesford Institute's policy regarding the handling of grievance matters, the Management Committee shall be tasked, in respect of an informal or formal grievance matter, to fully investigate, progress and to report back in writing to The Bottesford Institute's Board of Trustee by formal resolution.
- e. Subject to The Bottesford Institute's policy regarding the handling of grievance matters, if an informal or formal grievance matter raised by a member of staff relates to the Charity's Management Committee or an Officer of said Committee, then details are to be communicated to all other Board of Trustee members of The Bottesford Institute's Board of Trustee to fully investigate, progress and report with the findings being recorded in writing by formal resolution of The Bottesford Institute's Board of Trustee.
- f. Any Board of Trustee member or member of the Charity's Management Committee responsible for all or part of the management of staff shall treat the written records of all meetings relating to their performance, capabilities, grievance or disciplinary matters as confidential and hold securely.
- g. The Bottesford Institute's Board of Trustee and/or its Management Committee shall keep all written records relating to staff members secure. All paper records shall be secured and locked and electronic records shall be password protected and encrypted.
- h. In accordance with Standing Order 12.a. (*above*), only persons with line management responsibilities shall have access to staff records referred to in Standing Orders 19.f. and 19.g. (*above*), if so justified.

20. RESPONSIBILITIES UNDER DATA PROTECTION LEGISLATION

See also Standing Order 12. (above)

- a. The Charity appoints the Clerk to The Bottesford Institute to the role of Data Protection Officer.
- b. The Bottesford Institute shall have policies and procedures in place to respond to an individual exercising statutory rights concerning his/her personal data.
- c. The Bottesford Institute shall have a written policy in place for responding to and managing a personal data breach.
- d. The Bottesford Institute shall keep a record of all personal data breaches comprising the facts relating to the personal data breach, its effects and the remedial action taken.

- e. The Bottesford Institute shall ensure that information communicated in its privacy notice(s) is in an easily accessible and available form and kept up to date.
- f. The Bottesford Institute shall maintain a written record of its processing activities.

21. RELATIONS WITH THE PRESS/MEDIA

- a. Requests from the press or other media for an oral or written comment or statement from The Bottesford Institute, its Board of Trustee, Management Committee or staff shall be handled in accordance with the Charity's policy in respect of dealing with the press and/or other media.

22. EXECUTION AND SEALING OF LEGAL DEEDS

See also Standing Order 16.c.viii. (above).

- a. A legal deed shall not be executed on behalf of the The Bottesford Institute or its Board of Trustee unless authorised by a formal resolution.
- b. Subject to Standing Order 22.a. (above), any two members of the Charity's Board of Trustee may sign, on behalf of The Bottesford Institute, any deed required by law and the Clerk to The Bottesford Institute shall witness their signatures.

The above is applicable to a Charity without a common seal.

23. RESTRICTIONS ON TRUSTEE ACTIVITIES

- a. Unless authorised by a resolution, no Board of Trustee member shall:
 - i. Inspect any land and/or premises which The Bottesford Institute owns or has a right or duty to inspect.
 - ii. Issue orders, instructions or directions

(Note: The Management Committee has been set up with specific delegated powers given by resolution of The Bottesford Institute's Board of Trustee).

24. STANDING ORDERS GENERALLY

- a. All or part of a Standing Order, except one that incorporates mandatory statutory requirements, may be suspended by resolution in relation to the consideration of an item on the Agenda for a meeting.
- b. A motion to add to or vary or revoke one or more of The Bottesford Institute's Standing Orders, except one that incorporates mandatory statutory or legal requirements, shall be proposed by a special motion, the written notice by at least 2 Board of Trustee members to be given to the Clerk to The Bottesford Institute in accordance with Standing Order 10. (above).
- c. The Clerk to The Bottesford Institute shall provide a copy of the Charity's Standing Orders to a members of the Board of Trustee as soon as possible after he/she has delivered his/her acceptance of office form.
- d. The decision of the Chairperson of a meeting as to the application of Standing Orders at the meeting shall be final.

Appendix A

Roles and Responsibilities of a Trustee of The Bottesford Institute.

The duties of a Trustee are to:

- Ensure that the Charity complies with its governing document, Charity law, Charity Commission regulations and guidelines and any other relevant legislation or regulations.
- Ensure that the Charity pursues its objectives as defined in its governing document.
- Ensure the Charity applies its resources exclusively in pursuance of its objectives.
The Charity must not spend money on activities which are not included in its own objectives, no matter how worthwhile or charitable those activities are.
- Contribute actively to the Charity's Board of Trustees' role in giving firm strategic direction to the Charity, setting overall policy, defining goals, setting targets and evaluating performance against agreed targets.
- Safeguard the good name and values of the Charity.
- Declare any conflict of interest while carrying out the duties of a Trustee.
- Be collectively responsible for the actions of the Charity and other Trustees.
- Ensure the effective and efficient administration of the Charity.
- Ensure the financial stability and longevity of the Charity.
- Protect and manage the property and assets of the Charity and to ensure the proper investment of the Charity's funds.
- Make sure the Charity is properly insured against all reasonable liabilities.
- Attend meetings, reading papers and supporting documentation in advance of meetings.
- Attend Committee and/or Sub-Committee meetings as appropriate.
- Participate in other tasks as may arise from time to time, such as assessing grantees and helping with fundraising.
- Keep informed about the activities of the Charity and wider issues which affect its work.

In addition to the above statutory duties of all Trustees, each Trustee should use any specific knowledge or experience they have to help the Board of Trustee reach sound decisions.

Trustee Person Specification

Each Trustee must have:

- Integrity.
- A commitment to the organisation and its objectives.
- An understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship.
- A willingness to devote the necessary time and effort to their duties as a Trustee.
- Strategic vision.
- Good, independent judgement.
- An ability to think creatively and a willingness to speak their mind.
- An ability to work effectively as a member of a team.

Roles and Responsibilities of a Management Committee Trustee of The Bottesford Institute.

The Management Committee will be made up of the three Board of Trustee members fulfilling the following honorary officer roles:

- Chairperson.
- Vice-Chairperson.
- Treasurer.

The Management Committee has explicitly delegated decision-making powers with regards to:

- The day to day running and operation of The Bottesford Institute.
- Ensuring The Bottesford Institute's Board of Trustee decisions are implemented.

In addition, the Management Committee also acts in an advisory capacity reporting their activities to The Bottesford Institute's Board of Trustee.

Roles and Responsibilities of the Chairperson and Vice Chairperson

The Chairperson:

- Takes a leadership role, ensuring the The Bottesford Institute's Board of Trustee and the Management Committee fulfils its responsibilities for the governance of the Charity and integrity of board processes.
- Has the primary responsibility for leading meetings, facilitating discussion, steering discussion toward strategic issues and encouraging all Board of Trustee members to participate.
- Supports, advises and assists fellow Board of Trustee members to achieve the aims of the Charity.
- Maintaining regular liaison with fellow Board of Trustee members between meetings.
- Ensuring Board of Trustee members are kept up to date with feedback from Committees (including Management Committee) and Sub-Committees.
- Developing good governance practice.
- Planning meetings and setting Agendas.
- Acts as a spokesperson for the Charity, where appropriate.
- Monitors and deals with any conflict within the Charity's Board of Trustee.
- Chairs the AGM, Charity's Board of Trustee meetings, Management Committee meetings and other engagement events.

The Vice Chairperson:

- Supports the Chairperson standing in for the Chairperson in their absence to chair the Charity's Board of Trustee and/or Management Committee.
- Deputises for Chairperson in their absence.

Chairperson and Vice-Chairperson Person Specification

In addition to the desirable qualities needed by all Trustees, the Chairperson and Vice-Chairperson should also possess:

- Leadership experience.
- Experience of committee work.
- Tact and diplomacy.
- Impartiality, fairness and the ability to respect confidences.

- Strategic vision.
- Good communication and interpersonal skills.
- Willingness to put time and effort into the role.

Roles and Responsibilities of the Treasurer

The Treasurer takes the lead in overseeing the financial management of the Charity, ensuring its financial viability and that proper financial records and procedures are maintained. The Treasurer will assist other Board of Trustee members to perform their financial duties, by interpreting and explaining accounting requirements, ensuring that Board of Trustee members receive reports containing the information they need in an easy to understand format, and helping Board of Trustee members guide any other professional advisers they have appointed.

The responsibilities of the Treasurer include:

- Liaising with the Clerk to The Bottesford Institute to ensure financial accounts, budgets and reports are prepared and presented to Board of Trustee members on a quarterly basis.
- Ensuring that the Charity's annual accounts are prepared in a suitable format.
- Ensuring that the accounts and financial systems are audited as required by law.
- Ensuring that the organisation has an appropriate Reserves policy.
- Ensuring that appropriate accounting procedures and controls are in place.
- Advising on the financial implications of the Charity's business plan.
- Contributing to the fundraising strategy of the Charity.
- Making a formal presentation of the accounts at the annual general meeting and drawing attention to important points in a coherent and easily understandable way.
- Being assured that the financial resources of the organisation meet its present and future needs.
- Keeping Board of Trustee members informed about their financial duties and responsibilities.
- Sitting on appraisal, recruitment and disciplinary panels as required.

Treasurer Person Specification

In addition to the qualities needed by all Board of Trustee members, the Treasurer should also possess:

- Financial experience and business planning skills.
- Some experience of organisation finance.
- The skills to analyse proposals and examine their financial consequences.
- A preparedness to make unpopular recommendations to Board of Trustee members.
- A willingness to be available to give financial advice and answer enquiries regarding the Finances.

THE BOTTESFORD INSTITUTE

STANDING ORDERS

Version Control Record

Ref.	Date of Update	Details of Amendments/Changes	TBI Approval Minute
1	May 2021	Writing of Standing Orders for the operation and management of The Bottesford Institute.	TBI/21-010
2			
3			
4			
5			
6			