



Standing Orders

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STANDING ORDERS FOR THE REGULATION OF PROCEEDINGS AND BUSINESS OF MG ALBA

1 Commencement and Duration

These Standing Orders shall apply and have effect on and after 23 November 2017 and shall remain in full force and effect unless and until they are varied or revoked.

2 Definitions

Accountable Officer

The Accountable Officer of MG ALBA is the Chief Executive and is personally answerable to the Scottish Parliament and also has a personal responsibility for the propriety and regularity of the finances of the organisation and ensuring that its resources are used economically, efficiently and effectively.

Standing Orders

Standing Orders are the rules or orders governing the procedure, conduct, etc, of MG ALBA.

Audit & Assurance Committee

The Audit & Assurance Committee is made up of up to approximately 50% Members of MG ALBA (excluding the Chairperson) and advises the Board on MG ALBA's risk management, internal control and staff remuneration

Standards Committee

The Standards Committee is made up of approximately 50% of Members of MG ALBA and advises the Board on media content broadcast by BBC ALBA, training and research.

Nominations Committee

The Nominations Committee is made up of the Board Chair and the Chairs of the Audit & Assurance Committee and the Standards Committee. The role of the Committee is primarily to advise the Board and Ofcom on board succession planning.

Motion

A motion is a proposal formally submitted to a Meeting for discussion and possible adoption.

Notice of intention to move a motion

A Notice of Motion is a proposal formally submitted by a Member to a meeting for discussion and possible adoption as a resolution.

Members' Code of Conduct

The Members' Code of Conduct provides information relating to the standard of service and conduct expected of MG ALBA Members.

Chief Executive

The Chief Executive is the person responsible for MG ALBA's overall operations and performance. He or she leads the organisation and serves as the main link between the Board and MG ALBA's various areas of operation and activity. The Chief Executive's duties also include the maintenance and implementation of corporate policy as established by the Board.

Finance Director

The Finance director is a member of a senior management with responsibility for MG ALBA's financial health. The post combines operational and strategic roles, manage accounting and financial control functions, and developing and implementing a financial strategy for the sustainability and growth of MG ALBA's key activities.

Operational Plan

The Operational Plan is MG ALBA's detailed plan that provides a clear picture of how the organisation allocates its resources for each financial year in order to contribute to the achievement of the organisation's aims and objectives and fulfilling its statutory remit.

Written Procedure

A written procedure is a written proposal or motion, including by means of electronic communication, formally submitted outside of Board meetings for adoption by Members as a resolution of the Board.

3 Chairperson

- 3.1 At a meeting of the Board, the Chairperson shall preside. If the Chairperson is absent from a meeting, the Gaelic & Corporate Affairs Manager shall call on the Members to choose a Member to preside.
- 3.2 The Chairperson shall hold office for up to four years as appointed by Ofcom.
- 3.3 The Chairperson is eligible for re-appointment on completion of his or her term in office.
- 3.4 The Chairperson can resign at any time by written notice to Ofcom.
- 3.5 Should the Chairperson temporarily be unable to discharge his or her duties, to ensure continuity of business and having regard to the desirability of maintaining the independence of the Audit Committee, the Members must elect among themselves a person to chair the Board (the "Acting Chairperson") until the period of absence is ended.
- 3.6 Once elected, the name of the Acting Chairperson and the estimated duration, if known, of the term of the Acting Chairperson will be communicated to Ofcom and all relevant stakeholders.

- 3.7 The Acting Chairperson will discharge all the functions normally falling to the Chairperson including, but not limited to, those set out in the Financial Regulations, Standing Orders and Scheme of Delegation and Administration.

4 Board Members

- 4.1 Members are appointed for up to four years as appointed by Ofcom.
4.2 Members are eligible for re-appointment on completion of their term of office.
4.3 Members can resign at any time by written notice to Ofcom.

5 Chief Executive

- 5.1 The Chief Executive is the head of the paid service of MG ALBA. He or she is not a Member of the Board and is expected to attend Board Meetings. Should the Chief Executive not be able to attend, he or she shall nominate an MG ALBA staff member to attend in his or her place.
5.2 The Chief Executive is the MG ALBA Accounting Officer and he or she should ensure that all the operational and financial requirements of MG ALBA are presented to the Board within the required timescales.

6 Board Meetings

- 6.1 The Board shall normally meet at least quarterly and up to eight times per year but this can be varied in terms of Standing Orders 6.6 and 6.7.
6.2 Board meetings will be held at venues and times as agreed by the Board.
6.3 Notice of the place and time of a Board meeting with the agenda thereof shall be given by the Gaelic & Corporate Affairs Manager not later than five clear working days before the meeting by being left at or sent by post to the usual place of residence of every Member or to an address specified in a notice by a Member to the Gaelic & Corporate Affairs Manager or by email to an email address specified in a notice by a Member to the Gaelic & Corporate Affairs Manager. The proceedings of a Board meeting shall not be invalidated by an omission to send a notice of the meeting or agenda to any Member thereof or by any defect therein.
6.4 If a Member gives notice in writing to the Gaelic & Corporate Affairs Manager that he or she desires notices to attend meetings of MG ALBA to be sent to some address specified in the notice, other than his or her place of residence, any such notice addressed to the Member and left at or sent by post to that address shall be deemed sufficient service.
6.5 The proceedings of a Board meeting shall not be invalidated by any vacancy among its number or by any defect in the election or qualifications of any Member.
6.6 Providing that it appears to the Chairperson that items of business so demand, an emergency Board meeting may be called by the Gaelic & Corporate Affairs Manager at shorter notice but in any event by intimation to the Members as soon as possible prior to the date for the meeting.
6.7 A special Board meeting shall be called by the Gaelic & Corporate Affairs Manager (a) at any time on being required so to do by the Chairperson or (b) on receiving a requisition in writing for that purpose specifying the business proposed to be transacted at the meeting signed by at least one-fourth of the whole number of Members, which meeting shall be held within fourteen days of receipt of the requisition by the Gaelic & Corporate Affairs Manager.
6.8 No business shall be transacted other than that specified in the notice relating thereto except:

- business required by or under any Act or subordinate legislation to be transacted at a Board meeting;
- any other business brought before the meeting by reason of special circumstances where the Chairperson is of the opinion that the item should be considered as a matter of urgency.

6.9 A motion adopted as a resolution by written procedure shall be as valid and effectual as if it had been adopted at a meeting of the Board provided that: a) the motion is circulated by email or other appropriate electronic communication to all Board Members; b) Members shall have at least three days to respond to the motion; c) a majority of the Board Members are in favour of, and approve, its adoption as a resolution; and d) no Member has objected or requested that the motion be dealt with at a meeting of the Board.

7 Minutes

7.1 Minutes of the proceedings of a Board meeting shall be drawn up and shall be signed at the same or next suitable meeting of MG ALBA by the person presiding thereat and any Minute purporting to be so signed shall be received in evidence without further proof.

7.2 Until the contrary is proved, a Board meeting, a Minute of whose proceedings has been made and signed as above, shall be deemed to have been duly convened and held, and all the Members present at the meeting shall be deemed to have been duly qualified.

8 Quorum

8.1 No business shall be transacted at a Board meeting of MG ALBA unless at least four Members of MG ALBA are present.

8.2 No item of business shall be transacted at a Board meeting of MG ALBA if, in consequence of the disability of Members for voting on account of a declaration of interest, less than a quorum of MG ALBA is entitled to vote on that item.

8.3 If within ten minutes after the time appointed for a Board meeting a quorum is not present the Chairperson shall adjourn the meeting to a time he or she may then or afterwards fix and, in the event of the Chairperson being among those absent, the Gaelic & Corporate Affairs Manager shall minute that owing to the lack of the necessary quorum no business was transacted.

8.4 If during any Board meeting the attention of the Chairperson is called to the number of Members present, he or she shall (unless it is apparent to the Chairperson that a quorum is present) direct the roll of Members to be called and if it be found that there is not a quorum present the meeting shall thereupon terminate.

9 Order of Business

9.1 The business of MG ALBA shall proceed in the order specified in the notice calling the meeting except that any item of business may at the discretion of the Chairperson, be taken out of its order and provided that MG ALBA may adjourn a meeting of MG ALBA to any other day, hour or place. The order in the notice shall, unless circumstances otherwise require, be as follows:

- the recording of the names of Members present;
- declarations of interest;
- the signing of Minutes of the previous meeting by the person presiding;

- any other items on the agenda.

10 Procedure and Conduct of Meetings

10.1 Powers and Duties of Chairperson

- 10.1.1 The Chairperson shall preserve order and ensure that Members obtain a fair hearing.
- 10.1.2 The Chairperson shall decide all matters of competency and relevancy, procedure and conduct of business having taken advice from the Chief Executive.
- 10.1.3 The Chairperson shall decide as to the inclusion of items of business, not on the Agenda, for consideration as a matter of urgency, by reason of special circumstances which shall be specified.
- 10.1.4 In the event of any Member disregarding the authority of the Chairperson or being guilty of obstructive or offensive behaviour, a motion may be thereupon moved to suspend the Member for the remainder of the meeting. The motion shall be put without discussion and, if carried, the Member concerned shall forthwith leave the meeting. This Standing Order also applies to all Committee meetings.

10.2 Motions and Amendments at the Meeting

- 10.2.1 A motion must be competent and relevant to the business on the agenda and any amendments and counter amendments must be competent and relevant to the motion.
- 10.2.2 A motion and any amendments or counter amendments shall be moved and seconded.
- 10.2.3 A motion or amendment or counter amendments once moved and seconded may be altered or withdrawn with the consent of the mover and seconder.
- 10.2.4 When a motion and amendment or counter amendments are before a meeting, the last counter amendment shall be voted on as against the second last until the position is reached whereby a final vote shall be taken as between the successful amendment and the motion.
- 10.2.5 A Member shall not move or second more than one amendment or counter amendment to a motion, unless the earlier amendment or counter amendment is withdrawn.
- 10.2.6 The mover of a motion or amendment shall not speak for more than five minutes; each succeeding speaker shall not speak for more than two minutes and shall speak only once in the same discussion unless to call attention to a point of order or with the sanction of the Chairperson to make an explanation.
- 10.2.7 The mover of an amendment and the mover of the original motion in that order shall have the right to speak for two minutes in reply, strictly confining him or herself to answering previous speakers and not introducing any new matter.
- 10.2.8 After the replies are concluded the discussion shall be held to be closed, after which no Member shall be permitted to offer an opinion or to ask a question or otherwise interrupt the proceedings or to speak, except with regard to a point of order or clarification and the question under discussion shall thereupon be put by the Chairperson.
- 10.2.9 Once a matter has been voted on, thereafter no other motion or amendment or counter amendment on the same business shall be competent at that meeting.
- 10.2.10 A motion for adjournment of the meeting shall be moved and seconded without a speech and shall have precedence over all other motions and shall at once be voted on if there is an amendment.

10.3 Voting – Majority, Roll Call, Ballot, Equality

- 10.3.1 All questions coming or arising before the Board shall be decided by a majority of the Members present and voting except where otherwise required.
- 10.3.2 Unless the Board otherwise determines for any specific occasion the vote will be taken by a show of hands, except:
- all votes on the appointment of officers and relating to disciplinary and grievance issues shall be by ballot.
- 10.3.3 In the case of any equality of votes, the person presiding at the meeting shall have a second or casting vote.

11 Committees

- 11.1 The Board shall appoint an Audit and Assurance Committee, a Standards Committee and a Nominations Committee and shall prepare and adopt Schemes of Administration and Delegation and Financial Regulations for the reference and delegation of business to Committees as the Board shall decide. The Board delegates any amendments to the Schemes of Administration and Delegation and the Financial Regulations to the Audit & Assurance Committee who shall inform the Board at the next scheduled meeting of the Board of these amendments. To make any such amendments the Audit & Assurance Committee must have approval of all Committee Members (irrespective of attendance of meeting). The Board delegates to the Nominations Committee authority to obtain, at the company's expense, outside legal or other professional advice on any matters within its terms of reference
- 11.2 The Chairperson shall not be a Member of the Audit and Assurance Committee.
- 11.3 The Board shall appoint such other Committees as it considers necessary and shall prepare and adopt Schemes of Administration and Delegation for the reference and delegation of business to Committees as the Board shall decide.
- 11.4 Schemes of Administration and Delegation made and adopted by the Board in terms of Standing Order 11.1 and any amendments made by the Board thereto are hereby incorporated into these Orders.

12 Exclusion from Delegation to Committees etc

- 12.1 the appointment of Committees.
- 12.2 the promotion and opposition of private legislation.
- 12.3 approving MG ALBA's annual accounts.
- 12.4 fixing (and amending) the constitution, membership and functions of Committees and to appoint chairpersons, vice chairpersons and members of Committees.
- 12.5 approving MG ALBA's annual Operational Plan.
- 12.6 the consideration of any statutory report from the Controller of Audit, Internal Auditors or from MG ALBA's External Auditor.
- 12.7 the making (and amendment) of the Schemes of Delegation
- 12.8 the making (and amendment) of Standing Orders.

13 Questions on Delegated Matters

- 13.1 A Member shall have the right to ask a question at a Board meeting on any matter delegated to a Committee and contained in the Minutes presented to the Board.

14 Notices of Motion

- 14.1 Every Notice of Motion shall be in writing and shall be signed by the Member giving the Notice and countersigned by one other Member at least.
- 14.2 A Notice of Motion shall be forwarded to the Gaelic & Corporate Affairs Manager at least ten days before the Board meeting to allow its incorporation into the notice for the meeting.
- 14.3 The foregoing provision shall not apply in a case where the Chairperson decides that the matter is one of urgency.

15 The Business Agenda

- 15.1 Responsibility for the preparation of agendas and papers for a meeting rests with the Gaelic & Corporate Affairs Manager and reports will only be submitted to the Board or a Committee after consultation with the relevant staff of MG ALBA and/or the Chairperson.
- 15.2 Any Member may request the Chief Executive to arrange for a report on a policy issue to be submitted to the Board or one of its Committees. Such reports shall only be submitted after due consideration and appropriate consultation. In the event that the Chief Executive determines that the submission of such a report is inappropriate, then the final decision as to the need or otherwise for the report shall rest with the Chairperson.

16 Application of Standing Orders to Committees

- 16.1 The provisions of the Standing Orders of MG ALBA, except as herein provided, shall, so far as applicable apply to Committees in like manner as they apply to the Board with the substitution of reference to the Committee and to the Chairperson of the Committee thereof as the case may be, for reference to MG ALBA and to the Chairperson of MG ALBA respectively.

Those Standing Orders which do not apply to Committees are as follows:

6.6, 14, 15, 22

- 16.2 Except as otherwise provided by Statute or as aftermentioned, the quorum at all meetings of Committees shall be two members of the Committee.
- 16.3 A Member has the right to attend or address a Committee of which he or she is not a Member subject to the agreement of the Chairperson of that Committee. No Member may speak on any item in terms of this Standing Order in respect of (i) judicial or quasi-judicial matters which are to be considered; or (ii) matters where the Member in question has a direct or indirect pecuniary or non-pecuniary interest.

17 Appointment of Officers

- 17.1 The Chief Executive shall be appointed by the Board. All other officers of MG ALBA shall be appointed by MG ALBA staff unless otherwise decided by the Board.

18 Matters of Special Importance and Urgency - Delegation to Chief Executive and Chairperson

18.1 Notwithstanding the provisions of Standing Order 11.1 and any Schemes of Administration and Delegation made thereunder:

18.1.1 If a matter is of such special importance and urgency as to render it not expedient to await the decision of the Board or the appropriate Committee, the Chief Executive, after consultation with the Chairperson and the chairperson of the Committee concerned shall have power to take all such steps as may be necessary, which steps shall be binding and, in the circumstances before mentioned, there shall be deemed to have been a delegation of such power. If a matter is of such special importance and urgency as to render it not expedient to await the decision of the Board or the appropriate Committee, the Chairperson, after consultation with the Chief Executive and the chairperson of the Committee concerned shall have power to take all such steps as may be necessary, which steps shall be binding and, in the circumstances before mentioned, there shall be deemed to have been a delegation of such power.

18.1.2 If a matter of ordinary business requires to be dealt with expeditiously without awaiting the decision of the appropriate Committee, then the Chief Executive, after consultation with the chairperson of the Committee concerned shall have the same power as is in the first sentence of standing order 18.1.1. If a matter of ordinary business requires to be dealt with expeditiously without awaiting the decision of the appropriate Committee, then the Chairperson, after consultation with the chairperson of the Committee concerned shall have the same power as is in the second sentence of standing order 18.1.1.

18.2 Any exercise by the Chief Executive or Chairperson of any of the powers referred to in Standing Orders 18.1.1 or 18.1.2 shall be reported to the Board (or, as the case may be to the Committee concerned) at or before the next Board meeting. Each such report shall include:

18.2.1 a summary of the factual background to the exercise of the relevant power;

18.2.2 an explanation as to why the matter was considered to be of such special importance and urgency as to render it not expedient to await the decision of the Board or the appropriate Committee;

18.2.3 confirmation that the consultation procedure set forth in Standing Order 18.1 was followed ;

18.2.4 a description of the steps taken by the Chief Executive or Chairperson; and

18.2.5 a summary of any implications for the Board or the relevant Committee arising from the Chief Executive's or Chairperson's actions.

19 Members

19.1 Standards in Public Life

19.1.1 The Members' Code of Conduct and any amendments thereto are hereby incorporated into these Orders.

19.1.2 The Code of Conduct applies to all Members.

20 Contracts

20.1 With respect to proposed contracts for the execution of works, the provision of services, or for the supply of goods or materials, the following provisions shall apply relating to securing competition for such contracts and for regulating the manner in which tenders are invited.

20.2 With respect to proposed contracts, the Chief Executive responsible for arranging tenders shall ensure, in consultation with the Finance Director, that, where applicable, the provisions of all relevant legislation and any orders, regulations or directions made thereunder, the provisions

of the relevant European Commission Public Procurement Directives and the provisions of the Public Contracts (Scotland) Regulations 2012 (as updated by any subsequent amending legislation), shall be applied, where appropriate, with respect to the securing of competition for such tenders.

- 20.3 The Chief Executive shall prepare and submit to the Board a Scheme of Tender Procedures and such Procedures, once approved and adopted by the Board, shall be observed by all Members and Officers of MG ALBA, and shall be deemed to be part of these Standing Orders.

21 Authentication of Notices

Every notice, order, demand, requisition or other such document or withdrawal thereof by MG ALBA required or authorised by any enactment or statutory order shall, except in so far as such enactment or statutory order specifically otherwise provides, be signed by the Chief Executive.

22 Execution of Deeds

A list of all deeds executed by MG ALBA shall be kept with the Chief Executive and shall be available for inspection by any Member at any time.

23 Non Members attending meetings

- 23.1 Individuals who are not Members may only participate in meetings when invited by the meeting chairperson. Those who are invited may not vote on any matter and may only attend such parts of the meeting as permitted by the chairperson of that meeting.

24 Suspension, Alteration and Review of Standing Orders

- 24.1 A motion for the suspension of the relevant Standing Orders may be made at any time for the reason stated in the motion. Such a motion if opposed will be resolved without discussion and shall be held to be carried if supported by a majority of Members present and voting.
- 24.2 No alteration of the Standing Orders shall be made without notice given in the agenda for the meeting of the Board to discuss the alterations, and shall not be effected except on a resolution, adopted by a majority of the Members present and voting.
- 24.3 The Board shall, at least once every year, review these Standing Orders to determine whether any alteration should be considered.
- 24.4 The Chief Executive is authorised to supply any omission in, or necessary amendment to, or to correct any error arising in these Standing Orders which is of an administrative nature.