

## 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 9 March 2023 and shall remain in full force and effect unless and until they are varied or revoked.

They set out the proceedings, meetings and business of the Board and its Committees.

### **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.

#### *Audit & Assurance Committee*

See Scheme of Delegation.

#### *Lèirsinn Committee*

See Scheme of Delegation.

#### *Remuneration Committee*

See Scheme of Delegation.

#### *Chief Executive*

See Scheme of Delegation.

#### *Members' Code of Conduct*

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

#### *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 Board Member to a meeting for discussion and possible adoption as a resolution.

### *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.

### *Resolution*

A resolution is a formal and binding company decision or action made by its Board Members.

### *Standing Orders*

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

### *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 Board 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 Board Members to choose a Board 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 their term in office.
- 3.4 The Chairperson can resign at any time by written notice to Ofcom.

## **4 Board Members**

- 4.1 The Board shall consist of not more than 12 Board Members and Board Members are appointed for up to four years as appointed by Ofcom.
- 4.2 The Board Members must include:
  - 4.2.1 a member nominated by the BBC;
  - 4.2.2 a member nominated by the Highlands and Islands Enterprise; and
  - 4.2.3 a member nominated by Bòrd na Gàidhlig
- 4.3 Board Members are eligible for re-appointment on completion of their term of office.
- 4.4 Board Members can resign at any time by written notice to Ofcom.
- 4.5 Ofcom may pay to each Board Member such remuneration and allowances as it determines.

## 5 Chief Executive

- 5.1 The Chief Executive is the head of the paid service of MG ALBA. They are not a Member of the Board and are expected to attend Board Meetings. Should the Chief Executive not be able to attend, they shall nominate an MG ALBA staff member to attend in their place.
- 5.2 The Chief Executive is the MG ALBA Accounting Officer and they 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 (or other online platforms as such required) and times as agreed by the Board.
- 6.3 Every Board Member has one vote, which must be given personally as per Standing Order 10.3 unless there is a resolution by written procedure (as per Standing Order 6.12).
- 6.4 The Board may, if it considers appropriate, allow Board Members to participate in Board meetings by way of an audio and/or audio-visual link or links, providing:
  - 6.4.1 the means by which Board Members can participate via that link or links are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the Board Members – a barrier to participation; and
  - 6.4.2 the manner in which the meeting is conducted ensures, so far as reasonably possible, that those Board Members who participate via an audio or audio-visual link are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those Board Members (if any) who are attending in person (and vice versa).
- 6.5 Where a Board Member is participating in a board meeting via an audio or audio-visual link, they may cast their vote on a given motion orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.
- 6.6 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 email to the MG ALBA email address provided to the Board Member. The proceedings of a Board meeting shall not be invalidated by an omission to send a notice of the meeting or agenda to any Board Member thereof or by any defect therein.
- 6.7 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 Board Member.
- 6.8 The Board may, at its discretion, allow any person to attend (whether in person or by way of an audio or audio-visual link) and speak at a Board Meeting notwithstanding that they are not a Board Member, but on the basis that they must not participate in decision-making.
- 6.9 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 Board Members as soon as possible prior to the date for the meeting.

6.10 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 Board Members, which meeting shall be held within fourteen days of receipt of the requisition by the Gaelic & Corporate Affairs Manager.

6.11 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.

6.12 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) Board Members shall have at least [three] working days to respond to the motion in writing or by email; c) a majority of the Board Members in office 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.

6.13 If a motion is circulated to the Board Members under Standing Order 6.12, any one or more Board Members may notify the Gaelic and Corporate Affairs Manager that they consider a Board meeting should be held to discuss the matter which is the subject of the motion; and if any such notification is received by the Gaelic and Corporate Affairs Manager prior to the cut-off time for responding:

- 6.13.1 the Gaelic and Corporate Affairs Manager must convene a Board meeting accordingly, and on the basis that it will take place as soon as reasonably possible;
- 6.13.2 the resolution cannot be treated as valid unless and until that Board meeting has taken place;
- 6.13.3 the Board may (if it considers appropriate) resolve at that Board meeting that the resolution should be treated as invalid, notwithstanding that it had previously been agreed to in writing (or by e-mail) by a majority of the Board Members in office.

## 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 Board 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 Board 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 Board 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 they 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 Board Members present, they shall (unless it is apparent to the Chairperson that a quorum is present) direct the roll of Board 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 Board 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 Board 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 Board Member disregarding the authority of the Chairperson or being guilty of obstructive or offensive behaviour, a motion may be thereupon moved to suspend the Board Member for the remainder of the meeting. The motion shall be put without

discussion and, if carried, the Board Member concerned shall forthwith leave the meeting. This Standing Order also applies to all Committee meetings and Committee Members.

**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 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.
- 10.2.5 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 themself to answering previous speakers and not introducing any new matter.
- 10.2.6 After the replies are concluded the discussion shall be held to be closed, after which no Board 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.
- 10.2.7 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.
- 10.2.8 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 motions and questions coming or arising before the Board shall be decided by a majority of the Board Members present and voting except where otherwise required.
- 10.3.2 Unless the Chairperson or the Board otherwise determines for any specific occasion, a motion put to 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.

***Conflicts of Interest***

- 10.3.4 Board Members must comply with paragraphs 5.1 to 5.9 of the Members' Code of Conduct.
- 10.3.5 Board Members must consider whether they have a connection to any matter that is brought up for discussion at a Board meeting or Committee meeting that they are involved in, and consider whether any such connection is an interest and meets the objective test (where a

member of the public with knowledge of the relevant facts would reasonably regard the connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making).

- 10.3.6 Board Members must declare any such interests where the objective test in Standing Order 10.3.5 is met.
- 10.3.7 Board Members must declare any interest as early as possible in meetings and where such a disclosure is made:
  - 10.3.7.1 the declaration shall be recorded in the minutes of the meeting; and
  - 10.3.7.2 subject to 10.3.8 below, the Board Member shall not remain in the meeting nor participate in those parts of the meeting where they have declared an interest.
- 10.3.8 A Board Member who has declared an interest can apply to the Chairperson/Chief Executive of MG ALBA for a dispensation to allow them to take part in the discussion and decision-making on a matter where they would otherwise have to declare an interest and withdraw.
- 10.3.9 Board Members will also consider whether it is appropriate for transparency reasons to state publicly where they have a connection which they do not consider amounts to an interest.

## **11 Committees**

- 11.1 With Ofcom's consent and approval, the Board shall establish an Audit and Assurance Committee. The Chairperson shall not be a Member of the Audit and Assurance Committee.
- 11.2 The Board shall appoint such other Committees as it considers necessary and provided it has obtained Ofcom's consent and approval, and shall prepare and adopt Schemes of Administration and Delegation for the reference and delegation of business to Committees as the Board shall decide.
- 11.3 Schemes of Administration and Delegation made and adopted by the Board in terms of Standing Order 11.2 and any amendments made by the Board thereto are hereby incorporated into these Orders.

## **12 Questions on Delegated Matters**

- 12.1 A Board 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.

## **13 Notices of Motion**

- 13.1 A Notice of Motion made by a Board Member shall be in writing and shall be signed by the Board Member giving the Notice and countersigned by one other Board Member at least.
- 13.2 A Notice of Motion by a Board Member 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.
- 13.3 The foregoing provision shall not apply in a case where the Chairperson decides that the matter is one of urgency.

**14 The Business Agenda**

14.1 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.

14.2 Any Board 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.

**15 Application of Standing Orders to Committees**

15.1 The provisions of the Standing Orders of MG ALBA 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.

15.2 Except as otherwise provided by Statute or as aftermentioned, the quorum at all meetings of Committees shall be two members of the Committee.

15.3 A Board Member has the right to attend or address a Committee of which they are not a Board Member subject to the agreement of the Chairperson of that Committee. No Board 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 Board Member in question has a direct or indirect pecuniary or non-pecuniary interest.

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

16.1 Notwithstanding the provisions of Standing Order 11 and any Schemes of Administration and Delegation made thereunder:

16.1.1 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, or if the circumstances demand the Chairperson, after consultation with the Chief Executive, 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.

16.1.2 If a matter of ordinary business requires to be dealt with expeditiously without awaiting the decision of the appropriate Committee, then the Chief Executive, or if circumstances demand the Chairperson, after consultation with the chairperson of the Committee concerned, shall have the same power as is in standing order 16.1.1.

16.2 Any exercise by the Chief Executive or Chairperson of any of the powers referred to in Standing Orders 16.1.1 or 16.1.2 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:

- 16.2.1 a summary of the factual background to the exercise of the relevant power;
- 16.2.2 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;
- 16.2.3 confirmation that the consultation procedure set forth in Standing Order 16.1 was followed;
- 16.2.4 a description of the steps taken by the Chief Executive or Chairperson; and
- 16.2.5 a summary of any implications for the Board or the relevant Committee arising from the Chief Executive's or Chairperson's actions.

## **17 Financial Oversight**

- 17.1 The Board shall establish the Financial Regulations which are hereby incorporated into these Standing Orders.
- 17.2 The Chief Executive shall prepare and submit to the Board a Procurement Policy and Scheme of Tender Procedures and such Policy and 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.

## **18 Board Members**

### **18.1 *Standards in Public Life***

- 18.1.1 The Members' Code of Conduct and any amendments thereto are hereby incorporated into these Orders.
- 18.1.2 The Members' Code of Conduct applies to all Board Members.

## **19 Execution of Deeds**

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

## **20 Suspension, Alteration and Review of Standing Orders**

- 20.1 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 Board Members present and voting.
- 20.2 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 Board Members present and voting.
- 20.3 The Board shall, at least once every year, review these Standing Orders to determine whether any alteration should be considered.



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.