

WEST NORTHAMPTONSHIRE DEVELOPMENT CORPORATION BOARD

STANDING ORDERS

Index

	Page number
1 Constitution and Authority.....	2
2 Powers and Functions	2
3 The Board's role.....	3
4 Delegation.....	3
5 Member Conduct	4
6 Chair.....	4
7 Convening Board meetings.....	4
8 Quorum	5
9 Notice	5
10 Urgent Items.....	5
11 Voting	6
12 Minutes.....	6
13 Board Observers.....	6
13 Matters Affecting Persons Employed by WNDC.....	6
14 Public Access.....	6
15 Board Members' Interests in the Business Conducted.....	7
16 Confidential Business	8
17 Committees of the Board	8
18 Signing and Sealing of Documents.....	8
Appendix 1.....	9

1. Constitution and Authority

1.1 Under Statutory Instrument 2006 No.616, the First Secretary of State (as was) has made an Order, the West Northamptonshire Development Corporation (Area and Constitution) Order 2004 (the Order). The Order establishes West Northamptonshire Development Corporation (WNDC) for the purpose of regenerating three designated urban development areas of Northamptonshire.

1.2 WNDC is a Non-Departmental Public Body sponsored by the Department for Communities and Local Government (CLG). The Secretary of State for CLG appoints the Chair and the Board's members in accordance with the Code of Practice issued by the Commissioner for Public Appointments.

2. Powers and Functions

2.1 WNDC's remit is to promote and deliver the sustainable regeneration and growth of West Northamptonshire within the context of relevant national and local policy, including:

- (a) the Sustainable Communities Plan,
- (b) the plans for the wider Milton Keynes and South Midlands sub-region and for the East Midlands region as a whole and other relevant policy and guidance as may be published.

2.2 The Local Government Planning and Land Act 1980 gives WNDC the following:

Functions

- (a) to secure the regeneration of its area;

Activities

- (a) bringing land and buildings into effective use;
- (b) encouraging the development of existing and new industry and commerce;
- (c) creating an attractive environment; and
- (d) ensuring that housing and social facilities are available to encourage people to live and work in the area.

Powers

- (e) acquire, hold, manage, reclaim and dispose of land and other property;
- (f) carry out building and other operations;
- (g) seek to ensure the provision of water, electricity, gas, sewerage and other services;
- (h) carry on any business or undertaking for the purposes of the object;
- (i) and generally do anything necessary or expedient for the purposes of the object or for purposes incidental to those purposes.

3 The Board's Role

3.1 Board Members have a corporate duty to ensure that:

- (a) public funds (and assets that have been publicly funded) are properly safeguarded; and that, at all times,
- (b) WNDC conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to the adopted Management Statement and Financial Memorandum.

3.2 The Board is also required to:

- (a) ensure that high standards of corporate governance are observed at all times;
- (b) establish an Audit and Risk Committee;
- (c) establish the overall strategic direction of the organisation within the policy and resources framework agreed with the responsible Minister;
- (d) operate within the limits of its statutory authority (and any delegated authority agreed with CLG), and in accordance with any other conditions relating to the use of public funds;
- (e) ensure that, in reaching decisions, the Board had taken into account any guidance issued by CLG;
- (f) formulate a strategy for implementing the provisions of the Freedom of Information Act, including prompt response to public requests for information; and
- (g) operates sound environmental policies and practices in accordance with the approach set out in the 1990 White Paper "This Common Inheritance" (Cm 1200) and other relevant guidance.

4 Delegation

4.1 The Board may delegate responsibilities to WNDC's officers and committees in accordance with the Scheme of Delegation to Officers of the Corporation. The financial responsibilities and reservations of the Board and the Chief Executive are set out in the Scheme of Delegation, which describes in detail the extent to which decisions on such matters are delegated to persons on the Corporation's staff or reserved to the Board or Chief Executive.

4.2 Any urgent matter requiring a Board decision between Board meetings may be referred by the Chief Executive to the Chair (or, in the case of his or her absence, the Deputy Chair) for immediate action. Any such action shall be reported at the next meeting of the Board. This power shall only be used in exceptional circumstances.

4.3 The Board shall delegate the operation of WNDC's executive functions to the Chief Executive (save the reserved matters that may be specified by the Board from time to time).

4.4 The Chief Executive may make further delegations in writing to members of staff provided that such delegations are reported to the next Board meeting following the delegation.

- 4.5 The Scheme of Delegation will be reported to the Board annually as part of the review of Corporate Policies (and otherwise for approval when a change is proposed by the Chief Executive).

5 Member Conduct

- 5.1 Board Members shall be expected to comply with WNDC's Code of Good Practice for Board Members.
- 5.2 Board Members and staff should follow the Code of Practice on Gifts and Hospitality agreed by the Board. This includes provision for registration of gifts and hospitality in accordance with the Code of Good Practice.

6 Chair

- 6.1 The Chair shall, if present, preside at Board meetings. If the Chair is absent (or has declared a prejudicial interest in matters that are being discussed) then the Deputy Chair shall Chair the meeting.
- 6.2 If both the Chair and Deputy Chair have to declare an interest or are unable to attend then the Members shall choose a Member to Chair the meeting.

7 Convening Board meetings

- 7.1 Board Meetings shall be held at such time and place as the Board may from time to time determine, provided that the Chair may call a Board Meeting at any time.
- 7.2 A minimum of 6 Board meetings shall be held each year. The Board Secretary shall arrange future meeting dates for the Board to approve and shall circulate the meeting agenda for each Board meeting at least five working days before the meeting. The Chair (or any member of the Board with agreement of the Chair) may, after consultation with the Board, ask the Board Secretary to arrange a meeting.
- 7.3 Meetings will be held in locations accessible to a person with a disability.
- 7.4 A Board Meeting may be held, with the consent of the Chair, between Board Members some or all of whom are in different places, whether by telephone conference or any other audio or audio-visual communication media, provided always that:
- (a) the number of Board Members participating constitutes a quorum; and
 - (b) each Board Member participating in the meeting can effectively communicate with each of the other participants (and can address all of the other participants simultaneously).
- 7.5 A meeting does not need to take place for a resolution to be carried so long as that resolution is signed by the Chair, after at least a majority of Board Members (who at the date of the resolution would be entitled to attend and vote at a meeting of the Board) have recorded in writing (including by email) their approval of the proposed resolution. Such a resolution will only be used in exceptional cases, will be known as a 'decision in correspondence' and will be formally reported at the following Board meeting and recorded in the minutes of the following Board meeting.
- 7.6 All Board Members will be advised of changes to the Board Meeting schedule in good time (and no less than 10 days before the meeting).

8 Quorum

8.1 No business shall be transacted at Board Meetings unless four or more Board Members are present.

8.2 Neither the Chair or Deputy Chair need be present to form a quorum.

9 Notice

9.1 At least five (5) clear working days before a Board meeting, a formal notice of the meeting (agenda) will be sent by the Board Secretary to each Board Member giving the details of the main items of business to be discussed.

9.2 Any notice or other document addressed to a Board Member at an address or facsimile number they have provided shall be deemed to have been duly served or delivered;

(a) if sent by e-mail, on the day after it was sent;

(b) if sent by post, on the day following the day on which it was put in the post (or where second class post is used, on the second day after the day when it was put in the post);

(c) if sent by facsimile transmission, at the time of transmission; or

(d) if by personal delivery, at the point of such delivery.

9.3 The accidental failure to give notice to a Board Member (or the non-receipt by a Board Member of a notice that is deemed to be duly served) shall not invalidate the proceedings at a meeting.

9.4 Any Board Member who does not receive notice of a Board meeting in accordance with these Standing Orders (but who attends the meeting to which the notice relates) shall, unless he or she shall otherwise state at the relevant meeting, be deemed to have received due notice of the meeting for the purpose of these Standing Orders. Any member may expressly waive the requirements of that notice in accordance with these Standing Orders.

9.5 The Chair, or in the absence of the Chair, the Deputy Chair, may approve the cancellation of a Board Meeting due to lack of business. He/she may postpone and rearrange the date and/or time of such a meeting after consultation with the Chief Executive.

10 Urgent Items

10.1 Items of urgent business may be carried on at any Board Meeting even if that item has not been included in the meeting notice, provided that, in the opinion of the Chair of the meeting, the item in question either:

(a) is of a routine and substantially uncontroversial nature; or

(b) requires urgent consideration (and has arisen so recently that it was not reasonably practicable to specify it in the meeting notice).

11 Voting

- 11.1 The Board will seek to take decisions by consensus. If consensus is not reached, all decisions made by the Board shall be decided by a majority of votes of the Board Members present at the meeting.
- 11.2 Voting shall usually be by a show of hands but may be by whatever means as may be agreed by the Members present at the meeting.
- 11.3 If there are equal numbers of votes for and against, the person presiding at the meeting will have a second or casting vote.

12 Minutes

- 12.1 The names of Board Members (and any Officers) present at a Board meeting shall be recorded in the minutes.
- 12.2 The Board Secretary shall prepare the minutes within five (5) working days of the meeting and they shall be submitted for approval as to their accuracy to the next appropriate meeting.
- 12.3 The Chair will sign the minutes of the Board meeting at the next suitable meeting. The Chair will move that the minutes of the meeting be signed as a correct record and, subject to amendment, the minutes will be signed as a correct record of the meeting.
- 12.4 Where possible, copies of the minutes of each Board meeting shall be sent to each Board Member before the next meeting.
- 12.5 Wherever practical, copies of the minutes of each meeting shall be included within the next Board agenda.

13 Board Observers

- 13.1 Representatives from other agencies and organisations can attend WNDC Board meetings (following the approval of the Board) and take part in discussions at those meetings. Those Board Observers invited to attend meetings will not have the right to vote on any items at WNDC Board meetings.

14 Matters Affecting Persons Employed by WNDC

- 14.1 If any matter arises at a Board Meeting as to the appointment, promotion, dismissal, salary, conduct, superannuation or conditions of service of any persons employed by WNDC, only Board Members and any such person as the Board invites to remain shall be present.

15 Public Access

- 15.1 Meetings of the Board will be divided into two parts: Part one of the meeting will not be held in public; Part two will be held in public. Part one of meetings will only address issues considered exempt as under the provisions of the Freedom of Information Act 2000 (see Code of Practice – Appendix 4). Further details on the procedure for meetings to be held in public can be found at Appendix 1 to the Standing Orders.
- 15.2 Notwithstanding paragraph 15.1 above, members of the public may attend meetings of the Board or Committees of the Board acting in their capacity as a Local Planning

Authority consistent with any rights to attend and make representations under the Planning Acts.

- 15.3 The Board shall hold at least one meeting each year at which the Board should present its Annual Report.

16 Board Members' Interests in the Business Conducted

- 16.1 The Corporation shall establish, and keep up to date a Register of Board Members' interests which Board Members shall add to and update in accordance with the Code of Conduct for Board Members.
- 16.2 A Board Member who is directly or indirectly interested in any business of the Board conducted at a meeting shall disclose the nature of his or her interest to the meeting as soon as it is apparent.
- 16.3 Board Members are responsible for ensuring that their entry in the Register of Members Interests is kept up to date and the Board Secretary shall ensure that the Board reviews the Register at least once a year.
- 16.4 Where the matter of which a disclosure is made is a contract or an agreement of any description, the Member or Members shall not take part in any deliberation or decision of the Board with respect to the matter and, where appropriate, withdraw from the meeting.
- 16.5 A Board Member with a prejudicial interest in a matter:
- (a) must declare that they have a prejudicial interest (and the nature of that interest) as soon as the interest becomes apparent;
 - (b) should leave the room unless members of the public are allowed to make representations, give evidence or answer questions about the matter. If this is the case, Board Members can also attend the meeting for that purpose; and
 - (c) must leave the room immediately once they have finished speaking, (or when the meeting decides that the Board Member has finished speaking).
- 16.6 Any Officer present who has a personal interest in a matter arising at a meeting shall declare the interest and where that interest is of a prejudicial nature shall withdraw from the meeting by leaving the room.
- 16.7 The Board Secretary shall record any disclosures made in the minutes, including under the relevant item in the minutes.
- 16.8 Where the application of this Article 16 results in the Board becoming inquorate, the remaining Members may discuss the item in question and make recommendations to the next Board meeting (at which the business shall be dealt with). The fact that the meeting was inquorate, and the reasons, shall be clearly stated in the minutes.
- 16.9 The Code of Practice for Board Members provides further details about registration of interests and handling conflicts of interest.

17 Confidential Business

- 17.1 All Board meetings shall be held in public, except for those items that need to be confidential or contain exempt information by virtue of commercial, legal or other permitted reasons.

18 Committees of the Board

- 18.1 The Corporation may set up Committees to prepare reports and make recommendations to the Board. The procedures of such committees shall be subject to these Standing Orders where appropriate. Unless specified in their terms of reference, these committees' powers are limited to making recommendations to WNDC: they cannot make decisions on behalf of the Board.

19 Signing and Sealing of Documents

- 19.1 The Common Seal of WNDC may only be affixed to a document if the sealing has been authorised by a resolution of the Board or one of its Planning Committees, or refers to a matter covered by delegation to the Chief Executive and is in accordance with WNDC's Scheme of Delegation.
- 19.2 A resolution of the Board authorising the acceptance of any tender, the purchase, sale, letting or taking of any property, the making of any financial arrangements or any contract, or any other matter or thing in accordance with WNDC's powers under or by virtue of the Act shall be a sufficient authority for sealing any document necessary to give effect to the resolution.
- 19.3 The application of the seal can only be authenticated by the Chair (or Deputy Chair), or a Board Member authorised by the Board.
- 19.4 A book shall be kept for the sole purpose of recording every application of the Common Seal, and the use of the Seal shall also be recorded in the minutes of the Corporation.
- 19.5 Any other document that is necessary for legal proceedings shall be signed by the Chief Executive or any other person who has been given the necessary authority in writing by the Chief Executive.

Appendix 1

West Northamptonshire Development Corporation (WNDC) Board Meeting Procedure Rules – Public Attendance

For so long as the West Northamptonshire Development Corporation (WNDC) permits Board meetings to be held in public, such meetings shall be held in accordance with the following procedure on public attendance:

General

- 1 Meetings of the Board will be divided into two parts: Part one of the meeting will be closed to the public; Part two will be held in public. Part one will only address issues considered exempt or confidential under the provisions of the Freedom of Information Act 2000 (see table 1 below).
- 2 WNDC will give at least five working days notice of any Board meeting by publishing details of the meeting on its website.
- 3 Copies of the agenda and papers will be available on WNDC's website: www.wndc.org.uk
Copies are available from WNDC offices upon request to the Board Secretary.

Part 1 of the Board Meeting

- 4 This part of the meeting will be held in private. The Board may from time to time invite external representatives to attend items in the private session of the Board meeting. Representatives from CLG are allowed to sit as an observer in this part of the meeting,

Part 2 of the Board Meeting

- 5 Members of the public have the right to attend part 2 and see agendas for meetings, reports by officers, background papers and records of decisions (as under the provisions of the Freedom of Information Act 2000). Minutes of each meeting will also be available to the public excluding any part of the minutes of proceedings when the meeting was not open to the public.
- 6 Members of the public have the right to attend the meeting and ask questions, so long as those questions have been submitted to the Board Secretary by noon on the day prior to the meeting. Members of the public should note that the Board will not answer questions about specific planning applications and it will be at the discretion of the Chair as to whether a question is permitted for response. The questioner will be allowed a maximum of two minutes to ask a question, or alternatively can request that the question is presented to the Board by the Chair of the meeting.
- 7 The Chair (or his/her nominated representative) will respond to questions at the meeting. Fifteen minutes will be allocated to questions and responses and questions will be taken in the order that they are received.
- 8 Members of the public may request the minutes of the meeting and copies of any Part 2 papers. Members of the public who wish to have papers sent to them should give their name and address to the administration officer on duty prior to the start of the meeting.

- 9 If there is a general disturbance in any part of the meeting room open to the public, the Chair may request for that part of the room to be cleared and/or the meeting to be adjourned.

Members of the public should note that:

- 10 Notwithstanding the procedure as set out above, members of the public may attend meetings of the Board or Committees of the Board acting in their capacity as a Local Planning Authority consistent with any rights to attend and make representations under the Planning Acts.
- 11 The Board shall hold at least one meeting each year at which the Board shall present its Annual Report.
- 12 Members of the public may also consult the WNDC Board Code of Practice (available on request) for further information on Board procedures.