

LONDON CYCLING CAMPAIGN

Board & Committee Standing Orders

Approved by the LCC Board on 6th July 2015 (Last Amended 28th September 2017)

Definitions

“Articles”	The London Cycling Campaign’s Articles of Association
“Committee”	This term includes all Board subcommittees and Board working groups; and all committees and working groups that may be set up by Board subcommittees
“LCC”	London Cycling Campaign
“Nominated Board member”	A member of the Board who has been nominated by the Board to represent it on a committee
“Parent committee”	The committee to whom the committee in question reports. In the case of a Board subcommittee, this shall be the Board itself; in the case of a committee set up by a Board subcommittee, this shall be the Board subcommittee.
“SO”	Standing Orders

A. GENERAL PROVISIONS

1. Precedence of the London Cycling Campaign Articles of Association

- 1.1. Where there is a conflict between the application of these Standing Orders and the Articles, then the provisions of the Articles shall always take precedence.

2. Suspension of Standing Orders

- 2.1. These SO may only be suspended by a majority vote of a quorate Board meeting and shall stay suspended until reinstated by a subsequent decision of that same Board meeting, or until close of business of that meeting, whichever is the sooner.

3. Amendment of Standing Orders

- 3.1. These SO may only amended by a majority decision of the Board.

4. Observation of these Standing Orders

- 4.1. These SO must be observed by the Board and all committees.
- 4.2. In cases of doubt over the interpretation of the SO, then the Chair of the committee concerned shall refer the matter up to the Chair of the parent committee to resolve.
- 4.3. Final authority for the interpretation of the SO rests with the Company Secretary.

5. Conflicts of Interest

- 5.1. Members of the Board and committees must declare any interests relevant to the work of the LCC, and these declarations must be recorded in minutes of the committee concerned.
- 5.2. The procedure for dealing with conflicts of interest on the Board is described in Section 11 of the Articles and must be adhered to.

- 5.3. If the Chair of a committee believes that the interests of a committee member present a conflict with the work of that committee, then the Chair shall exclude that person from those discussions where the conflict of interest is relevant.
- 5.4. A member of a committee who is excluded in accordance with the above may appeal against this decision via the procedures the LCC has in place at the time to resolve disputes.

6. Code of Conduct

- 6.1. Members of the Board and Committee Chairs must agree to abide by the “Code of Conduct for Trustees Chairs” (or any equivalent document that is in force at the time).

7. Conduct of Meetings

- 7.1. Meetings must be conducted in a constructive, non-confrontational atmosphere and the authority of the Chair must be respected at all times. A member of a committee whose behaviour is deemed obstructive or offensive by the Chair will be warned by the Chair that this behaviour is unacceptable. If this behaviour continues, the Chair may ask that person to leave the meeting.

8. Chair’s Action

- 8.1. The Chair of the Board (or a committee) may decide on a matter without consulting with the rest of the Board (or the committee) where the matter at hand is felt to be of a minor nature, or where the urgency of the situation is such that consultation with the rest of the Board (or the committee) would be impractical.
- 8.2. The Chair shall inform the rest of the Board (or the committee) whenever such Chair’s Action is taken, ensuring that it is recorded in the minutes of the Board (or committee) meeting that follows it being taken.

B. THE BOARD AND ITS MEETINGS

9. Date of the First Meeting of the Board

- 9.1. The date of the first meeting of the Board to be held after the annual Board elections shall be no later than one week after those elections.
- 9.2. The date of this meeting shall be stated in advance as part of the first official notice of the Board elections sent to members of the LCC.

10. The First Business of Board Meetings

- 10.1. The first business of the first meeting of the Board after each year’s Board elections shall be the election of its Chair.
- 10.2. The Articles require that the outgoing Chair remains in place until the new Chair is elected: The outgoing Chair shall therefore manage the election of the new Chair.
- 10.3. In cases where the outgoing Chair wishes to stand for re-election as Chair, or is not able to be present when the election of Chair is held, then the Chief Executive shall take the Chair for the election.
- 10.4. The immediate next business of the first Board meeting is the election of the other Officers and the Company Secretary.
- 10.5. It is permitted for the Company Secretary to be a staff member.

11. Officers of the Board

- 11.1. The Officers of the Board shall be its Chair, Treasurer and Vice-Chair.
- 11.2. The Board may resolve to appoint additional Officers.

- 11.3. The terms of office of Officers shall be from their point of their election to the date of the next Board election.

12. Board Subcommittees and their Chairs

- 12.1. The Board shall create subcommittees as it sees fit and shall list these subcommittee together with their composition and remits on the LCC website.
- 12.2. The Chairs of each of these subcommittees must be Board members and shall be elected by the Board.

13. The Policy Forum

- 13.1. In accordance with the AGM resolution that created it, the Chair of the Policy Forum must be a member of the Board, and shall be elected by - and report to - the Board.

14. Nominated Board Members and Ex-Officio Members of Subcommittees

- 14.1. The Board shall nominate one or more of its number to represent it on the its subcommittees, each of whom is expected to attend all of the meetings of those subcommittees.
- 14.2. All Board members are nonetheless entitled to attend any meeting of any subcommittee as ex-officio members of that subcommittee.

15. Board Meeting Dates

- 15.1. The Board meeting shall agree its schedule of meetings for its term of office within one week of its first meeting. These dates shall be published on the LCC website.
- 15.2. The Chair may vary the date of Board meetings but must consult the rest of the Board before doing so. The decision of the Chair will be final unless a member of the Board calls for an electronic vote to decide on the proposed date change.
- 15.3. Other than with the permission of a majority of the Board, the Chair may not vary the date of a Board meeting at less than four weeks' notice.
- 15.4. The Chair may also cancel a meeting, or convene additional meetings, following the process of 15.2 and 15.3 above.

16. Board Meeting Papers

- 16.1. It is the Chair's responsibility to prepare an agenda for each Board meeting and shall ensure that it is sent to trustees, as well as other papers for each meeting, according to the following schedule:
- | | |
|-----------------|--|
| -4 weeks | Chair and CEO to meet to discuss the agenda. |
| -3 weeks | Chair to circulate a draft agenda and ask trustees for them to suggest additional items within a week. |
| -2 weeks | Chair to circulate confirmed (but provisional) agenda and ask for papers to be completed within a week or else lose the agenda item concerned. |
| -1 week | Office to circulate the final agenda with supporting papers. |
| 0 weeks | Board meets |
| +1 week | Office to circulate draft minutes with a call for corrections to be supplied within a week. |
| 2 weeks | Office to circulate amended minutes for Trustees to approval within a week. |
| 3 weeks | Approved minutes to be circulated and posted on the LCC website. |
- 16.2. The agenda and all papers for a Board meeting shall be submitted to the nominated staff member no later than one week before a Board meeting, and will be sent by that staff member to the full Board the same day.
- 16.3. The Chair's decision on what appears on the agenda is final unless a member of the Board calls for an electronic vote to decide on agenda items.
- 16.4. The Chief Executive shall table a Staff Report at each Board meeting.

- 16.5. The Treasurer shall table Management Accounts, and provide a written or verbal narrative to these, at each meeting.
- 16.6. The Chairs of Board subcommittees shall table short reports from these committees at each Board meeting. These shall be for noting unless matters arising are brought to the meeting by these Chairs.

17. Attendance at Board Meetings

- 17.1. Members of the Board are expected to attend all meetings and must give their apologies if they are unable to be present at a meeting, for recording in the minutes. Board members may attend by phone if it is not possible to attend in person.
- 17.2. The attendance record of Board members shall be published alongside their election statements if they stand for re-election.
- 17.3. If a member of the Board misses two meetings in a row, then the Chair of the Board may call for a vote on whether that person may remain on the Board, unless in the opinion of the Chair the absences are due to extenuating circumstances.
- 17.4. The Chief Executive is expected to be in attendance at Board meetings. If unavailable, then a deputy from the staff team may be invited to be in attendance at the discretion of the Chair.
- 17.5. The Chair has the discretion to invite other people to participate in or observe Board meetings. A minimum of one week's notice of this happening must be given to the rest of the Board. Any Board member may call for an electronic vote of the Board to reverse this decision.

18. Quoracy

- 18.1. Article 44 specifies the quorum for the Board as follows: The quorum necessary for business to be done at a Board meeting is a third of the Trustees, subject to a minimum of two, and where one third does not produce a whole number the quorum shall be the next higher whole number. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he or she is not entitled to vote. This is subject to Article 11.

19. Telephone and Electronic Meetings

- 19.1. Article 42.5 specifies that meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

20. Voting

- 20.1. The Chair will strive to achieve decision-making by consensus.
- 20.2. Where a vote is needed at Board meetings it shall be by a show of hands (or the casting of an electronic vote), including of abstentions, and each Board member's voting preference shall be recorded in the minutes.
- 20.3. Article 42.2 gives the Chair the right to exercise a casting vote (i.e. an additional vote) in the event of a tie.
- 20.4. In the case of electronic voting, the Chair shall give the rest of the Board a minimum period of one week after the vote has been called in which to cast their votes.
- 20.5. Only the Chair (or the Vice-Chair in his or her absence) may conduct an electronic vote.
- 20.6. An electronic vote will be deemed to be an electronic meeting of the Board and minutes of this meeting shall be taken.

21. Points of Order and Procedural Motions

- 21.1. A point of order may be heard at the discretion of the Chair.
- 21.2. The Chair shall rule on points of order.
- 21.3. The following procedural motions may be moved:
 - That the question be put
 - That the meeting proceed to the next item of business
 - That the meeting be adjourned

- That SO be suspended

21.4. If a procedural motion is put, then this must be debated and voted upon immediately.

22. Closed Sessions

- 22.1. All Board discussions should be minuted. The Board may, by majority decision, decide to hold certain discussions in private. These discussions shall not be minuted.
- 22.2. The fact that a closed session was held shall be recorded in the minutes alongside a general description of the matters discussed (e.g. personnel issues).
- 22.3. The Chair will make a proper record of the proceedings of any closed sessions, and this shall be kept alongside the minutes in the office.

23. Adjournment of Meetings

- 23.1. The Chair may adjourn a meeting to another time and place. However, the Chair is obliged to hear points of order, or take a vote on procedural motions (such as to suspend the SO or a vote of no confidence in the Chair) before doing so.

24. Minutes of Board Meetings

- 24.1. It is a legal requirement that a proper record of the decisions of the Board be kept. Minutes of Board meetings must be approved by the Board in order to constitute an official record, and may only be signed by the Chair once approved.
- 24.2. Approved minutes shall be published on the website within one week of their approval.
- 24.3. The Chair may seek permission from the remainder of the Board to redact parts of the minutes before publication for campaigning or commercial confidentiality reasons.

C. COMMITTEES

25. Establishment of Committees

- 25.1. A committee may only be established by its parent committee.
- 25.2. A committee will not be deemed to be properly constituted until it has a Remit.

26. Chairs of Committees

- 26.1. Chairs of committees may only be appointed and removed by the Chair of the parent committee.

27. Remits and Composition of Committees

- 27.1. A committee's Remit must be approved by its parent committee.
- 27.2. The Remit shall define the areas of competency and responsibility of a committee.
- 27.3. The Remit shall also define the membership of the committee (including nominated Board members), and invited attendance at the committee (e.g. staff).
- 27.4. Nominated Board members are expected to attend all meetings of the relevant committee.
- 27.5. All other Board members are ex-officio members of all committees and may attend at their discretion.

28. Annual Reconstitution

- 28.1. Committees will be reconstituted on an annual basis, following each year's Board election, except for the Policy Forum, which has its own election process, set by the enabling AGM Resolution.
- 28.2. Committee work will be suspended during the period between the Board election and the reconstitution of a committee, with any decisions required being taken by the Board and/or Staff.

29. Termination and Suspension of a Committee

- 29.1. A committee shall be terminated by a valid decision of its parent committee.
- 29.2. If the Chair of a committee resigns, then this committee shall be suspended until a new Chair is appointed.
- 29.3. A committee may also be suspended by a valid decision of its parent committee.

30. Staff Attendance at Meetings

- 30.1. One staff member will be in attendance at each committee meeting as of right, unless more are invited by the Chair.
- 30.2. The Chief Executive will nominate the staff member or members to be in attendance.

31. Meeting Dates

- 31.1. At its first meeting after its reconstitution, each committee shall agree its future meeting dates.
- 31.2. It is the responsibility of the Chair of a committee to communicate future meeting dates to the Chair of the parent committee and to any wider stakeholders.
- 31.3. The Chair may cancel meetings up to 48 hours in advance and schedule additional meetings with at least four weeks' notice. Such changes to the meeting schedule must be communicated to the Chair of the parent committee as soon as they are made.

32. Decision-Making

- 32.1. There are no quoracy requirements of committees.
- 32.2. The Chair of a committee must be able to demonstrate that proper consultation with committee members and any wider stakeholders has occurred in the event that fewer than 50% of the nominated trustees and 50% of other members of the committee are able to attend a meeting (excluding staff).
- 32.3. Voting is subject to the same requirements as for the Board (paragraphs 14.3-14.7 above).

33. Minutes

- 33.1. The staff member in attendance at a committee meeting shall normally take the minutes.
- 33.2. In the case of the Policy Forum, minutes shall be taken by its Secretary.
- 33.3. Approved minutes of committee meetings (or draft if unavailable) must be tabled at the subsequent meetings of their parent committees; in the case of tabling these at Board meetings they should be submitted to the office in line with section 12 above.
- 33.4. Draft minutes shall be circulated as soon as possible to the members of the committee by electronic means.

34. Conduct of Business

- 34.1. The business of a committee is restricted to its Remit. All agenda items and decisions must be in line with this Remit and not exceed it.
- 34.2. The Chair shall decide on the agenda of a committee meeting, circulating it to committee members not less than 48 hours beforehand.
- 34.3. Only papers approved for circulation by the Chair may be put on the agenda.
- 34.4. Papers for the committee should be tabled with the agenda, unless external circumstances (e.g. reliance on information from 3rd parties) prevent this deadline from being met.

35. Adjournment of Meetings

- 35.1. The Chair may at any time adjourn a meeting to another time and place, but must specify the reasons for doing so.

- 35.2. The Chair of the parent committee must be informed within 24 hours why a meeting was adjourned, and when and where it will be reconvened.

36. Observance of the SO

- 36.1. If a member of a committee believes the Chair of the committee is not conducting its business in compliance with the SO, then that person should in the first instance raise this with the Chair.
- 36.2. If that person is not satisfied with the response of the Chair, or otherwise feels that it is not possible to raise concerns with the Chair, then he or she should raise the matter with the Chair of the parent committee. The latter shall resolve the issue by applying the LCC's dispute resolution procedure or by decision of the parent committee.