



**CROFTING COMMISSION
COIMISEAN NA CROITEARACHD**

CROFTING COMMISSION

STANDING ORDERS Relating to the Conduct of Meetings

VERSION 1.5

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PART 1: PRELIMINARIES

- 1.1. The purpose of these Standing Orders is to ensure the orderly and effective conduct of formal meetings of the Crofting Commission and that of its constituted committees.
- 1.2. These Standing Orders apply and are effective from 24 June 2015.
- 1.3. The Standing Orders will be reviewed on an annual basis. Any amendments must be agreed by a majority of members present at a meeting of the Crofting Commission.

Amendment to these Standing Orders (other than at an annual review) shall be made only by resolution of which 14 days' notice has been given.

- 1.4. The Standing Orders may be amended by resolution carried by a majority of members present at a meeting of the Commission.
- 1.5. Where the word "**Convener**" is used in the Standing Orders, it includes any interim Convener appointed by the Scottish Ministers.
- 1.6. Where the word "**Chair**" is used in the Standing Orders in connection with a specific individual, it includes, as appropriate, the Convener (or any interim Convener) or any person appointed in terms of Standing Order 3.1 in place of the Convener to chair any meeting of the Commission or any of its committees.
- 1.7. "Public" means any person or organisation not a member of the Crofting Commission Board or a Crofting Commission official.

PART 2: CALLING MEETINGS

- 2.1. Generally, Notice of a meeting of the Commission will be given to every member of the Commission by, or on behalf of, the Chief Executive, at least 7 days prior to the date of the meeting. The Notice will be in written form and will provide the place, date and time of the meeting. The Notice will be delivered by post, fax or any accepted form of electronic communication to a member's usual place of residence or to any other address provided in writing by a member to the Chief Executive.
- 2.2. **Public Notice** of a meeting of the Commission will normally be given by posting a Notice on the Crofting Commission website at least 4 days before the meeting.

The Notice of Meeting will include:
 - a) The date, time and place of the meeting, and
 - b) Information on the availability of the Agenda and accompanying reports.
- 2.3. **Public Notice** will not be required where a **Special Meeting** is convened to deal with a matter of a particularly sensitive or urgent nature.

- 2.4. The Chief Executive will call a **Special Meeting** of the Commission when required to do so by the Convener of the Commission. A Special Meeting will also be called by the Chief Executive if in receipt of a written request stating the business of the meeting from another Member of the Commission and seconded by a majority of the Commission. The meeting will be held within 21 days of the receipt of the requisition by the Chief Executive.
- 2.5. Where a Special Meeting is called under Standing Order 2.4, the Chief Executive may call the meeting without giving the 7 days' notice normally required at 2.1 above where there is particular urgency, provided every effort is made to contact Members to give as much notice as possible prior to the meeting.
- 2.6. The Convener may wish to consult with the Board by holding an informal private meeting, for Board members only. He/she must inform the Chief Executive that such a meeting has taken place and the general nature of the discussion. Though no formal Minute will be taken, if there has been a substantive discussion involving a majority of the Board members, which could lead to an item being submitted to a future Board meeting, the Convener should draft a contemporaneous Note of the discussion, including who attended and forward this to the Chief Executive for saving. No Board decisions can be taken outside formal Board meetings.

Place of Meetings

- 2.7. Board Meetings of the Commission and meetings of its Committees will normally be held at the Crofting Commission headquarters, Inverness, on the days fixed by the Commission or by the Convener in consultation with the Chief Executive. Meetings may also be held at an alternative location or via video-link, tele-conference or other digital means. If this is the case, this will be clearly stated on the public Agenda and noted in the subsequent Minute of the meeting. The Commission may also hold at least one public meeting a year outwith Inverness in another part of the Crofting Counties, in addition to public Board meetings in Inverness.

Meeting Agenda

- 2.8. The Convener or Chief Executive will generally determine the agenda for a meeting of the Commission, but the decision of the Convener as to content of the agenda for such a meeting will be final. The agenda will be provided along with the Notice of Meeting. Anyone wishing to submit an item for the agenda of a Commission meeting must generally ensure that it is submitted in writing at least 14 days prior to the day of the meeting concerned, and by 5pm on the final day available. The agenda item must be communicated in writing to the Convener and copied to the Chief Executive. Where anyone submits an item for the agenda fewer than 14 days prior to the day of the meeting concerned, he or she must provide a reasonable explanation as to why the item was submitted fewer than 14 days prior to the day of the meeting concerned. The Convener and the Chief Executive will make reasonable endeavours to include any such submitted item on the agenda for a meeting of the Commission, but the decision of the Convener as to whether or not to include the item on the agenda will be final, seeking the advice of the Standards Officer as necessary. This is without prejudice to Standing Order 3.8 governing Commission decisions and voting.

Urgent Business

- 2.9. No business other than that specified on the agenda will be transacted at the meeting, other than that which the Convener or the Chief Executive has accepted as urgent in advance of the meeting (with the decision of the Convener on the matter being final). Any such accepted urgent items will be dealt with under the Any Other Business (AOB) agenda item. The circumstances for including such urgent business shall be recorded in the minute of the meeting.

PART 3: ATTENDANCE AT MEETINGS

Chair

- 3.1. The Convener must, if present, chair meetings of the Commission and any of their committees. If the Convener is not available to chair a meeting of the Commission or a committee, the Convener is to appoint another member of the Commission to chair the meeting.

Where the Convener is in attendance remotely and is suffering from digital connection issues, making acting as Chair impractical, the Convener may opt to be considered as not in attendance for the purposes of Chairing the meeting.

Where the Commission has nominated a Vice-Convener, he or she may chair meetings in the absence of the Convener where the Convener has not nominated another member of the Commission to chair proceedings. Where both the Convener and Vice-Convener are absent and no member has been nominated, the Chief Executive will preside over the nomination of another member to chair from the members present.

Quorum

- 3.2. A meeting of the Commission must consist of at least five members. Where there are three or more elected members, the quorum must include no fewer than three such members.

Meetings shall, subject to the presence of a quorum, start at the time set out in the Notice of the meeting. If a quorum is not present, the Convener may allow ten minutes before adjourning the meeting and fixing a time, then or afterwards, for it to take place. Where the Convener is not present and no other member has been nominated to chair the meeting, the Chief Executive, in consultation with members present, may adjourn the meeting or record that owing to the lack of quorum, no business could be transacted.

Whenever it is drawn to the attention of the Convener that a quorum may not be present, the Convener will halt proceedings to establish the situation, and only continue should the Commission be quorate.

No item of business can be transacted at a meeting of the Commission unless there is a quorum present.

Members of the Public

- 3.3 The majority of Board Meetings will be held in public, with members of the public able to attend in person, for physical meetings or online for virtual meetings (or a combination of both). Members of the public attend as observers only and cannot participate in the debate, unless expressly requested to do so by the Convener.

The Convener will make this position clear at the start of each Board Meeting where there are members of the public in attendance.

Members of the press and public are entitled to attend meetings of the Commission. However, the Commission may decide or determine that matters of a confidential or sensitive nature should be considered without the press and public in attendance. The agenda for a meeting of the Commission may contain items marked in advance for consideration in the exclusion of press and public, but any decision or determination of the Commission as to whether or not a matter is confidential or sensitive and is to be considered in exclusion of the press and public will be conclusive on the matter.

Members of the public, either as a whole or as individuals, may be invited to a private section of a Board meeting by the Convener, where a majority of the Board agree.

Conduct of Meetings

- 3.4 The person in the Chair must be respected by all members at a meeting of the Commission. The Chair has the authority to rule on any points of order or matters of procedure. It is the responsibility of the person chairing the meeting to ensure that members obtain a fair hearing and that order is preserved. In the event of any disorder, the Chair may adjourn the meeting for a suitable period.

In the event of any member failing to respect the authority of the person in the Chair or being guilty of obstructive or offensive conduct, the Chair may seek an apology or have a short adjournment. If necessary, a motion may be moved to suspend the member for the remainder of the meeting. The member will then be required to leave the meeting.

Sederunt

- 3.5 The Chief Executive or another officer will record the names of the members present at each meeting of the Commission, as well as those who have submitted apologies for their absence.

Order of Business/Adjournment

- 3.6 The business of the meeting of the Commission will normally be conducted in the order set on the agenda. However, where the members consent, the order may be altered for the benefit of the meeting. The Chair may, with the consent of the members, also adjourn the meeting to another time and date and place, if necessary. In the event of any disorder, the Chair has absolute discretion to adjourn the meeting, and his or her quitting the Chair in the event of such disorder will bring the meeting to an end.

Declarations of Interest

- 3.7 A member of the Commission, or any officer working on behalf of the Commission, who has a direct or indirect interest in a matter being considered at a meeting of the Commission or a committee of the Commission, must disclose the nature of the interest to the meeting. Members who are crofters are not excluded from taking part in discussions relating to crofting.

Any disclosure of interest must be recorded in the minutes of the meeting.

Anyone declaring an interest should not take part in any deliberation of the matter, unless that is confined to general principles, as opposed to the specifics of the case. Such deliberation on general principles should only be with the consent of the other members.

Anyone declaring an interest must not take part in any decision of the Commission or of any committee of the Commission in respect of the matter to which the disclosure relates. Consideration should also be given to removal from the room while the matter is being discussed and determined. Any removal from the room following a declaration of an interest, and at what stage in proceedings, should also be recorded in the minute of the meeting.

Commission Decisions and Voting

- 3.8 Whenever possible the Commission will seek to make decisions by reasoned debate and consensus. Only in situations where it is not possible to reach a conclusion in this manner will voting be required.

Where it is clearly understood what the members are voting on, formal motions from members will not be necessary.

Where an item of business that requires a decision has been given full consideration, and all members have had the opportunity to make their contribution, any member may propose a motion and seek a seconder. Any amendments to the motion must also be proposed and seconded. A member cannot move or second both the motion and amendment, or likewise more than one amendment.

Any motion or amendment to a motion must be written down and read out prior to any vote being taken.

Once moved and seconded, a motion or amendment will not be withdrawn without the consent of the mover or seconder.

Where there is a vote between the motion and amendment, the vote for the amendment will be taken first. If there is more than one amendment, the vote may be taken against each amendment, before being taken against the motion or, if determined by the Chair, each may be taken individually against the motion.

The vote of the Commission will normally be taken verbally or by a show of hands. If any member objects to the vote being taken in this manner, and a majority of those present and entitled to vote agree, the vote will be taken by ballot.

The person chairing a meeting of the Commission or any committee of the Commission has a casting vote.

For the avoidance of doubt, Standing Order 3.8 shall not apply to the provision of instructions to a solicitor (whether an in-house solicitor or an external firm of solicitors) unless the Chief Executive brings a particular matter for decision on which a specific instruction is required to be given to a solicitor/ solicitors acting on behalf of the Commission. The Chief Executive is required to set out the nature of the instruction that is sought or required before any decision is made to provide such an instruction.

Recording Dissent from Decision

- 3.9 A member may have his or her dissent to a decision of the Commission recorded, provided that such a member requests immediately (or as soon as reasonably possible) after the item is disposed of that such dissent is recorded.

Once a decision has been reached, all members have a corporate responsibility to recognise and accept the decision as that of the Crofting Commission. Corporate responsibility entails that members must adhere to and accept such a decision until it is otherwise altered.

Minutes of Commission Meetings

- 3.10 A minute of a meeting of the Commission will be taken on behalf of the Commission. The minutes will record the names of members in attendance and those apologising for their absence, and the business transacted at the meeting. A draft copy of the minutes will be circulated to members by email, for comment and suggested amendment. A final version of the draft minutes will be circulated to members with the papers for the next Board meeting and approved by that meeting. A copy of the approved Minute will be made available on the Commission website.

In between the dates of Board Meetings, to assist with administration and the efficient use of Commission time and resources, the Convener and Chief Executive may determine that routine papers can be circulated electronically or by post for Commissioners' comment, approval or rejection. It will be incumbent upon each Commissioner to respond within the agreed period of time, unless the Commissioner has already intimated his or her non availability. Where a Commissioner has not received an e-mail, it is permissible to request that the matter is discussed at a meeting of the Commission.

In the event that the Commissioners responding to the emailed/posted paper confirm their approval of any Recommendation(s) made in the paper, this will be accepted as the Decision of the Commission, with immediate effect. In order for the Commission to act with transparency, any Decision agreed in this way will be intimated at the next Public Board Meeting, to allow the Decision to be recorded in the Minute of the meeting and therefore made public.

In the event of a paper not receiving approval by a majority or if a Commissioner raises an unacceptable risk to the Commission relating to the paper, it will be remitted in the first instance to the Convener and/or Chief Executive, before deferral to the next meeting of the Board for full deliberation and decision.

PART 4: COMMISSION COMMITTEES

Committees

- 4.1 The Commission must establish –
- a) an audit committee; and
 - b) such other committees as it considers appropriate.

The Commission may combine its audit and financial obligations, to provide an Audit & Finance Committee of at least three members, in compliance with the Scottish Public Finance Manual. The members should be either non-executive directors or, if there are insufficient non-executives, independent external members. Committees should be chaired by a non-executive director and at least one of the committee members should have recent and relevant financial experience. This committee and any other committee of the Commission must comply with any directions given to it by the Commission. The Commission may appoint individuals who are not members of the Commission to its committees. However, no committee may consist solely of non-Commission members.

The Commission may appoint a Vice Chair of the Audit Committee or may leave it to the members of that committee to choose its Vice Chair.

The provisions of the Standing Orders, with the obvious exception of what constitutes a quorum, will apply to committees as the Commission considers appropriate. Other sub-committees and working groups need not operate to the same formal level. Such groups will not have any delegated authority and will report back to the Commission or make recommendations for Commission approval.

Decisions of a committee will not take effect until these decisions have been reported to the Commission, and been approved by the Commission, unless falling within the following category:

- a) A matter included in the delegation to or remitted with powers to the committee;
- b) Any matter that the committee considers to be urgent, which although not included in the annual budget does not entail major expenditure and has the approval of the Chief Executive and the Convener, and complies with the delegated responsibilities afforded to the Chief Executive of the Commission;
- c) Any routine matter that does not involve a change in policy.

Minutes of Committees

- 4.2 The minutes of meetings of such committees will be made available to all members. In addition, a report explaining the deliberations of each committee will be provided at a meeting of the Commission.

The minutes of meetings of committees will be submitted to the next meeting of the Commission by the Chair of the committee (a) for confirmation in respect of business delegated or remitted with powers and (b) for approval in respect of matters referred. Any matter arising from the minutes should be addressed by a member of the committee who was present at the relevant meeting. The Commission will consider such matters and take decisions with immediate effect.

PART 5: MISCELLANEOUS

Non-attendance at Meetings

- 5.1 Members should tender their apologies to the Convener and to the Chief Executive, if possible in writing (by letter or electronically) as soon as practically possible, once they become aware they will be unable to attend a meeting.

Any member unable to attend a Board meeting should indicate to the Convener their view on any major item on the relevant meeting agenda, to allow this to be intimated at the meeting.

If a Member of the Commission has been absent from meetings of the Commission for a period of six months without the permission of the Convener, the Chief Executive will draw the matter to the attention of the Scottish Ministers, to consider removing the Member by giving him or her notice in writing. This is in line with Schedule 1 of the Crofting Acts.

Delegation of Powers

- 5.2 The Crofting Reform (Scotland) Act 2010, Schedule 1, Section 15(1) provides for the Commission to delegate its functions to: any of its Members; any of its committees; its Chief Executive; any person whose services are provided to it by the Scottish Ministers; and any of its employees. The Commission will have the ability to determine the type of functions it can delegate and the extent to which these functions can be carried out on its behalf. Section 15(2) specifies that the Commission continue to have responsibility for the exercise of its functions even after a function has been delegated.

The Chief Executive has the power to refer for further consideration by the Commission, by way of a Notice of Referral, any decision taken which may be considered by the Sponsor Division as giving rise to or likely to give rise to a contravention of a statute or any Code of Practice, or maladministration. This Standing Order is without prejudice to the Chief Executive's role as Accountable Officer.

Members' Code of Conduct

- 5.3 All members of the Commission will be bound by the provisions of the Commission's [Code of Conduct](#), approved by the Standards Commission for Scotland.