

**Minutes of the Governance & Probity Committee Meeting
Of the Lower Severn (2005) Internal Drainage Board
Held Wednesday 4th April 2018 at 10.30 am
At Gables Hotel Falfield**

Present: Cllr P Abraham Chairman
Cllr J Jones
Mr J Cornock Deputising for Cllr M Riddle
Mr G Littleton Deputising for Cllr B Behan
Mr K Withers

Staff: Kieran Warren Principal Officer PO
Sue Williams Minutes

2651.	<p>Appointment of Chairman It was resolved that:</p> <ul style="list-style-type: none"> • Cllr Abraham be appointed Chairman for the meeting. 	
2652.	<p>Apologies Apologies were received from Cllr B Behan, Mr Goodey and Cllr Riddle.</p>	
2653.	<p>Minutes of the Previous Meeting It was resolved that:</p> <ul style="list-style-type: none"> • The minutes of the Meeting held 10th May 2017 be approved as a true and accurate record. 	
2654.	<p>Election Timetable 2018 The PO had prepared a schedule of key dates that were compliant with the Election Regulations 1938 for triennial elections. Members noted the timetable.</p>	
2655.	<p>Chairman's Honorarium Mr Littleton left the meeting whilst this matter was discussed.</p> <p>At the Board meeting held on 8th November 2017 (minute 2574) members asked the Committee to consider increasing the Chairman's honorarium by an annual increment.</p> <p>The PO had listed the amounts paid to the Chairman since 2009 and proposed as a method; to increase the honorarium in line with the annual increase in drainage rates. A further proposal was suggested by Cllr Riddle in an email to the PO, to increase the honorarium by the annual staff pay award.</p> <p>The Committee considered the matter and agreed that the honorarium should not stagnate for long periods as had happened previously.</p> <p>It was recommended that:</p> <ul style="list-style-type: none"> • The Chairman's honorarium be increased by 1% as from November 2018. • The G&P Committee should consider the Chairman's honorarium annually. <p>Mr Littleton re-joined the meeting.</p>	<p><u>Action 1</u> Add recommendation to agenda</p>
2656.	<p>Standing Orders Review The PO explained that the current Standing Orders had been adopted by the Board on 12th June 2013 and approved by Defra on 20th June 2013. These had been based on a template produced by Defra. The PO had reviewed the current document and proposed some minor changes.</p> <p>The proposed revisions included:</p>	

	<ul style="list-style-type: none"> • A calculation of quorum for Committee and Sub-Committees and Working Groups. • Substituting “Principal Officer” for “Clerk” where appropriate. • Circulation of Board papers to members <p>The Committee decided that “Working Groups” should be deleted from Standing Order 11, as a Working Group would report back to the Board or Committee that had appointed them and not normally have delegated powers.</p> <p>A question was raised about the publication of minutes. The PO confirmed that draft minutes were posted on the website as soon as practicable following a meeting and once minutes had been approved the website made the distinction between draft and approved minutes.</p> <p>It was recommended that:</p> <ul style="list-style-type: none"> • The changes highlighted in the Appendix 1 attached to these minutes be approved by the Board. 	<p><u>Action 2</u> Add recommendation to agenda</p>
2657.	<p>Disciplinary Procedure Review</p> <p>The PO explained that the disciplinary procedure, last revised in April 2016, had been issued to all employees and formed part of their contract of employment. The current Employee Handbook had been produced by Citation Ltd, the Board’s HR advisors, and agreed with trade unions and staff.</p> <p>Members noted that Citation Ltd would update the Handbook as and when any changes in employment legislation arose and circulated to staff.</p> <p>It was recommended that:</p> <ul style="list-style-type: none"> • The Disciplinary Procedure be approved with no changes. • To be reviewed in 2020 	<p><u>Action 3</u> Add recommendation to agenda</p>
2658.	<p>Future Review Programme</p> <p>The PO reported to members that ADA was compiling a good governance guide, due to be issued in the summer. It was hoped that this would be a useful standard to compare with LSIDB policies and provide opportunities to improve its governance regime.</p> <p>The PO had listed policies and documents that were next to be reviewed and also asked the Committee to consider a review of the Terms of Reference of the S&P and G&P Committees which were last reviewed in 2013 and 2014.</p> <p>The Chairman suggested that the review dates of policies previously scheduled should be reconsidered. The PO agreed to look at rescheduling the programme with a longer period between reviews and submit a revised schedule to the next meeting of the Committee.</p> <p>It was resolved that:</p> <ul style="list-style-type: none"> • The following policies to be reviewed next: Delegation of powers to Officers Members Code of Conduct Member/Officer protocol Mission Statement Substitute Member protocol Voting on Appointment procedure. Terms of Reference; Governance of Probity Committee Terms of Reference; Staff & Pensions Committee 	<p><u>Action 4</u> Revise the Schedule of Policies to be reviewed.</p>
	The meeting closed at 11.20 am.	

Lower Severn (2005) Internal Drainage Board**STANDING ORDERS**

Rules made by the Lower Severn (2005) Internal Drainage Board with the approval of the Secretary of State under paragraph 3(1) of the Second Schedule to the Land Drainage Act, 1991. The relevant statutory provisions governing the proceedings of an Internal Drainage Board are set out in the Annex to these Rules for reference purposes.

Regulations as to Proceedings

1. Meetings of the Board, for which **five (formerly seven)** clear working days' notice will be given, will be open to the public and press who will on the invitation of the Chairman be able to speak at the meeting. The Board can pass a resolution to exclude the public and/or press from a meeting or part thereof where it is considered that the nature of the business to be transacted so requires. In that event the reasons for such exclusion shall be clearly recorded in the minutes:-
 - a) The Board will hold an Annual General Meeting in November each year together with such other meetings as it may determine.
 - b) At one such meeting the Board will determine the drainage rate and special levies to be set to enable the latter to be served on the special levy councils by no later than the 15th February in respect to the following financial year.
 - c) In addition either the Chairman and/or 10 or more members may call a Special Meeting to consider any urgent matter.
2. For each meeting, members will receive an Agenda and any accompanying papers by post or other means dispatched at least **five (formerly seven)** clear working days before the meeting.
3. No business shall be transacted by the Board, other than that which appears on the Agenda, unless 75% of the members present agree to any such additional issue being discussed as a matter of urgency. The reasons for such urgent consideration shall be recorded in the minutes of the meeting.
4.
 - a) A formal meeting of the Board cannot be conducted unless at least 8 members are present at the start of and during the meeting. If departures reduce the number below **the quorum of 8** then the Chairman will terminate the meeting at that point.
 - b) All resolutions and proposals will be decided by a majority of votes of the members present. Except as provided elsewhere in these rules, voting shall be by show of hands.
 - c) In the case of an equality of votes at any meeting, the Chairman for the time being of such meeting shall have a second or casting vote.
5. The Board shall meet at a venue to be determined from time to time with such venue being specified in the agenda.
6. The Board shall, by secret ballot, at the Annual General Meeting appoint a Chairman and Vice-Chairman whose terms of office shall continue until the following Annual General Meeting. Wherever practicable, one of these positions shall be held by an elected member and the other by an appointed member.

7. If any vacancy occurs in the office of Chairman or Vice-Chairman, the Board shall as soon as they conveniently can after the occurrence of such vacancy, choose someone of their number to fill such vacancy.
8.
 - a) At any meeting of the Board the Chairman, if present, shall preside.
 - b) If the Chairman is absent from a meeting of the Board, the Vice-Chairman, if present, shall preside.
 - c) If at any meeting of the Board both the Chairman and Vice-Chairman are not present at the time the members present shall choose someone of their number to be Chairman of such meeting.
9. The Board shall cause Minutes to be made of all meetings, **posted on the Board's website marked as 'Draft' or 'Approved' as appropriate** and recorded in an appropriate form:-
 - a) of all appointments of Officers made by the Board
 - b) of the names of the members present at each meeting of the Board and Committees or Sub-Committees of the Board
 - c) of all orders made by the Board and Committees or Sub-Committees of the Board, and
 - d) of all resolutions and proceedings of meetings of the Board and of Committees or Sub-Committees of the Board.

The Board will approve, with or without amendment, the minutes of the preceding meeting and these will be duly signed by the Chairman together with any financial statements presented at that meeting.

10. All proceedings, resolutions and reports of every Committee, Sub-Committee or Working Group intended to be laid before the Board shall be circulated among the members of the Board at least **five (formerly seven)** clear working days before the meeting of the Board at which the same are to be submitted.

Committees, Sub-Committees or Working Groups

11. The Board may appoint such Committees **or** Sub-Committees **(delete or Working Groups)** as they think fit **and the quorum for these meetings shall be in the same proportion as the quorum required for Board meetings. ~~but all.~~** The acts of any Committee, Sub-Committee **(delete or Working Groups)** shall be subject to the approval of the Board unless the Board has delegated its powers to that Committee **or** Sub-Committee **(delete or Working Groups)**.
12. A Committee, Sub-Committee or Working Group may elect a Chairman of their meetings. If no such Chairman is elected, or if he/she is not present, the members present shall choose someone of their number to be Chairman of such meeting.
13. A Committee, Sub-Committee or Working Group may meet and adjourn as they think proper. Proposals at any meeting shall be determined by a majority of votes of the members present, and shall be decided by a show of hands. In case of any equal division of votes the Chairman shall have a second or casting vote.
14. Regulations 9 and 10 shall apply to minutes of Committees, Sub-Committees and Working Groups.

Notices of Motion

15. Notice of every motion shall be in writing, signed by the member or members of the board giving the notice, and delivered at least ten clear working days before the next meeting of the Board, at the offices of **Principal Officer (formerly Clerk)** by whom it shall be dated, numbered in the order in which it is received, and entered in a book which shall be open to the inspection of every member of the Board.
16. The **Principal Officer (formerly Clerk)** shall set out in the report for every meeting of the Board all motions of which notice has been duly given in the order in which they have been received, unless the member giving such notice intimated in writing, when giving it, that he/she proposed to move it at some later meeting, or has since withdrawn it in writing.
17. If a motion thus set out in the report be not moved either by a member who gave notice thereof or by some other member on his/her behalf it shall, unless postponed by consent of the Board, be treated as withdrawn and shall not be moved without fresh notice.

Standing Orders Order of Debate

18. Every proposal or amendment, other than a proposal for the approval of a Committee, Sub-Committee or Working Group, shall be proposed and seconded and shall, if required, be written out and handed to the Chairman who shall read it out before it is further discussed or put to the meeting.
19. The Chairman will invite members to speak on the subject under discussion.
20. Members must declare where they have an interest in a matter to be discussed, the Chairman then deciding what if any part the member can take in any ensuing discussion and whether the member can vote.
21. A proposal or amendment once made shall not be withdrawn without the consent of the Board.
22. Every amendment shall be relevant to the proposal to which it is applied and its effect must not be to negate the wording of the motion.
23. Whenever an amendment upon an original resolution has been proposed and seconded, no second or subsequent amendment shall be moved until the first amendment shall have been dealt with, but notice of any number of amendments may be given.
24. If an amendment is rejected then other amendments may be proposed on the original resolution or proposal.
25. If an amendment is carried the proposal as amended shall take the place of the original proposal and shall become the question upon which any further amendment may be moved.
26. The mover of a motion has a right of reply at the end of the debate immediately before the motion is put to the vote.
27. If an amendment is moved, the mover of the original motion has a right of reply at the end of the debate upon the amendment but may not otherwise speak on the amendment.

28. The mover of an amendment has no right of reply to the debate on the amendment.
29. No proposal to rescind any resolution which has been passed within the preceding six months, nor any proposal to the same effect as any proposal which has been negated within the preceding six months shall be in order.

The Common Seal

30. The Common Seal of the Board shall be kept in some safe place. All deeds and other documents to which the Common Seal of the Board shall require to be affixed shall be sealed in pursuance of the Board, and in the presence of both the Chairman and the **Principal Officer (formerly Clerk)** of the Board.
31. Copies of all sealed documents must be retained.

Suspension of Standing Orders

32. Any one or more of the standing orders, in any case of urgency or upon resolution or proposal made on a notice duly given, may be suspended at any meeting, so far as regards any business at such meeting, provided that 75% of the members of the Board present and voting are in agreement.

**STATUTORY PROVISIONS REGARDING THE PROCEEDINGS OF AN
INTERNAL DRAINAGE BOARD SET OUT IN PARAGRAPH 3 OF SCHEDULE 2
TO THE LAND DRAINAGE ACT, 1991.**

3. (1) An internal drainage board may, with the approval of the relevant Minister, make rules—

- a) for regulating the proceedings of the board, including quorum, place of meetings and notices to be given of meetings;
- b) with respect to the appointment of a chairman and a vice-chairman;
- c) for enabling the board to constitute committees; and
- d) for authorising the delegation to committees of any of the powers of the board and for regulating the proceedings of committees, including quorum, place of meetings and notices to be given of meetings.

(2) The first meeting of an internal drainage board shall be held on such day and at such time and place as may be fixed by the relevant Minister; and the relevant Minister shall cause notice of the meeting to be sent by post to each member of the board not less than fourteen days before the appointed day.

(3) Any member of an internal drainage board who is interested in any company with which the board has, or proposes to make, any contract shall—

- a) disclose to the board the fact and nature of his interest; and
- b) take no part in any deliberation or decision of the board relating to such contract;

And such disclosure shall be forthwith recorded in the minutes of the board.

(4) A minute of the proceedings of a meeting of an internal drainage board, or of a committee of such a board, purporting to be signed at that or the next ensuing meeting by a person describing himself as, or appearing to be, the chairman of the meeting to the proceedings of which the minute relates—

- a) shall be evidence of the proceedings; and
- b) shall be received in evidence without further proof.

(5) Until the contrary is proved—

- a) every meeting in respect of the proceedings of which a minute has been so signed shall be deemed to have been duly convened and held;
- b) all the proceedings had at any such meeting shall be deemed to have been duly had; and
- c) where the proceedings at any such meeting are the proceedings of a committee, the committee shall be deemed to have been duly constituted and to have had power to deal with the matters referred to in the minute.

(6) The proceedings of an internal drainage board shall not be invalidated by any vacancy in the membership of the board or by any defect in the appointment or qualification of any member of the board.