

Protocols for Board & Sub Group Working

NOVEMBER 2007

Bolton
at **Home**

A DECLARATIONS OF INTEREST

There should be a standing item on every agenda headed 'Declaration of Interests'. This item reminds Board and Sub Group Members of their responsibility to declare any personal and/or prejudicial interest which they may have in items of business on the agenda either at the beginning of the discussion or when the interest becomes apparent and, in the case of personal and prejudicial interests (subject to certain exceptions in the adopted Code of Conduct for Board and Sub Group Members), to leave the meeting prior to discussion and voting on the item.

The Company maintains a formal Register of Members' Interests. The Register contains details of all registerable financial and other interests relevant to individual members. The information is kept, on a year by year basis, in alphabetical order based on the surname of the member. The records show a pro-forma giving the date on which the Company Secretary received each notice of interest and the name of the member who gave the notice.

If a Member's interest changes it must be recorded on the Register within one month of the change.

The Register is maintained by the Company Secretary and is available for inspection by contacting Sharon Taylor on Telephone 01204 335656.

B ACCESS TO INFORMATION PROCEDURE RULES

1. SCOPE

- 1.1 These rules apply to all meetings of the Board and Sub Groups.

2. ADDITIONAL RIGHTS TO INFORMATION

- 2.1 These rules do not affect any right of access to information under the Freedom of Information Act 2000, Data Protection Act 1998, or any other relevant statutory provision or rule of law.

3. RIGHTS TO ATTEND MEETINGS

- 3.1 Members of the public may attend all meetings, subject only to the exceptions in these rules.

4. NOTICE OF MEETINGS

The Company Secretary will give at least five clear days' notice of any formal meeting by posting details of the meeting at the designated office (wherever the Company's HQ is) and at all the operational offices of the Company.

5. ACCESS TO AGENDA AND REPORTS BEFORE THE MEETING

- 5.1 The Company will make copies of the agenda and reports available and open to the public for inspection at the designated office at least five clear days before the meeting. If an item is added to the agenda later, the revised agenda will be open to inspection for the time the item was added to the agenda. Where reports are prepared after the agenda has been sent out, the Company will make each such report available to the public as soon as the report is completed and sent to the Board or Sub Groups.

6. SUPPLY OF COPIES

- 6.1 The Company will supply copies of:

(a) any agenda and reports which are open to public inspection

7. ACCESS TO MINUTES, ETC. AFTER THE MEETING

- 7.1 The Company will make available copies of the following for six years after a meeting:

- (a) the minutes of the meeting or records of decisions taken - together with reasons - for all meetings of the Company, excluding any part of the minutes of proceedings when the meeting was not open to the public or which disclose exempt or confidential information;
- (b) a summary of any proceedings not open to the public where the minutes open to inspection would not provide a reasonably fair and coherent record;
- (c) the agenda for the meeting; and
- (d) reports relating to items when the meeting was open to the public.

8. SUMMARY OF THE RIGHTS OF THE PUBLIC

- 8.1 A written summary of the rights of the public to attend meetings and to inspect and copy documents can be obtained from the Company Secretary.

9. EXCLUSION OF ACCESS BY THE PUBLIC TO MEETINGS

9.1 Confidential Information – Requirement to Exclude the Public

The public must be excluded from meetings whenever it is likely, in view of the nature of the business to be transacted or the nature of the proceedings, that confidential information would be disclosed.

9.2 Exempt Information – Discretion to Exclude the Public

The public may be excluded from meetings whenever it is likely, in view of the nature of the business to be transacted or the nature of the proceedings, that exempt information would be disclosed.

Where the meeting will determine any persons civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6 of that Act

9.3 Meaning of Confidential Information

Confidential information means information given to the Company by a Government Department or the Council on terms which forbid its public disclosure or information which cannot be disclosed under the provisions of the Data Protection Act 1998 or any other relevant statutory or provision, or rule of law, or any contractual requirement binding upon the Company.

9.4 Meaning of Exempt Information

Exempt information means information which is exempt from disclosure under the Freedom of Information Act 2000 or the Data Protection Act 1998, or which falls within any of the following 8 categories (subject to any condition):-

Paragraphs 3, 4 and 6 of this Schedule refer to information which is held by or relating to the Council. As the Council is the sole shareholding member of the Company, and the Company has adopted the Council's reporting procedures with regard to access to information, reference is made throughout the table below to the Company rather than the Council.

Category	Condition
1. Information relating to any individual	
2. Information which is likely to reveal the identity of any individual	
3. Information relating to the financial or business affairs of any particular person including the Company holding that information	Information is not exempt information if it is required to be registered under:- (a) The Companies Act 1985 (b) The Friendly Societies Act 1974 (c) The Friendly Societies Act 1992 (d) The Industrial and Provident Societies Act 1965 – 1978 (e) The Building Societies Act 1986; or (f) The Charities Act 1993
4. Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the Company, or a Government minister, and any employees of, or office holders under the Company	
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings	

<p>6. Information which reveals that the Company proposes:</p> <p>(a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person (including an organisation)</p> <p>or</p> <p>(b) to make an order or direction under any enactment</p>	
<p>7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime</p>	
<p>Please note that the following cannot be 'exempt' from publication under new category 3 (business or financial affairs).</p>	
<p>8. Information which is required to be registered in the public domain e.g. company details registrable under the Companies Acts.</p>	

Any information to which categories 1 to 7 (inclusive) apply, which is not also covered by category 8, can only remain 'exempt from publication' so long as the public interest in its exemption outweighs the public interest in disclosure (this is consistent with the Freedom of Information Act 2000).

Also under these rules, all shareholding members of the Company (but not members of the public or media) are entitled to access to documents which are 'exempt' under new paragraph 3 (unless the information relates to terms proposed or to be proposed in relation to a Company contract), and to any documents which are 'exempt' under new paragraph 6, if they so request.

If you require any further information or advice, please contact the Company Legal Advisor.

10. EXCLUSION OF ACCESS BY THE PUBLIC TO REPORTS

10.1 If the Chair and Company Secretary think fit, the Company may exclude access by the public to reports which in his or her opinion relate to items during which, in accordance with Rule 9, the meeting is likely not to be open to the public. Such reports will be marked "Not for Publication" together with the category of information likely to be disclosed.

C COMPANY PROCEDURE RULES

1. How Does the Company Operate?

1.1 Who may make decisions?

The arrangements for the discharge of executive functions are set out in the Company's Memorandum and Articles of Association, Scheme of Delegation, and Sub Groups Terms of Reference as set out in the Management Agreement with the Council.

In the absence of a specific delegation in the above documents, decisions will only be made by the Board.

1.2 Sub-Delegation of powers or functions of the Board or any Sub Group

(a) Where any decision making or executive function is vested in or delegated to the Board or any Sub Group, they may delegate further to an officer.

(b) The giving of any such further delegation does not prevent the discharge of that function by the person or body giving such further delegation.

1.3 The Council's Scheme of Delegation and Executive Functions

The Company's Delegation Agreement (as set out in the Management Agreement with the Council) may only be amended by the Board with the approval of the Council.

1.4 Conflicts of Interest

(a) Where a conflict of interest arises this should be dealt with as set out in the Company's Code of Conduct for Board and Sub Group members.

(b) If the exercise of any decision making or executive function has been delegated to the Board, a Sub-Group or an officer, and should a conflict of interest arise, then the function will be exercised in the first instance by the person or body by whom the delegation was made and otherwise as set out in the Code of Conduct for Board and Sub Group Members.

1.5 Board Meetings – When and Where?

The Board will meet at least six times per year at times to be agreed by the Chair in the first instance. The Board will meet at the Company's designated office or another location to be agreed by the Chair. In the

absence of the Chair, such matters will be determined in accordance with Article 25(2) of the Articles of Association. Each Sub Group will determine its programme of meetings, subject to this protocol, and to any requirements agreed by the Board.

1.6 Public or Private Meetings of the Board and Sub Groups

The Board and the following Sub Groups; Performance, Equality & Diversity, Customer Involvement and Regeneration, will meet in public subject to the Access to Information Procedure Rules. However, consideration is to be given to the exclusion of Press and Public for Part B (Confidential) items.

1.7 Quorum

- (a) The quorum for a meeting of the Board will be in accordance with Article 30 (1) of the Organisation's Articles of Association.
- (b) The quorum for the meetings of the Sub Groups will be in accordance with their respective Terms of Reference.

1.8 How are Decisions to be taken by the Company?

Decisions of the Board or a Sub Group as a whole will be taken at a meeting convened in accordance with the Access to Information Procedure.

2. HOW ARE BOARD AND SUB GROUP MEETINGS CONDUCTED?

2.1 Who Presides?

- (a) The Chair will preside at any meeting of the Board at which he/she is present, and in his/her absence one of the Vice-Chairs or in the absence of all the Board will appoint another member to do so for the duration of the absence.
- (b) The Chair of the Sub Group will preside at any meeting of the Sub Groups at which he / she is present and in his / her absence another member as determined by the respective Sub Groups.

2.2 What Business?

At each meeting of the Board and Sub Groups the following business will be conducted:

- (i) consideration of the minutes of the last meeting;
- (ii) declarations of interest, if any;
- (iii) matters referred to the Board by the Council's nominated representative, or Sub-Groups of the Board;

- (iv) consideration of any reports from the Company Secretary, including those in respect of emergency items previously considered by Chairs and Vice Chairs;
- (v) matters set out in the agenda for the meeting; and
- (vi) matters of urgency not included on the published agenda will only be admitted to the agenda by agreement of those present.

2.3 Who can put items on the Board or Sub Groups Agenda?

- (i) The Board and Sub Groups will decide upon the schedule for their respective meetings. Any member of the Board or a Sub Group can request an item to be considered by their Board or Sub Group of which they are a member provided such request is made to the Company Secretary at least five clear days before the meeting.
- (ii) The Chief Executive or Company Secretary may at any time refer any matter concerning or affecting the Company for consideration by the Board.
- (iii) The Company Secretary, in consultation with the respective Chair and Vice Chair, will publish the agenda for the Board and Sub Group meetings.

2.4 Conduct at Board and Sub Group Meetings

Members of the public are admitted to meetings of the Board or Sub Groups (as set out at 1.6 above) on the basis that they are not entitled to speak or otherwise take part in the proceedings, unless specifically invited to do so by the Chair with the agreement of the Board or Sub Group. Any person who interrupts or otherwise disrupts the conduct of a meeting will be asked by the Chair not to do so. In the event of any recurrence the person will be required to leave the meeting, and if necessary the meeting will be adjourned and / or relocated to enable the proceedings to continue.