Annex 3

Introduction

1.1 Procedural standing orders will be responsible for regulating the BTPA's business so that fair and accountable decisions can be made. This section has been guided by the examples of procedural standing orders from the BTPC, the MPA, National Criminal Intelligence Service (NCIS) as well as evidence from the Cabinet Office guidance for NDPBs, the Higgs report, the Smith report, the Combined Code on Corporate Governance, and relevant legislation including the Access to Information Act 1985, the Railways and Transport Safety Act 2003 and the Freedom of Information Act 2000.

1.2 General principles

- Standing orders will be important as a day to day guide on the proper conduct of business by Members of the Authority.
- Standing orders can form a strong foundation for member training so that new members can be inducted and become effective in the shortest amount of time.
- Standing orders can be used to audit compliance with any relevant legislation.

BTPA procedural standing orders

Authority business and meetings

1. The Authority shall hold an Annual Meeting in July of each year. The agenda for the annual meeting shall include the determination of which Committees the Authority shall appoint for the coming year, the terms of reference for those committees and their membership.

2. In addition to the annual meeting of the Authority, ordinary meetings for the transaction of general business shall be held on such days as may be determined by the Authority. The Authority will meet at least five times a year, together with two seminars (which will not be open to the press or public). The cycle of meetings will be:

   July (annual meeting)
   September (Seminar)
   October/November
   December
   January (Seminar)
   February/March (budget setting)
   May

3. An extraordinary meeting of the Authority may be called at any time by the Chair. A minimum of 5 Members may request a meeting in writing to the Chair who

shall not unreasonably refuse additional meetings. No business may be discussed other than the business that led to the need for an extraordinary meeting.

Membership and Members' rights

4. All Members are entitled to attend full meetings of Authority and to speak and vote unless they have been suspended from office. Any Member may request to attend any meeting of a committee, whether or not he or she is a Member of that committee and may not unreasonably be refused. If they are not a Member of that Committee they may speak with the permission of the Chair, but not vote.

5. Any Authority Member has the right of access to Ministers on any matter which he or she believes raises important issues relating to his or her duties as an Authority Member. In such cases, the agreement of the rest of the Authority should normally be sought and the Chair should be used as the intermediate stage for consultation with Ministers. Members should endeavour to resolve all matters internally.

Co-opted Members

6. The Authority will not appoint co-opted Members, although people who have specific expertise may be invited to assist in the work of the Authority or any Committee.

Business at meetings

7. The agenda for each meeting of the Authority shall be prepared by the Chief Executive and Clerk in consultation with the Chair of the Authority. The Chief Executive and Clerk and the Chair shall consult with the Chief Constable as appropriate and agree the submission of such reports from the Force to the Authority as requested by the Chief Executive and Clerk, Chief Constable or Chair. As far as possible, the Agenda and supporting documents/papers will be dispatched to Members via e-mail.

8. Members may place items on agendas but they must be received in writing by the Chief Executive and Clerk ten working days before the meeting (can be waived in cases of urgency).

9. Reports shall, where practicable, be submitted to the Chief Executive and Clerk ten working days before a meeting for dispatch and not later than seven working days before the meeting.

10. All Members have the right to inspect reports which are to be submitted to the Authority or its Committees, sub-committees or panels.

11. All reports should include an executive summary which includes an introduction, purpose, risk implications, financial implications, procurement implications, safety implications, quality and diversity implications and human rights

implications. The executive summary should be limited to two sides of A4 paper with additional information included in appendices to the summary.

Urgency Procedure

12. Urgent matters that cannot await the next meeting of the Authority will be dealt with under this Urgency Procedure:

    (a) The officer of the Force or the Authority requiring the decision will prepare a report as a far as is reasonably practicable as if he or she were reporting to the full Authority.

    (b) The Chief Executive and Clerk shall draw the matter to the attention of the Members of an Urgency Panel. An Urgency Panel shall comprise the Chair, the Deputy Chair and one other Member of the Authority but if the Chair or Deputy Chair is not available, one other Member shall be appointed. The Urgency Panel will meet, discuss by telephone or exchange views by fax or email, as is reasonably practicable in the circumstances. Following this consultation, the Chief Executive and Clerk, in consultation with the chair and if appropriate, the Chief Constable, shall make a decision on the matter.

    (c) Any decisions made under the Urgency Procedure shall be recorded in writing. The Chief Executive and Clerk will keep a proper record of this progress and copies of the report and the decision will be circulated to all Members as soon as is reasonably practicable. The action should be approved by Members at the next ordinary meeting of the Authority.

Conduct of meetings

13. The quorum for meetings of the Authority shall be half the number plus one of Authority Members. The quorum for meetings of the Authority will need to include at least one Member from each representative group[1].

Minutes

14. The minutes of the proceedings of a meeting of the Authority shall be considered and signed at the next suitable meeting of the Authority.

15. Minutes should include the names of those present at meetings and all decisions taken. Signed minutes must be kept available for inspection by Members and the public for six years after the date of meeting. Minutes of Public Meetings will be made available on the Authority's web site.

16. Following the approval of the minutes at each meeting of the Authority, and as the next item on the Agenda, the Chief Constable or the Chief Executive and Clerk as appropriate shall report to the Authority on the progress made in respect of decisions taken and actions required by the Authority at previous meetings. Items shall remain on the agenda for reporting at each subsequent

[1] Representative groups are the Members with experience of providing railway services, Members with experience of the interests of people travelling by railway and independent Members.

meeting until the Authority have determined that the item need not be further considered, or shall only be further considered after an extended period. The Authority shall, on consideration of matters previously agreed, have the right to vary or change its previous decision and to require such further reports or further action in respect of the item as the Authority considers appropriate.

17. The Chair shall determine the sense of the meeting; if necessary, a proposition can be determined by show of hands or, at the discretion of the Chair, by secret ballot.

18. Names and votes of Members shall not normally be recorded in minutes, but Members can request that abstention or dissent is recorded.

19. In the case of an equality of votes the Chair, or other person presiding at the meeting, shall have a second or casting vote.

20. The number of meetings of the Authority and of its main committees should be stated in the annual report, together with the attendance of individual Members.

The Chair

21. The Chair will chair all meetings, if he/she is present. In the absence of the Chair, meetings will be chaired by the Deputy Chair (if appointed) or by another Member chosen by a simple majority of Members present.

22. If the Deputy Chair is presiding at the meeting in the absence of the Chair, he or she may exercise any power or duty of the Chair of the Authority.

23. In the absence of the Chair or Deputy Chair (if appointed) or in other circumstances with the consent of the Chair, another Member may act as Chair in every capacity, both at Authority meetings and at other times.

24. The Chair should ensure that the Authority meets at appropriate intervals, and that the minutes of meetings and any reports to the Secretary of State accurately record the decisions taken and, where appropriate, the views of the individual Authority members.

25. The Chair is responsible for representing the views of the Authority to the public.

26. The Chair should ensure that new Authority Members are briefed on appointment (and their training needs considered), and provide an assessment of their performance, on request, when Members are considered for re-appointment to the Authority.

27. In the event of disruptive or abusive behaviour, the Chair may require any person or persons to leave a meeting of the Authority.

28. The Chair may adjourn a meeting at any time.

Public access to meetings and papers

Under the Freedom of Information Act 2000, the Authority has a duty to provide a general right of access to information held by the Authority in the course of carrying out their public functions, subject to certain conditions and exemptions. The Railways and Transport Safety Act 2003 provides that that all meetings are held in public with the press invited except in special circumstances including the discussion of personal details of people or terms and conditions of tenders and contracts.

General policy

29. Authority meetings will be held in public (including the Annual meeting), except at such times as the Authority is considering confidential information. All Authority reports (including the Annual report), excluding any information considered in private session, will be available to the public on request. All Authority reports made available to the public will be published on the BTPA's website.

30. Meetings will be advertised on the Authority web site and will be held at a time and place which would encourage interested parties to attend.

31. Under the Freedom of Information Act 2000, the Authority is required to adopt a scheme for the publication of information. This scheme will need to be approved by the Office of the Information Commissioner and should specify the classes of information that the Authority intends to publish, the manner of publication and whether the information is available to the public free of charge or on payment of a fee. The Authority will adopt the model scheme for publication of information as devised by the APA.

32. If a member of the public disturbs or disrupts a meeting, the Chair should warn of the consequences first and if it continues the Chair shall order his or her removal from the meeting. The Chair can also adjourn the meeting for a period considered expedient.

Confidential information

33. The Chief Constable, or any other officer reporting to the Authority, shall clearly identify any report or agenda item that he believes contains confidential information at the time that the report is despatched to the Chief Executive and Clerk.

    (a) The Authority may pass a resolution to exclude the press and public from all or part of a meeting if:

    (b) publicity would be prejudicial to the public interest because the business being transacted is confidential or exempt as defined in Schedule 12A of the Local Government Act 1972; or

(c) the conduct of the press or the public is disorderly and is inhibiting the holding of the meeting, or is likely to be disorderly and to inhibit the holding of the meeting.

34. **Confidential information is defined as follows:**

(a) any information relating to action taken or to be taken in connection with the prevention, investigation or prosecution of crime or which would be significant value to those individuals targeted by the Force in that, amongst other things, it would tend to provide information about the methods or capacity of the Force beyond such information which is properly in the public domain;

(b) any information which has national security implications;

(c) any information containing personal details of identifiable individuals;

(d) any information of a commercially sensitive nature relating to financial contracts;

(e) any information which, by statute or court order, may not be published;

(f) information relating to any consultation or negotiations, or contemplated consultations or negotiations, in connection with any matter of staff relations, terms of employment, or conditions of services arising between the Authority and/or the Chief Constable and any employee of the Authority; and

(g) any other categories of information which the Chair and the Chief Executive and Clerk consider would be in the interests of the Force to keep confidential.

35. Under the Freedom of Information Act 2000, in cases where information is exempt from disclosure, the Authority should explain why keeping information confidential from the public outweighs the public interest in disclosure. Therefore, in resolving to exclude material from publication in accordance with these standing orders, the Authority shall specify and publicly minute the reasons for its decision by listing the type of confidential information as outlined in SO 34. A written record must be kept of prescribed decisions made at meetings held in private, the individuals that made them and the reasons for the decision.

Disagreements on the status of confidential documents

36. The Authority may decide that notwithstanding the views of the Chief Executive and Clerk, it wishes to deal with a report in public session, or to make it available to the public. However, it shall not do so without giving the author an opportunity to address the Authority in confidential session to explain why he considers that the information should be kept confidential.

Appointment of Committees sub-committees and meeting arrangements

37. The Standing Orders shall apply to all meetings of Committees, sub-committees and working parties with such amendments as may be necessary to give effect to the practicably.

Appointment of committees

38. The Authority shall appoint Committees including an Audit and Corporate Governance Committee and an urgency panel (with terms of reference) and the Authority may appoint such other Committees, sub-committees and panels as it considers appropriate for the efficient and effective discharge of the Authority's functions.[2]

39. No Committee, sub-committee or panel may take decisions on behalf of the Authority unless the Authority has expressly granted that power under that body's terms of reference.

40. Notwithstanding the quorum of Committees or sub-committees, casual vacancies arising in the membership of a Committee or sub-committee may be filled and substitute Members may be appointed by the Chair.

Chair

41. The Authority will appoint the Chair of a Committee who shall be a standing Member of that Committee. The Authority Chair may chair any Committee, sub-committee or panel with the exception of the Committee dealing with audit matters.

Meetings to be held

42. Committee, sub-committee and panel meetings shall be held on such days and at such times decided by the Authority or by the Committee, sub-committee or panel, or by the Committee or sub-committee Chair.

43. Additional meetings of the Committee or sub-committee may be convened by the Chair at any time.

Business at meetings

44. The agenda for a meeting of a Committee, sub-committee or panel shall be prepared by the Chief Executive and Clerk in consultation with the Chair of the Committee, sub-committee or panel.

[2] Appendix 1 sets out the Committees established by the Authority at its meeting on the 1st July 2004, together with their Terms of Reference.

Quorum of Committees

45. The quorum of Committees and Sub-Committees shall be two members of which both must have full voting rights.

Minutes

46. Committee, sub-committee and panel minutes will be circulated to all Members of the Authority.

Members' interests and related matters

47. Members shall at all times observe and comply with the provisions of the Code of Conduct in relation to personal and prejudicial interests.

Disclosure of interests by Members and staff

48. If it comes to the knowledge of a Member that a contract in which he/she has any pecuniary interest, whether direct or indirect (not being a contract to which he/she is himself/herself a party), has been, or is proposed to be, entered into by the Authority, he/she shall give notice in writing to the Chief Executive and Clerk within 28 days of the fact that he/she is interested therein.

49. Within 28 days of taking office, Members/staff must complete and sign a Notice of Interest and Code of Conduct. These notices are filed in a public register kept by the Chief Executive and Clerk known as the Members/staff register. Interest includes all pecuniary interests and any non-pecuniary interests that are relevant to the work of the Authority. If any of the interests specified in the notice change, the Member/staff shall give further notice to the Chief Executive and Clerk within two months of the date on which the change occurred. This information will be published on the Authority's web site.

50. Where a Member of the Authority is a representative of an organisation with an inherent pecuniary and non-pecuniary interest, an interest will be deemed to exist and the Member shall not need to declare it and can participate and vote. Where the matter is of direct relevance, such as the organisation is mentioned by name or the organisation can be inferred, then the Authority Member/staff shall need to declare their interest to the meeting and it shall be up to the meeting to determine a) whether they can participate and b) whether they can vote.

51. All declarations of interest will be minuted.

Canvassing for employment positions within the Authority

52. Canvassing of Members of the Authority directly or indirectly for any appointment is not permitted and may, at the discretion of the Authority, disqualify the candidate concerned for that appointment.

53. A Member of the Authority shall not solicit for any person nor any appointment under the Authority, but this shall not preclude a Member from giving a written testimonial of a candidate's ability, experience, or character for submission with an application for appointment.

54. A candidate for any appointment under the Authority who knows that he/she is related to any Member or senior officer of the Authority or the Force shall, when making application disclose that relationship to the officer to whom the candidate is required to deliver his/her application. A candidate who fails to disclose such a relationship shall be disqualified for the appointment and if appointed shall be liable to dismissal without notice. This Standing Order shall be brought to the notice of all candidates for appointments.

General

Induction and Training

55. A comprehensive induction programme will be provided to new Members which will be the responsibility of the Chair, supported by the Chief Executive and Clerk. On appointment, Members will receive a letter setting out what is expected of them.

56. The Chair should address the developmental needs of the Authority as a whole with a view to enhancing its effectiveness. Resources should be provided for developing and refreshing the knowledge and skills of Members.

57. Member development will come under the remit of the Audit and Corporate Governance Committee.

Suspension of Standing Orders

58. A resolution may be passed to suspend Standing Orders in specific instances where it is deemed to be in the interest of the Authority. The resolution must be agreed by a majority vote.

Variation and revocation of Standing Orders

59. Any changes to these Standing Orders may be agreed at the Annual Meeting, or at any ordinary meeting of the Authority, at which at least half the Members are present.

Interpretation of Standing Orders

60. The ruling of the Chair as to the interpretation or application of these Standing Orders shall be final.