

# MEDICAL & DENTAL TRAINING AGENCY

## STANDING ORDERS

### INTRODUCTION

The following Standing Orders govern the procedure at meetings and business of the Northern Ireland Medical and Dental Training Agency (hereinafter referred to as the “Agency”) in accordance and adherence to the Statutory Rules of Northern Ireland 2004 No. 62 and the Health and Personal Social Services (Special Agencies) (Northern Ireland) Order 1990.

### 1. CONSTITUTION AND MEMBERSHIP OF THE BOARD OF THE AGENCY

1.1 The Board of the Agency shall comprise a Chairman and five members appointed by the Department of Health, Social Services and Public Safety (hereinafter referred to as the “Department”).

1.2 The members of the Agency shall consist of:

- One member who is a medical practitioner
- One member who is a dental practitioner
- Three members who are neither a medical practitioner nor a dental practitioner

### 2. PERIOD OF APPOINTMENT

2.1 The Chairman and non-executive directors shall be appointed for a period as determined by the Department. However the period of appointment may not exceed four years.

2.2 The Chairman or a member of the Agency, may on the termination of the period of appointment, be eligible for re-appointment for such further period, not exceeding four years, as determined by the Department.

### 3. TERMINATION OF APPOINTMENT

3.1 The Chairman or a member may resign his office at any time during the period of appointment by giving not less than 30 days notice in writing to the Department.

3.2 The Department may terminate the appointment of the Chairman or members, if it is of the opinion that it is not in the best interests of the Agency or the HPSS for the Chairman or member to continue to hold that office.

3.3 Where the place of a member becomes vacant before the period of appointment expires, whether by death, resignation or otherwise, the vacancy shall be filled by the Department and the person appointed should hold office for the remainder of the period of appointment of the former member.

#### **4. APPOINTMENT OF VICE CHAIRMAN**

4.1 Members of the Agency shall appoint a Vice Chairman for a period not exceeding the term of office as a member of the Agency.

4.2 Any member so appointed may at any time resign from the office of Vice-Chairman by giving 30 days notice in writing to the Chairman. The members may thereupon elect another member as vice chairman in accordance with the provisions of this Standing Order.

#### **5. SECRETARY TO THE AGENCY**

The Chief Executive shall recommend to the Agency Board an officer who shall act as Secretary, and this person will carry out such duties as required by the Board.

#### **6. PERSONAL LIABILITY**

Any individual Board member who acts honestly and in good faith will not have to meet any personal civil liability which is incurred in carrying out his/her Board functions unless he/she has acted recklessly. Any such liability shall be met by the Agency.

#### **7. MEETINGS**

##### **7.1 Proceedings**

The meetings and proceedings of the Agency shall be conducted in accordance with these Standing Orders.

##### **7.2 Quorum**

No business shall be transacted at a meeting unless at least one half of Board members are present.

##### **7.3 Admission of the Public and Media**

7.3.1 The HPSS Act (NI) 2001 requires the Agency to provide for meetings which are open to members of the public, including the media. Arrangements shall be made to draw the public's attention to the scheduled dates of meetings and provide relevant papers to those who request them.

7.3.2 The Chairman shall determine when the public is required to leave any meeting to allow for consideration of confidential or reserved matters and will decide when it is necessary in the interest of good public order to require the public to leave or to bring a meeting to a close.

#### **7.4 Calling Meetings**

7.4.1 Ordinary meetings of the Board shall be held at regular intervals not exceeding three monthly and at such times and places as the Board may determine. Meetings will normally be held at the Agency's offices but may be held at other venues.

7.4.2 The Chairman may call a meeting of the Board at any time.

7.4.3 The Chairman or, in his absence, the Secretary to the Board, shall call a meeting of the Board for a special purpose after being so requested by two thirds of members in a signed requisition

7.4.4 If a meeting is not arranged after a requisition signed by at least two thirds of all members has been presented to the Chairman or if, without refusing, the Chairman does not call a meeting within seven days after such requisition has been presented to him, those two thirds of the members may forthwith call a meeting.

#### **7.5 Notice of Meetings**

7.5.1 Before each meeting of the Board a notice of the meeting, and agenda paper specifying the business proposed to be transacted at it, the date, time and place of the meeting, and signed by the Chairman or an authorised signatory shall be delivered to every member or sent by post to the usual place of residence or business of such member, so as to be available to such member at least seven clear days before the meeting.

7.5.2 Lack of service of the notice on any member shall not affect the validity of the meeting so indicated in the notice.

7.5.3 In the case of a meeting called by members in default of the Chairman, the notice shall be signed by those members and no business shall be transacted at the meeting other than that specified in the notice.

7.5.4 Where meetings are to be held in public a notice of the date, time and place of the meeting shall be brought to the attention of the public in an appropriate manner.

## **7.6 Setting the Agenda**

7.6.1 The Board may determine that certain matters shall appear on every agenda for a meeting of the Board and shall be addressed prior to any other business being conducted.

7.6.2 A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chairman at least ten clear days before the meeting. The request shall state whether the item of business is proposed to be transacted in the presence of the public and should include appropriate supporting information. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chairman.

## **7.7 Business at Meetings**

### **7.7.1 Order of Business**

The Order of business at each ordinary meeting shall be:

- Confirmation of minutes of previous meeting or meetings
- Business arising out of the minutes
- Reports and business of committees
- Business specially brought forward by the Chairman and Chief Executive
- Notices of motion
- Any other business

### **7.7.2 Committee Reports**

The Chairman of a committee or, in his absence, another member of the committee shall present any minutes or reports of the committee referred to or indicated in the agenda.

### **7.7.3 Role of Chairman**

The Chairman, or in the absence of the Chairman, the Vice-Chairman will preside. The decision of the Chairman on questions of order, relevancy and regularity (including procedure on handling motions) and his interpretation of Standing Orders will be final.

7.7.4 If the Chairman is absent temporarily on the grounds of a declared conflict of interest, the Vice-Chairman, if present, shall preside. If the Chairman and Vice-Chairman are absent, or are disqualified from participating, the other members shall choose who shall preside.

## **7.8 Notice of Motion**

A member wishing to raise a motion at a meeting of the Board shall arrange with the Chairman for its inclusion in the agenda for that meeting. Such arrangement shall be made at least ten days before the meeting. This order shall not prevent any motion being moved without notice on any business mentioned on the Agenda at the meeting.

## **7.9 Voting**

Questions at a meeting requiring a vote shall be determined by a majority of the members present and in the event of an equality of votes, the Chairman should have a second or casting vote.

7.9.1 All questions put to the vote shall, at the discretion of the Chairman, be determined by oral expression or by a show of hands provided that upon any question the Chairman may direct or it may be proposed, seconded and carried that a vote be taken by paper ballot.

7.9.2 If a member so requests his vote shall be recorded by name.

7.9.3 If at least one third of the members so request, the voting (other than by paper ballot) on any question may be recorded to show how each member present voted or abstained.

## **7.10 Minutes**

7.10.1 The minutes of the proceedings of a meeting shall be drawn up and submitted for agreement at the next ensuing meeting where they shall be signed by the person presiding at it

7.10.2 Copies of the minutes shall be sent to members and the Department within such period as the Agency may determine but not later than the day on which notice of the next meeting is sent.

7.10.3 No discussion shall take place upon the minutes except upon their accuracy or where the Chairman considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded at the meeting.

7.10.4 Minutes shall be circulated in accordance with members wishes. Where providing a record of a public meeting, the minutes shall be available to the public.

### **7.11 Suspension of Standing Orders**

Except where this would contravene any statutory provision or any direction made by the Department any one or more of these Standing Orders may be suspended at any meeting, provided that at least two thirds of the members of the Board are present. The reasons for suspension shall be recorded in the minutes.

### **7.12 Variation and Amendment of Standing Orders**

These Standing Orders shall not be amended except upon a notice of motion in accordance with Standing Order 8.8 and unless there are at least two thirds of the members of the Board present and provided that the variation proposed does not contravene a statutory provision or direction made by the Department.

### **7.13 Record of Attendance**

The names of the members present at the meeting shall be recorded.

### **7.14 Deputations**

Deputations may only be admitted to a meeting of the Board provided the Chairman shall have received 10 clear days notice of the intended deputation and the reason for its request to address the Board.

## **8. APPOINTMENT OF COMMITTEES**

8.1 The Agency may appoint such standing, special or sub-committees, with specified powers and terms of reference, as it may consider necessary and may delegate competent business to such committees or sub-committees.

8.2 The Board, its committees and sub-committees may co-opt members of organisations having a special interest in a particular matter, or persons other than members of the Board who may serve the purpose of the Board at any of their meetings

### **8.3 Composition of Audit Committee**

The Agency shall formally establish an Audit Committee comprising three members, none of who should be the Chairman, with a quorum of two. The Audit Committee will provide the Agency with a means of independent and objective review of the financial systems, the financial information used by the Agency and compliance with law, guidance and codes of conduct.

#### 8.4 Composition of the Remuneration Committee

The Agency shall formally establish a Remuneration Committee to advise the Agency about appropriate remuneration and terms of service for the Chief Executive, executive Directors and all medical and dental staff employed by the Agency.

The Committee shall comprise the Chairman and the other Board members with a quorum of three. In the absence of the Chairman, the Vice Chairman will chair the committee.

### **9. SCHEME OF DELEGATION**

9.1 Subject to such directions as may be given by the Department the Agency may make arrangements for the exercise of any of its functions by a committee or sub-committee or by an officer of the Agency in each case subject to such restrictions as the Agency thinks fit.

9.2 The Chief Executive shall prepare a Scheme of Delegation of functions to officers identifying his/her proposals which shall be considered and approved by the Board. The Chief Executive may periodically propose amendment to the Scheme of Delegation which shall be considered and approved by the Board following consideration by the Audit Committee.

### **10. TENDERING AND CONTRACT PROCEDURE**

10.1 The Agency shall ensure that where appropriate competitive tenders/quotations are invited for the supply of goods, services and works in accordance with the current issues of the Department's contract procedure – Supplies Minicode.

10.2 The Agency shall ensure that invitations to tenders/quotations are issued in accordance with the Minicode.

### **11. CANVASSING OF AND RECOMMENDATIONS BY MEMBERS IN RELATION TO APPOINTMENT**

11.1 Direct or indirect canvassing of members or senior officers of the Agency or members of any committee or sub-committee of the Agency for any appointment under the Agency shall disqualify the candidate from such appointment

11.2 A member of the Agency shall not solicit for any person any appointment under the Agency but this paragraph shall not preclude a member from giving a written testimonial of a candidate.

11.3 Informal discussion outside appointment panels or committees whether solicited or unsolicited must be declared to the panel or committee.

## **12. DECLARATION OF INTERESTS AND REGISTER OF INTERESTS**

12.1 Members and senior officers of the Agency must declare interests which are relevant and material to the Board. The Chief Executive shall be responsible for maintaining a formal register of members interests which must be available for inspection, on request, by any member of the public and be brought to the attention of the Agency's internal and external auditors.

12.2 The Register must be reviewed at least annually by the Board of the Agency and all entries and changes, which must be declared within four weeks, must be recorded in the Board minutes.

12.3 Interests which must be declared include:-

- (a) memberships including non-executive memberships held in private companies or PLCs (with the exception of those of dormant companies)
- (b) ownership or part-ownership of private companies, business or consultancies likely or possibly seeking to do business with the HPSS
- (c) majority or controlling shareholdings in organisations likely or possibly seeking to do business with the HPSS
- (d) a position of authority in a charity or voluntary body in the field of health and social care
- (e) any connection with a voluntary or other body contracting for HPSS services

12.4 Where the Chairman considers it appropriate such person shall neither take any part in any deliberation or decision relating to that business nor vote thereon.

12.5 The Chairman shall report any appropriate matters in relation to himself or others to the Department.

## **COMMENCEMENT**

These Standing Orders shall come into operation on .....

Signed: .....  
**Chairman**

Signed: .....  
**Chief Executive**

