

STANDING ORDERS

NIMDTA Board

Standing Order Review Schedule

Date first Approved by the Board:	March 2005
Last Approved by the Board:	November 2021
Date of Next Review:	November 2022

Standing Order Owner: Senior Governance, IT & Facilities Manager

Amendment Overview

Version	Date	Pages	Comments	Actioned
2005 – 1.0	03/2005		Approved by NIMDTA Board	
2012 – 2.0	24/04/2012	16	To be submitted to G&R Committee	
2012 – 2.1	09/12	14	Converted to new policy template, and amended to reflect the work of the Governance & Risk Committee. Submitted to Governance Committee for consideration before submission to Board	Mark McCarey
2012 – 2.2	18/09/12	16	Amended to reflect discussion at Governance & Risk Committee. PAC role added. Option to appoint Vice Chair changed from 'shall' to 'may'. Quorum altered from 'half' to 'three'. SMT overview inserted. Overview of Schedules added as section 14. References to 'Chairman' changed to 'Chair' throughout. To be submitted to NIMDTA Board for approval.	Mark McCarey
2012 – 2.2	27/09/2012	16	Approved by NIMDTA Board. Approved.	
2012 – 2.3	10/06/2013	18	Updated to include 'The Role of NIMDTA' and NIMDTA mission statement	Linda Craig
2014 – 3.0	27/11/2014		Presented to NIMDTA Board for approval. Approved subject to minor change on last page.	
2016 – 3.1	26/10/2016	15	Reviewed following the retirement of the Administrative Director for consideration by the Governance & Risk Committee	Mark McCarey
2016 – 3.2	23/10/16	14	Reviewed following G&R for Board approval. Approved.	Mark McCarey
2018 – 4.0	11/01/18		Reviewed for consideration by G&R on 24/01/18. Approved	Mark McCarey
			Presented to NIMDTA Board on 25/01/18. Approved	
2019 – 5.0	16/01/19	15	Added deputy to Chair [Chair of Audit]. Sent to Board on 24/1/19	Mark McCarey
	13/02/19		Sent to G&R. Approved.	
	07/11/19		Role of NIMDTA Updated	Gillian Kerr
2021 – 6.0			Reviewed for consideration at	

			G&R on 23.09.21	
2021 – 6.1	16/11/21		Reviewed following input from Board Members. For consideration at Board on 25.11.21 Approved	Gillian Kerr

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Role of the Northern Ireland Medical and Dental Training Agency

The Role of NIMDTA can be found on the Agency website here:

<https://www.nimdtg.gov.uk/about/background/role/>

1. 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 NIMDTA) 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.

2. Constitution and Membership of the Board of NIMDTA

The Board of NIMDTA shall comprise a Chair and five members appointed by the Department of Health, (hereinafter referred to as the “Department”).

The members of NIMDTA Board 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

3. Period of Appointment

The Chair and non-executive directors shall be appointed for a period as determined by the Department.

The Chair or a member of NIMDTA, may on the conclusion of the period of appointment, be eligible for re-appointment for a second period, not exceeding four years, as determined by the Department.

The Department generally appoints for a period of four years. On occasion the Department may choose to extend these periods. The maximum duration a non-executive can serve on the NIMDTA Board is limited to ten years.

4. Termination of Appointment

The Chair 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.

The Department may terminate the appointment of the Chair or members, if it is of the opinion that it is not in the best interests of NIMDTA or the HSC for the Chair or member to continue to hold that office.

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 Public Appointments Unit (PAU) for a term that they determine.

5. Appointment of Vice Chair

The Chair of the Audit Committee will be the Vice Chair, and will deputise if the Chair is not available. The Vice Chair will be able to fulfil this role for a period not exceeding their term of office as a member of NIMDTA.

6. Secretary to the NIMDTA Board

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

7. 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 NIMDTA.

8. Meetings

Proceedings

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

Quorum

No business shall be transacted at a meeting unless at least three Board members, one of whom must be the Chair or Vice-Chair, are present.

Admission of the Public and Media

The HPSS Act (NI) 2001 requires NIMDTA to provide for meetings which are open to members of the public, including the media. Details of future meetings will be published on the NIMDTA website, with relevant papers provided to those who request them.

The Chair shall determine when any such attendee 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.

Calling Meetings

Ordinary meetings of the Board shall be held at regular intervals, and at such times and places as the Board may determine. Meetings will normally be held at NIMDTA's offices but may be held at other venues, including online.

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

The Chair or, in his absence, the Vice Chair or 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.

If a meeting is not arranged after a requisition signed by at least two thirds of all members has been presented to the Chair or if, without refusing, the Chair 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.

Notice of Meetings

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, shall be sent electronically 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.

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

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

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.

Setting the Agenda

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.

A member desiring a matter to be included on an agenda shall make his/her request in writing to the Chair 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 Chair.

Business at Meetings

Order of Business

The Order of business at each ordinary meeting shall be:

- Declarations of Conflicts of Interest
- 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 Chair and Chief Executive
- Notices of motion (as required)
- Correspondence
- Any other business
- Confidential Section (as required)

Committee Reports

The Chair 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.

Role of Chair

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

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

Notice of Motion

A member wishing to raise a motion at a meeting of the Board shall arrange with the Chair 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.

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 Chair should have a second or casting vote.

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

Minutes will encapsulate the full nature of the discussion to include instances where there may have been differing views as to a decision, its impact or application of a proposed solution.

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.

Minutes

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.

Copies of the minutes shall be sent to members and the Department in line with the process set out in the Management Statement.

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

Signed minutes will be published on the NIMDTA website.

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.

Variation and Amendment of Standing Orders

These Standing Orders shall not be amended except upon a notice of motion in accordance with the previous paragraph 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.

Record of Attendance

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

Deputations

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

9. Appointment of Committees

NIMDTA 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.

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.

9.1 Composition of Audit Committee

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

9.2 Composition of the Remuneration Committee

NIMDTA shall formally establish a Remuneration Committee to advise NIMDTA about appropriate remuneration and terms of service for the Chief Executive and other employees within the Senior Management Committee.

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

9.3 Composition of the Senior Management Committee

NIMDTA shall formally establish a Senior Management Committee to oversee the development of NIMDTA's business and ensure that NIMDTA delivers its statutory functions.

The Committee shall be made up from the Executive team, members of which will be appointed at the discretion of the Chief Executive and the Postgraduate Medical Dean in line with the provisions of its terms of reference.

9.4 Composition of the Governance & Risk Committee

NIMDTA shall formally establish a Governance & Risk Committee to oversee NIMDTA's governance structures and processes and to ensure that NIMDTA fulfils its business in line with its statutory functions.

The Committee shall consist of the Chair of the NIMDTA Board, at least two Board members (that the Board shall nominate from time to time) the Chief Executive, the Postgraduate Medical Dean, the Senior Business Manager, the Senior Governance, IT & Facilities Manager, the Senior Education Manager and the Data Information Systems Manager. The quorum for meetings of the committee shall be two, based on there being two members of the Board. One of whom must be the Governance and Risk Chair, or a deputy he/she has appointed.

10. Scheme of Delegation

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

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 recommended for approval by the Board following consideration by the Audit Committee.

11. Tendering and Contract Procedure

NIMDTA 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, and NIMDTA's Contract Management Policy.

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

12. Canvassing of and Recommendations by members in Relation to Appointment

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

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

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

13. Declaration of Interests and Register of Interests

Members and senior officers of NIMDTA 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 NIMDTA's internal and external auditors.

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

Interests which must be declared include:-

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

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

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

14. Schedules

A number of Schedules have been attached to these Standing Orders in order to further provide for the administration of the work described herein. They are detailed overleaf.

Standing Orders of the NIMDTA Board

Schedule 1 - Audit Committee Standing Orders

Schedule 2 - Remuneration Committee Standing Orders

Schedule 3 - Senior Management Committee Standing Orders

Schedule 4 - Governance & Risk Committee Standing Orders

Schedule 5 - Declaration of Interests and Register of Interests

Schedule 6 - Tendering & Contract Procedure

Schedule 7 - Matters Reserved for the Agency Board

Schedule 8 - Scheme of Delegation

Schedule 9 - Standing Financial Instructions

15. Commencement

These Standing Orders shall come into operation on:

Date: _____

Signed:

Chair

Signed:

Chief Executive