

NFA STANDING ORDERS

Revised and ratified by AGN - April 2017.

1. NFA Board Terms of Reference

1.1 Responsibilities of Board

The Board is ultimately responsible for the overall control of the affairs of the NFA, including the policy direction, monitoring of performance of all its functions and determination of resources to meet its financial and other obligations. It must ensure financial viability in any projects it commissions. The NFA Board is appointed by the AGM in order to:

- a) Determine the NFA's policy position and its relationships with central government, other statutory bodies and other trade bodies or equivalent
- b) Consult with, and consider proposals from, its members and determine the scope of the NFA services, activities or functions
- c) Oversee the work of the NFA and the performance of the managing agent as the administrators of the NFA
- d) Recommend revisions to the NFA constitution for consideration at the AGM
- e) Recommend subscription levels to the AGM
- f) Agree the budget and accounts
- g) Agree the appointment of and the suite of services to be provided by the managing agent
- h) Approve the appointment of consultants in accordance with the NFA Rules for Contracts (agreed by the AGM in May 2008)
- i) Determine applications for affiliate membership of the NFA
- j) Review the composition of the Board from time to time to ensure it reasonably reflects the membership of the NFA
- k) Approve a code of conduct confirming the obligations of Board directors
- l) Consider any matter referred to it by a general meeting
- m) Amend or add to the Standing Orders.

The Board may delegate any of its powers and discretions to any committee(s), officer(s) or person(s) as it determines.

The Board may refer any matter to a general meeting.

1.2 Composition of Board

- a) The Board will consist of nine ALMOs that are full members of the NFA and should reasonably reflect the membership of the NFA
- b) Each ALMO appointed to the Board will nominate an individual who will become a Director of the NFA
- c) It is for each ALMO to decide who they nominate to the NFA Board and this should be a director of the ALMO Board
- d) Each Director may appoint a Chief Officer to the Executive Steering Group (ESG)
- e) Each Region to nominate one Chief Executive from ESG to attend Board meetings

- f) At each second annual general meeting half the directors (i.e. four directors in one rotation and five directors in the other rotation) shall retire, being those that have been longest in office since they were last elected to the Board
- g) Affiliate members are not entitled to be nominated to the Board or to vote in elections to the Board
- h) If an ALMO leaves the NFA, or is no longer an ALMO, it will no longer be a member of the Board and the vacancy will be filled at the next annual general meeting or, if the AGM is not due to take place for six months or more the Board may appoint a further member until the AGM under the provisions outlined in Article 10.8.

1.3 Board meetings

- a) The Board will meet three times a year as standard
- b) Additional meetings may be convened as the Board or the Chair sees fit
- c) Five directors must be present to form a quorum
- d) In the event of any Board decision requiring a vote only directors may cast a vote
- e) In the event of a tied vote the Chair shall have the casting vote
- f) *In the event that a quorate Board meeting is not possible within one month of the original meeting date, Directors can vote using electronic means. There must be a minimum of two face to face Board meetings per annum.*
- g) Officers from the NFA secretariat and nominated officers from the ESG will also attend Board meetings in addition to the directors, but will not have a vote
- h) Decisions of the Board (other than confidential items), and such papers as are so determined by the Board or the Chair, will be distributed to all NFA members and placed on the NFA website
- i) Members of the NFA may attend meetings as observers by prior invitation of the Chair, but may be excluded from confidential items
- j) All ALMO directors and officers attending Board meetings will pay their own expenses.

1.4 Election of postholders

- a) The Board shall elect a Chair bi-annually (every 2 years) who will have delegated authority between meetings of the Board
- b) One Vice Chair will also be elected bi-annually (every 2 years) with delegated authority to cover in the Chair's absence
- c) In advance of the Board meeting applicants for any of the vacant posts will be invited to send email submissions indicating why they wish to be considered for each of the following post(s): Chair, Vice Chair and any agreed Portfolio Holders
- d) Directors may put themselves forward for as many positions as they wish. The deadline for return of applications will be indicated in the e-mail
- e) Submissions will then be collated and distributed to directors who will have two weeks in which to consult their members and place their votes by e-mail
- f) The outcome of the votes will be confirmed to the Board, which will be asked to ratify the appointment(s)
- g) Should it prove necessary to make any appointments outside the normal Board meetings, the same process for inviting applications and for voting will be followed but, under Article 10.7, three-quarters of the Board will then be required to sign a written resolution to confirm the appointment(s) in order to make them as valid and effective as if passed at a Board meeting.

1.5 Terms of Office

- a) Board Directors will serve a maximum of eight years
- b) Chair/Vice Chair and Portfolio Holders will serve a maximum of 4 years

1.6 Conduct of meetings

- a) The Chair should agree the agenda for all of the meetings of the Board in advance
- b) Papers should clearly indicate whether a decision is to be made and what that decision is or whether the paper is for discussion or for information only
- c) Agendas of meetings should clearly separate and identify confidential and non-confidential items
- d) Directors may propose items for consideration by giving written notice to the Chair and managing agent at least 14 days before a meeting of the Board
- e) Papers will be distributed to directors at least 7 calendar days prior to the meeting except in exceptional circumstances
- f) The meeting will adhere to the agenda except where variation is approved by a majority of those directors present
- g) All meetings shall be conducted in accordance with the NFA Articles of Association and these Standing Orders
- h) Meetings are to be conducted in a generally relaxed, but business-like and efficient manner, with all present being actively involved and having the opportunity to contribute to the meeting and business of the Board
- i) Resolutions of a meeting shall be decided by a majority of votes. The directors present are entitled to one vote, the Chair having the casting vote in the case of an equality of votes
- j) Introductory remarks to papers by officers/consultants should be brief and presentations and papers should be jargon free and of reasonable length. Officers/consultants are, however, expected to draw material matters or factual errors to the Board's attention
- k) All business will be conducted through the Chair. The Chair's ruling on who may or may not speak and in what order, and other "points of order" is final
- l) Directors are expected to respect the views of others and their right to speak and take their turn as directed by the Chair
- m) The Chair (following a warning) can request that a director or officer be silent if she/he is using provocative, abusive language, or persists in straying from the agenda
- n) The Chair should identify the decision that has been reached after each item on the agenda
- o) The Chair may adjourn any meeting of the Board, including where required to do so to restore order
- p) The ruling of the Chair is final in relation to the conduct of the meeting.

1.7 Role of Chair

- a) Where an urgent decision is required outside the Board meetings the Chair, or Vice Chair in the Chair's absence, will make the final decision
- b) Major policy announcements or comments will be made by the Chair, or Vice Chair in the Chair's absence. Comments on existing policy or day-to-day matters will be via the NFA secretariat or Executive Steering Group co-ordinator
- c) The Chair, Vice Chair and ESG co-ordinator may, when representing the NFA at high profile occasions, such as ministerial meetings and chairing or speaking at NFA events, claim expenses from the NFA.

1.8 Responsibilities of Directors

- a) When on the business of the NFA, directors will act in the interests of the NFA as a whole rather than any individual ALMO, sectoral or regional interest
- b) Directors will accept majority decisions of the NFA Board and not publicly criticise or undermine Board decisions
- c) Directors will not disclose information provided by the NFA that is restricted or confidential without the NFA's consent and unless required by law to do so. The NFA will indicate on papers or correspondence where this clause applies
- d) Directors are expected to attend three Board meetings a year and any relevant induction or training that may be offered
- e) If a Director is unable to attend a meeting they may send a representative to put forward their views, but the representative will be unable to cast a vote
- f) Directors should ensure they read the papers before the meeting
- g) Directors should, if required, ensure they receive a briefing from their nominated ESG representative before the meeting
- h) Directors should familiarise themselves with NFA policy and procedures through accessing the information available on the NFA website
- i) Directors may not remain on the Board if they:
 - i. Have absented themselves from three consecutive meetings of the Board
 - ii. Are disqualified from acting as a director of a company
 - iii. Have been convicted of an indictable offence in the last 5 years or convicted of any other offence which is considered by the NFA Board to bring the NFA into disrepute or not considered compatible with the role of a Board Director
 - iv. Are suffering from a mental disorder as defined in the Articles of Association.
- j) Board Directors will be expected to take part in Induction and Appraisal sessions

1.9 Directors' interests

- a) Any director who is personally interested (or has a close relative who is interested) in any way whatsoever in a contract or other transaction, which is to be discussed by the Board or Committee, shall immediately disclose such an interest. That director will not be allowed to vote on the issue or remain during its discussion unless requested so to do by the other director present. All such declarations shall be recorded in the minutes of the meeting
- b) In circumstances in which a conflict of interest may occur the Chair will rule on whether a conflict of interest exists with regard to any business of the Board, subject to consultation with officers, and request that the director retires for that item
- c) When a director declares an interest, the Chair will rule on whether a conflict of interest exists and whether it is significant in consultation with officers and whether the director must retire for that item
- d) The managing agent will maintain a Register of directors' interests, and directors will declare in the Register any interests that may relate to any contract or other transaction that could be discussed by the Board or Committees.

1.10 Task and Finish Groups / Portfolio Holders

The Board may set up Task and Finish Groups or appoint one of its Directors to a Portfolio. Terms of Reference for both must be agreed and monitored by the Board

2. Executive Steering Group (ESG) Terms of Reference

2.1 The Board may delegate such powers and discretions as it sees fit to an Executive Steering Group, which shall consist of chief officers nominated by the Board directors. This is usually the chief officer of the ALMO elected to the Board but is not a requirement. If an ALMO appoints an officer as director on the NFA Board, then that director may not attend the ESG, but may nominate a chief officer to the ESG. ~~Additionally each of the four regional chief officers groups may elect to the ESG one additional chief officer from each region but these officers do not normally attend Board meetings except by special invitation.~~ The ESG meets in advance of Board meetings so that the nominated officers are in a position to fully brief directors on the Board agenda.

2.2 The ESG is responsible for:

- a) Identifying issues and options and making recommendations to the NFA Board
- b) Ensuring the relevant decisions of the Board are implemented
- c) Liaison between the regional chief executives groups, NFA Executive Steering Group and NFA Board
- d) Actively pursuing non-attendees and non-contributors to regional chief officer meetings, identifying problems and encouraging participation from all members within the region/sub region
- e) Taking, or nominating, regional or sub regional leads, in various working groups/partnerships
- f) Commenting on or contributing to draft NFA submissions (where time allows)
- g) Representing the NFA in meeting with government departments and other agencies.

2.3 The ESG will elect a Co-ordinator on an annual basis whose role includes:

- i. Chairing ESG meetings
- ii. Accompanying the NFA Chair and Vice Chair to ministerial meetings
- iii. Advising on policy drafts to be approved by the Chair
- iv. Acting on behalf of the NFA at events
- v. Speaking on behalf of the NFA to the press.
- vi. *The ESG Co-ordinator will serve a maximum term of 4 years.*

3. Role of the managing agent

3.1 The NFA does not employ staff direct, but instead tenders out the managing agent service. The managing agent is ultimately responsible for the operational management of the NFA's affairs. They must assist the Board in determining its strategic objectives and ensure the achievement of such objectives through the effective deployment of the NFA's resources and productive relationships with external agencies.

3.2 Subject to Standing Orders, and in accordance with policies and decisions made by the Board or by Sub-committees with delegated authority, the managing agent should:

- a) Ensure the efficient and effective management and administration of the NFA's activities
- b) Report regularly on the performance of the NFA on the full range of its activities
- c) Manage properly the finances of the NFA and ensure regular management reports are submitted to the Board and Sub-committees in respect of budgets and the financial performance of the NFA and other related issues

- d) Manage the organisation of the NFA and ensure staffing resources are deployed in accordance with the approved tender for the managing agent service to maximise their contribution to the NFA's objectives
- e) Invite and accept tenders subject to the provisions of the NFA Rules for Contracts (agreed by the AGM in May 2008) and within approved budgets
- f) To the extent of the powers delegated above, authorise the NFA to enter into contracts and deeds.