



Terms of reference and standing orders of the Board

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Terms of reference

Members of the Marine Management Organisation (MMO) are responsible to the Government for:

- 1.1 Determining the policy of the MMO to enable it to carry out its responsibilities and duties under the Marine and Coastal Access Act 2009 and all other relevant legislation and directions, and having regard the guidance on sustainable development and other guidance from ministers.
- 1.2 Evolving and approving the short and long term strategy of the MMO, together with the means for its implementation.
- 1.3 Determining the allocation of resources including finances to functions.
- 1.4 Approving the Corporate Plan, Business Plan and the Annual Report (including the Accounts).
- 1.5 Approving the proposed charges under the various charging schemes.
- 1.6 Monitoring the performance, finances, general conduct and propriety of affairs of the MMO to ensure that it is an economic, efficient and effective organisation.
- 1.7 Maintaining a balance of interests in determining the policies of the MMO as might be expected in the stewardship of a non-departmental public body.
- 1.8 Establishing and maintaining a Scientific Advisory Group and Audit and Risk Committee.
- 1.9 Establishing and monitoring the strategic culture of the MMO, particularly ensuring that its people are treated with respect, decency and fairness.

Standing orders

1. Introduction

1.1 Under Schedule 1 of the Marine and Coastal Access Act (2009), the Marine Management Organisation (MMO) has the power to regulate its own procedures. These Standing Orders set out the detailed procedures of the conduct of its Board meetings, and of its committees. These orders apply to formal business meetings, both open and closed sessions, of the MMO Board and not to informal board seminars, workshops or similar meetings.

2. Membership

2.1 Schedule 1 of the Marine and Coastal Access Act (2009) provides that members of the MMO are to be the Chairman of the MMO and not fewer than five, nor more than eight other Members, who are appointed by the Secretary of State.

3. Quorum

3.1 Six members (five plus the Chair) of the Board will constitute a quorum. No business shall be transacted at any meeting of the MMO Board where the attendees do not meet this criteria.

4. Meetings of the Board

4.1 Meetings of the Board will take place on a regular basis throughout the year as deemed appropriate by the Chair in consultation with the Chief Executive, and agreed by the Board. An annual programme of meetings will be produced by the Board Secretariat.

4.2 The Chairman may call an unscheduled meeting of the Board by giving at least seven working days notice.

5. Meeting agenda

5.1 The agenda for a Board meeting will be proposed by the Chair, or in his/her absence, a nominated board member.

5.2 No items other than those on the agenda will normally be discussed at a meeting unless they have been proposed in advance of the meeting within three days of the issue of the agenda and then only with the Chair's agreement. The Chair has the discretion at a meeting itself to allow a subject to be discussed as long as the majority of those present do not object.

6. Board papers

6.1 The agenda and papers for a board meeting will be dispatched by the Secretariat to board members no later than five working days before the board meeting.

6.2 With the exception of apologies and introductions, matters arising from the minutes and confirmation of the date, time and venue of the next meeting, all items on the agenda will normally be supported by a short paper in advance. However, papers will not be generated for their own sake.

- 6.3 Board papers may be submitted by board members, directors or the Secretary to the Board. Papers may also be submitted by any other MMO officer, with the approval of the CEO.
- 6.4 Subject to paragraph 6.5 below (confidential papers), board agendas and papers will be available to members of the public and the press and will also be posted on the MMO's website.
- 6.5 Board papers which are deemed to be confidential in accordance with current guidance will be marked "Board in Confidence". Access to such papers will normally be confined to board members, directors and the Board Secretariat except where otherwise authorised by a director. No copies of such papers will be taken unless specific authorisation is given by a director or the Board Secretariat.
- 6.6 Papers will be as short as possible consistent with the need to be clear and to be supported by adequate evidence and argument. Where a significant level of supporting detail is required for proper understanding of the issues involved, that detail will normally be provided in appendices to the main paper. A paper will be clear as to any financial and/or public relations implications of its recommendations. The recommendations to the Board will be clearly stated and highlighted.

7. Order and conduct of business

- 7.1 In the absence of the Chair, another board member nominated by the Chair, will chair the meeting. If no such nomination has been made, a board member may be elected by the Board to chair the meeting. The Chair of the meeting will exercise any power or duty of the Chair of the MMO in relation to the conduct of the meeting.
- 7.2 The Board will conduct a proportion of its business in public, except for business which is deemed to be confidential. It will be a decision for the Chair, having taken advice from the Chief Executive, to confine any item of business to a closed session of the Board.
- 7.3 A closed session of the Board might include situations when:
- a paper contains information which is the subject of legal proceedings or legal advice
 - papers contain certain sensitive personnel or staffing issues
 - papers contain information which, if placed in the public domain would increase the likelihood of damage to the environment
 - papers relate to MMO's advice to Government where this is subject to further internal discussion or has been asked for in confidence
 - papers contain commercially confidential material
 - papers which are taken in closed session will not be issued to the public or posted on the website.
- 7.4 Before the meeting the Chair or other members may move that an item be considered in closed session rather than open session, or vice versa, if there is reason to do so.
- 7.5 Open sessions of the Board will be held in public with adequate arrangements for the public to attend and to hear in reasonable numbers. MMO is entitled to reserve the right not to admit members of the public who appear without advance notice in large numbers and the right to eject persons who disrupt meetings. Members of the public have no right to participate in discussions, but may be allowed to do so at the Chair's discretion if they have given written notice in advance of their wish to do so and their participation is relevant and facilitates debate.

No cameras or recording equipment may be used without the approval of the Chair.

7.6 All business at Board meetings will be conducted through the Chair. The Chair will:

- ensure that minutes of the meetings accurately record the decisions taken and where appropriate, the views of individual members
- preserve order and ensure that members have sufficient opportunity to express their views on all matters under discussion
- determine all matters of order, competency and relevancy
- determine in which order members should speak
- determine if a conflict of interest requires any member to withdraw from discussion on any agenda item
- determine whether or not a vote is required and how it is carried out
- have the power to re-order the sequence of the agenda if that will help the progress of business.

8. Board decisions

8.1 Decisions by the Board must be by consensus of participating members except where a vote is required. Only those members participating in the discussion at the point when the decision is reached will be treated as participating for the purpose of making the decision. A member who leaves the meeting prematurely will therefore be treated as a non-participating member for the purpose of any decision taken after the time of their departure.

8.2 Decisions will be reached by vote whenever the Chair thinks this necessary because a clear consensus has not emerged or where a member requests that a vote be taken and has the support of at least one other member for the taking of a vote. Where there is an equality of voting, the Chair has a casting vote.

8.3 The Board may defer a decision on an agenda item so that it can be provided with additional information or for any other reason. The decision to defer, together with the reasons for doing so, will be recorded in the minutes of the meeting together with a proposed time for returning the matter to the Board for its consideration.

8.4 The Board may decide to delegate decisions on agenda items to the Chair. The decision to delegate, with the reasons together with the final decision, should be recorded in the minutes of the meeting.

8.5 Members may dissent from any decision recorded provided they have participated in the meeting in which that item was considered and provided that members ask immediately after the item is disposed of that such a dissent be recorded.

8.6 Written comments on agenda items submitted by any non-participating members will not be part of the decision-making process. These will, however, be circulated to members and read out at the appropriate point in the meeting.

8.7 Exceptionally, if a Board decision is urgently required and it is not possible to convene a meeting, the matter will be dealt with by correspondence. In such circumstances members will send their views to the Chair in writing. The decision will be ratified at the next meeting and recorded in the minutes.

9. Minutes of board meetings

- 9.1 Draft minutes will be prepared by the Secretariat and circulated to Board Members and Directors prior to the subsequent meeting.
- 9.2 In addition to the business on the agenda, the minutes will include a record of those present, and actions arising from business discussed.
- 9.3 The Chairman of the meeting will approve the draft minutes of the previous meeting, for circulation to Board members. Members can propose amendments in writing. Amended minutes will be presented to the next Board meeting to be confirmed.
- 9.4 Minutes of open sessions will be posted on the MMO website and made available to the public on request.

10. Declaration of interest

- 10.1 All interests of members, financial or non-financial, will be declared and held on a Register available for public inspection. The Register will include the stated interests of all board members and will be updated twice a year by the Secretariat in accordance with guidelines produced by the Secretariat.
- 10.2 Board members will declare any direct or indirect interest (pecuniary or non-pecuniary) in any item on the agenda before the board meeting begins to the Chair of a meeting of the Board or, in relation to committees, members will declare any such interest to the Chair of the meeting of the committee.
- 10.3 Having declared his/her interest to the Chair, the member will disclose the nature of that interest to the meeting at the commencement of discussion on the relevant item. When such a disclosure is made the disclosure will be recorded in the minutes of the meeting and the member will not take part in any deliberation or decision of the MMO, or of any of its committees, with respect to that matter.
- 10.4 In any case of doubt, board members should openly declare the possibility of an interest, whether that interest is direct or indirect. The Chair will then decide whether this does indeed cause conflict of interest and therefore prevents the member participating in the discussion or determination of the matter.

11. Committees of the Board

- 11.1 There will be an Audit and Risk Committee of the Board. Committees will be appointed by and report to the Board. Committees act on behalf of, and with the authority of, the Board in accordance with specified terms of reference.
- 11.2 The Chair will have the right to attend any meetings of a committee, and to speak and vote at such meetings.

12. Variation of standing orders

- 12.1 Subsequent variation to the standing orders will require the approval of the Board.