

## CITB BOARD STANDING ORDERS

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## CITB BOARD STANDING ORDERS

### 1. INTRODUCTION

- 1.1 These Board Standing Orders set out the rules and procedures for the Board of CITB. Trustees and Executive Directors must read and understand the detail of the Standing Orders in order to undertake their roles.
- 1.2 The Chair of the Board has the final decision on the interpretation of Board Standing Orders (on which s/he is advised by the Board Secretary).
- 1.3 These Board Standing Orders, as far as they are applicable, apply to meetings of any Committee established by the Board.
- 1.4 The Board Secretary will ensure that Board Trustees, Independent and Co-opted Members, and Officers are notified of their responsibilities with regard to the Standing Orders, the Board Scheme of Delegation, the Financial Delegations and the Code of Conduct for Board Members.

### 2. INTERPRETATION AND DEFINITIONS

- 2.1 These Standing Orders are made pursuant to the authority vested in the Board by its Governing Document, the Industrial Training Act 1982 (ITA) as amended and related Regulations. Any expression to which a meaning is given in the ITA or related Regulations shall have the same meaning in these Standing Orders unless the context requires otherwise. In addition:
  - 2.2 “**Accounting Officer**” is the Officer responsible and accountable for funds entrusted to CITB. This person is responsible for ensuring the proper stewardship of public funds and assets. At CITB, the Chief Executive is the Accounting Officer.
  - 2.3 “**Board**” means the Construction Industry Training Board, which consists of a Chair and up to ten Members (or such other number as the Secretary of State may determine).
  - 2.4 “**Board Trustee**” means a person appointed as a Member of the CITB Board by the Secretary of State.
  - 2.5 “**Chair**” is the person appointed by the Secretary of State to lead the Board and to ensure that it successfully discharges its overall responsibility for the work of CITB.
  - 2.6 “**Committee**” is a Committee appointed by the Board in accordance with the requirements of the ITA and vested with delegated powers or a responsibility to advise the Board in specified areas of business. Committees may consist of or include persons who are not Board Trustees.
  - 2.7 “**Co-opted Members**” are persons formally appointed by Committee Chairs. Although they are not Board Members, the Board Standing Orders, the Scheme of Delegation, the Financial Delegations and the Code of Conduct for Board Members all apply to them as they do to Board Trustees.
  - 2.8 “**Executive Directors**” are the most senior employees in the CITB, accountable to the Chief Executive with day to day responsibility for all business across the organisation.
  - 2.9 “**Governing Document**” is the Industrial Training Act 1982 as amended.

- 2.10 “**Independent Members**” are persons formally appointed by the Board as members of specific committees. Although they are not Board Members, the Board Standing Orders, the Scheme of Delegation, the Financial Delegations and the Code of Conduct for Board Members all apply to them as they do to Board Trustees.
- 2.11 “**Officer**” means any person who is an employee of the CITB. This includes persons seconded to work for CITB and where appropriate includes the Chief Executive.
- 2.12 “**Senior Manager**” means the senior management of the CITB.

### **3 THE BOARD: APPOINTMENTS TENURE AND ROLE OF BOARD TRUSTEES**

#### **3.1 Appointment to the Construction Industry Training Board’s Board of Trustees**

3.1.1 The Board will comprise: The Chair and up to ten Board Trustees, or such number as deemed appropriate by the Secretary of State.

3.1.2 Appointments of the Chair, Board Trustees and its composition are governed by Schedule 1 of the ITA (as amended).

3.1.3 The Chair and Trustees of the Board are statutory appointments made by the Secretary of State.

#### **3.2 Tenure of Board Trustees**

3.2.1 Trustees are appointed for such period as the Secretary of State may determine and record in the letter of appointment. A Chair and Trustee is eligible for reappointment should the Secretary of State so determine, although there is a strong presumption that no individual should serve more than two terms or serve for more than ten years.

3.2.2 The Board may not co-opt additional Members. The Board may appoint Independent Members to its Committees where an individual Committee’s Terms of Reference allow it. The tenure of Independent Committee Members will normally be no longer than four years but may be renewed for a further term. Committee Chairs (after consulting with existing Committee members) may appoint Co-opted Members where an individual Committee’s Terms of Reference allow it. Such appointments will be to address short-term skills or knowledge gaps and the tenure of Co-opted Committee Members will normally be no longer than one year. The number of Co-opted Committee Members recruited to a Committee shall be no greater than one-third of the total membership of the respective Committee.

#### **3.3 Resignations and Termination of Board Membership**

3.3.1 A Board Trustee, including the Chair, may resign in accordance with the terms of their letter of appointment. The Secretary of State can terminate the tenure of a Board Trustee through the issue of a default order pursuant to Section 15 of the ITA or pursuant to para 4, Schedule 2 of The Industrial Training (Construction Board) Order 1964 if s/he considers the Trustee to be unfit to continue in office or incapable of performing his/her duties or after non-attendance at Board meetings for more than six months consecutively (unless such absence is due to illness or such other reason approved by the Secretary of State).

#### **3.4 Duties of Board Trustees**

3.4.1 The duty of the Board is to set and maintain the CITB vision, mission and values, provide leadership to the CITB, approve strategy, adhere to the Framework Agreement, ensure organisational accountability, ensure compliance with the law and wherever possible best practice guidance, maintain proper fiscal oversight, select and support the

Chief Executive, hold the Chief Executive to account, and maintain effective Board Governance. The Board's duties are set out more fully in the Governing Document.

3.4.2 Board Trustees must act in accordance with the provisions of these Standing Orders, the ITA, Corporate Governance in Central Government Departments Code of Good Practice, Code of Conduct for Board Members of Public Bodies and the Charity Governance Code with particular reference to acting in good faith and in the best interests of the CITB and with the CITB Board Code of Conduct which complies with the Cabinet Office's Code of Conduct (2011) as amended.

## **4 MEETINGS OF THE CITB**

### **4.1 Admission of the Public and the Press**

4.1.1 Members of the public and press are not admitted to meetings of the Board or its Committees, unless by express invitation of the Chair of the Board.

### **4.2 Convening Meetings**

4.2.1 Ordinary meetings of the Board will be held at least quarterly and at such times and places as the Board may determine in order to progress its business.

4.2.2 The Chair may call a meeting of the Board at any time, provided ten clear working days' notice is given to all Trustees.

4.2.3 By exception or in cases of emergency, if the Chair judges that the Board's business requires urgent action and cannot be delayed in order to give the ten days' notice, the Chair is able to convene a meeting to deal with special or urgent matters. The Chair will use telephone or video conferencing facilities wherever practicable to enable as many Board Trustees as possible to participate in the meeting. Only urgent or special matters may be dealt with at an exceptional meeting.

4.2.4 Meetings of the Board may, if necessary and by order of the Chair, take place by telephonic or video conferencing facilities, notwithstanding that the Board Trustees present may not all be meeting in the same physical location provided that all persons participating in the meeting can hear one another. Participation in a meeting in that manner shall be taken as constituting presence in person at a meeting. The meeting will be deemed to have taken place at the location where the Chair of the meeting is present. In the case of exceptional meetings, the requirements may be varied as circumstances require.

4.2.5 If a request for a meeting, signed by at least one-third of the whole number of Board Trustees, is presented to the Chair, then s/he must call a meeting within ten clear working days of receiving this request. If the Chair refuses to call a meeting or if, without so refusing, does not call a meeting within ten working days of receiving the request, those Board Trustees who requested it may call a meeting themselves.

### **4.3 Notice of Meetings**

4.3.1 Before each meeting of the Board, a notice of the meeting together with Agenda specifying the business proposed to be transacted at it, must be delivered to every Board Trustee or sent by post or e-mail to the correspondence address supplied by them, at least five clear working days before the day of the meeting. Supporting papers, wherever possible, will accompany the Agenda.

4.3.2 The accidental failure to give notice and Agenda to a Board Trustee or the non-receipt of a notice and Agenda by a Board Trustee will not invalidate the proceedings of the Board meeting.

4.3.3 In the case of a meeting called by Board Trustees in default of the Chair (under Standing Order 4.2.5), the notice must be signed by those Board Trustees and no business can be transacted at the meeting other than that specified in the notice.

#### **4.4 Chairing Meetings**

4.4.1 At any meeting of the Board the Chair, if present, will preside.

4.4.2 If the Chair is absent, or is disqualified from participating, a Trustee chosen by the Board Trustees will preside for that meeting as if s /she were Chair.

4.4.3 The decision of the Chair of the meeting on advice of the Board Secretary on questions of order, relevancy, regularity and any other matters will be final.

#### **4.5 Quorum for Meetings**

4.5.1 No business can be transacted at a meeting of the Board unless at least one third of the whole number of the Chair and Board Trustees are present.

4.5.2 If at any time during a meeting a quorum of Board Trustees is not present then, at the discretion of the Chair, the business may still be discussed by the Board Trustees present but the decision must be deferred to the next meeting of the Board, unless the Chair of the meeting requires a decision to be made due to a requirement for urgent action under para 4.2.3 in which case the decision will be made and then ratified at the following meeting. The meeting must then proceed to the next business.

4.5.3 If the Chair or any Board Trustee has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the matter relating to the imposition of a Levy or declaring a conflict of interest, s/he may not participate in the discussion or vote and will not be counted towards the quorum on that item. Whoever is in the Chair for the item will determine whether the Trustee may remain at the meeting during the discussion or whether they should leave the meeting at that point in the interests of open and transparent discussion. Such a position must be recorded in the minutes of the meeting.

#### **4.6 Voting**

4.6.1 The Board will use its best endeavours to make decisions by consensus. Where that cannot be achieved and a vote is necessary, such questions shall be decided by a majority of the votes of the Chair and the Board Trustees present voting on the issue.

4.6.2 In the case of an equality of votes, the Chair of the meeting will have a second or casting vote.

4.6.3 Voting shall normally be by show of hands. If the matter being voted on is confidential, a paper ballot may also be used if a majority of the Board Trustees present request it. However, where a meeting is held in accordance with Standing Order 4.2.4, the Chair of the meeting shall call the roll of the Board Trustees and each Board Trustee asked shall, on their name being called, indicate their vote in such a manner that all persons participating can hear it. This may also include email confirmation.

4.6.4 If a resolution relating to the imposition of Levy is put to the vote of the Trustees, only those Trustees appointed in accordance with Schedule 1 Section 3(b) of the ITA<sup>1</sup> (namely Industry Trustees) shall have one vote each. The resolution shall be decided on a show of hands of those Industry Trustees present unless a poll is demanded by any

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<sup>1</sup> for clarity, this refers to Industry Trustees. Independent Trustees are not permitted a vote in decisions relating to the imposition of Levy.

such Trustee before or on the declaration of the result of a show of hands in which case the poll shall take place immediately and votes may be given either personally or by proxy in accordance with para 2-4 of the Industrial Training (Construction Board) Order 1964.

4.6.5 If any Board Trustee present so requests, the voting (other than by paper ballot) on any question will be recorded to show how each Board Trustee present voted or abstained.

4.6.6 If a Board Trustee so requests, their vote will be recorded in the minutes of the meeting by name upon any vote (save those by paper ballot).

4.6.7 Save in circumstances set out above Board Trustees absent from a meeting do not have the right of a proxy vote although their written views submitted to the Chair may be entered in the debate at the discretion of the Chair. Absence is determined as at the time of voting on a motion.

#### **4.7 Emergency Powers**

4.7.1 The functions exercised by the Board may, in an emergency, be exercised by the Chair after having consulted one other Board Member or the Chief Executive.

4.7.2 The exercise of such powers by the Chair must be reported to the next formal meeting of the Board for ratification, with reasons why an emergency decision was required clearly stated.

### **5 AGENDAS, PAPERS, RECORD OF ATTENDANCE AND MINUTES**

#### **5.1 Setting the Board Agenda**

5.1.1 The Chair will agree the Agenda for each meeting of the Board, in consultation with the Chief Executive and the Board Secretary.

5.1.2 Board Trustees who wish to put forward agenda items should notify the Chair at least 15 clear working days before a meeting. The item of business to be transacted must include appropriate supporting information. Requests made less than 10 clear working days before a meeting may be included on the agenda at the discretion of the Chair.

5.1.3 In the event that the Chair is not willing to include an item on the agenda of a Board meeting, any Trustee will be entitled to have a notice of motion included on the agenda, provided this is submitted in writing to the Chief Executive and the Board Secretary at least five clear working days before the meeting.

5.1.4 Board agendas will be sent to Board Trustees at least five clear working days before the meeting and supporting papers, whenever possible, will accompany the agenda.

5.1.5 It is within the discretion of the Chair of a meeting to allow urgent items not on the published agenda to be discussed at the relevant meeting. The reasons for allowing such action should be provided by the Chair.

#### **5.2 Meeting Papers**

5.2.1 The papers for a meeting will wherever practicable be available to Board Trustees at least five clear working days before a meeting.

#### **5.3 Record of Attendance**

5.3.1 The names of the Chair and Board Trustees present at the meeting must be recorded in the Minutes.

5.3.2 Where a Board Trustee is not present for the whole of the meeting the Minutes must record for which items the Board Trustee was present.

5.3.3 The names of others “In Attendance” at the Board meeting must also be recorded in the minutes.

## **5.4 Minutes**

5.4.1 The Minutes of the proceedings of a Board meeting will be drawn up by the Board Secretary (or his/her representative) and submitted for approval at the following Board meeting. Once approved as a correct record by the Board the Minutes will be signed by the Chair at the meeting to which they are submitted. Once signed, the Minutes shall be taken as conclusive evidence of the facts stated therein. Any amendment to the Minutes must be agreed and recorded in the minutes of a Board meeting at which the amendment is agreed.

5.4.2 The Minutes of Board meetings, other than Minutes containing confidential information, will be available to the public on request (redacted where appropriate) and a summary of these Minutes will be published on the CITB website. The Board will also receive the Minutes of its Committees for information. Any Board Trustee not on a Committee will have a right to consult any Confidential Minutes of that Committee.

## **6 COMMITTEES**

### **6.1 Establishment of Committees**

6.1.1 Subject to such directions as may be given by the Secretary of State, the Board may, and if directed by the Secretary of State must, appoint Committees of the Board.

6.1.2 The Board must from time to time submit to the Secretary of State for approval proposals for the delegation of functions to such Committees.

6.1.3 The constitution and terms of reference of the Board’s Committees, and any specific executive powers delegated to them, must be approved by the Board.

6.1.4 The Board will keep under review the structure and remit of its Committees.

### **6.2 Approval of Appointments to Committees**

6.2.1 The Board will approve the appointments to each of the Committees which it has formally constituted. Where the Board determines, and Regulations permit, persons who are neither Board Trustees nor Officers can be appointed to a Committee as Independent Members.

6.2.2 The Chairs of the Board’s Committees will be appointed by the Board. Each Committee Chair will be a Board Trustee and will hold office as Committee Chair for the remainder of their tenure as a Board Trustee or until the Board appoints a new Committee Chair.

6.2.3 In the event of there being a vacancy in a Committee Chair, a new Chair will be proposed and appointed at the next Board meeting. If the Committee has no Deputy-Chair, the Chair of the Board is authorised to appoint an Interim Chair in cases of urgency.

6.2.4 At a Committee Chair’s discretion (after consultation with existing Committee members) and with their formal approval, additional Members may be co-opted onto the respective Committee where this will address a short-term skill(s) or knowledge gap. Such Members will be known as Co-opted Members, and they will have full contribution rights at meetings but no voting rights which will only be assigned to Board-appointed Committee Members. If at any point up to the end of the year’s tenure the Committee Chair considers the skill(s) or knowledge that the Co-opted Member provides is a longer term need then they can either recommend to the Board that the individual is appointed as an Independent

Committee Member if there is a vacancy, or if there is no vacancy then recommend the appointment and seek an increase in Committee membership accordingly.

### **6.3 Terms of Reference**

6.3.1 Each Committee of the Board is to have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board) as the Board may decide and shall be in accordance with any legislation and regulation or direction issued by the Secretary of State. Such terms of reference have effect as if incorporated into these Standing Orders.

### **6.4 Resignations and terminations of Committee Membership**

6.4.1 Independent and Co-opted Members of a Committee may resign from the Committee by writing to the Chair of the Committee.

6.4.2 The Board may terminate without notice the appointment of any Board Trustee, Independent Member or Co-opted Member to one of its Committees or to the office of Chair or Deputy-Chair of a Committee. A Committee Chair may terminate without notice the appointment of a Co-opted Member of their respective Committee.

## **7 ARRANGEMENTS FOR THE EXERCISE OF BOARD FUNCTIONS BY DELEGATION**

### **7.1 General**

7.1.1 Subject to such directions as may be given by the Secretary of State, the Board is entitled under legislation to make arrangements for the exercise, on behalf of the CITB, of any of the Board's functions by a Committee, sub-committee or joint committee, or by an Officer of the CITB, in each case subject to such restrictions and conditions as the Board thinks fit.

7.1.2 The Board may agree from time to time to the delegation of executive powers to be exercised by Committees, or sub-committees, or joint committees, which it has formally constituted.

### **7.2 Matters Reserved to the Board**

7.2.1 The matters reserved to the Board are set out in the Scheme of Delegation. The Board must agree those matters which it may not delegate.

7.2.2 The Board, in full session, may decide on any matter that is within its legal delegations.

7.2.3 Those functions of the Board which have not been expressly reserved to the Board or delegated to a formally approved Committee of the Board shall be exercised on behalf of the Board by the Chief Executive.

7.2.4 The Chief Executive determines which functions s/he will perform personally and nominates Officers to undertake the remaining functions for which s/he will still retain accountability to the Board.

## **8 CUSTODY OF SEAL, SEALING OF DOCUMENTS AND SIGNATURE OF DOCUMENTS**

### **8.1 Custody of Seal**

8.1.1 The common seal of the CITB shall be kept by the Board Secretary, or a person nominated by her/him, in a secure place.

### **8.2 Sealing of Documents**

8.2.1 Where it is necessary that a document be sealed, the seal shall be affixed in the presence of the Board Secretary or their nominee and be attested by them.



### **8.3 Register of Sealing**

8.3.1 The Board Secretary shall keep a register in which s/he, or another Officer of the CITB authorised by her/him, shall enter a record of the sealing of every document.

### **8.4 Signature of Documents**

8.4.1 The Chief Executive or nominated Officers are authorised, by resolution of the Board<sup>2</sup>, to sign on behalf of the Board any agreement or other document subject to the limitations set out in the Scheme of Delegation and Financial Delegation.

## **9 REGISTER OF INTERESTS**

### **9.1 Register of Interests**

9.1.1 The Board Secretary will establish and maintain a Register of Interests to record the interests of Board Trustees, Independent Committee Members, Co-opted Committee Members and Executive Directors.

9.1.2 These details will be updated on a regular basis (at least annually). At any time during the year, the Board Secretary may amend the register to take account of changes recorded in any supplementary statement lodged (not later than 10 clear working days after a statement of interests is lodged).

9.1.3 The Board Secretary will write annually to Board Trustees, Independent Committee Members, Co-opted Committee Members and Executive Directors reminding them of the continuing requirements of these Board Standing Orders, but responsibility for registration of interests lies solely with the Board Trustees, Independent Committee Members, Co-opted Committee Members and Executive Directors.

### **9.2 Voluntary Statements**

9.2.1 A Board Trustee, Independent Committee Member, Co-opted Committee Member or Executive Director who has an interest which may be relevant to proceedings of the CITB but which is not a registerable interest, may at any time lodge with the Board Secretary voluntarily a written statement giving details of the interest, including the date on which the interest was acquired.

9.2.2 Board Trustees, Independent Committee Members, Co-opted Committee Members and Executive Directors may choose to provide details of any interest which they are not required to register but which they think may be relevant and which they wish to register.

### **9.3 Recording of Interests in the Minutes**

9.3.1 At the time interests are declared, they must be recorded in the Minutes of the meeting.

9.3.2 Any changes in interests must be declared at the next meeting following the change occurring and recorded in the Minutes of that meeting.

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<sup>2</sup> Board Authority granted on 19.2.19 as evidenced by Minute 9.2 of respective Board meeting:

The Board APPROVED the extension of:

the existing authority of the Chair and Board Secretary to execute documents, agreements and deeds pursuant to articles 11 and 12 of *The Industrial Training (Construction Board) Order 1964* (and in accordance with the Board Standing Orders and Financial Delegations as amended) to include the Trustees holding the positions of the Chair of Audit & Risk Committee and the Chair of the Industry Funding Committee and the Deputy Board Secretary from time to time;

## **10 SUSPENSION, VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS**

### **10.1 Suspension of Board Standing Orders**

10.1.1 Except where this would contravene any statutory provision or any direction made by the Secretary of State, any one or more of the Board Standing Orders may be suspended at any meeting, provided that at least two thirds of the Board are present, and that a majority of those present vote in favour of suspension.

10.1.2 A decision to suspend Board Standing Orders will be recorded in the Minutes of the meeting.

10.1.3 No formal business may be transacted while Board Standing Orders are suspended.

10.1.4 A separate record of matters discussed during the suspension of Board Standing Orders must be made and must be available to the Chair and Board Trustees.

10.1.5 The Audit and Risk Committee must receive a report of every decision to suspend Board Standing Orders.

### **10.2 Approval, Variation and Amendment of Board Standing Orders**

10.2.1 These Board Standing Orders and any amendment to them can only be approved if:

10.2.1.1 No fewer than half the total of the Board Trustees present vote in favour;

10.2.1.2 The variation proposed does not contravene a statutory provision or direction made by the Secretary of State.