

IRISH PLANNING INSTITUTE

Bye-Laws

Bye-Law no. 4: Standing Orders Bye-Laws for the Board and Committees

1.0 Guiding Principles

1.1 In the conduct of its business, the Board members should always operate to safeguard the collective responsibility of the Board in fulfilling its role. This includes, among other things, acting with due care and diligence in the best interests of the Institute, maintaining confidentiality and treating information obtained sensitively, respecting the collective decision-making process and speaking with one voice after decisions have been made. Board members should behave in a manner that ensures respect for peers and engenders a high level of trust within the Board.

1.2 All members of the Board and of any Committee will be afforded the opportunity to fully contribute to meeting discussions, and where necessary to provide constructive challenge. At the same time, the Chairperson and members will guard against attempts by a member, or members, to have excessive influence over decision making and the agenda.

1.3 The Chairperson of every meeting will encourage a culture which supports openness and debate and facilitates effective contributions from members and any staff or others invited to participate in any part of a meeting.

1.4 All reasonable efforts shall be made to reach decisions by consensus. In the event that this is not possible, decisions will be made by a majority vote, and the minutes of the respective meeting will reflect this fact. Notwithstanding this, dissenting members will respect the majority decision of the Board and will not engage in communications, whether to members of the Institute or otherwise, that would undermine the respect and trust around the meeting table.

2.0 Definitions

2.1 For the purposes of these Standing Orders, the term “Chairperson” shall, in the case of the Board of the Institute, be the President or, in their absence, the Vice-President. If neither of those are present at a Board meeting, it shall be deemed to be the Board Member who is elected, for that meeting alone, to chair the meeting concerned.

In the case of any Committee, the term “Chairperson” shall be the chairperson that has been appointed or elected, as the case may be, to be the chairperson of the Committee.

2.2 The term “Secretary” shall, in the case of the Board of the Institute, be the Governance and Risk Director, unless the role of the Secretary has been assigned, by the Board, to a member of the Institute’s staff or to an outside contractor by a prior decision of the Board.

In the case of any Committee, the term “Secretary” shall be the member of that Committee designated by that Committee to be the Secretary of that Committee. Such person need not be a member of the Board of the Institute. Alternatively, if it is so decided by the Committee in question, it can refer to a member of the Institute’s staff.

2.3 For the purposes of these Standing Orders, the term “in writing” shall consist solely of written / typed notification in paper form, provided personally or by post to the person concerned, or of notifications by email (where a record may be readily taken) to the person concerned. In no case shall notification by WhatsApp, Instagram, Facebook private message or other text messages to individuals, or other online methods, nor a direct personal conversation, be taken to comply with this requirement.

3.0 Introduction

3.1 These Standing Orders are made by the Board of the IPI for the regulation of the proceedings of meetings of its Board and also for its Committees, except where the Board may wish to vary them, in writing, for any specific Committee.

3.2 At least one month before the end of each calendar year, a list of dates for the following year’s Board meetings, and where possible Committee meetings, shall be proposed and agreed and this meeting calendar shall not be altered except to hold unscheduled / Special Board meetings or to cancel a meeting where it is known in advance that any specific meeting will be inquorate and therefore, without a quorum, will be unable to conduct any business.

3.3 An unscheduled meeting may be convened at any reasonable time by the Chairperson or may be requisitioned by a Board member, as provided for under Article 52 of the Constitution.

4.0 Notice of Meetings and Agenda

4.1 At least eight calendar days in advance of any meeting, any member wishing to include an item on the agenda must inform the Secretary in writing with the details of the item they wish to be included. The Secretary and Chairperson will decide on the final details of the agenda.

4.2 At least five calendar days in advance of any meeting, every member shall be issued, in a single posting with a paper or electronic copy of:

- A notice convening the meeting, giving time and place;
- An Agenda;
- The minutes of the previous meeting(s);
- All reports and other documents referred to in, or to be read in conjunction with, the Agenda. These elements are collectively known as the Board Meeting Pack (the Pack).

4.3 All items for decision shall in the normal course be supported by a written paper. If there are any reports or other documents which cannot, for stated reasons, be circulated with the agenda, these may, at the Chairperson's discretion, be tabled at the meeting, but this should only occur in exceptional circumstances. Any documents circulated manually after the distribution of the Pack will subsequently be circulated in electronic form to all members.

4.4 Failure of any member to receive notice of a meeting will not invalidate a meeting or any business transacted at that meeting provided proof of the notice being sent is available.

4.5 Any matter or business not set out on the Agenda for a Board meeting may be raised at the meeting by any Board member, and may be discussed or decided, provided the consent of the Chairperson is sought in advance of the meeting or that it is agreed by the majority of members present at the time of the Adoption of the Agenda for the meeting, when proposed by such member. In such circumstances the item will be considered after those matters already on the agenda have been dealt with or elsewhere in terms of maintaining the logical flow of the meeting.

4.6 A Board member may, and the Secretary on the written requisition of a Board member shall, at any time, summon an unscheduled / Special meeting of the Board, as provided for under Article 52 of the Constitution. Such meeting shall comply with the notice requirements for a normal Board meeting, as set out in Section 4.2, and shall specify the business to be transacted at that meeting. However, any such unscheduled / Special Board or Committee meeting may exceptionally be called at a minimum of four days' notice. Such shorter notice will be valid only if ratified by a decision of 75% of the current Board/Committee members at the commencement of the meeting called at short notice. If this is not agreed, such meeting cannot go ahead. Members who cannot attend any such short-notice meeting may however indicate their preference for its going ahead, or not, in writing to the Secretary in advance of the meeting.

4.7 The Secretary, or a designated staff member, will normally make all necessary arrangements for the holding of the meetings in consultation with the Chairperson.

4.8 The meetings of the Board and Committees will be held in private but members may, subject to prior agreement with the Board/Committee, invite others to attend any part(s) of the meeting as they may choose in order to assist the members in their consideration of any matter on the agenda.

4.9 The Board may adjourn any meeting to any other agreed time or place.

5.0 Quorum

5.1 The quorum for a meeting of the Board is as set out in the Constitution at 50% (rounded up to the nearest whole number, if necessary) of the current number of Board members provided that this is never less than five people.

5.2 Members shall make every effort to physically attend meetings in person or on-line/remotely where the meeting is set up in this way. Confidentiality of deliberations are paramount and any on-line/remote meeting should ensure that communications are secure.

5.3 It is critical that any member attending remotely can hear, be heard and speak to all members involved in the meeting. Members should have their camera on at all times during the meeting. Should any issue which limits their capacity to fully participate become evident, they should immediately indicate that there is a problem or difficulty by whatever means available either to the Secretary or Chairperson in an attempt to rectify whatever problems there may be. If the problems cannot be resolved the meeting may continue provided that it remains quorate and any decision taken will not be invalidated where a member of members is/are absent because of technological linkage problems. The Chairperson should specifically ask for the agreement or otherwise of any remote participant on any decisions being made at the meeting.

6.0 Proceedings at Meetings.

At a meeting :

6.1 The Chairperson shall, if he or she is present, be chairperson of the meeting.

6.2 If the Chairperson is not present, or the office of the Chairperson is vacant and if there is no designated vice-chairperson, the members who are present shall choose a member from among those present to be chairperson of the meeting. Any power or duty assigned to the Chairperson under the Constitution, and these Standing Order Bye-Laws in relation to the conduct of a meeting may be exercised by the person chairing at any such meeting.

6.3 Where any member at a meeting has a material interest in a matter for discussion they shall:

- Disclose such interest no later than under the 'Declaration of Interest' item on the agenda,
- Neither influence nor seek to influence a decision to be made in relation to the matter at the meeting or in any other way outside of the meeting.
- Absent themselves from the meeting when the matter is being discussed.
- Take no part in relevant deliberations.
- Refrain from voting on any relevant matters.
- Not count for quorum purposes for that item only.

6.4 Relevant disclosures, and the absence of the member(s) during the discussion on the relevant item, shall be recorded in the minutes of the meeting(s) concerned.

6.5 Where a member believes that there is an undeclared conflict, they have the responsibility to raise this as early as possible at the meeting so that the meeting can by majority

decide if on balance any member has a conflict and should therefore take no part in the consideration or decision on the stated matter.

7.0 Agenda for Board Meetings

7.1 The Order of Business at all meetings shall include:

1. Quorum and Noting of Attendance, apologies and absences.
2. To choose a person to chair the meeting, if the Chairperson is absent.
3. Adoption of the Agenda, with possible additions (as set out at Section 4 above).
4. Declaration(s) of Interest.
5. To approve as a correct record and sign the minutes of the last meeting and any decisions made since the last meeting in accordance with Section 9 below.
6. Matters of information/update, but not for discussion, arising from the minutes and not otherwise included in papers for the meeting.
7. Noting and/or approving, if required, minutes of Committee meetings, or of any documents from such Committees tabled for decision by the Board.
8. Report on activities and matters for consideration by those to whom responsibility was previously assigned.
9. Items for Detailed Discussion and/or Decision.
10. Policies / Procedures for Governance of the Institute.

7.2 The agenda and supporting papers, as appropriate, will indicate that the agenda items are for noting, or for discussion, or for decision/approval. In general, they will be taken as read moving straight to comments, questions etc and to decision especially in items 8, 9 and 10. This will facilitate the efficient conduct of the meeting and ensure time is afforded to discuss important topics on the agenda.

7.3 There shall be no 'Any Other Business' (AOB) on the agenda. Decisions may not be made on any matter not on the Agenda except as agreed in accordance with 4.1 and 4.5 above.

As far as is practicable this agenda format should be used also for Committees.

7.4 An annual schedule / calendar will be agreed for the year to ensure inclusion on the Board agenda of matters reserved for the Board and specific policy and procedural items such as, but not limited to:- Adopting a Budget and Operational Plan, consideration of the annual financial statement (audit), Strategy update, Performance reporting against annual plan targets, financial reporting, Risk Management, Committee and working group reports/presentations, policy and/or practice submissions, and Board Performance Reviews

7.5 A rolling two-year schedule should be agreed where policies and procedures are reviewed as part of the Institute's commitment to best governance practices.

7.6 The foregoing order of business may be varied by the members at a meeting for stated reasons (which reasons shall be noted in the minutes of the meeting in question).

7.7 At an additional/unscheduled meeting of the Board, only business specified in the notice convening that meeting may be transacted at that meeting.

8.0 Decision Making.

8.1 The Board and Committees will operate on the principles of collective responsibility, trust and respect in the context of the Guiding Principles above. Decisions will normally be made by consensus rather than by formal vote. Failing consensus, decisions will be made by a vote when:

- The Chairperson feels that there is a body of opinion among members at the meeting which disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged; or
- A member who is present requests that a vote be taken, and this is supported by at least 25% of the Board members present at that time; or
- The Chairperson feels that a vote is appropriate.

8.2 When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a second/casting vote in addition to his or her original vote. Any vote by the Board on a decision at a meeting will be by way of a show of hands, or, if the meeting is held online or as a hybrid between the two, by whatever mechanisms is agreed by the Board/Committee to record votes, unless a request for a secret poll is proposed, seconded and adopted by a majority of those present at the meeting.

8.3 All decisions will be recorded. Discussions shall not normally be recorded except where it may be necessary to explain the context of the decision. Minority views shall not normally be recorded although if a vote is necessary, the minority view(s) and the outcome of this will be recorded in the minutes. If a member resigns because of disagreement with a decision, the member is bound by the confidentiality obligations of the Board except where they pursue any matter under the Institute's Protected Disclosure (Whistleblowing) Policy and Procedures.

9.0 Procedure for Obtaining Board Approval between Meetings

9.1 In exceptional circumstances the Chairperson shall decide when an issue is of a sufficiently urgent nature that it cannot be delayed until a scheduled or through an additional/unscheduled meeting of the Board takes place, and that it warrants the taking of a decision by the Board by written procedure in the interval between meetings of the Board.

The request for a decision shall be communicated to Board members by e-mail and shall:

- a. Indicate the Chairperson's agreement that the decision be taken by written procedure;
- b. State the nature of the decision requested;

- c. Provide information explaining/justifying the urgent nature of the decision;
- d. Provide sufficient detailed information to enable the members of the Board to make a decision;
- e. Set out a final deadline for members of the Board to seek additional information or clarification on the issue to be decided. In general members should not make a decision on any matter until the deadline for additional information has passed;
- f. Set out a final deadline and procedures for members of the Board to inform the Secretary of their decision on the matter.

9.2 In the event that any member of the Board seeks additional clarification or information on the issue to be decided, a copy of that information will be sent to all members of the Board.

9.3 A decision shall be deemed to be taken by the Board when more than 75% of the members of the Board are in agreement on the issue to be decided. This 75% majority is to compensate for the absence of the interactive dynamic at an actual meeting where members can ascertain more information than the procedures at 9.1 and 9.2 would allow for.

9.4 The decision of the Board shall be communicated by the Secretary (or their nominee) to all members of the Board by e-mail as soon as it practicable after the decision has been taken.

9.5 Decisions taken by written procedure between meetings of the Board shall be recorded in the minutes of the subsequent Board meeting.

9.6 No decisions which are material to the running of the Institute, other than the updating of information on ongoing actions, may be made by WhatsApp or any other online means of communication, but only by email (where a record can be taken).

10.0 Minutes of Meetings.

10.1 Minutes of all meetings will be kept by the Secretary (or, in the Secretary's absence, such member of the Board/Committee as may be designated by the meeting) and a draft set of minutes shall be circulated to all Board/Committee members with the agenda of the following meeting or, where directed by the Board, at an earlier date prior to the meeting in question. On review of the draft minutes, members should, if deemed necessary, raise any matters of clarification or concerns re accuracy of the minutes within 4 days. All decisions of the Board/Committee shall be recorded in the minutes as well as details of those attending, who sent apologies, or who were absent without apology. They should also record the place and time of the meeting.

10.2 The minutes of each meeting shall be laid before the following meeting and, as confirmed or amended, shall be approved, authenticated and dated by the signature of the Chairperson of that meeting.

10.3 The names of members present or others in attendance for any part of a meeting shall be recorded in the minutes as referred to at 10.1 above. A register shall be kept showing details of the meetings attended by members and a record of such attendance shall be published in the Annual Report. Where a member has notified the Secretary, in writing, in advance of the meeting that s/he will not be present, the record shall show that the member sent apologies. Where no such notification is received in advance of the meeting, the record shall show that the member was absent.

10.4 When minutes of meeting proceedings have been approved by a validly convened meeting of the Board/Committee, it will not be in order for any member to question their accuracy nor to seek their amendment at subsequent meetings. Clarifications / Questions will only be permitted on matters arising out of the minutes on the agenda of a meeting. A matter already decided on may be re-entered onto a subsequent agenda, in accordance with Section 4 above.

10.5 The Secretary to the Board/Committee shall be responsible for the safe custody of the minutes. Secretaries must ensure all Board and Board documents as well as draft and approved minutes are properly filed within the Institute's document filing or document management system within fourteen days of every meeting. This will allow for easy access of records and material at any subsequent stage especially after any change in the holder of a secretary position.

11.0 Matters Reserved for Decision by the Board

11.1 The Board appoints members of staff whose role it is to implement the Strategy, Plans and decisions of the Board on a day-to-day basis, to manage the administration and business of the Institute and to report to the Board.

11.2 The Board may delegate many of its powers and functions to members of staff, to individual Directors or to groups of Directors. However, the following matters are reserved for decision by the Board, and may not be delegated.

- Approval of all Bye-Laws, in accordance with, and subject to the requirements of, Articles 50 and 51 of the Constitution.
- Approval of the Strategic Plan / adoption of Statement of Strategic Priorities.
- Approval of Annual operational Plans and Budgets.
- Approval of the Annual Accounts.
- Approval of the Job Specification and the terms and conditions and the decision to appoint of all employees.
- Approval of any proposed deviation from normal remuneration or superannuation.
- Any decision to borrow money.

- Any decision to indemnify members of the Board, or other persons.
- Any determination of whether a conflict of interest exists for a member, member of a Committee or member of staff and the taking of appropriate measures.
- Responsibility for systems of internal financial and other controls.
- Admission of persons to membership of the Institute.
- Disqualification and exclusion of persons from membership of the Institute.
- Adoption of Education Guidelines.
- Awarding of accreditation, or partial accreditation, of planning courses in Higher Educational Institutions, and the withdrawal of such accreditation.
- The ratification of mutual recognition of membership as between the Institute and other Planning Institutes in the EU, the UK and worldwide, where agreement has been reached between the Institutes and such other Institutes.

12.0 Documents.

12.1 The documents of the Board/Committee are the property of the Institute and as such the members are entrusted with them solely in their role as a member of the Board/Committee. Members of the Board and Committees will be held personally responsible for the safe custody of any papers or documents which may be issued or entrusted to them in the course of their work on behalf of the Institute. The loss or the unauthorised accessing of any such documents should be reported immediately to the Chairperson and Secretary of the Board. The loss or the unauthorised loss of any such documents by the Chairperson shall be reported to the Secretary and other members. When individuals cease to be members of the Board or Committee, they are required to return documents to the Secretary and/or confirm, in writing, that all documents have been destroyed and deleted from personal computers or other devices.

13.0 Confidentiality.

13.1 All proceedings of Meetings shall be treated as confidential until it is agreed that they become public in the ordinary course of the Institute's business. As part of its communications policy, internally and externally, the Board may agree whether, or if, decisions made at the meeting in question will be communicated to whom and the nature and extent of that communication.

13.2 Reports, documents issued, and briefings given to Board/Committee members in relation to all matters must be treated as confidential unless there is agreement that some of them shall be made public in the normal course of the Institute's work. This will not prevent members from seeking advice and undertaking research on any matter prior to or after any meeting provided that discretion is used with the information and that no financial, commercial or personal information is divulged.

13.3 Former members of the Board (and its predecessor Institute Council) and all Committees shall continue in perpetuity to be bound by confidentiality regarding any matters which they were aware of as a result of their membership of the Board / Council or Committee.

14.0 Procedural Decisions.

14.1 The Chairperson's decision shall be final on any point of order or procedure providing it does not conflict with the Constitution or these Standing Orders.

15.0 Amendments and Additions.

15.1 The Chairperson or any member of the Board or a Committee may submit to the Board a proposal for any new Standing Order Bye-Law or alteration of any existing Standing Order Bye-Law which may seem to her/him to be required to ensure the effective operation of the Board/Committee. Such amendments must be approved by 75% of the members of the Board at a meeting where notice of the proposed change has been given as an agenda item in accordance with Section 4 above.

15.2 All amendments approved by the Board shall lead to the updating of the Standing Orders Bye-Laws solely in accordance with the procedures set out in Sections 50 and 51 of the Constitution.