



The one hundred and thirty-sixth meeting of the Joint Nature Conservation Committee to be held at 11.00 on Wednesday 13th September 2023 and 09.00 on Thursday 14th September 2023, at JNCC's offices, Inverdee House, Baxter Street, Aberdeen AB11 9QA

This paper was provided to the Joint Committee for decision/discussion or information. Please refer to the minutes of the meeting for Committee's position on the paper.

To view other Joint Committee papers and minutes visit <https://jncc.gov.uk/about-jncc/who-we-are/joint-committee/>

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Turning science into action for nature, people and the planet.

OFFICIAL

Joint Nature Conservation Committee

Review of Joint Committee and Company Board Standing Orders

Cover note by Tracey Quince

Executive Summary

1. Action required

1.1 The Joint Committee is asked to:

- i. **Discuss** the standing orders for the Joint Committee and Company Board.
- ii. **Agree** the change in section 7 (paragraph 7.3) which now includes staff attendance at meetings through the Joint Committee observer programme.

2. Key issues

2.1 The standing orders are reviewed biennially. This reflects best practice for Boards. The current version was agreed in September 2021 where a number of changes were made, post pandemic to reflect new ways of working in relation to virtual meetings, sustainability and cost.

2.2 The 2023 review has been light touch with only minor changes to text for clarity. All changes are in bold text. The key change is the addition to section 7 to include staff attendance for those chosen for the Committee observer programme.

Annex 1

STANDING ORDERS FOR MEETINGS OF THE JOINT NATURE CONSERVATION COMMITTEE AND JNCC SUPPORT CO BOARD

1. Introduction

- 1.1 The Standing Orders relate to the conduct of meetings for the Joint Nature Conservation Committee and the JNCC Support Co Board. They supplement, and should be read in conjunction with, Schedule 4 of the Natural Environment and Rural Communities Act 2006 and the Articles of Association.

2. Frequency and location of meetings

- 2.1 There will be four Joint Committee meetings each year, held in March, June, September, and November/December. Up to two meetings will be held at locations across the UK on a rotational basis, **one** meeting will take place in Peterborough or Aberdeen and at least one meeting per year will be virtual. The balance of virtual and in-person meetings will be flexible, affording opportunities to have different combinations as the need arises. Meetings will normally be scheduled at least **one** year in advance. Intersessional meetings and briefings will be arranged as required.
- 2.2 Timings and locations of meetings should seek to minimise (within reason) the following:
- i. The direct financial costs to the public purse.
 - ii. The time commitment (and so indirect financial cost) involved for all participants.
 - iii. The impact on the organisation's environmental footprint, and in particular its carbon footprint.
- 2.3 If more than half of Committee members request an Extraordinary Meeting, either following discussion at a Committee meeting or by notifying the Chair in writing, the Chair shall arrange such a meeting within 7 days of the request being received. The Extraordinary Meeting so announced shall be held within 14 days of its announcement.
- 2.4 There will be one **Company** Board meeting each year in June. This will be held at the location chosen for the June Joint Committee meeting.

3. Meeting agenda and papers

- 3.1 The agenda for Joint Committee and **Company** Board meetings will be proposed by the CEO and approved by the Chair, or in their absence, the Deputy Chair. The agenda will set out the main items for discussion. With the exception of business raised under AOB, 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 and then only with the Chair's agreement.

- 3.2 Joint Committee and **Company** Board papers will normally be sponsored by a Director and approved for issue by the Chief Executive. Papers should be four pages (without annexes), 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 should be clear as to any material financial, delivery, risks and/or reputational implications of its recommendations. The recommendations to the Joint Committee and **Company** Board should be clearly stated and highlighted and, wherever possible, clear options should be presented to inform decision-making.
- 3.3 Where legally privileged information needs to be shared with the **Company** Board to inform discussions, this decision will be made on a case-by-case basis with a view to protecting legal privilege.

4. Participation in Committee meetings

- 4.1 No decision shall be made at a Committee meeting unless a quorum is present throughout. The quorum for Committee is at least six members excluding the Chair (four country conservation body members and two independent members).
- 4.2 Participation in in-person Committee meetings will usually be in person, but, exceptionally, with the permission of the Chair, individual members may participate by telephone/video conference/Teams or other facility enabling all people participating in the meeting to hear each other. Participation in a meeting in this manner is taken to be presence in person at the meeting. For the purpose of determining whether a quorum is present, a Committee or Company Board member may be counted in the quorum if they are able to participate in the proceedings of the meeting and remain available throughout the discussion and decision for each item for which they are counted as part of the quorum. Written comments on agenda items may be submitted to the Chair, at least 24 hours in advance of the meeting by any non-participating members.
- 4.3 If the Chair of the Joint Committee is unable to participate, the Deputy Chair will substitute for that meeting. In the event that the Deputy Chair is not present, or the role is vacant, members may appoint any member to be a 'substitute Chair' for that particular meeting. Any power or duty assigned to the Chair in relation to the conduct of a meeting may be exercised in their absence by the member presiding at the meeting.

5. Declaration of interests at Committee and Support Co Board meetings

- 5.1 Members of the Joint Committee/Support Co Board may not participate in the discussion or determination of matters in which they have a direct pecuniary interest.

- 5.2 Members are responsible for stating any pecuniary interest they may have in any matter discussed during a meeting of the Joint Committee/Support Co Board before the commencement of discussion of the item. In the event of a member not appreciating at the outset of a meeting that an interest exists, the member should declare such an interest as soon as they become aware of it.
- 5.3 When an interest is not of a direct pecuniary kind, members should consider whether participation in the discussion or determination of a matter would involve a real danger of bias. This should be interpreted in the sense that members might unfairly regard with favour, or disfavour, the case of a party to the matter under consideration. In considering whether a real danger of bias exists in relation to a particular decision, members should assess whether they, a close family member, a person living in the same household as the Joint Committee/Support Co Board member, or a firm, business or other organisation with which the Joint Committee/Support Co Board member is connected, is or is likely to be affected more than the generality of those affected by the decision in question. This would cover, for example, a situation involving a connection with a non-governmental organisation which received funding from the Joint Committee/Support Co Board, or which stood to benefit by a particular course of action which might be taken by the Joint Committee/Support Co Board.
- 5.4 In any case of doubt, the Joint Committee/Support Co Board member should openly declare the possibility of an interest, whether direct or indirect. The Chair will rule on whether any interest is such as to prevent the member participating in discussion or determination of the matter.
- 5.5 Where in the opinion of the Chair there is a potential conflict of interest between the member's interest and that of the Joint Committee/Support Co Board, the member shall withdraw from the meeting for the duration of the item.
- 5.6 Additionally, each member of the Joint Committee/Support Co Board is responsible for:
- i. declaring, at least annually as required, for recording in the Register of Interests, any personal interest they may have, whether financial or otherwise, in the business of the Joint Nature Conservation Committee/JNCC Support Co. This includes any interest in other bodies whose business might impinge on that of the JNCC/company. Examples include being a paid employee, partner, director or proprietor of a company, partnership, or other body.
 - ii. declaring, at least annually as required, for recording in the Register of Interests, any such personal interest on the part of a close family member, and their involvement in any not-for-profit organisation, e.g., charity, as a Trustee or member of the Committee of management or other controlling body, if that body might receive funding from the JNCC or where the family members might be involved in promoting such other organisation, or other significant dealings.

- iii. maintaining the confidentiality of official-sensitive JNCC business at all times, including official-sensitive papers and discussions relating to Joint Committee/Support Co Board meetings.

6. Attendance of the public at Committee and Support Co Board meetings

- 6.1 All business sessions of the Joint Committee/Support Co Board are normally held in open session, however there may be agenda items categorised as official sensitive which will be taken in closed session. Open session items may be considered in public. Closed session items will exclude the public and may also have a range of executive representation. The Chief Executive and JNCC Directors will attend both open and closed sessions unless absence is agreed with the Chair.
- 6.2 The public are welcome to attend Joint Committee/Support Co Board meetings as observers, but not to participate. Notice of planned attendance by the public to open session items must be provided 24 hours prior to any Joint Committee or **Company** Board meeting by e-mailing the [contact email](#) on the JNCC website.
- 6.3 No cameras or recording equipment shall be allowed into meetings of the Joint Committee/Support Co Board, except with prior permission from the Chair.

7. Staff Attendance at Meetings

- 7.1 The Chief Executive and JNCC Directors shall have the right to attend all Joint Committee and Board meetings, except for parts of meetings when agreed by members that the matter under discussion should involve members only.
- 7.2 In addition to the Chief Executive, Directors, and the Governance Manager, will, except when requested or excused by the Chair, attend meetings of the Joint Committee and **Company** Board. Other members of staff will attend for particular agenda items as necessary and as agreed by the Chair.
- 7.3 **Staff selected for the Committee observer programme will attend meetings for the duration of their time on the programme. Staff observers will be present for all open and closed sessions of the Committee unless the item under discussion should involve members only or if they are requested to leave by the Chair.**

8. Availability of agendas, papers, and minutes in advance of meetings of the Joint Committee/Support Co Board

- 8.1 The Joint Committee/Support Co Board is committed to the principle of open government. Items for consideration at meetings of Joint Committee/Support Co Board will be classified as official-sensitive subject to the conditions set out in relevant legislation and government guidance¹. Guidance on confidentiality of Joint Committee/Support Co Board business is attached at Annex A.

¹ e.g. Environmental Information Regulations; Data Protection Act; Copyright Acts; Code of Practice on Access to Government Information; Freedom of Information Act.

- 8.2 The agenda and supporting papers for Joint Committee/Support Co Board meetings, including unconfirmed minutes of the previous meeting, will normally be dispatched to the receiving address of each Committee member at least nine working days prior to the Joint Committee/Support Co Board meeting.
- 8.3 Papers shall be made available to the public via the JNCC's website and on paper on request as far as practicable, including at meetings to which they relate. Agendas and papers will normally be made available on the website at least seven working days in advance of the meeting to which they relate and unconfirmed minutes no later than 30 working days after the meeting to which they relate. Cover notes are provided with all papers on the website explaining their status and referring readers to the minutes of the meeting for the views of the Joint Committee/Support Co Board on the paper.

9. Order of business at Joint Committee/Support Co Board meetings

- 9.1 Business at Joint Committee/Support Co Board shall normally include items *inter alia*:
- i. to record the names of members attending the meeting.
 - ii. to receive apologies for absence.
 - iii. to receive any declaration of interest for specific items of which any member or officer is aware.
 - iv. to consider matters brought forward at the direction of Chair or members of Joint Committee/Support Co Board.
 - v. to consider matters arising.
 - vi. to consider reports from the Committee's sub-committees.
 - vii. to consider specific matters or documents relating to the Joint Committee/Support Co Board's work, including papers circulated subsequent to the normal issue of papers for the meeting.
 - viii. to consider any other business.
 - ix. to confirm the venue, date, and time of the next meeting.

10. Decision-making procedures for Committee

- 10.1 The Committee will normally reach decisions by consensus. Where agreement cannot be reached by consensus, a vote will be taken on recommendations to Committee once all issues relating to them have been discussed.
- 10.2 Each Committee member is entitled to one vote.

- 10.3 A majority vote is required for a decision to be agreed. If a majority vote is not reached and the issue must be decided at the meeting, the Chair has a second or 'casting' vote. If any member(s) disagree(s) with the final decision, (s)he may have their views noted in the minutes. If a vote is not taken, then the issue(s) may be deferred so that additional information or options can be provided.
- 10.4 Once a vote has been taken and the outcome determined, the Chair will state the decision made and this will be recorded for the minutes.
- 10.5 The Committee may agree to specific decisions being made by consultation of members intersessionally. In such cases the Committee should also agree the process by which this will be done. In other cases, the Chair may act under specific, or general, delegated authority to make decisions intersessionally on the Committee's behalf.
- 10.6 The Committee may decide to defer a decision on an agenda item so that it can be provided with more information, additional decision options or for any other reason. The decision to defer, with the reasons, will be recorded in the minutes of the meeting along with the indicative timescale for returning the matter to the Committee for further discussion and decision.

11. Advice to the Committee and Board

- 11.1 In reaching decisions at Committee and Board meetings, the Committee and **Company** Board will take advice as appropriate. This will generally be from the Chief Executive, or such other serving member of the Executive Leadership Team or staff present. The Chief Executive in their capacity as the organisation's Accounting Officer has a specific role in advising the Committee and **Company** Board on matters of propriety, economy, effectiveness and/or efficiency. The Committee may also seek advice from its Sub-Committees who have prescribed delegations, or any other internal or external source as it regards necessary.
- 11.2 In circumstances where advice from the Chief Executive is overruled by the Committee or **Company** Board, or in their formal capacity as Accounting Officer, where the Chief Executive feels that the action contemplated could not be defended before Parliament, the Chief Executive may require the Chair to give them a written instruction on the matter. Such an instruction will be drawn to the attention of the Comptroller and Auditor General (C&AG), at National Audit Office Scotland and the Principal Accounting Officer in Defra.

12. Production and distribution of minutes of Joint Committee/Support Co Board meetings

- 12.1 Minutes will be taken by a member of **JNCC** staff. Taken in conjunction with the papers presented to the meeting, the minutes should provide an accurate record of the meeting, in sufficient detail to comprise an audit trail of issues discussed and decisions taken by Joint Committee/Support Co Board.
- 12.2 Draft minutes shall be circulated to all members within 15 working days of the date of the Joint Committee/Support Co Board meeting. Joint Committee/Support Co Board members should inform the Chair of any

proposed amendments to the minutes within 10 working days of receipt. The Chair will arbitrate over matters of dissent, following consultation with the Chief Executive. Within 30 working days of the meeting, the Chair will clear the minutes for publication on the JNCC's website, amended as necessary, as the unconfirmed record of the meeting.

- 12.3 The unconfirmed minutes will be confirmed at the next meeting of the Joint Committee/Support Co Board, sent to all members and published on the JNCC's website (see 6.3 above).

13. Role and responsibilities of the Chair, in respect of meetings of the Joint Committee/Support Co Board

13.1 The Chair is responsible for:

- i. preserving order amongst all those present in meetings of the Joint Committee/Support Co Board, including any members of the public.
- ii. determining all matters of order, conflict of interest, confidentiality, competency, and relevancy.
- iii. determining in which order members wishing to speak should do so.
- iv. ensuring that members of the Joint Committee/Support Co Board have sufficient opportunity to express their views on any matter under discussion.
- v. deciding whether to defer to a closed session discussion of any item if it becomes apparent that open debate would breach personal or commercial confidentiality or would otherwise compromise the JNCC's duty to safeguard the public interest. In reaching decisions of this nature, the Chair shall follow the guidance set out in Annex A to these standing orders, "JNCC guidance on confidentiality of papers relating to meetings of the Joint Committee and Support Co Board", especially the section headed "Criteria for determining confidentiality of JNCC business". If the Chair decides that an item of business should be deferred to a closed session, they shall advise the meeting of the reason(s) for their decision; and
- vi. making decisions intersessionally on behalf of the Joint Committee/Support Co Board when specifically authorised to do so.

14. Role and responsibilities of the Chief Executive in respect of meetings of the Joint Committee/Support Co Board

- 14.1 The Chief Executive, in the role of Accounting Officer, has responsibilities (and associated powers) to advise the Committee and to take action if they feel that the Committee makes any decisions that would infringe their governance or statutory responsibilities.
- 14.2 In the event that their advice is overruled by the Joint Committee/Support Co Board, and the Chief Executive feels that the action contemplated could not be defended before the Public Accounts Committee, the Scottish Parliament,

the National Assembly for Wales and the administration in Northern Ireland, the Chief Executive may require the Chair to give him/her a written instruction on the matter, which instruction will be drawn to the attention of the Comptroller and Auditor General.

15. Role and responsibilities of other officers of the JNCC and guests, in respect of meetings of the Joint Committee/Support Co Board

15.1 Staff of the JNCC Support Co., country nature conservation body board members or staff, and external experts may from time to time be invited by the Chair or nominated by presiding members to participate in Joint Committee/Support Co Board meetings. Their role is to inform and provide guidance to Joint Committee/Support Co Board on issues under discussion to enable Joint Committee/Support Co Board to reach decisions. They may take no part in the formal decision-making process.

16. Suspension and amendment of standing orders

16.1 These standing orders may not be suspended, amended or added to except by a decision by Joint Committee/Support Co Board at a meeting.

16.2 Notwithstanding the provision in paragraph 16.1 above, these standing orders may not be suspended, amended, or added to where this would contravene any statutory provision or direction made by the Secretary of State.

16.3 These standing orders will be reviewed at least every two years, with the next review to take place in September 2025.

ANNEX A

JNCC GUIDANCE ON CONFIDENTIALITY OF PAPERS RELATING TO MEETINGS OF THE JOINT COMMITTEE AND COMPANY BOARD

1. The Joint Committee and Company Board intends that as much as possible of its business shall be open to public scrutiny.
2. Most information can be freely disclosed, subject to the conditions set out in relevant legislation and government guidance (e.g., Freedom of Information Act; Environmental Information Regulations; Data Protection Act; General Data Protection Regulation; Copyright Acts; and the Code of Practice on Access to Government Information).
3. Papers written for consideration at meetings of the Committee or Company Board may be discussed in the presence of members of the public and will be published, with their associated minutes, unless classified as confidential. It should be made clear however that confidential papers can be requested by others and refusal to disclose could require a specific public interest test.
4. Only information of types listed in paragraphs 1-3 of the attached criteria may (although not necessarily will) be classified as confidential. The Chair may decide, having regard to the public interest as required, that a confidential classification should not be applied.
5. Authors of papers that need to include information of the types described in paragraphs 2 and 3 of the criteria should endeavour to obtain permission to publish from any third party involved before submitting the paper to the Committee or Company Board. If permission is not obtained in writing the paper must be classified as confidential and must not be disclosed to the public or discussed in their presence.
6. The Director sponsoring a paper that needs to include information of the types described in paragraphs 1-3 of the criteria should agree with the Chief Executive the status of the paper and explain the reason for the inclusion of any confidential information in the cover note.
7. If confidential information is essential to the purpose of the paper and cannot be entirely excluded, it should, where possible, be mentioned only in a separate, confidential, cover note so that the paper itself need not be confidential. Alternatively, it may be possible for specific sections of the paper to be confidential.
8. If confidential information cannot be mentioned separately from the rest of the paper without the paper becoming too opaque to be understood, the whole paper must be classified as confidential and must not be disclosed to the public or discussed in their presence.
9. The Chair may decide, before or during a Committee or Company Board meeting, that discussion of a paper not classified as confidential is likely to breach personal or commercial confidentiality or would otherwise compromise the JNCC's duty to safeguard the public interest. In such circumstances, further discussion will be deferred to a session to which the public is not admitted.

10. Minutes of confidential items will also be confidential where they contain information of the type described in paragraphs 1-3 of the criteria.
11. Confidential papers and minutes will be periodically reviewed. Where, in the opinion of the Chief Executive the reason for confidentiality is no longer relevant, papers will be made open and placed on JNCC's website.

CRITERIA FOR DETERMINING CONFIDENTIALITY OF JNCC BUSINESS

1. Never disclose information:
 - 1.1 whose publication is prohibited by statute, e.g., the Official Secrets Acts, the Data Protection Act 2018, Copyright Acts, Public Records Acts.
2. Disclose information only with permission from third party and legal advice:
 - 2.1 relating to legal proceedings (including public inquiries), where it is not already in the public domain.
 - 2.2 whose disclosure could endanger the life or physical safety of any person.
3. Disclose information after making a public interest judgement:
 - 3.1 relating to individual(s) (e.g., where publication would breach personal privacy rights).
 - 3.2 received by the JNCC in confidence.
 - 3.3 commercial-in-confidence and contractual information.
 - 3.4 whose disclosure would pre-empt its imminent publication in some other form.
 - 3.5 constituting advice given in confidence to the UK Government or Devolved Administrations.
 - 3.6 whose disclosure would increase the likelihood of damage to the environment but whose disclosure would nevertheless be in the overwhelming public interest.
 - 3.7 relating to sensitive staffing and management matters.
4. Papers should be written to be read by the general public. All papers should be:
 - factual
 - succinct
 - clear and self-explanatory
 - impersonal and dispassionate
 - free of jargon and/or abbreviations.
5. For further advice, please contact the JNCC's Communications Team.