

BÒRD NA GàIDHLIG

STANDING ORDERS

Objects

Bòrd na Gàidhlig is established to carry out the functions stated in the Gaelic Language (Scotland) Act 2005 (“the Act”)

The Bòrd

Management of the business of Bòrd na Gàidhlig shall be carried out by the Bòrd who shall be entitled to exercise all the powers listed in schedule 1 to the Act. .

Membership of the Bòrd

The Bòrd shall consist of the Chairman (Cathraiche) and the ordinary Members of Bòrd na Gàidhlig appointed by the Scottish Ministers in terms of the Act. The Scottish Ministers may terminate the membership of the Bòrd at any time on the basis of the reasons stated in Schedule 1 to the Act.

Proceedings of the Bòrd

This paper sets out the procedures which apply to meetings of the Board and of its committees. These standing orders are in addition to any requirements set out in the Act and in the founding designation order, and any further Acts of Parliament or guidance from Scottish Ministers.

(a) Quorum

The quorum of the Bòrd shall be 5.

(b) Meetings The Bòrd shall hold at least two meetings per year and such other meetings as may be necessary for it to fulfil its functions in terms of the Act and the Bòrd may adjourn their meetings from time to time as necessary.

Notice of meetings of the Bòrd shall be given to the members at least 7 days in advance and shall be sent by the Ceannard (or such other employee of the Bòrd acting on his instructions) to the members of the Bòrd at the address notified to the Bòrd in the United Kingdom and shall specify the nature of the business to be dealt with at such meeting. Meetings of the Bòrd may be held on shorter notice provided a quorum is present and those present unanimously approve the reduction of the period of notice. Exceptionally, if a Bòrd decision is required urgently and it is not possible to convene a meeting, the matter will be dealt with through correspondence. The decision to do this will be made by the Cathraiche (or his/her nominee). In such circumstances, views will be sent to the Cathraiche (or his/her nominee). The decision will be ratified at the next Bòrd meeting.

The Ceannard and members of the Senior Management Team will normally attend all meetings of the Bòrd, along with such other members of staff required to assist with the business of the meeting .

Bòrd meetings will normally be chaired by the Cathraiche or the Cathraiche’s nominee. Failing which, if no advice from the Cathraiche is available, Board Members present will choose by majority vote which one of their number will preside.

Scottish Ministers or their representatives may attend and take part in either full or committee meetings of Bòrd na Gàidhlig, but such representative is not entitled to vote.

The Bòrd shall publish Minutes in Gaelic, English and such other languages as would assist in the efficient conduct of its business, and these shall be retained in permanent form and include:-

- (a) the names of the those present at each meeting of the Bòrd
- (b) the names of those present at any committee of the Bòrd .
- (c) all decisions and proceedings at all meetings of the Bòrd
- (d) all proceedings and recommendations of committees of the Bòrd, and decisions by the Policy and Finance and Remuneration Committees.

Any register, index, minute book, book of account or other book required to be kept by or on behalf of Bòrd na Gàidhlig shall be kept by recording them on paper in permanent form, or electronically in a manner the Bòrd deems appropriate.

The Bòrd may from time to time regulate the conduct of their proceedings to provide that such proceedings can be carried out by means of conference by telephone; electronic communication; or video-conference, so long as all persons participating can hear or read each others statements to the meeting and participation by such means shall constitute presence in person at such a meeting.

(c) Voting

Unless otherwise expressly provided for in these Standing Orders decisions of the Bòrd shall be taken by simple majority. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote.

No objection shall be raised as to the admissibility of any vote at any meeting of Bòrd na Gàidhlig except at the meeting or adjourned meeting at which the vote objected to is or may be given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection shall be referred to the chairman of the meeting whose decision shall be final and conclusive. An objection to the admissibility of any vote must be made prior to the Bòrd commencing discussion of the next item on the agenda of the meeting.

(d) Minutes and notice of meetings

The Ceannard (or his representative) shall organise the taking of the minutes of meetings of the Bòrd and shall issue such notices and intimations as are required to members of the Bòrd.

The minutes of meetings will be approved by the Chair and circulated to Bòrd members and the Sponsor Division within 2 weeks of the date of the Bòrd meeting .

(e) Remuneration of Members

Remuneration of members of the Bòrd shall be as stated in their letter of appointment. Members will be entitled to reimbursement of reasonable travelling and other expenses, including reasonable child and carer costs, incurred by them in attending meetings or carrying out the business of Bòrd na Gàidhlig.

(f) Committees

The Bòrd may establish committees and may provide for the areas of the work, functions and responsibilities of the Bòrd to be undertaken by such committees and shall determine the rules of procedure by which the committees shall operate. The Bòrd may co-opt to any such committee, persons who are considered to be capable of contributing to the work of such committees.

The Bòrd may at any time dissolve a committee or alter the membership thereof.

The Bòrd will appoint Committee Chairs. Committee meetings will normally be chaired by the appointed Chair or his/her nominee. Failing which, if no advice from the Committee Chair is available, Board Members present will choose by majority vote which one of their number will preside.

Committees will be supported by such Bòrd staff as reasonably required, and these staff will be responsible, by arrangement with the committee chairs, for preparing and distributing agendas, supporting papers and minutes relating to meetings of the committees. Committees will be established with a specific remit and are expected to bring recommendations to the Bòrd for further discussion and agreement

The Bòrd shall at all times maintain an Audit Committee, to attend to issues of risk, control and governance and associated assurance through a process of constructive challenge.

(g) Proceedings of Committees

The meetings and proceedings of any committees shall be governed by the provisions of these Standing Orders for regulating the meetings and proceedings of the Bòrd so far as the same are applicable and not superseded by any rules made by the Bòrd.

(h) Employment of staff The Bòrd will determine the number of staff it requires. The appointment of the Ceannard will be carried out in accordance with the above and the requirements of paragraph 5(1) of the schedule to the Act. .

The Ceannard is responsible for overall organisation, management and staffing of the Bòrd. It is the responsibility of the Ceannard to advise the board on matters of financial propriety and regularity. The Ceannard shall have the right to attend and speak at all Bòrd meetings and Committee meetings (albeit without voting rights), except for parts of meetings when agreed by Bòrd Members that the matters under discussion should involve Members only, for example where performance, remuneration or conduct of the Ceannard is under discussion.

(i) Annual Report and Accounts

The Bòrd will submit to the Scottish Ministers and the Scottish Parliament, as soon as it is available and no later than 31st December in each year their accounts and annual report. The Bòrd will publish the annual report in hard copy for general distribution, and it will also make it available on its website.

(j) Use of Gaelic

All proceedings of meetings of the Bòrd shall be carried on in Gaelic unless the Bòrd agrees otherwise. The Bòrd shall make available appropriate arrangements for the translation of any proceedings into English and such other languages as the Bòrd may from time to time consider appropriate in the conduct of its business.

(k) Particular Powers-

The Bòrd in exercise of its powers in the Gaelic Language (Scotland) Act 2005, the Bòrd shall :

- (a) expend the funds of Bòrd na Gàidhlig in such manner as they shall consider most beneficial for the purposes of discharging their statutory functions.
- (b) provide any necessary equipment or accommodation for the purposes of Bòrd na Gàidhlig.
- (c) make, and from time to time repeal or alter these Standing Orders as to the management of Bòrd na Gàidhlig and the affairs thereof, and as to the duties of any employees of Bòrd na Gàidhlig, and as to the

conduct of business by the Bòrd or any committee of the Bòrd and as to any of the matters or things within the powers or under the control of the Bòrd, all in accordance with the provisions of the Act.

(l) Bankers and Cheques

The Bòrd shall appoint Bankers and make such arrangements concerning authority to authorise payments as it shall deem to be appropriate, always obtaining the approval of the full Bòrd.

(m) Accounts

The Bòrd must-

(a) Prepare proper books of account to be kept with respect to -

(i) all sums of money received and expended by the Bòrd and the matters in respect of which the receipt and expenditure takes place;

(ii) all sales and purchases of goods by the Bòrd ; and

(iii) the assets and liabilities of the Bòrd

Proper books shall be kept in accordance with the requirements of the Scottish Public Finance Manual. The Bòrd will submit the accounts to those Auditors nominated by the Auditor General for Scotland for auditing.

(b) Prepare a balance sheet and annual statement of income and expenditure in accordance with best accounting practice and the requirements of the Scottish Public Finance Manual. Thereafter the Bòrd must submit its audited accounts to the Scottish Ministers and the Scottish Parliament. It must publish the accounts by 31st December in each year. Copies will be made available on the internet and in paper form as requested.

(n) Procurement

The Bòrd shall at all times comply with the Public Contracts (Scotland) Regulations 2006 and any amendments thereto in relation to procurement, and shall adhere and comply with the relevant guidance contained in the Procurement section of the Scottish Public Finance Manual and any Procurement Guidance Notes issued by Scottish Ministers. The Bòrd shall also ensure that it complies at all times with all relevant EU directives and communications.

(o) Freedom of Information

The Freedom of Information (Scotland) Act 2002 entitles any person to request access to all types of information held by public authorities. Bòrd na Gàidhlig as a body listed in Part 7 of Schedule 1 to that Act, comply with the obligations contained therein. The Bòrd will act in a spirit of openness and transparency and, as required by Section 23 of the Act, will adopt and maintain a publication scheme, approved by the Scottish Information Commissioner, which gives details of the classes of information it routinely makes publicly available. It will also indicate what charge, if any, will be made and in what form the information will be available. This will assist members of the public to identify what information is readily available on request.

Requests for information under the Act will be dealt with by the Head of Finance & Corporate Services, who shall be the primary point of contact.

(p) Complaints

The Bòrd shall operate a Complaints Policy to assist people to complain if they are not happy with any aspect of the Bòrd's service, to enable problems to be resolved quickly and effectively. The Bòrd will introduce the model Complaints Handling Procedure issued by the Scottish Public Services Ombudsman's Complaints Standards Authority (CSA) across all Bòrd services from 31 March 2014.

(q) Suspension and Amendments of Standing Orders

These standing orders may be suspended, varied, revoked or added to only by the Bòrd, and any such alterations will require the consent of more than one-half of the entire membership. Notice of the intention to bring forward proposed amendments to standing orders must be signified at the previous board meeting. Notwithstanding this provision, no standing order may be suspended or amended if this would contravene any statutory provision or direction made by Scottish Ministers.