



Standing Orders

for formal meetings of

Bòrd na Gàidhlig's Board

Approved by: **The Board**

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A' Ghàidhlig is Beurla co-ionnan: OND

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(Applies also to Bòrd na Gàidhlig's Committees unless stated otherwise in Committee Terms of Reference)

Preamble

Bòrd na Gàidhlig was established to carry out the functions stated in the Gaelic Language (Scotland) Act 2005 ("the Act").

This paper sets out the detailed procedures that apply to the conduct of meetings of Bòrd na Gàidhlig's Board. The procedures also apply to meetings of the Committees of the Board as appropriate unless a Committee adopts its own standing orders, in which case they must be endorsed by the Board.

These Standing Orders are in addition to the requirements as set out in the Gaelic Language (Scotland) Act 2005 and the provisions set out in the following documents:

- Code of Conduct for Members of Bòrd na Gàidhlig (2023)
- The Ethical Standards in Public Life etc. (Scotland) Act (2000)
- Environmental Information (Scotland) Regulations (2004)
- The Freedom of Information (Scotland) Act (2002)
- The Data Protection Act (2018)

Bòrd na Gàidhlig's Board members are appointed by the Responsible Minister, and the Board will consist of no fewer than 5, nor more than 11, ordinary members. An additional member is appointed by the Responsible Minister to be the Cathraiche (Chair).

Board Membership

Where the office of Cathraiche is vacant, the ordinary members must elect from amongst themselves a person to chair the Board until an appointment is made under subparagraph (1)(b) of the Gaelic Language (Scotland) Act 2005.

The Cathraiche can nominate a vice-chair from amongst the board members to act as chair in the event that the Cathraiche is unable to carry out the role for a limited term. This is a pro-tem role and will not replace the provision above.

All Bòrd na Gàidhlig Board members are appointed on an individual basis and not as representatives of organisations. Duration of appointments is as set out in a member's letter of appointment.

Quorum

The quorum of Bòrd na Gàidhlig Board is a majority of members able to make the decision, having not been obliged to withdraw as a result of declaring an interest, including the person chairing the meeting. No decisions will be made at a meeting of

Bòrd na Gàidhlig's Board unless a quorum is present. All attendances and absences will be recorded in the minutes of any meeting.

Complete meetings can be held online or through telephone, conference call or video conference facilities and the format shall be decided by the Chair.

In these circumstances, Members would be deemed to be present and to constitute part of the quorum for the purposes of that meeting so long as they are able to participate in discussions (eg unaffected by technical problems). In all circumstances, the Cathraiche would have the final authority and would be dependent on the Member providing suitable notice and the availability of the appropriate technology at the meeting location. If a Member, without reasonable justification, has been absent from meetings of Bòrd na Gàidhlig's Board for a period longer than 4 consecutive months or for 3 consecutive meetings and has not been given leave by the Cathraiche, the Cathraiche will advise the Minister.

Members of Committees who are not members of Bòrd na Gàidhlig's Board may, at the discretion of the Cathraiche, be invited to attend part or all of Bòrd na Gàidhlig Board meetings or to make presentations to Bòrd na Gàidhlig's Board. They will not however be entitled to vote.

Use of Gaelic

All proceedings of meetings of the Board and its committees shall be carried on in Gaelic unless the Board agrees otherwise. Bòrd na Gàidhlig shall normally make available (if technically possible) appropriate arrangements for the translation of any proceedings into English and such other languages they may from time to time consider appropriate in the conduct of its business.

Delegation

Bòrd na Gàidhlig's Board may delegate powers to Board Committees, other groups or individuals as it considers necessary. Bòrd na Gàidhlig's board shall decide the remit, Chair arrangements and membership, level of delegated authority, and any other rules which accompany the delegation. Unless otherwise directed, Committees, other groups and individuals will report direct to Bòrd na Gàidhlig's Cathraiche.

Schedule of Meetings

Bòrd na Gàidhlig's Board will approve in advance of each calendar year, dates and venues for its meetings for the following year. The schedule will be from April to March with a meeting frequency of approximately once every three months. The forward schedule of Board meetings is published on Bòrd na Gàidhlig's website, and the agenda and papers will be issued to members at least 10 calendar days in advance of each

meeting (unless a later circulation is considered preferential by the Cathraiche for one or all of the papers).

The Cathraiche may convene a special meeting of Bòrd na Gàidhlig's Board when it appears that an item of business requires urgent consideration. Any Member may request that a special meeting be convened. The final decision on whether this proceeds rests with the Cathraiche or, in their absence, the Chair of the Audit and Assurance Committee, who will also determine which members of staff should attend.

Board Agenda and Papers

The agenda for each Bòrd na Gàidhlig Board meeting is prepared and cleared by the Leadership Team for approval by the Cathraiche. The Board agenda is posted on Bòrd na Gàidhlig's website minus any closed session items, one week prior to the Board meeting. Agenda items may change prior to the meeting, with any changes reflected on the website agenda.

Timings and locations of meetings should seek to minimise (within reason) the following:

- the direct financial costs to the public purse.
- the time commitment (and so indirect financial cost) involved for all participants.
- the impact on Bòrd na Gàidhlig's environmental footprint, and in particular its carbon footprint.
- Timings and locations should also seek to maximise accessibility to the public.

Bòrd na Gàidhlig's Board will aim to have at least one community visit a year. This will be noted on the forward schedule.

The running order of items on the Board agenda will be agreed with the Cathraiche/Ceannard and as far as possible will take into account the travel arrangements for staff and members who plan to attend.

Board papers are considered and approved by the Leadership Team prior to submission to Bòrd na Gàidhlig's Board unless other governance processes are in place.

The Board secretariat team will electronically collate, circulate and, where necessary, provide papers for the agreed Agenda items at a meeting, unless it has been previously agreed with the Chair of the meeting that no paper is required.

Papers will be electronically sent to the meeting attendees at least 10 days prior to the meeting.

If papers are not available for dispatch 10 days prior to the meeting, the Board secretariat team may, after consultation with the Chair of the meeting and the Ceannard, make a late posting, or table the paper(s) at the meeting, or withdraw the item(s) from the Agenda

of the meeting. Occasions when these timescales may not be adhered to are if Special meetings are agreed at short notice, every attempt however will be made to dispatch papers in advance of the meeting

Board meeting agenda items may be categorised Open, Closed or Private. Board meetings will normally be held in Open session. However, there may be agenda items categorised as Closed or Private. 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 Ceannard will attend both open and closed sessions unless absence is agreed with the Chair. Private session items will be Board members only and where necessary, a Board member will be nominated as scribe.

The formal record of Bòrd na Gàidhlig's Board meeting will be published, in Gaelic and English, on Bòrd na Gàidhlig's website within 8 weeks of the meeting-

Board members are permitted to request any item to be discussed in closed session; this will be discussed in conjunction with the Cathraiche and at their discretion. Should an item of business be taken in closed session, then a valid reason must be given. Closed session minutes will not be published to the website.

Board Papers dealt with in Closed Session

There is a presumption that Bòrd na Gàidhlig's Board papers will be considered in Open Session unless there are strong grounds for confidentiality. The Freedom of Information (Scotland) Act 2002 is used, along with the Environmental Information Regulations 1994 and the Data Protection Act 2018, to guide which papers should be dealt with in closed session. Decisions on this are made by the Cathraiche in consultation with the Ceannard.

Board papers which may be dealt with in closed session (subject to the views of the Cathraiche and Ceannard) include papers relating to personnel and staffing issues. The reasons for papers being dealt with in this way will be included in the cover page of the appropriate paper.

Prior to the meeting the Cathraiche or other Bòrd na Gàidhlig Board member(s) can move that an item, or part of an item, should be considered in closed session of the meeting. This is at the discretion of the Cathraiche and will only be permitted in exceptional circumstances.

Order of Business

The business of the Board at all meetings will proceed in accordance with the agenda issued for that meeting unless otherwise directed by the Cathraiche who may at his/her discretion or at the request of a member(s), alter the order of business at any stage.

At all ordinary or special meetings, no business other than that on the agenda will be considered except where by reason of special circumstances, the Cathraiche is of the opinion that the item should be considered at the meeting.

Attendance at Meetings

The Ceannard shall have the right to attend all Bòrd na Gàidhlig Board meetings and meetings of the Committees, except for parts of meetings when agreed by Bòrd na Gàidhlig's Board members that the matter under discussion should involve members only, for example where the Ceannard's remuneration or performance is being discussed.

In addition to the Ceannard, all members of the Leadership Team will, except when requested or excused by the Cathraiche, attend Bòrd na Gàidhlig's Board meetings. Other members of staff will attend for particular agenda items as necessary.

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

Board Questions

Any member may put a question to the Cathraiche at any meeting of Bòrd na Gàidhlig's Board concerning any relevant and competent business arising from the agenda.

Members can also notify the Cathraiche in advance of the meeting of questions that they wish to raise other than those relevant to agenda items. Wherever possible this should be done in writing. The Cathraiche, in consultation with the Ceannard, will determine whether the question should be dealt with during the meeting, and inform the member accordingly.

Wherever possible, questions will be dealt with in the Open Session. Exceptionally, where a question deals with a sensitive or confidential issue, it may be dealt with in Closed Session. This will be at the discretion of the Cathraiche in consultation with the Ceannard.

When a question of order is raised at a meeting of Bòrd na Gàidhlig's Board, the Cathraiche's ruling on it will be final.

Chairing of meetings

At a meeting of the Board, the Bòrd na Gàidhlig Cathraiche, if present, will preside. In the absence of the Cathraiche, he/she will normally indicate which other member should preside. If no advice from the Cathraiche is available, the Board members present will choose, by a majority vote of those present, one of their number to preside.

The Cathraiche will:

- preserve order and ensure that members of the Board have sufficient opportunity to express their views on any matter under discussion;
- determine all matters of order, competency and relevancy;
- determine in which order members wishing to speak should do so;
- determine whether or not a vote is required and how it is to be conducted; and
- adhere to relevant Bòrd na Gàidhlig policy and procedure

Board Decisions

Decisions of Bòrd na Gàidhlig's Board will usually be by consensus of attending members. An attending member is one who is either present in person or takes part by telephone or video conference link throughout the discussion of the agenda item and has heard any summing up by the Cathraiche, or a nominated member of the Leadership Team.

A member who leaves a meeting prematurely will be treated as a non-attending member for the purpose of any decision taken after the time of departure.

Board Members share corporate responsibility for decisions taken by the Board as a whole. Members must therefore either accept (and publicly support) the collective decision of the Board or resign.

A member of Bòrd na Gàidhlig's Board may have his or her dissent recorded to a decision of the Board provided that she/he has attended the meeting at which the matter was considered and provided that the member asks to record his/her dissent immediately after the decision is concluded. Any member that wants to actually propose an adjustment to the Cathraiche or member(s) motion prior to a decision being taken should 1) seek a seconder for that formal amendment and if that is secured 2) thereafter secure a majority vote of Board members.

Written comments on agenda items submitted by all non-attending Bòrd na Gàidhlig Board members will be circulated to Board members and referred to by the Cathraiche (or designated support such as the Board secretariat) at the appropriate point in the meeting.

Exceptionally, when a Bòrd na Gàidhlig Board decision is required urgently and it would not be feasible to convene a meeting, the matter will be dealt with by correspondence. The decision to do this will be made by the Cathraiche. In such circumstances, members will send their views to the Cathraiche in writing. The decision will be ratified at the next Bòrd na Gàidhlig Board meeting and recorded in the minutes.

Voting

Decisions will be reached by vote on the following occasions:

- When the Cathraiche detects that there is a body of opinion among the members who either disagree with a proposal or have expressed reservations about it and no clear consensus has emerged.
- When a member requests a vote to be taken and this is supported by at least one other member in attendance.
- Any other circumstance where, at the Cathraiche's discretion, it is felt that a decision should be preceded by a vote.

Only attending members, as defined in Board Decisions, will be eligible to vote. Each Member, including the Cathraiche, will be entitled to one vote except in the case of an equality of votes when the Cathraiche will have an additional casting vote.

Votes will normally be taken by show of hands. At the discretion of the Cathraiche, or in the event of any member objecting to a vote being taken by a show of hands and a majority of attending members supporting the objection, the vote will be taken by secret ballot. In the circumstances where a secret ballot is to be held, the Operations Manager will issue and collect ballot papers, count the votes and after these have been confirmed by the Head of Finance and Corporate Affairs, or in their absence another attending member of Leadership Team, announce the result to the Board.

The minutes of the meeting will record the results of voting, noting the number and names of members voting for and against the proposal and any abstentions. The minutes will not record the names in the event that a ballot is held in secret.

Deferred Decisions

The Board 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 Board for further discussion and decision.

Advice to the Board

In reaching decisions at meetings, the Board will take advice as appropriate. This will generally be from the Ceannard or such other serving member of the Leadership Team or staff present. The Ceannard in their capacity as Bòrd na Gàidhlig's Accountable Officer has a specific role in advising the Board on matters of propriety, economy, effectiveness and efficiency. The Board may also seek advice from its Committees, or any other internal or external source as it regards necessary.

In circumstances where advice from the Ceannard is overruled by the Board, or in their formal capacity as Accountable Officer, where the Ceannard feels that the action contemplated could not be defended before the Scottish Government and/or Scottish Parliament, the Ceannard may require the Cathraiche to give him/her a written instruction on the matter. Such an instruction will be drawn to the attention of the Auditor General for Scotland and the Departmental Accountable Officer in the Scottish Government.

Declarations of Interest - Making a Declaration

Individual members must consider at the earliest stage possible whether they have an interest to declare in relation to any matter that is to be considered.

They should consider whether agendas for meetings raise any issue of declaration of interest, and if in doubt may consult with Standards Officer, or with the Standards Commission. A declaration of interest must be made as soon as practicable at a meeting where that interest arises. If the need for a declaration of interest is identified only when a particular matter is being discussed the member must declare the interest as soon as they realise it is necessary to do so.

The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words “I declare an interest”. The statement must be sufficiently informative to enable those at the meeting to understand the nature of the interest but need not give a detailed description of the interest.

Effect of Declaration

Declaring a financial interest has the effect of prohibiting any participation in discussion and voting. A declaration of a non-financial interest involves a further exercise of judgement by the member concerned. They must consider the relationship between the interests that have been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter.

In the final analysis the conclusive test is whether, in the particular circumstances of the item of business, and knowing all the relevant facts, a member of the public acting reasonably would consider that the member might be influenced by the interest in their role as a member of Bòrd na Gàidhlig and that it would therefore be wrong to take part in any discussion or decision-making. If a member, in conscience, believes that their continued presence would not fall foul of this test, then declaring a non-financial interest need not preclude their involvement in discussion or voting. If they are not confident about the application of this objective yardstick, they must play no part in the discussion and must leave the meeting room until discussion of the particular item is concluded.

Dispensations

In very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit a member from taking part and voting on matters coming before Bòrd na Gàidhlig's Board and its Committees. Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. A member should not take part in the consideration of the matter in question until the application has been granted.

Board Minutes

Minutes of all meetings will be taken by a secretariat organised by the Operations Manager; the exception will be Private Sessions that will be minuted separately by an appropriate individual determined by the Cathraiche. Taken in conjunction with the papers presented to the meeting, the minutes should provide a correct record of the meeting, in sufficient detail to comprise an audit trail of issues discussed and decisions taken by Bòrd na Gàidhlig's Board.

The person chairing the meeting will be responsible for ensuring that actions agreed at the Private Session are passed on to the secretariat within five working days of the meeting so that they will be recorded as part of the Private Session (standard minutes).

The draft minutes of a meeting shall be approved for circulation as 'Unconfirmed Minutes' to members by the Cathraiche and Ceannard within 3 weeks of the date of the Board meeting. Members can propose amendments in writing within 10 working days. The Cathraiche and Ceannard will arbitrate over matters of dissent.

Minutes will be formally 'Confirmed' by the Cathraiche, circulated to members and minutes for the Open Session lodged on BnG website within 8 weeks of the meeting

Bòrd na Gàidhlig shall publish Minutes in Gaelic, English and such other languages as would assist in the efficient conduct of its business.

Suspension of Members

In the event of any member of Bòrd na Gàidhlig's Board disregarding the order or authority of the Cathraiche at any meeting, or being guilty of obstructive or offensive conduct at any meeting, and the Cathraiche calling the attention of the meeting to the same, the Board, may on the motion of any member, duly seconded and supported by the vote of a majority of the members present and voting, suspend such member so offending for the remainder of the sitting.

No debate shall be allowed on such a motion.

Confidentiality

Members may use their discretion in discussing items of Bòrd na Gàidhlig Board business with other parties following the meeting.

For issues dealt with in Closed Session, the nature and content of the business must not be divulged to, or discussed with, anyone other than fellow Bòrd na Gàidhlig Board members and staff in attendance until the Cathraiche states otherwise.

Members should get the prior approval of the Cathraiche, or in their absence, the Ceannard, before making public statements (including statements to the Press and broadcast interviews) on behalf of Bòrd na Gàidhlig's Board.

Personal liability of Board Members

While any legal proceedings initiated by a third party are most likely to be brought against Bòrd na Gàidhlig's Board as a whole, in exceptional cases proceedings may be brought against the Cathraiche or other individual Board members. For example, a Bòrd na Gàidhlig Board member may be personally liable if he or she makes a fraudulent or negligent statement that results in loss to a third party.

However, in accordance with the standard indemnity recommended for NDPB members by the Government, a Bòrd na Gàidhlig Board member who has acted honestly and in good faith will not have to meet out of his or her own personal resources any personal civil liability which is incurred in the execution or purported execution of his or her Board function, save where the member has acted recklessly.

Suspension and amendments of Standing Orders

These Standing Orders may be varied, revoked or added to by only Bòrd na Gàidhlig's Board itself and any such alterations will require the consent of the majority of members present at a meeting.

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 where this would contravene any statutory provision or direction made by Scottish Ministers.