

**The Royal Borough of Kensington & Chelsea
Tenant Management Organisation (KCTMO)**

**Standing
Orders**

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PART 1 - INTERPRETATION

1. DEFINITIONS

- 1.1 In these Standing Orders, except where the context otherwise requires:
- 1.1.1 **“AGM”** the annual general meeting of the TMO.
 - 1.1.2 **“Article [number]”** in reference to a passage from the Constitution.
 - 1.1.3 **“Board”** the Board of the TMO.
 - 1.1.4 **“Board Member”** a member of the Board.
 - 1.1.5 **“Chair”** means the person for the time being appointed or acting with the approval of the Board as Chair of the TMO.
 - 1.1.6 **“Committee”** a Committee or a sub-committee of the Board.
 - 1.1.7 **“Constitution”** the Memorandum and Articles of Association of the TMO as amended from time to time (last amended 2015) attached as Schedule A.
 - 1.1.8 **“Council”** means the Royal Borough of Kensington and Chelsea
 - 1.1.9 **“Member”** means a member of the TMO in accordance with the Constitution.
 - 1.1.10 **“MMA”** means Modular Management Agreement between the TMO and the Council
 - 1.1.11 **“Officer”** means an employee of the TMO.
 - 1.1.12 **“Secretary”** means the person(s) appointed to be secretary of the TMO in accordance with Rule 52 of the Constitution of the TMO.
 - 1.1.13 **“TMO”** means the Royal Borough of Kensington and Chelsea Tenant Management Organisation Limited, a company limited by guarantee having the registered number 03048135.
 - 1.1.14 **“Vice-Chair”** means any person who has been appointed by the Board to act as Vice-Chair.

2. STATUS OF DOCUMENTS

- 2.1 The TMO is a company limited by guarantee, owned its Members, and governed by a Board, under the terms of a constitution. It is subject to a MMA with the Council.
- 2.2 The Constitution (Article 34) allows “the Board to time make such rules or bye-laws as they may deem necessary or convenient for the proper conduct and

management of the Company, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:

- 2.2.1 the conduct of Members in relation to one another, and to the Company's employees, the procedures at Annual General Meetings, General Meetings and Board Meetings and sub-committees in so far as such procedure is not regulated by these Articles;
- 2.2.2 generally, all such matters that are commonly the subject matter of Company rules"; and

these Standing Orders form part of the rules or bye-laws.

- 2.3 Standing Orders is a document approved by the Board, and as such may be amended, suspended, or revoked at any time by resolution of the Board, subject to that decision not being in conflict with the Constitution or MMA.
- 2.4 The final authority in the interpretation of Standing Orders shall rest with the Chair.

PART II – MEMBERS MEETINGS

3. ANNUAL GENERAL MEETING

- 3.1 The Annual General Meeting must be held each year no later than 30 November, at a date, time, and place determined by the Board.

4. ORDER OF BUSINESS

- 4.1 The order of business at the AGM shall be as follows:
 - 4.1.1 apologies for absence;
 - 4.1.2 minutes of the last AGM and any subsequent Members Meeting;
 - 4.1.3 Chair's report;
 - 4.1.4 the laying of the annual accounts before the Members;
 - 4.1.5 any resolution required to be passed by the Members pursuant to the MMA;
 - 4.1.6 any business requiring a resolution of the Members;
 - 4.1.7 the appointment and fixing of the remuneration of the auditors;
 - 4.1.8 Secretary's report including statement of Board Members serving during year;
 - 4.1.9 questions from Members;

4.1.10 any other business raised in accordance with these Standing Orders.

5. GENERAL MEETINGS

5.1 A General Meeting is any other meeting of Members that is not the AGM. Such a meeting may be called upon order of the Board, or by the Members in accordance with the Constitution.

6. ORDER OF BUSINESS AT GENERAL MEETINGS

6.1 At a General Meeting the business shall be taken in the following order:-

6.1.1 minutes of any Members meeting held since the last AGM;

6.1.2 special announcements by the Chair;

6.1.3 business specified in the notice of the meeting;

6.1.4 resolutions or petitions of which notice has been given in accordance with the Constitution or Standing Orders;

6.1.5 questions from Members; and

6.1.6 any other business including urgent matters raised in accordance with Standing Orders.

7. NOTICE OF MEETINGS

7.1 An AGM shall be called with not less than 21 days' notice. Other notice periods apply in accordance with paragraph 14.1 of the Constitution. All notice of meeting shall include the place, the day, the time of meeting, the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

7.2 Notice of meetings shall be given to every Member and each Board Member; and in the case of the AGM, the reporting auditor. Notice shall be given in writing either personally or by post or in Electronic Form using Electronic means to an address for the time being notified. The accidental omission to give notice by any person entitled to receive notice of the meeting, shall not invalidate the proceedings of that meeting.

8. CONDUCT AT MEETINGS

8.1 The Board shall take such action as it thinks fit to promote the orderly conduct of the business as laid down in the notice of that meeting, and the Board's decision on matters of procedure or arising incidentally from the business of the meeting shall be final. Specifically:

8.1.1 a Member shall address the Chair of the meeting, speak strictly on the question under debate and comply with the orders of the Chair;

- 8.1.2 an attendee shall not impute motives to or make reflections of a personal character upon any other meeting attendee;
 - 8.1.3 no attendee shall interrupt another attendee; and
 - 8.1.4 whenever the Chair speaks or calls for order during a debate, any attendee shall be silent until the Chair of the meeting has been heard and invites the attendee to resume speaking.
- 8.2 The Board may direct that attendees should submit to such security arrangements or restrictions as it considers appropriate, and shall be entitled to refuse entry to, or eject from, such meeting any attendee who fails to submit to such searches or otherwise to comply with such security arrangements (paragraph 16.3 of the Constitution).
- 8.3 The Chair may direct an attendee to discontinue his speech. In the event of grave disorder or of a persistent disregard of the authority, the Chair of the meetings may direct any attendee causing such disorder to retire for the remainder of the meeting, or to be ejected from the meeting (paragraph 16.4 of the Constitution).
- 8.4 The Chair may adjourn or abandon a meeting in the event of grave disorder or persistent disregard of the authority of the Chair. In the case of an abandonment of the meeting, any resolution outstanding at the time of abandonment shall be carried or not carried in accordance with the postal votes or votes cast in a secret ballot prior to such abandonment (paragraph 16.5 of the Constitution).

9. QUORUM

- 9.1 The quorum for the general meeting shall be 50 (fifty) Members or 10% (ten per cent) of the Membership (whichever is the lesser) of which at least two must be present in person. No business other than the appointment of the Chair is to be transacted at a general meeting if the persons attending do not constitute a quorum.

10. CHAIRING

- 10.1 The Board appointed Chair shall chair General Meetings if present and willing to do so. In his/her absence, or unwillingness, the Board Members present must appoint a Vice Chair, or failing that, one of their number to chair. If a Board Member is unable or unwilling to chair, then the meeting must appoint one of their number to the chair, and the appointment of the chair of the meeting must be the first business of the meeting.

11. ATTENDANCE

- 11.1 Board Members may attend meetings, whether or not they are Members. The Board may permit other persons who are not Members; or otherwise entitled to exercise the rights of Members, to attend meetings.

11.2 Every Member attending the meeting shall sign his/her name in the attendance register kept for the purpose. The Secretary or their duly authorised representative shall record in the minutes of the proceedings (or an Appendix to the minutes), the names of the Members present.

11.3 Any attendee may be asked for proof of his or her identity. Anyone that can demonstrate they are a carer of a member shall be entitled to attend.

12. SPEAKING NON-MEMBERS

12.1 Board Members may speak at meetings, whether or not they are Members. The Board may permit other persons who are not Members; or otherwise entitled to exercise the rights of Members, to speak at meetings.

13. ADJOURNMENT

13.1 The Chair shall adjourn the meeting under the following circumstances:

13.1.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum;

13.1.2 if during a meeting a quorum ceases to be present (may be dissolved if a meeting called by Members);

13.1.3 if directed to do so by the meeting, by a majority of Members;

13.1.4 it appears to the Chair that an adjournment is necessary to protect the safety of any person attending the meeting; or

13.1.5 to ensure that the business of the meeting is conducted in an orderly manner.

13.2 If adjournment is to be less than 14 days, the meeting shall stand adjourned until the day and time fixed by the Board for the resumed meeting.

13.3 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Board must give at least seven clear days' notice of it to the same persons to whom notice is required to be given; and containing the same information which such notice is required to contain.

13.4 No business may be transacted at an adjourned meeting which could not properly have been transacted at the original meeting if the adjournment had not taken place. The date of any resolution passed shall be the date of the adjourned meeting.

14. VARIATION OF ORDER OF BUSINESS

14.1 The Chair may, in his/her discretion, advance or postpone any business at any stage of the proceedings provided that no matter shall be postponed to a date later than the date of the next Members meeting.

15. MINUTES

- 15.1 The minutes of decisions taken and resolutions passed shall be posted to the Members not later than ten days before the meeting at which the minutes shall be presented.
- 15.2 The minutes shall be presented at the meeting and considered for accuracy only. Once considered the Chair will sign them as the true record.
- 15.3 Minutes shall be available for inspection by Members at the Registered Office within 14 days of completion of the Meeting at which the Minutes were signed.

16. URGENT MATTERS

- 16.1 Matters that do not appear on the notice of meeting, and which a Member considers should be brought to the attention of the meeting, may with the consent of the Chair have the matter considered. It shall be in the form of a short written statement that shall be read by the Secretary. With permission of the Chair, the Member may speak on the statement but no motion may be moved on such statement.

17. POINTS OF ORDER AND PERSONAL EXPLANATION

- 17.1 A Member may speak on a point of order and shall be entitled to be heard with the consent of the Chair. A point of order shall relate only to an alleged breach of a Standing Order, provision of the Constitution or statutory provision and the Member shall if called upon by the Chair specify the Standing Order, provision of the Constitution or statutory provision and the way in which he considers it has been broken.
- 17.2 The Chair shall determine upon the point of order made and shall make a decision on the point raised by the Member. This decision shall be conclusive.
- 17.3 In any debate a Member may, by making themselves known to the meeting, seek to give a personal explanation of some conduct or speech of his which he considers has been misrepresented by the Member then speaking. The member then speaking may give way or may decline the interruption until the conclusion of his own speech. If the Member speaking does not give way, the Chair may require that he does so.

18. VOTING

- 18.1 A resolution put to the vote at a General Meeting must be decided on a poll. On a poll, every Member shall have one vote whether or not they are a joint Resident, or a Resident of more than one Property. In the case of an equality of votes, the Chair shall have a second or casting vote.
- 18.2 Proxy notices are permitted for Members unable to attend a meeting. The form of such notices is prescribed in Article 23, and the delivery in Article 24.

- 18.3 Where any Member so requires, there shall be recorded in the Minutes whether that Member cast his vote for the question or against the question or whether he abstained from voting.

19. AMENDMENTS TO RESOLUTIONS

- 19.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:

19.1.1 notice of the proposed amendment is given by the Board in writing to the Members entitled to vote at an Annual General or other General Meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine); and

19.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 19.2 A special resolution to be proposed at an Annual General Meeting or other General Meeting may be amended by ordinary resolution if:

19.2.1 the Chair of the meeting proposes the amendment at a general meeting at which the resolution is to be proposed; and

19.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 19.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution (Article 25).

20. PETITIONS

- 20.1 Petitions concerning the activities of the TMO may be presented by Members to meetings provided that notice of the proposed petition has been delivered to the Registered Office not less than 2 weeks before the date fixed for the meeting.

- 20.2 Each such petition shall be signed by the Member proposing the petition and supported by at least 5 other Members, each of whom shall sign the petition. The presentation of a petition shall not be accompanied by any speech or comment. Where a petition consists of more than one sheet only those signatures shall be considered valid which are written on sheets headed by the prayer of the petition, or on the back of such sheets.

- 20.3 No petition shall be heard by the meeting in respect of a matter, which is the subject of an existing complaints procedure, unless, and until such procedure has been completed.

- 20.4 The person proposing a resolution or petition or an amendment to a resolution shall have a right of reply but shall confine himself to answering previous speakers and shall not introduce any new matter into the debate. The Chair of the appropriate Committee or someone nominated by him shall, have the right to speak when called upon by the Chair, immediately before the Member raising the question exercises his right of reply.

PART III – BOARD MEMBERS

21. COMPOSITION OF BOARD

- 21.1 In accordance with Articles 26, the Board shall be appointed according to the following composition:
- 21.1.1 A minimum Board size of eight, up to a maximum of fifteen Board Members, of which:
 - 21.1.2 six Council Tenant Board Members, and two leaseholders; or
 - 21.1.3 five Council Tenant Board Members, and three leaseholders;
 - 21.1.4 Up to four Local Authority Persons, subject to being less than 49% of the total; and
 - 21.1.5 Up to three Independent Board Members.
- 21.2 No Board Member may act unless they have signed and agreed to be bound on their appointment by the Terms of Appointment issued to them.

22. ELIGIBILITY AND CESSATION

- 22.1 No individual shall be eligible to be a Board Member nor may any Board Member continue to be a Board Member if he or she:
- 22.1.1 is or becomes a member of an Area Review Board in the Royal Borough, or
 - 22.1.2 is or becomes bankrupt or makes or has made any arrangement or composition with his creditors, or
 - 22.1.3 is prohibited by law from being a Board Member, or
 - 22.1.4 being a Council Tenant or Leaseholder, commits a breach of the terms of their tenancy or leasehold with the Royal Borough which the Board, in its absolute discretion, considers material;
 - 22.1.5 is or has been convicted of any criminal act (unless the Board determines otherwise).

- 22.1.6 is requested in writing by 75 per cent or more of the other Board Members to resign his office; or
 - 22.1.7 resigns from office by giving written notice to the Secretary, which notice takes effect in accordance with its terms; or
 - 22.1.8 in the case of a Council Tenant Board Member or a Leaseholder Board Member, is removed by a resolution of a General Meeting passed by 50 per cent of Members voting in a ballot; or
 - 22.1.9 in the case of a Council Tenant Board Member or a Leaseholder Board Member, ceases to be eligible for Membership; or
 - 22.1.10 in the case of a Council Board Member ceases to be nominated by the Council as its nominee to the Board or;
 - 22.1.11 fails to attend three or more consecutive Board Meetings without leave, and the Board determines that he shall be removed from the Board; or
 - 22.1.12 refuses, without good reason, to sign any revision to his Terms of Appointment for Board Members within the period specified for signature; or
 - 22.1.13 is otherwise duly removed from office; or
 - 22.1.14 dies.
- 22.2 For the avoidance of doubt, any Board Member who falls into one of the categories listed above shall immediately cease to be a Board Member.
- 22.3 No person may serve as a Board Member for more than 9 years.

23. APPOINTMENTS AND ELECTIONS

- 23.1 The appointment or election of Resident Board Members, Council nominated Board Members, and Independent Board Members are set out in Articles 28 – 31. No Board Member may appoint any Board Member or other person as an alternate Board Member.

PART IV - POWER AND RESPONSIBILITIES

24. GENERAL AUTHORITY

- 24.1 The Board may adopt (and from time to time, amend or repeal) suitable codes of conduct, policies and rules dealing with the conduct of business and elections by the Board and such other matters as may appear appropriate to the Board from time to time. All such codes, policies and rules shall be made available for inspection upon request by Members.

25. DELEGATED AUTHORITY

25.1 The Board Members may delegate any of the powers which are conferred on them under the Articles to such person or committee; by such means (including by power of attorney); to such an extent; in relation to such matters; and on such terms and conditions as they think fit.

26. COMMITTEES

26.1 The Board may delegate powers to committees. Delegated powers must be in the form of terms of reference and procedures determined by the Board, and shall be based as far as applicable, on those provisions that govern the taking of decisions by Board Members.

26.2 The standing Committees shall be:

26.2.1 Appointments & Remuneration Committee;

26.2.2 Finance, Audit & Risk Committee;

26.2.3 Operations Committee; and

26.2.4 Executive Team.

26.3 The Board shall determine Committee appointments. No Committee shall consist of fewer than three Members, with at least one member being a Resident Board Member. A member of a Committee need not be a Board Member. Members of a committee must subscribe to a Code of Conduct.

26.4 The Board shall appoint a Chair, and a Vice-Chair each of whom shall be a Resident Board Member. The appointments shall be made at the first meeting of the Board following the Annual General Meeting, and the persons appointed shall be the Chair and Vice-Chairs of the Committee until the next Annual General Meeting.

26.5 All Committees shall be required to report to the Board in relation to their activities. Each Committee shall table the minutes of its previous meeting to the next Board meeting, and at least one member of the Committee shall attend the Board meeting and comment accordingly.

26.6 Any Board Member may attend the meeting of any committee of the Board but only Members of the Committee shall be entitled to vote. Otherwise, all Committee meetings shall be held in private.

26.7 All papers, books, documents and records relating to the activities of any Committee shall be the property of the Board and each Committee Member shall be obliged to deliver up to the Board or make available for inspection immediately all or any of such property upon request from the Board.

- 26.8 A Committee may invite any person to attend all or part of meeting, should the Committee approves such attendance, or if otherwise instructed by the Board.

PART V – CONDUCT OF BOARD MEETINGS

27. NOTICE OF MEETING

- 27.1 The Board shall meet a minimum of six times in each calendar year. Dates of meetings will be fixed no later than the beginning of the calendar year they relate to, and all Board Members will be notified by the Secretary. Further meetings may be called, or date changes made, by the Chair or Secretary.

- 27.2 The Notice of Meeting must indicate:

27.2.1 its proposed date, time and subject matter,

27.2.2 where it is to take place, and

27.2.3 if it is anticipated that Board Members participating in the Board Meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 27.3 The notice shall include an agenda prepared by the Secretary and approved by the Chair. A copy of the notice and the agenda shall be sent to the Council.

28. QUORUM

- 28.1 At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 28.2 The quorum necessary for a Board Meeting to take place shall be 7, of which the number of Resident Board Members is no less than 4, provided that no Board Meeting shall be quorate unless the Resident Board Members are the majority of the Board Members present.

- 28.3 Board Members participate in a Board Meeting, or part of a Board Meeting when:

28.3.1 the meeting has been called and takes place in accordance with the Articles; and

28.3.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

29. CHAIRING

- 29.1 The Board shall appoint a Chair, and two Vice-Chairs each of whom shall be a Resident Board Member. Such appointments shall be made at the first meeting of the Board following the Annual General Meeting in each year and the persons appointed shall be the Chair and Vice-Chairs until the next Annual

General Meeting. For this Board business only, Board Members shall be permitted to cast their vote electronically.

- 29.2 If the Chair is unwilling or unable to chair the meeting or is not participating in a Board meeting within ten minutes of the time at which it was to start, the participating Board Members must appoint one of the Vice Chairs, or if they are both absent, one of themselves to chair it.

30. VOTING

- 30.1 The general rule about decision-making by Board Members is that any decision of the Board Members must be a majority decision at a meeting. On each decision of the board, each eligible Board Member shall have one vote, and proxy voting shall not be permitted.
- 30.2 If the numbers of votes for and against a proposal are equal, the Chair or other Board Member chairing the meeting has a casting vote, provided that this does not apply if, in accordance with the Articles, the Chair or other Board Member chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

31. ATTENDANCE

- 31.1 Meetings of the Board shall be divided into Part A and Part B. Members shall be entitled to attend at Part A of meetings of the Board.
- 31.2 The Board may exclude by a simple majority vote any person who is not a Board Member, from all, or part of a Board Meeting for reasons of confidentiality, or if that person's conduct is being disruptive or inappropriate.
- 31.3 The Board may invite to attend any Board Meeting any person who is not otherwise eligible to attend, and may issue a standing invitation to any person or category of persons provided that the Board shall always have power to revoke any such invitation with immediate effect.
- 31.4 The Board may permit any person who is entitled to attend a Board Meeting to speak at such meeting but in the absence of such permission no person other than a Board Member shall be entitled to speak at a Board Meeting. Permission to speak at a Board Meeting may be revoked at any time with immediate effect.

32. QUESTIONS

- 32.1 A Member may ask questions as to the work or procedure of the Board or on matters within the terms of reference of the Board.

33. WRITTEN RESOLUTIONS

- 33.1 A resolution in writing signed by not less than 75% of the eligible Board Members (whether or not each signs the same document) or to which each

eligible Board Member has otherwise indicated agreement in writing shall be as valid and effective as if it had been passed at a duly convened and held quorate meeting of the Board.

34. BOARD MEMBER INTERESTS

- 34.1 A Board Member may not be a party to, or otherwise interested in, any transaction or arrangement with the TMO for quorum and voting purposes, or any resolution concerning a matter in which he has, directly or indirectly, an interest or duty that conflicts, or may conflict, with the interests of the TMO.
- 34.2 Whenever a Board Member has any kind of interest in a matter to be discussed by the Board that may conflict with the interests of the TMO, the Board Member concerned must declare an interest in the item under discussion, and withdraw from the meeting for that item, unless expressly asked to stay to provide information. He/she shall not be taken into account in calculating the quorum for that item of the meeting. A conflicting interest or duty is an interest or duty that arises because of a Board Member, or close friend/family member, being a shareholder, beneficial owner, member, director, officer or employee connected to the interest under consideration.
- 34.3 A Board Member shall be deemed not to have an interest as an officer of any other Group Member or any other organisation the accounts of which would be consolidated with the Council should it have been a Company.
- 34.4 Board Members who are Residents, shall be deemed not to have an interest in any decision affecting all or a substantial group of Residents.
- 34.5 A Board Member shall declare any private or personal interest in any matter related to the carrying out of his or her obligations or functions. A person who has declared such an interest will neither attend the discussion leading to a decision on the matter nor vote on it. The Board shall in reaching its decision on the matter, ensure that corrupt, undue or unfair personal gain is avoided.
- 34.6 The Secretary shall record in a register of interests any disclosure made, or of any such notice given. Such notice or disclosure shall be given to the Secretary at appointment, or when the Board member is aware of the interest. The declaration shall be made in a form prescribed by the Secretary. The book shall be available to inspection by any Member.

35. EMERGENCY MEETINGS

- 35.1 An emergency meeting may be called in accordance with Article 37. The meeting shall be called solely in accordance with the Notice of Meeting. Issues of Board Meeting conduct will still apply, but the usual order of business for a Board Meeting need not.

36. ORDER OF BUSINESS

- 36.1 Board Meetings shall be conducted in the following order:

- 36.1.1 The Secretary shall confirm that a quorum is present;
 - 36.1.2 The Board shall agree the latest time at which the meeting will end, which in default will be 3 hours;
 - 36.1.3 The Chair shall invite declarations of interest;
 - 36.1.4 The minutes of the last Board Meeting shall be considered for accuracy;
 - 36.1.5 Part A of the agenda in order listed;
 - 36.1.6 Part B of the agenda in order listed; and
 - 36.1.7 Any other relevant business, determined at the Board's discretion.
- 36.2 The Board may by a simple majority vote reorder the business of the meeting, or adjourn business to a later date.
- 36.3 If it is clear that 30 minutes before the agreed meeting end time, the Board is unlikely to conclude its business, the Board shall agree which matters it will endeavour to conclude. The meeting will be adjourned at the end time, with outstanding matters being considered at a reconvened meeting taking place no later than 14 days after adjourned meeting date.

37. MATTERS OF URGENCY

- 37.1 The process for considering matters of urgency may be used in instances where either, a decision cannot wait until the next meeting of the Board, or it is not reasonable to call a meeting of the Board at short notice.
- 37.2 In the event of such matter, not otherwise delegated, the Chief Executive may take any action and issue such instructions as may be reasonable with respect to the discharge of the functions of the TMO provided that:
- 37.2.1 reasonable effort is made to consult (by whatever means) with Board members, Committee members, and officers (as relevant) regarding the matter in hand;
 - 37.2.2 he/she notify in writing the Chairman of the Board or appropriate Committee, or in their absence the Vice Chairman of the Board or appropriate Committee, of the action proposed to be taken and the instructions proposed to be given;
 - 37.2.3 all such actions to be taken and instructions so given shall be reported to the next meeting of the Board or appropriate Committee.

PART VI – OTHER MATTERS

38. COMPANY SEAL

- 38.1 The Board shall determine the manner, the means, and the form that the Seal may be used.
- 38.2 The Board has determined that use of the Seal be accompanied by the signatures of any two of the following:
- 38.2.1 Any Board member;
 - 38.2.2 Secretary;
 - 38.2.3 Chief Executive;
 - 38.2.4 Executive Director of Financial Services & ICT;
 - 38.2.5 Executive Director of People, Performance & Governance; and
 - 38.2.6 Executive Director of Operations.

(signature 1 and signature 2 may not be the same person).

- 38.3 The Secretary shall ensure the safe custody for the Seal and secure access to those named above. Use of the Seal shall be recorded in a register.

39. APPOINTMENT AND DISMISSAL OF CHIEF EXECUTIVE

- 39.1 The Board shall appoint and (if necessary) dismiss the Chief Executive and other officers (usually Executive Directors) as it decides.
- 39.2 Dismissal of the Chief Executive shall be supported by independent legal representation sought at the earliest possible stage, and duly acted upon. The degree to which legal representation is required for the dismissal of other officers shall be a matter for the Chief Executive, unless otherwise determined by the Board.
- 39.3 Appointment of a Chief Executive, and other such officers that the Board determines, shall be delegated to a Recruitment & Selection Panel. The authority and composition of the Panel shall be determined by the Board, and it will generally require the consideration of:
- 39.3.1 a job specification and supporting materials;
 - 39.3.2 the means and manner that the job will be advertised;
 - 39.3.3 creating a shortlist of candidates for interview;
 - 39.3.4 conducting interviews, testing, and related activities;

39.3.5 any special conditions of employment; and

39.3.6 in the case of the Chief Executive, recommending an appointment to the Board.

40. SECRETARY

40.1 The Board may appoint a Secretary (or two or more persons as joint secretary) for such term, at such remuneration and upon such conditions as the Board Members may think fit; and any Secretary (or joint Secretary) so appointed may be removed by the Board Members. The Board Members may also from time to time appoint on such terms as they think fit, and remove, one or more assistant or deputy secretaries.

SCHEDULE A – KCTMO ARTICLES OF ASSOCIATION