

# Foras na Gaeilge

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## STANDING ORDERS

The Standing Orders outlined below are intended as guidelines for Members and the Chairperson of Foras na Gaeilge for the conduct of future regular meetings of the Board, and of other meetings as organised and agreed.

These Standing Orders should be read and applied in conjunction with the British-Irish Agreement Act, 1999, and the establishment of the Implementation Bodies as well as the Code of Conduct agreed by Foras na Gaeilge and the North-South Ministerial Council.

### **1 Meetings**

- (a) Board Meetings of Foras na Gaeilge shall be convened by the Chairperson and shall be organised on a meeting to meeting basis with the venue, time and date of the next meeting agreed at the preceding meeting. More than one meeting venue, time and date may be set for meetings in advance so long as proper notice is given of each meeting to Members both in the record of minutes and in special notice in writing of at least seven clear days.
- (b) That the Chairperson may call a special/emergency meeting at any time.
- (c) If 7 Members seek a special/emergency meeting that the Chairperson call a special meeting within 7 days from the day he/she receives the request in writing and signed by the 7 Members and that the meeting shall be organised within 14 days from his/her receiving the request. Any special meeting shall be organised according to normal procedures of the Board.
- (d) In the event of special/emergency meeting is called the Chairperson will inform the Chief Executive what is to be on the meeting agenda and he/she shall direct the Secretary to organise the Special Meeting.
- (e) The Board may adjourn any Board Meeting as it sees fit and reassemble for the remainder of the meeting at a venue, time and date of its choosing (not necessarily within the seven days notice). However, only business originally intended for the initial meeting may be dealt with at the reconvened meeting, as notified in the notice for the original meeting.
- (f) No member of the public shall be admitted to the meetings of the Board unless given specific permission by the Chairperson with the support of the Board. This includes formal delegations and visitors.

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- (g) Board meeting start and finishing times will be specified on the agenda. The Board, through the Chairperson, may then approve an extension for a stated period.
- (h) The quorum for a Board Meeting will be one third of Board Members entitled to attend at the whole or any aspect of the meeting. If Board Members have to withdraw from the meeting due to a conflict of interest the quorum therefore is set at one third of those members entitled to continue to participate in the meeting.
- (i) The Secretary shall record all Members present. A record shall also be kept of those apologising for non-attendance or lateness.
- (j) If any Board Members miss two consecutive meetings or if there is an unsatisfactory attendance pattern, without a reasonable excuse, the Chairperson of the Board shall speak with the Member. If a third consecutive meeting is missed the Chairperson of the Board shall determine if a motion should be presented to the Board to recommend to the NSMC to dismiss the Member from the Board.

## **2 Chairperson**

- (a) The Chairperson shall be appointed by the North-South Ministerial Council, and may resign at any time by giving notice in writing to the North-South Ministerial Council.
- (b) The Chairperson shall convene Board meetings.
- (c) In the event of the Board or a Committee having a tied vote the Chairperson of the meeting will have a casting vote after another vote is taken and should the vote remain tied.
- (d) The Chairperson shall ensure that Standing Orders are adhered to during Board meetings, and in preparation for Board meetings.
- (e) The Chairperson shall ensure that the Secretary keeps an accurate record of Board meetings, including the provision of minutes that reflect the views of the Board, a record of individuals' views if so desired to be recorded, and a record of decisions.
- (f) When the Chairperson is indisposed, absent or unavailable for any reason, the nominated assistant to the Chairperson shall assume the role of Chairperson.

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## 3 Delegations, Representations and Visitors

- (a) The Board may invite an individual, group or organisation to address it on a relevant matter of interest or concern.
- (b) Individuals, groups or organisations may request to make a submission to the Board. This request should be submitted in writing to the Chairperson or Secretary to the Board, and will normally be tabled for information and approval at the next available Board meeting. The delegation will then normally attend the following Board meeting. However, if the matter that the delegation wishes to address the Board in connection with is deemed urgent, the Chairperson may invite the individual, group or organisation to the next available Board meeting.
- (c) Any delegation shall confine themselves to not more than 15 minutes presentation, unless given leave by the Chairperson. Members may ask questions of the delegation with the approval of the Chairperson.

Members may not discuss or take any decision based on the presentation while the delegation is present.

## 4 Disorderly Conduct

- (a) The Chairperson shall be responsible for the effective conduct of meetings. As such the Chairperson shall have the final say in the conduct of meetings and the interpretation of Standing Orders.

Should a Member or Visitor wilfully disrupt the business of the Board, or is offensive and disorderly during a meeting, the Chairperson will first ask the Member or Visitor to refrain from the inappropriate behaviour and, if the behaviour continues, shall then give a warning to the Member or Visitor. If the inappropriate behaviour continues, the Chairperson may then ask the Member or Visitor to leave the meeting.

- (b) If the Chairperson believes that the business of the meeting is impossible to conduct due to disorderly behaviour of Members or Visitors s/he may at her/his discretion adjourn the meeting for such a period as considered appropriate to reconvene the proper conduct of business.
- (c) Board Members, if asked to leave the meeting by the Chairperson, shall have the right to address the Board regarding, and only regarding, her/his behaviour for no more than five minutes before leaving the meeting. Immediately upon addressing the Board the Member will then leave the meeting if so directed by the Chairperson.

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- (d) In the event, in the opinion of the Chairperson, of a serious complaint being made about the behaviour of a Board Member or if a Board Member contravenes the Standing Orders in a substantial way, the Board Member shall be suspended without prejudice while the allegations are being investigated.
- (e) Visitors will attend Board Meetings only on the understanding that they adhere to Standing Orders.

## 5 Order of Business

Every regular meeting of the Board shall have the following order:

- ▶▶ Apologies of those unable to attend or who are late;
- ▶▶ Tabling of the minutes of previous meeting(s) and sub-committees;
- ▶▶ Consent to Minutes (including Proposer and Seconder of the minutes);
- ▶▶ Matters arising from the minutes may not arise under other items on the agenda;
- ▶▶ Correspondence;
- ▶▶ Delegations and Visitors;
- ▶▶ Motions;
- ▶▶ Special Matters for Consideration;
- ▶▶ Report on Work in Progress;
- ▶▶ Financial Issues;
- ▶▶ Any Other Business.

Emergency and special meetings may have an alternative order of business as determined by the Chairperson.

The order and content of the agenda may be discussed by the Chairperson and the Chief Executive before the meeting and may be altered with the consent of the Board at the meeting itself.

## 6 Motions and Amendments

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- (a) The Board will resolve issues outstanding as part of normal business at the end of each relevant discussion and each decision will be minuted. Decisions will be taken by consensus or where necessary by a vote of members.
- (b) Should Members wish to formally put a proposal to the Board Meeting they should lodge that proposal with the Chairperson or Secretary to the Board at least 14 days prior to the Board meeting in question. This proposal shall then become part of the formal agenda for that meeting and all members notified as part of the documentation received at least seven days prior to each Board meeting.

If the member making the proposal is unable subsequently to attend the Board meeting the proposal will be considered to have been withdrawn, unless the Board agrees to another Member as proposer or agrees to postpone its hearing until the next meeting of the Board.

- (c) The following items may be carried out and proposals made without a formal pre-notified proposal to the Board:
  - ▶▶ Accuracy issues for the minutes of meetings;
  - ▶▶ The change of order of the agenda;
  - ▶▶ Delegation of a matter to an appropriate committee or sub-committee;
  - ▶▶ Adoption of staff reports or recommendations resulting from reports;
  - ▶▶ Procedure to next business on the agenda;
  - ▶▶ The adjournment of the meeting;
  - ▶▶ Suspending Standing Orders;
  - ▶▶ Other items as decided by the Chairperson that are of immediate import and relevant to the efficient working of the Board.

## 7 Rules of Discussion

- (a) Members will always speak through the Chairperson.
- (b) Members shall have indicated to them by the Chairperson their turn to speak.
- (c) Members will speak only upon the matter currently being discussed by the Board at the time.

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- (d) The ruling of the Chairperson on any Standing Order, including a point of order that relates to Standing Orders or the statutory duties of the Board, shall be final.
- (e) Members should be aware of the need to conduct business in an efficient manner and aim to keep their contribution to less than five minutes at any given time.
- (f) Members should ensure that they speak only once on any item under discussion, with advice from the Chairperson.
- (g) Members may propose an amendment of a proposal already made, and if approved by the Board that will be accepted as the substantive proposal, unless further amended. The Chairperson will take only one amendment at a time.

## **8 Canvassing During and Outside Meetings**

- (a) Members shall not canvass on behalf of any individual, group, organisation or business with regard to an appointment, service or contract with Foras na Gaeilge.
- (b) Members will not canvass each other during or prior to meetings regarding the allocation of appointments, services or contracts.
- (c) Any appointment or recruitment brief will include a paragraph prohibiting canvassing of members and staff.

## **9 Committees of the Board**

- (a) The Board shall appoint Committees, and the Chairperson of each Committee, as deemed appropriate by the Board and as required by statute including an Audit Committee. The Board should also take into account its Code of Conduct.
- (b) The membership and chairing of Committees should be revisited at least biennially.
- (c) The Board may also dissolve any Committee it established if they no longer have a use or are no longer required.
- (d) The quorum for Committee meetings shall be no less than three Members or a third of the Committee, whichever is the greater. One of these must be a Board Member.

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- (e) The Secretary to the Board shall be responsible for assuring that each Committee Member is given at least seven days written notice of each Committee meeting.
- (f) If a Committee must deal with urgent or unexpected business, the notice, papers and agenda may not reflect this and the urgent or unexpected business dealt with under Any Other Business.
- (g) Committees shall, when appropriate, set a fixed time and date for meeting, but otherwise will set a date for their next meeting at the current meeting and due notice provided to Members as in section 1 (a) above.
- (h) The Chairperson of a Committee may call a special meeting of that Committee allowing the Secretary to the Board to provide seven days written notice to members, and the business conducted at that special meeting should only be that contained within the notified agenda.
- (i) If a committee member misses three consecutive meetings of the committee the Chair of the committee will speak with the member. The Chairperson of the committee will then discuss the matter with the Chairperson of the Board who will decide to place the membership of the Member on committee before the Board if appropriate.
- (j) The Board at the next scheduled meeting shall table the minutes of the Committee for information.
- (k) Proposals and decisions at Committee meetings, like the Board, should be taken using consensus where possible, and a vote of the Committee if necessary.
- (l) The Standing Orders adopted by the Board for its operation will apply also to Committees and sub-Committees of the Board.
- (m) The committees may include members who are not Board Members, but at least half of any Committee or sub-Committee should be Members of the Board. Non Board Member Committee members will have the same rights and liability protection as Board Members.
- (n) Membership of Committees shall be at the discretion of the Board.

## **10 Duties of Board Members**

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- (a) These are outlined in the Code of Conduct, which, should be read in conjunction with these Standing Orders along with the Financial Memorandum.
- (b) Individual Board Members shall not criticise or discipline any Member of staff for work carried out during the course of the staff duties on behalf of Foras na Gaeilge.

## **11 Changing Standing Orders**

The Board may change Standing Orders, but any change proposed at a Board meeting should be noted and adjourned for consideration at the next scheduled meeting to allow for proper reflection and notice for Members unable to attend the initial meeting.

## **12 Suspension of Standing Orders**

The Board may by consensus or a majority vote suspend Standing Orders to deal with an urgent item of business or where it is appropriate given the nature of particular business.

## **13 Interpretation of Standing Orders**

The ruling of the Chairperson at any meeting of the Board or Committee shall not be challenged regarding the interpretation of Standing Orders.

## **14 Publication and Use of Standing Orders**

- (a) Standing Orders shall be circulated to all Members of the Board and to all senior staff.
- (b) A Copy of Standing Orders shall be available for the Chairperson of the Board Meeting and of any Committee meeting.