



ICRIR BOARD STANDING ORDERS

1. INTRODUCTION

- 1.1 The Independent Commission for Reconciliation and Information Recovery (ICRIR) was established in 2023 under and in accordance with the Northern Ireland Troubles (Legacy and Reconciliation) Act 2023 ("The Act"). The Act's purpose is to address the legacy of the Northern Ireland Troubles and promote reconciliation by establishing an independent body for reconciliation and information recovery; limiting criminal investigations, legal proceedings, inquests and police complaints; extending the prisoner release scheme as set out in the Northern Ireland (Sentences) Act 1998; and providing for experiences to be recorded and preserved and for events to be studied and memorialised.
- 1.2 The principal objective of the ICRIR in exercising its functions is to promote reconciliation¹. In taking decisions, the Board will be expected to consider how it can achieve this principal objective.
- 1.3 The ICRIR's powers, functions and duties derive from the Act. The ICRIR's statutory functions are to:
- carry out reviews of deaths that were caused by conduct forming part of the Troubles;
 - carry out reviews of other harmful conduct forming part of the Troubles;
 - produce reports on the findings of each of the reviews of deaths and other harmful conduct;
 - determine whether to grant person's immunity from prosecution for serious or connected Troubles-related offences other than Troubles related sexual offences; and
 - produce a record of deaths that were caused by conduct forming part of the Troubles.

The ICRIR statutory duties include the following:

- to have regard to the general interests of persons affected by Troubles-related deaths and serious injuries;
- to publish personal statements from members of families of victims;
- to produce and publish an annual work plan;
- to produce and publish an annual report;

¹ Section 2(4), Northern Ireland Troubles (Legacy and Reconciliation) Act 2023

- to keep proper accounts;
- not to do anything which would risk prejudicing, or would prejudice the national security interests of the United Kingdom;
- not to do anything which would risk putting, or would put, the life or safety of any person at risk;
- not do anything which would risk having, or would have, a prejudicial effect on any actual or prospective criminal proceedings in any part of the United Kingdom; and
- to consult on and publish final reports following a review.

The ICRIIR's statutory powers include:

- to employ and second staff
- to request and receive full disclosure
- to exercise the powers of a constable
- to refer deaths that were caused by conduct forming part of the Troubles, and other harmful conduct forming part of the Troubles, to prosecutors
- to require production of information
- to enter into contracts
- to regulate ICRIIR's own proceedings and to delegate functions

1.4 As set out in the Act, the ICRIIR is a body corporate, acting through the Board. The ICRIIR Board will have collective responsibility for setting the strategic direction of the Commission to enable it to deliver its functions as set out in the Act. The Board has established Committees to enable it to discharge its responsibilities more effectively, and Board members may be given lead responsibilities, and exercise delegated authority as a Chair or Member of a Board Committee. The Act also conveys specific responsibilities on the Chief Commissioner and the Commissioner for Investigations in relation to immunity and review functions. Separately, the Framework Agreement sets out the specific responsibilities of the Chief Executive Officer in their role as Accounting Officer. These are examples of individual responsibilities which are exercised by these Commissioners in an individual capacity. The exercise of these responsibilities, including decision making, is for these individual Commissioners, although they will be expected to ensure that the Board (or those the Board have delegated the task to) are informed of relevant decisions in a timely manner. Where a matter relates to broader questions of systems and policy, these are to be led by that Commissioner, but require the agreement of the Board or other individuals or Committee to whom the Board has so delegated the matter. These Board Standing Orders set out the basic rules and procedures for the ICRIIR's Board. All Board members and members of the senior management team of the ICRIIR must be aware of them and be familiar with their details.

1.5 At any meeting, the Chair of the Board has the final decision on the interpretation of Board Standing Orders (on which they may be advised by

General Counsel, their deputy or another representative such as the Accounting Officer with respect to matters relating to the Board's Managing Public Money responsibilities).

- 1.6 These Board Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any Committee established by the Board.
- 1.7 It is the duty of the Head of Governance & Board Secretary to ensure that Board members, independent members and officers are notified of, and understand their responsibilities within these *Board Standing Orders*, the *Scheme of Delegation*, the *Standing Financial Instructions*, the ICRIR's *Code of Conduct* and the Cabinet Office's *Code of Conduct for Board Members of Public Bodies*.
- 1.8 These *Board Standing Orders*, the *Scheme of Delegation* and the Standing Financial Instructions will be reviewed regularly (at least every 18 months). Updated copies will be made available via the ICRIR intranet and, where appropriate, the ICRIR website following the completion of any review.

2. INTERPRETATION AND DEFINITIONS

- 2.1 These Board Standing Orders are made pursuant to the Northern Ireland Troubles (Legacy and Reconciliation) Act 2023, and any subsequent regulations. Any expression to which a meaning is given in the legislation or in regulations made under it shall have the same meaning in these Standing Orders, unless the context requires otherwise. In addition:
 - **"Accounting Officer"** is the Officer responsible and accountable for funds entrusted to the Commission. This person is responsible for ensuring the proper stewardship of public funds and assets. Their role is set out at Chapter 3 of *Managing Public Money*. At the ICRIR, the Chief Executive Officer is the Accounting Officer.
 - **"Board²"** means the ICRIR Board, which consists of the Chief Commissioner, Commissioner for Investigations, Chief Executive Officer along with up to four Non-Executive Commissioners.
 - **"Board member"** means any person appointed as a member of the ICRIR Board (as set out above). The Secretary of State for Northern Ireland has the power to make appointments to the Board³. The selection process for such appointments is set out in the Framework Agreement between the NIO and ICRIR

² Section 2(3), Northern Ireland Troubles (Legacy and Reconciliation) Act 2023

³ Schedule 1, Part 2, Paragraph 8

- **“Budget”** means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of ICRIR.
- **“Chair”** is the person appointed to lead the Board and to ensure that it successfully discharges its overall responsibility for the work of the ICRIR. At the ICRIR, the Chief Commissioner is the Chair of the Board.
- **“Senior Executive Team”** are senior officers of the ICRIR with responsibility for a significant range of business. The Senior Executive Team is led by the Chief Executive Officer, and includes the General Counsel, the Chief Operating Officer, [the Deputy to the Commissioner for Investigations] and the Director of Strategy, Performance and Planning.
- **“Board Committee”** means a Committee created by the Board with delegated powers or a responsibility to advise the Board in specified areas of business. Committees may consist of or include persons who are not Board Members.
- **“Board Sub-Committee”** means a committee that has been established, with delegated authority from the Board, by a Committee of the Board.
- **“Independent members”** are persons formally appointed by the Board as members of specific committees and/or advisory bodies. Although they are not Board members, these *Board Standing Orders*, the *Scheme of Delegation*, the *Standing Financial Instructions*, the ICRIR’s *Code of Conduct*, and any relevant provisions of the Cabinet Office’s *Code of Conduct for Board Members of Public Bodies* apply to them as they do to Board members.
- **“Commission”** means ICRIR as an organisation.
- **“Officer”** means any person who is an employee of the Commission. This includes persons seconded to work within the Commission’s employee structure and, where appropriate, includes the Chief Executive Officer and Commissioner for Investigations.
- **“Framework Agreement”** is the document agreed between the ICRIR and the Northern Ireland Office (NIO) in accordance with HM Treasury’s handbook *Managing Public Money* which sets out the broad governance framework within which the ICRIR and the NIO operate.
- **“External Assurance Group”** is a Group established by the Board to provide independent advice through expert insight and challenge to the Commissioner in establishing its review policies and procedures, in particular to ensure independence of the Commission and adherence to European Convention of Human Rights requirements.
- **“Immunity Requests Panel”** is the panel established by the Act as a statutory Panel within the ICRIR to consider requests for the conditional grant of immunity from prosecution where the requirements of the Act are met.

3. THE ICRIR BOARD

Board Composition

- 3.1 The ICRIR Board will comprise:
- The Chief Commissioner (Chair)
 - The Commissioner for Investigations
 - The Chief Executive Officer; and
 - Up to four Non-Executive Commissioners (one of whom will sit on the Board as the Lead Non-Executive Commissioner and Chair of the Audit and Risk Committee)
- 3.2 The statutory power and requirements to make appointments to the ICRIR Board are set out in Schedule 1 of the Northern Ireland Troubles (Legacy and Reconciliation) Act 2023. The power to make appointments to the ICRIR Board is vested in the Secretary of State for Northern Ireland.
- 3.3 The processes by which Commissioners are selected for appointment by the Secretary of State for Northern Ireland are set out in the Framework Agreement.

Role of Board members

- 3.4 The ICRIR Board will have collective responsibility for setting the strategic direction of the Commission to enable it to deliver its functions as set out in the Act.
- 3.5 The Board's role is set out more fully in the Framework Agreement that is agreed between the Commission and the Northern Ireland Office.
- 3.6 Individual Board members must act in accordance with the provisions of the Framework Agreement with particular reference to acting in good faith and in the best interests of the ICRIR and with the Members' Code of Conduct which complies with the Cabinet Office's Code of Conduct for Board Members of Public Bodies (2019). All ICRIR Board members and officers must act in accordance with the Seven Principles of Public Life.

4. ICRIR BOARD MEETINGS

Admission of the Public and the Press

- 4.1 The ICRIR Board will operate in an open and inclusive way, but will need to be cognisant of the Commission's duties under section 4 of the Act and of the need for confidentiality relating to operational work.

- 4.2 The Board may choose to hold meetings in public. Where it does so, proceedings are recorded and are usually made available on the ICRIIR website following the meeting. Members of the public, or representatives of the press, are prohibited from making their own recording of proceedings other than in writing or making any oral report of the proceedings as they take place, without the prior agreement of the Board. Arrangements for attendance at any public session are set out on the ICRIIR website.
- 4.3 Members of the public and press are not admitted to meetings of the Board or its Committees, except where the Board has resolved to hold a meeting in public or by specific invitation.

Convening of Meetings

- 4.4 Ordinary meetings of the Board will be held at such times and places as the Board may determine in order to progress its business.
- 4.5 The Chair may call a meeting of the Board at any time, provided ten clear working days' notice is given.
- 4.6 In cases of emergency, if the Chair judges that the Board's business cannot be delayed to give the ten days' notice, the Chair is able to convene a meeting to deal with special or urgent matters, provided that a majority of Board members agree. The Chair will use telephone or video conferencing, if possible, to enable as many Board members as possible to participate in the decision. Only those urgent or special matters may be dealt with at an emergency meeting so called.
- 4.7 Meetings of the Board may take place virtually (by audio or visual conferencing) notwithstanding that the Board members present may not all be meeting in one particular place, provided that all persons participating in the meeting can hear each other. Participation in a meeting in that manner shall be taken as constituting presence in person at a meeting.
- 4.8 If a request for a meeting, signed by at least two-thirds of the whole number of Board members, is presented to the Chair, then the Chair must call a meeting within ten working days of receiving this request. If the Chair refuses to call a meeting or if, without so refusing, does not call a meeting within ten working days of receiving the request, those Members who requested may call a meeting themselves.

Notice of Meetings

- 4.9 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, must be made available

to every Board member by secure electronic means, at least five working days before the day of the meeting.

- 4.10 The accidental failure to give notice to a Board member or the non-receipt of a duly despatched notice by then will not invalidate the proceedings of a Board meeting.
- 4.11 In the case of a meeting called by Board members in default of the Chair (under Standing Order 4.8), the notice must be signed by those Board members and no business can be transacted at the meeting other than that specified in the notice.

Chairing Meetings

- 4.12 At any meeting of the Board, the Chair, if present, will preside.
- 4.13 If the Chair is absent, or is disqualified from participating, the Lead Non-Executive member will preside or, in their absence, a Non-Executive member chosen by the Board members will preside.
- 4.14 The decision of the Chair on questions of order, relevancy, regularity and any other matters will be final.

Quorum for Meetings

- 4.15 A minimum 4 members will be present for each meeting for it to be quorate.
- 4.16 If at any time during a meeting a quorum of Board members is not present then, at the discretion of the Chair, the business may still be discussed by the Board members present but the decision must be deferred to the next meeting of the Board, unless the Chair of the meeting requires a decision to be made at an earlier date or is able to conduct the business under the provision regarding Urgent Action at 4.26.
- 4.17 If the Chair or any Board member has declared an interest and recused themselves or is otherwise disqualified from participating in the discussion on any matter and/or from voting on any resolution, they may not participate in the discussion or vote and will not be counted towards the quorum on that item. Whoever is in the Chair for the item will determine whether the member may remain in the meeting during the discussion or whether they should leave the meeting at that point in the interests of open and transparent discussion. Such a position must be recorded in the minutes of the meeting.

Voting

- 4.18 The Board will use its best endeavours to decide all items of business by consensus. Where that cannot be achieved, and a vote is necessary, such items shall be decided by a majority of the votes of the Chair and the Board members present voting on the question.
- 4.19 In the case of an equality of votes, the Chair of the meeting will have a second or casting vote.
- 4.20 Voting shall normally be by show of hands. If the matter being voted on is confidential, a paper or electronic ballot may also be used if a majority of the Board members present request it. However, where a meeting is held in accordance with Standing Order 4.7, the Chair of the meeting shall call the roll of Board members and each Board member asked shall, on their name being called, indicate their vote in such a manner that all persons participating can hear it.
- 4.21 If any Board member present so requests, the voting (other than by paper or electronic ballot) on any question will be recorded to show how each Board member present voted or abstained.
- 4.22 If a Board member so requests, their vote will be recorded in the minutes of the meeting by name upon any vote (save those by paper or electronic ballot).
- 4.23 Board members absent from a meeting do not have the right of a proxy vote although their written views submitted to the Chair in advance may be entered in the debate at the discretion of the Chair. Absence is determined as at the time of voting on a motion.
- 4.24 Further to 4.10 and 4.23 above, in the event that one or more Board members are absent from a meeting due to the failure to provide the notice outlined at 4.9, no votes shall be determined at that meeting. In the event that Board members are absent for any other reason, votes can be determined provided the Board is otherwise quorate.

Notices of Motion

- 4.25 Any motion proposed must be seconded before it can be considered by the Board.
- 4.26 A Board member desiring to move or amend a motion must send written notification to the Chair at least 10 clear working days before the meeting. The Chair will insert this notice in the agenda for the meeting, subject to the notice being permissible under the appropriate regulations and within ICRIR's statutory remit. This does not however, prevent any motion or amendment being moved without notice during

the meeting on any business mentioned on the agenda.

Emergency Motions

- 4.27 Subject to the agreement of the Chair, and subject also to the provisions below, a Board member may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice must state the grounds of urgency. If in order, it will be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item will be final.

Withdrawal of Motions

- 4.28 A motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the consent of the Chair.

Motion to Rescind a Resolution

- 4.29 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months must bear the signature of the Board member who gives the notice and also the signature of two other Board members.
- 4.30 When any such motion has been disposed of by the Board, it will not be permitted for any Board member other than the Chair to propose a motion to the same effect within six months. The Chair may do so if it is considered appropriate.

Motions and Amendments to Motions

- 4.31 The mover of a motion has a right of reply at the close of any discussion on the motion or any amendment thereto.
- 4.32 When a motion is under discussion or immediately prior to discussion, it is open to any Board member to move:
- An amendment to the motion;
 - The adjournment of the discussion or the meeting
 - That the meeting proceed to the next business;
 - The appointment of an ad hoc committee to deal with a specific item of business; or
 - That the motion be now put.
- 4.33 No amendment to any motion will be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

5. AGENDAS, PAPERS, RECORD OF ATTENDANCE AND MINUTES

Setting the Board Agenda

- 5.1 The Board may determine that certain matters shall appear on every agenda for ICRIR Board meetings. The Chair will however agree the agenda for each meeting of the Board, in consultation with the Chief Executive Officer.
- 5.2 Board members who wish to put forward agenda items should notify the Chair at least 15 working days before the meeting. Requests made less than 15 clear working days before a meeting may be included on the agenda at the discretion of the Chair.
- 5.3 In the event that the Chair is not willing to include an item on the agenda of a Board meeting, any member will be entitled to have a notice of motion included on the agenda, provided this is submitted in line with the provisions set out under standing order 4.24 and 4.25.
- 5.4 It is within the discretion of the Chair of a meeting to allow urgent items not on the agreed agenda to be discussed at the relevant meeting. The reasons for allowing such action should be indicated by the Chair.

Meeting Papers

- 5.5 The papers for a meeting will be available to Board members at least five working days before a meeting, except in an emergency.
- 5.6 The papers for any Board meetings held in public will be made available on the ICRIR website.
- 5.7 Papers to support decision making by the Board and any Committees must include, but is not limited to, consideration of the following to assist in coming to a decision:
 - i. Compatibility with the Commission's statutory principal objective to promote reconciliation and how this decision or options will help to achieve it;
 - ii. Regard to the general interests of persons affected by Troubles-related deaths and serious injuries and how this may be affected by the decision (endorsed by the Head of Engagement or Director of Strategy);
 - iii. Assessment of discharge of the Commission's duties under section 4 of the Act (including with any necessary specialist external input);
 - iv. The financial impact of a decision, including analysis of affordability and value for money (endorsed by the Head of

Finance or Chief Operating Officer)

Record of Attendance

- 5.8 The names of the Chair and Board members present at the meeting must be recorded in the minutes.
- 5.9 Where a Board member is not present for the whole of the meeting the minutes must indicate for which items the Board member was present at the time of determination of the item.
- 5.10 The names of others “In Attendance” at the Board meeting must also be recorded in the minutes.

Minutes

- 5.11 The minutes of the proceedings of a Board meeting will be drawn up by the Secretariat of the Board and submitted for agreement at the following Board meeting. Any amendment to the minutes must be agreed and recorded in the minutes of the Board meeting at which they are submitted for agreement. Once agreed by the Board and confirmed as a correct record by the Chair, the minutes shall be taken as conclusive evidence of the facts stated therein.
- 5.12 The minutes of any Board meetings held in public will be available to the public and published on the ICRIR website. The Board will also receive the minutes of its Committees for information. Any Board member not on a Committee will have a right to consult any confidential minutes of that Committee.

6. COMMITTEES

Establishment of Committees

- 6.1 The Board may appoint Committees of the Board to support the delivery of its objectives and ensure independent oversight/challenge structures are in place.
- 6.2 The Board may delegate authority to its Committees to establish and appoint members to further sub-committees/advisory bodies. The Committee shall determine the membership of any sub-committees they establish.
- 6.3 The constitution and terms of reference of the Board’s Committees, and any sub-committees or advisory bodies, and any specific executive powers delegated to them, must be approved by the Board.

- 6.4 The Board will keep under review the structure and remit of its Committees.

Approval of Appointments to Committees

- 6.5 The Chair will assign an ICRIR Board member to each of the Committees which it has formally constituted. Where the Board determines, and Regulations permit, that persons, who are neither Board members nor Officers, can be appointed to a Committee, the Committee may proceed to appoint and should inform the Board of any appointments made.
- 6.6 The Chairs of the Board's Committees (not including Statutory Committees of the Board) will be appointed by the Board.
- 6.7 In the event of there being a vacancy in a Committee chair, the Chair of the ICRIR Board is authorised to appoint an Interim Committee Chair.

Terms of Reference

- 6.8 Each Committee of the Board is to have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board may decide and shall be in accordance with any relevant provisions set out in the Act and subsequent regulations.
- 6.9 The terms of reference of any sub-committee/advisory body constituted by a Committee may be proposed by the Committee but must be approved by the Board.

Delegation of Powers by Committees to Sub-Committees

- 6.10 Where Committees are authorised to establish sub-committees, they may not delegate executive powers to the sub-committee unless expressly authorised to do so by the Board.

Appointments for Statutory Functions

- 6.11 Where the Board is required to appoint persons to a Committee and/or to undertake statutory functions as required by the legislation or any subsequent regulations, and where such appointments are to operate independently of the Board, such appointments should be made in accordance with the provisions set out in the legislation. If there are no such directions, the Board may make such arrangements as it thinks fit in order to deliver the statutory function.

Resignations and terminations of Committee Membership

- 6.12 Independent members of a Committee may resign from the Committee by writing to the Chair of the Committee providing 30 days' notice.

- 6.13 Should it prove necessary, the Board may terminate the appointment of any independent member to one of its Committees.

7. CUSTODY OF SEAL, SEALING AND SIGNATURE OF DOCUMENTS

Custody of Seal

- 7.1 As set out in schedule 1 of the Act, the ICRIR may have a seal.
- 7.2 The common seal of ICRIR shall be kept by the Head of Governance and Board Secretary, or a Manager nominated by them, in a secure place.

Sealing of Documents

- 7.3 Where it is necessary that a document be sealed, the seal must be authenticated by the signature of at least one of the ICRIR Commissioners.
- 7.4 A document purporting to be duly executed under the seal of the ICRIR must be received in evidence and treated as so executed unless the contrary is shown.

Register of Sealing

- 7.5 The Head of Governance & Board Secretary shall keep a register in which they, or another officer of the Commission authorised by them, shall enter a record of the sealing of every document.

Execution of Documents

- 7.6 The Chief Executive Officer or nominated Officers are authorised, by resolution of the Board and in accordance with the Scheme of Delegation, to execute on behalf of the Board any agreement or other document.
- 7.7 E-signatures (digital or scanned) can be considered as authentication of a signature of the Chief Executive Officer or nominated Officers. Whether it is appropriate to use an e-signature will depend on the type of document being executed or signed. The Head of Governance & Board Secretary can advise on the options at the time documents are circulated. Where it is not appropriate, a wet ink signature will be applied to a hardcopy of the document.
- 7.8 A document purporting to be signed on behalf of the ICRIR by at least one of the Commissioners, or any person who is authorised (generally

or specially) for that purpose, must be received in evidence and treated as so signed unless the contrary is shown.

8. DUTIES AND OBLIGATIONS OF MEMBERS AND SENIOR EXECUTIVE TEAM UNDER THESE BOARD STANDING ORDERS

Declaration of interest policy for ICRIR Board members

- 8.1 A *Declaration and Management of Outside Interests* policy, including the requirements set out in the Act for ICRIR Commissioners, sets out the requirements and procedures relating to the recognition and disclosure of activities that could give rise to conflicts of interest or the perception of conflicts of interest and ensures that such conflicts are correctly identified, appropriately managed and effectively resolved. All Commissioners and officers will be required to return an annual declaration (including nil return) to the Head of Governance & Board Secretary, as well as to provide any in-year updates should a change in circumstances require this.

Register of Interests

- 8.2 The Head of Governance & Board Secretary will establish and maintain a *Register of Interests of Commissioners*. This Register will record interests that are considered to be relevant to the ICRIR and where making the fact of the interest public will help manage or mitigate any perception of conflict.
- 8.3 The *Register of Interests of Commissioners* will be published on an annual basis. At any time during the year, the Head of Governance & Board Secretary may amend the Register to take account of changes recorded in any further declarations that have been made.
- 8.4 The Head of Governance & Board Secretary will write annually to Commissioners reminding them of the continuing requirements of these *Board Standing Orders*, but responsibility for declaration of interests lies solely with Commissioners.

Timing of Declaration

- 8.5 Initial declarations of interests, to inform compilation of the Register must not be made later than 30 days after the date of accepting office and before taking up office.
- 8.6 Omissions or corrections must be notified to the Head of Governance & Board Secretary immediately, if, after lodging a statement, a Commissioner becomes aware that they, or any member of their family, has a declarable interest in respect of which they have not

made a declaration. This is also the case if they realise that an interest which it was thought did not need to be declared, but which is in fact later identified as a declarable interest. Changes to interests must be notified to the Head of Governance & Board Secretary within 20 calendar days after they have occurred.

8.7 The *Register of Interests of Commissioners* will be reviewed annually.

9. SUSPENSION, VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS

Suspension of Board Standing Orders

- 9.1 Except where this would contravene any statutory provision, any one or more of the *Board Standing Orders* may be suspended at any meeting, provided that at least four members of the Board are present, and that a majority of those present vote in favour of suspension.
- 9.2 A decision to suspend *Board Standing Orders* will be recorded in the minutes of the meeting.
- 9.3 No formal business may be transacted while *Board Standing Orders* are suspended.
- 9.4 A separate record of matters discussed during the suspension of *Board Standing Orders* must be made and must be available to the Chair and Board members.
- 9.5 The Audit and Risk Committee must receive a report of every decision to suspend *Board Standing Orders*.

Approval, Variation and Amendment of Board Standing Orders

- 9.6 These Board Standing Orders and any amendment to them can only be approved if:
- A notice of motion has been given (i.e. at least 10 working days in advance);
 - No fewer than half the total of the Board Members present vote in favour;
 - At least four members of the ICRIR Board, including the Chair are present at the time of the vote; and

- The variation proposed does not contravene a statutory provision set out in the Act, any other legislation and/or any subsequent regulations.