



The Standing Orders of the Board of Trustees of Croquet England CIO

v1.4; 7 December 2024

1 Meetings of the Board of Trustees

- 1.1 The first ordinary meeting of the Board of Trustees in each yearly session shall normally be held on the day of the Annual General Meeting of the CIO.
- 1.2 Further ordinary meetings of the Board in each yearly session shall be held on such days and at such times as the Board may decide.
- 1.3 A special meeting of the Board may be called by any charity trustee in accordance with clause 19(1) of the Constitution of the CIO. Fourteen days' notice must be given of any special meeting and no business other than that specified in the notice of the meeting may be transacted at that meeting.
- 1.4 Meetings of the Board may take place using any agreed remote-working conferencing platform. They are called by the Secretary to the Board and all rules relating to physical meetings apply.
- 1.5 The quorum for any meeting of the Board shall be as specified in Clause 19(3) of the Constitution of the CIO. If within half an hour of the time appointed for any meeting to begin a quorum is not present the meeting shall be dissolved.
- 1.6 If, in the opinion of the Chair of the Board, it is not practicable for the first meeting of the Board of Trustees in the session to carry out all its business on the day of the Annual General Meeting of the CIO, the meeting shall be adjourned to a day as soon as can be arranged thereafter.
- 1.7 The business at this first meeting of Board of Trustees shall include:
 - 1.7.1 Election of the Chair of the Board for the forthcoming session in accordance with Clause 19(2) of the Constitution of the CIO. The name of the charity trustee proposed as Chair of the Board for the forthcoming session shall appear as a motion on the agenda for the first meeting. The motion shall be taken as the first item of business immediately after the composition of Board has been agreed.
 - 1.7.2 Appointment of the Chief Executive Officer (CEO) and members of the Executive, and the Secretary and Treasurer of the CIO, under clause 18 of the Constitution. A candidate for appointment as Chief Executive Officer will normally have been designated by the Board no later than 3 months before the Annual General Meeting, and candidates for appointment for other roles no later than 1 month before the Annual General Meeting.
 - 1.7.3 Confirmation of the dates for further ordinary meetings of the Board of Trustees in the forthcoming session.

2 The Secretary, the Treasurer and the Manager

- 2.1 The “Secretary” and “Treasurer” in this document are the Secretary of the CIO and Treasurer of the CIO appointed annually by the Board. They are responsible to the CIO through the Board for providing independent leadership and guidance in matters relating to administration and finance respectively, encouraging the highest standards of integrity, effectiveness, and openness, and have a duty to ensure the CIO’s regulatory compliance. Specific duties for them may be determined by the Board from time to time and recorded in the Croquet England Practice Book.
- 2.2 The “Secretary to the Board” is the named person appointed by the Board to act as its Secretary upon the invitation of the Secretary of the CIO.
- 2.3 The “Manager” is the Operations Manager of the CIO appointed by the Executive, subject to the approval of the Board. The Manager reports to the Chair of the Executive with functional reporting relationships to the Secretary and Treasurer and is responsible for the operation of the CIO’s administrative and commercial activities.

3 The Chair of the Board

- 3.1 An individual may not hold office as Chair of the Board for a period exceeding three years in succession but shall be eligible for re-election after an interval of five years from the end of his or her previous tenure of office.
- 3.2 The chair at all meetings of the Board shall be taken by the Chair or, in his or her absence, by a charity trustee elected for that meeting only.

4 Notice of Meetings

- 4.1 The Notice issued by the Secretary to the Board must state the date, time and place of the meeting and the business to be transacted (the Agenda) in the order in which it is to be taken.
- 4.2 The Notice must be distributed through the Board team group to each charity trustee, the President and to the Officers of the CIO (the Chair of the Executive, the Secretary of the CIO and the Treasurer) at least seven clear days before the date of the meeting.
- 4.3 The Agenda for the meeting shall be made available to each charity trustee and to the Officers of the CIO with the Notice of the Meeting.
- 4.4 The Agenda for the meeting shall be accompanied by copies of the minutes of all Executive Meetings since the last Board Meeting, together with a concise written Report from the CEO if there are any decisions or actions for the Board, any policy matters to be referred to the Board, or any matters of which the Board should take particular note. Any other papers for discussion at a Board Meeting should also be made available with the Notice of the Meeting.

- 4.5 A paper that was not available with the Notice of the Meeting may, with the consent of the Chair of the Board, be tabled at the meeting. Before being generally discussed, its author or sponsor should summarise its content and purpose.
- 4.6 Unless it is a matter of urgency, it is undesirable for any paper or motion of real importance to be considered at a Meeting of the Board if no notice has been given.

5 Minutes

- 5.1 Minutes of Board meetings shall be made available to all charity trustees, the President and to the Officers of the CIO as soon as reasonably practical after each meeting. Proposed corrections should be emailed to all those to whom it was made available. Further drafts shall include corrections approved by the Chair or, if not so approved, by a simple majority of those present at the meeting. A draft is approved if no requests for corrections to it are received by the Chair within a week of it being made available.
- 5.2 Minutes of Board meetings are not normally confidential but in exceptional circumstances the Board may, if it so wishes, decide that the whole or part of any accompanying papers, including committee minutes, is confidential.
- 5.3 The Secretary to the Board shall ensure that the approved minutes are published to Members of the CIO on the website, together with any reports and agreed policy papers referred to therein. This should normally be done within four weeks of the meeting.

6 Order of Business

- 6.1 The order of business shall normally be as follows unless otherwise decided by the Chair:
- a) Apologies for absence
 - b) Conflicts of interest for items on the agenda.
 - c) Decisions made since the previous meeting
 - d) Matters arising out of the minutes
 - e) Business appointed for the meeting by a resolution of a previous meeting
 - f) Report of the CEO, the Secretary and the Treasurer and other reports
 - g) Adjourned debates
 - h) Motions for debate (of which proper notice has been given) in the order in which they appear on the agenda paper
 - i) Policy matters for consideration at a later meeting
 - j) Any Other Business
 - k) Date of the next meeting.
- 6.2 Discussion on matters arising from the minutes should normally be confined to points of information and the Chair should discourage any debate.

- 6.3 Relevant papers must be circulated with the Notice of the Meeting as set out in paragraph 4.4 above. The Chair of the Board may call for an oral report from an Officer if an item is not covered by a written report, and is of urgent import for consideration by the Board. Such oral reports should be presented as briefly as possible and confined to essential details.
- 6.4 Any item in a Report which requests ratification from the Board is presumed to be a motion with notice proposed by the presenter of the Report. It should be automatically accepted by the Board without a vote unless there is evident dissent, and a motion is proposed to reject the Item or to refer it back to the appropriate person or body.
- 6.5 Discussion of the Report from the CEO should normally be confined to those matters which the CEO has indicated are matters which concern policy and need therefore to be referred to the Board. Any charity trustee who wishes to raise a matter, either on the Report itself or connected with the work of a Committee, which has not been indicated by the CEO as a matter of policy should normally, prior to the Board Meeting, have discussed the matter with the appropriate Executive Director and/or the CEO.
- 6.6 At an appropriate Board Meeting, the Treasurer will propose approval of the examined Annual Accounts for submission to the Charity Commission and presentation to the next Annual General Meeting.
- 6.7 Other Reports may include reports from any Board-appointed body or person, covering matters of importance not covered by any other Committee.
- 6.8 Charity trustees should give reasonable notice of any questions to the Chair they may wish to put, but this is not a requirement. Questions should be confined to matters that cannot properly be raised when any item already on the agenda is being considered. The Chair may allow a limited amount of discussion arising from questions.
- 6.9 Policy matters for consideration at a later meeting. A limited time, decided by the Chair, will be allowed for matters to be introduced and discussed. They will then be referred to the appropriate Executive Director for consideration and the charity trustee who raised the matter should be invited to take part in Committee discussions. Such matters will come forward to the Board again via a Report from the Executive.
- 6.10 Topics for discussion under Any Other Business will be determined by the Chair on merit and as time permits.
- 6.11 The Chair may propose that the lack of notice of a paper for discussion shall not prevent the Board from discussing an urgent matter. If the Chair's motion is carried (by a simple majority of those charity trustees present and voting) the matter may then be dealt with accordingly.

- 6.12 Matters relating to appointments and awards not within the remit of committees nor covered under Standing Order 1.7 above should be reviewed at least annually.
- 6.13 Any recommendations for election as President, Vice President or Honorary Individual Member, or the award of the Croquet England Medal for Outstanding Service, should normally be the business of a Board meeting in the period of at least two months before the Annual General Meeting. Recommendations will be made by group(s) appointed by the Board to do so.

7 Topics

- 7.1 Matters for discussion and decision shall be organised into topics.
- 7.2 Any charity trustee may, at any time, start a topic by sending to all Board members an email with a distinctive subject line and with the addresses visible or by sending a communication to the Board team (board@croquetengland.org.uk).
- 7.3 Where a “Topic Code” has been assigned the subject line should start with that code (e.g. [041] 2023 Annual Return). Topics may be sub-divided, if the discussion widens.
- 7.4 Email chains that start without a code should adopt one if it becomes clear that discussion will endure. The message introducing the code should contain a summary of the discussion so far. Each topic should cover a single subject.
- 7.5 The Secretary to the Board shall maintain a list of topics. Topics remain open until a decision is reached on them or it is agreed to close them without a decision being made.

8 Voting

- 8.1 Decisions are made by the Chair perceiving the consensus of charity trustees present or, if requested by anyone present, by a show of hands.
- 8.2 A simple majority of those charity trustees present and voting will decide the issue providing that at least five votes are cast. An abstention does not count as a vote. The Chair is entitled to vote and in the case of an equal division of votes shall have a second or casting vote.

9 Electronic Decision Making

- 9.1 The Chair may ask all of the charity trustees to vote electronically by specified means on any matter not contentious enough to justify waiting for a meeting. Such an invitation must include any relevant Topic Codes and the Voting Period.
- 9.2 Such votes shall be cast by communicating them to the Secretary to the Board, or, if unavailable, the Chair of the Board, by specified electronic means within the Voting Period.

- 9.3 The Voting Period shall be at least 10 days except for urgent matters or matters where the Chair considers unanimity is highly probable.
- 9.3.1 For urgent matters, any period of 24 hours or more may be specified and the Voting Period may be ended and the issue decided as soon as more than half of the possible votes have been cast in one direction.
- 9.3.2 For matters where the Chair considers unanimity is highly probable, a period of 3 days or more may be specified and the issue will be decided at the end of that period or when more than half of the possible votes have been cast in the same direction, whichever is later, provided that if any contrary vote is received, the Voting Period shall be extended to not less than 10 days from its start.
- 9.4 During the Voting Period, charity trustees are encouraged to exchange emails on the topic, with copies to all charity trustees, and votes may be changed or withdrawn.
- 9.5 During the Voting Period, any charity trustee may request that the Voting Period be extended, the vote abandoned, or the matter discussed further, including at a meeting. The request is implemented if a second charity trustee agrees.
- 9.6 At the end of the Voting Period, the issue shall be decided as specified in paragraph 8.2 above, treating all voters as having been present. The decision shall be announced to the charity trustees by the person receiving the votes.
- 9.7 Decisions reached in accordance with the above procedure shall be recorded in the minutes of the next meeting of the Board.

10 Board Groups and Panels

- 10.1 Under Clause 18 of the Constitution of the CIO the Board may:
- 10.1.1 Appoint such groups with such terms of reference and powers to act as may be necessary or convenient for the purposes for which the group is appointed. Members of such groups shall have no significant conflict of interest with the purpose of the group and need not be members of the Board if specific expertise is needed.
- 10.1.2 Appoint suitably experienced Individual Members and associates of the CIO to the pool of people available to serve on Complaints Panels.
- 10.1.3 Appoint current and past Presidents, Vice-Presidents, Chairs of the Board and other suitable Individual Members and associates of the CIO to the pool of people available to serve on Appeals Panels. A member of an Appeals Panel must not consider an appeal against a decision of a Disciplinary Complaints Panel of which he or she was a member.
- 10.1.4 Appoint a suitable person to be the Complaints Administrator.

10.2 The manner of conducting business, duties, and powers to act of the Complaints and Appeals Panels as determined from time to time shall be recorded in the Croquet England Complaints Procedure.

11 Significant Decisions

11.1 Document(s) shall be kept by the Secretary and published to all Individual Members of the CIO on its website for the purpose of recording:

- a) Board Resolutions concerning the composition, manner of conducting business, duties and powers of the Executive, other Groups and Complaints and Appeals Panels appointed by the Board as required by Standing Order 10.2 above.
- b) Board resolutions affecting the application of the Standing Orders of the Board.
- c) Other Resolutions of the Board which are regarded as significant and of continuing import.

11.2 The document(s) may also contain such administrative detail appertaining to the conduct of the Board's business as the Secretary may deem appropriate, but such material shall not have any continuing authority unless so resolved by the Board.

12 Guests at Meetings

12.1 The Chair may invite a person or persons who are not members of the Board to attend any meeting of the Board if he or she considers that that person's attendance would be in the interests of the CIO. Such persons shall be entitled to speak but not to vote or be counted in the quorum for the meeting.

12.2 The President and Officers of the CIO shall be deemed to have been invited to all meetings of the Board unless the contrary is shown in respect of a meeting.

13 Vacancies

13.1 Elected charity trustees wishing to retire at the end of the session or who are retiring by rotation and not intending to seek re-election should inform the Secretary to the Board before an appropriate meeting of the Board. The Secretary to the Board shall inform the Electoral Commission of the number of vacancies for elected membership of the Board for the next session and the number of elected charity trustees who, although retiring by rotation, are seeking re-election.

14 The Constitution of the CIO

14.1 Any motion on matters affecting the Constitution of the CIO must first be passed by a majority of at least three fifths of the charity trustees present and voting and is then submitted as a motion of the Board to a General Meeting of the Members of the CIO for ratification in accordance with the relevant provisions of the Constitution.

15 Amendments to Standing Orders

- 15.1 These Standing Orders may be amended at any meeting of the Board by a motion (either with or without notice) which is passed by a majority of three fifths of the charity trustees present and voting. The changes then have immediate effect but if they are to remain in permanent force they must be confirmed at the next following ordinary meeting and again passed by a three fifths majority of the charity trustees present and voting.

16 Suspension of Standing Orders

- 16.1 These Standing Orders may be suspended at any meeting of the Board by a motion (either with or without notice) which is passed by a three fifths majority of the charity trustees present and voting. The charity trustee moving the suspension must clearly state the nature and urgency of his business, the numbers of the Standing Orders affected and the length of time (not exceeding 30 minutes) he or she desires suspension to last. At the option of the meeting a further extension of time may be allowed.

17 Attendances

- 17.1 A table showing the attendance of each charity trustee at meetings of the Board shall be prepared by the Secretary to the Board.

18 Conflicts of Interest

- 18.1 A register showing the commercial interests of all current Board and Executive members and connected persons (as defined in Clause 30 of the Constitution of the CIO) shall be maintained by the Secretary. All such members are obliged to provide this information to the Secretary and to ensure that the information is at all times up-to-date.
- 18.2 Where a member of the Board, the Executive, or a member of any Committee has a significant financial or commercial interest in an item for discussion and/or decision at a meeting, he or she must withdraw from the meeting while the matter is discussed and/or decided. The same principle applies to electronic discussion or decision making.
- 18.3 If any contracts are let out on a regular basis, the Executive must decide whether to appoint a commercial panel to undertake routine negotiations on its behalf. This panel will exclude any members who may have a significant conflict of interest.

References

Constitution of Croquet England
Croquet England Practice Book

Issuing Authority: Board of Trustees

Approved by: Board of Trustees

Date approved: 7 December 2024

Next review date: 7 December 2027

Version: v1.4

Reason for Change: Restoration of 1.7.2 which had been overwritten in error by a duplicate of 1.7.1, revision of electronic decision-making mechanisms in 9.3, and other updates to 4.3, 4.4, 5.1, 5.3, 6.1, 6.3, 6.4, 6.5, 10.1, 10.2 and 11.1 to reflect current practice.