

## **Board Procedures**

### **Introduction**

1. These rules of procedure have been approved by the Ofcom Board. The Board has a maximum of 12 members, with a majority of non-executive members. The Board comprises a Chairman appointed by the Secretary of State for Digital, Culture Media and Sport (DCMS), such number of other non-executive members as the Secretary of State may appoint and the executive members. In the case of the non-executive members for Scotland and Wales and Northern Ireland, appointments are made by the relevant devolved Government, with pre-appointment consultation with DCMS. The Chief Executive and any other executive members (if any) as determined by the non-executive Board members.

### **Frequency of Board meetings**

2. Formal Board meetings are generally scheduled monthly on Wednesdays. In addition, informal meetings of the Board may be held as required. These latter meetings are intended to be for general discussion/briefing on issues and are not formally minuted, although action points will be noted and a note of the discussion taken where appropriate.
3. The Chairman, or in his absence the Deputy Chair, may convene a meeting of the Board, subject to the provisions on notice below. A Member of the Board may not convene a Board meeting but may request that the Chairman, or in his absence, the Deputy Chair, convenes a Board meeting. A separate policy document has been approved dealing with the calling of Board meetings between scheduled meetings.

### **Notice of meetings**

4. Board meetings will normally be convened with a minimum five clear working days' notice. A meeting may exceptionally be called at less than five days' notice. Such shorter notice will only be valid if ratified at the meeting called on short notice. Notice of a meeting shall be given to Members in writing (including transmission of the notice by facsimile or electronic mail). Failure of a Member to receive a notice of a meeting will not invalidate that meeting or any business transacted at that meeting.

### **Quorum**

5. The quorum for Board meetings is five Board Members (including at least the Chairman or Deputy Chairman) with a majority of Board Members who are not executive Members. Should the need arise, Members may attend meetings by telephone or video link. Members attending meetings by telephone or video link shall be considered to be present at the meeting.

### **Declaration of interest**

6. Before any item is discussed, Members will declare any direct or indirect interests or connections they may have. Interests which should be declared are not only financial ones but those which involve some material benefit to either party. Personal friendships, other than mere acquaintances, may constitute a connection. If in doubt, Members are advised to declare the connection in order to give other Members the opportunity to determine an appropriate response. A general notification of interest may be given, which would apply to all Board meetings. Ofcom maintains a Register of Disclosable Interests which is published on its website. Members are asked to sign an annual declaration of interests but are also expected to notify the Corporation Secretary of amendments to their current declaration as they occur during the year.

7. A person with an interest must not take part in any relevant discussion or decision unless the other Members present decide unanimously that the interest is to be disregarded. Decisions on participation must be in favour of the most severe exclusion suggested (for example, if four Members are content for the declaring Member to participate in a discussion, but not a decision, and the other four wish the declaring Member to leave the meeting altogether, the declaring Member must leave).

### **Code of conduct**

8. Members must at all times abide by the Code of Conduct which has been approved by the Board and provided to Members. The Code includes guidance on the policy to be adopted in relation to gifts and hospitality.

### **Induction and training of Board Members**

9. The Corporation Secretary will coordinate an induction programme for new Members joining the Board. Informal sessions of the Board will be used to brief Members on the background to key policy and operational issues as they arise and to keep Members abreast of market developments.

### **Procedure for Members' taking independent legal advice**

10. Procedures are in place to enable Board Members, in the furtherance of their duties, to take independent legal advice if necessary at Ofcom's expense.

### **Review of Board Performance**

11. The Board will meet once a year to review its performance and shall provide details of such review in the Annual Report and Accounts.

### **Decision making**

12. Decisions of the Board will be made by consensus rather than by formal vote. If it is not possible to reach a shared decision, or should any Member insist, a vote will be taken and will be recorded in the minutes (although only numerically, without attributing votes to individual unless a Member so requests). In the case of a tied vote, the Chairman will have a casting vote in addition to her original vote.
13. It will be the Chairman's responsibility at the end of each agenda item to summarise the decision which has been taken, and the Secretary's responsibility to ensure that this is clear enough for minuting.

### **Board principles**

14. The Board has adopted the following principles:
  - The Board will operate on the principles of collective responsibility, support and respect.
  - Board Members should have access to all the information necessary to ensure vigorous debate and effective decision-making.
  - In all situations, all Board Members will be deemed to have agreed with all decisions.
  - External pressure will not alter Board processes except for potential timelines.
  - Board Members' behaviour in response to decisions is required to be the same inside and outside Ofcom.
  - Minority views will not be made public internally or externally.
  - Nominated Board Members (other than those who disagreed with a decision) may be required to explain and articulate specific decisions.

- If a Board Member resigns he or she may state the basis for the disagreement, but may not publicly rehearse the arguments of other Board Members.

## **Minutes**

15. Minutes will be distributed as soon as possible after meetings. It is the Secretary's responsibility to draw up the minutes of the meeting as the legal record of proceedings. The Chairman will be asked to agree the minutes before they are presented to the Board for approval at the following Board meeting. Once approved, the Chairman will sign the minutes as a mark of the Board's approval. A summary version of the minutes will be published on the Ofcom web-site once the minutes are approved, with the full minutes (subject to any necessary redactions) published six months after the meeting.

## **Agenda and papers**

16. The agenda and papers for Board meetings will normally be circulated by close of business on the Wednesday before a meeting, both electronically and in hard copy.
17. In principle, where there is a disagreement among colleagues over a particular issue, the Board should be made aware of the difference of view. The Chief Executive is responsible for ensuring that disagreements are brought to the Board's attention. Where there is no clear colleague recommendation, options will be put to the Board for consideration.

## **Purdah rules**

18. Board members and senior colleagues should use discretion when accepting invitations to visit and/or socialise with certain stakeholders during 'purdah' periods. 'Purdah' periods are:
  - periods between application closure and licence award for television, radio and telecommunications licences where the inviting stakeholder is participating as an applicant; and
  - specific periods during which a significant decision is being made by Ofcom which either involves or will affect that stakeholder.
19. In both instances, if there is doubt about the appropriateness of an invitation the Secretary to the Corporation will provide guidance. Where a Board Member or senior colleague is, however, directly involved in the decision process for any particular issue, there is an absolute bar on accepting or offering hospitality to the stakeholder(s) involved, but this does not preclude normal business meetings.

## **Delegations**

20. The Board has agreed a schedule of delegated authorities to Ofcom colleagues and to the Committees of the Ofcom Board.

## **Committees**

21. The Board may establish standing committees and ad hoc committees. Except where the committee is established for the sole purpose of advising the Board on matters relating to the carrying out of Ofcom's functions and is not authorised to carry out functions on behalf of Ofcom, the membership of every Committee must contain at least one person who is either a Board Member or employee of Ofcom or who is both.
22. Procedural arrangements for all Board Committees are set out in their respective remits which are available on the Ofcom web-site or from the Secretary to the Corporation. All Board Committees report to the Ofcom Board.

23. Where ad hoc committees are created for the completion of specific pieces of work, arrangements may be made to enable 'virtual meetings' through telephone and video link or via email, with decisions being communicated electronically.