

# National Library of Scotland Standing Orders of the Board

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# 1. Introduction and Legal Framework

The National Library of Scotland (the Library) is a body corporate originally established in 1925 by the National Library of Scotland Act, later superseded by the [National Library of Scotland Act 2012](#) (the 2012 Act).

The principal place of business of the Library is George IV Bridge, Edinburgh, EH1 1EW.

The legal framework and functions of the Library are given by:

- the 2012 Act;
- the [Charities and Trustee Investment \(Scotland\) Act 2005](#);
- the [Legal Deposit Libraries Act 2003](#);
- the [Legal Deposit Libraries \(Non-Print Works\) Regulations 2013](#); and
- any directions and guidance Scottish Ministers give the Library.

The 2012 Act requires the Library's Board to set its own procedures and the procedures of its Committees.

## 2. Interpretation

1.1. At any meeting the Chair of the Board shall be the final authority on the interpretation of Standing Orders. The Chair's decision shall be binding unless it is clearly in error.

1.2. Any expression defined in the 2012 Act, Legal Deposit Libraries Act 2003, Charities and Trustee Investment (Scotland) Act 2005 and other Acts relating to the Library shall have the same meaning in this interpretation. In addition:

1.2.1. 'Accountable Officer' means the Library's Accountable Officer, who is personally responsible to the Scottish Parliament for the Library's finances. The Accountable Officer is appointed by the Permanent Secretary at the Scottish Government and is normally the National Librarian.

1.2.2. 'Board' means the Chair and Board Members collectively as a body.

1.2.3. 'Chair of the Board' or 'Chair' is the person appointed by Scottish Ministers to lead the Board. 'Chair of the Board' includes the Vice-Chair if the Chair is absent from the meeting.

1.2.4. 'National Librarian' means the Chief Executive Officer and Accountable Officer of the Library.

1.2.5. 'Committee' means a committee of the Board.

1.2.6. 'Board Member' means a person appointed by Scottish Ministers to sit on the Board. Board Members do not hold a paid job with the Library.

1.2.7. 'Library employee' means an employee of the Library or any other person holding a paid job with the Library.

1.2.8. 'Vice-Chair' means the Board Member appointed from among the Board Members, by the Board, to take on the Chair's duties if the Chair is absent for any reason. The Vice-Chair is also the person to whom Board Members may take any concerns regarding the performance of the Chair.

### **3. The Board**

3.1 All business shall be carried out in the name of the Library.

3.2 All funds received shall be held in the name of the Library.

3.3 The Board may enter into contracts on behalf of the Library.

3.4 The Board is responsible for certain Reserved Matters, as set out in the current version of the Library's Scheme of Delegation.

3.5 The composition of the Board is set out in the 2012 Act.

3.6 The National Librarian is appointed by the Board and approved by Scottish Ministers.

3.7 The terms and conditions of office of the Chair and Board Members are determined by Scottish Ministers.

3.8 Board Members should, on appointment, tell the Chair and Vice-Chair if they are related to any other Board Member.

3.9 A Board Member or the Chair may resign by giving notice in writing to Scottish Ministers.

3.10 The Board may appoint up to two of their number to be Vice-Chairs and decide their term of office. The term cannot be longer than the remainder of their term as a Board Member.

3.11 Any Board Member appointed as Vice-Chair may at any time resign from the office by informing the Chair in writing.

3.12 If the Chair has died, ceased to hold office, or is unable to perform their duties, a Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties. In this situation, references to the Chair in these Standing Orders include one of the Vice-Chairs.

3.13 The Board's powers may, in emergency, be exercised by the National Librarian and the Chair after consulting at least half of the Board. This shall be reviewed by the Audit Committee and reported to the next Board meeting.

## 4. Board Meetings

- 4.1 The Board will decide when and where to hold Board meetings.
- 4.2 The Chair may call a Board meeting at any time.
- 4.3 Board Members may request the Chair to call a meeting. This request should be made by at least half of Board Members, either in writing or by email. If the Chair refuses to call a meeting after a request, or does not hold a meeting within ten days, the Board Members may call a meeting.
- 4.4 The Chair, or a Library employee on the Chair's behalf, will give Board Members at least five working days' notice of a Board meeting. In practice a calendar of meetings is issued to cover at least six months in advance.
- 4.5 The notice will take the form of an agenda. Supporting papers will accompany the agenda, except in an emergency.
- 4.6 Failure to serve notice on more than three Board Members will invalidate the meeting. A notice shall be presumed to have been served one day after posting or emailing.
- 4.7 For a meeting called by Board Members instead of the Chair, the notice will advise which Board members requested the meeting. No business shall be transacted at the meeting other than that specified in the notice.
- 4.8 When matters need to be dealt with urgently between Board meetings a telephone or video conference meeting should, wherever possible, be held. Any Board Member who cannot attend should be sent the papers and have the opportunity to give views to the Chair before the meeting.
- 4.9 A representative of the Trades Union side at the Library may, at the invitation of the Board, attend Board or Committee meetings with Observer status. Observers are not entitled to vote at Board or Committee meetings.
- 4.10 The Library has a principle of open and transparent governance. However, there may be papers that only Board Members should see and discuss. The Chair, advised by the National Librarian, will decide if an item is confidential. Supporting papers for confidential items will only be made available to Board Members and Library employees attending the Board meeting. The Chair may ask Library employees to withdraw during the discussion of confidential items.
- 4.11 Observers are required to withdraw while confidential items are discussed. The Chair may allow some or all of the Observers to remain.
- 4.12 Draft Board meeting minutes should be submitted to the Chair for approval no later than ten working days after the date of the meeting, and circulated immediately following approval. The National Librarian shall ensure the deadlines for preparing draft minutes are met. The Chair shall ensure draft

minutes are reviewed and approved in good time, to enable circulation as soon as possible.

- 4.13 Draft minutes shall be submitted for the Board's approval at the next meeting.
- 4.14 Draft minutes will not be discussed except to correct their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded.
- 4.15 Approved Board minutes shall be posted on the Library's website. Committee minutes will not be posted online.
- 4.16 The Board may decide that certain items will appear on every agenda and will be addressed before any other business.
- 4.17 A Board Member who wishes an item to be included on an agenda shall write or email the Chair at least ten working days before the meeting. The request should include suitable supporting information. The Chair may allow items requested fewer than ten working days before a meeting to be included on the agenda.
- 4.18 If the Library receives a petition it shall be included on the agenda of the next Board meeting.
- 4.19 The Chair will preside at Board meetings. If the Chair is absent, a Vice-Chair will preside. If the Chair and Vice-Chairs are absent the Board members will choose a Board Member to preside.
- 4.20 If the Chair is absent temporarily due to a declared conflict of interest a Vice-Chair shall preside. If the Chair and Vice-Chairs are absent the Board Members will choose a Board Member to preside.
- 4.21 When an item is being discussed, or immediately before it is discussed, any Board Member may propose:
  - an amendment to the proposed decision;
  - adjourning the discussion or the meeting;
  - appointing an ad hoc committee to deal with the item;
  - moving to the next item; or (\*)
  - putting the decision to the Board. (\*)

To ensure objectivity, actions marked with an asterisk (\*) may only be put by a Board Member who has not previously taken part in the debate.

An amendment will not be allowed if, in the opinion of the Chair, the amendment negates the item.

- 4.22 Board Members' statements at Board meetings shall be relevant to the matter under discussion. The Chair's decision on relevancy shall be final.

- 4.23 Every decision shall be made by a majority of the Chair and Board Members present and voting. Where a majority is not clear during the discussion, the decision shall be made by a show of hands. If the number of votes for and against are equal, the Chair shall have a second, or casting, vote.
- 4.24 A paper ballot may also be used if requested by a majority of the Board Members present.
- 4.25 If a Board Member requests, their vote shall be recorded in the minutes (except when a paper ballot is used).
- 4.26 A Board Member absent at the time of the vote may not vote by proxy.
- 4.27 Any of the Standing Orders may be waived or suspended at any meeting, as long as at least two-thirds of Board Members are present and a majority of them vote in favour. The only exception is where this would contravene a legal requirement or guidance issued by Scottish Ministers.
- 4.28 A decision to waive or suspend Standing Orders shall be recorded in the meeting's minutes.
- 4.29 While Standing Orders are waived, formal business may still be carried out.
- 4.30 The Audit Committee shall review every decision to waive Standing Orders.
- 4.31 No formal business may be carried out while Standing Orders are suspended.
- 4.32 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and Board Members.
- 4.33 These Standing Orders shall be amended only if:
- at least half the Board votes in favour of amendment; and
  - at least two-thirds of the Board is present; and
  - the variation proposed does not contravene a legal requirement or a direction made by Scottish Ministers.
- 4.34 The names of the Chair and Board Members present at a meeting shall be recorded in the minutes. Board Members attending remotely, via teleconferencing or videoconferencing, are considered to be present.
- 4.35 Quorum: no business can be carried out at a meeting unless at least one-third of the Board is present.
- 4.36 If the Chair or a Board Member has withdrawn due to a conflict of interest they shall no longer count towards the quorum. If a quorum is then not available, the matter may not be discussed further or voted upon. This shall be recorded in the minutes.

- 4.37 When a fraction of the Board is calculated and is not a whole number of people, use the next whole number *above*.

## 5. Committees

- 5.1 The Board may arrange for any of its functions to be carried out by a committee. This is subject to legal requirements and any directions from Scottish Ministers.
- 5.2 The Board shall create committees of the Board.
- 5.3 A committee may create sub-committees. The Board must authorise any delegation of powers to the sub-committee.
- 5.4 The Board shall set the membership and approve terms of reference of committees and sub-committees.
- 5.5 The Board shall receive reports or minutes of committees and sub-committees.
- 5.6 These Standing Orders, as far as they are applicable, shall apply to committee meetings. When used in committee context, 'Chair' refers to the Chair of the Committee and 'Board Member' refers to a Committee Member.
- 5.7 The Board shall approve appointments to all committees and sub-committees.

## 6. Conflicts of Interests

- 6.1 All Board Members should declare any relevant interests on appointment and whenever these interests change.
- 6.2 Relevant interests are defined in the Library's [Code of Conduct for Board Members](#).
- 6.3 The interests of Board Members' immediate family and close associates are also regarded as relevant.
- 6.4 When Board Members' interests are declared during a Board meeting they should be recorded in the minutes.
- 6.5 Board Members' directorships of companies likely or possibly seeking to do business with the Library should be published in the Board's Annual Report.

- 6.6 If a conflict of interest is established during a Board meeting, the Board Member concerned should withdraw from the meeting and play no part in the relevant discussion or decision.
- 6.7 If Board Members have any doubt about the relevance of an interest, this should be discussed with the Chair.
- 6.8 The National Librarian will make sure a Register of Interests records any declarations of interests by Board Members.
- 6.9 The Register will be reviewed and updated annually.
- 6.10 The Register will be available to the public on the Library's website.

## **7. Signing Documents**

- 7.1 A document to be signed as part of legal proceedings shall be signed by the Chair and the National Librarian, unless another Library employee has been authorised by the Board to sign.
- 7.2 The National Librarian, or other authorised Library employee, shall sign on behalf of the Library any document not to be executed as a deed which has been approved by the Board.

## **8. Miscellaneous**

- 8.1 The Chair shall make sure new and existing Board Members and Library employees understand their responsibilities within these Standing Orders. The Standing Orders are available on the Library's website.
- 8.2 If these Standing Orders are not followed, details shall be reported to the next Board meeting for action or approval.
- 8.3 All Board Members and Library employees have a duty to tell the Chair as soon as possible if these Standing Orders are not followed.
- 8.4 The Standing Orders, Committees' Terms of Reference, Scheme of Delegation, and Scheme of Administration shall be reviewed every two years by the Board.