

National Library of Scotland Standing Orders of the Board

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0. Introduction and regulatory framework

The National Library of Scotland (the Library) is a body corporate originally established in 1925 under the provisions of the National Library of Scotland Act, subsequently superseded by the [National Library of Scotland Act 2012](#) (the 2012 Act).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 regulatory framework and functions of the Library are conferred by the 2012 Act, the [Legal Deposit Libraries Act 2003](#), the [Charities and Trustee Investment \(Scotland\) Act 2005](#), and such directions and guidance as Scottish Ministers may give the Library.

The 2012 Act requires the Board of the Library to determine its own procedures and the procedures of its committees.

1. Interpretation

- 1.1. Save as otherwise permitted by law, 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 final and binding except in case of manifest error.
- 1.2. Any expression to which a meaning is given in the National Library of Scotland Act 2012, Legal Deposit Libraries Act 2003, Charities and Trustee Investment (Scotland) Act 2005 and other Acts relating to the National Library of Scotland shall have the same meaning in this interpretation. In addition:
 - 1.2.1. 'Accountable Officer' means the Library's Accountable Officer, as designated by the Principal Accountable Officer for the Scottish Administration (the Permanent Secretary of the Scottish Government), who is delegated some of the Library's functions in relation to accounts. The Accountable Officer shall be the Chief Executive, subject to approval by the Scottish Ministers.
 - 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 and to ensure it successfully discharges its overall responsibility for the Library as a whole. The expression 'Chair of the Board' shall be deemed to include the Vice-Chair of the Board if the Chair is absent from the meeting or is otherwise unavailable.
 - 1.2.4. 'Chief Executive' means the Chief Executive Officer and Accountable Officer of the Library (the National Librarian).
 - 1.2.5. 'Committee' means a committee of the Board.

- 1.2.6. 'Member of the Board' or 'Board member' means a person appointed by Scottish Ministers to sit on the Board. Members of the Board do not hold a paid appointment or office with the Library.
- 1.2.7. 'Officer' means an employee of the Library or any other person holding a paid appointment or office with the Library.
- 1.2.8. 'SO' means Standing Order.
- 1.2.9. 'Vice-Chair' means the Board member appointed from amongst the Board members, by the Board, to take on the Chair's duties if the Chair is absent for any reason. The Vice-Chair or Vice-Chairs is also the person or people to whom Board members may take any concerns regarding the performance of the Chair.

2. The Board

- 2.1 All business shall be conducted in the name of the Library.
- 2.2 All funds received shall be held in the name of the Library pursuant to the 2012 Act.
- 2.3 Certain powers and decisions may only be exercised by the Board in formal session. These powers and decisions are set out in the 'National Library of Scotland Scheme of Delegation' (2016) and have effect as if incorporated into the Standing Orders.
- 2.4 The composition of the Board will be in accordance with the 2012 Act.
- 2.5 The Chair and the other Board members are appointed by Scottish Ministers.
- 2.6 The Chief Executive is appointed by the Board, subject to the approval of Scottish Ministers. Other Officers reporting to the Board are selected by the Chief Executive or by such officers as the Chief Executive may delegate authority to.
- 2.7 The terms and conditions of office of the Chair and other Board members are determined by Scottish Ministers.
- 2.8 A Board member, including the Chair, may resign office by giving notice in writing to Scottish Ministers.
- 2.9 The Board may appoint up to two of their number to be Vice-Chairs for such period, not exceeding the remainder of their term as a member of the Board, as they may specify on appointing them.
- 2.10 Any Board member appointed as Vice-Chair may at any time resign from the office by informing the Chair in writing. The Chair and other members of the Board may thereupon appoint another member of the Board as Vice-Chair in accordance with the provisions of SO 2.9.

- 2.11 Where the Chair of the Library has died or has ceased to hold office, or where he/she has been unable to perform his/her duties as Chair owing to illness or any other cause, a Vice-Chair shall act as Chair until a new Chair is appointed or the existing Chair resumes their duties, as the case may be. References to the Chair in these Standing Orders shall, so long as there is no Chair able to perform their duties, be taken to include references to one of the Vice-Chairs.
- 2.12 Under the provisions of the 2012 Act, the following persons may attend and take part in a meeting of the Board or any of its committees as Observers, subject to SO 3.8:
- Members of the Scottish Executive
 - Persons authorised by the Scottish Ministers
 - The Dean of the Faculty of Advocates or a person authorised by the Dean.

In addition, a person authorised to represent the Trades Union side at the Library may, at the invitation of the Board, attend with Observer status.

Observers are not entitled to vote at Board or Committee meetings.

3. Meetings of the Board

- 3.1 Ordinary meetings of the Board shall be held at such times and places as the Board may determine.
- 3.2 The Chair may call a meeting of the Board at any time. If the Chair refuses to call a meeting after a request for that purpose, signed by at least half of the whole number of Members of the Board — excluding the Chair — has been presented to him or her, or if, without so refusing, the Chair does not hold a meeting within ten days of such request being presented to him at the Library's Headquarters, such half or more members of the Board excluding the Chair may forthwith call a meeting.
- 3.3 Before each meeting of the Board a notice of the meeting, specifying the business proposed to be transacted at it and signed by the Chair or by an Officer authorised by the Chair to sign on his/her behalf, shall be delivered to every member of the Board, or sent by email or post to the usual place of residence of every member of the Board, so as to be available to them at least seven clear days before the meeting. In practice a calendar of meetings is issued to cover at least six months and often one year.
- 3.4 Want of service of the notice on any member of the Board shall not affect the validity of a meeting.
- 3.5 In the case of a meeting called by members of the Board in default of the Chair, the notice shall be signed by those members of the Board and no

business shall be transacted at the meeting other than that specified in the notice.

- 3.6 Agendas will be sent to members of the Board five working days (excluding Saturdays) before the meeting and supporting papers, whenever possible, shall accompany the agenda, save in emergency. Failure to serve such a notice on more than three members of the Board will invalidate the meeting. A notice shall be presumed to have been served one day after posting or emailing.
- 3.7 The Library has a principle of open and transparent governance. However, there may be circumstances where content in papers is such that only Board members should have sight of them and be involved in the discussions. The decision whether an item is confidential is reserved to the Chair, acting on advice from the Accountable Officer. Supporting papers for confidential items so designated by the Chair will only be made available to Board members and Officers attending the Board meeting.
- 3.8 Where an item has been designated as confidential under the provision of SO 3.7, all Observers are required to withdraw while confidential business is transacted. At the discretion of the Chair, some or all of the Observers may be permitted to remain in attendance.
- 3.9 Draft minutes of Board meetings should be submitted to the Chair for approval no later than five working days after the date of the Board meeting, and circulated immediately following approval by the Chair. Draft minutes of Committee meetings should be submitted to the Committee Chair for approval no later than ten working days after the date of the meeting, and circulated immediately following approval by that Chair. The Chief Executive shall ensure the deadlines for preparing draft minutes are met. The Board and Committee Chairs shall ensure draft minutes are reviewed and approved timeously, to enable circulation as soon as possible.
- 3.10 The Board may determine that certain matters shall appear on every agenda for a meeting and shall be addressed prior to any other business being conducted. A current example is the Chief Executive's Report.
- 3.11 A member of the Board desiring a matter to be included on an agenda shall make his/her request in writing to the Chair at least ten working days before the meeting. The request should include appropriate supporting information. Requests made less than ten working days before a meeting may be included on the agenda at the discretion of the Chair.
- 3.12 Where a petition has been received by the Library the Chair of the Board shall include the petition as an item for the agenda of the next Board meeting.
- 3.13 At any meeting of the Board, the Chair of the Board, if present, shall preside. If the Chair is absent from the meeting one of the Vice-Chairs, if he/she is present, shall preside. If the Chair and Vice-Chairs are absent such Board member as the members of the Board present shall choose shall preside.
- 3.14 If the Chair is absent temporarily on the grounds of a declared conflict of interest a Vice-Chair, if present, shall preside. If the Chair and Vice-Chair or

Vice-Chairs are absent, or are disqualified from participating, such Board member as the members of the Board present shall choose shall preside.

3.15 When an item is under discussion, or immediately prior to discussion, it shall be open to a member of the Board to move:

- An amendment to the proposed decision
- 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
- That the decision be now put. (*)

In the case of sub-paragraphs denoted by (*) above, to ensure objectivity, such motions may only be put by a member of the Board who has not previously taken part in the debate.

No amendment to the motion shall be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

3.16 Statements of members of the Board made at meetings of the Board shall be relevant to the matter under discussion at the material time. The decision of the Chair of the meeting on questions of order, relevancy, regularity and any other matters shall be final.

3.17 Every decision shall be determined by a majority of the votes of the Chair and members of the Board present and voting on the question. Where a majority is not clear by oral expression, the decision shall be determined by a show of hands. In the case of the number of votes for and against a motion being equal, the Chair of the meeting shall have a second or casting vote.

3.18 A paper ballot may also be used if a majority of the Board members present so request.

3.19 If a member of the Board so requests, his/her vote shall be recorded by name upon any vote (other than by paper ballot).

3.20 In no circumstances may an absent member of the Board vote by proxy. Absence is defined as being absent at the time of the vote.

3.21 The minutes of the proceedings of a meeting shall be submitted for agreement at the subsequent meeting where they will be signed by the Chair of the meeting.

3.22 No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. Any amendment to the minutes shall be agreed and recorded.

- 3.23 Approved minutes shall be circulated in accordance with Board members' wishes.
- 3.24 Any one or more of the Standing Orders may be waived at any meeting, provided that at least two-thirds of the Board are present and that a majority of those present vote in favour of waiver, except where this would contravene any statutory provision or any guidance issued by Scottish Ministers.
- 3.25 A decision to waive Standing Orders shall be recorded in the minutes of the meeting.
- 3.26 The Audit Committee shall review every decision to waive Standing Orders.
- 3.27 Any one or more of the Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present and that a majority of those present vote in favour of suspension, except where this would contravene any statutory provision or any guidance issued by Scottish Ministers.
- 3.28 A decision to suspend Standing Orders shall be recorded in the minutes of the meeting.
- 3.29 A separate record of matters discussed during the suspension of Standing Orders shall be made and shall be available to the Chair and members of the Board.
- 3.30 No formal business may be transacted while Standing Orders are suspended.
- 3.31 These Standing Orders shall be amended only if:
- At least half the total of the Library's Board members vote in favour of amendment
 - At least two-thirds of the Board Members are present
 - The variation proposed does not contravene a statutory provision or direction made by Scottish Ministers.
- 3.32 The names of the Chair and members of the Board present at the meeting shall be recorded in the minutes. Attendance includes attendance via teleconferencing or Skype and Board members attending remotely shall be considered to be present.
- 3.33 Quorum: No business shall be transacted at a meeting unless at least one-third of the whole number of the Chair and other members of the Board are present.
- 3.34 If the Chair or a member of the Board has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of the declaration of a conflict of interest (see SO 6 or 7) he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any

matter, that matter may not be discussed further or voted upon at that meeting. Such a position shall be recorded in the minutes of the meeting. The meeting must then proceed to the next business.

- 3.35 Where the calculation of Board numbers is necessary as above and the fraction of the Board does not compute into a whole number, use the next whole number **above**.

4. Arrangements for the exercise of the functions by delegation

- 4.1 Subject to the regulatory framework and such directions as may be given by Scottish Ministers, the Board may make arrangements for the exercise, on behalf of the Board, of any of its functions by a committee appointed by virtue of SO 5.1 or 5.2 below, in each case subject to such restrictions and conditions as the Board thinks fit.
- 4.2 The powers which the Board has retained to itself (see SO 2.3) may in emergency be exercised by the Chief Executive and the Chair after having consulted at least half of the Board. The exercise of such powers by the Chief Executive and Chair shall be reviewed by the Audit Committee and reported to the next formal meeting of the Board.
- 4.3 Wherever possible, when matters need to be dealt with urgently between Board meetings a telephone or video conference meeting should be held in which as many Board members as possible participate. This allows Board members the opportunity to discuss the matter and ask questions. Any Board member who cannot attend should still be sent the relevant papers and have the opportunity to give views to the Chair before the meeting. In all cases, however, the procedures should balance the need for urgency with the overriding principles that each Board member should be given as much information as possible, the time to consider it properly, and an opportunity to discuss the matter prior to the commitment of the Library.
- 4.4 The Board shall agree from time to time the delegation of executive powers to be exercised by committees which it has formally constituted. The terms of reference of these committees, and their specific executive powers, shall be approved by the Board.
- 4.5 If for any reason these Standing Orders are not complied with full details of the non-compliance, and any justification for non-compliance and the circumstances around the non-compliance, shall be reported to the next formal meeting of the Board for action or ratification. All members of the Board and Officers have a duty to disclose any non-compliance with these Standing Orders to the Chair as soon as possible.

5. Committees

- 5.1 The Board shall appoint committees of the Board.
- 5.2 A Committee appointed under this Standing Order may, subject to such guidance as may be given to the Board, appoint sub-committees. The Board shall determine the membership and terms of reference of committees and sub-committees and shall, if it requires, receive and consider reports or minutes of such committees.
- 5.3 The Standing Orders of the Board, as far as they are applicable, shall apply with appropriate alteration to meetings of any committees established by the Board. The term 'Chair' is to be read as a reference to the Chair of the Committee as the context permits, and the term 'member of the Board' or 'Board member' is to be read as a reference to a member of the committee also as the context permits.
- 5.4 Each such committee shall have such terms of reference and powers, and be subject to such conditions (as to reporting back to the Board), as the Board shall decide and shall be in accordance with the regulatory framework and any direction or guidance issued by Scottish Ministers. Such terms of reference shall have effect as if incorporated into the Standing Orders.
- 5.5 Where committees are authorised to establish sub-committees they may not delegate executive powers to the sub-committee unless expressly authorised by the Board.
- 5.6 The Board shall approve the appointments to each of the committees it has formally constituted.

6. Declarations of interest and Register of interests

- 6.1 The regulatory framework requires Board members to declare interests which are relevant and material. All existing Board members should declare such interests. Any Board members appointed subsequently should do so on appointment.
- 6.2 Interests which should be regarded as 'relevant and material' are to be interpreted in accordance with guidance issued by Scottish Ministers:
 - a) Directorships, including non-executive directorships, held in private companies or public limited companies (with the exception of dormant companies)
 - b) Ownership or part-ownership of private companies, businesses or consultancies likely or possibly seeking to do business with the Library
 - c) Majority or controlling shareholdings in organisations likely or possibly seeking to do business with the Library

- d) A position of trust in a charity or voluntary organisation in the field of education, research, library management, or any other field in which the Library operates or may seek to operate
- e) Any connection with a charity or voluntary organisation likely or possibly seeking to do business with the Library
- f) To the extent not covered above, any connection with an organisation, entity or company considering entering into or having entered into a financial arrangement with the Library, including but not limited to lenders or banks
- g) Any other commercial interest in the decision before the meeting
- h) Any other public sector roles.

- 6.3 At the time Board members' interests are declared they should be recorded in the Board minutes. Any changes in interests should be declared at the next Board meeting following the change.
- 6.4 Board members' directorships of companies likely or possibly seeking to do business with the Library should be published in the Board's Annual Report. The information should be kept up to date for inclusion in succeeding annual reports.
- 6.5 If a conflict of interest is established during the course of a Board meeting the member of the Board concerned should withdraw from the meeting and play no part in the relevant discussion or decision. Board members should have regard to the requirements to declare all conflicts of interest set out in SO 6.1 and 6.2, and also refer to the Library's 'Code of conduct for members of the Board' (2015) where appropriate.
- 6.6 There is no requirement for the interests of Board members' spouses or partners to be declared. However SO 7, which is based on the regulations, requires that the interest of members of the Board's spouses, if living together, in contracts should be declared. Therefore the interests of Board members' spouses and partners should also be regarded as relevant.
- 6.7 The interests of partners in professional partnerships should also be considered.
- 6.8 If Board members have any doubt about the relevance or materiality of an interest, this should be discussed with the Chair. [FRS 102 \(2015\)](#), the Financial Reporting Standard applicable in the UK and Republic of Ireland issued by the Financial Reporting Council, specifies in section 33 ('Related party disclosures') that in considering each possible related party relationship, an entity shall assess the substance of the relationship and not merely the legal form.
- 6.9 The Accountable Officer will ensure a Register of interests is established to record formally any declarations of interests of Board members. In particular the Register will include details of all directorships and other relevant and material interests declared by Board members, as defined in SO 6.2.

6.10 These details will be kept up to date by means of an annual review of the Register in which any changes to interests declared during the preceding months will be incorporated.

6.11 The Register will be available to the public and the Accountable Officer will take reasonable steps to publicise arrangements for viewing it.

The [Register of interests](#) can be accessed via the Library website.

6.12 In establishing, maintaining, updating and publicising the Register, the Library shall comply with all guidance issued from time to time by Scottish Ministers.

6.13 In relation to declaration of interests and the Register of interests, consideration will be given at all times to the Library's 'Code of conduct for members of the Board' (2015) and the [Bribery Act 2010](#).

7. Disability of Chair and Board members in proceedings on account of pecuniary interests

7.1 Subject to the following provisions, if the Chair or another member of the Board has any pecuniary interest, direct or indirect, in any contract, proposed contract or other matter and is present at a Board meeting at which the contract or other matter is the subject of consideration, he/she shall at the meeting, as soon as practicable after its commencement, disclose that fact. He/she shall not take part in the consideration or discussion of the contract or other matter or vote on any question with respect to it.

7.2 The Board may exclude the Chair or another member of the Board from a meeting of the Board while any contract, proposed contract or other matter in which he/she has a pecuniary interest, is under consideration.

7.3 Any remuneration, compensation or allowances payable to the Chair or a member of the Board shall not be treated as a pecuniary interest for the purpose of the Standing Orders.

7.4 For the purpose of these Standing Orders the Chair or other member of the Board shall be treated, subject to SO 7.5, as having indirectly a pecuniary interest in a contract, proposed contract or other matter if:

- a) He/she, or a nominee of his/hers, is a director of a company or other body, not being a public body, with which the contract was made or is proposed to be made, or which has a direct pecuniary interest in the other matter under consideration
- b) He/she is a partner of, or is in the employment of, a person with whom the contract was made or is proposed to be made or who has a direct pecuniary interest in the other matter under consideration. In the case of married persons living together the interest of one spouse shall, if known to the other, be deemed for

the purposes of this Standing Order to be also an interest of the other.

- 7.5 The Chair or a member of the Board shall not be treated as having a pecuniary interest in any contract, proposed contract or other matter by reason only:
- a) Of their membership of a company or other body, if he/she has no beneficial interest in any securities of that company or other body
 - b) Of an interest in any company, body or person, as mentioned in SO 7.4, which is so remote or insignificant that it cannot reasonably be regarded as likely to influence a member of the Board in the consideration or discussion of or in voting on, any question with respect to that contract or matter.

8. Ethical standards in public life

This Standing Order should be read with reference to the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#), the National Library of Scotland's 'Code of conduct for members of the Board' (2015), and the National Library of Scotland's 'Code of conduct for staff' (2016).

Staff members with delegated financial authority are required to declare any relevant interests, employment or relationships. These declarations are made annually, or in the event of any change, and are entered in a register of interests of staff.

- 8.1 Canvassing of Board members or Committee members directly or indirectly for any appointment with the Library shall disqualify the candidate for such appointment. The contents of this paragraph of the Standing Orders shall be included in application forms or otherwise brought to the attention of candidates.
- 8.2 A member of the Board shall not solicit for any person any appointment with the Library or recommend any person for such appointment. This paragraph shall not preclude a member of the Board from giving written testimonial of a candidate's ability, experience or character for submission to the Library.
- 8.3 Informal discussions about candidates outside appointments panels or committees, whether solicited or unsolicited, should be declared to the panel or committee.
- 8.4 Candidates for any staff appointment under the Library shall, when making an application, disclose in writing to the Library whether they are related to any member of the Board or Officer. Failure to disclose such a relationship shall disqualify a candidate and, if appointed, render him/her liable to instant dismissal.
- 8.5 The Chair and every member of the Board and Officer shall disclose to the appointments panel any relationship between himself/herself and a

candidate of whose candidature that member of the Board or Officer is aware. Any such disclosures shall be reported to the Board.

- 8.6 On appointment, members of the Board (and prior to acceptance of an appointment in the case of Officers) should disclose to the Chair and Vice-Chair whether they are related to any other member of the Board or Officer.
- 8.7 Where the relationship to a member of the Board is disclosed, SO 7 shall apply.

9. Tendering and contract procedure

- 9.1 The procedure for making all contracts by or on behalf of the Library shall comply with these Standing Orders (except where SO 3.25 is applied). Due consideration will at all times be given to the [Bribery Act 2010](#).
- 9.2 The Board may enter into contracts on behalf of the Library within the regulatory framework and in compliance with these Standing Orders.
- 9.3 Contracts involving charitable funds held on trust shall comply with the requirements of the [Charities and Trustee Investment \(Scotland\) Act 2005](#).

10. Signature of documents

- 10.1 Where the signature of any document will be a necessary step in legal proceedings involving the Library, it shall be signed by the Chair and Chief Executive, unless any enactment otherwise requires or authorises, or the Board shall have given the necessary authority to some other Officer for the purpose of such proceedings.
- 10.2 The Chief Executive or other authorised Officer shall be authorised to sign on behalf of the Library any agreement or other document not requested to be executed as a deed, the subject matter of which has been approved by the Board or any committee or sub-committee with delegated authority.

11. Miscellaneous

- 11.1 It is the duty of the Chair to ensure that existing members of the Board and Officers and all new appointees are notified of and understand their responsibilities within Standing Orders. Updated copies shall be issued to staff designated by the Chief Executive. New designated Officers shall be informed in writing and shall receive copies where appropriate of Standing Orders.

11.2 The Standing Orders shall be reviewed annually by the Board. The requirement for review extends to all documents having the effect as if incorporated in the Standing Orders.