

The Charity Commission for Northern Ireland
Standing Orders
(Reviewed by Board December 2025)

1. Introduction

- 1.1 The purpose of this paper is to detail the Standing Orders for meetings of Board and Committees of the Charity Commission for Northern Ireland.
- 1.2 These Standing Orders should be read in conjunction with the Partnership Agreement which sets out the relationship between The Charity Commission for Northern Ireland and the Department for Communities and with the Code of Conduct for Board Members of the Charity Commission.

2. Statutory Framework

- 2.1 The Members of the Commission are appointed by the Minister. There must be at least three and no more than five Members in addition to the Chair and Deputy Chair. The Minister is responsible for ensuring that at least one Member has a legal qualification and that the knowledge and experience of Members includes knowledge and experience of the law relating to charities, charity accounts and the financing of charities and the operation and regulation of charities of different sizes and descriptions.
- 2.2. The functions of the Commission are set out in the Act, which confers the powers and duties necessary for the corporate Commission to carry out its functions.
- 2.3. Under the Act, the Commission has the general functions of:
 - determining whether institutions are or are not charities;
 - encouraging and facilitating the better administration of charities;
 - identifying and investigating apparent misconduct or mismanagement in the administration of charities and taking remedial or protective action in connection with misconduct or mismanagement therein;
 - determining whether public collections certificates should be issued, and remain in force, in respect of public charitable collections
 - obtaining, evaluating and disseminating information in connection with the performance of any of the Commission's functions or meeting any of its objectives;
 - giving information or advice, or making proposals, to the Department for Communities on matters relating to any of the Commission's functions or meeting any of its objectives.
- 2.4 The Charity Commission for Northern Ireland operates within the relevant equality and human rights legislation.

3. The Board

- 3.1 The Members of the Commission act collectively as a Board. They share responsibility for the strategy and future direction of the Commission and

the effective and efficient delivery of its plans and functions. They are responsible for:

- Ensuring the Commission effectively fulfils its statutory duties, general functions and duties, and appropriately exercises the legal powers invested in it, under the 2008 and 2022 Acts
- Determining the overall strategic direction of the Commission and ensuring the availability of resources
- Ensuring the sponsor department is kept informed of any changes likely to impact on the strategic direction of CCNI
- Monitoring the performance of the Chief Executive and her team and holding them to account for delivery against plans and budgets
- Promoting and protecting the Commission's position, values, integrity, image and reputation
- Ensuring high standards of governance that command the confidence of the Commission's stakeholders.

4. Meetings and Proceedings of the Board

- 4.1 The Board shall hold meetings at such regular intervals as may be determined by the Members of the Commission.
- 4.2 The Board shall determine the time and place of the meetings to be held.
- 4.3 The Chair may determine to hold a meeting to be known as a special meeting at such time and place as he or she may determine.
- 4.4 Where, in the opinion of the Chair, an urgent matter has arisen, the Chair may call a meeting of the Board at any time.
- 4.5 Where two or more Members of the Commission submit a signed request for a meeting to the Chair, the Chair shall call a meeting.
- 4.6 Before any meeting, Commission staff shall send a notice of the meeting to each Member of the Commission.
- 4.7 In normal circumstances, the papers for the meeting shall be sent by email or post at least three clear working days before the meeting.
- 4.8 The Chair shall, if present, preside at all meetings.
- 4.9 In the absence of the Chair, the Deputy Chair shall preside, otherwise the Members of the Commission will agree one of their number to preside.
- 4.10 Decisions of the Board shall be taken by resolution and recorded in the minutes of the meeting at which such resolution is passed.
- 4.11 Unless a vote or ballot is demanded a declaration by the presiding Chair at the meeting that a resolution has or has not been carried, and entered in the minutes of a meeting, shall be conclusive.
- 4.12 Every Member of the Commission shall have one vote.

- 4.13 Any Member of the Commission is entitled to call for a vote.
- 4.14 Where a decision of the Board requires to be voted upon it shall be determined by a majority of the votes of the Members of the Commission present and voting on the question.
- 4.15 The Board is collectively responsible for the discharge of its statutory powers, duties and functions. It can delegate responsibility for the discharge of some of its statutory functions to a committee established under schedule 1 paragraph 9 of the Charities Act (NI) 2008 ("a schedule 1 committee").
- 4.16 Where the Board (or a schedule 1 committee), Senior Management Team or member of staff has made a statutory decision to make an Order, Direction, Scheme or Regulations, the decision maker can direct a member of staff to give effect to this statutory decision by affixing the Official seal of the Commission to the document and dating it, so that it will come into effect.
- 4.17 Voting shall be decided on a show of hands unless before, or on the declaration of the result of, a show of hands, a ballot is duly demanded.
- 4.18 Any Member of the Commission may request his or her vote or abstention to be recorded in the minutes.
- 4.19 A single Member of the Commission may demand a ballot. This shall be held in secret.
- 4.20 Where the votes are equal on any resolution or question, the presiding Chair shall have a second or casting vote.
- 4.21 The quorum for a Board meeting is four Members of the Commission.
- 4.22 Where a Board meeting (a) is not quorate within half an hour from the time appointed for the meeting; or (b) becomes inquorate during the course of the meeting; the meeting shall be adjourned to such time, place and date as may be determined by the members present.
- 4.23 Commission staff shall record the minutes of every meeting.
- 4.24 The record of the minutes shall be submitted to the Board at its next meeting for the agreement, confirmation or otherwise of the members and signed by the presiding Chair.
- 4.25 The record of the minutes shall include:
- the names of:
 - every Member of the Commission present at the meeting of the Board;
 - any other person present; and
 - any apologies tendered by an absent Member of the Commission;

- the withdrawal from a meeting of any Member on account of a conflict of interest; and
 - any declaration of interest.
- 4.26 On exceptional occasions when it is not possible to form a quorum for a scheduled meeting, the Chair may determine that individual urgent issues may be decided by written procedure. This may happen only when a delay in decision, created by referral to the next formal meeting of the Commission, is untenable. The written procedure will take up to 10 working days to complete.
- 4.27 The Board will establish an Audit and Risk Assurance Committee and a Human Resources Committee. In addition it may establish a Committee for any purpose within its functions and the Act, and shall determine the powers and functions of any such Committee.
- 4.28 The Board shall determine membership of the Committees and the composition of any such Committees may include persons who are not Members of the Commission.
- 4.29 The Board shall determine arrangements for chairing each Committee, keep under review the structure and scope of activities of each Committee, and set out the Terms of Reference for each Committee.
- 4.30 The quorum for a Committee meeting shall be set out in its Terms of Reference.
- 4.31 The circulation of papers, recording of meetings, voting procedures and declaration of interest procedures shall be the same for the Audit and Risk and Human Resources Committees as for the Board. The operation of a schedule 1 committee and any other committee shall be set out in its own Terms of Reference.
- 4.32 Every Member of the Commission shall abide by the provisions of the policy on Registration and Declaration of Interests set out in the Code of Conduct for Board and Committee Members.
- 4.33 These Standing Orders shall not be amended, revoked or replaced except by a resolution passed at a meeting at which at least two-thirds of the total number of Members of the Commission are present.

5. Conflicts of Interest

- 5.1 Board members and Committee members shall abide by the Code of Conduct section relating to conflicts of interest.
- 5.2 Where a Charity Commissioner or Committee member is a trustee/management committee member or member of a charity which is under investigation by the Charity Commission or otherwise subject to sanction, that member shall temporarily recuse themselves from any decision making in respect of that charity until the issue is resolved. If

there has been found to be misconduct within a charity of which they are a Trustee, they shall resign as a Charity Commissioner/Committee member.

6. Correspondence to the Commission

- 6.1 Correspondence received by any Commissioner will be considered to have been sent to the Commission. Correspondence will be allocated to an official of the Commission, who will be responsible for assisting Commissioners, including, where appropriate, providing a short background brief and draft reply for signature of the addressee(s).
- 6.2 In exceptional circumstances, if correspondence is considered by a Commissioner or Commissioners to be contentious or inappropriate, whether by the addressee or any other Commissioner, it can be referred to the Chair. The Chair will ensure that an appropriate discussion is held in relation to the correspondence.

7. Complaints involving Commissioners

- 7.1 If an employee of the Commission wishes to make a complaint against a Commissioner, they may raise it in writing with the Chief Commissioner. If the complaint is about the Chief Commissioner, they may raise it in writing with the Deputy Chief Commissioner. The employee may utilise the Commission's grievance procedure to raise the complaint and the complaint will be dealt with in line with the Commission's HR procedures. The Chief/Deputy Chief Commissioner will notify the department of such a complaint.
- 7.2 If a concern or complaint via any other route is received by the Commission in relation to a Commissioner, it will be dealt with by the Chief Commissioner in line with the process outlined in the Board Operating Framework.
- 7.3 Where a concern or complaint relates to the Chief Commissioner, the Chief Executive or Deputy Chief Commissioner should notify the Department for Communities for the Department to determine the approach in handling the complaint.
- 7.4 If a complaint is made by a Commissioner against another Commissioner or a senior member of staff, the Chief Commissioner should notify the Department at the outset to determine how the complaint will be dealt with. If it is agreed that the Chief Commissioner will deal with the complaint, a complaint against a Commissioner will be dealt with using the process outlined in the Board Operating Framework; a complaint against a senior member of staff will be dealt with in line with the Commission's HR procedures. If such a complaint relates to the Chief Commissioner, it should be made to the Deputy Chief Commissioner and they should notify the department at the outset.