



114th ANNUAL GENERAL MEETING

Headlands Hotel, Newquay, Cornwall.

**ASSOCIATION OF PORT HEALTH
AUTHORITIES**

10th September 2013

Association of Port Health Authorities

114th Annual General Meeting

Venue: Headlands Hotel, Newquay, Cornwall
Date: Tuesday 10th September 2013
Time: Commences 10.00am

AGENDA

- 1 Introduction by the Chairman of APHA Executive Board
Councillor Hugh Barrett**
- 2 Apologies for Absence**
- 3 Minutes from 113th Annual General Meeting**
Held on: 11th of September at the Sefton Hotel, Douglas, Isle of Man
- 4 Matters Arising**
- 5 Chairman's report – Councillor Hugh Barrett**
- 6 Results and feedback from APHA questionnaire**
- 7 Special resolution re: changes to the Articles of Association**
(Information circulated prior to the Meeting to all members)
- 8 Proposed changes to the Articles of Association and operating arrangements**
- 9 APHA Business Plan – Val Cameron**
- 10 Proposed relocation of London Offices to CIEH Headquarters and Proposal for Partnership arrangements.**
- 11 Financial Report 2011-2012**
a) Accounts, Balance Sheets and Report of the Auditors
b) Appointment and Remuneration of the Auditors and future arrangements
- 12 Reports from:-**
a) Imported Food and Feed Secretary – Jo Hackwood
b) Border Inspection Post – Miguel Patricio
c) Environmental Health and Hygiene Committee – Lynnette Crossley
d) Airports Technical Committee – Geoff Smith
- 13 Company Secretaries Report – Gary Cooper**
- 14 Any Other Business**
Close of Meeting 12 Noon

Minutes of the 113th Annual General Meeting of the the Association of Port Health Authorities

Date: Tuesday 11th September 2012 (10.30am)

Venue: Sefton Hotel, Harris Promenade, Douglas, Isle of Man

List of attendees:

Dr John Curnow, Chairman	CHR
John Robinson, Manchester PHA	JR
Linda Dirir, Manchester PHA	LDI
Alastair Watson, Glasgow City Council	AW
Victor Chamberlain, Manchester PHA	VCH
Eric Burgoyne, Manchester PHA	EB
Hugh Barrett, Manchester PHA	HB
Keith Morley, Manchester PHA	KM
Phil Gore, Suffolk Coastal PHA	PG
James Lumley, Suffolk Coastal PHA	JLU
Laurie Dettman, Hull & Goole PHA	LD
Richard Jacobs, Suffolk Coastal PHA	RJ
Tony Sherlock, Manchester PHA	TS
Chris Melville, North East Lincolnshire Council	CM
Gary Cooper, Cornwall PHA	GC
Gary Gould, Royal Air Force	GG
David Robertson, Cornwall PHA	DR
Bryn Aldridge, London PHA	BA
Jon Averbs, London PHA	JA
Dr Peter Hardwick, London PHA	PH
Jeremy Wolfson, Mersey PHA	JW
Ron Abbey, Mersey PHA	RA
John Salter, Mersey PHA	JS
Martin McGowan, Mersey PHA	MMc
Chris Rankin, Mersey PHA	CR
Sandra Westacott, Southampton PHA	SW
Valerie Cameron, States of Guernsey	VC
Andrew McClenaghan, Belfast City Council	AMc
Patrick McCarthy, Belfast City Council	PMc
John Lee, Highland Council	JL
Bill Arnold, Swansea Bay PHA	BAR
John Warman, Swansea Bay PHA	JWA
Paul Kimber, Weymouth PHA	PK
Tony Morris	TM
Mrs. Morris	MM
Ivan Bratty, Department of Environment, Food & Agriculture	IB
Kristian Cowin, Department of Environment, Food & Agriculture	KC
Steven Callister, Department of Environment, Food & Agriculture	SMC

1.	Apologies for absence & welcome
	There were no apologies received. CHR welcomed all and proceeded with general housekeeping points.
2.	Minutes from 112th Annual General Meeting , held on 6 th September 2011 at Les Cotils Conference Centre in Guernsey
	In terms of accuracy, PG wished to amend Item 2 as Sherrie Green was no longer a member of the Suffolk PHA team. Following this, the Minutes were accepted as a true and accurate record, proposed by PH and seconded by JS.
3.	Matters arising
	PG noted that TM had carried out thorough investigation into credit card misuse, but no misuse had been found. This was confirmed by CHR; accounts were still overdue, but there was no suggestion of misuse.
4.	Letter from London and Suffolk Coastal PHAs
	Each point was discussed chronologically (except for 3. and 4.) – please refer to letter.
	<ol style="list-style-type: none"> 1. CHR underlined that the website was a good tool, but was let down by the lack of information published; this included Board meeting Reports, the Minutes from June 2011 Board meeting and the Minutes of most technical meetings. JA suggested that a timescale should be agreed to avoid this happening in future and CHR agreed to resolve with Annalie Hempstead (AH), the website administrator.
	<ol style="list-style-type: none"> 2. CHR confirmed that APHA had a basic Business Plan but acknowledged it could be better. Of more use was the Work Plan, developed at the start of 2011 in conjunction with the Futures Group (FG) and Chief Executive. Information from the rolling plan went to the Board and Overview and Scrutiny (O&S) Committee. CHR then invited VC to expand on the Futures Group.
	<ol style="list-style-type: none"> 3. JA advised that the Operating Arrangement document was approved four years ago. VC was unaware of this, and was sure other Members were too. Induction packages were suggested for future new Board Members.
	<ol style="list-style-type: none"> 4. VC gave a brief outline of where FG has come from, and this contained many issues and recommendations: <ul style="list-style-type: none"> • Most simply, it's remit was to consider the future of APHA. VC agreed to send table of issues displayed at the meeting to any interested parties and will publish to website. • She acknowledged that the question raised was indicative of a serious issue with communication in APHA.

	<ul style="list-style-type: none"> • RA reported factual errors regarding the Mersey PHA on the website; CHR encouraged errors to be reported to AH. Nevertheless, VC confirmed that the FG reported to the O&S Committee and the Board and highlighted that the Board made decisions as the FG had no executive powers. • TM interjected to say that he'd been appointed as a Chief Executive, not a Business Manager. CHR suggested that this was irrelevant and should be dealt with in TM's Report (Item 7). • FG had looked at the management structures and agreed that a Business Manager, instead of technical experts, was required to look after the various business/market interests of APHA. • Lists of technical expertise in APHA should be made available to all, to provide advice re third party enquiries. • The Articles of the Association should be changed to allow the award of Fellowships to still-active Members. • VC and PG insisted it was important to engage with Members to establish the most important issues within APHA, and acknowledged it was difficult as all Members had to juggle these concerns with their daily workload. Once this had been done, the O&S Committee were happy to receive a subsequent report. <p>PG and JA thanked VC for her efforts in dealing with what they saw as matters of transparency.</p>
	<p>5. CHR suggested that nominated leads were conduits for information, and if they weren't being given information, they couldn't represent APHA adequately at FSA meetings.</p>
	<p>6. JA was aggrieved that the former Chief Executive had allegedly been selective in his forwarding of consultative documents. CHR acknowledged this as a regretful state of affairs and apologised on behalf of the Board, emphasising that all Members should receive such documents, electronically where possible.</p>
	<p>7. CHR confirmed that the Board had decided to act quickly and accepted Cornwall's offer to help with financial/administrative matters, with Runcorn doing the same for technical matters. Initially, CHR advised that both moves were seen as interim measures but invited GC from Cornwall to expand on this. GC confirmed that Cornwall could continue to administer APHA's accounts longer-term if required. Longer-term administrative services could not be provided, however office accommodation could be. CHR believed this to be essential, as all routine aspects of admin work were key. There was also no harm in returning APHA to the local authority environment.</p>
	<p>LD asked for an update on APHA's accounts – had they been received from the former office? TM and GC confirmed that TM would transfer accounts after the Conference. CHR disputed whether TM intended to hand over accounts, and added that APHA had been legally advised not to communicate further on this matter.</p>

	<p>CHR advised that annual audit had been completed, but the suggested five-signatory sign-off request would not be done until current disagreements over the transfer of records had been resolved. In the interim, a new account based on two signatories had been opened, as per local authority level standard.</p>
	<p>8. CHR confirmed that TM's CEO position had been terminated. In answer to BA, HB's investigation had found that certain emails circulated by TM were one of the reasons why the recent ballots for Executive Board and O&S Committee had been declared null and void. Others included alleged phone canvassing, allegations that Brian Lawrie had emailed all Scottish voters and TM's allegations of interference and votes being cast by people who didn't have the powers to vote. HB advised that a fresh ballot should be cast on democratic grounds.</p>
	<p>9. This point was dealt with in 8.</p>
	<p>10. CHR was happy that the 'critical friend' role provided by the O&S Committee continued. They were an independent body with a mandate to tell APHA to take action if they were found to be underperforming. TS, Chair of the Committee, acknowledged the challenging nature of this role; not to get 'too close' to APHA and not to be too critical. Personally, JA thought that the Committee could've been more critical.</p>
5.	Chairman's Report
	<p>CHR referred to his statement, published last week, noting a turbulent and important year and made explicit reference to the Board's concern at escalating expenses for routine business. A Strategy Group had met and made recommendations, although CHR acknowledged that it was a difficult task for APHA to provide a collective opinion from its disparate interests. However, CHR stressed that it was vital that UK Central Government understood the importance of APHA nationally, and reminded all Members of Matt Dean's (Southampton City Council) Voltaire-esque quote: "If APHA did not exist, then Central Government would have to invent it."</p>
6.	Overview and Scrutiny Report
	<p>The theme of TS's Report was that issues raised last year resonated to a greater degree this year. These were honesty, integrity, transparency and accountability. He stressed that questions asked by O&S were not allegations. He understood that FG should look to the future, not dwell on past/present mistakes. TS added that O&S found it most unfortunate that matters of HR had been discussed openly via nationally-circulated emails and that the former Chief Executive had acted as if O&S were an appeals committee. All in all, APHA remained at a crossroads and TS guaranteed that O&S would work with all Members and Boards to ensure that the greater good of APHA rose above personal differences within the organisation.</p>

7.	Report from Tony Morris
	<p>TM read from his email to O&S on 23 July, underlining his legal action against individuals, not the Board. As Chief Executive of APHA for the 2011-12 financial year, his objectives were to improve the finances and membership of APHA, and to raise its profile by inclusion, communication and involvement with professional stakeholders. TM highlighted several other measures that he felt had improved APHA under his tenureship, including the introduction of video and audio conferences, his taking of technical committee Minutes so technical secretaries didn't have to, the higher profile it now had with MPs and the improved financial position it was now in.</p>
	<p>RA raised two areas of concern; firstly, that the continuous bombardment of emails resembling an unseemly family squabble was unhealthy for the organisation and secondly, that TM had exceeded the monthly expenditure limit for his position, agreed in March 2011. TM agreed with the first point, but disputed whether the second was as the result of an agreement made at a meeting he wasn't invited to. LD denied this was the case, and further advised that APHA were broadly in agreement with TM's initiatives while Chief Executive. However, serious issues of accountability remained, of which taking Minutes was one example. HB echoed this view and noted that a consultancy fee of £49,900 was paid to TM. As an overview, CHR stated that the Board has requested TM to carry out certain functions and TM had failed to comply.</p>
	<p>In reply to JS's enquiry re the whereabouts of the APHA corporate credit card, TM noted his period as Chief Executive was due to end on 25 September. However, this was disputed by CHR, who advised that TM's tenureship had been removed due to the aforementioned email issue and therefore he should return the credit card immediately. There was then a highly-charged debate between CHR and TM, but RA and LD underlined that TM was accused of a lack of accountability, such as attendance at a conference in Greece without Board permission, but not financial impropriety. Following this, CHR insisted that arguments must stop, as both sides had been heard.</p>
8.	Technical Reports
	<p>CHR advised all Members to approach the relevant technical secretary if they had any issues with the Reports.</p>
9.	Financial Report 2011-2012
	<p>CHR noted that the Report was in draft form, and he wouldn't be signing it off until all disputes had been resolved. However, he was pleased to note that, despite the parlous financial state of APHA, that the Board of Directors were "confident of the Association's future going concern," in part due to TM's efforts to increase income.</p>

10.	ShipSan Report
	SW briefly explained that APHA was involved in the EU-funded ShipSan Act and that the Board will imminently be requested to sign a legal commitment to the project. CHR recorded his thanks to SW.
11.	Any other business
	It was agreed that there shouldn't be any other business on an AGM agenda. However, IB was asked to confirm that Brenda Cannell, MHK who had been the President of APHA for the past year, would be available to meet Members at lunch, which was being served presently.
	The meeting therefore closed at 12.45pm.

Minutes compiled by Steven Callister



The Association of
Port Health
Authorities

FOUNDED IN 1898

Association of Port Health Authorities
C/O Cornwall Port Health
Port Health Building
The Docks, Falmouth
Cornwall
TR11 4NR

NOTICE OF MEETING

To Members attending the Annual General Meeting, being held on Tuesday 10th September 2013, commencing at 10am, The Headlands Hotel, Newquay, Cornwall

This is notice of an additional proposal regarding amendments to the Articles of Association that are intended to be carried out during the Annual General Meeting.

Item 7 on the meeting agenda is intended to be proposed as a special resolution and the resolution may only be passed as a special resolution.

The proposal is to amend the Articles of Association in accordance with the proposals circulated with the notice of meeting.

Item 7 Recommendation is:-

“The Company’s Articles of Association be amended as set out in the Appendix to this resolution. In compliance with Section 21 Companies Act 2006 this resolution is passed according to the rules relating to special resolutions”.

Yours Sincerely

Gary Cooper
APHA Company Secretary

ARTICLES OF ASSOCIATION

The Companies Acts 2006
Company Limited by Guarantee and not having a Share Capital



ASSOCIATION OF PORT HEALTH AUTHORITIES LTD

INTERPRETATION

1. In these Articles:-

"the Act" means the Companies Act 2006 .

"the Seal" means the common seal of the Association (if any).

"Electronic Communications" mean the same as defined in the Electronic Communications Act 2000.

"Elected Representative" means an Elected Member of a Corporate Member, authorised to act on its behalf.

"Company Secretary" means any person, by whatever title, appointed to perform the duties of the secretary of the Association.

"the United Kingdom" means Great Britain, Northern Ireland and for the purposes of these articles includes the Crown Dependencies.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic communications and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

Assumption, that persons representing the Association, are classed as employees of APHA, whilst undertaking duties for APHA.

MEMBERS

2. There shall be five classes of membership, whose number shall be determined from time to time by the Executive Board.
3. The five classes of membership are:
- (a) Corporate
 - (b) Associate
 - (c) Honorary
 - (d) PLaN
 - (e) International
4. Membership may be terminated by written notice of resignation to the Company Secretary.

CORPORATE MEMBERSHIP

5. The Executive Board may admit to corporate membership any UK Local Authorities or Port Health Authorities, which have responsibilities for public and/or animal health in connection with aeronautical, maritime and coastal activities, and international and intra-community trade and travel.
6. Corporate members shall have the power to vote at General Meetings of the Association.
7. Corporate members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate.

ASSOCIATE MEMBERSHIP

8. The Executive Board may grant Associate membership of the Association, on such conditions as it may determine, to other bodies or individuals who agree to contribute to the achievement of the purposes of the Association.
9. Associate Members do not have the right to vote at General Meetings of the Association
10. Associate members shall be entitled to participate in all activities of the Association, they are however, not eligible for election to the Executive Board and Overview & Scrutiny Committees.
11. Associate members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate.

HONORARY MEMBERSHIP

12. (a) The Executive Board may grant the title of Honorary Fellow or Honorary Associate of the Association to persons or bodies who have made a substantial and eminent contribution to the work or wellbeing of the Association.
(b) An Honorary Fellow or an Honorary Associate shall continue as Honorary members at the pleasure of the Association.
(c) Any member of the Executive Board, Overview and Scrutiny Committee or Director shall be eligible for nomination for Honorary Membership of the Association.
(d) The holder of an Honorary title shall have the right to attend and speak at General Meetings of the Association, but shall not have the right to vote, unless nominated to do so on behalf of a corporate member.

PLaN MEMBERSHIP

13. The Executive Board may grant PLaN membership of the Association to any UK Local or Port Health Authority which has responsibilities for public and/or animal health in connection with aeronautical, maritime and coastal activities. Membership of the network is available to all local Authorities and Port Health Authorities with responsibility for a seaport, airport or ERTS. Representatives of Government departments or agencies may be invited to attend as observers.
14. PLaN members may attend, but do not have the power to vote at, General Meetings, and may attend meetings of any Port Liaison Network in the UK.
15. PLaN members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate.

16. A PLaN member is not entitled to attend meetings of Technical Committees, or to be nominated for election to either the Executive Board or the Overview and Scrutiny Committee.

INTERNATIONAL MEMBERSHIP

17. The Executive Board may grant International membership of the Association to any non-UK organisation or body having an interest in public and/or animal health in connection with international and intra-community trade and travel.
18. International members may not attend or vote at any meeting of the Association, but may be invited by the Executive Board to contribute to any working group where appropriate.
19. International members shall be liable to pay such annual subscriptions to the Association as shall be determined by the Executive Board. All subscriptions shall be payable yearly in advance by the 1st day of April or such other date as the Executive Board may from time to time designate.

DISQUALIFICATION FROM MEMBERSHIP AND APPEALS

20. If any member shall allow its subscriptions to fall six months in arrears, the Company Secretary shall write to inform it of the fact and if they do not pay within two months thereof they shall cease to be a member but their liability in respect of such subscription shall remain in force unless the Executive Board shall otherwise decide. Provided that, upon payment of all arrears of subscriptions or otherwise, the Executive Board may reinstate them to membership and their membership shall be deemed to date from their original election as a member.

Notwithstanding the foregoing, any member in arrears at the time of the Annual General Meeting shall not be entitled to a vote nor to nominate to or have any individual representing their authority accept any position.

21. The Executive Board may by a two-thirds majority of those present and voting at any duly convened meeting of the Executive Board remove from membership any member whose conduct it deems detrimental to the interests of the Association.

Where the matter(s) form(s) part of the Agenda of a regular meeting of the Executive Board it will be dealt with after the minutes of the previous meeting have been approved and immediately following any matters arising.

An Executive Board member from such a member organisation may not vote on their or any other member's removal that may be on the Agenda.

Any member removed from membership shall immediately leave the meeting.

22. A member shall not be so removed unless they have had at least 28 days previous notice in writing of the date of the meeting and of the grounds upon which their removal is sought. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting. The members shall have the right to be heard and represented before the Executive Board.
23. Each member of the Executive Board shall be given at least 7 days' notice in writing prior to the meeting that the business will be or include the question of the removal of a member or members, but the name or names of such member or members shall not be mentioned in the notice to any member of the Executive Board.
24. Upon removal from membership, the member so removed shall forfeit its subscription and shall cease to have any claim to the Association.

25. Any member removed from membership in accordance with these Articles shall have a right of appeal. An appeal shall be made in writing to the Company Secretary within 21 days of the meeting of the decision to remove, stating the grounds of the appeal. On receipt of such an appeal the Company Secretary shall convene a meeting of an appeal panel consisting of three members of the Overview and Scrutiny Committee none of whom shall be from the member organisation(s) appealing. The appeal shall be heard within 28 days of its receipt and the appellant shall have the right to attend and present their case. The appeal panel may either confirm the removal from membership, or reinstate the member on such conditions as it sees fit. The decision of the appeal panel shall be final. The appellant will remain removed from membership until the appeal panel has made its decision.

ANNUAL GENERAL MEETINGS

26. The Association shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual general meeting of the Association and that of the next. The Annual general meeting shall be held at such time and place as the Executive Board shall appoint. Each member authority shall be entitled to appoint three representatives to attend any Annual general meeting of the Association. Where two or more representatives are appointed, there shall be at least one elected representative and one officer of the member authority. At any Annual general meeting of the Association each Corporate member shall have one vote.
27. All general meetings other than annual general meetings shall be called extraordinary general meetings.
28. The Executive Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by the Act.

NOTICE OF ANNUAL GENERAL MEETINGS & EXTRA ORDINARY GENERAL MEETINGS

29. An annual general meeting shall be called by twenty-one days' notice in writing at the least, and an extraordinary general meeting shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, to such members and persons as are, under the Articles of the Association, entitled to receive such notices from the Association.
30. The accidental omission to give notice of a meeting to, or the non receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT ANNUAL GENERAL MEETINGS & EXTRA ORDINARY GENERAL MEETINGS

31. All business shall be deemed special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Executive Board and auditors, the election of the members of Executive Board and the appointment of, and the fixing of the remuneration, if any, of the auditors. If a member wishes to bring forward a motion for consideration by the annual general meeting, it shall send a copy thereof to the Company Secretary at least twenty-eight days before the date of such meeting.

Except by consent of the annual general meeting, no subject shall be considered at an annual general meeting unless such notice has been given.

32. No business shall be transacted at any Annual general meeting unless a quorum is present at the time when the meeting proceeds to business; save as herein otherwise provided, one fifth of eligible corporate members represented shall constitute a quorum.
33. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
34. The Chairman, or the Vice Chairman of the executive board, shall preside as chairman at every general meeting of the Association or if neither is present within fifteen minutes after the time appointed for the holding of the meeting the members of the Executive Board present shall elect a member of the Executive Board to chair the meeting.
35. If at any meeting no member of Executive Board is willing to act as chairman or if no member of Executive Board is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
36. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
37. At any Annual general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before, or on the declaration of the result of the show of hands) demanded.
Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
The demand for a poll may, before a poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
38. Except as provided in Article 29, if a poll is duly demanded it shall be taken at such time and place, and in such manner (including postal ballot) as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
39. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
40. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may proceed, pending the taking of the poll.

41. Subject to the provisions of the Act a resolution in writing signed by all the representatives duly authorised by the Corporate members for the time being to receive notice of and to attend and vote at general meetings shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held.

VOTES OF MEMBERS

42. Notwithstanding Article 20, every corporate member shall have one vote at any Annual general meeting only provided that all monies presently payable by them to the Association have been paid.

43. On a poll votes may be given by proxy, the instrument appointing a proxy shall be either under seal or under the hand of any officer or notary duly authorised by the corporate member.

Proxy votes may not be used in any election to particular posts.

44. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notary certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the United Kingdom as is specified for the purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. In the case of a meeting that is adjourned, for whatever reason, all proxies will be deemed to have expired and new proxies will be required to be submitted in accordance with this paragraph for the adjourned meeting.

45. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

46. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

47. Where a postal vote is required, by these Articles, votes shall be received at the registered office by close of business on the twenty first day from the date of dispatch of the ballot forms, except for those under Article 51 when the AGM may specify such lesser period as it deems expedient.

ELECTION OF THE DIRECTORS OF APHA

48. (a) The Directors of the Association shall be, the Chairman, Vice Chairman, Company Secretary and the four officers elected nationally by the membership. These details shall be recorded at Companies House and any changes made, shall be informed to companies house on a regular basis.

(b) The Directors shall have the right to speak at all meetings of the Association.

(c) Directors shall cease to be Directors if so required by resolution of the Executive Board

49. **ATTENDANCE AT THE AGM**

Representatives from member authorities, are expected to attend the AGM of APHA.

With permission from the Chairman and Company Secretary, members of the public may be admitted. Unless agreed by the Chairman, they will not be allowed to speak or to take part in the AGM.

The members present may refuse admittance to the AGM or eject anyone thought to be acting against the best interests of the Association.

PATRONS AND HONORARY PRESIDENT

50. The Executive Board may invite a distinguished person to become a Patron of the Association to hold that position for a period of 12 months, or until they resign their office or be removed by Resolution of the Executive Board.

THE EXECUTIVE BOARD – ELECTION, POWERS AND DUTIES

51. 1. The Executive Board shall consist of a maximum of fifteen persons, consisting of ten regional representatives allocated as follows; one representative from: Wales, Northern Ireland, Scotland, East England, South West England and UK Islands; three representatives from the North of England, and two from London & the South-East. Places for regional representatives will only be open, in the first instance to Elected Representatives nominated by their corporate member authority and will be subject to election on a regional basis.

In addition, four places will be available to employees of Corporate Member authorities nominated by the Executive Board, or a Corporate Member authority, and will be elected on a national basis.

Elections will be by postal vote each year prior to Annual General Meeting.

- a) In the event that a region is unable to produce sufficient nominations of elected representatives then such vacancies will be offered for filling by an officer from a corporate member within that region. If there is more than one such nomination then the Company Secretary will conduct a regional postal ballot.
- b) If there are no nominations for an officer then the vacancy will be offered nationally to be filled by an elected member, by either proposal or self nomination, and the Company Secretary will conduct a national postal vote in the case of more than one nomination being received.
- c) Should there be no nominations then the vacancy (ies) will be open to officers nationally, by either proposal or self-nomination, and the Company Secretary will conduct a national postal vote in the case of more than one nomination being received.
- d) Once the election is completed for the composition of the board, the successful candidates will be informed by the Company Secretary by email.
- e) Those persons duly elected, can propose and second in writing to the Company Secretary, an elected member to become Chairman of the board. If more than one nomination is received, then a secret ballot must be held to discover who will be the Chairman of APHA for the forthcoming year. In the event of a tie, the process shall be repeated.
- f) A similar process will be conducted for the election of a Vice Chairman. It is desirable that this person be an elected member. However, in the event that no other elected member wishes to be nominated, then an officer, elected to the executive can be chosen instead. The exception to this being the Company

Secretary.

2). The business of the Association shall be managed by the Executive Board who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in Annual general meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting; but no regulation made by the Association in general meeting shall invalidate any prior act of the Executive Board which would have been valid if that regulation had not been made.

52. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Association shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Executive Board shall determine from time to time by resolution.

THE OVERVIEW AND SCRUTINY COMMITTEE – ELECTION, POWERS AND DUTIES

53. (a) The Overview and Scrutiny Committee shall consist of 10 persons who may be nominated from corporate membership and elected by postal vote each year prior to the Annual General Meeting.
- (b) The Overview and Scrutiny Committee shall have the power to make recommendations to and examine any decisions made by the Executive Board to ensure that in exercising their powers corporate objectives are observed and that interests of the Corporate member authorities are met. Where necessary, matters may be referred back to the Board for further consideration. The Board must consider all such referrals.
- c) The quorum for any meeting of the Overview and Scrutiny Committee shall be five.

BORROWING POWERS

54. The Executive Board may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

DISQUALIFICATION OF DIRECTORS AND OTHER ELECTED PERSONS

55. A member of the Executive Board, Overview and Scrutiny Committee or Committee Chair shall be disqualified if that person:-
- (a) ceases to be an elected member of his nominating authority, or ceases to be employed by his authority/ organisation; or
- (b) their nominating authority, organisation or honorary fellow ceases to be a member of the Association, or
- (c) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (d) becomes prohibited from acting as a director by reason of any Disqualification Order or Undertaking made under The Company Directors Disqualifications Act 1986; or
- (e) *Number not used*; or
- (f) resigns his office by notice in writing to the Association; or
- (g) is directly or indirectly interested in any contract with the Association and fails to

declare the nature of his interest in manner required by the Act.

(h) is judged by a simple majority of the Executive Board to have acted against or failed to act for the best interests of the Association, after due consideration of any mitigating factors.

56. The Executive Board may disqualify any Director, member of the Executive Board, Overview and Scrutiny Committee or Committee Chair whose conduct is deemed to be seriously detrimental to the interests of the Association.
57. Any Director or other elected person disqualified shall have a right of appeal. An appeal shall be made in writing to the Company Secretary within 21 days of the decision to remove stating the grounds of the appeal. On receipt of such an appeal the Company Secretary shall convene a meeting of an appeal panel consisting of three corporate members selected in accordance with the Operating Arrangements. The appeal shall be heard within 28 days of its receipt and the appellant shall have the right to attend and present their case. The appeal panel may either confirm the disqualification or reinstate the Director or other elected person on such conditions as it sees fit. The decision of the appeal panel shall be final. A Director or other elected person shall remain disqualified until the appeal panel has made its decision.
58. A member of Executive Board shall not vote in respect of any contract in which he is interested or any matter arising there out, and if he does so vote his vote shall not be counted.

ELECTION ARRANGEMENTS

59. Members of the Executive Board and of the Overview and Scrutiny Committee may serve for up to two years. Members are eligible for re-election and may serve for an unlimited number of terms of office. Arrangements shall be made to ensure phased rotation.
60. As requested, Members shall submit nominations in writing for membership of the Executive Board and Overview and Scrutiny Committee. If the number of nominations exceeds the number of places on the Executive Board or Overview and Scrutiny Committee, the Executive Secretary will immediately arrange for a postal ballot to be conducted that must be concluded 28 days prior to the AGM.
61. If sufficient nominations are not received by the Company Secretary by the due date, the General Meeting may accept nominations for the vacant places and an election shall take place to fill such vacancies at that Annual general meeting.
62. The Chairman and the Vice Chairman of the Overview and Scrutiny Committee shall serve for a period of one year and shall be elected by the Overview and Scrutiny Committee from amongst its members by a secret ballot to be completed by the same process as that used for election to the Executive as in Article 51 (d to f).
63. The Association may from time to time by special resolution increase or reduce the number of members of Executive Board and Overview and Scrutiny Committee.
64. (a) The Executive Board shall have power at any time, and from time to time, to appoint any properly qualified person to be a member of the Executive Board either to fill a casual vacancy or as an addition to the existing Executive Board, but so that the total number of the Executive Board shall not at any time exceed the number and proportions fixed in accordance with these Articles. Any member of Executive Board so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

(b) The Overview and Scrutiny Committee shall have power at any time, and from time to time, to appoint any properly qualified person to be a member of the Overview and Scrutiny Committee either to fill a casual vacancy or as an addition to the existing

Overview and Scrutiny Committee, but so that the total number of the Overview and Scrutiny Committee shall not at any time exceed the number and proportions fixed in accordance with these Articles. Any member of the Overview and Scrutiny Committee so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

65. The Association may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any member of the Executive Board or of the Overview and Scrutiny Committee before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member of the Executive Board or of the Overview and Scrutiny Committee.
66. The Association may by ordinary resolution appoint another person in place of a member of the Executive Board and of the Overview and Scrutiny Committee removed from office under the immediately preceding Article. Without prejudice to the powers of the Executive Board and of the Overview and Scrutiny Committee under Article 49 the Association in general meeting may appoint any person to be a member of the Executive Board or of the Overview and Scrutiny Committee either to fill a casual vacancy or as an additional member of the Executive Board or of the Overview and Scrutiny Committee.

PROCEEDINGS OF THE EXECUTIVE BOARD

67. The Executive Board shall meet at least once a year for the purpose of agreeing the budget for the following year.
68. Seven clear days' notice of every meeting of the Executive Board shall be given specifying the place, date and agenda of the meetings of the Executive Board.
69. The Chairman of the Executive Board, or in his absence the Deputy Chairman of the Executive Board shall act as Chairman of the meetings of the Executive Board.
It is desirable that the Chairman and Vice Chairman be elected, prior to the AGM. If for any reason this is not possible, the current Chairman will remain as Chairman until the elections are completed.
70. The Executive Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. The Chairman of the Executive Board or, in his absence, the person presiding over the meeting, shall have a second or casting vote in the event of equality of votes.
71. The Chairman of the Executive Board may, and the Executive Secretary shall on the requisition of four members of Executive Board summon a meeting of the Executive Board.
72. The quorum necessary for the transaction of the business of the Executive Board shall be seven, of whom at least four shall be elected representatives.
73. The Executive Board may act, notwithstanding any vacancy in their body which reduces its number fixed by or pursuant to the Articles of the Association below the necessary quorum of the Executive Board, for the purpose of increasing the number of the Executive Board to that number, or of summoning a general meeting of the Association, or of ensuring the day to day running of the Association but for no other purpose.
74. In the absence of the Directors, the members of Executive Board present may choose one of their number to be Chairman of the meeting.
75. A member of the Executive Board may vote at a meeting of the Executive Board either personally or by another member of Executive Board holding a written proxy for him, provided that no member of Executive Board shall cast more than two votes.

76. The Executive Board may delegate any of their powers to committees consisting of such member or members of their body, or persons, as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Board. The Executive Board may not delegate its responsibilities, duties or liabilities to any other.
77. A resolution in writing, signed by all the members of Executive Board for the time being entitled to receive notice of a meeting of the Executive Board, shall be as valid and effectual as if it had been passed at a meeting of the Executive Board duly convened and held.

PROCEEDINGS OF THE COMMITTEES

78. If at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting until such time as the chairman arrives.
79. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
80. All acts done by any meeting of the Executive Board or of a committee of the Executive Board, or by any person acting as a member of Executive Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of Executive Board or person acting as aforesaid of that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of Executive Board.

COMPANY SECRETARY AND UNDER SECRETARIES

81. The Secretary shall maintain an 'Operating Arrangements' document that details the organisational structure, roles and responsibilities of Directors and the Executive Board together with constitution and term of reference of Committees.
- The "Operating Arrangements" document will be considered at the Annual General Meeting, and re-adopted with appropriate amendments.
82. Subject to the Act a Company Secretary and any Under Secretaries may be appointed by the Executive Board for such term, at such remuneration and upon such conditions as they may think fit; and any Company Secretary or Under Secretaries so appointed may be removed by them.

THE SEAL

83. The Executive Board shall provide for the safe custody of the seal (if any), which shall only be used by the authority of the Executive Board or of a committee of the Executive Board authorised by the Executive Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of the Executive Board and shall be countersigned by the Executive Secretary or by some other person appointed by the Executive Board for the purpose. In all other cases, a deed may only be executed on behalf of the Association with the Authority of the Executive Board and shall be countersigned by the Executive Secretary or by some other person appointed by the Executive Board for the purpose.

ACCOUNTS

84. The Executive Board shall cause accounting records to be kept in accordance with the Act.

85. The accounting records shall be kept at the registered office of the Association, or, subject to the Act, at such other place or places as the Directors think fit, and shall always be open to the inspection of the officers of the Association and members on application.
86. The Executive Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of Executive Board, and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Executive Board or by the Association in general meeting.
87. The Directors shall from time to time in accordance with the Act, cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts, balance sheets, and reports as are referred to in those Sections.
88. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting, together with a copy of the auditor's report and Directors' report (as required by the Act), shall not less than twenty-one days before the date of the meeting be sent to every member of the Association.

NOTICES

89. A notice shall be given by the Association to a member either personally, or by sending by post to the address supplied by the member, or by giving it using electronic communications to an address or number for the time being notified to the Association by the member.
90. Service of a notice shall be deemed to be effected by properly addressing, prepaying by means of first class postage, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. In the case of a notice contained in an electronic communication, notice shall be deemed to be given at the expiration of 48 hours after the time that it was sent.
91. Notice of every general meeting shall be given to every member for the time being of the Association.



Association of Port Health Authorities

Operating Arrangements 2013

***Adopted on
10 September 2013***

Approved by: *Association of Port Health Authorities Board Members*

Date: 10 September 2013

**Association of Port Health Authorities
Port Health Offices
The Docks
Falmouth
Cornwall
TR11 4NR**

Tel No: 08707 444505

**Email: apha@porthealthassociation.co.uk
www.porthealthassociation.co.uk**

**ASSOCIATION OF PORT HEALTH AUTHORITIES
OPERATING ARRANGEMENTS 2013**

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Sections 1 to 4	This is the general introduction to the APHA Operating Arrangements. This is expanded upon in the following Appendices.	
Appendix 1	Structural Arrangements. Provides clarity on the workings of the Executive Board, Overview and Scrutiny Committee, PlaN groups. This also explains roles of Company Secretaries, Under Secretaries and Committee Secretaries.	
Appendix 2	Standing Orders Relating to Finance. Provide the framework for managing the Association's financial affairs. Outlines the financial responsibilities of APHA and who is responsible.	
Appendix 3	Standing Orders Relating to Contracts. Rules of procurement of supplies, services and execution of works undertaken by or on behalf of the Association. Procurement limits, executed by Company Secretary or the APHA Executive.	
Appendix 4	Members' Code of Conduct. Very similar to any Code of Conduct expected in a Local Authority. Adopted under section 27 of the Localism Act 2011.	
Appendix 5	Officers' Code of Conduct. Drawn up broadly in line with the Local Government Management Boards Code of Conduct. Considers standards, disclosure of information, Political Neutrality, Relationships, Outside commitments, Personal Interests, Corruption, Gifts and Hospitality.	
Appendix 6	Confidential Reporting Code. The Association is committed to the highest possible standards of openness, probity and accountability. In line with that commitment we expect employees and others that we deal with, who have concerns about any aspect of the Association's work, to come forward and voice those concerns.	
Appendix 7	Anti-Fraud Anti-Corruption Plan. APHA in managing its responsibilities, is determined to assuring probity and accountability in all matters. The Association will not tolerate any form of fraud and corruption from within the Association, from external organisations, or from individuals.	
Appendix 8	Fraud Response Plan. The Association will develop a fraud response plan defining the types of activity that would require the implementation of the plan. Setting out how employees or members of the public can voice their concerns about suspected fraud and corruption. Outlining how the Association can deal with such complaints.	
Appendix 9	Members' Access to Association Documents. This appendix is to enable any APHA member who wishes any matter to be investigated to have access to all documents once, it has been agreed, the matter needs an investigation.	
Appendix 10	Standing Orders Relating to Delegation to Officers Outlines the scheme of delegation for the Association. The main responsibility rests with the Company Secretary.	
Appendix 11	Officer Employment Procedures. The Association has a suite of services for HR which have been adopted by the Executive. They will need to be re-examined from time to time. APHA members can have sight of these procedures, and any other procedures via the Company Secretary.	

INTERPRETATION

In these Operating Arrangement:-

"the Act" means the Companies Act 2006 .

"the Seal" means the common seal of the Association (if any).

"Electronic Communications" mean the same as defined in the Electronic Communications Act 2000.

"Elected Representative" means an Elected Member of a Corporate Member, authorised to act on its behalf.

"Company Secretary" means any person, by whatever title, appointed to perform the duties of the secretary of the Association.

"the United Kingdom" means Great Britain, Northern Ireland and for the purposes of these articles includes the Crown Dependencies.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, electronic communications and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

Assumption, that persons representing the Association, are classed as employees of APHA, whilst undertaking duties for APHA.

APHA Operating Arrangements

Section 1 - Introduction

In this document the Association of Port Health Authorities is primarily referred to as “the Association”

This document is an ‘Operating Arrangements’ document (within the meaning of article 81 of the Association’s Articles of Association) that details the organisational structure, roles and responsibilities of Directors and the Executive Board together with constitution and terms of reference of Committees.

Section 2 – The Association’s Operating Arrangements

2.1 Exercise of Powers and Duties

The prime documents under which the Association operates are its Memorandum of Association and its Articles of Association. These Operating Arrangements are to be applied together with the Memorandum of Association and Articles of Association. The Association’s powers and duties will be exercised in accordance with these documents and the law applicable to the Association.

2.2 Documents comprising the Operating Arrangements

The Operating Arrangements shall include the Appendices listed below:-

Appendix 1	Structural Arrangements
Appendix 2	Standing Orders Relating to Finance
Appendix 3	Standing Orders Relating to Contracts
Appendix 4	Members’ Code of Conduct
Appendix 5	Officers’ Code of Conduct
Appendix 6	Confidential Reporting Code
Appendix 7	Anti-Fraud Anti-Corruption Code
Appendix 8	Fraud Response Plan
Appendix 9	Members’ Access to Association Documents
Appendix 10	Standing Orders Relating to Delegation to Officers
Appendix 11	Officer Employment Procedures

The Appendices are derived from documents which typically form part of local authority constitutions. They are incorporated within these Operating Arrangements because they best reflect the procedures and ethos of the Association.

Section 3 – Review, Revision and Publication of the Operating Arrangements

3.1 Duty to monitor and review the Operating Arrangements

The Company Secretary will monitor and review the operation of the Operating Arrangements to ensure that the aims and principles of the Operating Arrangements are given full effect. They should be re-adopted every year at the AGM. With relevant changes made if necessary.

3.2 Changes to the Operating Arrangements

Changes to the Operating Arrangements will only be approved by the Association.

3.3 Publication

- (a) The Company Secretary will give a printed or electronic copy of the Operating Arrangements to each member of the Association on the member first being elected to the Association.
- (b) The Company Secretary will ensure that copies are available for inspection at Association's offices.

DRAFT

Structural Arrangements

1. Structure.
2. Executive Board
3. Overview and Scrutiny Committee.
4. Technical Committees
5. Port Liaison Area Network [PLaN]
6. Company Secretary and Executive Secretary
7. Under Secretaries

1. **STRUCTURE**

This Appendix of the Operating Arrangements provides information on the structure of the Association which supplements the information set out in the Articles of Association.

Membership.

All corporate members of the Association may appoint up to three representatives to attend the AGM. The Executive Secretary will maintain an up to date register of all representatives and other persons attending the AGM.

Only corporate members of the Association may exercise the right to vote at the AGM, but only on the basis of only one vote per corporate member [i.e. not one vote per representative].

Any Corporate Association member who is unable to attend the Annual General Meeting may nominate a Corporate Association member to exercise their vote by proxy. Such nominations must be notified to the Company Secretary, not less than 48 hours before the meeting.

Associate members may attend and subject to the permission of the Chairman speak at an Annual General Meeting, but shall not have the right to vote.

Honorary members and fellows may attend and subject to the permission of the Chairman may speak at the Annual General Meeting, but shall not have the right to vote.

Order of Business of Annual General Meeting.

1. To receive details of the election of members of the Executive Board.
2. To receive the audited accounts of the Association.
3. From time to time to review the Articles of Association.
4. To receive the report of all honorary fellows appointed by the Executive Board since the previous AGM.

2. **EXECUTIVE BOARD.**

Terms of reference [the list is not exhaustive].

1. To manage the business of the Association as its sole executive decision-making body.
2. To exercise all powers of the Association [other than those reserved to the Annual General Meeting by statute]
3. To determine the overall strategy for the business of the Association.
4. To determine the Association policy in respect of all major issues affecting or likely to affect the Association.
5. To be responsible for all financial matters affecting the Association.
6. To be responsible for the production of the annual report of the Association.
7. To be responsible for the annual business plan of the Association.
8. To Institute supervise and review the annual work programme of the Association
9. To Appoint Honorary Under Secretaries
10. To oversee the work of all Association committees with the exception of the Overview and Scrutiny Committee.
11. To be responsible for the Association's communications and media strategy
12. To be responsible for all matters relating to Association staff.
13. To be responsible for the appointment of, and the regular appraisal of the performance of the Company Secretary.
14. To be responsible for setting the date of Annual General Meeting
15. To be responsible for the Association Annual Conference.
16. To act as the disciplinary body for corporate members, officers and staff of the Association.
17. To appoint the Association's auditors.
18. To consider nominations for appointment of honorary fellows and to appoint such.

Election of Chairman and Vice Chairman of the Executive Board

The Company Secretary/Executive Secretary on completion of the annual postal ballot for membership of the executive board will call for nominations for Chairman of the Executive, from those members duly elected to the APHA Executive.

This process will require a proposer and seconder and agreement by the nominee before proceeding. The voting for Chairman should be completed during the month prior to the AGM. If for any reason it is not completed by the AGM, the current Chairman will remain in post until the election is successfully concluded.

In the event of more than one nominee, a secret ballot will be called by the Company Secretary/Executive Secretary. In the event of a tie the process shall be repeated.

It is essential that the Chairman of the Executive Board should be an elected member, from within those elected members to the Executive. The same process will follow for the appointment of the Vice Chairman and it is desirable that an elected member becomes the Patron.

However, in the event that no other elected member from the Executive wishes to be nominated, then an officer, elected to the Executive can be chosen instead. The exception to this being the Company Secretary.

ELECTION OF THE DIRECTORS OF APHA

(a) The Directors of the Association shall be, the Chairman, Vice Chairman, Company Secretary and the four officers elected nationally by the membership. These details shall be recorded at Companies House and any changes made, shall be informed to companies house on a regular basis.

(b) The Directors shall have the right to speak at all meetings of the Association.

(c) By the nature of the voting arrangement within the Association. If the greater executive membership, have reason to call for a vote of no confidence in the directors, they shall have by a majority count of the executive, the right to carry such actions.

The Functioning of the Executive Board

The Executive Board will meet on not less than four occasions during the course of a year, the dates to be decided at its first meeting following the Annual General Meeting. At that meeting the dates and times of meetings of all Committees of the Association will be decided, there being three cycles of meetings per year.

All meetings are to be open board meetings i.e. representatives of any member authority, public and other organisations can attend them. In exceptional circumstances, however, the Executive Board may by resolution exclude all but members of the Executive Board where in its view their presence might be prejudicial to the interests of the Association or to free and frank discussion of the matter to be debated.

Agenda Arrangements

The Executive Secretary in consultation with the Chairman will identify matters for inclusion on the meeting agenda.

Only in exceptional circumstances (such as an urgent matter arising after the preparation of the agenda), will additional matters be considered and then only if they have been notified to the Company Secretary and Chairman prior to the meeting and are considered by the Chairman of sufficient import to warrant inclusion on the agenda.

A succinct report shall be provided in respect of each agenda item, unless the Chairman considers it unnecessary. Every such report shall be prepared in the Association agreed format.

At any Executive Board Meeting any Board Member may request that an agenda item be considered at a future meeting and subject to the Executive Board resolving that such an item be included in a future agenda this request will be met.

Any Board Member may request that an agenda item be considered and such request will be agreed to subject to it being submitted to the Executive Secretary not less than 14 days prior to the meeting. Such requests should be

accompanied by a report in the agreed Association format prepared by (or on behalf of) the Committee Member. The Member submitting any such report shall be responsible for presenting the issue to the Executive Board.

Reports for “information only” shall be clearly identified as such.

Committee Procedures

The Executive Secretary will arrange for a register of attendance to be taken and retained. A list of such attendances at Board meetings will be provided to all voting members of the Association at the time of the commencement of any election to the Board.

The proceedings of the Executive Board will be recorded, such record to indicate the nature of the debate that occurred and the decision reached. Where the decision requires subsequent action this will be separately recorded.

The record [minutes of the meeting] will be prepared and circulated electronically to members as soon as practicable after the meeting. A separate record of the action points required will be prepared and circulated within seven working days of the meeting.

In the event of there being no clear majority on any vote the chairman has a final and casting vote.

Delegated Authorities

The Board may delegate decision-making powers in respect of any issue to the Chairman or to the Company Secretary in consultation with the Chairman.

The exercise of any delegated powers shall be reported as a specific agenda item at the next Board meeting.

The Chairman or the Company Secretary in consultation with the Chairman has delegated power to authorise any expenditure up to the sum of £1,000, and no delegated power shall be exercised if the effect of such exceeds that amount.

All delegations to the Chairman include delegation to the Deputy Chairman in the absence of the former for whatever reason.

Association Policy

The Executive Board will act in accordance with relevant Annual General Meeting resolutions and be responsible for making Association policy.

Association policies made by the board will be binding upon all committees, officers, and staff of the Association.

The Executive Board will regularly review policy.

The Executive board will provide a policy implementation strategy and by means of regular review ensure that the strategy is fully and properly implemented.

Resources

The Executive Board will regularly review the availability and application of all Association resources ensuring that these are properly tailored to fit the Association's policy implementation strategy.

Finance

At each meeting of the Board, other than unscheduled meetings called by the Chairman, it will receive and review detailed accounts of the Association's income and expenditure

At its meeting prior to the AGM the Executive Board will consider and approve the income and expenditure estimates for the financial year subsequent to the AGM.

The Executive Board will be responsible for receiving the annual report of the Association's auditor and instituting such policies as are necessary to comply with any recommendations contained therein.

The Executive Board will be responsible for staff remuneration levels, pensions, national insurance, travel costs, subsistence costs, insurances, and for the regular annual review of these matters to ensure that the Association is maintaining its payment levels to reflect movement in national and international indices.

Media and Communications

The Executive Board will be responsible for making the Association Media and Communication Policy.

The Association's Media and Communication policy will be binding upon all committees' officers and staff of the Association. The Executive Board will regularly review the content and implementation of Association's Media and Communication policy.

The Media and Communication policy will be designed to ensure that all members are enabled to have access to information about the Association's business [in so far as this information is not restricted by statute].

The Media and Communication policy will be designed inter alia to represent the Association, in the best possible manner and to ensure that the work of the Association is exposed to the widest possible audience.

Annual Conference

The Executive board is responsible for setting the date for the Annual Conference.

The Executive board is also responsible for ensuring that arrangements for the location accommodation and content of the Annual Conference are properly made.

Staffing

The Executive Board is responsible for arranging all staff recruitment and ensuring that all recruitment processes are carried out in accordance with relevant legislation.

The Executive Board is responsible for ensuring [through the office of the Company Secretary] that all staff [except the Company Secretary] are subject to an annual performance review, and that the matters identified in every such review are implemented satisfactorily.

The Executive Board is responsible for ensuring that all staff training needs whether arising from the annual review process or otherwise are properly funded and carried out

3. OVERVIEW AND SCRUTINY COMMITTEE

Terms of reference

1. To be responsible for monitoring the Association's performance management. Ensuring that the Association's corporate objectives are met and that the interests of the corporate member authorities are properly served.
2. To review internal and external processes to assess effectiveness and identify opportunities for improvement. Specifically to examine joint working, stakeholder engagement, training, communications, media, conferences, seminars and workshops.
3. The creation, implementation and review of performance indicators for all the various Association functions.
4. To monitor progress of the annual business and work programmes.
5. To monitor the appropriateness and probity of the Association's finances.
6. To coordinate and reinforce the development of the Technical Committees and the PLaN Groups.

Election of Chairman and Vice Chairman of the Overview and Scrutiny Committee

The Company Secretary on completion of the annual postal ballot for membership of the Overview and Scrutiny board, will call for nominations for Chairman of the Overview and Scrutiny, from those members duly elected to the APHA Overview and Scrutiny.

This process will require a proposer and seconder and agreement by the nominee before proceeding. The voting for Chairman should be completed during the month prior to the AGM. If for any reason it is not completed by the AGM, the current Chairman will remain in post until the election is successfully concluded.

In the event of more than one nominee, a secret ballot will be called by the Company Secretary. In the event of a tie, the current chairman will have a casting vote.

It is essential that the Chairman of the Overview and Scrutiny board should be an elected member, from within those elected members to the Overview and

Scrutiny. The same process will follow for the appointment of the Vice Chairman and it is desirable that an elected member becomes the Vice President.

However, in the event that no other elected member from the Overview and Scrutiny wishes to be nominated, then an officer, elected to the Overview and Scrutiny can be chosen instead. The exception to this being the Company Secretary, who may well need to attend Overview and Scrutiny meetings to provide clarity to the activities of the Executive.

Committee Secretary for the Overview and Scrutiny Committee

The Committee Secretary is elected from within the membership of the Committee.

The role of the Committee Secretary is to ensure the proper functioning of the Committee, including:-

- Writing or securing reports that fall within the terms of reference of the Committee;
- Drawing up and distributing agendas for meetings;
- Ensuring timely and accurate minutes of meetings are recorded and maintained;
- Making arrangements for the holding of any extra meetings the Committee feel are necessary;
- To advise the Committee on correct procedures in accordance with the Association's rules;
- Ensuring that only matters within the terms of reference of the Committee are considered by it;
- Advising the Committee on the progress of the work of the Technical Committees;
- To liaise with the Company Secretary on the work of the PLaN groups, to coordinate the working of the PLaN groups to ensuring consistency, encouraging dialogue, and attendance by senior members of APHA at PLaN group meetings.

Voting Procedures

Voting procedures for the Overview and Scrutiny Committee shall be by way of a majority using the show of hands method, and the voting in respect of any resolution shall only be recorded as passed or lost

Accountabilities

The Overview and Scrutiny Committee is accountable to the Annual General Meeting for the proper discharge of its responsibilities.

If the Annual General Meeting resolves by a majority vote that the Overview and Scrutiny Committee is not functioning adequately, it's may dissolve the Committee and seek further nominations for membership.

Committee Timetable

The Overview and Scrutiny Committee will meet at least three times per annum the frequency and timing of the meetings to be decided by the Chairman dependent upon the volume of business and gravity of issues being considered.

Notice of the meeting shall be provided to all members, not less than seven days before the date of the meeting, indicating the time place and venue. A full copy of the minutes of the preceding meeting shall be attached to the meeting notice. [Such notice may be duplicated by electronic notification]

Committee Procedure

The business of the committee will be conducted by and through the chairman.

Minutes of meetings will be taken, and action points will be published within seven days of the meeting.

Voting on any resolution is by way of show of hands, and the result will be recorded in the minutes as only resolution passed or resolution failed.

In the event of there being no clear majority the chairman has a final and casting vote.

4. TECHNICAL COMMITTEES

It is one of the Association's key aims to facilitate the development of agreed principles by which member authorities can discharge their functions, in order to assist in this endeavour; four APHA Technical Committees have been established i.e.

- Environmental health and hygiene.
- Airports Committee
- Border inspection post liaison committee, Products of Animal Origin.
- Imported food and feed.

Role of the Technical Committees

Technical Committees are responsible for maintaining an overview of all or any technical issues that may impact upon the Association membership.

This involves inter alia:-

- Maintaining vigilance towards UK and EU and international legislation, lobbying and suggesting amendments thereto.
- Representations to UK and EU governments and international bodies whenever new or improved legislation is deemed necessary. Properly representing a wide spectrum of differing Association member interests.
- Proposing new Association policies and reviewing and revising existing policies.
- Continual liaison with government departments and government enforcement agencies
- Continual liaison with a wide range of trade private sector stakeholders.

Technical Committee Arrangements

The Chairman of the technical committee shall be the Under Secretary with particular responsibility for that role. He/she can nominate a person to act as Chairman of that committee in the absence of the Under Secretary. Technical committees should elect a secretary from within their membership. Membership of technical committees is open to representatives from all member authorities.

Technical committees are to meet as frequently as the Chairman requires, but not less than three times per year. A representative of the Technical Committee may be appointed by the Committee to attend and report to the Overview and Scrutiny Committee and Executive Board meetings if required to do so. Technical Committees may create task specific working groups to examine and report upon any issue that is within the remit of the committee. Technical Committees should follow the same procedures for the conduct of business as that adopted by the Executive Board.

Technical Committee Chairman

In addition to managing their Technical Committee Meetings, Technical Committees Chairman are expected to represent the Association in respect of their committee's technical portfolio in all political and governmental situations. This may for example, mean arranging and attending meetings with government ministers and senior civil servants. The Technical Committee Chairman will report to the Executive Board.

5. PORT LIAISON NETWORK [Plan]

The port liaison network is the forum for authorities to meet on a regional basis to: -

- Share knowledge and experience
- Facilitate consistent enforcement and working practices
- Develop effective links with other enforcement agencies.

The network will enable the exchange of information from the ports to the Association and this will help to highlight the difficulties faced by the smaller ports.

The Association recognises that all Authorities have an important role to play in port health however small their responsibility. The Association will positively encourage the *inclusion of small ports* in the Network.

Membership of the network is available to all Local Authorities and Port Health Authorities with responsibility for a seaport, airport or ERTS. Representatives of Government departments or agencies may be invited to attend as observers..

Terms of reference

2.1 The Port Liaison Network is sponsored by APHA.

2.2 The purpose of The Network is to provide a mechanism by which local authorities with port health functions to work together to support each other by sharing knowledge, good practice and promoting consistency and competency in the delivery of port health services.

- 2.3 The Network will operate in regional groups; each regional group will have the status of a Liaison Committee and will be the contact point for ports locally.
- 2.4 The Network and member authorities will aim to: -
- Promote the profile of port health as a function of local government and to effectively administer their port health responsibilities.
 - To follow the Association guiding principles to work in a consistent and effective manner and to respect and promote the role that APHA plays as a national organisation of expertise in port health.

Constitution

- a. Membership of The Network is available to members of The Association and others by invitation.
- b. Each Regional Group shall elect a Chair and Secretary at its first meeting following endorsement by the Association.
- c. The Chair and Secretary may serve for up to two years but shall be eligible for re-election
- d. The administration of the Network, including the arrangement of meetings, production and circulation of Agenda's and Minutes shall be the responsibility of the Secretary, assisted by the Chair
- e. The Network will meet a minimum of three times in any twelve month period – more often if deemed necessary by four or more members of the group
- f. The meeting place of the Network will either be at a neutral central location, or will be at a member's own authority, or otherwise with the agreement of members
- g. Minutes of meetings are to be produced as soon as possible and at least within 21 days of the meeting and circulated to all members with a copy to the Company Secretary of The Association.
- h. Minutes of the Network are to be submitted to the Association for posting on the website.
- i. Any member of the Network may submit Agenda items to the Secretary a minimum of 21 days in advance of a forthcoming meeting
- j. A formal Agenda will be circulated to members of the Network, and to APHA, no less than seven days before a meeting
- k. The Chair of each Network (or other nominated person) will be responsible for liaising with the Executive Board of the Association and its Committees, as well as other relevant organisations with a port health role (e.g. CIEH Port Health SIG, FSA Imported Food Division, DEFRA etc) to keep up to date with current port health issues. Information will be disseminated to members of the Network via its meetings
- l. Representatives from other enforcement agencies, local major ports etc may be invited to attend meetings of the Network, to assist with information exchange and co-ordination of activities.
- m. Guest speakers may be invited to give presentations on relevant port health issues
- n. Members of the Network will vote to determine how any monies provided by APHA for training purposes shall be allocated. The Chair

shall have a second or casting vote in the event of an equality of votes on this or any other matter

- o. Any changes to the Terms of Reference or Constitution of the Network will require approval by APHA Executive Board
- p. The Overview and Scrutiny Committee has responsibility to coordinate and develop the work of the Plan Groups.

6. COMPANY SECRETARY AND EXECUTIVE SECRETARY.

Role

The Company Secretary and the Executive Secretary may be the same person. The Company Secretary is the person who carries out the statutory functions of a company secretary on behalf of the Association. Unless a different person is appointed to carry out the role of Executive Secretary the Company Secretary is referred to as the Executive Secretary when carrying out the functions of the Executive Secretary. The Executive Secretary carries out functions to assist the Executive Board.

The Company Secretary is the principal employed officer of the Association and is charged with ensuring that the Association is fit for purpose and runs smoothly.

Responsibilities

The Company Secretary has overall responsibility for all administrative and operational activities of the Association.

He/she will ensure that the Association is run in accordance with proper standards of probity and efficiency.

He/she will ensure that the Association operates strictly within the policies adopted by the Association.

Accountabilities

The Executive Secretary is accountable to the Executive Board. On a day-to-day basis this accountability is discharged through the office of the Executive Board Chairman or in his/her absence the Deputy Executive Board Chairman

Delegations

The Company Secretary has delegated powers in respect of the following functions.

- Signing of documents [if such documents have a policy or financial impact on the Association documents may only be signed subject to resolution of the Executive Board]
- Expenditure to a ceiling of £1000 in a single transaction. The £1000 ceiling does not apply to the payment of staff salary or other regular payments for which previous approval has been obtained. All such payments are to be made either by recorded transactions through the Association's bank, or by cheque signed by the Company Secretary and countersigned by one of the Association's approved signatories.

- Maintenance of a petty cash imprest account with a running float of up to £500, or alternative arrangements in respect of day-to-day expenses.
- Responding to legal and technical queries in respect of the Association's business
- The appointment of consultants, via the Executive Board.
- The further delegation of any function to the Under Secretaries.

The Company Secretary will maintain a register of all actions taken in respect of delegated powers, both by the chairman of the executive board and himself or herself contents of this register is a standing agenda item at the relevant committee.

Staffing

The Company Secretary is responsible for all employees of the Association.

In discharging this responsibility he/she must take account of all current legislation and ensure compliance in respect of all the matters listed below:

- Recruitment
- Pay and conditions
- Accommodation
- Travel and subsistence. Payable at the national local government rates
- Pensions
- Benefits
- Contract conditions
- Appraisal system
- Temporary staff
- Indemnity
- Insurance
- Health and Safety
- Welfare

Finance

The Company Secretary is responsible for: -

- Maintaining the financial records of the Association, ensuring that such records are formally audited in such a manner that meets all current legal requirements.
- Preparing and presenting to the Executive Board on an annual basis details of the budgetary provision for the ensuing year.
- Preparing and presenting to the Executive Board, interim income and expenditure accounts at each of its' scheduled meetings
- Selecting and recommending to the Executive Board, qualified auditors, who will meet all finance legislation requirements.
- Ensuring that the Association financial accounts are presented to the Association approved auditors on a 12 monthly basis. In such a timeframe to ensure that audited accounts are available for presentation to the annual general meeting every year.
- Maintaining an ongoing review of the Association's income and expenditure and to draw the attention of the Executive Board to any possible matters, which may affect the financial well-being of the Association?

- Identifying new and innovative income streams, which may benefit the Association's finances.
- Ensuring that the Association is run in the most cost effective manner possible, and to ensure that all expenditure is carried out on a value for money basis.
- Reviewing all standing payments on an annual basis to ensure that value for money is being achieved.
- Disbursing to the Honorary and Under Secretaries all such sums as may be due in respect of actual expenses incurred and honoraria if such are approved by the Executive Board
- Arranging and maintaining insurance cover in such sums as to ensure that the Association's liabilities are not exposed to undue risk or loss
- To maintain a fully costed and up-to-date inventory of all Association assets [with a de minimus limit of 50 pounds] such inventory to be provided to the Association auditors whenever required, together with an indication of equipment lifecycle and depreciation values

Legal advice

The Company Secretary is responsible for obtaining the best possible legal advice for the Association that can be obtained at reasonable cost [N.B. this may include pro bono contributions from corporate member legal departments].

Deputising

In the absence for whatever reason of the Company Secretary one of the Under Secretaries, will be nominated to act in her/his stead. Such nomination shall confer all delegations applicable to the executive secretary to the nominee, for the duration of the Executive Secretary's absence. The Honorary Under Secretary nominated must consult with the Executive Board Chairman before entering into any binding contractual arrangements.

Meeting Accommodation

The Company Secretary is responsible for ensuring suitable provision of accommodation for all Association functions. This includes the Annual General Meeting, committees, and ad hoc meetings [N.B. meeting accommodation is usually provided on a pro bono or subsidized basis by corporate member authorities].

Office Accommodation

In accordance with Executive Board resolutions, the Company Secretary is responsible for determining the location and suitability of Association offices. Regular recorded risk assessments will be carried out to ensure compliance with all relevant legislation [if office accommodation is provided by a corporate member authority compliance with relevant health and safety legislation will still be the responsibility of the Association].

Resources

The Company Secretary will be responsible for the management of all Association resources. This may include, for example, entering into contracts for consultancy, equipment supply and equipment maintenance.

Annual Conference

The Company Secretary is responsible for the administration of elements of the annual conference, which are not undertaken by the host Corporate Member Authority or the organising committee. In the event that financial forecasting for the annual conference predicts a financial loss, the Executive Secretary must immediately inform the Executive Board.

Media

The Company Secretary may if required to do so represent the Association to the media or any other external organisation, without further authorisations from the Executive Board.

Business Plan

The Company Secretary, in consultation with the Under Secretaries and the Technical Committees Secretaries, is responsible for compiling and presenting to the Executive Board the Association's annual business plan. The business plan must indicate how the Association policies and aspirations are to be met and all relevant resource implications

Retention Policies

The Company Secretary is responsible for maintaining an up-to-date record of all Association policies in a readily accessible format, which can be made available to all corporate members.

Policy Documentation

The Company Secretary is responsible for devising and implementing the Association documentary retention and archiving policy at not less than five yearly intervals. The documentary retention and archiving plan should be devised to ensure that the Association's historical record of achievement is documented for posterity.

Declaration of Interest Register

The Company Secretary is responsible for requiring every elected member of a corporate member authority to make a declaration of interest, and to maintain a register of all such declarations made.

Regalia

The Company Secretary is responsible for purchase safekeeping and insurance of all Association regalia.

Authentication of Documents for Legal Proceedings

Where any document will be a necessary step in Legal proceedings on behalf of the Association it shall be signed by the Company Secretary or such other Officer who may, from time to time, be designated in writing by the Company Secretary, unless any enactment otherwise requires or authorises, or the Association give the necessary authority to some other person for the purpose of such proceedings.

Interpretation of Standing Orders

The ruling of the Chairman as to the construction or application of any of these Standing Orders, or as to any proceedings of the Association, shall not be challenged at any meeting of the Association.

7. UNDER SECRETARIES

Under Secretaries are appointed annually by the Executive Board at their first meeting after the Annual General Meeting and may or may not also be Technical Committee Secretaries. They are appointed, because of their professional expertise and standing and usually hold substantive appointments as lead officers in their corporate member authorities for port health functions. They are NOT Association employees

Role

The role of the Under Secretaries is to assist the Company Secretary in his/her duties and to deputise for the Executive Secretary when requested to do so by the Company Secretary or as deemed necessary by the Executive Board Chairman.

Responsibilities

Under Secretaries have responsibilities identical to those of the Company Secretary when acting in his/her stead and may also be allocated specific duties by the Executive Board.

Delegations

Under Secretaries may by mutual agreement, and with where appropriate, the formal agreement of the Executive Board Chairman, use any of the delegated powers of the Company Secretary, subject to all exercise of such powers being reported to the next meeting of the Executive Board.

Honoraria

Under Secretaries may at the discretion of the Executive Board be paid an honorarium.

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STANDING ORDERS RELATING TO FINANCE

Section 1 – Status of Financial Regulations

Financial regulations provide the framework for managing the Association's financial affairs. They apply to every member and officer of APHA and anyone in the private or public sector that acts on its behalf.

- 1.1 The regulations identify the financial responsibilities of APHA. All members and staff have a responsibility for taking reasonable action to provide for the security of any assets under their control, and for ensuring that their use is legal, is properly authorised, and achieves best value.
- 1.2 The Company Secretary is responsible for maintaining a continuous review of the Financial Regulations and submitting any additions or changes necessary to the Association for approval. The Company Secretary is also responsible for reporting, where appropriate, breaches of the Financial Regulations to the Association.
- 1.3 APHA's detailed financial procedures are set out in these standing orders.

Section 2 – Financial Management

- 2.1 Financial management covers all aspects of the accountability for the financial running of APHA, including the policy framework and budget.

Section 3 – Financial Planning

- 3.1 The Executive Board is responsible for agreeing the budget.
- 3.2 The general format of the budget will be approved by the Executive Board based on the advice provided by the Company Secretary.
- 3.3 The Executive Board Secretary is responsible for ensuring that a revenue budget is prepared on an annual basis for submission to the Association. The Association may amend the budget.
- 3.4 The Company Secretary is responsible for ensuring that expenditure against budget allocations is monitored and subsequently controlled, and a report issued to the Executive Board on the overall position on a regular basis.
- 3.5 It is the responsibility of the Company Secretary to advise the Executive Board on prudent levels of reserves.

Section 4 – Risk Management and Control of Resources

- 4.1 It is essential that robust, integrated systems are developed and maintained for identifying and evaluating all significant operational risks to the Association.
- 4.2 The Executive Board is responsible for approving the Risk Management Strategy Document and for reviewing the effectiveness of risk management procedures.
- 4.3 The Company Secretary is responsible for preparing the Association's Risk

Management Strategy and for advising the Executive Board on proper insurance cover where appropriate.

- 4.4 Internal control refers to the systems of control devised by management to help ensure the Association's objectives are achieved in a manner that promotes economical, efficient and effective use of resources and that the Association's assets and interests are safeguard.
- 4.5 The Company Secretary is responsible for advising on effective systems of internal control. These arrangements need to ensure compliance with all applicable statutes and regulations, and other relevant statements of best practice. They should ensure that public funds are properly safeguarded and used economically, efficiently, and in accordance with the statutory and other authorities that govern their use.
- 4.6 *Number not used*
- 4.7 *Number not used*
- 4.8 The Association may, from time to time, be subject to audit, inspection or investigation by external bodies, such as HM Revenue and Customs, who have statutory rights of access.
- 4.9 The Company Secretary is responsible for the development and maintenance of an anti-fraud and anti-corruption policy.
- 4.10 *Number not used*
- 4.11 The Company Secretary should ensure that records and assets are properly maintained and securely held, in line with the Association's Asset Management Strategy. They should also ensure that contingency plans for the security of assets and continuity of service in the event of disaster or system failure are in place.
- 4.12 The Company Secretary is responsible for preparing a Financial Management Policy and Strategy for the forthcoming financial year for consideration and approval by the Executive Board.
- 4.13 All money in the hands of the Association is controlled by the Company Secretary.
- 4.14 All Association decisions on borrowing, investment or financing shall be delegated to the Company Secretary, who shall act in accordance with CIPFA's Code of Practice for Treasury Management in the Public Services, the Association's Policy, Strategy and Financial Management Practices.
- 4.15 The Company Secretary shall provide a summary report to the Executive Board quarterly on the activities of the Financial management operation and on the exercise of his or her delegated financial management powers.

Section 5 – Systems and Procedures

- 5.1 Sound systems and procedures are essential to provide an effective framework of accountability and control.
- 5.2 The Company Secretary has responsibility for the proper operation of the Association's accounting systems, the form of accounts adopted and the supporting financial records retained.

- 5.3 The Company Secretary is responsible for approving the writing off of debts as part of the Association's overall control framework of accountability and control. Debts over £1000 can only be written off with the approval of The Executive Board.
- 5.4 The Company Secretary is responsible for all payments of salaries and wages to all staff, including payments for overtime.
- 5.5 The Company Secretary is responsible for advising the Executive Board, in the light of guidance issued by appropriate bodies and relevant legislation, on all taxation issues that affect the Association.
- 5.6 The Company Secretary is responsible for maintaining the Association's tax records, making all tax payments, receiving tax credits and submitting tax returns by their due date as appropriate.

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STANDING ORDERS RELATING TO CONTRACTS

1. Compliance with Contractual Standing Orders

These Contractual Standing Orders shall apply to every contract for procurement of supplies, services and the execution of works undertaken by or on behalf of the Association.

2. Exceptions

2.1 Exceptions to Contractual Standing Orders may be authorised by the Executive Board: examples of circumstances for which exceptions should be sought are:

- in an emergency
- where there is a sole supplier of patented or proprietary articles, or materials or services exclusively provided by a statutory undertaker or other bodies
- where any of these Standing Orders are inconsistent with any legislative requirements, in which instance the provisions of the appropriate legislation shall prevail

2.2 All exceptions to Contractual Standing Orders shall be duly recorded in writing by the decision-making body or officer and reported to the Association.

3. European Union (EU) Public Procurement Legislation

3.1 The Company Secretary shall ensure that where relevant thresholds are exceeded the Public Contracts Regulations 2006 (or any replacement or re-enactment thereof) shall be complied with as if APHA were an authority to which those regulations apply.

4. Number not used

5. Procurement values

4.1 With the approval of the Executive Board Chairman the Company Secretary may incur expenditure up to £1000. Such expenditure must be reported to the next Executive Board. Any expenditure over £1000 must be approved by the Executive Board

4.2 For quotations valued up to £1000, only one quotation is necessary.

4.3 For quotations valued over £1000 three quotations are necessary and tied in to the approved budget.

6. Monitoring of contracts

All contracts should be monitored throughout the period of the contract and the performance of suppliers/contractors should be reviewed regularly (the period to be determined based on the judgement of the officer responsible for the administration of the contract). The name of the monitoring officer shall be supplied to the contractor before commencement of the contract. Usually this will be the Company Secretary.

CODE OF CONDUCT FOR MEMBERS

The Association has adopted this Code of Conduct to promote and maintain high standards of conduct and underpin public confidence in the association and its members and co-opted members.

The Code has been adopted under section 27 of the Localism Act 2011 and is based on the following core principles of public life - selflessness, integrity, objectivity, accountability, openness, honesty and leadership. It sets out general obligations about the standards of conduct expected of members and co-opted members of the authority, together with provisions about registering and declaring interests.

Definitions

In this Code

- “member” includes a co-opted member
- “co-opted member” is a person who is not a member of the authority but who is either a member of any of its committees or sub-committees or a member of and represents the association on any joint committee or joint sub-committee of the association, and who is entitled to vote at such meetings
- “meeting” means
 - any meeting of the association or any of its committees, sub-committees, joint committees or joint sub-committees
 - any briefing by officers
 - any site visit to do with business of the authority.

“meeting” also includes
any meeting of the Executive or its committees
in taking a decision as a member of the Executive.

General obligations

Whenever you are acting as a member of this association you must act in accordance with the following obligations:

Selflessness

- 1 You must act solely in the public interest and must never use or attempt to use your position improperly to confer an advantage or disadvantage on any person or act to gain financial or other material benefits for yourself, your family, friends or close associates.

Integrity

- 2 You must not place yourself under a financial or other obligation to outside individuals or organisations that might seek to influence you in the performance of your official duties.

You should exercise independent judgement. Although you may take account of the views of others (including a political group), you should reach your own conclusions on the issues before you and act in accordance with those conclusions.

Objectivity

- 3 When carrying out your public duties you must make all choices, such as making public appointments, awarding contracts or recommending individuals for rewards or benefits, on merit.

You should remain objective, listen to the interests of all parties appropriately and impartially and take all relevant information, including advice from the association's officers, into consideration.

Accountability

- 4 You are accountable to the public for your decisions and you must co-operate fully with whatever scrutiny is appropriate to your office.

Openness

- 5 (a) You must be as open and transparent as possible about your decisions and actions and the decisions and actions of your authority. You should be prepared to give reasons for those decisions and actions. You must not prevent anyone getting information that they are entitled to by law.

(b) Where the law or the wider public interest requires it, you must not disclose confidential information or information to which public access is restricted.

Honesty

- 6 (a) You must declare any private interests, both pecuniary and non-pecuniary, that relate to your public duties and must take steps to resolve any conflicts arising in a way that protects the public interest, including registering and declaring interests as set out below.

(b) You must only use or authorise the use of the association's resources in accordance with the association requirements. You must, when using or authorising the use by others of such resources, ensure that they are used for proper purposes only. Resources must not be used improperly for political purposes (including party political purposes) and you must have regard to any applicable Local Authority Code of Publicity made under the Local Government Act 1986.

Respect for others

- 7 (a) You must treat others with respect. You should engage with colleagues and staff in a manner that underpins mutual respect, essential to good local government.

(b) You must not do anything which may cause your authority to breach any equality laws.

(c) You must not compromise or attempt to compromise the impartiality of anyone who works for, or on behalf of, the authority.

(d) You must not bully any person, including other councillors, officers of the association or members of the public.

Leadership

- 8 You must promote and support high standards of conduct when serving as member or co-opted member of the association, by leadership and example.

You should uphold the law and, on all occasions, act in accordance with the trust that the public is entitled to place in you.

Registration of Interests

- 9 You must within 28 days of

- (a) this Code being adopted by your association; or
- (b) your election or appointment to office (where that is later)

register with the Company Secretary the interests which fall within the categories set out in Appendix A (Disclosable Pecuniary Interests) and Appendix B (Other Disclosable Interests).

- 10 You must ensure that your register of interests is kept up-to-date and within 28 days of becoming aware of any new interest in Appendix A or B, or of any change to a registered interest, notify the Monitoring Officer of that new interest or change.

Declaring of Interests and Participation in Meetings

- 11 If you are present at a meeting and you have a Disclosable Pecuniary Interest as set out in Appendix A

(a) you must not participate in any discussion of the matter at the meeting and you must not vote on the matter;

(b) you must make a verbal declaration of that interest if an item of business affects or relates to that interest, at or before the item is considered or as soon as the interest becomes apparent;

(c) you must leave the room where the meeting is held during any discussion or vote;

(d) if the interest is not registered and is not the subject of a pending notification, you must notify the Company Secretary of the interest within 28 days.

- 12 Where a matter arises at a meeting which relates to an interest in Appendix B,

(a) you must not vote on the matter;

(b) you may speak on the matter only if members of the public are allowed to speak at the meeting;

(c) you must declare your interest if you speak on the matter at the meeting or if the interest is not already on your register of interests or if you have not notified the Company Secretary of it. Otherwise, you do not need to declare the interest at the meeting.

- 13 Where a matter arises at a meeting which relates to or is likely to affect any of the interests listed in Appendix A, in respect of a member of your family (other than your spouse/partner) or a friend or close associate of yours,

(a) you must declare the interest;

(b) you must not vote on the matter;

(c) you may speak on the matter only if members of the public are allowed to speak at the meeting.

Sensitive interests

- 14 Where you consider that disclosure of the details of an interest could lead to you or a person connected with you being subject to violence or intimidation and the Company Secretary agrees that it is a “sensitive interest”, you need only declare the fact that you have an interest but not the details of that interest. Copies of the public register of interests may state you have an interest the details of which are withheld.

Gifts and Hospitality

- 15 You must within 28 days of receipt notify the Company Secretary any gift, benefit or hospitality with an estimated value of £50 or more which you have accepted as a member from any person or body other than the association. The notification will be entered on a public register of gifts and hospitality.

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APPENDIX 4A

DISCLOSABLE PECUNIARY INTERESTS

The duties to register, disclose and not to participate in respect of any matter in which a member has a “Disclosable Pecuniary Interest” are set out in Chapter 7 of the Localism Act 2011. Disclosable Pecuniary Interests are defined in the Relevant Authorities (Disclosable Pecuniary Interests) Regulations 2012.

A Disclosable Pecuniary Interest is an interest of you (i.e. the member) or of your partner (which means spouse or civil partner or a person with whom you are living as husband or wife, or as if you are civil partners) within the categories below*:

<i>Interest</i>	<i>Prescribed description</i>
Employment, office, trade, profession or vocation	Any employment, office, trade, profession or vocation carried on for profit or gain.
Sponsorship	<p>Any payment or provision of any other financial benefit (other than from the authority) made or provided within the previous 12 months (up to and including the date of notification of the interest) in respect of any expenses incurred by you carrying out duties as a member, or towards your election expenses.</p> <p>This includes any payment or financial benefit from a trade union within the meaning of the Trade Union and Labour Relations (Consolidation) Act 1992.</p>
Contracts	<p>Any contract which is made between you, your spouse or civil partner or person with whom you are living as a spouse or civil partner (or a body in which you or they have a beneficial interest) and the authority</p> <ul style="list-style-type: none">(a) under which goods or services are to be provided or works are to be executed; and(b) which has not been fully discharged
Land	<p>Any beneficial interest in land which is within the authority’s area.</p> <p>For this purpose “land” excludes an easement, servitude, interest or right in or over land which does not carry with it a right for you, your spouse, civil partner or person with whom you are living as a spouse or civil partner (alone or jointly with another) to occupy the land or to receive income.</p>
Licences	Any licence (alone or jointly with others) to occupy land in the authority’s area for a month or longer.
Corporate tenancies	<p>Any tenancy where (to your knowledge) –</p> <ul style="list-style-type: none">(a) the landlord is the association; and(b) the tenant is a body in which you, your spouse or civil partner or a person you are living with as a spouse or civil partner has a beneficial interest

Securities

- Any beneficial interest in securities of a body where –
- (a) that body (to your knowledge) has a place of business or land in the authority's area and
 - (b) either –
 - i. the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or
 - ii. If the share capital of that body is of more than one class, the total nominal value of the shares of any one class in which you, your spouse or civil partner or person with whom you are living as a spouse or civil partner has a beneficial interest exceeds one hundredth of the total issued share capital of that class.

For this purpose, "securities" means shares, debentures, debenture stock, loan stock, bonds, units of a collective investment scheme within the meaning of the Financial Services and Markets Act 2000 and other securities of any description, other than money deposited with a building society.

**The provisions in the Code in respect of the registration and declaring of Disclosable Pecuniary Interests and the requirement to withdraw from participating in respect of any matter where you have a Disclosable Pecuniary Interest apply to your interests and to those of your spouse or civil partner or a person with whom you are living as a spouse or civil partner where you are aware of their interest.*

APPENDIX 4B

OTHER DISCLOSABLE INTERESTS

An interest which relates to or is likely to affect:

- (i) anybody of which you are a member or in a position of general control or management and to which you are appointed or nominated by your authority
- (ii) any body
 - (a) exercising functions of a public nature;
 - (b) directed to charitable purposes; or
 - (c) one of whose principal purposes includes the influence of public opinion or policy (including any political party or trade union)

of which you are a member or in a position of general control or management

DRAFT

Officers' Code of Conduct

THE EMPLOYEE CODE

1. Introduction

- (a) This Code has been drawn up broadly in line with the Local Government Management Board's draft Code of Conduct.
- (b) The public are entitled to expect the highest standards of conduct from all employees who work for local government and to expect that their conduct should never be influenced by improper motives.
- (c) This Code has been formulated to provide a set of standards of conduct expected of employees at work and the link between that work and their private lives.
- (d) The Code takes into account the requirements of the law and the provisions on official conduct in the appropriate national conditions of service.
- (e) The Code applies to all Association employees. Those employees involved in processing applications for services or resources, licenses or statutory consents and those involved in the procurement of goods and services need to pay particular attention to the Code.
- (f) Any alleged breaches of the Code maybe dealt with under the Association's disciplinary procedure.
- (g) If employees are in any doubt about any of the provisions of the Code they should seek advice from their Company Secretary.

2. Standards

Employees are expected to give the highest possible standard of service to the public, and where it is part of their duties, to provide appropriate advice to other employees and Members with impartiality. Employees should bring to the attention of the management any deficiency in the provision of service and must report any impropriety or breach of procedure to their senior officer.

3. Disclosure of Information

- (a) The law requires that certain types of information must be available to Members, auditors, government departments, service users and the public.
- (b) *Number not used.*
- (c) Employees must not use any information obtained in the course of their employment for personal gain or benefit, or pass it onto others who might use it in such a way.
- (d) Only employees authorised by their Company Secretary to do so may talk to the Press, or otherwise make public statements on behalf of their department. Any employee contacted by the Press should pass it to their senior officer who will in

normal circumstances refer the matter to the Corporate Communications Division who will deal with it.

- (e) If employees consider that the non-disclosure of certain information is contrary to the wider public interest, they should advise their Company Secretary or the Company Secretary of the information and the issues concerned.

4. Political Neutrality/Activity

- (a) Employees serve the Association as a whole. It follows, therefore, that they must serve all Members and must ensure that the individual rights of all Members are respected.
- (b) Some senior employees will be expected, within the Association's guidelines, to advise political groups. These employees have a duty to advise minority groups as well as the controlling group.
- (c) Some employees, who are normally those in more senior positions, are in politically restricted posts and by law are prevented from taking part in certain political activities outside their work. Employees who are in this position should have been told of this in writing and of the rules for claiming exemption, but any employee who is any doubt about their position should contact their Company Secretary.
- (d) If an employee is in any doubt about whether an activity is political activity and covered by these rules they should seek advice from their Company Secretary.
- (e) It is important that all employees are aware of their position in terms of political activity because if these statutory provisions are breached this may constitute a breach of the Contract of Employment which may be dealt with under the Association's disciplinary procedure.
- (f) Employees, whether or not politically restricted, must follow every lawful policy of the Association and must not allow their own personal or political opinions to interfere with their work.

5. Relationships

(a) Members

Some employees are required to give advice to Members as part of their job and mutual respect between employees and Members is essential to good local government.

(b) The Local Community and Service Users

Employees must always remember their responsibilities to the community they serve and ensure courteous, efficient and impartial service delivery to all groups and individuals within the community.

(c) Contractors

All relationships with contractors or potential contractors must be made known to the appropriate Manager. Orders and contracts must be awarded in line with the Association's financial regulations.

Employees who engage or supervise contractors or have an official relationship with contractors and have previously had or currently have a relationship in a

private or domestic capacity, must declare that relationship to the appropriate manager.

6. Outside Commitments

- (a) An employee's off-duty hours are their personal concern but they must not place themselves in a position where their employment and private interests conflict. The Association would not wish to preclude employees unreasonably from undertaking additional work unless that work conflicts with or detrimentally affects the Association's interests or in any way weakens public confidence in the conduct of the Association's business, or in any way affects the ability to fulfil the Contract of Employment.
- (b) If agreement is given employees must be made aware that no outside work of any sort should be undertaken in the workplace and use of facilities, e.g. telephones, photocopying is forbidden. Breach of this provision may result in a disciplinary offence.

7. Personal Interests

- (a) Employees must declare to their line manager, non-financial interests that they consider could bring conflict with the Association's interests eg:- involvement with an organisation or pressure group which may seek to influence their authority's policies). Membership of a trade union is exempted from this requirement.
- (b) Employees must declare any financial interest, which could conflict with the Association's interests.
- (c) Employees who have an interest, financial or non-financial, should not involve themselves in any decision on allocation of Association services or resources from which they, their friends or family might benefit, and should ensure that the matter is referred immediately to their line manager.

8. Equality Issues

Employees have an obligation to ensure that policies relating to equality issues as agreed by the Association are complied with, as well, of course, as the requirements of the law. All members of the local community, customers and other employees have a right to be treated with fairness and equity.

9. Separation of Role During Tendering

- (a) Employees should be clear on the separation of client and contractor roles within the Association. Senior employees who have both a client and contractor responsibility must be aware of the need for accountability and openness.
- (b) Employees in contractor or provider units must exercise fairness and impartiality when dealing with all customers, suppliers, other contractors and sub-contractors.
- (c) Employees who are privy to confidential information on tenders or costs for either internal or external contractors must not disclose that information to any unauthorised party or organisation.
- (d) Employees must ensure that no special favour is shown to current or recent former employees or their partners, close relatives or associates in awarding contracts to businesses run by them or employing them in a senior or relevant managerial capacity.

10. Corruption

It is a criminal offence for an employee to receive or give any gift, loan, fee, reward or advantage for doing or not doing anything or showing favour or disfavour to any person in their official capacity. It is for the employee to demonstrate that any such rewards have not been corruptly obtained.

11. Use of financial resources

Employees must ensure that they use public funds entrusted to them in a responsible and lawful manner, ensuring value for money to the local community and avoiding legal challenge to the Association.

12. Gifts and Hospitality

- (a) The Local Government Act 1972 forbids acceptance by any local government officer of any fee or reward other than proper remuneration and contravention of this provision is a criminal offence.
- (b) Officers should be aware of the Prevention of Corruption Act 1916 and the Bribery Act 2010 which states that the giving of any money, gift or consideration to any officer by a person trying to obtain a public contract is deemed to have been given corruptly unless the recipient proves to the contrary.
- (c) The offers of gifts to officers from persons who have or may seek to have dealings with the authority should be viewed with extreme caution. Officers should consider how the acceptance of such a gift would be viewed by a member of the public. Officers are personally liable for all decisions connected with the acceptance of gifts or hospitality and for avoiding the risk of damage to public confidence in local government.
- (d) The only exceptions to this rule are small gifts of nominal value:-
 - given by way of trade advertisements to a wide range of people, e.g. inexpensive calendars, diaries, tape measures and similar articles for use at work.
 - on the conclusion of a courtesy visit, for example to a factory or other premises.

- (e) Any hospitality given or received by officers should be justified as in the public interest. The hospitality given should be on a scale appropriate to the occasion.
- (f) Offers of hospitality must be refused where a suggestion of improper influence is possible. Special care must be taken where hospitality is offered by a person having or seeking business with, or a decision from, the Association.
- (g) Each officer who is offered a gift or hospitality shall, before any action is taken, discuss the offer with his/her line manager, except in the case of gifts or hospitality of a nominal value.
- (h) In the case of the Company Secretary, before any action is taken, he will discuss the offer with the Chairman of the Association.
- (i) Each Company Secretary shall maintain a gift and hospitality register. This register shall record:-
 - what gift/hospitality was offered and to whom;
 - by whom it was offered;
 - when and with whom the offer was discussed;
 - the decision whether or not to accept the gift/hospitality.
- (j) In the event that it is decided it would be inappropriate to accept the gift/hospitality, the officer to whom it was offered will inform the offer or accordingly, explaining the reasons for refusal.

13. Use of services, etc. of firms dealing with the Association

- (a) If any officer has good reason to believe that any offer of preferential terms is designed to promote a firm's interest in its dealings with the Association, then the offer should be refused and the matter treated as if a gift had been offered. The above Standing Orders would then apply.
- (b) Caution should be exercised by officers using services offered by firms which they know have dealings with the Association. Officers must ensure that goods or services bought from such firms are at a price readily available to the public.

14. Sponsorship - Giving and Receiving

- (a) Where an outside organisation wishes to sponsor or is sought to sponsor a local government activity, whether by invitation, tender, negotiation or voluntarily the basic conventions concerning acceptance of gifts or hospitality apply. Particular care must be taken when dealing with contractors or potential contractors.
- (b) Where the authority wishes to sponsor an event or service neither an employee nor any partner, spouse or relative must benefit from such sponsorship in a direct way without there being full disclosure to an appropriate manager of any such interest. Similarly where the Association through sponsorship, grant aid, financial or other means, gives support in the community, employees must ensure that impartial advice is given and that there is no conflict of interest involved.

15. Confidentiality

As an Officer of the Association you will occasionally acquire information which has not been made public and is confidential. You should not disclose this information to the public without the express approval of your Company Secretary. You should never disclose any information to personally advance yourself or someone known to you, or to the disadvantage or discredit of the Association or anyone else.

ASSOCIATION OF PORT HEALTH AUTHORITIES CONFIDENTIAL REPORTING CODE

(“WHISTLEBLOWING POLICY”)

1. INTRODUCTION

Employees are often the first to realise that there may be something seriously wrong within the Association. However, they may not express their concerns because they feel that speaking up would be disloyal to their colleagues or to the Association. They may also fear harassment or victimisation. In these circumstances it may be easier to ignore the concern rather than report what may just be a suspicion of malpractice.

The Association is committed to the highest possible standards of openness, probity and accountability. In line with that commitment we expect employees, and others that we deal with, who have serious concerns about any aspect of the Association’s work, to come forward and voice those concerns. This includes any issues relating to gender and race, whereby a person suspects discrimination is occurring. It is recognised that most cases will have to proceed on a confidential basis.

This policy document makes it clear that you can do so without fear of victimisation, subsequent discrimination or disadvantage. This Confidential Reporting Policy is intended to encourage and enable employees to raise serious concerns within the Association rather than overlooking a problem or ‘blowing the whistle’ outside.

The policy applies to all employees and those contractors working for the Association on Association premises, for example, agency staff, builders, and drivers. It also covers suppliers and those providing services under a contract with the Association in their own premises, for example, care homes.

These procedures are in addition to the Association’s complaints procedures and other statutory reporting procedures applying to some Directorates. You are responsible for making service users aware of the existence of these procedures. This policy has been discussed with the relevant trade unions and professional organisations and has their support.

2. AIMS OF THIS POLICY

This policy aims to:

- encourage you to feel confident in raising serious concerns and to question and act upon concerns about practice
- provide avenues for you to raise those concerns and receive feedback on any action taken
- ensure that you receive a response to your concerns and that you are aware of how to pursue them if you are not satisfied
- reassure you that you will be protected from possible reprisals or victimisation by the Association if you have a reasonable belief that you have made any disclosure in good faith.

This policy

- Is written and circulated to every employee of the Association
- States to whom and what it applies
- Provide for matters to be dealt with quickly
- States that the Association is committed to tackling issues of malpractice
- Ensures that employees know that malpractice will be dealt with seriously
- Has the support of Trade Unions
- States who will deal with allegations and how they will be dealt with
- Reminds employees that they can seek the help of their Union or professional body
- Aims to ensure the confidentiality of any allegations and actions taken, as far as is reasonably practicable
- Ensures that allegations and responses to them are properly recorded
- Sets out the relationship between the Policy and other Association procedures
- Can be independent of line management if necessary.

The Policy of Conduct for Local Government Employees states that

“Employees will be expected through agreed procedures and without fear of recrimination to bring to the attention of the appropriate level of management any deficiency in the provision of service. Employees must report to the appropriate manager any impropriety or breach of procedure.”

This Policy supports that statement.

3. SCOPE OF THIS POLICY

There are existing procedures in place to enable you to lodge a grievance relating to your own employment. The Confidential Reporting Policy is intended to cover major concerns that fall outside the scope of other procedures, and this policy does not replace the Corporate Complaints Policy.

Thus, any serious concerns that you have about any aspect of service provision or the conduct of officers or members of the Association or others acting on behalf of the Association can be reported under the Confidential Reporting Policy. An employee's concerns may in this context relate to the following matters, or a reasonable belief that one or more of the following has occurred or is likely to occur:

3. Scope of Policy Cont'd

- actions or behaviour that makes you feel uncomfortable in terms of known standards, your experience or the standards you believe the Association subscribes to; or
- is against the Association's Standing Orders and policies; or
- falls below established standards of practice; or
- amounts to improper conduct; or
- Conduct which is a criminal offence or a breach of the law; or
- Disclosures related to miscarriages of justice; or
- Dangerous procedures risking health and safety, including risks to the public, service users and to other employees; or
- Damage to the environment; or
- The unauthorised use of public funds; or
- Fraud and corruption; or
- Sexual or physical abuse of service users; or
- Other unethical conduct.

This list is not meant to be exhaustive but gives examples of malpractice. The overriding concern for the employer and employee should be that it would be in the public interest for the malpractice to be corrected and if appropriate sanctions taken.

Thus any serious concern that an employee has about any aspect of service provision or the conduct of officers or members of the Directorate or others acting on behalf of the Directorate can be reported under this Policy.

4. SAFEGUARDS AGAINST HARRASSMENT OR VICTIMISATION

- i. The Association is committed to good practice and high standards and wants to be supportive of employees.
- ii. The Association recognises that the decision to report a concern can be a difficult one to make. If what you are saying is true, or your suspicion reasonable, you should have nothing to fear because you will be doing your duty to your employer and those for whom you are providing a service.
- iii. The Association will not tolerate any harassment or victimisation (including informal pressures) and will take appropriate action to protect you when you raise a concern in good faith.
- iv. Any investigation into allegations of potential malpractice will not influence or be influenced by any disciplinary or redundancy procedures that already affect you.

4. CONFIDENTIALITY

All concerns will be treated in confidence and every effort will be made not to reveal your identity if you so wish. At the appropriate time, however, you may need to come forward as a witness.

The employee disclosing a concern should ensure that they only inform the person identified in part 8 below. Other than that the employee is required to keep the matter disclosed confidential.

The person to whom the matter is disclosed will treat it confidentially, as far as is reasonably practicable.

It is stated explicitly here that if the procedure used requires disclosure to other people, then the employee who disclosed this should be informed.

If the matter cannot be resolved locally by the person to whom it is reported, it may be necessary to inform other people of the concern raised. These people should only be those required to know under whatever procedure the matter progresses.

If a hearing is needed, either by law, or under a Association procedure, the employee disclosing the concern may be required to give evidence.

It is not possible to remain anonymous under this procedure, but the safeguards stated here are aimed at protecting all those involved in reporting, investigating and being suspected of wrongdoing.

5. ANONYMOUS ALLEGATIONS

- i. This policy encourages you to put your name to your allegation whenever possible.
- ii. Concerns expressed anonymously are much less powerful but will be considered at the discretion of the Association.
- iii. In exercising this discretion the factors to be taken into account would include:
 - the seriousness of the issues raised;
 - the credibility of the concern; and
 - the likelihood of confirming the allegation from attributable sources.

6. UNTRUE ALLEGATIONS

If you make an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against you. If, however, you make an allegation frivolously, maliciously or for personal gain, disciplinary action may be taken against you.

7. HOW TO RAISE A CONCERN

- i. As a first step, you should normally raise concerns with your immediate manager or their superior. This depends, however, on the seriousness and sensitivity of the issues involved and who is suspected of the malpractice. For example, if you believe that management is involved, you should approach the Company Secretary, the Chairman or Officer (i.e. the Association Solicitor).
- ii. Concerns may be raised orally or in writing. Staff who wish to make a written report are invited to use the following format:

- the background and history of the concern (giving relevant dates);
 - the reason why you are particularly concerned about the situation.
- iii. The earlier you express the concern the easier it is to take action.
- iv. Although you are not expected to prove beyond doubt the truth of an allegation, you will need to demonstrate to the person contacted that there are reasonable grounds for your concern.
- v. Advice/guidance on how to pursue matters of concern may be obtained from:
- Company Secretary.
 - You may wish to consider discussing your concern with a colleague first and you may find it easier to raise the matter if there are two (or more) of you who have had the same experience or concerns.
- vi. You may invite your trade union, professional association representative or a friend to be present during any meetings or interviews in connection with the concerns you have raised.

8. HOW THE ASSOCIATION WILL RESPOND

- i. The Association will respond to your concerns. Do not forget that testing out your concerns is not the same as either accepting or rejecting them.
- ii. Where appropriate, the matters raised may be:
- Investigated by management
 - Investigated by internal audit
 - Progressed through the disciplinary process
 - Referred to the Police
 - Referred to the external auditor
 - The subject of an independent enquiry
 - Dealt with via any other appropriate procedure for example, child protection, abuse of vulnerable adult's procedure.
- iii. In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. The overriding principle which the Association will have in mind is the public interest. Concerns or allegations which fall within the scope of specific procedures (for example, child protection or discrimination issues) will normally be referred for consideration under those procedures.
- iv. If someone is suspended, the person reporting under this policy will be informed.
- v. Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required this will be taken before any investigation is conducted.
- vi. Within five working days of a concern being raised, the Company Secretary (or other officer appointed to deal with the matter) will write to you:

- acknowledging that the concern has been received
 - indicating how we propose to deal with the matter
 - giving an estimate of how long it will take to provide a full response
 - telling you whether any initial enquiries have been made
 - supplying you with information on staff support mechanisms, and
 - telling you whether further investigations will take place and if not, why not.
- vi. The amount of contact between you and the officers considering the issues will depend on the nature of the matters raised, the potential difficulties involved and the clarity of the information provided. If necessary, the Association will seek further information from you.
- vii. Where any meeting is arranged, off-site if you so wish, you can be accompanied by a union or professional association representative or a friend.
- viii. The Association will take steps to minimise any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings the Association will arrange for you to receive advice about the procedure.
- viii. The Association accepts that you need to be assured that the matter has been properly addressed. Thus, subject to legal constraints, we will inform you of the outcome of any investigation.

9. THE RESPONSIBLE OFFICER

The Company Secretary has overall responsibility for the maintenance and operation of this policy. That officer maintains a record of concerns raised and the outcomes (but in a form which does not endanger your confidentiality) and will report as necessary to the Association.

10. HOW THE MATTER CAN BE TAKEN FURTHER

- i. This policy is intended to provide you with an avenue within the Association to raise concerns. The Association hopes you will be satisfied with any action taken. If you are not, and if you feel it is right to take the matter outside the Association, the following are possible contact points:
- the Association's external auditor
 - your trade union
 - relevant professional bodies or regulatory organisations
 - the police.
- ii. If you do take the matter outside the Association, you should ensure that you do not disclose confidential information. Check with the contact point about that.

ANTI-FRAUD AND ANTI-CORRUPTION STRATEGY

1. Policy Statement

- 1.1 The Association, in managing its responsibilities as a Private Limited Company, working along Local Authority guidelines, is determined to ensure probity and accountability in all matters.
- 1.2 The Association will not tolerate any forms of fraud and corruption from within the Association, from external organisations, or from individuals.
- 1.3 The Association is committed to an anti-fraud and anti-corruption strategy designed to develop a corporate culture that:
- encourages fraud deterrence and prevention;
 - promotes detection;
 - ensures effective investigation where suspected fraud or corruption has occurred.
- 1.4 This strategy is written for the benefit of employees, elected Members and the public. Organisations and businesses dealing with the Association are also expected to act with integrity.

2. Elements of the Anti-Fraud and Anti-Corruption Strategy

- 2.1 The Association's Anti-Fraud and Anti-Corruption Strategy is based on a series of comprehensive and related elements designed to deter any fraud or corrupt act. These elements are:
- Culture
 - Prevention
 - Detection
 - Training

3. Culture

- 3.1 The Association is determined that the culture of the organisation is one which promotes honesty and opposition to fraud and corruption, and does not permit fraud or corruption to be tolerated or perpetuated.
- 3.2 The Association expects Members and employees to lead by example in ensuring opposition to fraud and corruption by ensuring adherence to all Association regulations, procedures, practices and Codes of Conduct. The Association also expects individuals and organisations with whom it deals in any capacity to act with integrity and without intent to commit fraud or corruption.
- 3.3 Association employees, elected Members and the public are important elements in the stance against fraud and corruption and are positively encouraged to raise any concerns they may have on issues relating to Association activities.
- 3.4 Where appropriate, the Association will co-operate with other organisations, agencies and local authorities in the prevention, detection and investigation of fraud and corruption.

4. Prevention

4.1 The adoption of proper and adequate measures to prevent fraud and corruption are the responsibility of Members and Management. Preventative measures can be classified under two broad headings - Codes/Procedures and Systems:

Codes and Procedures

- (i) The Association's Constitution sets out a framework for dealing with the affairs of the Association and all Members and employees have a duty to adhere with its provisions.
- (ii) The Association's employees are expected to abide by the National and Local Conditions of Service relating to their employment which include conduct issues and also are expected to follow any Code of Conduct related to their personal professional qualifications.
- (iii) Association Members are required to comply with the National Code of Local Government Conduct which provides guidance to members on recommended standards of conduct in carrying out their duties and in their relationships with the Association and the Association's officers.
- (iv) All Members and employees are required to declare any offer or receipt of gifts or hospitality which are in any way related to their employment by or membership of the Association. A register is maintained of all declarations.

Systems

- (v) Managers are responsible for ensuring that adequate controls exist within all financial and operational systems and that employees are adequately trained in operating systems and procedures. The system of internal control provides a framework for ensuring that assets are safeguarded, transaction are properly authorised, duties are segregated, and material errors or irregularities are prevented or detected.

5. Detection

5.1.1 Detection of fraud and corruption may arise through a number of sources. It is therefore important that all of these are recognised and taken seriously:

- (i) **Internal Controls.** Well designed and properly operated controls should provide indicators of any fraudulent activity.
- (ii) **Budgetary Control.** Effective budgetary control can provide a useful indicator to managers of potential fraud or corruption, e.g. evidence of unusual spending patterns or shortfalls in expected income.
- (iii) **Complaints.** The recording and follow up of complaints, especially from service users, may help identify evidence of fraud or corruption.
- (iv) **Whistleblowing.** Information received from concerned third parties under the Authority's Confidential Reporting Code may provide evidence of fraud and corruption.
- (v) **Information From Other Public Bodies.** This may take the form of specific individual referrals or by the Association taking part in national schemes.
- (vii) **Reviews by Internal and External Audit.** Work undertaken by Internal and External Audit may disclose evidence of fraud and corruption.

5.2 Employees are required by Financial Regulations to report all suspected irregularities to Internal Audit either directly or through line management. This ensures the consistent treatment of information regarding fraud and corruption and facilitates proper investigation by experienced personnel.

5.3 The detailed arrangements for the investigation of any suspected fraud or irregularity are contained in the Authority's **Fraud Response Plan**.

6. **Employees Training**

6.1 The Association recognises that an important aspect of its Anti-Fraud and Corruption Strategy is the general awareness and responsiveness of employees throughout the Association.

6.2 To facilitate the Association supports continuous training for all Members and employees involved in internal control systems to ensure their duties and responsibilities in this respect are regularly highlighted and reinforced.

6.3 Investigation of fraud and corruption usually involves the Association's Internal Audit Division whose skills base in investigative techniques is maintained by appropriate training.

7. **Review Arrangements**

7.1 The Association has in place a clear network of systems and procedures to prevent fraud and corruption. It is mindful that these arrangements need to keep pace with developments in prevention and detection of fraudulent or corrupt activity. To this end it requires a continuous review of all arrangements, and particularly, an annual review of Standing Orders and Financial Regulations

7.2 This Strategy is subject to the same regular review.

FRAUD RESPONSE PLAN

1. Introduction

- 1.1 The APHA Association is committed to the highest possible standards of propriety and accountability in all its affairs. It is determined to develop a culture of honesty and opposition to fraud and corruption.
- 1.2 In line with this commitment, the Association's Anti-Fraud and Anti-Corruption Strategy outlines the principles we are committed to in relation to preventing, reporting and managing fraud and corruption.
- 1.3 This Fraud Response Plan reinforces the Authority's approach by:
- defining the types of activity that would require the implementation of this plan;
 - setting out how employees or members of the public can voice their concerns about suspected fraud and corruption;
 - outlining how the Association will deal with such complaints.
- 1.4 This document is one of a series that collectively constitute the policies of the Association in relation to anti-fraud and anti-corruption. The other documents are:
- Anti-Fraud and Anti-Corruption Strategy;
 - Confidential Reporting Code.

2. Defining Fraud and Corruption

- 2.1 The Fraud Response Plan is intended to be implemented where suspicions of fraud or corruption have been raised:

Fraud is defined as:

'The intentional distortion of financial statements or other records by persons internal or external to the Authority which is carried out to conceal the misappropriation of assets or otherwise for gain'.

Corruption is defined as:

'The offering, giving, soliciting or acceptance of an inducement or reward, which may influence the action of any person'.

- 2.2 Fraudulent or corrupt acts may therefore include:

Financial Issues i.e. where individuals or organisations fraudulently obtain money from the Association,

Asset Issues i.e. where Association assets are misappropriated or used for personal use, (e.g. theft of Association equipment or materials)

Accounting Issues i.e. where employees falsify or alter accounting or other documents, (e.g. unauthorised amendment of timesheets)

Other Issues i.e. activities undertaken by Officers or Members which may:

- be unlawful,
- contravene Standing Orders or Association policies,
- fall below established standards or practices,
- amount to improper conduct.

3. Reporting suspected fraud and corruption

3.1 Any officer shall immediately report to the Chief Internal Auditor, either directly or through line management, any circumstances which suggest the possibility of financial irregularity or loss. The circumstances will be outlined to the Chief Internal Auditor's Strategic Director – Corporate and Policy and Company Secretary to decide what action is necessary by way of investigation and report'.

3.2 The Association's Confidential Reporting Code (available on the intranet) is intended to encourage and enable employees to raise serious concerns within the Association. This policy document makes it clear that concerns may be raised without fear of victimisation, subsequent discrimination or disadvantage. The policy applies to all employees and those contractors working for the Association on Association premises, e.g. agency staff, builders, drivers. It also covers suppliers and those providing services under a contract with the Association in their own premises, e.g. care homes.

3.3 The Association's Confidential Reporting Code provides details as to how concerns of fraud or corruption may be reported.

4. Investigating suspected fraud and corruption

4.1 The decision as to whether or not an investigation is warranted will be made by the Company Secretary in accordance with Standing Orders.

4.2 The action taken by the Association will depend on the nature of the concern. The matter raised may be:

- investigated internally;
- referred directly to the Police.

4.3 All internal investigations will normally be led by Association's Auditors, although each case will be judged on its merit. The purposes of any investigation shall be to:

- establish the facts of any suspected fraud in order to inform decisions regarding further action;
- clear innocent persons of any suspicion;
- enable the recovery of losses;
- improve systems and controls to prevent and deter fraud and corruption in the future.

4.4 Investigations will be assigned to a lead officer who is suitably qualified and experienced. The officer will ensure that the investigation is conducted impartially and objectively, and will, as appropriate:

- determine and plan the resources needed for the investigation;

- carry out the investigation in a timely manner ensuring that all allegations are properly investigated and reported on;
 - comply with all relevant statutory requirements, codes of practice, and the ethical standards of relevant professional bodies;
 - ensure that the identity of the person raising the concern is protected wherever possible;
 - ensure that all evidence obtained is properly recorded and retained securely;
 - liaise as appropriate with the Police or other relevant agencies;
 - assist management in implementing the Association's disciplinary procedures;
 - advise management in implementing improved procedures where necessary.
- 4.6 Where an investigation requires 'directed surveillance' or uses a 'covert human intelligence source', the investigating officer(s) must ensure that the investigation is undertaken in accordance with the Association's RIPA policy. Any such surveillance may only be undertaken after the appropriate authorisation has been obtained by an officer with delegated powers under the policy.
- 4.7 At the conclusion of the investigation, the investigating officer(s) will produce a report setting out all of the facts relating to the case. The report shall be submitted to the Association to determine how the matter should be progressed to resolution.

5. **Recovery and Sanctions**

- 5.1 Where an investigation indicates fraud or corruption, the Association will seek to:
- recover losses wherever appropriate, **and**
 - refer cases to the Police to independently prosecute offenders).
- 5.2 The Association's disciplinary procedures will be used where the outcome of an investigation indicates improper behaviour. This may be in addition to any other recovery action or sanctions. Referral to the Police will not prohibit action under the disciplinary procedure.

6. **Review of the Fraud Response Plan**

- 5.2 This Fraud Response Plan will be reviewed and updated annually in the light of new legislative and professional developments.

MEMBERS' ACCESS TO APHA DOCUMENTS

1. MEMBERS' RIGHTS OF ACCESS TO ASSOCIATION DOCUMENTS

- 1.1 Subject to paragraph 2.1 below a Association member is entitled by virtue of his/her office to have access to all documents in the possession of the Association provided she/he has good reason for such access.

2. RIGHTS OF ACCESS: GENERALLY

- 2.1 Any Association member who wishes any matter to be investigated must bring such matters before the Association together with full reasons for such a request. The Association shall determine which matters shall be investigated. An Association member whilst serving on the Association is entitled (subject to such determination) to see all documents relating to a matter he wishes to investigate provided he has a genuine interest in the matter in question.
- 2.2 In the case of an Association member with a bona fide and reasonably based concern, the bias, if any, should be in favour of allowing access to information rather than concealing information.
- 2.3 Members must be able to do their jobs properly as a member of the Association and to perform their duties adequately. It is unacceptable to refuse access to documents on the grounds that there are "other ways of finding out about such matters".
- 2.4 An Officer (or indeed the Association itself) in judging whether a Association member requesting information has a right to it is entitled to know his reason for wanting it.
- 2.5 On every occasion a Association member wishing to see files and papers will certainly need to show that the request is a proper one and give reasons for requiring the information. Any request regarding access to a personal file will require the prior consent of the person who is the subject of the file before this disclosure can be made.
- 2.6 A Member shall not knowingly inspect any document relating to a matter in which s/he is professionally interested or in which s/he has directly or indirectly any personal and prejudicial interest within the meaning of the Code of Conduct for Members and that this Standing Order shall not preclude the Company Secretary from declining to allow inspection of any document which is or in the event of legal proceedings would be protected by privilege arising from the relationship of solicitor and client.

STANDING ORDERS RELATING TO DELEGATION TO OFFICERS

DELEGATIONS TO OFFICERS

Introduction

To maintain a proper balance of delegation it is proposed to employ a two stage scheme. First, a general delegation to the Association's Company Secretary. Secondly a separate sub-delegation power from the Company Secretary to any other officers employed by the Association.

Officers named shall carry out the following functions on behalf of the Association in accordance with the following principles and conditions:

- (i) Powers shall be exercised in accordance with Standing Orders and Financial Regulations of the Association, and are additional to those conferred in Standing Orders and Financial Regulations.
- (ii) The Officer exercising such power shall give effect to any resolution of the Association upon any matter of principle or policy in relation to the functions concerned.
- (iii) Where an Officer is authorised to make a decision such decision need not necessarily be taken personally by that Officer and may be further delegated subject to consent being given by the Company Secretary.
- (iv) In any case, where the Officer exercising the power considers that a new departure in policy is likely to be involved or if the implications are such that the Officer considers, after consulting the Company Secretary, that reference should be made to Members the matter shall be referred to the Association for consideration.

The Scheme of Delegation

1. Save as otherwise provided in these Operating Arrangements the Company Secretary of the Association shall be authorised to take all and any actions in relation to any of the functions, rights and liabilities assigned to the Association under or in relation to any enactment.
2. The Company Secretary may authorise any other officer of the Association to take all and any actions in relation to the said functions, rights and liabilities as he may from time to time authorise in writing.

OFFICER EMPLOYMENT PROCEDURES

The Association has approved Human Resources procedures which shall be reviewed as appropriate from time to time.

All APHA procedures will be held and maintained by the Company Secretary.

Other procedures will be added during the year and will be circulated to members, before adoption at next year's conference.

All Association procedures will be held and maintained by the Company Secretary.

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