



## ***Association of Port Health Authorities***

# **Operating Arrangements**

**Adopted on 8<sup>th</sup> September 2015**

**First Amendment - 12<sup>th</sup> April 2018**

**Second Amendment - 9<sup>th</sup> May 2019**

**Third Amendment - 1<sup>st</sup> April 2020**

**Fourth Amendment – 15<sup>th</sup> November 2023**

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

**Date: 15 November 2023**

**225 Hale Road,  
Hale,  
Altrincham,  
Cheshire.  
WA15 8DN  
Tel No: 0161 872 6667**

**Company Registration Number: 2346876**

**Email: [apha@porthealthassociation.co.uk](mailto:apha@porthealthassociation.co.uk)  
[www.porthealthassociation.co.uk](http://www.porthealthassociation.co.uk)**

**Intentionally Blank**

## CONTENTS

		Page
<b>Interpretation</b>		<b>4</b>
<a href="#"><u>Sections 1</u></a>	<b>Introduction, Application, Review &amp; Revision</b>	<b>5</b>
<a href="#"><u>Section 2</u></a>	<b>Structural Arrangements.</b>	<b>6</b>
	<a href="#"><u>Membership</u></a>	
	<a href="#"><u>AGM</u></a>	
	<a href="#"><u>Directors of APHA</u></a>	
	<a href="#"><u>Executive Board</u></a>	
	<a href="#"><u>Technical Committees</u></a>	
	<a href="#"><u>Port Liaison Area Network (PLaN)</u></a>	
	<a href="#"><u>Company Secretary &amp; Executive Officer</u></a>	
<a href="#"><u>Section 3</u></a>	<b>Arrangements Relating to Finance &amp; Contracts.</b>	<b>17</b>
<a href="#"><u>Section 4</u></a>	<b>Code of Conduct for Members'.</b>	<b>20</b>
<a href="#"><u>Section 4a</u></a>	<b>Disclosable Pecuniary Interests.</b>	<b>24</b>
<a href="#"><u>Section 4b</u></a>	<b>Other Disclosable Interests.</b>	<b>26</b>
<a href="#"><u>Section 5</u></a>	<b>Anti-Fraud and Anti-Corruption Policy.</b>	<b>27</b>
<a href="#"><u>Section 6</u></a>	<b>Media &amp; Communications Strategy</b>	<b>28</b>
<a href="#"><u>Section 7</u></a>	<b>Scheme of Allowances and Expenses</b>	<b>29</b>
	<a href="#"><u>Expenses Form</u></a>	
<a href="#"><u>Appendix 1</u></a>	<b>Director's Pack</b>	<b>A1</b>

## **INTERPRETATION**

In these Operating Arrangements:-

"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

"Directors" include the Association Chair, Vice Chair, Company Secretary (if appointed)

"Executive Officer" within this document also applies to any role that assumes the duties and responsibilities of the Executive Officer. For example, at the time of publishing the London PHA officer undertaking the role was referred to as the "Executive Lead". The role assists the Executive Board and may also be the Company Secretary.

"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.

**NB:** These Operating Arrangements should be read in conjunction with the 'Articles of Association'

# APHA Operating Arrangements

## Section 1 –Introduction

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

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

**1.3** These Operating Arrangements are to be applied together with the 'Articles of Association' - the prime document under which the Association operates. In addition to operating in accordance with these documents the Association will have due regard to the law applicable under any circumstances.

**1.4** The Executive Officer will monitor and review the Operating Arrangements to ensure that they meet with the aims, objectives and the way that the Association is run.

**1.5** Any representative of a paid up member of the Association may propose amendments to these Arrangements. Suggestions should be submitted, in writing, for inclusion on the agenda of the next scheduled Executive Board meeting. Such amendments will only be made to the Operating Arrangement with the approval of the Executive Board.

**1.6** These Operating Arrangements will be published in the Members area of the APHA Website. In addition,

(a) The Executive Officer will give a printed or electronic copy of the Operating Arrangements to each member of the Executive Board of the Association when they are elected/appointed to the Board.

(b) The Executive Officer will ensure that copies are available for inspection at Association’s offices.

## **Section 2 - Structural Arrangements**

### **Structure**

**2.1** This Section provides information on the structure of the Association which supplements the information set out in the Articles of Association.

### **Membership.**

**2.2** The categories of membership of the Association together with qualifying criteria and attendance/voting rights for the AGM, Executive Board and other groups are detailed in the Articles. The grades of membership are as follows:

- a. Corporate
- b. Associate
- c. Honorary
- d. PLaN
- e. International

### **Annual General Meeting (AGM).**

**2.3** An Annual General Meeting is required by law to be held every year. It should be held in good time to ensure that the Financial Statement can be agreed and subsequently filed at Companies House by the deadline required. This is 9 months from the end of the Association's Financial year (31 March) i.e. the statement should be filed at Companies House by 31 December.

**2.4** Arrangements for the AGM are detailed in the Articles of Association. The order of business would normally be as follows

- a. Chair's Welcome
- b. List of attendees
- c. Apologies for absence
- d. Minutes of the previous AGM
- e. Matters arising
- f. To receive details of any election of members of the Executive Board.
- g. To receive the APHA Financial Statement
- h. Report from the Chair of the Executive Board
- i. Special Resolutions:
- j. Report on Awards of Honorary Fellowship
- k. Close of meeting

### **Directors of APHA**

**2.5** The Directors of the Association shall be the Company Secretary (if appointed), and the Chair & Vice Chair of the Executive Board. Additional Directors, including Elected Members and Officers may be appointed by the Executive Board, as required. The details of the Directors shall be recorded at Companies House in accordance with Companies legislation. Any change in the Directors such as resignations, new appointments, etc. shall be notified to Companies House within the required timescale. The Directors shall have the right

to speak at all meetings of the Association.

**2.6** Directors should be referred to the Directors pack at Appendix 1 following acceptance of their appointment.

**2.7** Should the circumstances arise, a vote of no confidence in the Directors may be called by a simple majority of the members of the Executive Board.

### **Executive Board.**

**2.8** The Executive Board is the strategic decision making body of the Association. It is comprised of representatives from the regional PLaN Groups who are elected/appointed to the Board in accordance with the arrangements detailed in the Articles. It is essential that the representatives from the PLaN Groups are able to attend the Board meetings, and are prepared to contribute to the ongoing work of the Association.

#### **Terms of reference [the list is not exhaustive].**

- a. To manage the business of the Association as its sole executive decision-making body.
- b. To exercise all powers of the Association [other than those reserved to the Annual General Meeting by statute]
- c. To determine the overall strategy for the business of the Association.
- d. To determine the Association policy in respect of all major issues affecting or likely to affect the Association.
- e. To be responsible for all financial matters affecting the Association.
- f. To be responsible for the annual business plan of the Association.
- g. To Institute supervise and review the annual work programme of the Association
- h. To oversee the work of any Association committees.
- i. To be responsible for the Association's communications and media strategy
- j. To be responsible for all matters relating to Association staff.
- k. To be responsible for the appointment of, and the regular appraisal of the performance of the Company Secretary (if appointed) and Executive Officer.
- l. To be responsible overall for the arrangements and organisation of Annual General Meeting & Training Event
- m. To act as the disciplinary body for corporate members, officers and staff of the Association.
- n. To appoint the Association's auditors, if required.
- o. To consider nominations for the appointment of honorary fellows and to appoint as such.

#### **Election of Chair and Vice Chair of the Executive Board**

**2.9** When required, the Executive Officer will call for nominations for Chair of the Board.

**2.10** It is essential that the Chair of the Executive Board should be elected from within its membership and be a serving member of the Executive Board. The nomination process will

require a proposer, seconder, and agreement by the nominee, before proceeding. In the event of more than one nominee, a secret ballot will be called by the Executive Officer. In the event of a tie the process shall be repeated. The same process will be followed for the election of the Vice Chair.

### **The Functioning of the Executive Board**

**2.11** The Executive Board will meet on not less than four occasions during the course of a year. A schedule of Executive Board meetings for the forthcoming year will be agreed and publicised prior to the end of the current year, normally the November Board meeting.

**2.12** 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**

**2.13** The Executive Officer in consultation with the Chair will identify matters for inclusion on the meeting agenda for circulation. The agenda & papers of each Executive Board meeting will be uploaded to the APHA web site Members' Area before each meeting. Similarly the draft minutes of each meeting will be uploaded as soon as practicable after the meeting.

**2.14** Notices of meetings, together with all relevant papers, will be emailed to members of the Executive Board normally at least 7 days prior to each meeting.

**2.15** Where necessary, a report may be provided in respect of an agenda item. Every such report shall be prepared in the agreed format.

**2.16** The order of business at each meeting of the Executive Board shall include:

- Apologies for absence
- Declarations of interest
- Minutes of the previous meeting
- Matters arising from those minutes
- Financial matters
- Any other items
- Date of next meeting

**2.17** Any Board Member may request that an agenda item be considered and such request should be submitted to the Executive Officer prior to the meeting. Where necessary, such requests may be accompanied by a report in the agreed format prepared by (or on behalf of) the Committee Member. The Member requesting the agenda item shall be responsible for presenting the issue to the Executive Board.

**2.18** Reports for "information only" shall be clearly identified as such.



## **Executive Board Procedures**

**2.19** The Executive Officer 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, if requested.

**2.20** The proceedings of the Executive Board will be recorded. Such records are to indicate the nature of the debate that occurred, and the decision reached. Where the decision requires action, this will be recorded separately.

**2.21** The record [minutes of the meeting] will be prepared and circulated electronically to members as soon as practicable after the meeting. If required, a separate record of the action points will also be prepared and circulated.

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

**2.23** Decisions will normally be taken by the Executive Board at their scheduled meetings. All decisions taken by the Board requiring action shall include detail about who will be responsible for completing that action and, where appropriate, an achievable deadline should be set for its completion.

**2.24** Should a matter arise between scheduled meetings of the Executive Board that requires a decision, the matter should be discussed by the Chair in consultation with the Executive Officer. If necessary, the matter may be circulated to the rest of the Board by email in order to seek their views. Any decision taken should be discussed at the next scheduled Board meeting and, if necessary, ratified.

## **Delegated Authorities**

**2.25** The Board may delegate decision-making powers in respect of any issue to the Chair or to the Executive Officer in consultation with the Chair.

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

**2.27** The Chair and the Company Secretary/Executive Lead has delegated power to authorise any expenditure up to the sum of £1000 (excluding VAT). No delegated power shall be exercised if the effect of such exceeds that amount.

**2.28** All delegations to the Chair include delegation to the Vice Chair in the absence of the former for whatever reason.

## **Association Policy**

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

**2.30** Association policies made by the Board will be applicable to all. The Executive Board will regularly review any policy.

## **Resources**

**2.31** 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 needs and aspirations.

## **Finance**

**2.33** Detailed reports of the Association's income and expenditure, including those relating to AGM/Training Event preparation, will be received and reviewed at each scheduled Board meeting. This provision does not apply to extra-ordinary meetings. The Executive Board will be responsible for receiving the annual financial statement, the report of the Association's auditor (if applicable) and actioning any recommendations contained therein.

**2.34** The Executive Board will be responsible for staff remuneration levels, pensions, national insurance, travel costs, subsistence costs, insurances, and for the regular 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**

**2.35** The Association's 'Medial & Communication Strategy' detailed in Section 6 will be applicable to all committees, officers and staff of the Association. The Executive Board will regularly review the content and implementation of the Strategy which is 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.
- *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.

## **Staffing**

**2.36** The Executive Board is responsible for Staff appointments. Where possible, APHA staff appointments will be subject to advertisement and interview. Before advertising any vacancy, the Executive Board will consider the relevant Job Description, Terms of Employment and any other contractual arrangements. The Board will agree the place, date and time when interviews are to take place, together with membership of the interview panel. Where necessary, these arrangements may be delegated to the Chair who should ensure that the Board are kept informed of any decisions/progress.

## **Technical Committees**

**2.37** APHA Technical Committees may be established to deal with specific issues or areas of concern.

### **Role of the Technical Committees**

**2.38** When established, Technical Committees are responsible for maintaining an overview of all or any specific technical issues that may impact upon port health. Terms of reference should be drawn up when the committee is established and may include:

- Maintaining vigilance towards UK, EU and international legislation. Lobbying and suggesting amendments thereto.
- Representations to UK, governments, the EU, and international bodies whenever new or improved legislation is deemed necessary. Properly representing a wide spectrum of differing member interests.

- Proposing new Association policies and reviewing and revising existing policies.
- Liaison with government departments and government enforcement agencies
- Liaison with a wide range of trade and private sector stakeholders.

## **Technical Committee Arrangements**

**2.39** Technical committees should elect a chair and secretary from within their membership. Membership of technical committees is open to representatives from member authorities.

**2.40** Technical committees are to meet as frequently as the Chair requires. A representative of the Technical Committee may be appointed to attend and report to 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 Chair**

**2.41** In addition to managing their Technical Committee Meetings, the Chairs are expected to represent the Association in respect of their committee's technical portfolio which include attending any meetings of relevance. In the normal course of events, the Technical Committee Chair will report to the Executive Board on the actions and progress of the committee.

### **Port Liaison Area Network (PLaN) Groups**

**2.42** 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 Groups are organised regionally with the executive roles being carried out by volunteers. This network will enable the exchange of information from member 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 ETSF. Representatives of Government departments or agencies may be invited to attend as observers.

### **2.43 Terms of Reference**

- a. The Port Liaison Network is sponsored by APHA with funding set out in the annual budget.
- b. The purpose of the Network is to provide a mechanism by which local authorities with port health functions work together to support each other by sharing knowledge, good practice and promoting consistency and competency in the delivery of port health services.

- c. 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.

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.

## **2.42 Constitution**

- a. Membership of the Network is available to members of the Association and others by invitation.
- b. Each regional PLaN 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 as required but a minimum of once in any twelve month period.
- 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 should be produced as soon as possible after the meeting and circulated to all members of the Group.
- 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.
- j. An Agenda should be produced and circulated to members of the Network and to APHA Administration, prior to the 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 Group, 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 meeting.
- 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.

## **2.43 Financial Arrangements**

- a. The annual budget for PLaN Group meetings is set at £1,000 per group but can be varied according to financial need and availability of funds.
- b. The Chair of the PLaN should liaise with the Executive Board before meetings and/or training days are organised where expenditure will be incurred. This will normally be through the Executive Officer or, in his absence, through the Chair of the Executive Board.
- c. All Port Health Officers, or persons with an interest, are welcome to attend any meetings at the discretion of the Chair/Secretary. However, where funding is provided by APHA, non-members should make a financial contribution in order to demonstrate a clear benefit to being member of the Association. This contribution should be agreed in advance with APHA Administration and take account of the cost of the service provided including the administration involved in raising invoices etc. It is recognised that, on occasions, the networking opportunities and benefit of encouraging attendance by non-members would override the need to make a charge. This will be at the discretion of the Chair in consultation with the Executive Officer in accordance with 4.3.b above.
- d. If required, delegates can be invoiced from APHA Administration/Finance Team. The PLaN Group Secretary should supply a list of those to be invoiced together with clear contact details without delay after the event.
- e. It is normally expected that any approved expenditure when running an event will be paid for *upfront* by the Chair or Secretary that is unless APHA is invoiced direct. Approved expenditure incurred can be reclaimed from APHA Finance using the [APHA Members Expenses Claim Form](#) at Section 7. Claims should be sent to the Finance Team as soon as possible after the expenditure has been incurred. Where possible claims should be submitted electronically together with scanned copies of all receipts.

## **Company Secretary And Executive Officer.**

### **Role**

## **2.44**

- a. The Company Secretary is the person who carries out the statutory functions of a Company Secretary on behalf of the Association. If no Company Secretary is appointed or in their absence, responsibility will rest with the Directors who will be assisted by the Executive Officer in the discharge of the Company Secretary's functions.
- b. The Executive Officer is the principal employee of the Association. Whose role is to ensure that the Association runs smoothly, is fit for purpose, and carries out functions to assist the Executive Board.

- c. It should be noted that the roles of Company Secretary and Executive Officer may be carried out by the same person.

### **Accountability**

**2.45** The Company Secretary and Executive Officer are accountable to the Executive Board. On a day-to-day basis this accountability is discharged through the office of the Executive Board Chair or, in their absence, the Vice Chair

### **Responsibilities of the Company Secretary**

#### **2.46**

- a. The Company Secretary, if appointed, has overall responsibility for all administrative and operational activities of the Association.
- b. They will ensure that the Association is run in accordance with proper standards of probity and efficiency.
- c. They will ensure that the Association operates within the policies adopted by the Association.

### **Delegations**

**2.47** The Company Secretary and Executive Officer have delegated powers in respect of the following functions.

- a. Signing off 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]
- b. Expenditure to a ceiling of £1000 (excluding VAT) 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 by recorded transactions through the Association's bank,
- c. Responding to legal and technical queries in respect of the Association's business
- d. The appointment of consultants, via the Executive Board.

**2.48** The Company Secretary will report on any significant actions taken in respect of delegated powers to the Executive Board.

### **Finance**

**2.49** Whilst [Section 3](#) details the arrangements relating to finances & contracts, the responsibilities of the Company Secretary in this regard are outlined below.

- a. Ensuring that the financial records of the Association are maintained and, if necessary formally audited in such a manner that meets all current legal requirements.
- b. Ensuring that a budget is prepared and presented to the Executive Board on an annual basis.
- c. Presenting to the Executive Board, interim income and expenditure reports at each of its' scheduled meetings. Such reports are to be prepared in good time by the Finance Team.

- d. Selecting and recommending to the Executive Board, if necessary, qualified auditors, who will meet all finance legislation requirements.
- e. Ensuring that, if required, the Association financial accounts are presented to the Association approved auditors, in such a timeframe to ensure that audited accounts are available for presentation to the annual general meeting.
- f. 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?
- g. Identifying new and innovative income streams, which may benefit the Association's finances.
- h. 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.
- i. Reviewing all standing payments to ensure that value for money is being achieved.
- j. Arranging and maintaining insurance cover in such sums as to ensure that the Association's liabilities are not exposed to undue risk or loss
- k. To maintain a fully costed and up-to-date inventory of all Association assets [with a minimum limit of £50] such inventory to be provided to the Association auditors whenever required, together with an indication of equipment lifecycle and depreciation values.

#### **Legal advice**

**2.50** 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* ]

#### **Meeting Accommodation**

**2.51** The Executive Officer is responsible for ensuring suitable provision of accommodation for all Association functions. This includes the Annual General Meeting, Executive Board meetings, committees, and *ad hoc* meetings [N.B. it is preferred that meeting accommodation is provided wherever possible on a *pro bono* or subsidized basis by member authorities].

#### **Resources**

**2.52** 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.

#### **AGM & Training Event**

**2.53** The Company Secretary is responsible for organising and running the AGM and Training Event under the supervision/direction of the Executive Board who have overall responsibility.

#### **Media**

**2.54** 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.

### **Declaration of Interest Register**

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

### **Authentication of Documents for Legal Proceedings**

**2.56** 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 one of the Directors.



## **Section 3 - ARRANGEMENTS RELATING TO FINANCE & CONTRACTS**

### **Finance**

#### **Status of Financial Arrangements**

**3.1** These Arrangements 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 who should take 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.

#### **Financial Management**

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

**3.3** The Executive Board is responsible for monitoring risks that may pose a threat to the Association or its operational effectiveness. Finance matters should be standing agenda item at every non-extraordinary Executive Board meeting.

**3.4** The Company Secretary and Finance Team should 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. The Company Secretary, in conjunction with the Finance Team, have the following additional responsibilities:

- a. The proper operation of the Association's accounting systems, the form of accounts adopted and the supporting financial records retained.
- b. That records and assets are properly maintained and securely held,
- c. 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.
- d. The payments of salaries and wages to all staff, including payments for overtime.
- e. Advising the Executive Board, in the light of guidance issued by appropriate bodies and relevant legislation, on all taxation issues that affect the Association.
- f. Ensuring that the Association's tax records, tax payments, and submitting tax returns are made by their due date as appropriate.
- g. Advising the Executive Board on prudent levels of reserves.

**3.5** It should be noted that 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.

### **Financial Planning**

**3.6** The Company Secretary should ensure that an annual budget is prepared by the Finance Team ready for approval by the Executive Board at the start of the financial year.

**3.7** The Executive Board is responsible for agreeing the budget but may amend it.

**3.8** The Finance Team should continually monitor expenditure against budget. The status of the budget should subsequently form part of the Financial Matters agenda item at all scheduled Board meetings.

### **Financial Transactions & Marketing**

**3.9 APHA Accounts:** The Association's accounts are processed by the Finance Team. Any related enquiries should be made via the email address:

[apha@porthealthassociation.co.uk](mailto:apha@porthealthassociation.co.uk)

**3.10** All payments must be authorised by the Company Secretary or the Chair of the Executive Board. This is with the exception Chair of the Executive Board's expenses, which will be authorised by the Vice-Chair of the Executive Board.

**3.11** The Administration Team will present an up to date set of accounts at each meeting of the Executive Board indicating financial transactions since the previous meeting of the Executive Board.

**3.12 Marketing:** It is essential that APHA maximises potential income and publicity at every opportunity *vis*

- Membership renewal invoices will be issued following the Executive Board meeting in January of each year to allow for budget commitment by member Authorities.
- A list of member Authorities, lapsed Authorities, PLaN and Associate members will be maintained by the Administration Team and will be reviewed by the Executive Board annually when setting membership fees for the next financial year.
- Every opportunity should be taken to secure additional income for the Association. This includes, but is not limited to, advertising on the website, sponsorship for the AGM & Training Event, advertising in the handbook and grants from government.

### **Contracts**

#### **Compliance**

**3.13** These arrangements shall apply to every contract for procurement of supplies, services and the execution of works undertaken by or on behalf of the Association. Exceptions to this

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 arrangements are inconsistent with any legislative requirements, in which instance the provisions of the appropriate legislation shall prevail

Any exceptions to these arrangements should be recorded and reported to the Executive Board.

**3.14** 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

### **Procurement values**

**3.15** In accordance with the delegated arrangements at 2.47 expenditure up to £1000 may be incurred by the Company Secretary. Any expenditure over £1000 must be approved by the Executive Board.

- a. For quotations valued up to £1000, only one quotation is required.
- b. For quotations valued over £1000, a minimum of 2 but preferably three quotations are required unless it can be demonstrated that despite best efforts, it was only possible to secure one quote. .

### **Monitoring of contracts**

**3.16** 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).

**3.17** The name of the monitoring officer shall be supplied to the contractor before commencement of the contract. Usually this will be the Company Secretary.

## Section 4 - CODE OF CONDUCT FOR MEMBERS'

**4.1** 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.

**4.2** 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

**4.3** In this Code

- “member” includes a co-opted member
- “co-opted member” is a person who is not a member of the Association 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

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

**4.5 Selflessness** 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.

**4.6 Integrity** 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.

**4.7 Objectivity** 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.

**4.8 Accountability** You are accountable to the Association for your decisions and you must co-operate fully with whatever scrutiny is appropriate to your office.

#### **4.9 Openness**

(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.

#### **4.10 Honesty**

(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.

#### **4.11 Respect for others**

(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 the Association 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 Association.

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

#### **4.12 Leadership**

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

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

**4.13 Registration of Interests** You must register with the Company Secretary the interests which fall within the categories set out below in the Disclosable Pecuniary Interests and Other Disclosable Interests sections. You must ensure that your register of interests is kept up-to-date and within 28 days of becoming aware of any new interest, or of any change to a registered interest, notify the Company Secretary acting as Monitoring Officer of that new interest or change.

**4.14 Declaring of Interests and Participation in Meetings** If you are present at a meeting and you have a Disclosable Pecuniary Interest as set below:

(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.

**4.15** Where a matter arises at a meeting which relates to an “Other Disclosable Interests”

(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.

**4.16** Where a matter arises at a meeting which relates to or is likely to affect any of the Disclosable Pecuniary Interests, 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.

**4.17 Sensitive interests** 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, 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.

**4.18 Gifts and Hospitality** You must within 28 days of receipt notify the Company Secretary of 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.

## Section 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> <p>(a) under which goods or services are to be provided or works are to be executed; and</p> <p>(b) which has not been fully discharged</p>
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> <p>(a) the landlord is the Association; and</p>



- (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.*

-----

## Section 4b - OTHER DISCLOSABLE INTERESTS

An interest which relates to or is likely to affect:

1. Any body 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
2. Anyone
  - 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

## **Section 5 - ANTI-FRAUD AND ANTI-CORRUPTION POLICY**

**5.1** 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.

**5.2** The Association will not tolerate any forms of fraud and corruption from within the Association, from external organisations, or from individuals.

**5.3** The Association is committed to developing a corporate culture that:

- a. encourages fraud deterrence and prevention;
- b. promotes detection;
- c. ensures effective investigation where suspected fraud or corruption has occurred.

**5.4** This policy is written for the benefit of employees, elected Members, members of the Association and the public. Organisations and businesses dealing with the Association are also expected to act with integrity.

## Section 6 - Media & Communications Strategy

### Media Protocol & Communications Strategy

**6.1** This strategy clarifies lines of communication both within the Association and with outside bodies. It sets down decisions taken by the Executive Board to improve such communication in dealing with the following:

- a. Communication with outside bodies & individuals - the 'Media Protocol'
  - Enquiries
  - Emails & web site administration
- b. The APHA Handbook
- c. Financial transactions & Marketing
- d. Video conferencing
- e. Staff Appointments

### Communication With Outside Bodies & Individuals - The 'Media Protocol'

**6.2 Enquiries:** It is essential that the Association has recognisable points of contact for outside bodies and individuals. Initially, this will be the APHA Administration Team as published on the web site. The Administration Team will redirect enquiries to the relevant individual or Authority as appropriate.

### Emails & Web Site Administration

**6.3 Emails:** The Administration Team are responsible for monitoring and responding initially to any email received by the Association.

**6.4 Web site administration:** The Administration Team will be responsible for arranging the publication of material to the website.

Email: [apha@porthealthassociation.co.uk](mailto:apha@porthealthassociation.co.uk)

Webmaster: Lansdowne Publishing. E-mail: [artwork@lansdownepublishing.com](mailto:artwork@lansdownepublishing.com)

**6.5 Handbook:** Historically, the APHA handbook was updated and re-published on a biennial basis as a hard copy. This frequency and type of publication is not set in stone and future editions will be published as and when required. Publishing could be either as a hard copy, electronic or both. Should the decision be taken to republish, the Administration Team will co-ordinate information required to update the contents and arrange, where possible, for revenue to be raised by the selling of advertising space.

**6.6 Video Conferencing:** APHA will endeavour to have video / teleconference facilities available at each of its meetings.

## Section 7 - Scheme of Allowances & Expenses

**7.1 Introduction:** This scheme clarifies who and for what purposes, representatives can claim expenses whilst representing the Association of Port Health Authorities (APHA).

**7.2 Executive Board:** Under normal circumstances expenses and allowances for attendance at the APHA Executive meetings should be payable through the Local Authority that the member represents. Members should clarify with the Authority they represent that they are willing to sponsor such membership before seeking election/appointment.

**7.3** There may be exceptions to the above e.g. Associate members. They may make representation to the APHA Executive Board for funding of all reasonable travel and subsistence expenses. This agreement must be minuted and the duties clearly defined to the individual before they undertake those duties.

**7.4 PLaN Groups:** Attendance PLaN Group events are governed by the same provision for the Executive Board as detailed above.

**7.5 External Meetings & Events** When an individual represents APHA at an external meeting or event and funding from, for example, the individual's own Authority, is not available, APHA may pay all reasonable travel and subsistence expenses. Attendance would normally require the approval of the Chair or Company Secretary who may include conditions such as the production of a report detailing the outcomes from the meeting or event and/or an article for the Newsletter.

**7.6 Allowances and Expenses:** Expenses may be claimed on the basis of costs incurred up to the following rates. These are included for guidance and should be adhered to wherever possible. It is accepted that there may be occasions when the amount claimed exceeds the rate applicable. These may be paid, subject to authorisation by the Chair, provided the costs are receipted. Travel and other incidental costs such as rail, bus, car parking etc may be claimed for the receipted amount.

**a. Mileage rate**

A flat rate mileage allowance of 45 pence per mile will be payable.

**b. Subsistence:**

Breakfast, for those people leaving home before 7:00 am £8.60

Lunch when not made available at the event £11.55

Dinner for those who cannot be home before 19:30 pm £23.10

**c. Overnight accommodation per night:**

Outside London £133.85

Inside London £168.95

**7.7 Receipts:** Receipts are required to evidence the spend where appropriate (e.g. they are not required for mileage) and should be submitted together with a form detailing the claim to the Accounts Team at Lansdowne Publishing normally within one month of the event attended. The form to be used for each claim is reproduced below.

# ASSOCIATION OF PORT HEALTH AUTHORITIES

## MEMBERS EXPENSES FORM



Name: \_\_\_\_\_

Date: \_\_\_\_\_

Address: \_\_\_\_\_

Bank Account Number: \_\_\_\_\_

Sort Code: \_\_\_\_\_

DATE of Visit/Purchase	ALLOWANCE CLAIMED (meeting name etc)	Expense Type	NETT £	VAT £	GROSS £
<b>TOTAL MONIES DUE</b>			<b>£</b>	<b>£</b>	<b>£</b>

Claimants Signature: \_\_\_\_\_

Executive Board Chair's Signature: \_\_\_\_\_

APHA payment reference: \_\_\_\_\_

Date Paid by Finance on: \_\_\_\_\_

**"Expense Type" Codes**

- B-Business, an expense of APHA (not relating to training) where APHA receives the benefit of the goods or services e.g. room hire
- P-Personnel, your expense which you receive the benefit of the goods or services but APHA has agreed to reimburse the cost e.g. rail travel
- T-Training, an expense of APHA which relates specifically to training and other events



## APHA Director's Pack

### CONTENTS

- **What is a company director?**
- **How many directors must there be?**
- **Appointment/Resignation/Term of Office**
- **Voting and role at Company meetings**
- **Duties of directors under Companies Act 2006**
- **Liabilities of Directors**
- **Local Authority Elected Member Restrictions**
- **Memorandum of Association**
- **Articles of Association**

## Companies Act 2006

### Impact of the Companies Act 2006 on directors

The most important changes are in Chapter 2 of Part 10. This introduces for the first time a statutory statement of directors' duties and the concept of "enlightened shareholder value".

Another change (in Chapter 8) is the protection of directors' home addresses which, in future, will be kept off the public register

### What is a company director?

The directors are in charge of the management of a **company's** business; they make the strategic and operational decisions of the **company** and are responsible for ensuring that the **company** meets its statutory obligations. **Directors** are required to run a **company** in accordance with the Companies Act and the articles of association. They are placed in a position of trust and expected to promote the success of the business and make decisions for the benefit of the **company** alone, not for personal gain.

It should be noted that in the Companies Act 2006 , "director" includes any person occupying the position of director, by whatever name called<sup>1</sup>.

Note that acts of directors are valid notwithstanding that it is afterwards discovered that there was a defect in the appointment, that he was disqualified or that he had ceased to hold office<sup>2</sup> .

---

<sup>1</sup> Companies Act 2006 Section 250.

<sup>2</sup> Ibid Section 161

## **How many directors must there be?**

Private companies must have at least one director at least one of whom must be a natural person aged at least 16<sup>3</sup>.

Note that private companies are no longer required to have a company secretary but may continue to do so<sup>4</sup>.

## **Appointment / resignation / term of office**

The details are set out in the Company's Memorandum of Association and Articles of Association.

Note that the Companies Act 2006 requires the approval of members of the company to contracts longer than two years<sup>5</sup>.

Details of the directors should be held in a register held by the company<sup>6</sup>. This register is open to the public. Details are also included on the company's page at Companies House. A separate register of directors' residential addresses is held by the company<sup>7</sup>. This is not open for public inspection.

Details of directors must also be sent to the registrar of companies within 14 days of becoming or ceasing to be a director (or on the occurrence of a material change in the particulars contained in the register of directors' residential addresses)<sup>8</sup>.

## **Voting and role at Company meetings**

Full details are set out in the Company's Articles of Association

## **Duties of Directors**

The 2006 Act introduces the concept of "general duties" of directors. These duties are owed to the company. In the absence of very special circumstances the general duties are not owed to the members of the company, to creditors or to other directors. The general duties form a code of conduct which sets out how directors are expected to behave: it does not tell them in terms what to do. There are seven general duties

- 1 Duty to act within powers
- 2 Duty to promote the success of the company
- 3 Duty to exercise independent judgment
- 4 Duty to exercise reasonable care, skill and diligence

---

<sup>3</sup> Ibid Sections 154 to 156

<sup>4</sup> Ibid Section 270

<sup>5</sup> Ibid Section 188

<sup>6</sup> Ibid Section 162

<sup>7</sup> Ibid Section 165

<sup>8</sup> Ibid Section 167



- 5 Duty to avoid conflicts of interest
- 6 Duty not to accept benefits from third parties
- 7 Duty to declare interest in proposed transaction or arrangement

In addition to the general duties there are a number of specific duties on directors under the Companies Act 2006. For example:

- Duty to approve and sign final accounts<sup>9</sup>.
- Duty to prepare directors' reports<sup>10</sup>.
- Duty to file accounts and reports with the registrar<sup>11</sup>.

**NOTE:** Non-Companies Act duties such as under the Health & Safety at Work Act.

### **Liabilities of Directors**

The liability of the company is limited.

The liability of the company's directors does not *normally* come into question because dealings with the outside world are through the company. Consequently, directors *normally* operate 'behind the veil of incorporation'.

However, directors can be personally liable to the company if they act negligently and in breach of duty. Directors can also be liable to third parties in certain exceptional circumstances. Insurance is to be expected to cover most contingencies.

A director cannot hide behind the veil of incorporation in respect of criminal action on the part of the director.

### **Local Authority Elected Member Restrictions**

#### **CODE OF CONDUCT FOR MEMBERS**

Directors of APHA who are elected members of local authorities will be subject to restrictions within the Code of Conduct section of their authorities' Constitutions.

Directors should be aware of applicable restrictions

---

<sup>9</sup> Ibid Section 414

<sup>10</sup> Ibid Sections 415 to 419

<sup>11</sup> Ibid Section 441