

Appendix 2: Rules for the conduct of business

Introduction

1. Under Schedule 4 to the Gambling Act 2005 (the Act), the Board of Commissioners (the Board) is required to establish arrangements for the conduct of its proceedings and to publish them. This appendix outlines the rules for the conduct of business the Commission has implemented to meet this requirement.

Place of business

2. The principal place of business of the Commission is Fourth Floor, Victoria Square House, Victoria Square, Birmingham, B2 4BP.

Calling meetings of the Board of Commissioners

3. Meetings are normally held in Birmingham, but may be held outside Birmingham if that is considered appropriate.
4. The Board will normally meet at regular monthly intervals, planned well in advance. The frequency of meetings can be increased if necessary when the level of business requires. These meetings are the 'ordinary' meetings of the Board.
5. In addition to the ordinary meetings, an 'extraordinary' meeting of the Board may be called by the Chairman, by the Chief Executive, or if necessary, by a Commissioner.

Notice of meetings

6. Save for urgent business, the Chief Executive, or a nominated officer acting on his/her behalf, will send to each Commissioner a written notice of the time and place of an ordinary or extraordinary meeting of the Board, and of the business to be transacted, at least five clear working days (a working day excludes Saturday, Sunday, Bank Holidays and other days when the Commission offices are closed) before any such meeting.
7. Notice of meetings shall be sent to each Commissioner's home address or to such other address as he/she have notified for the purpose. Notice of meetings may be sent electronically where a Commissioner has specifically requested it. Where notice of the meeting is sent electronically it shall be deemed to be a written notice.
8. The accidental omission to give notice to, or the non-receipt of notice by, any Commissioner shall not invalidate the proceedings of the meeting, provided that at least five Commissioners are served with notice of the meeting.

Meetings by telephone or video conference

9. Meetings of the Board may be conducted at face-to-face meetings, or by telephone or video conference.

Business to be transacted

10. The Chairman is responsible for drawing up the agenda of meetings in consultation with the Board and the Chief Executive.
11. No business other than that specified in the notice of the meeting shall be transacted at that meeting, unless the business is of an urgent nature or required by statute to be transacted and not less than two-thirds of the Commissioners present decide that the business shall be transacted.
12. A Commissioner wishing a matter to be included on an agenda shall make his/her request in writing for the Chairman to consider at least ten clear days before a meeting.

Requests made less than ten days before a meeting may be considered for inclusion on the agenda at the discretion of the Chairman.

13. Agendas for meetings shall include declarations of interest as a standing item.

Quorum

14. The quorum for a meeting of the Board will be three Commissioners including the Chairman or Senior Independent Director. Commissioners participating via telephone or video conferencing shall be deemed to be present at that meeting.
15. If a Commissioner has been disqualified from participating in a discussion or resolution to be taken about any matter, by reason of the declaration of a conflict of interest, he/she shall no longer count towards the quorum. If a quorum is then not available for the discussion or resolution to be taken about any matter, that matter may not be subject to a decision. The minutes of the meeting shall record such a situation.

Record of attendance

16. The names of all Commissioners present at a meeting of the Board shall be recorded in the minutes of the meeting.

Chairmanship of meetings

17. If the Chairman is not present at a meeting, those Commissioners present will appoint one of their number to chair that meeting.
18. The Chairman determines the detailed procedure for the conduct of business at meetings of the Board and the Chairman's decision on questions of order will be observed at the meeting, subject to these provisions and to any decision of the Board to the contrary.

Voting

19. Wherever possible, the Board will reach a consensus on a matter under consideration. Where there is a consensus, there is no need for a vote to be carried out.
20. Exceptionally, where there is not a consensus, the matter shall be determined by a majority of the Commissioners present. A Commissioner absent at the time of the vote may not vote by proxy. In the event of an equality of votes, the Chairman shall have a second or casting vote.
21. The procedure for voting shall be a matter for the Chairman at the meeting, subject to any decision of a majority of the Board to the contrary, including:
 - the form that voting shall take, whether by a show of hands or by some other means
 - whether or not to record the voting in the minutes to show how each Commissioner present voted or abstained
 - whether Commissioners may ask for his/her dissenting vote to be recorded in the minutes.

Adjournment

22. Any meeting of the Board may be adjourned from time to time and from place to place at the discretion of the Chairman. Reasonable notice shall be given where practical of the date and time of the reconvening of the adjourned meeting, save that where a meeting has been adjourned for 30 days or more, notice of the reconvening of the adjourned meeting shall be given as for an ordinary meeting of the Board.

Minutes

23. Minutes of the meetings of the Board will be published on the Commission's website, subject to the deletion of material the disclosure of which would be inappropriate. Examples of such material include: market sensitive information; information that is subject to a duty of confidentiality; information which could hinder the performance of the Commission; and information about individuals such as Commissioners, or the employees of the Commission, or individual operating or personal licence holders.

Urgent business

24. Urgent business is deemed to be any matter requiring a decision of the Board before the date when an ordinary or extraordinary meeting of the Board can be convened. In such cases the Chief Executive should take all practicable steps to consult with the Chairman and as many other Commissioners as the Chief Executive considers appropriate (and if at all possible no fewer than four Commissioners). The Chief Executive should seek Commissioners' views as to:
- the urgency of the matter requiring decision
 - the possibility of holding a Board meeting to consider it
 - the action to be taken.
25. The Chief Executive should decide in the light of Commissioners' views what action to take, notify as many Commissioners as practicable of the proposed action and allow as much time as he/she considers reasonable in the circumstances for Commissioners to comment on the proposals. He/she should then act as is considered appropriate.
26. The exercise of such powers shall be reported to the next meeting of the Board which will consider whether further action is required.

Non-contentious business

27. If in the opinion of the Chairman and the Chief Executive any matter requiring a decision of the Board is unlikely to be contentious, the Chief Executive may give notice of a proposed resolution, together with any necessary explanation and information, to all Commissioners of the Board by way of email to his/her notified email addresses.
28. A resolution under the above shall be valid and effective without a meeting of the Board provided that by the end of the sixth working day following the day on which notice was sent, no Commissioner of the Board who would be entitled to attend and vote on the matter at a meeting has indicated dissent. In the event of such dissent, the matter shall be referred to the next meeting of the Board for decision.
29. Such a resolution shall be reported in the next available minutes of the Board as having been made on the last day of the period referred to in paragraph 27 above.

Committees

30. The Board has appointed three advisory committees: an Audit and Risk Committee, a National Lottery Committee and a Remuneration Committee. These committees operate according to agreed terms of reference, which are reviewed annually by the Board.
31. The Board has also established a committee, which will exercise certain regulatory functions under the Gambling Act 2005 (the Regulatory Panel) and the National Lottery etc. Act 1993.
32. The Board may from time to time establish other committees and panels.
33. The appointment of Commissioners and employees to committees and advisory groups shall be a matter for the Chairman, and effective following the approval of the Board (except where an advisory group is established by the Chairman).

34. Dates and venues of committee meetings shall be set in advance and notified to all Commissioners. Such meetings shall be known as ordinary committee meetings. An extraordinary committee meeting may be called at any time by the Chairman of the committee. Details of all business to be transacted at committee meetings shall be sent to any Commissioner of the Board who has specifically requested them. Any Board Commissioner shall be entitled to attend any committee meeting of which he/she is not a Commissioner as an observer.
35. The Chairman of any committee shall report the minutes of committee meetings to the next appropriate meeting of the Board.

Declaration of interests

36. Commissioners must declare any involvement in any personal or business interests which may conflict with his/her responsibilities as Commissioners of the Commission and ensure that he/she complies with the Commission's rules on: links with individuals or organisations with which the Commission conducts business; shareholdings and other private investments; and gaming club membership and gambling.
37. Commissioners must declare any such interests to the Senior Manager - Finance (who will maintain the register of interests) as soon as he/she is aware of them (and in any event within 14 days of becoming so aware) and discuss any concerns about potential conflicts with the Chairman or Chief Executive.
38. A Commissioner should also disclose any such interests of which he/she is aware of close family members (which includes partners and dependants). He/she should also consider whether there is a need to disclose relevant interests, known to them, of any other persons or organisations which members of the public might reasonably think could influence his/her judgement.
39. Commissioners should not participate in the discussion or determination of any matters in which he/she has a direct significant pecuniary interest. When an interest is not of a direct pecuniary kind he/she should consider whether his/her participation in the discussion or determination of a matter might reasonably be considered to suggest any risk of bias, in the sense that Commissioners might, unwittingly or otherwise, unfairly regard with favour or disfavour the case of a party to the matter under consideration.
40. In considering whether any danger of bias might be perceived to exist, Commissioners should assess whether he/she, a close family member, a firm, business or organisation with which he/she is connected is likely to be affected more than the generality of those affected by the decision in question. Where a Commissioner declares a possible conflict arising from an indirect interest, it will be for the Commissioners at the meeting to determine whether that conflict is sufficient to require the Commissioner to withdraw from the meeting for that item.
41. Where, in accordance with the above, a Commissioner does not participate in a discussion, he/she will normally withdraw from that part of the meeting. This is because the continued presence of someone who has declared a direct interest, or who was deemed to have an indirect interest, might be thought likely to influence the judgement of the other Commissioners.