



PBNi

Probation Board
for Northern Ireland

Standing Orders

Standing Orders

Approved by the Board

April 2025

Probation Board for Northern Ireland - Standing Orders

I N D E X

1. INTRODUCTION

2. MEETINGS OF THE BOARD

- 2.1 Location and frequency of ordinary meetings
- 2.2 Conduct of meetings
- 2.3 Days on which meetings shall not be held
- 2.4 Special meetings
- 2.5 Notice and summons of ordinary meetings
- 2.6 Adjournment of meetings
- 2.7 Record of attendance at meetings
- 2.8 Chair of meeting

3. QUORUM OF BOARD

- 3.1 Quorum
- 3.2 Lack of quorum

4. ORDER OF BUSINESS

- 4.1 Approval of agenda
- 4.2 Variation to the Approved Agenda

5. MINUTES

- 5.1 Submission of minutes to next meeting
- 5.2 Attendance at meeting
- 5.3 Approval of minutes
- 5.4 Accuracy of minutes
- 5.5 Signed minutes

6. MATTERS ARISING FROM THE APPROVED MINUTES

- 6.1 Reports on matters arising
- 6.2 Questions and comments on matters arising

7. CONDUCT OF BUSINESS

7.1 Ordinary meetings

8. VOTING

8.1 Voting

8.2 Decision by majority

8.3 Mode of voting

9. ADMISSION OF VISITORS

9.1 Presence of visitors

9.2 Visitor addressing meeting

9.3 Direction that business be not commenced or proceeded with

10. DISORDERLY CONDUCT

10.1 Misconduct at meeting

10.2 General disturbance

11. CONFLICT OF INTERESTS

11.1 Governing provisions

11.2 Registration of interests

11.3 Maintenance of the Register

11.4 Reviewing and updating entries in the Register of Interests

11.5 Declaring an interest

11.6 Non-participation in and withdrawal from meeting

11.7 Non-financial interests

11.8 Interests of related parties (including family)

11.9 What is a substantial interest? – the ‘reasonable person’ test

11.10 Chair’s adjudication

11.11 Recording of disclosure in minutes

12. DISCLOSURE OF CONFIDENTIAL MATTERS

12.1 Disclosure of document marked ‘in confidence’ or bearing security classification

12.2 Disclosure of information prejudicial to the interests of the Board

12.3 Requirements of Publication Scheme

13.COMMITTEES

- 13.1 Constitution of and delegation to committees
- 13.2 Terms of service of committees
- 13.3 Audit and Risk Assurance Committee
- 13.4 Dissolution of committees
- 13.5 Application of Standing Orders to committees
- 13.6 Committees established
- 13.7 Appointment of Committee Chair and Deputy Chair
- 13.8 Special meetings of committees
- 13.9 Committee reporting to the Board
- 13.10 Committee terms of reference
- 13.11 Chair responsible
- 13.12 Sub-committees
- 13.13 Emergency Committee

14.EMERGENCY COMMITTEE

15.WORKING GROUPS AND STEERING GROUPS

16.MEMBERS

17.SEALING OF DOCUMENTS

- 17.1 Affixing of Common Seal
- 17.2 Authentication of Common Seal
- 17.3 Register of sealing documents

18.EXECUTION OF CONTRACTS AND INSTRUMENTS NOT UNDER SEAL

- 18.1 Execution of contracts and instruments not under Seal

19.AMENDMENT AND REVOCATION OF STANDING ORDERS

- 19.1 Adjournment of motion to amend or revoke Standing Orders

20.SUSPENSION OF STANDING ORDERS

- 20.1 Suspension by two-thirds majority

21. INTERPRETATION OF STANDING ORDERS

21.1 Ruling of Chair not to be challenged

21.2 Definition of terms

21.3 Responsibilities under legislation not altered by Standing Orders

APPENDICES

Appendix A: Procedure for conduct of business by formal motions

Appendix B: Terms of Reference for Audit and Risk Assurance Committee (ARAC)

Appendix C: Terms of Reference for Policy and Practice Committee (PPC)

Appendix D: Terms of Reference for Corporate Resources Committee (CRC)

Appendix E: Terms of Reference for Remuneration Committee

PROBATION BOARD FOR NORTHERN IRELAND

Standing Orders

1. INTRODUCTION

- 1.1** These Standing Orders were made under Schedule 1 paragraph 7 of The Probation Board (Northern Ireland) Order 1982 and were approved by the Board on 10/04/2025. Any statutory provision, regulation or direction by the Minister shall have precedence if there is any conflict with these Standing Orders.
- 1.2** The Secretary shall provide a copy of these Standing Orders to all members of the Board on appointment and to senior managers on request.
- 1.3** These Standing Orders reflect the manner in which the Board shall give effect to the requirements as outlined in the Partnership Agreement applicable to PBNI and will take account of any requirements that exist within the regulatory and governance framework within which PBNI operates.

2. MEETINGS OF THE BOARD

2.1 Location and frequency of ordinary meetings

Meetings of the Board shall be held at least six times per year at such places, dates and times as shall be determined by the Board. The meetings shall ordinarily be held at the headquarters, but the Board will meet elsewhere in Northern Ireland at least once each year.

The Chair or, in his or her absence, the Deputy Chair may make such alterations in the arrangements for any such meeting as in his or her opinion are justified.

2.2 Conduct of meetings

At the discretion of the Chair, meetings of the Board may be conducted in any other way as seems appropriate in the circumstances. This would include allowing one or more members to participate through video conferencing or other similar means. In such cases, members participating will be deemed to be 'present' at the meeting for the purposes of the record of attendance or establishing the quorum.

2.3 Days on which meetings shall not be held

Meetings of the Board shall not normally take place on Public or Bank Holidays, Saturdays or Sundays.

2.4 Special meetings

The Chair or, in his or her absence, the Deputy Chair may call a special meeting of the Board at any time of which at least three days' notice shall be given.

The Chair of the Board or, in his or her absence, the Deputy Chair shall call a special meeting of the Board on receipt of a requisition in writing for that purpose which specifies the business to be transacted at the meeting and is signed by at least six members of the Board.

No business shall be transacted at a special meeting other than that specified in the notice.

2.5 Notice and summons of ordinary meetings

The Secretary shall convene meetings of the Board by issuing to each member, electronically or otherwise and not less than five working days before the meeting, a notice detailing the place, time and business to be transacted at the meeting, together with copies of all relevant papers (where available at the time of issue of the agenda).

2.6 Adjournment of meetings

The Board may adjourn any meeting to a later hour on the same day, or to any other day and hour, subject to meeting the minimum requirements as outlined above.

If any meeting is adjourned in accordance with this paragraph, the adjourned meeting shall be deemed a continuation of the original meeting. If a meeting is adjourned indefinitely, any business left unfinished shall be postponed until the next ordinary meeting. Where the date fixed for the adjourned meeting so permits, the Secretary shall issue a notice of the adjourned meeting to each member of the Board on the first working date following the adjournment.

2.7 Record of attendances at meetings

The names of the members, officials and visitors present at a meeting shall be recorded in the minutes of the meeting.

2.8 Chair of meeting

At a meeting of the Board, the Chair of the Board if present shall preside. If the Chair of the Board is absent, the Deputy Chair of the Board if present shall preside.

If both the Chair and Deputy Chair of the Board are absent, the remaining board members will appoint a temporary chair for that meeting. The temporary Chair will be selected by the other members present, who will vote by means of a show of hands.

The duty of the person presiding at a meeting of the Board or its Committees is to ensure that the Standing Orders are observed, to preserve order, to ensure fairness between members and to determine all questions of order and competence. The ruling of the person presiding shall be final and shall not be open to question or discussion.

3. QUORUM OF BOARD

3.1 Quorum

The quorum of the Board shall be six members.

3.2 Lack of quorum

If during any meeting of the Board, the Chair declares that there is not present a quorum, the meeting shall be adjourned, or, if the meeting continues, no decisions shall be taken. The consideration of any business

not transacted shall be adjourned to a time fixed by the Chair at the time the meeting is adjourned and the provisions of Standing Order 2.6 relating to adjourned meeting shall apply, or, if a time is not fixed, to the next ordinary meeting of the Board.

4. ORDER OF BUSINESS

4.1 Approval of agenda

The Chair will approve the agenda and may restrict the number of items on the agenda in order to ensure the proper disposal of business at a meeting. The normal order of agenda items will include:

- Welcome and opening remarks
- Apologies
- Conflicts of Interest
- Minutes
- Matters Arising
- Chair's Update
- Chief Executive Update
- Correspondence
- Committee Business
- Board Secretary Business
- Any Other Business
- Date of next meeting

This list is not exhaustive and other items will be added subject to the approval of the Chair.

4.2 Variation to the Approved Agenda

The order of business at any meeting of the Board may be varied at the direction of the Chair. Issues not on the agenda will be dealt with at the Chair's discretion.

5. MINUTES

5.1 Submission of minutes to next meeting

The minutes of the proceedings of a meeting of the Board shall be drawn up and submitted for agreement at the next meeting where they will be signed by the Chair if and when agreed.

5.2 Attendance at meeting

The names of the members and staff present at the meeting shall be recorded and if necessary the part at which they join, leave or resume their place at the meeting shall also be noted.

5.3 Approval of minutes

The Chair shall put the question that the minutes of the meeting of the Board held on the date stated be approved as a correct record.

5.4 Accuracy of minutes

No discussion shall take place upon the minutes except upon their accuracy or where the Chair considers discussion appropriate. If no question as to their accuracy arises then or if it is raised then as soon as it has been disposed of, the Chair shall sign the minutes.

5.5 Signed minutes

Any minutes purporting to be signed as mentioned in Standing Order 5.3 shall be received in evidence without further proof.

6. MATTERS ARISING FROM THE APPROVED MINUTES

6.1 Reports on matters arising

Arising from such approved minutes, the Chair may report or require a member, the Chief Executive, or the Board Secretary to report upon a matter and there may be a discussion on such report.

6.2 Questions and comments on matters arising

The Chair shall permit members to ask questions, or comment, on matters arising from the approved minutes.

7. CONDUCT OF BUSINESS

7.1 Ordinary meetings

Conduct of normal business by the Board will be facilitated by an agreed agenda that will be provided at least 5 working days before the meeting. When a member wishes to place an item for discussion on the agenda, he/she should inform the Board Secretary at least 10 working days in advance of the meeting.

Where a member wishes to propose a motion to the board, this must be done following the procedures outlined in Appendix A.

8. VOTING

8.1 Voting

Every item or question which requires approval at a meeting shall be determined by the Chair seeking the general assent of members or, where consensus cannot be reached, the Chair will proceed to make the decision by means of a vote.

8.2 Decision by majority

If voting is necessary to reach a decision, every question shall be determined by a majority of the votes of the members present and voting on the question, except where otherwise provided in these Standing Orders.

8.3 Mode of voting

The mode of voting shall be by show of hands and, on a requisition of any member of the Board made before the vote is taken and supported by three

other members, the voting on any such question shall be recorded so as to show whether each member present gave his or her vote for or against that question or abstained from voting.

8.4 Chair's casting vote

The Chair at any meeting of the Board shall, in addition to his or her right to vote as a member of the Board, have a casting vote.

8.5 Recording of dissenting votes

Any member dissenting from a resolution passed by the Board shall be entitled to have his or her name recorded in the minutes, provided he or she then and there so requests.

9. ADMISSION OF VISITORS

9.1 Presence of visitors

A visitor (being a person who is not a member or a staff member of the Board) shall not be present at a meeting without the permission of the Chair, and if present may be required by the Chair to withdraw from the meeting at any stage.

9.2 Visitor addressing meeting

A visitor permitted to be present at a meeting of the Board may not address that meeting without the permission of the Chair.

9.3 Direction that business be not commenced or proceeded with

While any visitor is present, the Chair may direct that any business be not then commenced or proceeded with and he or she may intervene in any debate to give such a direction.

10. DISORDERLY CONDUCT

10.1 Misconduct at meeting

If at a meeting, any Board member behaves irregularly, improperly or offensively, or wilfully disrupts the business of the Board, the Chair will remind the Board member of his or her duty to comply with the requirements of good conduct. If a member disregards the Chair's request and persists in ignoring the requirements to comply with the Chair's direction the Chair may ask the member to leave the meeting or if necessary adjourn the meeting.

10.2 General disturbance

In the event of a general disturbance which in the opinion of the Chair renders the due and orderly despatch of business impossible, the Chair in addition to any other power vested in him or her may, adjourn the meeting of the Board for such period as he or she in his or her discretion shall consider necessary.

11. CONFLICT OF INTERESTS

11.1 Governing provisions

Members of the Board shall observe all their obligations under the Probation Board (Northern Ireland) Order 1982 Schedule 1 paragraph 9, the PBNi Code of Conduct for Board Members, the PBNi Conflict of Interest Policy and Procedures and these Standing Orders.

11.2 Registration of interests

Persons appointed to the Board as members shall give notice of any registerable interests under the Code, or to make a declaration that they have no registerable interest in each relevant category as specified in the standard Declaration of Interests form to be supplied by the Secretary.

11.3 Maintenance of the Register

The Secretary will be responsible for maintaining the Register of Interests and for ensuring it is available for public inspection at the principal offices of the Board at all reasonable times and will be included on the Board's website.

11.4 Reviewing and updating entries in the Register of Interests

Where the PBNi Code of Conduct for Board Members requires an interest to be registered, or an amendment to be made to an existing interest, this shall be notified to the Secretary. The Secretary will write to members annually to request them to formally review their entry in the Register of Interests.

11.5 Declaring an interest

Any member who has a clear and substantial interest in a matter under consideration by the Board or a Committee should declare that interest at any meeting where the matter is to be discussed, whether or not that interest is already recorded in the Register of Interests. Such declarations should make clear the interest and the nature of it.

11.6 Non-participation in and withdrawal from meeting

Where such an interest is of a direct or indirect financial nature, the member involved should withdraw from any meeting and not speak, participate in or otherwise seek to influence any decision taken by the Board or Committee relating to the matter under discussion, unless the matter is simply under consideration by the Board as part of a report from a Committee and does not itself become the subject of a separate debate.

Members who are also employees or directors or who act in some other capacity for bodies which receive funds from the Board may participate in general discussions and decisions regarding such bodies, but should withdraw and not participate in any discussion or decision which relates principally to the particular institution with which they are associated. The Chair should take particular care to ensure that no possible conflict of interest in this area is allowed to arise.

11.7 Non-financial interests

Where a member has an interest which is not financial, but which is relevant to the Board's business, that interest should be declared. Where the interest is substantial, the member involved should withdraw from discussions and decisions relating to that interest. Where an interest arises from membership of a public body and is not of a financial nature the chair will make a decision in relation to the degree that the member can take part in the discussion and the decision making process.

11.8 Interests of related parties (including family)

In all cases, members' interests cover the interests of any related parties, including family members or members of the same household who may be expected to influence, or be influenced by, Board or Committee members.

If the member concerned is present at any meeting of the Board, or its Committees, at which any question relating to or affecting the appointment, remuneration, tenure or conditions of service, promotion, status, conduct, dismissal, suspension, retirement or superannuation of the relative is under consideration, he or she must withdraw from that meeting while the question is being considered.

11.9 What is a substantial interest? - the 'reasonable person' test

In all circumstances, Board and Committee members should ask themselves whether a member of the public, knowing the facts of the situation, could reasonably conclude that the interest involved might influence the approach taken to the actions of the Board or Committee. If so, the interest is sufficient to oblige the member to withdraw.

In case of doubt as to whether a member has a substantial interest, members should err on the side of caution and make a declaration or seek guidance from the Secretary as to whether a declaration should be made.

11.10 Chair's adjudication

If any question shall arise as to what in any circumstances constitutes a 'substantial' interest and/or the appropriate action to be taken, the Chair or Committee Chair, shall adjudicate on the issue and his or her decision shall be final.

11.11 Recording of disclosure in minutes

The minutes of a meeting must record any disclosure made and any subsequent withdrawal from the meeting.

12. DISCLOSURE OF CONFIDENTIAL MATTERS

12.1 Disclosure of document marked "in confidence" or bearing security classification

A member shall not disclose to any person the whole or any part of the contents of any agenda, report or other document which is marked "in confidence" or which bears a security classification unless and until the

document has been made available to the public or the press by or on behalf of the Board.

12.2 Disclosure of information prejudicial to the interests of the Board

A member shall not disclose to any person, other than a member of the Board, information upon any matter coming to his or her knowledge by virtue of his or her office as a member when such disclosure would prejudice the interests of the Board.

12.3 Requirements of Publication Scheme

In determining which papers should be regarded as confidential, the Board shall take into account its obligations under the Freedom of Information Act 2000 in respect of the requirements of its Publication Scheme.

13. COMMITTEES

13.1 Constitution of and delegation to committees

The Board may provide for the discharge, under its general direction, of any of its functions, by a committee of the Board, or by one or more members or members of staff. Thus the Board may constitute committees of such number of its members as the Board may appoint and may delegate to any committee any of the functions of the Board.

13.2 Term of service of committees

Unless appointed for a specific purpose, in which case it shall cease to exist upon completion of the task assigned to it, a committee shall continue for the remainder of the Board's term of office.

13.3 Audit and Risk Assurance Committee

The Board shall establish and maintain an Audit and Risk Assurance Committee (ARAC) consisting of at least three members. The Chair of the ARAC should be a board member and there should be at least one other board member on the Committee. If required, the Committee may seek further independent, non-executive membership from sources other than the Board in order to ensure an appropriate level of skills and experience.

13.4 Dissolution of committees

The Board may at any time dissolve a Committee except the ARAC.

13.5 Application of Standing Orders to Committees

The Standing Orders of the Board shall, with such modifications as are contained in this Standing Order, apply to the Committees of the Board and any relevant Sub-Committees.

13.6 Committees established

The Board has established the following committees and approved their terms of reference:

Audit and Risk Assurance Committee – terms of reference at Appendix B

Policy and Practice Committee – terms of reference at Appendix C

Corporate Resources Committee – terms of reference at Appendix D

Remuneration Committee – terms of reference at Appendix E

The terms of reference of committees may be altered or amended at any time by resolution of the Board.

13.7 Appointment of Committee Chair and Deputy Chair

The Chair and Deputy Chair of each committee shall be appointed by the Board.

13.8 Special meetings of committees

A special meeting of any committee shall be called if requested in writing by the Chair of the Committee or the Chair of the Board, or on receipt of a request for such a meeting signed by not less than three members of the committee, or two members in the case of the Audit and Risk Committee.

13.9 Committee reporting to the Board

Each meeting of a committee shall be reported to the Board and the minutes of such meeting, or draft minutes cleared by the Chair of the Committee, shall normally be circulated with the notice convening the appropriate meeting of the Board.

13.10 Committee terms of reference

The Board shall approve the terms of reference of each of its committees.

13.11 Chair responsible

The Chair of each committee shall be responsible to the Board for the general direction of the business entrusted to that Committee and shall take charge of, or in his or her absence arrange for, the moving of the adoption of the report of the Committee at the meeting of the Board to which it is submitted.

13.12 Sub-committees

Each committee by approval of the Board may appoint sub-committees for specific purposes. A subcommittee shall meet as often as is necessary for the purposes for which it was appointed. The minutes and any report of a sub-committee shall be submitted to the parent committee for confirmation before being brought before the Board.

13.13 Emergency Committee

Separate provisions for an Emergency Committee are set out in Section 14.

14. EMERGENCY COMMITTEE strictly

- 14.1** An Emergency Committee comprising the Board Chair, Board Deputy Chair and the Chair of each Committee is authorised to act in the event of a serious matter arising which requires an urgent decision by the Board when it is not practical to convene a full Board meeting. The Deputy Chair of any Committee may attend if the Chair of that Committee is not available.

14.2 The quorum of the Emergency Committee shall be three members.

14.3 The Committee shall be convened by the Board Chair or Board Deputy Chair. If they are both unavailable, a Committee Chair may convene the Emergency Committee.

14.4 The Emergency Committee should report to the Board as soon as possible.

15. WORKING GROUPS AND STEERING GROUPS

15.1 The Board may at any time appoint a working group or a steering group to carry out a specific task or tasks on behalf of the Board or any of its Committees.

15.2 The Board shall appoint the members of any working group or steering group. The Board shall approve terms of reference for any working group or steering group.

15.3 A working group or steering group shall prepare minutes of its meetings and shall report to the Board directly or, as appropriate, through a committee.

16. MEMBERS

16.1 Members of the Board shall adhere to the PBNI Code of Conduct for Board Members.

17. SEALING OF DOCUMENTS

17.1 Affixing of Common Seal

The Common Seal of the Board is to be used for the purposes of executing legal documents which are required to be under seal. All documents, to which the Common Seal shall require to be affixed, shall be sealed in pursuance of a resolution of the Board (or of a Committee to which the Board has delegated powers in this behalf) in relation to the subject matter of the document. However, a resolution authorising the doing of any act, which should be recorded or effected by means of a document under seal, shall be sufficient authority for sealing any document necessary to record or give effect to the resolution.

17.2 Authentication of Common Seal

The Common Seal shall, when applied to a document, be authenticated by the signature of the Chair or Deputy Chair together with the signature of the Secretary.

17.3 Register of sealing of documents

An entry of every sealing of a document shall be made and consecutively numbered in a register to be provided for that purpose and shall record the persons authenticating the sealing.

18. EXECUTION OF CONTRACTS AND INSTRUMENTS NOT UNDER SEAL

18.1 Execution of contracts and instruments not under Seal

Any contract or instrument which, if entered into or executed by an individual, would not require to be under seal and may be entered into or executed on behalf of the Board by the Secretary.

19. AMENDMENT AND REVOCATION OF STANDING ORDERS

19.1 Adjournment of motion to amend or revoke Standing Orders

Any motion, notice of which has been duly given, to amend or revoke these Standing Orders shall, when proposed and seconded, stand adjourned without discussion until the next regular meeting of the Board.

19.2 Amendment or revocation by simple majority

The Standing Orders may then be amended or revoked by a simple majority of the members present and voting.

20. SUSPENSION OF STANDING ORDERS

20.1 Suspension by two-thirds majority

Standing Orders may be suspended at any meeting, so far as regards any business at such meeting, provided that at least two-thirds of the members present and voting decide to do so.

21. INTERPRETATION OF STANDING ORDERS

21.1 Ruling of Chair not to be challenged

The ruling of the Chair as to the construction or application of any of these Standing Orders or as to any proceedings of the Board or Committee shall not be challenged at any meeting of the Board or Committees.

21.2 Definition of terms

Throughout these Standing Orders, unless inconsistent with the context, the terms below shall have the following meanings:

“Board” means the Probation Board for Northern Ireland. **“Chair”** means the Chair for the time being of the Board.

Except where otherwise stated, **“Chair”** may, in the absence of the Chair of the Board from a particular meeting, also mean the member acting as Chair of that particular meeting. **“Deputy Chair”** means the Deputy Chair for the time being of the Board. **“Member”** means a member of the Board. **“Committee”** means a committee established by the Board.

“Secretary” means the Secretary for the time being of the Board.

“Days” means working days.

“Present” means physically present or present by means of video conference, telephone conference or any other electronic or other means approved by the Chair of the Board or Chair of Committee.

21.3 Responsibilities under legislation not altered by Standing Orders

These Standing Orders do not alter, in any way, the responsibilities laid upon the Board, its members and members of staff by **The Probation Board (Northern Ireland) Order 1982** or by any other legislation.

Appendices

Appendix A: Procedure for conduct of business by formal motions.

Appendix B: Terms of Reference of the Audit and Risk Assurance Committee

Appendix C: Terms of Reference of Policy and Practice Committee

Appendix D: Terms of Reference of Corporate Resources Committee

Appendix E: Terms of Reference of the Remuneration Committee

Appendix A: Procedure for conduct of business by formal motions.

Conduct of normal business by the Board will be facilitated by an agreed agenda that will be provided at least 5 working days before the meeting. When a member wishes to place an item for discussion on the agenda, he/she should inform the Board Secretary at least 10 working days in advance of the meeting.

Conduct of business by formal motions will be regarded as an exception rather than the norm.

Notice of every motion, shall be given to the Secretary in writing by the member or members of the Board giving the notice at least 10 days before the next meeting of the Board.

1. BUSINESS NOT REQUIRING MOTIONS

1.1 The following is a list of normal business categories that do not require the creation of a formal motion

- (a) Arrangements for meetings of the board
- (b) Appointment of a Chair of the meeting at which the decision is made
- (c) Business relating to the accuracy of the minutes
- (d) The order of business
- (e) Remission to a committee
- (f) Appointment of a committee or members thereof, occasioned by an item mentioned in the summons to the meeting
- (g) Appointment to a committee of any member other than occasioned by an item mentioned in the summons to the meeting
- (h) Adoption of reports and recommendations of committees or officers and any consequent resolutions
- (i) That leave may be given to withdraw a motion
- (j) Amendments to motions
- (k) That the board proceed to the next business
- (l) That the question be now put
- (m) That the debate be now adjourned
- (n) That the board be now adjourned
- (o) Authorising the sealing of documents
- (p) Suspending standing orders, in accordance with Standing Order 20

(q) That a member named under Standing Order 10.1 be not further heard or to leave the meeting

(r) Giving consent of the board where consent of the board is required by the Standing Order

(s) That a visitor be required to withdraw from the meeting

(t) Where a committee has sat since the last meeting of the board and time has not allowed the preparation of minutes or a report of the committee for circulation to members prior to the next meeting of the board, the Chair of the committee concerned or a member of that committee or officer of the board authorised by the Chair of the committee may raise at such last mentioned meeting of the board any urgent business requiring its decision.

1.2 Written Notice

Notice of every motion, other than a motion which under paragraph 1.1 may be moved without notice, shall be given to the Secretary in writing by the member or members of the Board giving the notice at least 10 days before the next meeting of the Board.

1.3 Motions in summons for meeting

The Secretary shall set out in the summons for every meeting of the Board all motions of which notice has been duly given in the order in which they have been received.

1.4 Motion not moved

If a motion thus set out in the summons be not moved either by a member who gave notice thereof or by some other member on his or her behalf, it shall, unless postponed by consent of the Board, be treated as withdrawn and shall not be moved without fresh notice.

1.5 Referral of motions to Committee

If the subject matter of any motion of which notice has been duly given comes within the province of any Committee or Committees of the Board, it shall, upon being moved and seconded, stand referred without discussion to such Committee or Committees, or to such other Committee or Committees of the Board as the Board may determine, for consideration and report.

Provided that the Chair may, if he or she considers it convenient and conducive to the despatch of business and with the consent of the majority of members present, allow the motion to be dealt with at the meeting at which it is brought forward.

2. OTHER MATTERS PERTAINING TO MOTIONS

2.1 Relevancy of motions

Every motion shall be relevant to some matter in relation to which the Board has powers or duties or which directly affects the provision of services for which the Board is responsible.

2.2 Power to withdraw motions and amendments

A motion or amendment may be withdrawn by the mover with the consent of a seconder and of the Board, which shall be signified without discussion and no member may speak upon it after the mover has asked permission for its withdrawal, unless such permission shall have been refused.

2.3 Motions affecting persons employed by the Board

If any question arises at a meeting of the Board as to the appointment, promotion, dismissal, salary or conditions of service, or as to the conduct of any person employed by the Board, it shall be considered by the Board in Committee unless it otherwise resolves.

2.4 Definition of an amendment

An amendment shall be relevant to the motion and shall be either to:

- (a) Refer a subject of debate to a Committee for consideration or reconsideration
- (b) Leave out words
- (c) Leave out words and insert or add others or
- (d) Insert or add words

but such omission, insertion or addition of words shall not have the effect of negating the motion before the Board.

3. RULES OF DEBATE

3.1 Motions and amendments to be reduced to writing and seconded

A motion or amendment shall not be discussed unless it has been proposed and seconded, and unless notice has already been given in accordance with paragraph 1.3 above, it shall, if required by the Chair, be put into writing and handed to the Chair before it is further discussed or put to the meeting.

3.2 Seconding a motion

A member when seconding a motion or amendment may, if he or she then declares the intention to do so, reserve the speech until a later period of the debate.

3.3 Mode of address

A member when speaking shall address the Chair and shall not be interrupted by any other member unless on a point of order. A member raising a point of order shall be heard and the question of order shall be disposed of before the subject be resumed or any other subject entered upon. Whenever the Chair rises, no member shall continue speaking nor shall any other member speak until the Chair is resumed.

3.4 Member to speak to the motion

A member shall direct his or her speech to the motion under discussion or an amendment thereof or to such motion as is permitted under paragraph 3.12 below or to a personal explanation or to the point of order.

3.5 Member may rise on a point of order

A member may rise on a point of order or in personal explanation, and shall be entitled to be heard forthwith.

3.6 Definition of a point of order

A point of order shall relate only to an alleged breach of a Standing Order or statutory provision and the member must state the way in which he or she considers it to have been broken and shall, if required by the Chair, specify the Standing Order or statutory provision in question.

3.7 Definition of a personal explanation

A personal explanation shall be confined to some material part of a former speech by a member which may appear to have been misunderstood in the present debate.

3.8 Member called to order

If any member while speaking be called to order, he or she shall cease to speak and shall not again address the Board until the Chair shall have disposed of the question of order.

3.9 Ruling of Chair on point of order

The ruling of the Chair on a point of order or the admissibility of a personal explanation shall not be open to discussion.

3.10 Addressing the Board

The Board during its sitting shall not, unless by permission of the Chair, be addressed by any person not a member of the Board.

3.11 Only one amendment may be moved and discussed at a time

Only one amendment may be moved and discussed at a time and no further amendments shall be moved until the amendment under discussion has been disposed of, provided that the Chair may permit two or more amendments to be discussed (but not voted on) together if circumstances suggest that this course would facilitate the proper conduct of the Board's business.

If an amendment be lost, other amendments may be moved on the original motion. If an amendment be carried, the motion as amended shall take the place of the original motion and shall become the motion upon which any further amendment may be moved. A member may with the consent of the Board signified without discussion:

(a) Alter a motion of which he or she has given notice or

(b) With the further consent of his or her seconder alter a motion which he or she has moved if in either case the alteration is one which could be made as an amendment thereto.

3.12 When a motion is under debate no other motion shall be moved

When a motion is under debate, no other motion shall be moved except the following:

- (a) To amend the motion
- (b) To adjourn the meeting
- (c) To adjourn the debate
- (d) To proceed to the next business
- (e) That the question be now put
- (f) That a member be not further heard
- (g) By the Chair under Standing Order 10.1 that a member do leave the meeting

3.13 Chair not to receive motion for a direct negative

The Chair shall not receive a motion for a direct negative to a question but on the conclusion of the debate, the question shall be put and resolved in the affirmative or the negative.

3.14 Mover's right to reply

The mover of the motion has a right to reply at the close of the debate on the motion immediately before it is put to the vote. If an amendment is moved, the mover of the original motion shall also have a right of reply at the close of the debate on the amendment and shall not otherwise speak on the amendment. The mover of the amendment shall have no right of reply to the debate on his or her amendment.

3.15 'That the Board proceed to the next business' 'That the question be now put' 'That the debate be now adjourned' 'That the Board do now adjourn'

A member may move without comment at the conclusion of a speech of another member, 'That the Board proceed to the next business', 'That the question be now put', 'That the debate be now adjourned', or 'That the Board do now adjourn' on the seconding of which the Chair shall proceed as follows:

- (a) On a motion to proceed to the next business, unless in his or her opinion the matter before the meeting has been insufficiently discussed, he or she shall give the mover of the original motion a right to reply and then put to the vote the motion to proceed to the next business
- (b) On a motion that the question be now put, unless in his or her opinion the matter before the meeting has been insufficiently discussed, he or she shall first put to the vote the motion the question be now put and if it is passed then give the mover of

the original motion his or her right of reply under paragraph 3.14 above before putting his or her motion to the vote

(c) On a motion to adjourn the debate or the meeting, if in his or her opinion the matter before the meeting has not been sufficiently discussed and cannot reasonably be sufficiently discussed on the occasion, he or she shall put the adjournment motion to the vote without giving the mover of the original motion the right of reply on that occasion

3.16 Second motion to adjourn

A second motion that the Board do now adjourn or that a debate on a question be adjourned shall not be made within 30 minutes after the previous such motion unless it be moved by the Chair.

3.17 Resumption of adjourned debate

When an adjourned debate is resumed, the member who moved the adjournment shall be entitled to speak first.

3.18 Written notice of motion referred to committee

If a matter, which has been the subject of a written notice of motion by a member, is referred to a committee for consideration and, if the said member is not a member of that committee, he or she shall have the right to attend the meeting of the committee when the matter is considered and shall have an opportunity of speaking thereon.

13.19 Altering or rescinding of previous resolutions

A resolution of the Board which is found subsequently to be based on inaccurate or incomplete information may be altered or rescinded at a subsequent meeting of the Board, subject to the agreement of at least two-thirds of the members present and voting.

13.20 Motions to rescind or to same effect within six months

Subject to paragraph 13.19, no motion to rescind a resolution passed within the preceding six months nor any motion to the same effect as any motion within the preceding six months shall be in order, unless permitted by special leave of the Chair or under notice in pursuance of paragraph 2.1 above signed by at least two-thirds of the members of the Board.

13.21 Motions following consideration of a report

Paragraph 13.20 shall not apply to motions moved following consideration of a report by any member, Committee or staff member of the Board.

Appendix B: Terms of Reference of the Audit and Risk Assurance Committee

REVIEWED AND APPROVED BY BOARD – 26 APRIL 2024

PROBATION BOARD FOR NORTHERN IRELAND

AUDIT AND RISK ASSURANCE COMMITTEE

TERMS OF REFERENCE

1. ROLE AND AUTHORITY

- 1.1 The Chief Executive, as the Accounting Officer of the Probation Board for Northern Ireland (PBNI), is responsible for ensuring that there are effective arrangements for governance, risk management and internal control.

The Board supports the Chief Executive in this role by reviewing the comprehensiveness and reliability of assurances on governance, risk management, the control environment and the integrity of financial statements and the annual report.

- 1.2 To provide support in these functions, the Board shall establish an Audit and Risk Assurance Committee to review the comprehensiveness of assurances on systems of internal control, risk management and corporate governance.
- 1.3 The Audit and Risk Assurance Committee is a Committee of the Board with no executive functions.
- 1.4 The Terms of Reference for the Audit and Risk Assurance Committee are approved by the Board.
- 1.5 The Terms of Reference will be reviewed at least every three years (or as required) by the Board and the Audit and Risk Assurance Committee to ensure that its work is aligned with the business needs of PBNI.

2. MEMBERSHIP

- 2.1 The Board shall appoint the Chair, Deputy Chair and Members of the Audit and Risk Assurance Committee. The Board Chair shall, as appropriate, put nominations to the Board for approval.
- 2.2 The Audit and Risk Assurance Committee shall comprise a minimum of Four Board Members.
- 2.3 Audit and Risk Assurance Committee Members shall hold office as long as the Board Chair deems beneficial to the work of the Board. At any time, any

member of the Audit and Risk Assurance Committee may resign or be removed by the Board. The Board shall fill any vacancy promptly.

- 2.4 The Audit and Risk Assurance Committee will be provided with a secretariat function by the Board Secretary.

3. RESPONSIBILITIES

- 3.1 The Audit and Risk Assurance Committee supports the Board in advising the PBNi Accounting Officer in the following areas:

- The strategic processes for risk, control and governance and the Governance Statement;
- The accounting policies, the accounts, and the annual report, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation and the Report To Those Charged With Governance to the External Auditors;
- Reviewing processes for ensuring effectiveness of financial and internal control systems;
- Ensuring there are systems and procedures in place to provide economy, efficiency and effectiveness and identify Value For Money;
- A summary of raising concerns, grievances, complaints and disciplinary cases;
- The planned activity and results of both Internal and External Audit;
- The adequacy of management response to issues identified by audit activity, including External Audit's management letter;
- Assurances relating to the management of risk and corporate governance requirements;
- Proposals for provision of Internal Audit services;
- Anti-fraud and Anti Bribery policies, Whistleblowing (Raising a Concern) processes and arrangements for special investigations;
- The Audit and Risk Assurance Committee will also annually review its own effectiveness and report the results of that review to the Board; and
- On the advice of the Board, informed by the ARAC, the PBNi Accounting Officer will be responsible for the appointment of the Internal Auditor.

4. MEETINGS

- 4.1 The Audit and Risk Assurance Committee will meet at least four times a year. The Chair of the Audit and Risk Assurance Committee may convene additional meetings, as they deem necessary;
- 4.2 A minimum of three members of the Audit and Risk Assurance Committee will be present for the meeting to be deemed quorate;
- 4.3 The Audit and Risk Assurance Committee meetings will normally be attended by the Accounting Officer, the PBNI Head of Finance and Estates, Head of Internal Audit, a representative of External Audit, and a representative from the Department of Justice as an observer.
- 4.4 The Audit and Risk Assurance Committee may ask any other officials of the organisation or advisors to attend to assist it with its discussions on any particular matter.
- 4.5 The Audit and Risk Assurance Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
- 4.6 The Accounting Officer or Board may ask the Audit and Risk Assurance Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- 4.7 The Committee will have a private meeting, at least annually, with Internal Audit and External Audit.

5. ACCESS

- 5.1 The Head of Internal Audit and the External Audit representative will have free and confidential access to the Chair of the Committee.

6. CONFLICTS OF INTEREST AND CONDUCT

- 6.1 The Audit and Risk Assurance Committee members will apply the principles of public service as set out in the PBNI Code of Conduct. This will include advising of any external interests which may conflict with duties and responsibilities in accordance with PBNI Code of Conduct arrangements

7. REPORTING

- 7.1 The Audit and Risk Assurance Committee meeting shall be conducted formally and minutes submitted to the Board at its next meeting.

- 7.2 The Committee will provide the Board with an Annual Report, timed to support finalisation of the Accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

8. RESOURCING

- 8.1 Subject to the budgets agreed by the Chief Executive with the Board, the Audit and Risk Assurance Committee may:

- co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience;
- select and appoint specialist ad-hoc advice at the expense of the PBNI; and
- avail of suitable induction training and continuous professional development training for members.

The Committee is authorised to investigate any activity within its terms of reference and to seek any information it requires to carry out its duties.

9. INFORMATION REQUIREMENTS

- 9.1 For each routine meeting the Audit and Risk Assurance Committee will be provided with:

- Risk

A report summarising any significant changes to the organisation's strategic risks and a copy of the Strategic Risk Register.

- Internal Audit

A progress report from the Head of Internal Audit summarising:

- Work performed (and a comparison with work planned);
- Key issues emerging from the work of internal audit;
- Management response to audit recommendations;
- Changes to the agreed Internal Audit plan; and
- Any resourcing issues affecting the delivery of Internal Audit objectives.

- External Audit

A progress report (written/verbal) from the External Audit representative summarising work done emerging findings and progress on the implementation of external audit recommendations.

- Fraud and Whistleblowing (Raising Concerns) reports.

9.2 When required the Committee will also be provided with:

- The Draft Annual Report and accounts, including all appropriate assurance statements;
- A report on any changes to accounting policies;
- Internal Audit's Annual Assurance Statement;
- Proposals for the Terms of Reference of Internal Audit;
- The Internal Audit Strategy and Audit Plans;
- Quality Assurance reports on the Internal Audit function;
- The External Audit strategy;
- External Audit's Report to those Charged with Governance;
- A report on any proposals to tender for audit functions;
- Anti-fraud policies;
- Fraud Reports;
- The Risk Management Strategy;
- Directorate / Risk Registers;
- Business Continuity planning; and report on the management of major incidents, "near misses" and lessons learned;
- Dear Accounting Officer (DAO) letters and Public Accounts Committee (PAC) Reports;
- Direct Award Contracts within the Board;
- Board Members' and Staff Gifts and Hospitality Register;
- Any other papers or issues materially relevant to the work of the Audit and Risk Assurance Committee or deemed appropriate to be brought before the Committee.

An annual programme of work will be prepared which will define the frequency with which information should be reported.

10. EVALUATION OF PERFORMANCE

The Committee will assess its own effectiveness on an annual basis. The Committee will formally report the results of its review of effectiveness to the Board.

Appendix C: Terms of Reference of Policy and Practice Committee

REVIEWED AND APPROVED BY BOARD – 21 JUNE 2024

PROBATION BOARD FOR NORTHERN IRELAND

POLICY AND PRACTICE COMMITTEE

TERMS OF REFERENCE

1. ROLE AND AUTHORITY

- 1.1 The Board has established a Policy and Practice Committee to support the Board on the oversight and monitoring of PBNI services and partnerships; and provide it with assurance that PBNI has the appropriate policies in place, aligned with best practice to meet the strategic priorities, agreed by the Board as set out in the Corporate Plan; and PBNI's statutory and other responsibilities.
- 1.2 The Policy and Practice Committee is a Committee of the Board with no executive functions other than those, which from time to time, may be specifically delegated to it by the Board.
- 1.3 The Terms of Reference for the Policy and Practice Committee are approved by the Board.
- 1.4 The Terms of Reference will be reviewed at least every three years (or as required) by the Board and the Policy and Practice Committee to ensure that its work is aligned with the strategic priorities and business needs of PBNI.

2. MEMBERSHIP

- 2.1 The Board shall appoint the Chair, Deputy Chair and Members of the Policy and Practice Committee.
- 2.2 The Policy and Practice Committee shall consist of five Board Members, inclusive of the Chair and Deputy Chair.
- 2.3 In addition, the Board Chair will be an ex officio member of the Committee. Other members who have an interest in any Agenda item are welcome to attend in an ex officio capacity.
- 2.4 The lead official will be Director of Operations (PPPP) and other officials will attend by invitation depending on the Committee's business. The Committee will be serviced by the Board Secretariat.

3. RESPONSIBILITIES

- 3.1 The objectives of the Policy and Practice Committee are to support the

Board in the oversight and monitoring of:

- PBNI policies and procedures for probation practice, including any deviation from standards and the learning from Serious Further Offences and provide advice to the PBNI executive team and the Board in respect thereof.
- The exercise of PBNI's statutory functions in relation to probation practice to reduce reoffending, rehabilitate and reintegrate people into the community to reduce reoffending and protect the public.
- The quality of PBNI's services including PBNI's service users' and stakeholder's experiences.
- Partnership and collaboration with prisons, courts, and police and the relationship with the community and voluntary sector.
- Outcomes of external inspections /research / reviews as they relate to probation policy and practice.
- Consideration of other key corporate strategies and policies as they relate to the work of the Committee.
- Consider other matters referred to the Committee by the Board.

4. MEETINGS

- 4.1 The Policy and Practice Committee will meet at least three times a year.
- 4.2 A minimum of three members of the Committee will be present for the meeting to be deemed quorate. In the absence of the Chair and Deputy Chair those present will appoint a Chair from within their number.
- 4.3 The responsibility for approving the agenda rests with the Chair of the Committee. A draft agenda will be prepared by the Secretariat for approval. The Agenda and Papers will be circulated by the Secretariat five working days in advance of the meeting.

5. CONFLICTS OF INTEREST AND CONDUCT

- 5.1 The Policy and Practice Committee members will apply the principles of public service as set out in the PBNI Code of Conduct. This will include advising of any external interests which may conflict with duties and responsibilities in accordance with PBNI Code of Conduct arrangements

6. REPORTING

- 6.1 The Committee will report formally to the Board after each meeting. All decisions of the Committee are subject to the approval of the Board.

7. RESOURCING

Subject to the budgets agreed by the Chief Executive with the Board, the Policy and Practice Committee may:

- Select and appoint specialist ad-hoc advice at the expense of the PBNl; and
- Avail of suitable induction training and continuous professional development training for members. The Committee may undertake any activity within its terms of reference and seek any information it requires to carry out its duties.

8. INFORMATION REQUIREMENTS

8.1 For each meeting of the Policy and Practice Committee, the Chair shall confirm the agenda with the secretariat. The agenda and supporting papers will be sent out five working days in advance of meetings.

8.2 When required the Committee will also be provided with:

- Quarterly reports on Communications / Consultations
- Quarterly report on Policy Review Schedule
- 6-Monthly report on PBNl caseload
- Deaths Under Supervision Annual Report
- Serious Further Offences (SFO) Annual Report
- Annual Criminal Justice Trends
- Annual Reoffending data
- Any other papers or issues materially relevant to the work of the Policy and Practice Committee or deemed appropriate to be brought to the Committee.

An annual programme of work will be prepared which will define the frequency with which information should be reported.

9. EVALUATION OF PERFORMANCE

The Committee will assess its own effectiveness on an annual basis. The Committee will formally report the results of its review of effectiveness to the Board.

REVIEWED AND APPROVED BY BOARD – 21 JUNE 2024

PROBATION BOARD FOR NORTHERN IRELAND

CORPORATE RESOURCES COMMITTEE

TERMS OF REFERENCE

1. ROLE AND AUTHORITY

- 1.1 The Board has established a Corporate Resources Committee to support the Board on the oversight and monitoring of PBNI people and resources; and provide it with assurance that PBNI has the appropriate arrangements in place to meet the strategic priorities, as set out in the Corporate Plan; and PBNI's statutory and other responsibilities.
- 1.2 The Corporate Resources Committee is a Committee of the Board with no executive functions other than those, which from time to time, may be specifically delegated to it by the Board.
- 1.3 The Terms of Reference for the Corporate Resources Committee are approved by the Board.
- 1.4 The Terms of Reference will be reviewed at least every three years (or as required) by the Board and the Corporate Resources Committee to ensure that its work is aligned with the business needs of PBNI.

2. MEMBERSHIP

- 2.1 The Board shall appoint the Chair, Deputy Chair and Members of the Corporate Resources Committee.
- 2.2 The Corporate Resources Committee shall consist of five Board Members, inclusive of the Chair and Vice Chair.
- 2.3 In addition, the Board Chair will be an ex officio member of the Committee. Other members who have an interest in any Agenda item are welcome to attend in an ex officio capacity.
- 2.4 The lead official will be the Director of Operations (CC) and other officials will attend by invitation depending on the Committee's business. The Committee will be serviced by the Board Secretariat.

3. RESPONSIBILITIES

3.1 The objectives of the Corporate Resources Committee are to support the Board in the oversight and monitoring of:

- Annual budget setting and in year budget review processes.
- Trends in workload and resource distribution.
- Efficiency and effectiveness in the delivery of the probation service (including IT, Estates and HR Management).
- Workforce modernisation and People Strategy.
- Sick Absence statistics and any impact on service delivery.
- The development and empowerment of staff to maintain effective service delivery.
- In year financial management in line with Managing Public Money NI.
- Consideration of other key corporate strategies and policies as they relate to the work of the Committee.
- Consider other matters referred to the Committee by the Board.

4. MEETINGS

4.1 The Corporate Resources Committee will meet at least three times a year.

4.2 A minimum of three members of the Committee will be present for the meeting to be deemed quorate. In the absence of the Chair and Vice Chair those present will appoint a Chair from within their number.

4.3 The responsibility for approving the agenda rests with the Chair of the Committee. A draft agenda will be prepared by the Secretariat for approval. The Agenda and Papers will be circulated by the Secretariat five working days in advance of the meeting.

5. CONFLICTS OF INTEREST AND CONDUCT

5.1 The Corporate Resources Committee members will apply the principles of public service as set out in the PBNI Code of Conduct. This will include advising of any external interests which may conflict with duties and responsibilities in accordance with PBNI Code of Conduct arrangements

6. REPORTING

6.1 The Committee will report formally to the Board after each meeting. All decisions of the Committee are subject to the approval of the Board.

7. RESOURCING

7.1 Subject to the budgets agreed by the Chief Executive with the Board, the Corporate Resources Committee may:

- select and appoint specialist ad-hoc advice at the expense of the PBNl; and
- avail of suitable induction training and continuous professional development training for members. The Committee may undertake any activity within its terms of reference and seek any information it requires to carry out its duties.

8. INFORMATION REQUIREMENTS

8.1 For each meeting of the Corporate Resources Committee, the Chair shall confirm the agenda with the secretariat. The agenda and supporting papers will be sent out five working days in advance of meetings.

8.2 When required the Committee will also be provided with:

- Quarterly Financial Reports
- Quarterly Estates Reports
- Quarterly IT Reports
- Quarterly Human Resources reports
- Quarterly Sick Absence reports
- Six monthly People Strategy reports
- Sick Absence End of Year reports
- Any other papers or issues materially relevant to the work of the Corporate Resources Committee or deemed appropriate to be brought to the Committee

An annual programme of work will be prepared which will define the frequency with which information should be reported.

9. EVALUATION OF PERFORMANCE

The Committee will assess its own effectiveness on an annual basis. The Committee will formally report the results of its review of effectiveness to the Board.

REVIEWED AND APPROVED BY BOARD – 18 September 2025

PROBATION BOARD FOR NORTHERN IRELAND

REMUNERATION COMMITTEE

TERMS OF REFERENCE

1. ROLE AND AUTHORITY

- 1.1 The Board has established a Remuneration Committee to advise on matters falling within the scope of its responsibilities as set out in these Terms of Reference.
- 1.2 The Remuneration Committee is a Committee of the Board with no executive functions other than those, which from time to time, may be specifically delegated to it by the Board.
- 1.3 The Terms of Reference for the Remuneration Committee are approved by the Board.
- 1.4 The Terms of Reference will be reviewed at least every three years by the Board and by the Committee itself, to ensure that its work is aligned with the business needs of PBNI.

2. MEMBERSHIP

- 2.1 The Remuneration Committee shall consist of the Chair and Deputy Chair of the Board, and Chair of the Audit and Risk Assurance Committee, the Chair of the Policy and Practice Committee and the Chair of the Corporate Resources Committee and substitute members as the Chair sees fit.
- 2.3 A minimum of three members of the Remuneration Committee will be present for the meeting to be deemed quorate. If the Chair cannot be present, the members must appoint one of the other members to preside at the meeting.
- 2.3 The lead official will be the Head of HR and other officials will attend by invitation depending on the Committee's business. The Committee will be serviced by the Board Secretary.

3. RESPONSIBILITIES

- 3.1 The objectives of the Committee are to:
 - Approve the annual objectives for the Chief Executive.

- Assess the performance of the Chief Executive to make recommendations for pay progression within the incremental scale.
- Consider matters relating to the corporate terms and conditions of service, as judged necessary.

4. MEETINGS

- 4.1 The Remuneration Committee will be convened, as required, but will meet at least once each financial year.

5. CONFLICTS OF INTEREST AND CONDUCT

- 5.1 The Remuneration Committee members will apply the principles of public service as set out in the PBNi Code of Conduct. This will include advising of any external interests which may conflict with duties and responsibilities in accordance with PBNi Code of Conduct arrangements.

6. REPORTING

- 6.1 The Committee will report formally to the Board after each meeting. All decisions of the Committee are subject to the approval of the Board.

7. INFORMATION REQUIREMENTS

- 7.1 For each meeting of the Remuneration Committee, the Chairperson shall confirm the agenda with the Secretariat. The agenda and supporting papers will be sent out five working days in advance of meetings.