



# **Constitution of the Humber Bridge Board**

**June 2025**

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## PART A – The Articles of the Constitution

### 1. The Constitution

- 1.1 The Humber Bridge Board is a statutory body created pursuant to the Humber Bridge Act 1959 and exercising public functions identified at Article 2.24 below. The Constitution of the Humber Bridge Board ('the Board') comprises these Articles (Part A) together with the Standing Orders of the Board set out at Parts B-D<sup>1</sup>. These documents together record the Constitutional arrangements in place for the time being pursuant to s97 of the Humber Bridge Act 1959 and s3 of the Humber Bridge Act 2013. By virtue of the 2013 Act each of the four authorities namely the East Riding of Yorkshire Council, Kingston upon Hull City Council, North East Lincolnshire Council and North Lincolnshire Council are responsible in equal shares as guarantors for any outstanding debt following the construction of the Bridge. Each of the four authorities are represented on the Board as set out in Section 2.2 below.

#### Purpose of the Constitution

- 1.2 The purpose of the Constitution is to:
- 1.2.1 Articulate the governance arrangements that apply to the Board under pursuant to the Humber Bridge Act 1959 and ensuing Acts and Statutory Instruments that govern the operation of the Board.
  - 1.2.2 Maintain those governance arrangements current reflecting changes arising from statute or statutory instrument enacted from time to time.
  - 1.2.3 Identify the powers and obligations that fall within the remit of the Board.
  - 1.2.4 Assist Board Directors to administer the Board in accordance with the obligations upon them.
  - 1.2.5 Ensure those responsible for decisions are clearly identifiable and that they give reasons for their decisions.
  - 1.2.6 Enable decisions to be taken efficiently and effectively.
  - 1.2.7 Articulate the means through which Board Directors are held to public account.
  - 1.2.8 Provide a clear framework for improving service delivery.

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<sup>1</sup> Standing Orders are made pursuant to s22 of the Humber Bridge Act 1959

## 2. The Board

### Composition

- 2.1 The Board consists of
- 2.2 the Local Authority Directors of the Board being four directors appointed by the constituent authorities namely:

East Riding of Yorkshire Council  
Kingston upon Hull City Council  
North Lincolnshire Council  
North East Lincolnshire Council

- 2.3 The Nominated Directors of the Board being two directors appointed from individuals nominated for this purpose by the Humber Local Enterprise Partnership or such body or bodies as the Secretary of State may from time to time by order made by statutory instrument substitute as the nominating body.

### Eligibility

- 2.4 A person may not be appointed to the Board as a Local Authority Director by a constituent authority or be nominated as a deputy for such a director unless he is a member of the constituent authority by whom that person is appointed.
- 2.5 A person may not be appointed by the Board as a Nominated Director unless such person has been nominated for this purpose by the Humber Local Enterprise Partnership (or such body or bodies as the Secretary of State may from time to time by order made by statutory instrument substitute as the nominating body) and must appear to the appointing directors to be a person who has special knowledge or experience of the operation of commerce in the whole or some part of the area of the constituent authorities<sup>2</sup>.
- 2.6 The appointment of a director is not effective unless
- (a) In the case of a Local Authority Director, this is certified to the Board by the chief executive of the appointing constituent authority,
  - (b) In the case of Nominated Director, this is certified to the chief executive of each constituent authority by the clerk to the Board<sup>3</sup>
- 2.7 A person is not qualified to act as a director in respect of more than one appointment at a time and, if appointed by more than one constituent authority or by a constituent authority and by directors of the Board for any period, must choose which appointment to take within one month of the second appointment, at which point the other appointment is deemed void.<sup>4</sup>

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<sup>2</sup> Section 6 of the Humber Bridge Act 1959 as amended by s3 and Schedule 1 of the Humber Bridge Act 2013

<sup>3</sup> Section 12 of the Humber Bridge Act 1959 as amended by s3 and Schedule 1 of the Humber Bridge Act 2013

<sup>4</sup> Section 10 of the Humber Bridge Act 1959 as amended by s3 and Schedule 1 of the Humber Bridge Act 2013

- 2.8 Any director of the Board may be removed at any time by resolution of the appointing constituent authority or the directors of the Board for the time being responsible for the appointment of that director.<sup>5</sup>
- 2.9 Where a Local Authority Director ceases to be a member of the constituent authority by whom that director is appointed or becomes disqualified, the director also ceases to be a director of the Board except where the director ceases to be a member of such authority only by reason of the expiry of that member's term of office and is immediately re-elected a member of such authority<sup>6</sup>.
- 2.10 Section 80 (disqualification) and subsection (1) of section 85 (vacation of office for failure to attend meetings) of the Local Government Act 1972 apply to the Local Authority Directors as if the Board were a local authority within the meaning of that Act, consequently if a Local Authority Director is disqualified from holding office or vacates that office through a failure to attend meetings of the authority by which that director was appointed, the director shall be disqualified from being a Local Authority Director of the Board.<sup>7</sup>

#### Term of Office of Board Members

- 2.11 Subject to the powers to remove a director, a director of the Board holds office for such period not being more than 3 years as may be determined by the constituent authority or, as the case may be, the Board when making the appointment.
- 2.12 A director of the Board may be re-appointed for a further term.<sup>8</sup>

#### Board Meetings

- 2.13 There are three types of Board meeting:
- 2.13.1 The Annual Meeting.
  - 2.13.2 Ordinary meetings.
  - 2.13.3 Extraordinary meetings.
- 2.14 Meetings will be conducted in accordance with the Standing Orders set out in Part C of this Constitution.

#### The Chair and Vice Chair

- 2.15 The Chair and Vice Chair are elected at the Annual Meeting.<sup>9</sup>

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<sup>5</sup> Section 14 of the Humber Bridge Act 1959 as amended by s3 and Schedule 1 of the Humber Bridge Act 2013

<sup>6</sup> Section 11 of the Humber Bridge Act 1959 as amended by s3 and Schedule 1 of the Humber Bridge Act

<sup>7</sup> Section 11 of the Humber Bridge Act 1959 as amended by s3 and Schedule 1 of the Humber Bridge Act 2013

<sup>8</sup> S7 and S14 of the Humber Bridge Act 1959 as amended by s3 and Schedule 1 of the Humber Bridge Act 2013

<sup>9</sup> S15 of the Humber Bridge Act 1959

- 2.16 The Chair and Vice Chair, if otherwise qualified, remain in office until their successors are appointed save in the case of death, resignation, disqualification or where the office holder ceases to be a director of the Board before the appointment of a successor.
- 2.17 On a casual vacancy occurring in the office of chairman or vice chairman another director shall be appointed to hold office until the time when the person in whose place he is appointed would have left office in the ordinary course.
- 2.18 If there is an equality of votes as to the appointment of chairman or vice-chairman the appointments shall be decided by lot.
- 2.19 The Chair has the following roles and functions:

Chair of Meetings of the Board

2.19.1 The chair shall:

- 2.19.1.1 Uphold and promote the purposes of the Constitution, and interpret it when necessary.
- 2.19.1.2 Preside over meetings of the Board so that business can be carried out efficiently and with due regard to the rights of appointing authorities and the interests of the community.

- 2.19.2 In the absence of the Chair, the Vice Chair has the above functions set out in 2.19.1.

Governance

2.20 All Board members are expected to:

- 2.20.1 Determine the policy framework of the Board and undertake strategic and corporate management functions as identified in Standing Orders at Part B of this Constitution.
- 2.20.2 Conduct the proceedings of the Board in accordance with the Standing Orders set out in Part C of this Constitution.
- 2.20.3 Participate in the governance and management of the Humber Bridge Board.
- 2.20.4 Maintain the highest standards of conduct and ethics.

Rights and Duties

- 2.21 Board Members have a right of access to such documents, information, land and buildings of the Board as are necessary for the proper discharge of their functions, in accordance with the Access to Information Procedure Rules set out in Part C of this Constitution and the law.



Conduct

- 2.22 Board members undertake to observe the Board Code of Conduct on accepting office.

Allowances

- 2.23 Board members will be entitled to receive allowances and expenses in accordance with the Directors' Allowances and Expenses Scheme in Part D of this Constitution.

Powers and Functions of the Board

- 2.24 The Board is responsible for:

- 2.24.1 Adopting or amending this Constitution.
- 2.24.2 Undertaking the Functions for which it is responsible by legislation.
- 2.24.3 Approving the budget and policy framework for the operation of the Board.
- 2.24.4 Appointing the Chief Executive Officer to the Board.
- 2.24.5 Agreeing or amending the terms of reference for committees of the Board, determining their composition and making appointments thereto.
- 2.24.6 By resolution, exercising the power to add to, adjust, alter, replace or remove the amount of any tolls and in respect of classes of traffic, user types or categories of traffic:
  - (a) Granting total or partial exemptions from and allow rebates on tolls
  - (b) Entering into, vary and extinguish agreements for advance payment of tolls (including issuing season tickets)
  - (c) Dispensing with tolls during particular hours or for particular occasions.<sup>10</sup>
- 2.24.7 Maintaining accounts relating to the collection of tolls and the application of moneys in the form required by the Secretary of State and ensuring that such accounts are audited annually by an auditor appointed by the Board who is qualified to audit the accounts of a constituent authority, and made available in accordance with statute to each constituent authority and the Secretary of State.<sup>11</sup>
- 2.24.8 Exercising the power to borrow money, and renew or replace existing borrowing, for any purpose relevant to its functions under any enactment or for the purpose of prudent management of its affairs subject to such borrowing being undertaken in accordance with the

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<sup>10</sup> S11 Humber Bridge Act 2013

<sup>11</sup> S10 Humber Bridge Act 2013

requirements of Part 1 of the Local Government Act 2003 (capital finances and accounts).<sup>12</sup>

- 2.24.9 Establishing a reserve fund from which to meet any deficiency in the revenues of the Board in any financial year and transferring to that reserve fund funds forming part of the maintenance fund.<sup>13</sup>
- 2.24.10 Apportioning any sum outstanding (including any interest or other charge incurred in relation to it) equally between the constituent authorities and issuing a levy to each of the constituent authorities for payment by them to address any deficiency in the revenues of the Board in any financial year that cannot be made good out of the reserve fund within two years of it being carried over<sup>14</sup>
- 2.24.11 Subject to having regard to the desirability of minimising in the longer term the level of tolls to be levied in respect of vehicles passing over or on the bridge and subject to the other provisions of the Humber Bridge Acts 1959 to 2013, exercising the powers to:
- a) do anything which appears to the Board to be necessary or desirable for the purpose of, or in connection with, the maintenance, operation, management, improvement, repair and renewal of the bridge;
  - b) promote or participate with others in the promotion of, the economic development of the Humber area; and
  - c) do any other thing (including the provision of facilities and the carrying on of any business) which in the opinion of the Board can usefully be undertaken by the Board by virtue of the Board's functions in relation to the bridge and which, in the opinion of the Board, is likely to provide economic, social, cultural or environmental benefits to all or some of the population of, or visitors to, the Humber area.<sup>15</sup>
- 2.24.12 Making, amending, revoking, re-enacting or adopting bylaws and promoting or opposing the making of local legislation or private bills.
- 2.24.13 Subject to taking and publishing advice from the independent Remuneration Panel of a constituent authority, adopting a Director's Allowances and Expenses Scheme<sup>16</sup>.
- 2.24.14 Exercising any other power which by law the Board is empowered to exercise

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<sup>12</sup> S8 of the Humber Bridge Act 2013

<sup>13</sup> S76 of the Humber Bridge Act 1959 and s7 of the Humber Bridge Act 1971 as amended by the Humber Bridge Act 2013

<sup>14</sup> S7 of the Humber Bridge Act 2013 and s74 of the Local Government (Finance) Act 1988 and regulations made under it

<sup>15</sup> S6 Humber Bridge Act 2013

<sup>16</sup> S5 Humber Bridge Act 2013

[NOT CURRENTLY IN USE]

### 3. [ ] Committee

#### The Role of [ ] Committee

- 3.1 The Board will appoint committee to have responsibility for [ ].

#### Composition

- 3.2 The committee shall be constituted in accordance with the terms of reference set out in paragraphs [ ] of Part B of this Constitution.

#### Role and Functions

- 3.3 The committees shall undertake the following:
- 3.3.1 blank
  - 3.3.2 Make reports and/or recommendations to the Board or other appropriate body or officer as may be determined by the committee arising from the outcome of the committee's process, the internal and external audit process or external inspections.
  - 3.3.3 Report annually to the Board on its workings and make recommendations for future work programmes and amended working methods if appropriate.

[ENDS]

## 4. Citizen Engagement

#### Rights of Members of the Public

- 4.1 Members of the public have legal rights to information. These are contained in the Access to Information Procedure Rules set out in Part C of this Constitution. The Board recognises that the Freedom of Information Act 2000 does not apply to the Board. The Board will however whenever possible seek to voluntarily comply with the 2000 Act.

#### Information

- 4.2 Members of the public have qualified rights as set out in Part C2.

#### Responsibilities of Members of the Public

- 4.3 Members of the public must not be violent, abusive or threatening to Board Directors or officers and must not wilfully harm the property of the Board or officers. If a member of the public disrupts the proceedings of a meeting of the Board the chair of the meeting may order their removal.

#### Complaints

- 4.4 Members of the public have the right to complain to:
  - 4.4.1 The Board and its Officers under the complaints procedure.
  - 4.4.2 The [legal advisor to the Board] about a complaint that involves an allegation that a Board Director has acted in breach of the Director Code of Conduct.

## 5. Joint Arrangements

### Arrangements to Promote Well-Being

- 5.1 The Board, in order to promote the economic development of the Humber area, may:
  - 5.1.1 Enter into arrangements or agreements with any person or body.

### Access to Information

- 5.2 The Access to Information Procedure Rules set out in Part C of this Constitution shall apply.

### Contracting Out

- 5.3 The Board may contract out to another body or organisation functions which may be exercised by an officer and which are subject to an order under section 70 of the Deregulation and Contracting Out Act 1994 or under contracting arrangements where the contractor acts as the Board's agent under standard contracting principles, provided there is no delegation of the Board's discretionary decision-making.

## 6. Decision Making

### Responsibility for Decision Making

- 6.1 The Board will maintain a record of the body or person within the Board having responsibility for a decision or decisions relating to a function or functions of the Board.

### Principles of Decision Making

- 6.2 All decisions taken in the discharge of a function of the Board shall have regard to the following matters:
  - 6.2.1 The principle of proportionality which dictates that the action proposed or contemplated by the decision is proportionate to the desired outcome to be achieved.
  - 6.2.2 The need for consultation with interested parties.
  - 6.2.3 The need to take account of relevant professional advice from appropriate officers.

- 6.2.4 The need to take full account of human rights.
- 6.2.5 The presumption in favour of openness and transparency.
- 6.2.6 The need for clarity of aims and desired outcomes.
- 6.2.7 The need to identify the range of options considered.
- 6.2.8 The need to give reasons and explanation for a decision.
- 6.2.9 The need to:
  - (a) eliminate unlawful discrimination, harassment and victimisation and any other conduct prohibited by the Equality Act 2010 (or any statutory re-enactment or Regulations);
  - (b) advance equality of opportunity between people who share a protected characteristic and people who do not share it; and
  - (c) foster good relations between people who share a protected characteristic and people who do not share it.

#### Written Reports and Decision Records

- 6.3 The Board shall not take any decision without first having received a written report from the officer having responsibility for the matter. The report shall include the advice and opinion of the Chief Executive Officer, Clerk and Treasurer.
- 6.4 The Chief Executive Officer, Clerk and Treasurer, where all are in agreement and with the approval of the chair of the Board, may in exceptional circumstances dispense with the need for a written report in which case all verbal advice and opinion provided shall be noted and recorded, as the case may be, in the minutes of the meeting or in the decision record.

## 7. Interpretation and Definitions

- 7.1 In relation to the administration of the Board business and these Standing Orders shall be interpreted in case of doubt by the Clerk informed by the advice of the Legal Advisor.
- 7.2 In relation to the conduct of the meetings of the Board and the Board business in relation thereto, the ruling of the Chair as to the construction or application of any of these Standing Orders shall not be challenged at any meeting of the Board.
- 7.3 In these Standing Orders:-
  - (a) The **'policy framework'** means such plans and strategies as the Board may adopt from time to time
  - (b) The **'budget'** means the calculations required by the Humber Bridge Acts and decisions relating to the control of the Board's borrowing requirements, capital expenditure and the setting of any virement limits.

- (c) a reference to the “Chair” includes in his absence the Vice Chair or any director appointed to preside at a meeting of the Board.
- (d) a reference to the “Chief Executive Officer” is a reference to the Chief Executive Officer of the Board.
- (e) a reference to the “Deputy Chief Executive Officer” is a reference to the Deputy Chief Executive Officer of the Board.
- (f) a reference to the “Clerk” is a reference to the Clerk to the Board.
- (g) a reference to the “Treasurer” is a reference to the Treasurer to the Board.
- (h) a reference to “the Legal Advisor” is a reference to an authorised solicitor within the Kingston upon Hull City Council’s Legal Service or such other solicitor who may be appointed by the Chief Executive Officer in conjunction with the Clerk.
- (i) a reference to the “Procurement Act 2023” means the Procurement Act 2023 and any subordinate legislation and procurement policies applicable from time to time.
- (j) a reference to “Procurement Notices” means:
  - Planned Procurement Notice
  - Preliminary Market Engagement Notice
  - Tender Notice
  - Transparency Notice
  - Contract Award Notice
  - Contract Details Notice
  - Procurement Termination Notice
  - Below Threshold Notice
  - Payments Compliance Notice
  - Information about Significant Payments
  - Contract Performance Notice
  - Contract Change Notice
  - Contract Termination Notice

as set out within the Procurement Act 2023.

- (k) a reference to “Relevant UK Procurement Legislation” means for contracts and frameworks procured prior to 24 February 2025 the Public Contracts Regulations 2015 and/or the Concession Contracts Regulations 2016 where applicable or for any contracts and frameworks procured on or after 24 February 2025 the Procurement Act 2023.
- (l) A reference to the “UK Thresholds” means the thresholds set out within Schedule 1 of the Procurement Act 2023.

## 8. Finance, Contracts and Legal Matters

### Financial Management

- 8.1 The management of the Board's financial affairs will be conducted in accordance with the Financial Procedure Rules and Contract Procedure Rules set out in Standing Orders at Part C of this Constitution.

### Contracts

- 8.2 The Contract Procedure Rules set out in Standing Orders at Part C of this Constitution apply to contracts made by the Board.

### Legal Proceedings

- 8.3 The Clerk is authorised to institute, defend or participate in the institution or defence of any legal proceedings in any case where such action is necessary to give effect to decisions of the Board or in any case where the Clerk, following consultation with the Chair (or in his absence the Vice Chair) of the Board and the Board's Legal Advisor, considers that such action is necessary to protect the Board's interests.

### Legal Advice

- 8.4 The Clerk is responsible for ensuring that legal advice is given to Board to inform the exercise of their functions. The Board shall have a right to view any written legal advice that is requested.

### Common Seal of the Board and Authentication of Documents

- 8.5 The Common Seal of the Board will be kept in a safe place in the custody of the Clerk. A decision of the Board, shall be sufficient authority for sealing any document necessary to give effect to a decision. The Common Seal will be affixed to those documents which in the opinion of the Clerk advised by the Legal Advisor should be sealed. The affixing of the Common Seal will be attested by the Clerk or some other person authorised by him/her.
- 8.6 A record of every sealing must be entered and consecutively numbered in a book and signed by the officer who witnessed the sealing.
- 8.7 The Clerk and such officers as are named by him/her are authorised generally to seal, sign, authenticate, attest and issue any notice, order or other document (including documents required for legal proceedings) on the Board's behalf including by electronic means unless an Act of Parliament requires some other person to do so, or the Board gives authority to some other person and this is expressed to exclude these general powers. This general authorisation is in addition to the delegation of any function to an officer.
- 8.8 All officers who are authorised to discharge functions on behalf of the Board are authorised to sign and issue on the Board's behalf any notice or other document required to give effect to a decision taken in the discharge of a function.

## 9. Review, Revision and Publication of the Constitution

### Duty to Monitor and Review the Constitution

- 9.1 The Clerk will monitor and review the operation of the codes and protocols in the Constitution which relate to conduct, ethics and probity and the operation of the Constitution.

### Protocol for Monitoring and Review of the Constitution by the Clerk

- 9.2 The Chief Executive Officer shall annually seek the advice of the Board's Clerk/Legal Advisor and internal auditor on the strengths and weaknesses of the Constitution adopted by the Board, and make recommendations for ways in which it could be amended in order better to achieve the purposes set out in Article 1.2. In undertaking this task the Clerk and internal auditor may:
- 9.2.1 Observe meetings of different parts of the member and officer structure.
  - 9.2.2 Undertake an audit trail of a sample of decisions.
  - 9.2.3 Record and analyse issues raised with her/him by directors, officers, the public and other relevant persons.
  - 9.2.4 Provide advice to the Chief Executive Officer upon practice within other comparable bodies and recognised best practice.

### Changes to the Constitution

- 9.3 Changes to the Constitution will only be made following approval by the Board on the basis of a majority of those members present and voting in favour, or by the Clerk following advice from the Board's Legal Advisor, that amendments to the Constitution and related documents are necessary to reflect and take account of changes in legislation, statutory guidance, Board policy, decisions of the Board, changes to officer areas of responsibility.
- 9.4 Standing Orders shall not be amended, added to or rescinded by the Clerk, unless five clear days notice has first been given to the Board and such notice shall state the terms of any proposed variation or revocation of these Standing Orders.

### Publication

- 9.5 The Clerk will provide a printed copy of this Constitution to each Board Member upon appointment.
- 9.6 The Chief Executive Officer in consultation with the Clerk will ensure that copies are available for inspection on the Board's website and at the Board's office.



## 10. Suspension of Standing Orders

### Suspension of Standing Orders

- 10.1 The Board, unless otherwise provided and to the extent permitted by law, may suspend specific provisions of the Standing Orders.
- 10.2 The extent and duration of suspension will be proportionate to the result to be achieved having regard to the purposes of the Constitution set out in Article 1.2.

## STANDING ORDERS

### PART B – Delegations and Authorisations

#### Delegations

1. All delegated powers and duties and authorisations to officers shall be exercised and performed on behalf of and in the name of the Board and acts and proceedings thereunder shall be deemed to be the acts and proceedings of the Board.
2. All delegated powers and duties and authorisations shall be:
  - (i) exercised in accordance with the overall policies of the Board and subject to the directions of the Board, and
  - (ii) exercised within the limits of the approved budget.
3. The Chief Executive Officer, having taken written advice from the Clerk, shall in any case of uncertainty determine whether any matter falls within the powers and duties delegated to an officer.
4. The following matters shall be subject to confirmation by the Board:-
  - (i) the issuing of a levy;
  - (ii) any expenditure to be financed from loan unless the Board have previously resolved to borrow money for the purpose;
  - (iii) the approval of budgets, of special financial provision and of virement within budgets except where Financial Regulations otherwise provide.
5. Nothing in this Part shall derogate from any statutory powers or duties conferred or imposed directly on an officer of the Board.
6. A reference to any Act of Parliament in this Part includes a reference to any amendment of that Act, and any Regulations made under that Act.
7. Any authority granted to the officers may, unless otherwise indicated, be exercised in the name of the officer by a senior officer with appropriate qualifications authorised by the Chief Executive Officer.
8. The express authorisations to officers herein contained are in addition to the normally accepted powers of officers to deal with matters or routine occurrence falling within the scope of the Board's responsibilities.

## Authorisations

### 9. Authorisations to the Chief Executive Officer

- 9.1 The authority to take decisions by formal Decision Record or, as required, by Officer Authorisation, that give effect to strategies agreed by the Board.
- 9.2 The authority to incur expenditure within the approved revenue budget of the Board except in relation to any item specifically reserved to the Board for determination.
- 9.3 The authority to incur expenditure within the approved capital budget of the Board, following consultation with the Directors delegated by the Board to oversee the capital programme, or where no such delegation is in place, following consultation with the Chair of the Board.
- 9.4 The authority to accept quotations and to award contracts on behalf of the Board for supplies and services in accordance with Contract Procedure Rules up to £180,000.
- 9.5 Subject to consultation with the Clerk and the Treasurer, the authority:
  - (i) where the value of a contract exceeds £180,000, to accept quotations and award contracts where approved by the Board for supplies, services and works in accordance with the Contract Procedure Rules subject to the value not exceeding the relevant UK Thresholds.
  - (ii) to terminate contracts.
- 9.6 The exercise of budgetary control and the commissioning of internal audit review following consultation with the Treasurer.
- 9.7 The authority to respond to consultations from Government departments and other public bodies.
- 9.8 The authority to negotiate the acquisition of wayleaves, licenses and such other rights in relation to property as are required to facilitate the discharge of the Board's functions.
- 9.9 The grant of leases for up to 7 years in relation to any Board owned property that is not required for the use of the Board.
- 9.10 The carrying out of rent reviews and lease renewals, variations, assignments, sub-lettings, surrenders and other landlord's consents.
- 9.11 The operation of the Board's accounting systems and payroll.
- 9.12 The commissioning of appropriate banking arrangements on behalf of the Board.
- 9.13 The commissioning of insurance against risks
- 9.14 The recovery and write off of debts owing to the Board within the framework agreed by the Board.

- 9.15 The oversight of the Board's responsibilities, as employer for Health and Safety and welfare matters.
- 9.16 In the absence of any officer employed by the Board to undertake any of their delegated authorities as necessary to ensure the continuity of the Board's business.
- 9.17 The authority to designate suitably qualified officers to exercise the duties of the Board as a Category 2 Responder within the Civil Contingencies Act 2004.
- 9.18 The authority to dispose of obsolete, worn out and surplus stores, equipment, vehicles and physical assets other than permanent fixtures;
- 9.19 The authority to let, hire or otherwise permit the use of the Board premises and property for temporary purposes other than for political meetings.
- 9.20 The responsibility for workforce development, employee training and fulfilling the Board's responsibilities in relation to equalities, diversity and cohesion.
- 9.21 Where the costs can be met from the available revenue budget:
  - (i) The authority to engage, suspend, dismiss and deploy staff;
  - (ii) The authority to permanently regrade and deal with applications for regrading by staff employed by the Board
  - (iii) The authority to authorise visits and attendance on courses by officers away from the Board.
  - (iv) The implementation of all salary and wages awards and other financial conditions of service agreed by national and provincial negotiating bodies.
  - (v) The making of the payment of gratuities, ex gratia payments and honoraria within approved scales as previously determined by the Board and to determine the method of payment.

## 10. Authorisations to the Deputy Chief Executive Officer

- 10.1 In the absence of the Chief Executive Officer, and subject to consultation with the Clerk and the Treasurer, to fulfil any and all of the functions of the Chief Executive Officer.

## 11. Authorisations to the Treasurer

- 11.1 The preparation of the Financial Management Plan and the Treasury Management Plan for Board approval.
- 11.2 The arrangement of all borrowings, financing and investment in line with the Board's Treasury Management Plan.
- 11.3 Advising the Chief Executive Officer upon the exercise of budgetary control and the commissioning of internal audit review.

## 12. Authorisations to the Clerk to the Board

- 12.1 The affixing of the Common Seal to all documents required to give effect to decisions of the Board.
- 12.2 The signing of notices and other documents in connection with any legal proceedings authorised by the Board or the Chief Executive Officer acting in accordance with the scheme of delegation and where the signature of an officer is not expressly required.
- 12.3 The institution of civil proceedings where authorised by the Chief Executive Officer or the Board.
- 12.4 The responsibility for providing advice to the Board and the Chief Executive Officer upon whether proposed decisions are in accordance with the statutory framework and powers for the operation of the Board, including the duty to bring to the attention of the Board any action proposed by the Board or an officer of the Board that is outwith the Board's powers or the Constitution.
- 12.5 The responsibility for maintaining and keeping up to date the Constitution and ensuring that the Constitution is available for consultation by Directors, staff and the public.
- 12.6 The responsibility for ensuring the publication of information and decisions of the Board is in accordance with the legal requirements in relation to Access to Information and Transparency.
- 12.7 The responsibility for the investigation of complaints concerning members of the Board.
- 12.8 The settlement of the terms for the purchase or lease of property, the acquisition of which has been approved by the Board or the Chief Executive Officer acting in accordance with the scheme of delegation.
- 12.9 The obtaining of Counsel's opinion on any matter where the Clerk deems it necessary.
- 12.10 The service of notices and subsequent proceedings on any proceedings in relation to any of the Humber Bridge Acts conferring powers or the Humber Bridge Byelaws conferring powers where authorised by the Board.

- 12.11 The appointment of Counsel in any litigation involving the Board and the agreement of fees within such remit as the Chief Executive Officer, acting in accordance with the scheme of delegation, may provide.
- 12.12 In consultation with the Chief Executive Officer, acting in accordance with the scheme of delegation, to defend civil proceedings where the matter is not covered by insurance.
- 12.13 Where authorised by the Board, or the Chief Executive Officer acting in accordance with the scheme of delegation, to agree settlements and compromise agreements and, to sign the same on behalf of the Board.

## STANDING ORDERS

### PART C – The Procedural Rules

#### Part C1 - Board Procedural Rules

##### 1. Board Meetings

###### Ordinary Meetings and Annual General Meeting:

- 1.1 The Clerk shall give notice of and issue a summons to every director of Board containing details of the date, time and place of the meeting and the business to be transacted.

###### Extra-ordinary Meetings

- 1.2 The Clerk shall summon a meeting of the Board on request of its Chair or any three of its directors or without request to deal with business of urgency which, in his or her opinion, necessitates a meeting of the Board.
- 1.3 The Clerk shall fix the date and time of the extraordinary meeting in consultation with the Chair.

###### Cancellation and Variation of the date and time of a meeting

- 1.4 The Clerk, after consultation with the Chair, may cancel a meeting of the Board where there is insufficient business to justify calling the meeting or there are unusual circumstances which make it impossible or impracticable to hold the meeting and may vary the date and time of any meeting.

##### 2. Chair of meetings (cannot be suspended)

###### Chair and Vice Chair (cannot be suspended)

- 2.1 The Chair or in his/her absence the Vice Chair shall chair meetings of Board. Where both the Chair and Vice Chair are absent the Board shall select a director to chair the meeting having due regard to the past experience of any member who has previously acted as chair of a meeting of the Board.

###### Application and interpretation of rules (cannot be suspended)

- 2.2 The Chair may interpret and determine the application of any provision of these Rules where he/she considers it appropriate. The determination of any matter shall have regard to the purposes of the Constitution set out under Article 1.2.
- 2.3 References in these Rules to the Chair shall include any other director when acting as chair of the meeting.

### 3. Quorum (cannot be suspended)

- 3.1 The quorum for business to be transacted by a committee or subcommittee shall be one third of the voting membership rounded up to a whole number.<sup>17</sup>
- 3.2 If at any time during the course of a meeting there is no quorum, the meeting shall immediately stand adjourned and any remaining business shall be considered at a time and date determined by the chair or the next scheduled meeting of the committee.

### 4. Ordinary Meetings Agenda (cannot be suspended)

- 4.1 The business of an ordinary meeting will be as set out below.
- 4.2 The order in which business is dealt with and set out on the agenda for each meeting shall be determined by the Chair in consultation with the Clerk to the Board and the legal advisor.
- 4.3 During each meeting the order of business set out on the agenda may be changed on a motion to re-order the business put to the vote without discussion.
- 4.4 The Chair may adjourn the meeting at such time or times as seem to him/her to be appropriate for breaks taking into account:
  - (i) The length of the meeting
  - (ii) The likely needs of members
- 4.5 The business to be conducted at an ordinary meeting shall be as follows:

#### Procedural

1. Take declarations of interest.
2. Agree the minutes of the last meeting and the Chair's authority to sign the minutes.
3. Receive information about any changes to the composition of the membership of the Board including substitute director attendance.

#### Capital Programme

4. Receive reports and recommendations of the Chief Executive Officer to the Board.

#### Financial Plan and Treasury Management

5. Receive reports from the Treasurer upon the Financial Plan and annual Treasury Management Plan together with proposals for review of the same.

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<sup>17</sup> Humber Bridge Act 1959



Audit and Accounts

6. Receive reports and recommendations arising from the Accounts and programme of Internal Audit Inspections, including prior to publication, the Annual Accounts and the Annual External Auditor's Report.

Health and Safety

7. Receive reports and recommendations arising from the Annual Health and Safety Plan together with proposals for the review of the same.

Joint Arrangements

8. Receive reports and recommendations concerning joint arrangements.

Other Business

9. Other Business placed on the agenda with the agreement of the Chair.

## 5. Annual Meeting (cannot be suspended)

- 5.1 The business to be conducted at the Annual Meeting shall be as follows:

Procedural

1. Take declarations of interest.
2. Receive information about any changes to the composition of the membership of the Board including substitute Director attendance.
3. Election of a Director to be chair of the Board.
4. Appointment of Nominated and Nominated Deputy Directors.
5. Election of a Director to be vice chair of the Board.
6. Agree the minutes of the last meeting and the Chair's authority to sign the minutes.

Constitutional Business

7. Review of the Constitution following receipt and consideration of the report of the Legal Advisor.
8. Appointments to Committees.
9. Appointments to joint arrangements and outside bodies.
10. Agree a cycle of meetings of the Board for the year.

Other Business

11. Other business agreed to be placed on the agenda with the agreement of the Chair.

## 6. Voting (cannot be suspended)

- 6.1 Voting at meetings of the Board shall be by show of hands, provided that the names of the directors voting for and against any resolution proposed shall, on the request of any director, be entered on the minutes.
- 6.2 All questions coming or arising before the Board shall be decided by a majority of the directors of the Board present and voting thereon provided, however, that the person presiding at the meeting shall have a second or casting vote in the case of an equality of votes.

## 7. Deputy Directors (cannot be suspended)

- 7.1 A director who is unable to attend a particular meeting of the Board may send the deputy director appointed by the director's constituent local authority or (in the case of Nominated Directors) by the Board to act as his/her Deputy.
- 7.2 The deputy director may speak and vote on all items at the meeting.

## 8. Adjourned Business

- 8.1 In the event of no meeting taking place or, having commenced, ceased because no quorum is present, any business not transacted shall be treated as adjourned business to be dealt with at the next ordinary meeting or at a special meeting to be called for that purpose.
- 8.2 Adjourned business shall include business deferred to the next meeting.

## 9. Minutes

- 9.1 The minutes of each meeting of the Board shall, where practicable, be circulated amongst directors of the Board prior to the next ordinary meeting of the Board.
- 9.2 At every ordinary meeting of the Board the minutes of the previous meeting of the Board shall be taken as the first business.
- 9.3 No discussion shall take place on the minutes except upon their accuracy. If no such question is raised, or if it is raised, then as soon as it has been disposed of, the Chair shall sign the minutes.

## 10. Frequency of Consideration of Business

- 10.1 Any matter which during the period between annual meetings of the Board shall have been decided twice by the Board in the same way shall not in the same period be again submitted for consideration, and this Standing Order shall not be

evaded by the substitution of a motion differently worded but in principle the same.

## 11. Recordings of Meetings

- 11.1 If any person, without the approval of the Board makes or attempts to make a recording (whether by electrical, mechanical or other means) of the proceedings at any meeting the Chair may, without the question being put, adjourn the meeting for such period as he in his discretion shall consider expedient.

## 12. Disturbance

- 12.1 If a member of the public interrupts proceedings, the Chair will warn the person concerned. If he continues to interrupt, the Chair will order him to leave the room. If he does not leave, the Chair will order his removal from the meeting room. The Chair may also adjourn the meeting for fifteen minutes or such other period as he thinks appropriate.
- 12.2 If there is a general disturbance in any part of the meeting room open to the public, the Chair may call for that part to be cleared. The Chair may also adjourn the meeting for fifteen minutes or for such other period as he thinks appropriate.
- 12.3 If a director of the Board persistently interrupts proceedings at a meeting, the Chair will warn the director concerned. If he continues to interrupt, the Chair will order him to leave the room. If he does not leave, the Chair will order his removal from the meeting room. The Chair may also adjourn the meeting for fifteen minutes or such other period as he thinks appropriate.
- 12.4 The Chair may adjourn the meeting to another convenient place in the event of any of the circumstances referred to in 12.1 to 12.3 inclusive.

## 13. Matters Affecting Persons Employed by the Board

- 13.1 If any question arises at a meeting of the Board as to the appointment, promotion, dismissal, salary, superannuation, or conditions of service, or as to the conduct of any person employed by the Board, it shall be the duty of the Clerk to draw the attention of the Board to the matter so that the Board may consider whether the public should be excluded from the meeting in accordance with Part C2.

## 14. Suspension of Standing Orders (cannot be suspended)

- 14.1 This rule and rules 1 to 7 cannot be suspended. The remaining rules may be suspended either by a motion on notice or a motion put at the meeting without notice.

## STANDING ORDERS

### Part C2 - Access to Information Rules

#### 1. Scope

- 1.1 These rules apply to all meetings of the Board.

#### 2. Additional Rights to Information

- 2.1 These rules do not affect any more specific rights to information contained elsewhere in these Standing Orders or the law.

#### 3. Rights to Attend Meetings

- 3.1 Members of the public may attend all public meetings subject only to the exceptions in these rules.

#### 4. Notice of Meetings

- 4.1 The Board will give at least five clear days notice of any public meeting by posting details of the meeting on its website and at the Administration Building, Ferriby Road, Hessle, East Riding of Yorkshire, HU13 0JG (the designated office).

#### 5. Access to Agenda and Reports before the Meeting

- 5.1 The Clerk will circulate copies of the agenda and reports to the Directors and the Board will make copies of the agenda and reports open to the public available for inspection at the designated office at least five clear days before the meeting.
- 5.2 An item should only be added to the agenda with less than five clear days notice if the following criteria are met:
  - 5.2.1 a decision arising from the item added will be taken in public or on the basis of a public report;
  - 5.2.2 the decision arising out of the item to be added must be taken by a date which makes it impracticable to publish the item on the agenda with five clear days notice; and

- 5.2.3 the prior written consent of the Clerk, Chief Executive Officer and the Chair has been given to add the item on to the agenda with less than five clear days notice.
- 5.3 If an item is added to the agenda later, the revised agenda will be open to inspection from the time the item was added to the agenda.

## 6. Supply of Copies

- 6.1 The Board will supply copies of:
  - 6.1.1 any agenda and reports which are open to public inspection;
  - 6.1.2 any further statements or particulars necessary to indicate the nature of the items in the agenda; and
  - 6.1.3 if the Clerk thinks fit, copies of any other documents supplied to directors in connection with an item.

To any person on payment of a charge for postage and any other costs.

## 7. Access to Minutes and Reports after the Meeting

- 7.1 The Board will make copies of the following available on the Humber Bridge website and at the Administration Building not more than 20 working days after a meeting of the Board and then for a period of 6 years:
  - 7.1.1 The minutes of each meeting of the Board, once approved by the Clerk and Chief Executive Officer subject to the minutes being clearly marked draft and “unconfirmed”, until the minutes are approved or amended by the Board, at its next meeting in accordance with Part C1 Standing Order 9.
  - 7.1.2 the agenda for the meeting; and
  - 7.1.3 reports relating to items when the meeting was open to the public.
- 3.2 Minutes approved by the Board will be marked as ‘confirmed’ and made available on the Humber Bridge website within 5 working days of approval.

## 8. External Auditors Rights

- 8.1 The External Auditor has a right of access to accounting records and information required to provide assurance including full access to the reports and minutes of the Board and to request meetings to discuss issues upon which clarification is required.

## 9. Background Papers

### List of Background Papers

- 9.1 The author will set out in every report a list of those documents (called background papers) relating to the subject matter of the report which in his opinion:
- 9.1.1 disclose any facts or matters on which the report or an important part of the report is based; and
  - 9.1.2 which have been relied on to a material extent in preparing the report.
- but does not include published works or those which disclose exempt or confidential information (as defined in Standing Order 11).

### Public Inspection of Background Papers

- 9.2 The Board will make available for public inspection for four years after the date of the meeting one copy of each of the documents on the list of background papers.

## 10. Summary of the Public's Rights

- 10.1 A written summary of the public's rights to attend meetings and to inspect and copy documents must be kept at and available to the public at the designated office and in that respect these Standing Orders constitute the written summary of those rights.

## 11. Exclusion of Access by the Public to Meetings and Reports

### Confidential information – requirement to exclude public

- 11.1 The public must be excluded from meetings whenever it is likely in view of the nature of the business to be transacted or the nature of the proceedings that confidential information would be disclosed.

### Exempt information – discretion to exclude public

- 11.2 The public may be excluded from meetings whenever it is likely in view of the Board that the nature of the business to be transacted or the nature of the proceedings that exempt information would be disclosed.
- 11.3 Where the meeting will determine any person's civil rights or obligations, or adversely affect their possessions, Article 6 of the Human Rights Act 1998 (the right to a fair trial) establishes a presumption that the meeting will be held in public unless a private hearing is necessary for one of the reasons specified in Article 6.

Meaning of confidential information

11.4 Confidential information means information given to the Board by a Government Department on terms which forbid its public disclosure or information which cannot be publicly disclosed by Court Order.

Meaning of exempt information

11.5 Exempt information means information falling within the following seven categories subject to the following conditions:

<b>CATEGORY</b>	<b>CONDITION</b>
1. Information relating to any individual.	Information is exempt information
2. Information which is likely to reveal the identity of an individual.	Information is exempt information
3. Information relating to the financial or business affairs of any particular person (including the authority holding that information).	Information within paragraph 3 is not exempt if it must be registered under various statutes, such as the Companies Act or Charities Act. Financial or business affairs includes contemplated, as well as past or current activities.
4. Information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matters arising between the Board or a Minister of the Crown and employees of, or Officer-holders under the Board.	Information is exempt information  "Labour relations matters" are specified in paragraphs (a) to (g) of section 218(1) of the Trade Unions and Labour Relations (Consolidation) Act 1992, and comprise matters which may be the subject of a trade dispute.
5. Information in respect of which a claim to legal professional privilege could be maintained in legal proceedings.	Information is exempt information
6. Information which reveals that the Board proposes: to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or to make an order or direction under any enactment.	Information is exempt information
7. Information relating to any action taken or to be taken in connection with the prevention, investigation or prosecution of crime.	Information is exempt information

### Exclusion of Access by the Public to Reports

- 11.6 If the Clerk and Chief Executive Officer after consultation with the Legal Advisor thinks fit, the Board may exclude access by the public to reports which in his or her opinion relate to items during which, in accordance with this paragraph, the meeting is likely not to be open to the public. Such reports will be marked "Not for publication" together with the category of information likely to be disclosed. Any such report is exempted from the requirements containing in Standing Orders 5 and 7.

## 12. Decisions of the Clerk and Officers

### Reports to be taken into account

- 12.1 Where an officer exercising delegated powers intends to make a decision, they must take into consideration the written advice of the appropriate officer(s) together with the comments of the Treasurer and the Legal Advisor.
- 12.2 The agreed format for decision records shall be followed.

### Record of Individual Decision

- 12.3 As soon as reasonably practicable after a decision has been taken by an officer, he/she will prepare, or instruct the legal officer to prepare a decision record incorporating:
- 12.3.1 the decision including the date it was made;
  - 12.3.2 the reasons for the decision;
  - 12.3.3 details of any alternative options considered and rejected by the decision-maker;
  - 12.3.4 a record of any conflict of interest relating to the matter decided which is declared by the decision-maker; and
  - 12.3.5 in respect of any declared conflict of interest, and a note of dispensation granted by the Chair following the advice of the Legal Advisor.
- 12.4 The provisions of rules 7 and 9 apply to decisions by an officer exercising delegated powers, but do not require the disclosure of confidential or exempt information.

### Decision Records

- 12.5 Decision records shall be used where a decision is not made and recorded in the minutes of a formal meeting of the Board, in the following circumstances:
- 12.5.1 The award of a contract the value of which exceeds £50,000.



- 12.5.2 The disposal or purchase of land or property with a capital value which exceeds £50,000
- 12.5.3 The authorisation of entry into a lease with an annual value in excess of £20,000
- 12.5.4 The virement of funds between budgets in relation to which the value exceeds £50,000
- 12.5.5 The grant of any exemption from the Contract Procedure Rules in relation to which the value exceeds £50,000.

#### Officer authorisations

- 12.6 An officer must complete an officer authorisation form in the following circumstances:
  - 12.6.1 Where a post is created, deleted or regraded
  - 12.6.2 Any virement of funds between budgets, where the value is below £50,000
  - 12.6.3 For the authorisation of entry into a contract with a value below £50,000.
  - 12.6.4 For the authorisation of entry into a lease with an annual value below £20,000.
  - 12.6.5 For the authorisation of prosecution, where the Legal Advisor has advised that such proceedings are in the public interest.
  - 12.6.6 For the authorisation of the initiation of legal proceedings.

## 13. Powers, Duties and Authorisations

- 13.1 The matters with which officers of the Board are authorised to deal on behalf of the Board shall be those set out in each case under the heading “Delegations and Authorisations” in Part B.
- 13.2 All such powers, duties and authorisations shall be exercised in accordance with these Standing Orders and Financial Regulations and in accordance with the Delegations and Authorisations set out in Part B and shall be subject to:-
  - 13.2.1 any previous delegation or authorisation by resolution of the Board unless it is clear that such existing delegation or authorisation has been replaced or superseded by a new delegation or authorisation contained in Part B;
  - 13.2.2 any authorisation by Board resolution to an officer by name.

## STANDING ORDERS

### Part C3 - Contract Procedural Rules

#### 1. Basic Principles

- 1.1 Purchasing and Disposal procedures must:
  - 1.1.1 deliver value for money for public money spent;
  - 1.1.2 maximise public benefit;
  - 1.1.3 enable sharing information for the purpose of allowing suppliers and others to understand the Board's procurement policies and decisions;
  - 1.1.4 act, and be seen to act, with integrity;
  - 1.1.5 comply with all legal requirements;
  - 1.1.6 treat suppliers the same unless a difference between the suppliers justifies different treatment;
  - 1.1.7 take all reasonable steps to ensure it does not put a supplier at an unfair advantage or disadvantage in cases where a different treatment is justified in any particular case;
  - 1.1.8 have regard to the fact that small and medium-sized enterprises may face particular barriers to participation, and, consider whether such barriers can be removed or reduced.
  - 1.1.9 subject to the requirements of the Public Services (Social Value) Act 2012, ensure that non-commercial considerations do not affect the letting of the contract.
- 1.2 References to 'lowest price' mean 'highest price' in the case of concessions or disposals.

#### 2. Compliance with Contract Procedure Rules and Legislation

- 2.1 The Legal Advisor under the direction of the Clerk shall compile and maintain Contract Procedure Rules known as the CPRs and advise on their implementation and interpretation.
- 2.2 Every contract made by the Board or on its behalf shall comply with all relevant International and domestic legislation inclusive of the Relevant UK Procurement Legislation, and these CPRs.

- 2.3 It shall be a condition of any contract between the Board and any other body for the carrying out of any of the Board's contract functions that they comply with these CPRs.
- 2.4 All Officers and Directors shall comply with these CPRs.
- 2.5 These CPRs may only be suspended by the Board.

### 3. Dispensations from the requirement for a competitive process

- 3.1 No dispensations may be granted where it would be in breach of the Procurement Act 2023. A tender or quotation may fall within one of the justifications for dispensation listed in CPR 3.3. If the tender or quotation falls within a justification in CPR 3.3 then the Procuring Officer (PO) may seek dispensation in a report or decision record which sets out the reason(s) for requiring the dispensation and the CPRs from which dispensation is required. The report shall highlight any future commitments (whether or not of a financial character) which the proposed contract might entail.
- 3.2 Where a dispensation is sought from tendering or price testing, the report or written record shall in addition justify the use of an alternate method of Contractor or partner selection so that propriety, Value for Money and compliance with the Procurement Act 2023 can be demonstrated and shall include reasons such as those which are listed within 3.3.
- 3.3 A tender or quotation which falls within the categories listed below are not required to be let in accordance with the formal requirements of the CPRs and the PO should proceed as set out in 3.1 above. The categories are as follows:-
  - 3.3.1 The creation or acquisition of a unique work of art or artistic performance
  - 3.3.2 Due to a particular supplier having intellectual property rights or other exclusive rights, only that supplier can supply the goods, services or works and there are no reasonable alternatives to those goods, services or works.
  - 3.3.3 Due to an absence of competition for technical reasons, only a particular supplier can supply the goods, services or works required and there are no reasonable alternatives to those goods, services or works.
  - 3.3.4 The goods, services or works to be supplied under the contract are strictly necessary for reasons of extreme and unavoidable urgency and time limits required for tendering cannot be met for reasons of extreme urgency and the reasons were unforeseen and unattributable to the Board, subject to the method adopted for the letting of the contract, representing best value for the Board.

- 3.3.5 Additional works or services are required which, through unforeseen circumstances, were not included in the original contract and/or are a materialisation of a known risk, which either are strictly necessary for the completion of the contract or, for technical or economic reasons, cannot be carried out separately and where the original contract was not let in accordance with UK Procurement Legislation the revised value of the contract does not exceed UK Procurement thresholds. Where the original contract was let in compliance with the Procurement Act 2023, such additional works or services must not exceed 50 per cent of the estimated value of the contract.
- 3.3.6 New works, goods or services are required which are a repetition of works or services carried out under the original contract provided they are required within 5 years of the conclusion of the original contract and the contract notice stated that a new contract might be directly awarded by negotiation.
- 3.3.7 Goods are purchased on a commodity market, where price and availability are generally driven by demand in the market which means requiring suppliers to tender in the usual manner is disproportionate and may not achieve best value.
- 3.3.8 Such fixed term UK exemptions as may be implemented into the Procurement Act 2023 from time to time in relation to contracting with public service mutual organisations.
- 3.4 Dispensations from CPRs other than those already listed in 3.3 above may only be approved by the Board.
- 3.5 If as a result of a dispensation a contract is changed from a below the threshold contract, then that modification and any subsequent modifications of that contract will comply with the requirements of the Procurement Act 2023 including around the publication of a Contract Change Notice.
- 3.6 The dispensations in 3.3 above cannot be used to avoid those matters set out in 3.6 (a) to (d) inclusive. An exemption cannot be granted:
- (a) which would result in a breach of the Procurement Act 2023
  - (b) from CPR4 (PO's duties)
  - (c) from CPR5 (Declaration of Interests)
  - (d) from CPR17 (Contract Award) requiring the Board to accept tenders
- 3.7 A contract may not be artificially divided into two or more separate contracts, nor a valuation method selected, with the intention of avoiding the application of these CPRs. Contracts shall be packaged to best ensure service delivery, competition and value for money.

## 4. Procuring Officer's Duties

### 4.1 The PO shall carry out the following:

- (a) take into account the requirements of 'value for money' including the potential for the contract to deliver social and environmental benefits;
- (b) ascertain whether the subject matter of the contract falls within the scope of an in-house service or contractual arrangement that is already in place;
- (c) define the objectives of the procurement;
- (d) undertake preliminary market engagement where appropriate or provide reasons as to why no preliminary market engagement was undertaken;
- (e) estimate the contract value and record how the estimate was arrived at;
- (f) consider the human resources implications of the procurement, in particular the implications of the Transfer of Undertakings (Protection of Employment) Regulations;
- (g) obtain and keep a record of any dispensation from compliance with these CPRs;
- (h) assess the risks associated with the procurement and determine how they will be managed;
- (i) seek advice, where appropriate, upon the procurement process, the Relevant UK Procurement Legislation to be applied and what procurement method is most likely to achieve the purchasing objectives;
- (j) prepare a draft output based specification taking into account any International or British Standards that may need to be referred to;
- (k) identify and obtain any approvals that may be required;
- (l) ensure that adequate Contract files are kept for all contracts upon which they are engaged and retained for at least six years from the date the contract was entered into on behalf of the Board.
- (m) The PO shall produce a short Procurement Note as appropriate to record any decisions requested and approved in relation to the above (a) to (k)

## 5. Declaration of Interests

- 5.1 Any person involved in the contract process shall declare any interests to the Chief Executive Officer and/or Clerk as appropriate which may affect the contract process whenever that interest arises.
- 5.2 Where any person declares an interest the Chief Executive Officer and/or Clerk shall either certify the interest as acceptable or take any necessary action in respect of potential conflicts of interest.
- 5.3 The Chief Executive Officer shall keep completed staff declarations on the individual's personal file and a register of staff declarations indicating the names and grades of those declaring and the nature of their declaration.
- 5.4 PO shall keep all declarations on the Contract file.

## 6. Frameworks

- 6.1 The use of Frameworks that are compliant with Relevant UK Procurement Legislation that have been procured by other Local Authorities or Organisations is encouraged to reduce resources required to carry out a single tender exercise. This will enable the Board to access suitable suppliers who have been assessed for Technical Competence, Financial Standing and Health & Safety compliance.
- 6.2 The use of a Framework should be agreed by the Chief Executive Officer prior to progressing the procurement.
- 6.3 The Humber Bridge Board may have negotiated the supply of goods and equipment from a single supplier and in this case, the PO should first check to see if the supplier can provide the goods before looking at other suppliers and the procurement strategy.
- 6.4 The applicable Relevant UK Procurement Legislation should be applied to any existing frameworks. Advice should be sought from the Legal Advisor where needed.

## 7. Pre-tender / Quotation

- 7.1 Before beginning the contract process the PO must:
  - (a) ensure the procurement demonstrates value for money
  - (b) appraise the need for the expenditure and its priority;
  - (c) define the objectives of the contract;

- (d) assess the risks associated with the contract and how to manage them;
- (e) consider what procurement method is most likely to achieve the contracting objectives, packaging strategy and collaboration with another purchaser. This may include the consideration of approved Frameworks;
- (f) apply evaluation criteria and price quality split as appropriate;
- (g) select the most appropriate procurement method, and
- (h) set these matters out in writing on the Contract file.

7.2 The PO must also confirm that:

- (a) there is approval (Technical, Business and Financial) for the proposals, and
- (b) that Below-Threshold or Planned Procurement Notices, where required and if appropriate have been published under the Procurement Act 2023.

7.3 Enquiries of contractors may be made before tenders or quotations are invited in order to:

- (a) establish whether goods, works or services the Board wishes to purchase are available, and within what price range;
- (b) prepare tender documents, price estimates and contracts;
- (c) establish whether particular contractors on a Board approved Framework list wish to be invited to tender or submit a quotation.

The PO will record the outcome of (a) and (c) and place this on the file.

7.4 In making enquiries:

- (a) no information shall be disclosed to one Contractor which is not then disclosed to all those of which enquiries are made or which are subsequently invited to Tender or submit a Quotation;
- (b) no contractor shall be led to believe that the information they offer will necessarily lead to them being invited to tender or submit a quotation, or be awarded the contract;
- (c) taking detailed technical advice on the preparation of the Specification, Invitation to Tender or Quotation from a potential supplier, must be avoided as this may prejudice the equal treatment of all potential Contractors or distort competition;

- (d) a written record of all significant dealings, including notes of any telephone conversations and/or meetings held, the responses and the names of all individuals spoken to or present, shall be kept by the RP on the contract file.

## 8. Contracts not requiring Tendering

- 8.1 The PO must calculate the Total Value.
- 8.2 Where no other procedures which take precedence apply then these provisions shall be followed. The procedures which may take precedence include agency arrangements with other approved bodies or contracts over the UK Threshold.
- 8.3 The following forms of contract are not required to be let in accordance with the formal procurement procedures set out within these CPR's but remain subject to the requirement to deliver value for money:
  - (a) Contracts for the provision of exempt legal services to the Board;
  - (b) Contracts for the provision to a contracting authority of arbitration, mediation or conciliation services, or of any other similar services;
  - (c) Contracts for the employment of staff, but excluding agency or consultancy staff;
  - (d) Contracts for the acquisition, development, production or co-production of material intended for broadcast (by any means) to the general public or a contract for the broadcast (by any means) to the general public of materials (including, for example, a programme or advertisement) supplied by the supplier;
  - (e) Contracts with the main purpose of facilitating the provision to the general public of an electronic communications service (as defined under section 32 of the Communications Act 2003);
  - (f) Contracts for the lending of money in any currency;
  - (g) contracts for the provision or the carrying out of an investment service or activity, or of an ancillary service, in relation to a financial instrument by an investment firm or a qualifying credit institution;
  - (h) Contracts for the acquisition by whatever means, of land, buildings or any other Complete Work, or an interest in or right over any of them, or which concerns an interest or right over any of them.



## 9. Contracts under £50,000

### 9.1 Where the estimated value is:

- (a) Less than £1,000 the PO must ensure that the purchase represents value for money and have one written quote based on a defined scope with at least one check price.
- (b) More than £1,001 but less than £25,000 the PO must seek three written quotations based on a specification, the receipt of which shall be documented;
- (c) More than £25,001 but less than £50,000 the PO shall seek at least three tenders based on an output-based specification, the receipt of which shall be documented. If the contract is advertised, then the PO ensures that a Below Threshold Tender Notice is published prior to its advertisement on the UK Central Digital Platform unless the contractor will be selected from a closed group of suppliers or Approved Framework. Following an award of any such Below Threshold contract the PO will publish a Contract Details Notice;

### 9.2 The PO shall be satisfied that the quotation accepted represents value for money.

### 9.3 In the event that the requisite number of quotations cannot be obtained or it is not feasible or practicable to do so then the PO will seek approval from the Chief Executive Officer to dispense with the requirement to obtain a number of quotations in the form of a Procurement Note clearly setting out the reasons and justification.

### 9.4 In all cases the PO shall record

- (a) contractors approached,
- (b) their responses (including willingness to quote),
- (c) details of any quotations provided
- (d) the subject matter of the quotation
- (e) the name of the contractor
- (f) the date and time of the quote
- (g) the price offered and other relevant trading terms
- (h) reasons for non-return of the requisite number of quotations, if appropriate
- (i) the name of the RP processing the quotation
- (j) the contractor offering the most favourable quotation and the reasons why that quotation was accepted.

## 10. Contracts above £50,000

### 10.1 Where the estimated value is:

- (a) £50,000 or over but less than the UK Threshold, at least four tenders shall be invited using the Open Procedure or through the use of an Approved Framework.
- (b) if at the UK Threshold or more, at least five tenders shall be invited or the use of an alternative procedure in accordance with the Procurement Act 2023.

10.2 All contracts over £50,000 need public advertisement unless they are below threshold and are to be procured without public advertisement through an Approved Framework. In the case of contracts under the UK procurement threshold, notices shall be placed on the Central Digital Platform using electronic means coordinated by the PO. The notice may also be published or signposted as appropriate in newspapers circulating in the locality and appropriate trade journals, or brought to the attention of individual suppliers, only after publication on the Central Digital Platform.

## 11. Tendering above UK limits

11.1 All contracts with a value in excess of the UK Threshold (works, goods and services) shall be let in accordance with a procurement method which is acceptable within UK Procurement Legislation. An existing contract which has terminated cannot be extended where the effect of such extension would be to take its value above the threshold at which UK Procurement Procedures apply.

11.2 Consideration shall be given to breaking down a contract into lots in any tender for a contract with a value in excess of UK Threshold, and shall be let broken down into lots unless there is a justification for not doing so. Where a contract is not let in lots the Tender notice shall include the reasons for not so doing.

11.3 Acceptable methods of procurement are:

- (a) the Open Procedure, or
- (b) the Competitive Flexible Procedure, or
- (c) use of Approved Frameworks.

11.4 Legal advice should be taken from the Legal Advisor in relation to the advertisement and letting of a Service Concession, being a contract of the same type as a public service contract except for the fact that the consideration for the provision of services consists either solely in the right to exploit the service or in this right together with payment.

11.5 The Procurement Act 2023 contains mandatory time limits for the various stages of the contracting process which RPs must comply with.

11.6 In the case of contracts which require tendering in accordance with the Procurement Act 2023, the Board is required to place a Preliminary Market

Engagement Notice (where appropriate), followed by a Tender Notice in and publish the tender through Central Digital Platform and the timescale for expressions of interest in response to such notices is prescribed.

11.7 Advertisement is subject to the following constraints:

- (a) Legal advice must be sought from the Legal Advisor upon the applicable timescales;
- (b) Unrestricted full direct access, free of charge to all procurement documents must be provided from the date of publication of the Tender notice;
- (c) the accelerated procedure may only be used with the consent of the Chief Executive Officer and Clerk to the Board.

## 12. Tender Invitation

- 12.1 The invitation to tender or submit a quotation must include an output-based specification and where appropriate an Activity Schedule/ bill of quantities or schedule of rates.
- 12.2 The invitation to tender or submit a quotation must state that the Board is not bound to accept any quote or tender.
- 12.3 All contractors invited to tender or quote must be issued with the same information at the same time and subject to the same conditions. Any supplementary information must be given on the same basis.
- 12.4 The invitation to tender must specify the evaluation criteria and forbid submission of a tender by fax.
- 12.5 Where any prior advertisement has not defined the Award Criteria, invitations to tender must state the Award Criteria in objective terms and if possible in descending order of importance.
- 12.6 The invitation to tender must include a form of tender and instructions to tenderers.
- 12.7 The invitation to tender must include Contract terms and conditions which have the approval of the Legal Advisor.

## 13. Submission, Receipt and Opening of Tenders

13.1 The period for a contractor's response.

- (a) Where contractors are invited to respond they must be given an adequate period in which to prepare and submit a proper quote or tender, consistent with the urgency of the contract requirement. Normally at least four weeks should be allowed for submission of a tender

- (b) The Procurement Act 2023 lays down specific procurement processes and related time periods which, where the value of the Contract will exceed UK Thresholds, must be followed.
- (c) All tenders should be administered through the Board's electronic tendering system. All tender submissions should be made electronically through the electronic system unless, for technical reasons, hard copies are required. In that case, hard copies should be returned to a location specified by the Chief Executive Officer, who is responsible for their safekeeping. PO's will ensure that all tenders are opened at the same time and in accordance with the appropriate procedure, when the period of submission has ended and will record receipt of the tenders.
- (d) If there appears to be an error in a bid or supporting information, the contractor must be invited to clarify the supporting information and/or confirm or withdraw the bid.
- (e) All communications must be in writing and logged on the Contract File.

## 14. Clarification Procedures and Post-Tender Negotiation

- 14.1 Providing clarification(s) of an Invitation to Tender to potential or actual Contractors or seeking clarification of a Tender whether in writing or by way of a meeting is permitted.
- 14.2 Post-tender negotiation means negotiations with any tenderer after submission of a Tender and before the award of the contract with a view to obtaining an adjustment in price, delivery or content. It must not be conducted following an Open Procedure where this might distort competition particularly with regard to price.
- 14.3 Where post tender negotiation results in a fundamental change to the specification (or contract terms) the contract must not be awarded but retendered.
- 14.4 Procedure
  - (a) The Chief Executive Officer and/or Clerk (as appropriate to the value of the Tender) must be informed:
    - (i) wherever it is proposed to enter into post-tender negotiation, and
    - (ii) about whether negotiation is to be with all Contractors.
  - (b) Negotiations must be conducted by a team of at least two officers, who must be approved by the Chief Executive Officer and/or Clerk (as appropriate to the value of the Tender) and who should maintain records of the negotiations held and their outcome.

## 15. Preliminary Market Engagement

- 15.1 As part of the early procurement process a Preliminary Market Engagement may be undertaken to engage with specialists and suppliers to help the Board and/or PO establish the scope.
- 15.2 This is to provide detail of the latest technology, innovation, working practices, etc that will offer the Board a more economical and sustainable product or service. It will also serve to provide a more robust budget for products, works or services.
- 15.3 Any soft market testing will be carried out in an open and transparent manner.
- (a) The proposed supplier will be recommended by the PO in the form of a business case to explain the reasons and benefits and will be approved by the Chief Executive Officer and Clerk after signing off by the Head of Department.
  - (b) It will be made clear to any supplier approached, that the purpose of the exercise is to gain knowledge of the latest available product or service and that the information may be used by the Board as part of a future procurement process.
  - (c) The supplier will not be prevented from taking part in any future procurement process and any information used will be clearly identified to all tenderers.
- 15.4 The results of the Preliminary Market Engagement will be recorded and held on the relevant project file.

## 16. Contract Management

- 16.1 The PO and staff are responsible for ensuring that the management of any contract under the scope of the Procurement Act 2023 remains compliant with the CPRs and the Procurement Act 2023.
- 16.2 A minimum of 3 Key Performance Indicators are required to be produced for all contracts with an estimated value of more than £5m and the PO must, at least once every 12 months assess and publish details of supplier performance against the set KPIs to the Central Digital Platform, using a Contract Performance Notice. The KPIs should be those that are relevant or important to the delivery, performance or success of the respective contract.

16.3 To enable consistency and ensure that data is comparable across public contracts, the Central Digital Platform will require KPI data to be published using the same standardised rating system:

- Good
- Approaching target
- Requires improvement
- Performance is below the key performance indicators
- Inadequate:
- Performance is significantly below the key performance indicators.
- Other

16.4 The PO will retain and compile information regarding the 30 days payment compliance for payments made under each contract awarded by the Board. The PO will ensure that the Payment Compliance Notice is published every six months in line with the Procurement Act 2023.

16.5 The PO will retain and publish on a quarterly basis information regarding any significant payment in excess of £30,000 made by the Board under a contract awarded in accordance with the Procurement Act 2023.

16.6 The PO will be responsible for the publication on the Central Digital Platform of any Contract Change Notices required by the Procurement Act 2023 including, of copies of the contract if the contract value before or prior the change is over £5 million.

16.7 If a contract is terminated for whatever reason, the PO will be responsible to ensure that within 30 days of terminating a contract, the Contract Termination Notice is published on the Central Digital Platform.

## STANDING ORDERS

### Part C4 - Financial Procedural Rules

#### 1. General

- 1.1 The Chief Executive Officer and the Treasurer are together responsible for ensuring that these Financial Regulations are observed throughout the Humber Bridge Board.
- 1.2 The Treasurer is responsible for providing assurance to the Board on the proper financial administration of the Board's services and affairs and shall act as financial advisor to the Board.
- 1.3 The Chief Executive Officer is responsible for providing the Treasurer with all necessary information and access to all documents and records under his/her control as the Treasurer requires to enable him/her to fulfil his/her obligations under these Regulations.
- 1.4 Every report which concerns a matter with new or continuing financial implications must identify those implications in consultation with the Treasurer.

#### 2. Revenue Requirements

- 2.1 In consultation with the Treasurer, the Chief Executive Officer shall prepare detailed estimates to enable the Board to set a revenue budget for the ensuing financial year. The revenue budget must identify separately any items which need specific approval from the Board before any financial commitment is made.
- 2.2 In consultation with the Treasurer the Chief Executive Officer must submit to the Board by February of each year a revenue budget for the ensuing financial year, together with a report of the financial implications of the budget for the Board. This report must also contain the probable outturn for the current financial year.
- 2.3 The Chief Executive Officer is responsible for budgetary control within the Board, subject to advice and support upon the budgetary control process by the Treasurer. If spending on any item is likely to be greater than the approved budget for it, or that income will be less than the amount shown in the budget, the Chief Executive Officer must inform the Board unless a transfer of budget provision has been approved by the Treasurer.

- 2.4 Except in cases of extreme urgency (when approval shall be sought at the earliest opportunity and the reason for urgency stated), the approval of the Board shall be obtained before incurring expenditure, or accepting a reduction of income, which is not taken into account in the current revenue budget.
- 2.5 Transfers between detailed revenue budgets must not be made unless they:-
- (i) accord with Board policy and Standing Orders;
  - (ii) do not increase budgeted net expenditure;
  - (iii) do not exceed £50,000, without specific Board approval;
  - (iv) do not exceed £10,000, without the approval of the Treasurer who will submit a report to the Board each half year.
- 2.6 Any proposals for changing tolls or vehicle classifications, including introducing or discontinuing them, must receive the approval of the Board. Proposals for introducing or amending any other fees, charges etc. shall also require the approval of the Board.

### 3. Capital Requirements

- 3.1 The Board's definition of a capital project is any separate item of expenditure which is not of a routine nature and will produce an asset or benefit which will last for more than one financial year.
- 3.2 It is the Chief Executive Officer's responsibility, in consultation with the Treasurer, to submit full details of all proposed capital schemes to the Board for approval.
- 3.3 The Chief Executive Officer is responsible for informing the Board immediately where the project cost is considered likely to differ substantially from the approved budget.

### 4. Systems of Accounting Control and Form of Accounts

- 4.1 The Chief Executive Officer is responsible for ensuring that all accounting systems and records within the Board comply with the law, existing regulations and good practice.



- 4.2 The systems of accounting control and the form of accounts and supporting records of the Board shall be determined informed by the advice of the Treasurer, and shall be subject to the Treasurer's overall supervision, and the Chief Executive Officer shall ensure that those systems are observed and that those accounts and supporting records for which he is responsible are kept up to date.
- 4.3 Where financial systems are involved or affected, all proposals for the selection of appropriate information technology equipment, and the development of appropriate systems that impact upon the management of the Board's finances must be developed in consultation with the Treasurer.

## 5. Orders for Work, Goods and Services

- 5.1 The Chief Executive Officer is responsible for all orders issued on behalf of the Board. All orders must be made in writing on a Board requisition form and must be signed by the Officer raising the requisition as the PO who has carried out the procurement. The requisition has to be counter signed by the Line Manager/Deputy Chief Executive Officer/Chief Executive Officer as appropriate and subject to delegated financial authorisation. The requisition must state clearly and fully what is required. This should include the type and amount of work or goods required, the prices and terms and conditions. Orders are entered onto the accounting system by the finance staff and electronically authorised by the relevant authorised staff.
- 5.2 Orders shall not be issued for goods or services unless the cost is included in a current budget or has the specific approval of the Board.
- 5.3 Where it is necessary to place orders for goods or services in advance of the approval of the budget for the year in which the expenditure will be incurred, the approval of the Board must be obtained before the order is placed if the amount is in excess of £50,000.

## 6. Payment of Invoices and Accounts

- 6.1 The Chief Executive Officer or other duly authorised person shall be responsible for the examination, verification, allocation, certification and payment of the invoices or accounts relevant to the issue of orders from the Board, in such manner as may be approved by the Treasurer from time to time.
- 6.2 The certification for payment shall be by the Chief Executive Officer or by an officer authorised by him/her to do so.

- 6.3 Any charge payable by the Board which relates to subsequent financial years shall be identified in the accounts as being a payment in advance.
- 6.4 The Chief Executive Officer shall, as soon as practicable after 31<sup>st</sup> March in each year record any charges outstanding against the Board for the previous financial year, and, when such charges are subsequently certified for payment, shall identify them accordingly.

## 7. Contract Payments

- 7.1 The Chief Executive Officer or other duly authorised person must inform the Finance Team of all contracts, which are likely to involve the payment of money on behalf of the Board whether formal or not, as soon as they are agreed.
- 7.2 Payments on account of contracts or accepted estimates shall be authorised on certificates, signed by the Chief Executive Officer or other duly authorised person, showing (a) the total amount of the contract or accepted estimate; (b) the value of work executed or goods supplied to date; (c) the retention; (d) the amount paid to date, and (e) the amount of the instalment being certified for payment.
- 7.3 Any variation to a contract shall be authorised in writing by the Chief Executive Officer or other duly authorised person in consultation with the Legal Advisor.
- 7.4 Unless it is a condition of the contract, a final certificate must not be issued until the Chief Executive Officer has had the opportunity of examining the final account and agreed the amount to be paid. The Chief Executive Officer or duly authorised person should make available to the Treasurer a detailed statement of account together with such information as the Treasurer may require relating to the contract upon request.

## 8. Imprest Accounts

- 8.1 The Chief Executive Officer will agree rules and advance cash for operating a petty cash system for payment of minor expenses.
- 8.2 The Chief Executive Officer will agree rules for the withdrawal or pay-in of monies from/to toll receipts for the purpose of officer floats.

## 9. Banking Arrangements

- 9.1 The Chief Executive Officer is responsible for all banking arrangements and the issue of cheques and other forms of payment for the Board. The Chief Executive Officer shall operate such banking accounts as the Treasurer may deem necessary who may supply guidance on the way the accounts are operated.
- 9.2 Cheques and related documents drawn on behalf of the Board shall be signed by the authorised persons. Signatories to the bank accounts must be approved by the Chief Executive Officer.

## 10. Treasury Management

- 10.1 The Treasurer shall report to the Board each year the proposed Treasury Management Strategy for the ensuing financial year and on the performance at the end of each financial year.

## 11. Collection and Banking of Income

- 11.1 The arrangements for the collection of all money due to the Board shall be the responsibility of the Chief Executive Officer in consultation with the Treasurer.
- 11.2 All money collected must be banked direct to the Board's account as soon as possible after its receipt. The Treasurer will specify the arrangements for doing this and the records which must be kept.
- 11.3 The Chief Executive Officer shall send out accounts in respect of charges for work done, goods supplied or services rendered to without any delay.
- 11.4 All receipts and other documents acknowledging the receipt of money on behalf of the Board shall be retained in accordance with the requirement of the appropriate Financial Regulations and Standards as directed by the Treasurer.
- 11.5 Amounts due to the Board can only be written off with the prior approval of the Treasurer in consultation with the Chief Executive Officer, except for amounts in excess of £10,000 where the approval of the Board is required.

## 12. Stores and Inventories

- 12.1 The Chief Executive Officer or other duly authorised person must ensure that stores held are not in excess of reasonable requirements and that records are maintained in an approved format.
- 12.2 The Chief Executive Officer must keep an up to date inventory of property owned by the Board which is valued at more than £1000 per item. The inventory must include an adequate description of each item included in it. Items held in stores must not be included on an inventory.
- 12.3 The Treasurer shall be authorised to check stores and inventories and be supplied with related information as may be required for the financial records of the Board.
- 12.4 Requests to write-off deficiencies in stores or inventories, or to bring stores surpluses into charge, shall be submitted annually for the approval of the Treasurer, who shall report to the Board in due course.
- 12.5 In conjunction with the Treasurer, the Chief Executive Officer must keep an up-to-date Asset Register of the Board's fixed assets for Annual Accounts or Budget purposes.

## 13. Pay and Pensions

- 13.1 The Chief Executive Officer will maintain up-to-date records relating to the employment of staff in the format required by the Treasurer.
- 13.2 The arrangements for all payments arising from employment to current employees or former employees shall be made under the supervision of the Chief Executive Officer.

## 14. Insurances

- 14.1 The Treasurer must be provided with any information he/she reasonably requires in order to provide advice upon the insurance and indemnity needs of the Board to the Chief Executive Officer and the Board directors.

- 14.2 The Treasurer must be notified in writing of any new items or risks to be insured, and of any circumstances affecting insurable risks to the Board, and he shall be provided with such information as he may require.
- 14.3 The Chief Executive Officer or other duly authorised person shall immediately report in writing to the Treasurer and the Clerk, any loss, damage, death, injury or event, by which a significant legal liability may be attached to the Board.
- 14.4 The Chief Executive Officer shall be authorised to obtain the insurance cover he/she considers necessary to protect the interests of the Board and is authorised to negotiate and settle insured claims accordingly.
- 14.5 Any correspondence received on insurance matters must be sent to the Chief Executive Officer as soon as possible.

## 15. Published Accounts

- 15.1 The Treasurer shall prepare and certify each year the annual accounts of the Board in accordance with current statutory requirements and regulations. The Chief Executive Officer is required to provide the Treasurer with all information he requires to produce a timely and accurate Statement of Accounts.

## 16. Internal Audit

- 16.1 The Chief Executive Officer in consultation with the Treasurer is responsible for commissioning an annual internal audit opinion and assurance framework from an Audit Executive who holds a relevant professional qualification (CMIIA, CCAB or equivalent) upon all matters affecting the resources available to the Board which meets the Public Sector Internal Audit Standards<sup>18</sup> as updated from time to time.
- 16.2 The commissioned Audit Executive has a right of access at all reasonable times to send representatives to visit, the establishments and properties of the Board for access to such documents and records of the Board as appear to be necessary for the purpose of the audit and shall also be entitled to require from any officer of the Board such information and explanations as he/she thinks necessary for the purpose.

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<sup>18</sup> Public sector internal audit standards PSIAS | CIPFA

- 16.3 The commissioned Audit Executive shall advise on the overall adequacy and effectiveness of the Board's framework of governance, risk management and control and report to the Board annually upon the results of the Audit quality and assurance programme and progress against any improvement plans and contribute to the Board's Annual Governance Statement.
- 16.4 The Chief Executive Officer shall notify the Treasurer immediately of any circumstances which the commissioned Auditor identifies which may suggest the probability of irregularity affecting cash, stores or other property of or in the custody of the Chief Executive Officer and shall agree with the Treasurer on the action to be taken.

## 17. External Audit

- 17.1 Subject to the limitations that (i) any statement made within any inspection undertaken by the External Auditor may not be used in evidence against a person who provides information to the Auditor and (ii) that the rights of access of the External Auditor do not provide authority to compel a person to disclose information in respect of which a claim to legal professional privilege could be maintained in legal proceedings, the External Auditor reporting to the Board shall be permitted rights of access to documentation and information commensurate with those set out within s22 of the Local Audit and Accountability Act 2014, in particular, the External Auditor has a right:
- 17.1.1 Of access at all reasonable times to inspect, copy or take away any document (an 'Audit Document') that the auditor thinks is necessary for the purposes of the auditor's functions to fulfil the professional role of the Board's External Auditor;
  - 17.1.2 To require that an Audit Document in electronic form is produced in a form that is legible and can be taken away and to inspect and check the operation of any computer and associated apparatus or material which has been used in connection with the Audit Document;
  - 17.1.3 To meet and require a person accountable for an Audit Document to provide such information or explanation as the auditor thinks is necessary to enable him/her to fulfil the role of External Auditor and to require the reasonable assistance of such person in accessing electronic documentation required in the fulfilment of the professional duties of External Auditor.

## 18. Provision of Goods and services to Other Bodies

- 18.1 Unless the agreement for the supply of services specifies otherwise or the Treasurer considers them inappropriate and confirms this in writing, these regulations apply to the provision of all goods and services to bodies external to the Board.

## 19. Ex-Gratia Payments

- 19.1 The Chief Executive Officer may approve ex-gratia payments up to £5,000; all amounts in excess will require Board approval.

## 20. Suspension of Financial Regulations

- 20.1 These Regulations shall only be suspended on the resolution of the Board

## STANDING ORDERS

### Part D - Conduct

#### 1. Code of Conduct and Interests of Directors

- 1.1 Directors shall comply with the Code of Conduct as contained in Part D2 to these Standing Orders.

#### 2. Smoking and Alcohol at Meetings

- 2.1 Smoking and alcohol are banned at all meetings of the Board. This ban may be lifted for specific meetings as may be determined by the Board subject to ensuring with compliance with the Smoke-free (Premises and Enforcement) Regulations 2006.

#### 3. Individual Directors

- 3.1 Unless specifically authorised to do so by the Board, a director of the Board shall not issue any order respecting any works which are to be or are being carried out by or on behalf of the Board or claim by virtue of his directorship of the Board any right to inspect or to enter upon any lands or premises which the Board has the power or duty to inspect or enter.
- 3.2 Unless specifically authorised to do so by the Board, a director of the Board shall not make any statement to the media or on any form of social media on the world wide web on behalf of the Board.
- 3.3 If any officer receives a request for information from any director of the Board which, in the opinion of the appropriate officer, entails intensive search or an undue expenditure of time or abortive costs, or the request relates to a matter concerning a prejudicial interest, the Chair of the Board shall be consulted as to whether the information is to be given. The Chair will then decide whether to release the information to the director concerned and will provide his/her reason in writing.



## Part D1 - Staff Conduct

### 4. Record of Interest of Officers in Contracts

- 4.1 Section 117 of the Local Government Act 1972 shall apply and the Chief Executive Officer and Clerk shall record, in a book to be kept for the purpose, particulars of any notice given by an officer of the Board under that section of a pecuniary interest in a contract and the book shall be opened during office hours for the inspection of any director of the Board.

### 5. Canvassing of and Recommendations by Directors

- 5.1 Canvassing of directors of the Board directly or indirectly for any appointment under the Board shall disqualify the candidate concerned for that appointment.
- The purpose of this paragraph shall be brought to the attention of applicants.
- 5.2 A director of the Board shall not solicit for any person any appointment under the Board, but this shall not preclude a director from giving a written testimonial of a candidate's ability, experience or character for submission to the Board with an application for appointment.

### 6. Relatives of Directors or Officers

- 6.1 A candidate for any appointment under the Board who knows that he is related to any director or senior officer of the Board shall when making application disclose that relationship.

A candidate who fails to disclose such a relationship shall be disqualified for the appointment and if appointed shall be liable to dismissal without notice.

Every director or senior officer of the Board shall disclose to the Chief Executive Officer and Clerk any relationship known to him to exist between himself and any person who he knows is a candidate for an appointment under the Board. The Chief Executive Officer and Clerk shall report to the Board such disclosures made.

- 6.2 The purport of this Standing Order shall be drawn to the attention of applicants.

## 7. Officers Giving Evidence etc

- 7.1 No officer of the Board shall other than in the normal course of his duties, assist or take part in any action, trial, litigation, dispute, inquiry, prosecution or Parliamentary or other proceedings in which the Board is directly or indirectly concerned, or disclose any information obtained in his official capacity without the sanction of the Chief Executive Officer after consultation with the Clerk and Legal Advisor unless any officer receives a witness summons in connection with any such proceedings, whereupon he shall notify the Clerk immediately.

## 8. Leave

- 8.1 Officers other than the Chief Executive Officer shall take their period of leave at such times as the Chief Executive Officer considers most convenient. All leave will be subject to the Chief Executive Officer's consideration of the exigencies of the service.
- 8.2 The Chief Executive Officer shall take his/her period of leave at such times as the Chair considers most convenient. All leave will be subject to the Chair's consideration of the exigencies of the service.

## Part D2 - Director Code of Conduct

### GENERAL PROVISIONS

#### 1. Introduction and interpretation

- 1.1 This Code applies to **you** as a director of the Humber Bridge Board (the Board).
- 1.2 You should read this Code together with the general principles prescribed by the Secretary of State and attached as Appendix A.
- 1.3 It is your responsibility to comply with the provisions of this Code.
- 1.4 In this Code:

'close associate'	means a person that you are in either regular or irregular contact with over a period of time who is more than an acquaintance. It is someone a reasonable member of the public might think you would be prepared to favour or disadvantage when discussing a matter that affects them. It may be a relative, a friend, a colleague, a business associate or someone whom you know through general social contacts.
'meeting'	means any meeting of the Board.
'director'	includes a Local Authority director, a nominated director and any nominated deputy director.

#### 2. Scope

- 2.1 Subject to paragraphs 2.2 to 2.5, you must comply with this Code whenever you:
  - 2.1.1 conduct the business of the Board (which, in this Code, includes the business of the office to which you are elected or appointed); or
  - 2.1.2 act, claim to act or give the impression you are acting as a representative of the Board,and references to your official capacity are construed accordingly.
- 2.2 Subject to paragraphs 2.3 and 2.4, this Code does not have effect in relation to your conduct other than where it is in your official capacity.
- 2.3 In addition to having effect in relation to conduct in your official capacity, paragraphs 3.2.2, 3.4 and 3.5.1 also have effect, at any other time, where that conduct constitutes a criminal offence for which you have been convicted.

- 2.4 Conduct to which this Code applies (whether that is conduct in your official capacity or conduct mentioned in paragraph 2.3) includes a criminal offence for which you are convicted (including an offence you committed before the date you took office, but for which you are convicted after that date).
- 2.5 Where you act as a representative of the Board on any other body, you must, comply with the Board's code of conduct, except and insofar as it conflicts with any other lawful obligations to which that other body may be subject.

### 3. General obligations

- 3.1 You must treat others with respect.
- 3.2 You must not:
  - 3.2.1 do anything which may cause your authority to breach any of the equality enactments (as defined in section 33 of the Equality Act 2006);
  - 3.2.2 bully any person;
  - 3.2.3 intimidate or attempt to intimidate any person who is or is likely to be:
    - 3.2.3.1 a complainant;
    - 3.2.3.2 a witness; or
    - 3.2.3.3 involved in the administration of any investigation or proceedings,in relation to an allegation that a director (including yourself) has failed to comply with his or her authority's code of conduct; or
  - 3.2.4 do anything which compromises or is likely to compromise the impartiality of those who work for, or on behalf of, your authority.
- 3.3 You must not:
  - 3.3.1 disclose information given to you in confidence by anyone, or information acquired by you which you believe, or ought reasonably to be aware, is of a confidential nature, except where:
    - 3.3.1.1 you have the consent of a person authorised to give it;
    - 3.3.1.2 you are required by law to do so;

- 3.3.1.3 the disclosure is made to a third party for the purpose of obtaining professional advice provided that the third party agrees not to disclose the information to any other person; or
  - 3.3.1.4 the disclosure is:
    - 3.3.1.4.1 reasonable and in the public interest; and
    - 3.3.1.4.2 made in good faith and in compliance with the reasonable requirements of the authority; or
  - 3.3.2 prevent another person from gaining access to information to which that person is entitled by law.
- 3.4 You must not conduct yourself in a manner which could reasonably be regarded as bringing your office or the Board into disrepute.
- 3.5 You:
  - 3.5.1 must not use or attempt to use your position as a director improperly to confer on or secure for yourself or any other person, an advantage or disadvantage; and
  - 3.5.2 must, when using or authorising the use by others of the resources of the Board:
    - 3.5.2.1 act in accordance with the Board's reasonable requirements;
    - 3.5.2.2 ensure that such resources are not used improperly for political purposes (including party political purposes); and
  - 3.5.3 must have regard to any applicable Local Authority Code of Publicity made under the Local Government Act 1986.
- 3.6 When reaching decisions on any matter you must have regard to any relevant advice provided to you by the Boards:
  - 3.6.1 Chief Executive Officer
  - 3.6.2 Deputy Chief Executive Officer
  - 3.6.3 Clerk
  - 3.6.4 Treasurer; or
  - 3.6.5 Legal Advisor,where that officer is acting pursuant to his or her statutory duties.
- 3.7 You must give reasons for all decisions in accordance with any statutory requirements and any reasonable additional requirements imposed by the Board.

- 3.8 You must respect and follow any arrangements made by the legal advisor of the Board following determination of an allegation for mediation or conciliation or such appropriate alternative steps agreed by the independent person to facilitate resolution of the complaint.

## INTERESTS

### 4. Personal interests

- 4.1 You have a personal interest in any business of the Board where either:
- 4.1.1 it relates to or is likely to affect:
    - 4.1.1.1 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;
    - 4.1.1.2 any body:
      - 4.1.1.2.1 exercising functions of a public nature;
      - 4.1.1.2.2 directed to charitable purposes; or
      - 4.1.1.2.3 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;
  - 4.1.1.3 the interests of any person from whom you have received gifts or hospitality with an estimated value of at least £50 within a Fiscal Year;
  - 4.1.1.4 the interests of a close associate.

### 5. Disclosure of Personal Interests

- 5.1 Subject to paragraphs 5.2 to 5.6, where you have a personal interest in any business of the Board and you attend a meeting of the Board at which the business is considered, you must disclose to that meeting the existence and nature of that interest at the commencement of that consideration, or when the interest becomes apparent.

- 5.2 Where you have a personal interest in any business of the Board, in addition to disclosing that interest you must not Chair or seek improperly to influence a decision of the Board about that business, save where such interest falls within paragraph 5.3.
- 5.3 Where you have a personal interest in any business of the Board of the type mentioned in paragraph 4.1.1.3, you need not disclose the nature or existence of that interest to the meeting if the interest was registered more than three years before the date of the meeting.
- 5.4 Paragraph 5.1 only applies where you are aware or ought reasonably to be aware of the existence of the personal interest.
- 5.5 Where you have a personal interest but, by virtue of paragraph 9.1, sensitive information relating to it is not registered in the Board's register of members' interests, you must indicate to the meeting that you have a personal interest, but need not disclose the nature of the interest to the meeting.
- 5.6 Where you have a personal interest in any business of the Board and you have made a decision in relation to that business, you must ensure that any written statement of that decision records the existence and nature of that interest.

## 6. Discloseable Pecuniary interests

- 6.1 You have a discloseable pecuniary interest in any business of your authority where You or:
  - 6.1.1 Your spouse or civil partner
  - 6.1.2 A person with whom you are living as husband and wife, or
  - 6.1.3 A person with whom you are living as if he or she were civil partnershas an interest of which you are aware or ought reasonably to be aware, and the interest falls within a category of interest identified as a Discloseable Pecuniary Interest specified in regulations made by the Secretary of State from time to time pursuant to s30 of the Localism Act 2011. The current Regulations are appended to this Code at Appendix B.

## 7. Effect of Discloseable Pecuniary Interests on Participation

7.1 Where you have a discloseable pecuniary interest in any business of the Board:

- 7.1.1 you must withdraw from the room or chamber where a meeting considering the business is being held immediately the agenda item is reached unless you have obtained a dispensation from the Board's legal advisor;
- 7.1.2 you must not exercise executive functions in relation to that business; and
- 7.1.3 you must not seek improperly to influence a decision about that business.

## REGISTRATION OF MEMBERS' INTERESTS

### 8. Registration of Directors' Interests

8.1 Subject to paragraph 9, you must, within 28 days of:

8.1.1 this Code being adopted by or applied to the Board; or

8.1.2 your election or appointment to office (where that is later),

register in the Board's register of members' interest (maintained under section 81(1) of the Local Government Act 2000) details of your personal and discloseable pecuniary interests where they fall within a category mentioned in paragraph 4.1.1.1 to 4.1.1.3, by providing written notification to the Board's legal advisor.

8.2 Subject to paragraph 9, you must, within 28 days of becoming aware of any new personal interest or change to any personal or discloseable pecuniary interest registered under paragraph 8.1, register details of that new interest or change by providing written notification to the Board's legal advisor.

### 9. Sensitive interests

9.1 Where you consider that the information relating to any of your personal interests is sensitive information, and the Board's legal advisor agrees, you need not include that information in the authority's register that is made available for inspection.



- 9.2 You must, within 28 days of becoming aware of any change of circumstances which means that information excluded under paragraph 9.1 is no longer sensitive, notify the Board's legal advisor asking that the interest be included in the Board's register of members' interests.

In this Code, a "sensitive interest" means an interest the disclosure of which you and the Board's legal advisor consider could lead to you, or a person connected with you, being subject to violence or intimidation"

## Appendix A - General Principles of Conduct

### Selflessness

1. Directors should serve only the public interest and should never improperly confer an advantage or disadvantage on any person.

### Honesty and Integrity

2. Directors should not place themselves in situations where their honesty and integrity may be questioned, should not behave improperly and should on all occasions avoid the appearance of such behaviour.

### Objectivity

3. Directors should serve only the public interest and should never improperly confer an advantage or disadvantage on any person.

### Accountability

4. Directors should be accountable to the public for their actions and the manner in which they carry out their responsibilities and should co-operate fully and honestly with any scrutiny appropriate to their particular office.

### Openness

5. Directors should be as open as possible about their actions and those of their authority and should be prepared to give reasons for those actions.

### Respect for Others

6. Directors should promote equality by not discriminating unlawfully against any person, and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability. They should respect the impartiality and integrity of the authority's statutory officers, and its other employees.

### Leadership

7. Directors should promote and support these principles by leadership, and by example, and should act in a way that secures or preserves public confidence.

## Appendix B - Definitions

SCHEDULE		Regulation 2
<i>Subject</i>	<i>Prescribed description</i>	
Employment, office, trade, profession or vacation	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 relevant authority) made or provided within the relevant period in respect of any expenses incurred by M in carrying out duties as a member, or towards the election expenses of M.</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<sup>(19)</sup>.</p>	
Contracts	Any contract which is made between the relevant person (or a body in which the relevant person has a beneficial interest) and the relevant authority— (a) under which goods or services are to be provided or works are to be executed; and (b) which has not been fully discharged.	
Land	Any beneficial interest in land which is within the area of the relevant authority.	
Licences	Any licence (alone or jointly with others) to occupy land in the area of the relevant authority for a month or longer.	
Corporate tenancies	Any tenancy where (to M's knowledge)— (a) the landlord is the relevant authority; and (b) the tenant is a body in which the relevant person has a beneficial interest.	
Securities	<p>Any beneficial interest in securities of a body where— (a) that body (to M's knowledge) has a place of business or land in the area of the relevant authority; and (b) either—</p> <p>(i) the total nominal value of the securities exceeds £25,000 or one hundredth of the total issued share capital of that body; or</p> <p>(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 the relevant person has a beneficial interest exceeds one hundredth of the total issued share capital of that class.</p>	

<sup>(19)</sup> 1992 c. 52.