



**GOVERNANCE RULES AND PROCEDURES**  
**Approved by the Board 17 February 2020**

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## **1.0 ANNUAL MEETING OF THE HARBOUR BOARD**

### **1.1 Timing and Business**

In every fourth year when an Appointed Day falls the Annual Meeting will take place in the month of May or such other month as determined by the Harbour Board (Littlehampton Harbour and Arun Drainage Outfall Act 1927 S20). In any other year, the Annual Meeting will take place in April or May as decided by the Harbour Board.

### **1.2 The Annual Meeting will:-**

- 1.2.1 elect a person to preside if the Chairman is not present,
- 1.2.3 elect the Chairman on receiving the nominations of other Board Members, pursuant to Article 5 (5.1.1)
- 1.2.4 elect the Vice-Chairman on receiving the nominations of other Board Members, pursuant to Article 5 (5.1.1).
- 1.2.5 approve the Minutes of the last meeting,
- 1.2.6 receive any Declarations of Interest from Members,
- 1.2.7 receive any announcements from the Chairman,
- 1.2.8 make appointments to Committees and outside bodies including the appointment of the Chairman of each Committee,
- 1.2.9 consider any business set out in the notice convening the meeting.

## **2.0 ORDINARY MEETINGS**

2.1 Ordinary meetings of the Harbour Board will take place in accordance with the programme decided by the Harbour Board. Ordinary meetings will:-

- (a) elect a person to preside if the Chairman and Vice-Chairman are not present,
- (b) approve the Minutes of the last meeting,
- (c) receive any Declarations of Interest from Members,
- (d) deal with business not otherwise specified in the Harbour Board summons but which previous notification has been received from the Clerk and which, in the opinion of the Chairman (in consultation with the Harbour Master/Manager and Clerk, is business of such urgency as to require immediate attention by the Harbour Board,
- (e) consider any other business specified in the summons to the meeting.

2.2 The order of business may be varied:

- by the Chairman at his/her discretion, or
- by a resolution passed on a motion which shall be moved, seconded and put without discussion.

## **3.0 ANNUAL GENERAL MEETING OF STAKEHOLDERS**

3.1 An annual general meeting of stakeholders will take place in June or July each year. The agenda will include:

- (a) Presentation of the Annual Report and Accounts
- (b) Consideration of any annual report produced by the Littlehampton Harbour Advisory Body
- (c) Stakeholder questions and answers



#### **4.0 SPECIAL MEETINGS**

4.1 Special meetings of the Harbour Board may be called if any five or more Board Members agree to such a meeting being called. (C.C. Act 1847 S45)

4.2 The following procedures shall then apply for a Special Meeting

- (a) select a person to preside if the Chairman and Vice-Chairman are not present,
- (b) approve the Minutes of the last meeting,
- (c) receive any Declarations of Interest from Members,
- (d) deal with business not otherwise specified in the Harbour Board summons but of which previous notification has been received from the Clerk and which, in the opinion of the Chairman of the Harbour Board (in consultation with the Harbour Master/Manager and Clerk) is business of such urgency as to require immediate attention by the Harbour Board.

#### **5.0 TIME AND PLACE OF MEETINGS**

5.1 Meetings of the Harbour Board shall ordinarily be held at 10.00 a.m. at the Civic Centre, Maltravers Road Littlehampton, or at such other time or place as the Clerk may direct or the Board agree by resolution.

#### **6.0 NOTICE AND SUMMONS OF MEETINGS (C.C. ACT 1847 S.47)**

6.1 The Clerk to the Board will give notice in writing and deliver it, by hand, post or e-mail to the members of the Board and make such notice available to stakeholders of the time and place of each meeting. At least two clear days before a meeting, the Clerk, will send a summons by post or email to every Member of the Harbour Board or leave it at their usual place of residence. The summons will:

- give the date, time and place of the meeting,
- specify the business to be transacted and
- be accompanied by such reports as are available.

#### **7.0 CHAIRMAN OF THE MEETING**

7.1 The person presiding at the meeting may exercise any power or duty of the Chairman.

7.2 Where these rules apply to Committee meetings, references to the Chairman also include the Chairman of a Committee.

#### **8.0 QUORUM (C.C. ACT 1874)**

8.1 The quorum for meetings of the Board is for five Members to be present (CC Act 1847 s39). The quorum of any committee is for three members to be present (CC Act 1847 s50). If the number of Board Members present for a meeting does not constitute a quorum, the meeting



shall not be held. If during a meeting of the Board there ceases to be a quorum, the meeting shall be adjourned to another day or time (C.C. Act 1847 S41).

## **9.0 STAKEHOLDER ACCOUNTABILITY**

- 9.1 The following information will be published on the LHB website and made available for inspection on request:
- a. The non-confidential minutes of each Board and Committee meeting (which will remain on the website for a year)
  - b. Instructions on how to access non-confidential minutes that are over a year old
  - c. Information about the Board including its membership, meetings schedule, constitution and governance procedures
  - d. The Complaints Policy for the LHB
  - e. The Annual Report and Accounts including the name of the LHBs external auditor
- 9.2 The following parties will be notified of the publication of non-confidential Board Papers – the Chairman of the Littlehampton Advisory Body, the legal officer of Arun District Council and the legal officer of West Sussex County Council.
- 9.3 Stakeholders are not permitted to attend meetings of the LHB with the exception of the annual general meeting, to which stakeholders are actively encouraged to attend.
- 9.4 Stakeholders may ask written questions of the Harbour Board by writing to the Clerk via email at [clerk@littlehampton.org.uk](mailto:clerk@littlehampton.org.uk) or at the Littlehampton Harbour Office, Pier Road, Littlehampton, BN17 5LR.

## **10.0 CONFIDENTIALITY**

- 10.1 The following criteria are applied in considering whether material should be dealt with on a confidential basis:
- a. Material relating to a named individual.
  - b. Negotiations with any trade union.
  - c. Information relating to contract negotiations
  - d. Commercially sensitive or strategic information
  - e. Information which may have long term legal implications or contain legal advice, which, if revealed may prejudice the LHB's position
  - f. Any other matter which, by reason of its nature, the LHB is satisfied should be dealt with on a confidential basis.
- 10.2 The Clerk shall review, with the Harbour Master, Treasurer and Chairman of the Board, confidential papers and minutes annually and make recommendations for publication to the LHB.

## **11.0 RULES OF DEBATE**

### **11.1 Motions and Amendments**

A motion or amendment shall not be debated unless:

- (i) it has been proposed and seconded (although before it has been seconded the proposer may explain to the Harbour Board the purpose of the motion) and
- (ii) If required by the Chairman it has been put into writing.

### **11.2 Secunder's Speech**

A Member, when seconding a motion or amendment, may do so at the start of the debate upon it or may reserve a right to speak immediately before the persons referred to in Rule 11.9

### **11.3 Only One Member to Speak at a Time**

A Member, when speaking, shall address the Chairman. If two or more Members wish to speak the Chairman shall call on one to speak. The other or others shall await the Chairman calling them. While a Member is speaking the other Members shall not speak unless raising Point of Order or in personal explanation.

### **11.4 Contents and Length of Speeches**

A Member shall direct his/her speech to the question under discussion or to a personal explanation or to a Point of Order.

### **11.5 Amendments to Motions**

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

- to refer a subject to debate to a later Board meeting or Committee for consideration or re-consideration,
- to leave out words,
- to leave out words and insert or add words and
- to insert or add words
- but such omission, insertion or addition of words shall not have the effect of negating the motion before the Harbour Board.

11.5.2 Amendments shall be discussed and voted on in the order in which they are moved and a prior amendment must be disposed of before a subsequent amendment is considered. The Chairman may not permit two or more amendments to be received at the same time.

11.5.3 If an amendment be lost, other amendments may be moved on the original motion. If an amendment be carried, the motion as amended shall take the place of the original motion and shall become the motion upon which any further amendment may be moved.

11.5.4 Any amendment moved and seconded at a Harbour Board meeting which involves a variation in approved expenditure and of which no notice has been given and on which no financial report is available shall, at the discretion of the Chairman, after consultation with the Harbour Master/Manager, Clerk and Treasurer stand referred to a later Harbour Board meeting for consideration.

### **11.6 Alteration of a Motion**

11.6.1 A Member may with the consent of the Harbour Board signified without discussion:

- alter a motion of which he has given notice or
- with the further consent of his/her seconder alter a motion which he has moved.

11.6.2 Only alterations which could be made as an amendment may be made.

### 11.7 **Withdrawal of Motion**

11.7.1 A Motion or amendment may be withdrawn by the mover with the consent of the Chairman or Clerk of the Harbour Board

### 11.8 **Right to Reply**

11.8.1 The mover of a motion has a right to reply at the end of the debate on the motion. He may exercise the right of reply and then the Chairman shall have the right to speak immediately before the vote is taken on the motion.

11.8.2 If an amendment is moved, the mover of the original motion has the right of reply at the close of the debate on the amendment, but may not otherwise speak on it.

11.8.3 The mover of the amendment has no right of reply to the debate on his or her amendment.

### 11.9 **Motions Which May be Moved During Debate**

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

- to withdraw the motion;
- to amend the motion;
- to adjourn the meeting;
- to adjourn the debate;
- to proceed to the next business;
- that the question be now put;
- that a Board Member be not further heard

### 11.10 **Motions without Notice**

11.10.1 The following motions may be moved without notice:

- (a) to appoint a Chairman of the meeting at which the motion is moved;
- (b) in relation to the accuracy of the minutes;
- (c) to change the order of business in the agenda;
- (d) to refer something to an appropriate body or individual;
- (e) to appoint a Committee arising from an item on the summons for the meeting;
- (f) to receive reports or adopt recommendations of Committees or officers and any resolutions following from them;
- (g) to amend a motion;
- (h) to proceed to the next business;
- (i) that the question be now put;
- (j) to adjourn a debate;
- (k) to adjourn a meeting;
- (l) to suspend a particular Harbour Board procedure rule;
- (m) to give the consent of the Harbour Board where its consent is required by this Constitution

### 11.11 **Closure Motions**

A Board Member may move without comment at the conclusion of a speech of another Board Member "that the Harbour Board proceed to the next business", "that the question be now



put”, “that the debate be now adjourned”, or “that the Harbour Board do now adjourn”, on the seconding of which the Chairman shall proceed as follows:

- (a) **On a motion to proceed to next business:** unless in the Chairman’s opinion the matter before the meeting has been insufficiently discussed, he shall first give the mover of the original motion a right of reply and then put to the vote the motion to proceed to next business;
- (b) **On a motion to proceed to next business:** unless in the Chairman’s opinion the matter before the meeting has been insufficiently discussed, he shall first put to the vote the motion that the question be now put, and if it is passed then give the seconder a right to speak if he earlier reserved it and the mover and Chairman the Right of Reply ;
- (c) **On a motion to adjourn the debate or the meeting:** if in his/her opinion the matter before the Committee has not been sufficiently discussed and cannot reasonably be sufficiently discussed on that occasion he shall put the adjournment motion to the vote without giving the mover of the original motion his/her right of reply on that occasion.

#### 11.12 **Points of Order**

- (a) A Board Member shall raise a Point of Order or in personal explanation and shall be entitled to be heard forthwith.
- (b) A Board Member may raise a Point of Order at any time and the Chairman will hear the member immediately. A Point of Order may only relate to an alleged breach of the Harbour Board Rules of Procedure or the law. The Board Member must indicate the rule or law and the way in which he or she considers it has been broken. The Ruling of the Chairman on the matter will be final and shall not be open to discussion.
- (c) A Board Member may make a Personal Explanation at any time. A Personal Explanation may only relate to some material point of an earlier speech by the Member which may appear to have been misunderstood in the present debate, or to comply with a request from the Chairman. The Ruling of the Chairman on the admissibility of the Personal Explanation will be final and shall not be open to discussion.

#### 11.13 **Respect for the Chairman**

Whenever the Chairman addresses the Board, no other Member shall remain speaking until the Chairman so directs and the Board shall be silent so that the Chairman can be heard without interruption.

### 12.0 **VOTING AT BOARD MEETINGS OR COMMITTEES**

- 12.1 Any matter will be decided by a simple majority of those Members voting and present in the room at the time the question was put.
- 12.2 It shall be the normal practice to vote on a recommendation in its entirety. However, if the recommendation is made up of more than one constituent part, it shall be up to the discretion of the Chairman whether to take a vote on each constituent part separately.



- 12.3 Where a formal vote is called for it will normally be by a show of hands. A Board Member may however request that a vote is taken by means of a secret ballot provided that this is supported by the majority of the Board Members present and voting. The Chairman can also use his discretion to decide whether a vote should be taken by means of secret ballot.
- 12.4 Where a formal vote is taken the Clerk shall record in the Minutes of the meeting the number of votes cast for and against the motion together with the number of abstentions. In the event that there should be a challenge against any decision made by the Board, it should be noted that an abstention will not be regarded as a vote against the decision which is subject to that challenge.
- 12.5 If there be equality of votes for the election of the post of Chairman it shall be decided by lot which of the Board Members having an equal number of votes shall be the Chairman (CC Act 1847 S 38).
- 12.6 In all other cases of equality of voting, the Chairman may have a second or casting vote (CC Act 1847 S38 and S50).
- 12.7 The Littlehampton Harbour Board operates by its Members taking majority decisions at quorate meetings. Therefore, a decision of the Board, even when it is not unanimous, is a decision taken by the Board collectively and each individual Board Member has a duty to stand by it, whether or not they were present or agreed with it when it was taken.
- 12.8 If a Board Member disagrees with a decision, they may request that their disagreement be minuted. It is important that the Board and its Committees are able to have full and frank discussions in order to take decisions collectively. To do so, there may be trust between Board Members, a shared corporate responsibility for decisions and due respect for the opinions of all Members. Board Members should keep confidential any matter which the Board considers to be confidential.

### **13.0 MINUTES**

- 13.1 The Chairman shall put the question that the Minutes of the last meeting of the Harbour Board be approved as a correct record.
- 13.2 No discussion shall take place upon the Minutes, except upon their accuracy and as to matters arising from the minutes. If no such questions are raised, or if questions are raised then as soon as they have been disposed of, the Chairman shall sign the Minutes.
- 13.3 Minutes will contain all motions and amendments in the exact form and order the Chairman put them.

### **14.0 REVOCATION OF A RESOLUTION OF THE BOARD**

- 14.1 No resolution at any meeting of the Board shall be revoked or altered at any subsequent meeting, unless notice of the intention to propose such revocation or alteration be given by the Clerk to each of the Board Members at least seven days before holding the meeting, nor unless such revocation or alteration be determined upon by a majority consisting of two-thirds of the





Board Members present at such subsequent meeting, if the number of Board Members present at such subsequent meeting be not greater than the number present when such resolution was come to, or by a majority, if the number of Board members present at such subsequent meeting be greater than the number present at such former meeting. (C.C. Act 1847 S.44)

## **15.0 RECORD OF ATTENDANCE**

15.1 The Clerk will record all Members present at any official Harbour Board meeting.

## **16.0 MEMBERS' CONDUCT**

16.1 The Chairman shall, in his/her discretion, be able to request offensive and/or personal remarks made by Harbour Board Members to be withdrawn.

16.2 If at a meeting any Member of the Harbour Board, in the opinion of the Chairman of the Harbour Board, misconducts himself or herself by persistently disregarding the ruling of the Chairman, or by behaving irregularly, improperly, or offensively, or by wilfully obstructing the business of the Harbour Board, the Chairman or any other Member may move "that the Member named be not further heard", and the motion if seconded shall be put and determined without discussion.

16.3 If the misconduct or obstruction is continued and in the opinion of the Chairman renders the due and orderly dispatch of business impossible, the Chairman in addition to any other powers vested in him/her may require the Member to withdraw from the meeting and take no further part. He may also without question put, adjourn to a time, date and place to be specified by him/her the sitting of the Harbour Board or suspend the sitting of the Harbour Board for such period as he in his/her discretion shall consider expedient.

## **17.0 DECLARATION OF INTERESTS**

17.1 Harbour Board Members or officers with a personal interest in a matter who attend meetings of the Harbour Board at which the matter is considered must disclose to that meeting the existence and nature of that interest at the commencement of that consideration or when the interest becomes apparent.

17.2 A Member with a prejudicial interest in any matter must withdraw from the room where the meeting is being held whenever it becomes apparent that the matter is being considered at that meeting.

17.3 All members of the Board are required to sign a declaration and complete a Register of Interest on joining the Board. A related Parties Transaction declaration is also required from all members of officers at the end of each financial year (31 March).

## **18.0 SUSPENSION AND AMENDMENT**

18.1 Any of these Harbour Board Rules or Procedure except Rule 12.2 may be suspended by a motion



on notice or without notice, if at least one half of the whole number of Members of the Harbour Board are present. Suspension can only be for the duration of the meeting.

- 18.2 Any motion to amend these rules shall, when proposed and seconded, stand adjourned without discussion to the next ordinary meeting of the Harbour Board.

## **19.0 APPLICATION**

- 19.1 All of the Harbour Board Rules of Procedure apply to meetings of the Full Harbour Board and properly constructed Committee or Committees of the Harbour Board.

## **20.0 SUBSTITUTION OF THE HARBOUR MASTER/MANAGER, CLERK, TREASURER AND CHAIRMAN**

- 20.1 If the Clerk, is unavailable or unable to act for the purpose of any of these Harbour Board procedure rules, then the Harbour Master and/or Treasurer to the Harbour Board may be substituted for him.

## **21.0 DELEGATION OF POWERS**

- 21.1 The power to take appropriate action (including the placing of contracts) within the scope of any properly constituted Committee shall be delegated to those Committees, but if a majority of Board Members of a Committee resolve that a matter so delegated is of sufficient public interest or importance to require consideration by the Harbour Board the Committee shall make a recommendation on the matter to the Harbour Board and no action committing the Harbour Board to any particular course of action shall be taken until such recommendation shall have been considered and approved by the Harbour Board, who shall have power to deal with the matter in any way they resolve to be appropriate.

## **22.0 ATTENDANCE OF MEMBERS**

- 22.1 A Member of the Harbour Board shall have the right to attend any Committee of the Harbour Board of which he is not a member, but he shall not vote thereat and his/her right to speak shall in all cases be subject to the permission of the Committee Chairman.