



# Museum of Childhood Ireland

Músaem Óige na hÉireann

## Standing Orders of the Board of Museum of Childhood Ireland

Board Standing Orders Version Control	
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### 1. Guiding Principles

- A. In the conduct of its business, the Board Trustees should always operate to safeguard the collective responsibility and authority of the Board in fulfilling its role. This includes, among other things, acting with due care and diligence in the best interests of the Museum, maintaining confidentiality and treating information obtained sensitively, respecting the collective decision-making process and speaking with one voice after decisions have been made. Board Trustees should behave in a manner that ensures respect for peers and engenders a high level of trust within the board.
- B. All Trustees will be afforded the opportunity to fully contribute to meeting discussions, and where necessary to provide constructive challenge. At the same time, the Chairperson and Trustees will guard against attempts by a member, or Trustees, to have excessive influence over decision making and the agenda.
- C. The Chairperson of every meeting will encourage a culture which supports openness and debate and facilitates effective contributions from Trustees or others invited to participate in any part of a meeting.
- D. All reasonable efforts will be made to reach decisions by consensus. In the event that this is not possible, decisions will be made by a majority vote, and the minutes of the respective meeting will reflect this fact. Notwithstanding this, dissenting Trustees will respect the majority decision of the Board and will not engage in communications that undermine the respect and trust around the board table.



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## **2. Introduction**

- A. These Standing Orders are made by the Museum of Childhood Ireland for the regulation of the proceedings of meetings of its Board.
- B. At least 1 month before the end of each calendar year a list of dates for the following year's Board meetings, shall be proposed and agreed and this meeting calendar shall not be altered except to hold unscheduled meetings or to cancel a meeting where it is known in advance that any specific meeting will be inquorate and will therefore, without a quorum, be unable to conduct any business.
- C. An unscheduled meeting may be convened at any reasonable time by the Chairperson or on request from the Trustees.

## **3. Notice of Meetings and Agenda**

- A. At least four clear days before any meeting every member shall be issued with of an electronic copy of:
- ❖ A notice convening the meeting giving time and place,
  - ❖ An Agenda (which shall only be issued with the prior agreement of the Chairperson)
  - ❖ All reports and other documents referred to in, or to be read with, the Agenda. These elements are collectively known as the Board Pack (the Pack).
- B. All items for decision shall be supported where possible by a written paper. If there are any reports or other documents, which cannot, for good reason including confidentiality considerations, be circulated with the Agenda, these may, at the Chairperson's discretion, be tabled at the meeting, but



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this should only occur in exceptional circumstances. Any documents circulated after the distribution of the Pack will subsequently be circulated in electronic form to all Trustees.

- C. Failure of any member to receive notice of a meeting will not invalidate a meeting or any business transacted at that meeting provided proof of the notice being sent is available.
- D. Any matter or business not set out in the Agenda may be raised at the meeting and may be discussed or decided provided the consent of the Chairperson is sought in advance of the meeting or that it is agreed by the majority of Trustees present at the time of the Adoption of the Agenda for the meeting. In such circumstances the item will be considered after those matters already on the agenda have been dealt with.
- E. An unscheduled meeting may exceptionally be called at less than six clear days' notice. Such shorter notice will be valid only if ratified by a decision of 75% of the current Board Trustees at the commencement of the meeting called at short notice. If this is not agreed the meeting cannot go ahead. Trustees who cannot attend any such short-notice meeting may however indicate their preference for its going ahead or not in writing to the Secretary in advance of the meeting.
- F. The Secretary will normally make all necessary arrangements for the holding of the meetings in consultation with the Chairperson.
- G. The meetings of the Board will be held in private but Trustees may invite others to attend any part(s) of the meeting as they may choose in order to assist the Trustees in their understanding of any matter on the agenda.
- H. The Board may adjourn any meeting to any other agreed time or place.

#### **4. Quorum**



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- A. The quorum for a meeting of the Board is set at 50% rounded up to the nearest full number, if necessary, of the current number of Board provided, in the case of the Board, that this is never less than four people.
- B. Trustees shall make every effort to physically attend meetings in person, but where this is not possible and with prior notice given to the Chairperson, remote attendance (by telephone/video link) is acceptable and will be regarded as full attendance for all purposes including the quorum
- C. It is critical that any member attending remotely can hear, be heard and speak to all Trustees involved in the meeting. Should any issue arise in this regard, they should immediately indicate there is a problem or difficulty. The Chairperson should specifically ask for the agreement or otherwise of any remote participant on any decisions being made at the meeting.

## **5. Proceedings at Meetings**

At a meeting:

- A. The Board Chairperson shall, if they are present, be chairperson of the meeting.
- B. If the Chairperson is not present, or the office of the Chairperson is vacant or if there is no designated vice chairperson, the Trustees who are present shall choose a member from among those present to be chairperson of the meeting. Any power or duty assigned to the Chairperson under the Constitution and these Standing Orders in relation to the conduct of a meeting may be exercised by the person chairing at any such meeting.
- C. Where any Trustee at a meeting has a material interest in a matter for discussion s/he shall:



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- ❖ Disclose such interest no later than under the 'Declaration of Conflict(s) of Interest' item on the agenda,
- ❖ Neither influence nor seek to influence a decision to be made in relation to the matter at the meeting or in any other way outside of the meeting.
- ❖ Absent himself or herself from the meeting when the matter is being discussed
- ❖ Take no part in relevant deliberations
- ❖ Refrain from voting on any relevant matters
- ❖ Not count for quorum purposes for that item only.

D. Relevant disclosures, and the absence of the member(s) during the discussion on the relevant item, shall be recorded in the minutes of the meeting(s) concerned.

E. Where a member believes that there is an undeclared conflict, they have the responsibility to raise this as early as possible at the meeting so that the meeting can by majority decide if on balance any member has a conflict and should therefore take no part in the consideration or decision on the stated matter.

## 6. Agenda for Board Meetings

A. Generally, the Order of Business at meetings should include:

- ❖ Quorum and Noting of Attendance, apologies and absences
- ❖ To choose a person to chair the meeting if the Chairperson is absent.
- ❖ Declaration of Conflict(s) of Interest
- ❖ To approve as a correct record the minutes of the last meeting.
- ❖ Matters of information/update but not for discussion arising from the minutes not otherwise on the agenda
- ❖ Report on activities and matters for consideration
- ❖ Items for Detailed Discussion and/or Decision



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❖ Policies/ Areas of Operations for Review

- B. The agenda and supporting papers, as appropriate, will indicate that the agenda items are for noting, for discussion, for decision or for approval, This will facilitate the efficient conduct of the meeting and ensure time is afforded to discuss important topics on the agenda
- C. An annual schedule / calendar will be agreed for the year to ensure inclusion on the Board agenda of matters reserved for the board and specific policy and procedural items such as, but not limited to:
- ❖ Strategy
  - ❖ Performance reporting
  - ❖ Financial reporting
  - ❖ Risk Management
  - ❖ Cyclical review of Policies
  - ❖ Committee and working group reports
  - ❖ Board Performance Reviews
  - ❖ Board training and development.

The foregoing order of business may be varied by the Trustees at a meeting for stated reasons.

- D. At an additional/unscheduled meeting of the Board, only business specified in the notice convening that meeting will be transacted at that meeting.

### **7. Decision Making**

- A. The Board will operate on the principles of collective responsibility, trust and respect in the context of the Guiding Principles above. Decisions will normally be made by consensus rather than by formal vote. Failing consensus, decisions will be made by a vote when:



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- ❖ The Chairperson feels that there is a body of opinion among Trustees at the meeting which disagrees with a proposal or has expressed reservations about it and no clear consensus has emerged; or
  - ❖ A member who is present requests that a vote be taken, and this is supported by at least one other member
  - ❖ The Chairperson feels that a vote is appropriate.
- B. When a vote is taken, a decision will be by simple majority. In the case of a tied vote, the Chairperson will have a second/casting vote in addition to his or her original vote. Any vote by the Board on a decision at a meeting will be by way of a show of hands, unless a request for a secret poll is proposed, seconded and adopted by a majority of those present at the meeting.
- C. All decisions will be recorded. Discussions shall not normally be recorded except where it may be necessary to explain the context of the decision. Minority views shall not normally be recorded although if a vote is necessary, the outcome of this will be recorded in the minutes. If a member resigns because of disagreement with a decision, the member is bound by the confidentiality obligations of the Board.
- D. Where it is deemed appropriate or necessary by the Chair, approval for decisions may be sought via email. Where a decision via email is proving difficult to get consensus on a meeting should be scheduled.

### **8. Minutes of Meetings**

- A. Minutes of all meetings will be kept by the Secretary (or, in the Secretary's absence, such member of the Board. as may be designated by the meeting) and a draft set of minutes will be circulated to each Member. On review of the draft minutes, Trustees should, if deemed necessary, raise any matters of clarification or concerns re accuracy of the minutes within 7 days.



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All decisions of the Board shall be recorded in the minutes as well as details of those attending and information on the coverage of the agenda items.

- B. The minutes of each meeting shall be laid before the following meeting and, as confirmed or amended, shall be approved, authenticated and minuted
- C. The names of Trustees present or others in attendance for any part of a meeting shall be recorded in the minutes. A register shall be kept showing details of the meetings attended by Trustees and a record of attendance shall be published as part of any Annual Reporting. Where a member has notified the Secretary, in writing, in advance of the meeting that s/he will not be present, the record shall show that the member sent apologies. Where no such notification is received in advance of the meeting, the record shall show that the member was absent.
- D. When minutes of meeting proceedings have been approved by a validly convened meeting of the Board it will not be in order for any member to question their accuracy nor seek their amendment at subsequent meetings. Clarifications / Questions will only be permitted on matters arising out of the minutes at that meeting.
- E. The Secretary to the Board shall be responsible for the safe custody of the minutes. Secretaries must ensure all board and as well as draft and approved minutes are safely stored physically and filed within the Museums document filing or document management system. This will allow for easy retrieval of records and material at any subsequent stage.

## **9. Documents**

- A. The documents of the board are the property of the Museum and as such the Trustees are entrusted with this information. Trustees of the Board will be held personally responsible for the safe custody of any papers or documents which may be issued or entrusted to them in the





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course of their Trusteeship. The loss of any such documents should be reported immediately to the Chairperson and Secretary of the Board. The loss of any such documents by the Chairperson shall be reported to the Secretary and other Trustees. When individual cease to be Trustees of the Board, they are required to return documents to the Secretary and/or confirm that all documents have been destroyed and deleted from personal computers or other devices.

### 10. Confidentiality

- A. All proceedings of Meetings shall be treated as confidential until it is agreed that they become public in the ordinary course of the Museum's business. As part of its communications policy with key stakeholders, internally and externally, the board may agree whether or if decisions made at the meeting will be communicated and the nature and extent of that communication.
- B. Reports, documents issued, and briefings given to Trustees in relation to all matters must be treated as confidential unless there is agreement that some of them shall be made public in the normal course of the Museum's work. This will not prevent Trustees in seeking advice and undertaking research on any matter prior to any decision being made provided that discretion is used with the information and that no financial, commercial or personal information is divulged.
- C. Former Trustees of the Board shall continue to be bound by confidentiality regarding any matters which they were aware of as a result of their Trusteeship of the Board.

### 11. Procedural Decisions

- A. The Chairperson's decision shall be final on any point of order or procedure providing it does not conflict with the Constitution or these Standing Orders.



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**12. Suspensions, Amendments and Additions**

- A. Any Standing Order may at any time, by consent of not less than 75% of the Trustees present, be suspended for the purpose of any specific business before a Meeting, provided to do so would not contravene any statutory provision, the Museum Constitution or any other aspect of these Standing Orders.
  
- B. The Chairperson or any member of the Board may submit to the Board a proposal for any new Standing Order or alteration of any existing Standing Order which may seem to her/him to be required to ensure the effective operation of the Board. Such amendments must be approved by 75% of the Trustees of the Board at a meeting where at least 6 days' notice of the proposed change has been given.
  
- C. Standing Orders and all amendments to them shall be retained by the Secretary and shall be available to the Trustees on request and shall be updated on the Museum's website.

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