

IOR Policy on Meeting Rules and Procedures

Policy Framework: Governance and Meeting conduct

Aligned with: IOR Constitution | Charity Commission CC48 | Data Protection Policy | Policy on Meeting Recording and Transcripts| Meeting Conduct Protocol

Policy owner: IOR Policy Review Committee

Circulation: Public

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1. Purpose

This policy sets out the principles and minimum requirements for the valid conduct of Institute meetings and decision-making.

It ensures that meetings are:

- Properly constituted
- Fair and reasonable
- Capable of making valid decisions
- Aligned with the Institute's Constitution and Charity Commission guidance (including CC48)

This policy is made under Clause 26 of the Constitution and forms part of the Institute's governance framework.

This policy supports, but does not replace, the Meeting Conduct Protocol.

Scope: This policy applies to all formal meetings of the Institute of Refrigeration (IOR) Board, committees, subcommittees, working groups, and any formally convened session operating under the IOR's governance framework.

2. Role and Authority of the Chair

The Chair is responsible for ensuring that meetings are conducted in a manner that is:

- Valid
- Fair
- Effective
- Consistent with the Institute's governance framework

The Chair shall determine whether:

- Participation is sufficient
- Quorum is met and maintained
- Discussion is balanced and appropriate
- Decisions can properly be taken

The Chair shall exercise these powers reasonably and in accordance with the principles of fairness, proportionality, and the Institute's governance framework.

The Chair's procedural rulings and determinations are final for the purposes of the meeting, subject to review by the Board or Policy Review Committee if a material procedural concern arises.

In the absence of the Chair, these powers may be exercised by the Vice-Chair or an appointed nominee of the Board.

3. Valid Participation

A meeting shall only be considered valid for the purposes of decision-making where the requirements of this section are met.

The determination of whether participation is sufficient for a valid meeting rests with the Chair, acting reasonably and in accordance with this policy.

Participants must be able to:

- Hear and be heard
- Contribute to discussion
- Participate in a manner sufficient to contribute to discussion and decision-making

Only those meeting these requirements shall be regarded as present for the purposes of quorum and decision-making.

Participants who are unable to engage effectively may, at the discretion of the Chair:

- Not be counted toward quorum
- Be asked to withdraw from the meeting or specific items

Reasonable accommodations will be made to support accessibility requirements for participants with confirmed needs, ensuring fair opportunity to contribute.

The requirements for valid participation apply throughout the meeting.

4. Safe and Effective Participation

Participants must ensure they are able to give full attention to the meeting and participate safely.

Participants must not:

- Join or participate while driving or operating a vehicle

Participants may only participate when:

- Safely stationary
- Able to engage fully

The Chair may require any participant who cannot meet these requirements to withdraw.

Participants must also ensure that their environment supports:

- Confidentiality
- Data security
- Uninterrupted participation
- Appropriate use of secure technology and systems

5. Remote and Hybrid Meetings

Where meetings are held remotely or in hybrid format:

- All participants must be able to communicate effectively
- Participation must be reliable and continuous
- The Chair must be satisfied that participation is sufficient for valid discussion and decision-making

Where participation is materially impaired, the Chair may:

- Pause proceedings
- Repeat discussion or decisions
- Exclude affected participants
- Adjourn the meeting

The Secretariat is responsible for providing reasonable technical support to maintain connectivity and facilitate effective participation.

6. Quorum

Quorum must be present at the start of the meeting and maintained throughout.

Only participants meeting the requirements of valid participation shall be counted toward quorum.

Participants who are unable to engage effectively shall not be counted toward quorum. Where quorum is lost or valid participation cannot be maintained:

- No further decisions may be taken
- The meeting must be paused or adjourned
- The change in quorum must be recorded in the minutes, including the time and reason

The minimum quorum shall be as defined in the Terms of Reference of the Committee or working Group.

7. Decision-Making and Voting

The Chair shall determine the method of decision-making appropriate to the meeting, having regard to the need for clarity, fairness, and effective governance.

This may include:

- Show of hands
- Verbal confirmation
- Electronic voting
- Formal poll

The Chair must ensure that:

- All eligible participants have the opportunity to contribute and vote
- Votes are clearly expressed and the outcome can be reliably determined and recorded

Where participation is materially impaired or uncertainty affects voting or decision-making, the Chair may:

- Repeat the vote
- Defer the decision to a subsequent meeting

- Adjourn the meeting

Where a participant leaves a meeting before a decision is taken, they shall not be counted toward quorum for that decision. The Chair may determine that the decision should be deferred if their input is considered material.

Formal Poll Verification

Where a formal poll or counted vote is held, results shall be verified and recorded by the Secretary to ensure integrity of the governance record.

Decisions Outside a Meeting

If a valid decision cannot be taken within a meeting due to loss of quorum or insufficient participation, the Chair may determine that the decision shall be taken by written or electronic resolution in accordance with the Constitution.

In such cases:

- The proposed decision must be clearly set out
- All eligible participants must be given the opportunity to respond and a reasonable timeframe in which to do so
- The outcome must be clearly recorded as a formal decision of the Institute
- The Secretary or Governance Officer must document and retain the result

Written or electronic resolutions must achieve the level of approval required by the Constitution for the relevant type of decision.

8. Fairness and Procedural Integrity

All decisions must be taken through a process that is:

- Fair
- Reasonable
- Inclusive
- Proportionate

Participants must be given appropriate opportunity to contribute before decisions are taken.

Any procedural irregularity does not invalidate a decision unless it is material to the outcome. Procedural concerns should be raised as soon as practicable during the meeting so they can be addressed promptly.

9. Conflicts of Interest (Procedural Application)

Conflicts must be declared in accordance with the Constitution and Conduct Protocol.

The Chair will determine how conflicts are managed within the meeting, which may include:

- Restricting participation
- Requiring withdrawal from discussion or decision-making

Only non-conflicted participants may contribute to or determine relevant decisions. All declarations and related actions must be recorded in the minutes.

10. Confidentiality and Information Management

All meeting discussions and materials are confidential unless explicitly stated otherwise.

Participants must:

- Use information only for legitimate Institute purposes
- Handle information in accordance with the Data Protection Policy
- Prevent unauthorised access to meeting content
- Dispose of or delete sensitive materials securely after use

Meeting materials shall be retained in accordance with the IOR Records Management Policy and applicable retention schedules.

Where uncertainty exists, guidance must be sought from the Chair or Chief Executive.

11. Data Protection in Meetings

Meetings may involve the processing of personal data. Participants must:

- Limit sharing of personal data to what is necessary and relevant
- Ensure information shared is proportionate and appropriate
- Avoid naming individuals unnecessarily

Particular care must be taken when discussing:

- Conduct or disciplinary matters
- Safeguarding issues
- Personal or sensitive information

The Chair must ensure that such discussions are:

- Necessary
- Appropriately limited
- Managed in accordance with Institute policies

Personal data shall be processed under a lawful basis consistent with data protection regulation, such as legitimate interests or legal obligation.

12. Recording of Meetings

Recording of meetings may only take place in accordance with the Institute's Policy on Meetings Recordings and Transcripts.

Participants must not:

- Make independent recordings
- Retain recordings or transcripts outside authorised systems

Where recording is authorised:

- Participants must be informed
- Recordings must be transferred securely to the Institute
- Recordings must not be retained on personal devices

Recordings and transcripts:

- Are working documents supporting governance
- Do not form part of the formal governance record
- Are retained and deleted in accordance with Institute policy
- Remain the property of the IOR and will not be shared except where authorised

Minutes remain the sole formal record of the meeting.

13. Relationship to Meeting Conduct Protocol

This policy supports the Meeting Conduct Protocol:

- Behaviour and conduct → governed by the Conduct Protocol
- Validity, participation, and decision-making → governed by this policy

The Chair's authority under the Meeting Conduct Protocol relates to standards of behaviour and interaction. Authority relating to meeting validity, participation, quorum, and decision-making is governed by this policy.

Both documents must be read together to ensure effective and compliant governance.

14. Review and Governance

This policy forms part of the Institute's governance framework and will be:

- Reviewed at least every two years
- Updated in line with changes to regulation, guidance, or Institute policy

An interim review may be initiated by the Policy Review Committee if regulatory or operational changes require earlier consideration.

Queries and Further Information

Queries or questions related to this policy document should be addressed to the Chief Executive.