

## IOR Policy Meeting Conduct Protocol

*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 and Scope

This protocol sets out the standards of conduct expected in all governance meetings of the Institute, including the Board of Trustees, Committees, Working Groups, Branches, Event Organising and Project Steering Groups.

It aims to ensure that governance discussions are respectful, evidence-based, inclusive, and effective by promoting:

- Informed and balanced decision-making
- Constructive and fair challenge
- Professional and courteous interaction between trustees, staff, and participants

This protocol applies to all participants in governance meetings, whether attending in person or remotely. It complements the Trustee Code of Conduct and other elements of the Institute's governance framework.

This document reflects trustees' legal duties under the Charities Act, principles from the Charity Governance Code (Integrity; Decision-Making, Risk & Control), and the Institute's commitment to fairness, accountability, and respect.

### 2. Core Standards of Conduct

All participants are expected to uphold the following standards, both during meetings and in related communications undertaken on behalf of the Institute:

- Treat everyone with respect, courtesy, and professionalism
- Focus contributions on issues, evidence, and strategy, not individuals
- Offer critique or challenge that is constructive, proportionate, and relevant
- Maintain confidentiality of discussions and decisions
- Value diversity of perspective and experience as a strength in governance

Participants must avoid behaviour or language that could reasonably be perceived as:

- Personal criticism or hostility
- Undermining another participant's professional reputation
- Dismissive, inappropriate, or aggressive

### **3. Positive Governance Behaviours**

Good governance depends not only on avoiding poor conduct but on actively demonstrating positive behaviours:

- Listening carefully and allowing others to speak without interruption
- Basing views on evidence and the Institute's strategic purpose
- Acknowledging differing views respectfully and seeking consensus where possible
- Supporting final collective decisions once made, while retaining the ability to raise concerns through appropriate governance channels
- Encouraging inclusive participation from all attendees

### **4. Role of the Chair**

The Chair (or Meeting Lead) is responsible for setting the tone and expectations for conduct and ensuring an orderly, balanced discussion. The Chair will:

- Give all participants an equal and appropriate opportunity to contribute
- Manage discussion flow to maintain focus, brevity, and relevance
- Intervene where behaviour or language falls below expected standards

The Chair may, as appropriate:

- Pause or defer discussion
- Request that a comment be rephrased
- Redirect debate to the relevant agenda item
- Ask an individual to withdraw from a specific discussion
- Escalate unresolved concerns to the President, Board of Trustees, or Ethics & Conduct process

The Chair's ruling or direction must be respected at all times.

### **5. Managing Challenge and Disagreement**

Robust and well-reasoned challenge is a normal and valuable part of governance. All challenge should:

- Be directed through the Chair, maintaining constructive tone and focus
- Rely on relevant evidence and reasoning

- Address the substance of decisions or strategy, not individuals

Disagreement must always remain professional and must not compromise the dignity of participants or the integrity of the meeting.

## **6. Interaction with Staff**

Where staff are present, all engagement must remain professional, impartial, and appropriate.

Concerns about staff performance, conduct, or operational delivery should be raised:

- Respectfully and constructively, not through public criticism in meetings; and
- Via proper channels — through the Chair, Chief Executive, or governance processes

Staff must never be addressed or referred to in ways likely to cause personal offence or undermine their professional standing or ability to contribute openly.

## **7. Conflicts of Interest**

Any actual or potential conflict of interest must be declared at the earliest opportunity. The Chair will determine an appropriate management approach, which may include:

- Non-participation in certain discussions or decisions
- Temporary withdrawal from part of a meeting

Conflict management decisions protect the integrity of governance processes and must be followed by all participants.

## **8. Addressing Conduct Concerns**

Where conduct falls below the expected standard, the Chair will take prompt and proportionate action in line with Section 4.

Persistent, significant, or repeated breaches may lead to governance action, including:

- Escalation to the President or Board of Trustees
- Referral to the Ethics & Conduct process
- Review of committee membership, chairing, or representation roles

The Board of Trustees retains ultimate authority for appointment and removal of committee members and Chairs.

Concerns may be raised verbally or in writing, depending on the nature and seriousness of the issue.

Where a concern relates to the conduct of the Chair, or the Chair is unable to act, the matter may be raised directly with the President or Board of Trustees.

All participants share responsibility for supporting the Chair in upholding this protocol.

## **9. Confidentiality and Information Management**

All materials and discussions connected with meetings are confidential unless explicitly marked otherwise.

Information shared for governance purposes must:

- Be used only for legitimate Institute business
- Be handled in accordance with data protection legislation and the Information Governance Policy

Uncertainty about whether information may be shared externally should be referred to the relevant staff member supporting the meeting or to the Chief Executive.

Any breach of confidentiality may be referred to the Ethics & Conduct process.

## **10. Application, Review, and Learning**

This protocol forms part of the Institute's governance framework and applies to all governance meetings, whether held in person or online. It will be:

- Incorporated into trustee, Chair, and committee member induction materials
- Reviewed at least every two years or following significant governance events
- Updated by the Policy Review Committee, with Board approval

Lessons arising from meeting reviews and conduct issues will inform improvements in governance culture and practice.

## **11. Final Statement**

The Board of Trustees is collectively responsible for ensuring that all governance meetings are:

- Respectful in conduct
- Evidence-based in discussion
- Effective in decision-making
- Aligned with the Institute's charitable purpose and governance duties

All participants are expected to uphold these standards at all times to maintain the Institute's integrity, reputation, and trust.

## **12. 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.

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## **Queries and Further Information**

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