



HUMBER BRIDGE



STANDING ORDERS

CONTRACT PROCEDURE RULES



STANDING ORDERS

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1. STANDING ORDERS - PROCEDURES

1.1 BOARD MEETINGS

- (1) The Chief Executive and 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 opinion, necessitates a meeting of the Board.
- (2) The Chief Executive and Clerk, after consultation with the Chair, may cancel a meeting of the Board on there being insufficient business and may vary the date and time of any meeting.

1.2 QUORUM

The Humber Bridge Act, 1959 states that “to constitute a meeting of the Board there must be present at least one-third of the whole number of Directors of the Board”.

1.3 VOTING

- (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.
- (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.

1.4 DEPUTY DIRECTORS

A director who is unable to attend a particular meeting of the Board may send the named deputy. The deputy director may speak and vote on all items at the meeting.

1.5 ADJOURNED BUSINESS

- (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.
- (2) Adjourned business shall include business deferred to the next meeting.

1.6 MINUTES

- (1) The minutes of each meeting of the Board shall, where practicable, be circulated amongst



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directors of the Board prior to the next ordinary meeting of the Board.

- (2) At every ordinary meeting of the Board the minutes of the previous meeting of the Board shall be taken as the first business;
- (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.

1.7 FREQUENCY OF CONSIDERATION OF BUSINESS

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.

1.8 RECORDINGS OF MEETINGS

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.

1.9 DISTURBANCE

- (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.
- (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.
- (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.
- (4) The Chair may adjourn the meeting to another convenient place in the event of any of the circumstances referred to in 1.9 (1) to (3) inclusive.



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1.10 MATTERS AFFECTING PERSONS EMPLOYED BY THE BOARD

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 Chief Executive and 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 standing order 1.12.

1.11 NOTICE OF MEETINGS AND ACCESS TO INFORMATION RULES

(1) SCOPE

These rules apply to all meetings of the Board.

(2) ADDITIONAL RIGHTS TO INFORMATION

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

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

(4) NOTICES OF MEETING

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

The Chief Executive and 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. An item should only be added to the agenda with less than five clear days notice if the following criteria are met:

- i. a decision arising from the item added will be taken in public or on the basis of a public report;
- ii. 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



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- iii. the prior written consent of both the Chief Executive and Clerk and the Chair has been given to add the item on to the agenda with less than five clear days notice.

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

The Board will supply copies of:

- (i) any agenda and reports which are open to public inspection;
- (ii) any further statements or particulars necessary to indicate the nature of the items in the agenda; and
- (iii) if the Chief Executive and 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

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:

- (i) The minutes of each meeting of the Board, once approved by the Chief Executive and Clerk, 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 Standing Order 1.6 (3).
- (ii) the agenda for the meeting; and
- (iii) reports relating to items when the meeting was open to the public

Minutes approved by the Board in accordance with Standing Order 1.6 (3) will be marked as ‘confirmed’ and made available on the Humber Bridge website within 5 working days of approval

(8) BACKGROUND PAPERS

- (i) List of background papers



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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:

- (a) disclose any facts or matters on which the report or an important part of the report is based; and
- (b) 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 1.12).

(ii) Public inspection of background papers

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.



(9) SUMMARY OF PUBLIC'S RIGHTS

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.

1.12 EXCLUSION OF ACCESS BY THE PUBLIC TO MEETINGS AND REPORTS

(1) Confidential information – requirements to exclude public

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.

(2) Exempt information – discretion to exclude public

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.

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.

(3) Meaning of confidential information

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.

(4) Meaning of exempt information

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



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CATEGORY	CONDITION
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: (a) to give under any enactment a notice under or by virtue of which requirements are imposed on a person; or (b) 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



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5) Exclusion of Access by the Public to Reports

If the Chief Executive and Clerk 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 1.11 (5) and (6).

1.13 POWERS, DUTIES AND AUTHORISATIONS

- (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 "Authorisations to Officers" in Schedule One.
- (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 Schedule One and shall be subject to:-
 - (a) 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 Schedule One;
 - (b) any personal authorisation by Board resolution to an officer by name.

2. STANDING ORDERS - DIRECTORS

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- 2.2 Smoking and Alcohol at Meetings
- 2.3 Individual Directors



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2. STANDING ORDERS - DIRECTORS

2.1 CODE OF CONDUCT AND INTERESTS OF DIRECTORS

Directors shall comply with the Code of Conduct as contained in Schedule Two to these Standing Orders

2.2 SMOKING AND ALCOHOL AT MEETINGS

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.

2.3 INDIVIDUAL DIRECTORS

- (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.
- (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) 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.

3. STANDING ORDERS - STAFF

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- 3.2 Canvassing of and Recommendations by Directors
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3. STANDING ORDERS - STAFF

3.1 RECORD OF INTEREST OF OFFICERS IN CONTRACTS

Section 117 of the Local Government Act 1972 shall apply and the Chief Executive 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.

3.2 CANVASSING OF AND RECOMMENDATIONS BY DIRECTORS

- (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.

- (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.

3.3 RELATIVES OF DIRECTORS OR OFFICERS

- (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 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 and Clerk shall report to the Board such disclosures made to him.

- (2) The purport of this Standing Order shall be drawn to the attention of applicants.

3.4 OFFICERS GIVING EVIDENCE ETC

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 and Clerk after consultation with the Legal Advisor unless any officer receives a witness summons in connection with any such proceedings, whereupon he shall notify the Clerk immediately.

3.5 LEAVE

- (1) Officers other than the Chief Executive and Clerk shall take their period of leave at such times



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as the Chief Executive and Clerk considers most convenient. All leave will be subject to the Chief Executive and Clerk's consideration of the exigencies of the service

- (2). The Chief Executive and Clerk shall take his 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.

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4. STANDING ORDERS - GENERAL

4.1 THE SEAL AND EXECUTION OF DOCUMENTS

- (1) The Common Seal shall be kept in a safe place in the custody of the Legal Advisor or such other officer as the Chief Executive and Clerk shall nominate. It shall be kept locked when not in use.
- (2) Any decision of the Board, or of an officer acting under an authorisation to him for the implementation of which a document under the Common Seal is required, shall be deemed to authorise the affixing of the Common Seal to that document and the affixing of the Seal shall be attested by the Legal Advisor or such other officer designated by the Chief Executive and Clerk.
- (3) Where any document will be a necessary step in legal proceedings on behalf of the Board, it shall be signed by the Legal Advisor unless any enactment requires otherwise, provided that the Board if legally entitled may authorise some other officer to execute such document.

4.2 VARIATION OR REVOCATION OF STANDING ORDERS

These Standing Orders shall not be amended, added to or rescinded 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.



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4.3 SUSPENSION OF STANDING ORDERS

Any director may, for any stated purpose, move the suspension of any Standing Order of the Board, and the motion on being seconded shall be put forward without amendment or debate.

4.4 STANDING ORDERS TO BE SUPPLIED TO DIRECTORS

A printed copy of these Standing Orders shall be given to each director and deputy director of the Board by the Chief Executive and Clerk upon the appointment of that director and deputy director to the Board.

4.5 INTERPRETATION OF STANDING ORDERS AND FINANCIAL REGULATIONS

- (1) In relation to the administration of the Board business and these Standing Orders shall be interpreted in case of doubt by the Legal Advisor.
- (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.
- (3) In these Standing Orders:-
 - (a) a reference to the “Chair” includes in his absence the Deputy Chair or any director appointed to preside at a meeting of the Board.
 - (b) a reference to “the Chief Executive and Clerk” is a reference to the Chief Executive and Clerk of the Board.
 - (c) a reference to “the Treasurer (Head of Finance and Commercial)” is a reference to the Treasurer (Head of Finance and Commercial) of the Board.
 - (d) a reference to the “Head of Operations” is a reference to the Head of Operations of the Board.
 - (e) a reference to “the Head of Infrastructure” is a reference to the Head of Infrastructure of the Board.
 - (f) 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 and Clerk.



5. CONTRACT PROCEDURE RULES

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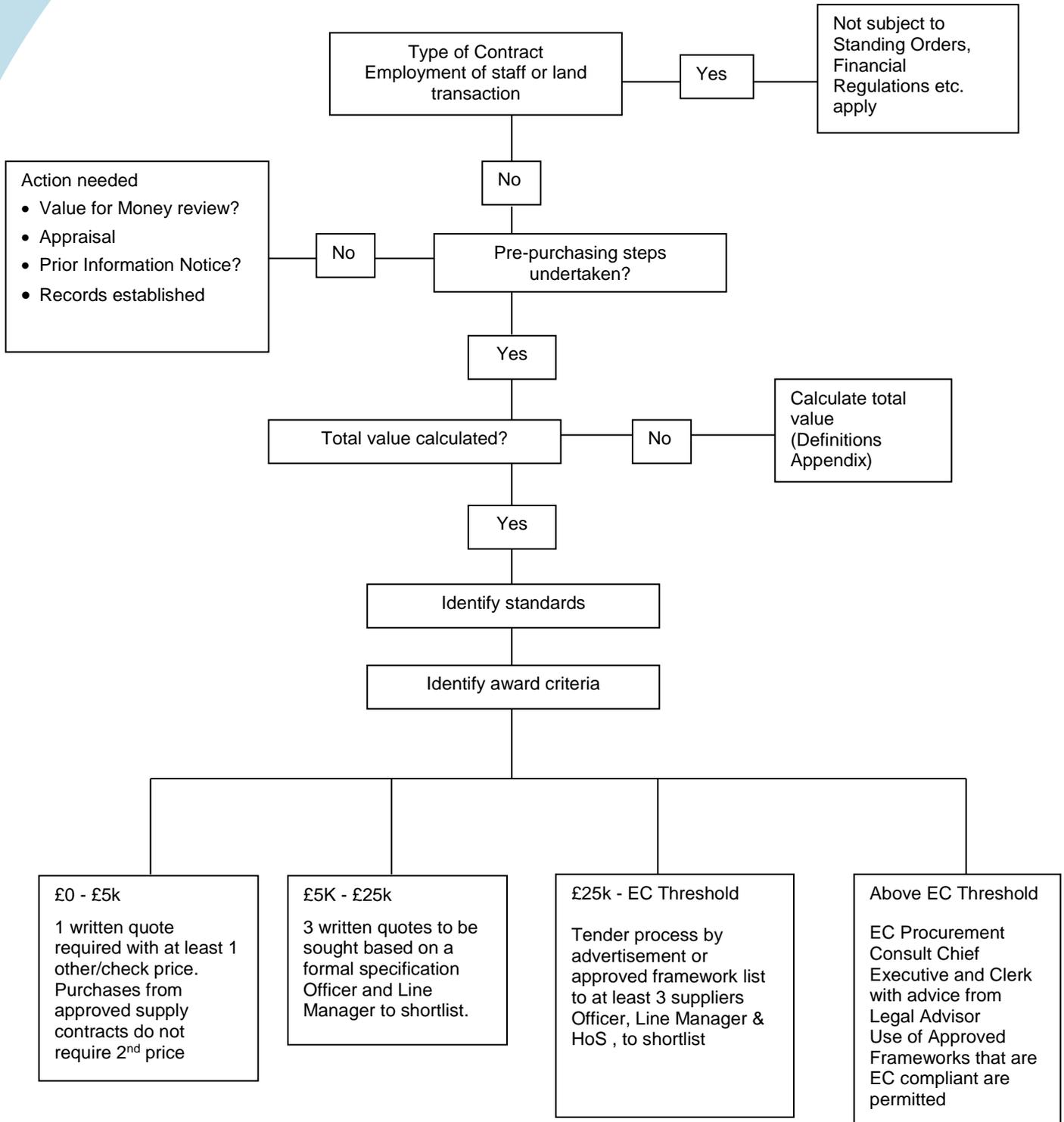
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FLOW CHART



NOTE: This Guide is explanatory only and is not a substitute for reading Contract Procedure Rules



SCOPE

1 BASIC PRINCIPLES

- 1.1 Purchasing and Disposal procedures must:
- (a) Achieve Value for Money for public money spent.
 - (b) Be consistent with the highest standards of integrity.
 - (c) Ensure fairness, transparency and accountability in allocating public contracts
 - (d) Comply with all legal requirements
 - (e) Subject to the requirements of the Public Services (Social Value) Act 2010, 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 Chief Executive and 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 European and domestic 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 European Union or domestic law 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.



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- 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 European and domestic legislation 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:-
- (a) Only one contractor is able to carry out the work or service or to supply the goods for technical or artistic reasons or because of exclusive rights or that goods are required as a partial replacement for or addition to existing goods or installations and obtaining them from another contractor would result in incompatibility or disproportionate technical difficulties in operation or maintenance provided that continued use represents best value for the Board.
 - (b) The 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. This ground for dispensation cannot be applied to contracts above the EU threshold.
 - (c) Additional works or services are required which, through unforeseen circumstances, were not included in the original contract and 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 European Procurement rules the revised value of the contract does not exceed European Procurement limits. Where the original contract was let in compliance with European Procurement rules, such additional works or services must not exceed 50 per cent of the value of the original contract.
 - (d) New works or services are required which are a repetition of works or services carried out under the original contract provided they are required within 3 years of the conclusion of the original contract and the contract notice stated that a new contract might be awarded by negotiation.
 - (e) Goods are required as a partial replacement for or an addition to existing goods or installations and obtaining them from another contractor would result in incompatibility or disproportionate technical difficulties in operation or maintenance provided that continued use represents best value for the Board
 - (f) Such fixed term EU exemptions as may be implemented into UK law from time to time



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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 The dispensations in 3.3 above cannot be used to avoid those matters set out in 3.5 (a) to (d) inclusive. An exemption cannot be granted:
- (a) which would result in a breach of European or domestic law
 - (b) from CPR4,(PO's duties)
 - (c) from CPR5 (Declaration of Interests);
 - (d) from CPR17 (Contract Award) requiring the Board to accept tenders
- 3.6 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.

COMMON ISSUES

4 PROCURING OFFICERS 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) estimate the contract value and record how the estimate was arrived at;
 - (e) consider the human resources implications of the procurement, in particular the implications of the Transfer of Undertakings (Protection of Employment) Regulations;
 - (f) obtain and keep a record of any dispensation from compliance with these CPR's;
 - (g) assess the risks associated with the procurement and determine how they will be managed;
 - (h) seek advice, where appropriate, upon the procurement process and what



procurement method is most likely to achieve the purchasing objectives

- (i) prepare a draft specification taking into account any European or British Standards that may need to be referred to;
- (j) identify and obtain any approvals that may be required;
- (k) 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.

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 and Clerk as appropriate which may affect the contract process whenever that interest arises.
- 5.2 Where any person declares an interest the Chief Executive and 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 and Clerk shall as appropriate 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. RPs shall keep all declarations on the Contract file.

Frameworks

The use of Approved EC compliant Frameworks 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 take access suitable suppliers who have been assessed for Technical Competence, Financial Standing and Health & Safety compliance.

The use of a Framework should be agreed by the Chief Executive and Clerk prior to progressing the procurement.

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.

CONTRACT PROCESS

6. PRE-TENDER/QUOTATION

Before beginning the contract process, the PO:

6.1 Must, ensure the procurement demonstrates value for money and:

- (a) appraise the need for the expenditure and its priority;
- (b) define the objectives of the contract;
- (c) assess the risks associated with the contract and how to manage them;
- (d) 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;
- (e) apply evaluation criteria and price quality split as appropriate;
- (f) select the most appropriate procurement method, and
- (g) set these matters out in writing on the Contract file.

6.2 And must also confirm that

- (a) there is approval (Technical, Business and Financial) for the proposals and that
- (b) Prior Information Notices, where required and if appropriate have been published under the EC Procedure.

6.3 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.

6.4 In making enquiries:



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- (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.

7. CONTRACTS NOT REQUIRING TENDERING

7.1 The PO must calculate the Total Value.

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 OJEU Threshold.

7.2 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 let as a consequence of a competition under which the rules of a design contest require the contract to be awarded to one of the successful candidates;
- (b) Contracts for the engagement of counsel;
- (c) Contracts for the employment of staff, but excluding agency or consultancy staff;
- (d) Money market transactions;
- (e) Contracts for theatrical productions;
- (f) Contracts for the commissioning and acquisition of artefacts, paintings, photographs or sculptures;
- (g) Contracts for the sale or other disposal of land or the acquisition of land and buildings unless such transaction involves the engagement of a person to procure



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by any means the carrying out for the contracting authority of a Public Works Contract or to deliver output requirements of the Council by way of services. In relation to the disposal of land the Council must follow a process that ensures that best consideration is realized through the disposal save where the General Disposal Consent applies

- (h) Such other procurements that are compliant with EU and National Procurement law and which deliver value for money

8. CONTRACTS UNDER £50,000

8.1 A contract made where the estimated value is:

- (a) For orders less than £5,000 the PO must ensure that the purchase represents value for money and have one written quote based with at least one check price.
- (b) £5,001 but less than £25,000 may be made after obtaining three written quotations based on a specification, the receipt of which shall be documented;
- (c) For contracts with a value between £25,001 to £50,000 the contract is required to be advertised through Contracts Finder unless the contractor will be selected from a closed group of suppliers or Approved Framework;

The PO shall be satisfied that the quotation accepted represents value for money. 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 Head of Infrastructure/Operations to dispense with the requirement to obtain a number of quotations.

8.2 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,



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- (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.

9. CONTRACTS ABOVE £50,000

9.1 Where the Total Value is:

- (a) £50,000 or over but less than the OJEU Threshold, at least four tenders shall be invited using the Open Tender procedure or from an Approved Framework.
- (b) if at the OJEU Threshold or more, at least five tenders shall be invited or the use of an alternative procedure in accordance with the Public Contracts Regulations 2015.

9.2 All contracts over £50,000 need public advertisement unless they are to be procured through an Approved Framework. In the case of contracts under the European Union procurement threshold notices shall be placed 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, once published.

10. TENDERING ABOVE EU LIMITS

10.1 All contracts with a value in excess of the EU limits (works and services) shall be let in accordance with a procurement method which is acceptable within EU law. 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 EU Procurement Procedures apply.

10.2 Consideration shall be given to breaking down a contract into lots in any tender for a contract with a value in excess of EU Limits, 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 EU notice shall include the reasons for not so doing.

10.3 Acceptable methods of procurement are:

- (a) the Open Procedure
- (b) the Restricted Procedure



- (c) Competitive Procedure with negotiation
- (d) Competitive Dialogue
- (e) Innovation Partnership

10.4 Legal advice should be taken from the Legal Advisor in relation to the advertisement and letting of a **Service Concession**, That is 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..

10.5 The Public Contracts Regulations 2015 contains mandatory time limits for the various stages of the contracting process which RP's must comply with.

10.6 In the case of contracts which require tendering in accordance with EU Procurement law, the Board is required to place a Contract Notice in the Official Journal of the European Union and the timescale for expressions of interest in response to such notices is prescribed.

10.7 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 OJEU notice
- (c) the accelerated procedure may only be used with the consent of the Chief Executive and Clerk to the Board

11. TENDER INVITATION

11.1 The invitation to tender or submit a quotation must include a specification and where appropriate an Activity Schedule/ bill of quantities or schedule of rates.

11.2 The invitation to tender or submit a quotation must state that the Board is not bound to accept any quote or tender.

11.3 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.

11.4 The invitation to tender must specify the evaluation criteria and forbid submission of a tender by fax.



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- 11.5 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.
- 11.6 The invitation to tender must include a form of tender and instructions to tenderers.
- 11.7 The invitation to tender must include Contract terms and conditions which have the approval of the Legal Advisor.

12. SUBMISSION, RECEIPT AND OPENING OF TENDERS

- 12.1 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 European Union procurement procedures lay down specific procurement processes and related time periods which, where the value of the Contract will exceed EU limits, 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 Legal Advisor, 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.

13. CLARIFICATION PROCEDURES AND POST-TENDER NEGOTIATION

- 13.1 Providing clarification 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.
- 13.2 Post-tender negotiation means negotiations with any tenderer after submission of a



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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 in an EU Open or Restricted Tender Procedure where this might distort competition particularly with regard to price.

13.3 Where post tender negotiation results in a fundamental change to the specification (or contract terms) the contract must not be awarded but re-tendered.

13.4 Procedure

- (a) The Chief Executive and Clerk and, if thought necessary by the Chief Executive and Clerk, the Legal Advisor 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 and Clerk as appropriate and who should maintain records of the negotiations held and their outcome.



6. FINANCIAL REGULATIONS

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6. FINANCIAL REGULATIONS

1 GENERAL

- 1.1 The Chief Executive and Clerk is responsible for ensuring that these Financial Regulations are observed throughout the Humber Bridge Board.
- 1.2 The Treasurer (Head of Finance and Commercial) is responsible for ensuring 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 and Clerk is responsible for providing the Treasurer (Head of Finance and Commercial) with all necessary information and access to all documents and records under his/her control, as the Treasurer (Head of Finance and Commercial) 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 (Head of Finance and Commercial).

2 REVENUE REQUIREMENTS

- 2.1 In consultation with the Treasurer (Head of Finance and Commercial), the Chief Executive and Clerk 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 The Treasurer (Head of Finance and Commercial) 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 and Clerk is responsible for budgetary control within the Board, subject to the overall supervision of the budgetary control process by the Treasurer (Head of Finance and Commercial). 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 and Clerk must inform the Board unless a transfer of budget provision has been approved by the Treasurer (Head of Finance and Commercial) in accordance with regulation 9.
- 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.



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- 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 £25,000, without specific Board approval;
 - (iv) do not exceed £2,000, without the approval of the Treasurer (Head of Finance and Commercial) 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 and Clerk's responsibility, in consultation with the Treasurer (Head of Finance and Commercial), to submit full details of all proposed capital schemes to the Board for approval.
- 3.3 The Chief Executive and Clerk 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 Treasurer (Head of Finance and Commercial) 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 by the Treasurer (Head of Finance and Commercial), and shall be subject to his/her supervision, and the Chief Executive and Clerk 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 must be referred to the Treasurer (Head of Finance and Commercial) for his approval.

5 ORDERS FOR WORK, GOODS AND SERVICES

- 5.1 The Chief Executive and Clerk 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



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requisition has to be counter signed by the Line Manager/Head of Service/Chief Executive and Clerk 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 and Clerk 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 (Head of Finance and Commercial) from time to time.
- 6.2 The certification for payment shall be by the Chief Executive and Clerk 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 and Clerk shall, as soon as practicable after 31st 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 and Clerk or other duly authorised person must inform the Treasurer (Head of Finance and Commercial) 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 and Clerk 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 and Clerk or other duly authorised person in consultation with the Legal Advisor.



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- 7.4 Unless it is a condition of the contract, a final certificate must not be issued until the Treasurer has had the opportunity of examining the final account and agreed the amount to be paid. The Chief Executive and Clerk or duly authorised person should make available to the Treasurer (Head of Finance and Commercial) a detailed statement of account together with such vouchers, documents and information as the Treasurer (Head of Finance and Commercial) may require relating to the contract.

8 IMPREST ACCOUNTS

- 8.1 The Chief Executive and Clerk will agree rules and advance cash for operating a petty cash system for payment of minor expenses.
- 8.2 The Chief Executive and Clerk 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 and Clerk is responsible for all banking arrangements and the issue of cheques and other forms of payment for the Board. The Chief Executive and Clerk shall operate such banking accounts as Treasurer (Head of Finance and Commercial) 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 and Clerk.

10 TREASURY MANAGEMENT

- 10.1 The Treasurer (Head of Finance and Commercial) shall invest any surplus funds accruing to the Board as he determines to be appropriate, having due regard to any relevant policies and guidelines issued by CIPFA and other professional bodies. The Treasurer (Head of Finance and Commercial) 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 under the supervision of the Treasurer (Head of Finance and Commercial).
- 11.2 All money collected must be paid to the Chief Executive and Clerk or banked direct to the Board's account as soon as possible after its receipt. The Treasurer (Head of Finance and Commercial) will specify the arrangements for doing this and the records which must be kept.



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- 11.3 The Chief Executive and Clerk 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 ordered by or with the authority of the Treasurer (Head of Finance and Commercial).
- 11.5 Amounts due to the Board can only be written off with the prior approval of the Treasurer (Head of Finance and Commercial) except for amounts in excess of £5,000 where the approval of the Board is required.

12 STORES AND INVENTORIES

- 12.1 The Chief Executive and Clerk 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 and Clerk must keep an up to date inventory of property owned by the Board which is valued at more than £250 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 (Head of Finance and Commercial) 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 (Head of Finance and Commercial), who shall report to the Board in due course.
- 12.5 In conjunction with the Treasurer (Head of Finance and Commercial), the Chief Executive and Clerk 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 and Clerk will maintain up-to-date records relating to the employment of staff in the format required by the Treasurer (Head of Finance and Commercial).
- 13.2 The arrangements for all payments arising from employment to current employees or former employees shall be made under the supervision of the Treasurer (Head of Finance and Commercial).

14 INSURANCES

- 14.1 The Chief Executive and Clerk must be provided with any information he reasonably requires in order to determine the insurance and indemnity needs of the Board.



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- 14.2 The Chief Executive and Clerk 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 and Clerk or other duly authorised person shall immediately report in writing to the Treasurer (Head of Finance and Commercial) and the Legal Advisor, any loss, damage, death, injury or event, by which a significant legal liability may be attached to the Board.
- 14.4 The Chief Executive and Clerk 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 and Clerk as soon as possible.

15 PUBLISHED ACCOUNTS

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

16 INTERNAL AUDIT

- 16.1 The Treasurer (Head of Finance and Commercial) is responsible for maintaining a continuous audit and appraisal of all matters affecting the resources available to the Board.
- 16.2 The Treasurer (Head of Finance and Commercial) shall have authority to send representatives to visit, at any times, the establishments and properties of the Board and shall have a right of access at all times to such documents and records of the Board as appear to him to be necessary for the purpose of his audit and he shall be entitled to require from any officer of the Board such information and explanations as he thinks necessary for the purpose.
- 16.3 The Chief Executive and Clerk shall notify the Treasurer (Head of Finance and Commercial) immediately of any circumstances which may suggest the probability of irregularity affecting cash, stores or other property of or in the custody of the Chief Executive and Clerk and shall agree with the Treasurer (Head of Finance and Commercial) on the action to be taken.

17 PROVISION OF GOODS AND SERVICES TO OTHER BODIES

- 17.1 Unless the agreement for the supply of services specifies otherwise or the Treasurer (Head of Finance and Commercial) 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.



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18 EX-GRATIA PAYMENTS

18.1 The Chief Executive and Clerk may approve ex-gratia payments up to £500; all amounts in excess will require Board approval.

19 SUSPENSION OF FINANCIAL REGULATIONS

19.1 These Regulations shall only be suspended on the resolution of the Board.



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SCHEDULE ONE

DELEGATIONS AND AUTHORISATIONS

- 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 Legal Advisor (if necessary in consultation with the Chief Executive and Clerk and the Chair) 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 Schedule 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 Schedule 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 appropriate 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 TO OFFICERS

9 AUTHORISATIONS TO THE CHIEF EXECUTIVE AND CLERK

- (i) to incur expenditure within the approved capital and revenue budgets except in relation to items reserved for Board consideration;
- (ii) to accept quotations and award contracts on behalf of the Board for supplies or services in accordance with the Contract Procedure Rules, up to a value not exceeding £500,000
- (iii) to accept quotations and award contracts on behalf of the Board for works in accordance with the Contract Procedure Rules up to value not exceeding the EC Threshold for works
- (iv) to dispose of obsolete, worn out and surplus stores, equipment, vehicles and the like;
- (v) to let, hire or otherwise permit the use of the Board premises and property for occasional purposes other than for political meetings.
- (vi) to authorise visits and attendance on courses by officers away from the Board.
- (vii) to appoint staff
- (viii) In the absence of the Head of Operations, head of Infrastructure or the Treasurer (Head of Finance and Commercial) to undertake any of their delegated authorities as necessary to ensure the continuity of the Board's business

10 AUTHORISATIONS TO THE HEAD OF OPERATIONS

- (i) to accept quotations and award contracts on behalf of the Board for supplies or services in accordance with the Contract Procedure Rules to the value not exceeding the prescribed EU procurement limit for those supplies or services applicable at that time
- (ii) to let, hire or otherwise permit the use of the Board premises and property for occasional purposes other than for political meetings.

11 AUTHORISATIONS TO THE HEAD OF INFRASTRUCTURE

- (i) to accept quotations and award contracts on behalf of the Board for supplies or services in accordance with the Contract Procedure Rules to the value not exceeding the prescribed EU procurement limit for those supplies or services applicable at that time
- (ii) to accept quotations and award contracts on behalf of the Board for works in accordance



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with the Contract Procedure Rules to the value not exceeding £500,000

- (iii) to dispose of obsolete, worn out and surplus stores, equipment, vehicles and the like;

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AUTHORISATIONS TO THE HEAD OF FINANCE AND TREASURER

- (i) to recover debts owing to the Board.
- (ii) to make payment of gratuities, ex gratia payments and honoraria within approved scales of such amounts as previously determined by the Board or General Manager & Bridgmaster in consultation with the Treasurer and to determine the method of payment.
- (iii) to implement all salary and wages awards and other financial conditions of service agreed by national and provincial negotiating bodies.
- (iv) to accept quotations and award contracts on behalf of the Board for supplies or services in accordance with the Contract Procedure Rules to the value not exceeding the prescribed EU procurement limit for those supplies or services applicable at that time
- (v) to let, hire or otherwise permit the use of the Board premises and property for occasional purposes other than for political meetings.

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AUTHORISATIONS TO THE LEGAL ADVISOR

- (i) to affix the Common Seal to all documents required to give effect to decisions of the Board.
- (ii) to sign notices and other documents in connection with any legal proceedings where the signature of another officer is not expressly required or authorised by statute or authorised by the Board.
- (iii) to institute civil proceedings;
- (iv) to seek Counsel's opinion on any matter where he deems it necessary;
- (v) to authorise 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.
- (vi) to appoint Counsel in any litigation involving the Board where there is no right of audience for Solicitors or if the Legal Advisor in consultation with the Chief Executive and Clerk and the Chair deems it appropriate that Counsel should be appointed and to agree fees in respect thereof;



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- (vii) to defend civil proceedings where the matter is not covered by insurance.
- (viii) to agree settlements and compromise agreements and sign the same on behalf of the Board.



SCHEDULE TWO

DIRECTOR CODE OF CONDUCT

PART I - 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 at Appendix A.

1.3 It is your responsibility to comply with the provisions of this Code.

1.4 In this Code:

‘**meeting**’ means any meeting of the Board.

‘**director**’ includes an appointed director and an appointed deputy director.

2. Scope

2.1 Subject to paragraphs 2.2 to 2.4, 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 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).

3. General obligations

3.1 You must treat others with respect.

3.2 You must not:

3.2.1 do anything which may cause the Board to breach any of the equality enactments (as defined in section 33 of the Equality Act 2006);

3.2.2 bully any person;



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- 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 the Board'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, the Board.

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
 - 3.3.1.4.2 made in good faith and in compliance with the reasonable requirements of the Board.
- 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



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3.5.3 must, when reaching decisions on any matter, have regard to any relevant advice provided to you by the Board's Treasurer (Head of Finance and Commercial) or Legal Advisor or Chief Executive and Clerk where that officer is acting pursuant to his or her designated duties.

3.6 You must give reasons for all decisions in accordance with any statutory requirements and any reasonable additional requirements imposed by the Board.

PART II - 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 or organisation;

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 any employment or business carried on by you;

4.1.1.4 any person or body who employs or has appointed you;

4.1.1.5 any person or body, other than a relevant authority (as defined in paragraph 1 (2) (a) of SI 2007/1159, who has made a payment to you in respect of your election or any expenses incurred by you in carrying out your duties;

4.1.1.6 any person or body who has a business relationship with the Board and in whom you have a beneficial interest in a class of securities of that person or body that exceeds the nominal value of £25,000 or one hundredth of the total issued share capital (whichever is the lower);

4.1.1.7 any contract for goods, services or works made between the Board and you or a firm in which you are a partner, a company of which you are a remunerated director, or a person or body of the description specified in paragraph 4.1.1.6;



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- 4.1.1.8 the interests of any person from whom you have received a gift or hospitality with an estimated value of at least £25;
 - 4.1.1.9 any land which the landlord is the Board and you are, or a firm in which you are a partner, a company of which you are a remunerated director, or a person or body of the description specified in paragraph 4.1.1.6 is, the tenant;
 - 4.1.1.10 any land in the Board's area for which you have a licence (alone or jointly with others) to occupy for 28 days or longer; or
- 4.1.2 a decision in relation to that business might reasonably be regarded as affecting your well-being or financial position or the well-being or financial position of a relevant person to a greater extent than the majority of other Bridge users, council tax payers, ratepayers or inhabitants of the East Riding of Yorkshire, Hull, North East Lincolnshire and North Lincolnshire, as the case may be, affected by the decision;

4.2 In paragraph 4.1.2, a relevant person is:

- 4.2.1 a member of your family or any person with whom you have a close association; or
- 4.2.2 any person or body who employs or has appointed such persons, any firm in which they are a partner, or any company of which they are directors;
- 4.2.3 any person or body in whom such persons have a beneficial interest in a class of securities exceeding the nominal value of £25,000; or
- 4.2.4 any body of a type described in paragraph 4.1.1.1 or 4.1.1.2.

5. **Disclosure of personal interests**

- 5.1 Subject to paragraphs 5.2 to 5.7, 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 which relates to or is likely to affect a person described in paragraph 4.1.1.1 or 4.1.1.2.1, you need only disclose to the meeting the existence and nature of that interest when you address the meeting on that business.
- 5.3 Where you have a personal interest in any business of the Board of the type mentioned in paragraph 4.1.1.8, 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 10.1, sensitive information relating to it is not registered in the Board's register of directors' interests, you must indicate to the meeting that you have a personal interest, but need not disclose the sensitive information to the meeting.



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6. Prejudicial interest generally

- 6.1 Subject to paragraph 6.2, where you have a personal interest in any business of the Board you also have a prejudicial interest in that business where the interest is one which a member of the public with knowledge of the relevant facts would reasonable regard as so significant that it is likely to prejudice your judgement of the public interest.
- 6.2 You do not have a prejudicial interest in any business of the Board where that business:
- 6.2.1 does not affect your financial position or the financial position of a person or body described in paragraph 4
 - 6.2.2 does not relate to the determining of any approval, consent, licence, permission or registration in relation to you or any person or body described in paragraph 4; or
 - 6.2.3 relates to the functions of the Board in respect of:
 - 6.2.3.1 an allowance, payment or indemnity given to members;
 - 6.2.3.2 any ceremonial honour given to members; and
 - 6.2.3.3 an application for increase in any maximum toll amount under section 11 of the Humber Bridge Act 2013 or
 - 6.2.3.4 a levy under section 7 (3) of the Humber Bridge Act 2013

7. Effect of prejudicial interests on participation

- 7.1 Subject to paragraph 8.2, where you have a prejudicial interest in any business of the Board:
- 7.1.1 you must withdraw from the room where a meeting considering the business is being held:
 - 7.1.1.1 in a case where paragraph 8.2 applies, immediately after making representations, answering questions or giving evidence;
 - 7.1.1.2 in any other case, whenever it becomes apparent that the business is being considered at that meeting;unless you have obtained a dispensation from the Board;
 - 7.1.2 you must not seek improperly to influence a decision about that business.
- 7.2 Where you have a prejudicial interest in any business of the Board, you may attend a meeting but only for the purpose of making representations, answering questions or giving evidence relating to the business, provided that the public are also allowed to attend the meeting for the same purpose.

PART III – REGISTRATION OF DIRECTORS' INTERESTS

8. Registration of directors' interests



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8.1 Subject to paragraph 10, you must, within 28 days of:

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

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

register in the Board's register of directors' interest details of your personal interests where they fall within a category mentioned in paragraph 7(1) (a), by providing written notification to the Board's Chief Executive and Clerk.

8.2 Subject to paragraph 10, you must, within 28 days of becoming aware of any new personal interest or change to any personal interest registered under paragraph 8.1, register details of that new personal interest or change by providing written notification to the Board's Chief Executive and Clerk.

9. **Sensitive information**

9.1 Where you consider that the information relating to any of your personal interests is sensitive information, and the Board's Chief Executive and Clerk agrees, you need not include that information when registering that interest, or, as the case may be, a change to that interest under paragraph 9.2.

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 information, notify the Board's Chief Executive and Clerk asking that the information be included in the Board's register of directors' interests.

9.3 In this Code, "sensitive information" means information whose availability for inspection by the public creates, or is likely to create, a serious risk that you or a person who lives with you may be subjected to violence or intimidation.



GENERAL PRINCIPLES OF CONDUCT

Selflessness	
1.	Directors should serve only the Board's 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.
Accountability	
3.	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	
4.	Directors should be as open as possible about their actions and those of the Board, and should be prepared to give reasons for those actions.
Personal Judgement	
5.	Directors may take account of the views of others but should reach their own conclusions on the issues before them and act in accordance with those conclusions.
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 Board's employees.
Duty to Uphold the Law	
7.	Directors should uphold the law and, on all occasions, act in accordance with the trust that the public is entitled to place in them.
Stewardship	
8.	Directors should do whatever they are able to do to ensure that the Board uses its resources prudently and in accordance with the law.
Leadership	
9.	Directors should promote and support these principles by leadership, and by example, and should act in a way that secures or preserves public confidence.