

## Board – Terms of Reference

### **Purpose**

The primary purpose of the Skills Development Scotland (SDS) Board is to oversee the organisation's implementation of government policy.

### **Responsibilities**

The Board's strategic responsibilities are to:

- Establish the overall strategic direction of SDS within the policy, planning and resources framework determined by Scottish Ministers;
- Ensure that Scottish Ministers are kept informed of any changes which are likely to impact on the strategic direction of SDS or on the attainability of its targets, and determine the steps needed to deal with such changes;
- Ensure that any statutory or administrative requirements for the use of public funds (i.e. all funds falling within the stewardship of SDS) are complied with; that the Board operates within the limits of its statutory authority and any delegated authority agreed with the sponsor Directorate, Fair Work, Employability and Skills and in accordance with any other conditions relating to the use of public funds; and that, in reaching decisions, the Board takes into account relevant guidance issued by Scottish Ministers/the sponsor Directorate;
- Ensure that the Board receives and reviews regular financial information concerning the management of SDS; is informed in a timely manner about any concerns about the activities of SDS; and provides positive assurance to the sponsor Directorate that appropriate action has been taken on such concerns;
- Ensure that the Board maintains strategic scrutiny of corporate risks and SDS risk management;
- Ensure and demonstrate high standards of corporate governance at all times, including by setting up and using an independent audit committee – in accordance with the guidance on Audit Committees in the Scottish Public Finance Manual (SPFM) – to help the Board to address the key financial and other risks facing SDS; and
- Provide commitment and leadership in the development and promotion of Best Value principles throughout the organisation;
- Ensure strategic oversight for the development, delivery, reporting and continuous improvement of ICT shared service provision led by EIS in collaboration with partner organisations;
- Ensure oversight of Equality and Diversity matters with regular updates to be provided on outcomes of the strategy and from the Committee Chairs Equality Forum.

Specifically, the Board will:

- Agree corporate strategy for SDS;
- Set cost-effective plans to implement corporate strategy;
- Establish a performance management framework which enables under-performance to be addressed quickly;
- Establish the values and standards of the organisation and ensure that the organisation adopts and complies with Codes of Conduct for Staff and Board members;

- Ensure that the highest standards of governance are complied with, that the organisation complies with all Ministerial guidance, the SDS Framework Document and applicable legislation;
- Ensure that a framework of prudent and effective controls is in place to enable risks to be assessed and managed;
- Focus on the difference that the organisation is making in the outside world, i.e. its impact on customers and citizens;
- Ensure that SDS is a 'Best Value' organisation;
- Hold the Chief Executive (and senior staff) to account for the management of the organisation and the delivery of agreed plans on time and within budget; and
- Ensure that the operation and work of SDS is closely aligned with the work of other relevant public bodies to ensure efficiency and effectiveness at the highest level.

### **Membership/Composition**

The Board will comprise up to thirteen members including the Chair and Chief Executive (excluding co-opted members).

The following individuals will attend scheduled meetings:

Senior Director of Delivery

Senior Director Transformation

Director of Finance, Information Governance, Resilience and Risk

Other individuals may attend meetings by invitation.

The Board will be provided with a secretariat function by the Board and Committee Team.

### **Quorum**

The quorum for meetings shall be seven or more Board members (including co-opted members) being present at meetings and must include one of the Chair, Vice-Chair or Chief Executive.

### **Meetings**

Board meetings will take place on a quarterly basis. Meetings will normally be held in the SDS Offices, George Square, Monteith House, Glasgow or, when appropriate, at another location or via online conference call.

The SDS Board may require to convene further special meetings to discuss/consider particular issues.

Each meeting will be minuted. Minutes will be produced and submitted to the following SDS Board meeting.

### **Reporting**

Minutes from the previous meeting and an update from the Chair will be provided at each Board meeting.

### **Review**

The forward plan for each financial year details items to be considered over the full annual cycle. This forward plan will be kept under regular review by the Board, and amended as necessary, taking account of business also being considered through other Committees. Where matters arise in the work of the Committees that are felt appropriate for raising with the Board or that merit Board review, these will be included within the forward plan.

The Board will on an annual basis prepare an Annual Report - (i) business review summarising the Board's activities during the period; (ii) self-assessment of the Board's own performance/effectiveness and (iii) review of the Board's Terms of Reference to ensure and affirm they are fit for purpose.

Skills Development Scotland

**September 2024**

Next Review Date November 2025