

# Skills Development Scotland

## Standing Orders for Meetings of the Board and Board Committees

These Standing Orders were approved by the Board of Skills Development Scotland (SDS) on 1 27 April 2017.

### The Context of the Standing Orders

1. Skills Development Scotland (SDS) is a Non Departmental Public Body which was established in April 2008, which brought together the careers, skills, training and funding services of Careers Scotland, Scottish University for Industry (learndirect scotland) and the skills functions of Scottish Enterprise and Highlands and Islands Enterprise.
2. Scottish Government Ministers appoint SDS Board members.
3. The powers, duties and responsibilities of Board members are determined by Ministers.
4. The Board may co-opt additional members. The Board may recruit co-opted members to provide supplementary expertise in areas of Board interest. The term of office of co-opted members will normally be no longer than two years (but may be renewed beyond this for a limited period in exceptional circumstances).

### Definitions

5. Within these Standing Orders, where reference is made to the Board the provisions of the relevant section apply only to the Board. Likewise where reference is made to Board Committees the provisions of the section apply only to Board Committees.

### Notification of Meetings

6. A provisional schedule of *ordinary meetings* of the Board and Committees shall be approved by the Board and published on the external SDS website. This shall normally be prior to the beginning of each financial year.
7. Where there is business that is urgent and cannot be held over to the next meeting of the Board, a *special meeting* of the Board may be called by the Chair of the Board, the Chief Executive or as a result of a written request signed by a quorum of Board members.
8. Notification of a special meeting of the Board shall be given in the same way as that for ordinary meetings. It shall be advised in writing to Board members (via email where appropriate and published on the SDS website).

## **Exceptional circumstances where Board business may be dealt with by correspondence**

9. Where there is urgent business of the Board and it is not practicable to convene a special meeting, the Chair may, exceptionally, deal with the matter(s) by correspondence.
10. In these circumstances relevant papers and resolutions will be circulated by e-mail and/or in the post. The decisions/actions arising from such exceptional circumstances will be reported to the subsequent Board meeting.

## **Agenda for meetings**

11. Advised by the Chief Executive (or any officer acting on behalf of the Chief Executive), the agenda for a meeting shall be agreed by the Chair of the Board or Committee at least 10 working days in advance of the meeting. It will be circulated to members by post and/or e-mail at least 5 working days prior to the meeting.
12. Exceptionally and only with the agreement of the Chair of the meeting, changes may be made to an agenda to deal with urgent business. Where an agenda changes, a revised agenda should be circulated to members or, if not practicable, tabled at the beginning of the meeting.
13. Any member(s) of the Board or a Committee may ask for an item to be placed on the agenda of a meeting of the Board or relevant Committee. This should be done at least 10 working days in advance of the meeting. The Chair of the meeting will consider the request, taking advice from the Chief Executive (or another officer acting on behalf of the Chief Executive). If the Chair decides not to include the item on the agenda, the member will be advised and the Board or Committee informed during the Chair's opening remarks.
14. The agenda for special meetings of the Board or Committees will normally be confined to the business necessitating the convening of the meeting.

## **Papers for Board and Committee Meetings**

15. The Corporate Office (on behalf of the Chief Executive and executive senior management team) will provide papers for all agenda items at a meeting unless it has been previously agreed with the Chair of the meeting that no paper is required.
16. Papers will be made available to meeting attendees at least 5 working days prior to the meeting.
17. If papers are not available for provision to members at least 5 working days prior to the meeting the Corporate Office may, after consultation with the Chair of the meeting and the Chief Executive, make a late circulation or table the paper(s) at the meeting or withdraw the item(s) from the agenda of the meeting.

## **Quorum**

18. The quorum of the Board is 7 members and must include one of the Chair, Vice Chair or Chief Executive.
19. Participation will usually be in person, but exceptionally (with the agreement of the Chair of the meeting) individual members may participate by telephone or video-conference. In such circumstances, such members will be deemed to be present and to constitute part of the quorum for the purposes of that meeting.
20. The quorum for individual Committees is contained within their terms of reference.

### **Attendance at Board Meetings: Board Members**

21. If a member fails to attend 3 consecutive meetings of the Board or 50% of the scheduled ordinary meetings in a calendar year and has not been given leave by the Chair, the Chair will advise the Board. The Board shall resolve whether to inform Ministers and may in informing Ministers seek the removal of the member from the Board.

### **Attendance at Committee Meetings: Board Members**

22. If a member fails to attend 3 consecutive meetings of a Committee or 50% of the meetings in any two year period and has not been given leave by the Chair, the Chair will advise the Board. The Board may remove the member from the Committee.

### **Attendance at Board and Committee meetings: SDS Officers**

23. Members of the executive senior management team will attend Board and Committee meetings as and when required. Any other management representatives and/or substitutes may attend at the discretion of the Chair and/or Chief Executive.
24. The Chief Executive will ensure that the work of the Board and Committees is supported and serviced by appropriate staff.

### **The Conduct and Approval of Business at Meetings of the Board**

25. The Chair of the Board will, if present, chair all meetings of the Board. In the absence of the Chair, the Vice Chair will take the chair. In the absence of both the Chair and Vice Chair, the corporate secretariat will ask the Board to propose a member (other than the Chief Executive) to chair the meeting.
26. The Chair is responsible for maintaining order and ensuring that business is conducted reasonably, fairly, effectively, responsibly and in accordance with statute and any directions from Ministers.
27. The Chair will ensure that all members receive a fair hearing with sufficient opportunity to express their view on matters under discussion. All members will respect and, if necessary, defer to the authority of the Chair.
28. Where there is an agenda item requiring the approval of the Board, the Chair will seek the views of members and wherever possible reach a consensus. If a consensus cannot be reached or if the Chair views the matter as sufficiently important to record the collective view of the Board, a vote will be taken. Approval will be given on the basis of a simple majority, the Chair having a substantive and casting vote.
29. If the Chief Executive is not present and a vote is taken on a matter, the officer deputising for the Chief Executive shall not have a vote.
30. Where an agenda item requiring approval is not approved by the Board and the consequences would be prejudicial to the continuity of the business of the Board, alternative proposals should be sought from the Chief Executive. The Chair may adjourn the meeting or defer the agenda item to another meeting to enable the Chief Executive to re-consider the matter. If after such reconsideration the Board remains unable to approve the proposal (whether by consensus or simple majority vote) and the matter remains critical to the continuity of business, the Chair shall report to Ministers and seek their direction.

### **The Conduct and Approval of Business at Committee Meetings**

31. The Chair of the Committee will, if present, chair all meetings of that Committee. In the absence of the Chair, only a Board member may take the chair.

32. The Chair of the Committee is responsible for maintaining order and ensuring that business is conducted reasonably, fairly, effectively, responsibly and in accordance with the remit of the Committee.
33. The Chair of the Committee will ensure that all members receive a fair hearing with sufficient opportunity to express their views on matters under discussion. All members will respect and, if necessary, defer to the authority of the Chair.
34. Where there is a matter requiring the approval of a Committee, the Chair of the Committee will seek the views of members and wherever possible reach a consensus. If a consensus cannot be reached or if the Chair of the Committee views the matter as sufficiently important to record the collective view of the Committee, a vote will be taken. Approval will be given on the basis of a simple majority, the Chair of the Committee having a substantive and casting vote.
35. If, after a vote, approval is not given, the Chair of the Committee will refer the matter to the Chair of the Board who will consider and decide upon the matter.

### **Board and Board Committee Proceedings**

36. Meetings will follow the order of business as outlined in the Agenda or as stated by the Chair at the beginning of the meeting.
37. The Code of Conduct for Board members requires members of Boards and Committees to declare any interests in the business of a meeting. Even if there is not a specific agenda item to elicit declarations of interest, it is the responsibility of each member to ensure that relevant interests are declared. A member declaring an interest should normally not participate in that part of the proceedings and may be invited to withdraw from the room by the Chair whilst the area of interest is discussed.
38. Agenda items will be supported by papers except where the Chair of the meeting has agreed to an oral presentation.
39. Copies of any presentations made during a meeting will be circulated in advance of the meeting with the papers for the meeting except where the Chair has agreed to copies being tabled or to an oral presentation.
40. When an agenda item is addressed, papers will be taken as read. The senior officer responsible for the paper (or author) will have the opportunity to make any supplementary comments. The Chair will give members the opportunity to ask questions and make comments. On conclusion of discussion, if approval is required, the Chair will seek a consensus view or, if necessary, take a vote. The Chair will conclude an agenda item by ensuring all members are aware of the outcome of the discussion.
41. Any private business will normally be conducted at the end of an agenda.

### **Minutes of Meetings**

42. A minute will be kept of all Board and Committee meetings.
43. The minute will record members present, others in attendance, any apologies and declarations of interest and members or others joining or leaving the meeting.
44. The minute will record that discussion took place, any points of significance raised and any action/decision.
45. After approval by the Chair of the meeting, draft minutes will be added to the agenda for the next meeting.

46. The approval of minutes of the last meeting will normally be the first business item of a meeting. If matters of accuracy are raised, any corrections will be recorded in the new minute. If the correction is a significant matter of fact, the old minute will be withdrawn and a corrected minute re-issued. Otherwise the correction in the new minute will suffice to deal with accuracy.
47. Minutes of meetings of Committees will be included on the agenda of Board meetings, and will be marked as draft where they have not been formally approved at that point.

### **Committees**

48. The Board may convene Committees to assist and advise it in undertaking its responsibilities.
49. Committees have terms of reference approved by the Board and are chaired by a member of the Board. Committee terms of reference may only be changed by the Board.
50. The terms of reference specify the membership arrangements for Committees and may include provision for co-option on to the membership of the Committee. Where a committee has delegated powers, in the event of any vote to exercise those powers, only Board members may vote.

### **Ad Hoc Committees and Working Groups**

51. The Board may convene ad hoc committees and working groups to assist and advise it in undertaking its responsibilities.
52. Any such committees or groups should have clear terms of reference, appropriate membership and be time limited.
53. The terms of reference should specify membership arrangements and may include provision for co-option.

### **Board Offices**

54. The Chair of the Board is appointed by and accountable to Scottish Government Ministers.
55. Other offices of the Board are the Chairs of any SDS Committees or Board-approved Advisory Boards and Groups.
56. Other than the Chair of the Board, members may hold more than one office. The Chief Executive may not hold any Board office.
57. The Chairs of any Committees are appointed by the Board, and appointment will normally be for two years initially.
58. Ordinary members of the Board (including office holders) may be members of more than one Committee. Appointment of Board members as ordinary members of Committees will normally be for two years in the first instance.
59. When there is a vacancy for a Board office (other than the Chair of the Board) the Chair of the Board should present proposals to the Board for filling the office via the SDS Nominations Committee. The process should allow for fair and equal consideration of members for the office.
60. Board offices and Committee membership should normally be reviewed annually. If a Board office holder leaves the Board and the office becomes vacant, the Chair will review and discuss proposals with the Nominations Committee

## **Scheme of General Delegation and Delegated Powers**

61. Unless otherwise reserved, the powers of the Board are delegated through the Delegated Authority Policy to the Chief Executive.
62. The Board may at any time delegate further powers, reserve matters that have been previously delegated or remove delegated powers for a specific decision or action.
63. The Chair of the Board oversees the day to day work of the Chief Executive on behalf of the Board and may speak publicly on behalf of the Board. Unless specifically delegated by the Board, the Chair shall have no other powers.
64. Individual Board members have no generally delegated authority or powers.
65. Board office holders (other than the Chair of the Board) have no generally delegated powers or authority other than those detailed in the description of the position and terms of reference of any Committees that they chair.

## **Collective Responsibility and Confidentiality**

66. SDS's Board and Committees operate on the basis of collective responsibility for decisions. Members are therefore expected, if questioned on a matter where the Board or Committee has taken a view, to support the position reached.
67. If members are questioned on matters that fall within the remit of SDS but on which a Board or Committee view has not been taken, they may give a personal view but should stress that it does not necessarily reflect the view of SDS. Before doing so, they are advised to consult with the Chair of the Board or the Chief Executive.
68. All members of the Board are required to maintain confidentiality as detailed in the Code of Conduct for Board members and any additional guidance provided by the Corporate Office.

## **Suspension and Revision of Standing Orders**

69. These Standing Orders may only be suspended, varied, revoked or added to by the SDS Board.
70. Committees have no power to depart from these Standing Orders.
71. Suspension of Standing Orders at a meeting requires a proposer and seconder and a vote of at least 7 members of the Board in favour of suspension. The Chief Executive may neither propose nor second such a motion but may vote.
72. Notice of any variation or revocation of these Standing Orders must be given at a Board meeting, with the proposal for variation or revocation being brought forward at the next ordinary meeting of the Board.

Skills Development Scotland  
**October 2018**

Next Review Date **November 2019**