

## CHILDREN'S HEARINGS SCOTLAND BOARD STANDING ORDERS

### 1. General

- 1.1 The Board has made the following arrangements for the discharge of its functions. These arrangements are to be referred to as the Standing Orders of the Board.
- 1.2 These Standing Orders take effect until further notice and supersede all prior Standing Orders.
- 1.3 The Standing Orders apply to the Board and its standing committees and unless the Board specifies to the contrary, to any other committees, or sub-committees which may be set up by the Board from time to time but do not apply to working parties or groups.
- 1.4 Standing Orders may be suspended at any meeting of the Board at which the majority of the members present are in favour. Unless expressly agreed otherwise by these members, such suspension will have effect only for the item of business immediately following, and Standing Orders come into force again immediately afterwards. A meeting in which standing orders are suspended must be quorate.

### 2. The Role of the Board and Responsibilities of Members

- 2.1 The Board – The principal role of the CHS Board is to add value to the organisation through the exercise of strong leadership and control, including:
  - Setting the organisation's strategic direction.
  - Establishing and upholding the organisation's governance and accountability framework, including its values and standards of behaviour.
  - Ensuring delivery of the organisation's aims and objectives through effective challenge and scrutiny of the CHS' performance across all areas of activity.
- 2.2 The Chair is responsible for the effective operation of the Board, chairing Board meetings when present, and ensuring that all Board business is conducted in accordance with these Standing Orders. The Chair works with the Chief Executive/National Convener and, supported by the Corporate Governance Manager, ensures that key and appropriate issues are discussed by the Board in a timely manner with all the necessary information and advice being made available to the Board to inform the debate and ultimate resolutions.
- 2.3 The Vice Chair deputises for the Chair in their absence for any reason and will do so, until either the existing Chair resumes their duties, or a new Chair is appointed. In fulfilling this part of the role, the Vice Chair, when conducting the functions of the Chair has all functions and authority of the Chair. If the Chair and Vice Chair are both absent, the members present at the meeting may appoint from among themselves a member to function as a Chair for the purpose of chairing that meeting.
- 2.4 Board members are collectively responsible for:

- Ensuring that CHS complies with legislation.
- Ensuring that the purposes of CHS's vision, purpose and values remain appropriate.
- Agreeing the over-arching strategy for achieving the vision and purpose.
- Approving policy, priorities and key performance measures and evaluating the organisation's performance against those measures on a regular basis.
- Ensuring that systems are in place so that the organisation operates within the financial resources available to it.
- Satisfying themselves that financial control systems, including regular reviews of performance against budget, are in place.
- Satisfying themselves that systems to ensure the welfare (including health and safety), appraisal and good management of staff are in place and are observed.
- Assessing the risks associated with activities and practices, ensuring that the risks are acceptable; and ensuring that appropriate processes, including an annual risk review, are in place to manage risk.
- Supporting the Senior Leadership Team and holding them to account through the CEO/ NC.
- Individually and collectively representing CHS as appropriate and as agreed with the CEO/ NC and the Chair.

### **3. Board Meetings**

3.1 The Board decides the dates, times and places of its meetings and meets formally at least four times a year.

3.2 Board meetings are held in public except where the Board decides to hold all or part of a meeting in private. Reasons may include but are not limited to:

- Discussing confidential material in connection with a third party.
- Commercially sensitive discussions.
- Facilitating the achievement of consensus and preventing media focus on preliminary conclusions which may not feature in the final policies/reports.
- Matters relating to individual staff.
- Private discussions with Ministers including confidential advice from or to Ministers via their officials.
- Areas where CHS would not be required legally to disclose information.

3.3 The Board of CHS may wish to convene joint meetings with the Board(s) from one or several organisation(s) as appropriate. At joint meetings, CHS Board should be individually quorate, that is at least half of the currently serving members of the Board must be present. The Chairs of the Boards involved should agree who chairs the joint meeting.

3.4 Meetings of the Board can be held through electronic mode which includes, but is not limited to, video conferencing or audio visual/telephone means.

#### **4. Notice of Meetings**

- 4.1 The Executive Assistant and Governance Officer notify members of all Board meetings and issues the agenda, minutes, and papers seven calendar days before the meeting.
- 4.2 Members may propose items for the agenda to the Chair and should send those to the Executive Assistant and Governance Officer no later than twenty calendar days before the meeting.
- 4.3 If sufficient notice is not given for an item of business to be included on the agenda, it may be dealt with at the meeting if the Chair rules that there are reasons why it is urgent and gives those reasons. If the Chair rules that the matter is not urgent, it may be included as an item for the next meeting, unless it is withdrawn or dealt with in some other way before then.
- 4.4 Late papers may be discussed at meetings with the permission of the Chair. If papers cannot be issued due to lack of available time, they may be tabled at the meeting.
- 4.5 Lack of service of the notice to any member does not affect the validity of a meeting.

#### **5. Special Meetings of the Board to deal with Exceptional or Urgent Business**

- 5.1 The Executive Assistant and Governance Officer arrange for a meeting of the Board to be called if:
  - required by the Chair.
  - a request by the CEO/NC and approved by the Chair.
  - a request signed by one third of the Board members is made in writing to the Governance Lead for that purpose. At least three calendar days' notice should be given of any special meeting and of the business proposed for that meeting. No business is to be transacted beyond that specified in the request which called for that special meeting.

#### **6. Quorum**

- 6.1 At least half of the currently serving members of the Board must be present to allow the Board to hold a formal meeting. If less than half of the Board members attend a Board meeting, the Board can discuss any items of business but cannot make formal decisions or vote on those items.
- 6.2 The quorum of any Board/committee is determined by the Board as part of agreeing the Board/committee remit.
- 6.3 A member may be present at a Board meeting, count towards the quorum and participate fully by means of video conference or telephone conference call.

## 7. Sub judice

7.1 A Board member may not refer in a public Board meeting to any matter in which legal proceedings are active (as defined in section 2 of the [Contempt of Court Act 1981](#)). If a member raises an issue which, in the view of the Chair is, or may be, sub judice the Chair should require the member to cease discussion of the issue.

## 8. Conflict of Interest

8.1 All Board and committee agendas include a standing item at the start of the meeting inviting Board Members to declare any:

- financial interests.
- non-financial interests.
- interests, financial or non-financial, of other persons.

8.2 If a member declares a financial interest, the member must abstain from participating in the discussion of the relevant item until it is concluded. If a non-financial interest is declared, the member must decide whether to participate in the discussion and decision.

8.3 The Board has established a register of members' interests and maintains a regular review of it.

8.4 The Register of Interests is published on the CHS website.

## 9. Adjournment of Meeting

9.1 A meeting of the Board or of a committee of the Board may be adjourned by the Chair to any other hour, day, or place. Unless the time and place are specified in the motion for adjournment, the adjournment continues until the next scheduled meeting.

## 10. Voting

10.1 A meeting may decide unanimously or by a majority of the members present. In the latter case, a vote of the members may be taken orally, in writing or by a show of hands at the Chair's discretion. The Chair has a casting vote.

10.2 When a decision is agreed to by a majority of the members, the minutes record a unanimous decision. A member dissenting from a majority decision may ask for their dissent to be recorded in the minutes.

10.3 A member who is not present at a meeting at which a decision is taken from which they dissent may raise their concerns with the Chair. Such a decision is normally implemented. However, it is within the discretion of the Chair to defer that the matter appears as an item on the next agenda of the Board or committee or arise through the minutes.

**11. Ruling**

11.1 The ruling of the Chair on the conduct of the meeting and the application of Standing Orders are final.

**12. Admission of the Public to Board Meetings**

12.1 Board meetings are open to be observed by members of the public. The dates of such meetings will be advertised on the CHS website.

12.2 All meetings which allow public access are held virtually or in venues that are accessible to people with disabilities.

12.3 Any members of the public attending these meetings may, upon request, receive a copy of the papers for that meeting.

12.4 A member of the public who disrupts the business of the meeting may be required to leave the meeting after due warning has been given by the Chair. Re-admission to that, or other, public meetings held by the Board is at the discretion of the Chair.

**13. Minutes**

13.1 The names of members present at a meeting of the Board or of a committee of the Board is recorded in the minutes.

13.2 The minutes record all the items of business considered at Board meetings, the results of any decisions taken and of any divisions and elections which took place.

13.3 When the Board holds all or part of a meeting in private, minutes record the items of business taken and any decisions reached during the private items. The papers considered and the details of the Board discussions remain confidential.

13.4 Minutes are drawn up and circulated within ten working days to the Chair for approval and shared with the rest of the Board for comment. Minutes are submitted to the next Board meeting for approval. The minutes are published within the following Board papers pack 5 working days before the next Board meeting.

13.5 Minutes and other public papers may be circulated to such non-members of the Board on such conditions as the Board may determine. In addition, papers are available under the Freedom of Information (Scotland) Act and in accordance with the CHS publication scheme.

13.6 Board paper packs are published on the CHS website 5 days prior to a Board meeting which include the previous minutes and all papers for consideration and/or approval by the Board.

#### **14. Committees**

- 14.1 The Board may appoint committees to exercise functions on its behalf. Such committees may also appoint sub-committees.
- 14.2 Where functions are being conducted by committees or sub-committees, members act on behalf of the Board.
- 14.3 Where a question arises about whether it is competent for a committee/sub-committee of the Board to consider a particular matter – that is, whether the matter is within the committee'/sub-committee's Terms of Reference, it is for the Board, after consultation with CHS Senior Leadership Team as appropriate, to decide.
- 14.4 The Board appoints the Chair of committees and, after recommendation from a committee, its Vice Chair.
- 14.5 In the absence of the Chair at a committee meeting, his/her Vice Chairs the meeting.
- 14.6 Committees and sub-committees may co-opt members with relevant expertise and knowledge who are not members of the Board. Co-opted members should not make up more than half the membership of committees and sub-committees.
- 14.7 Co-opted members of committees and sub-committees who are not members of the Board may claim certain travelling and other allowances but are not remunerated.
- 14.8 Committees and sub-committees may choose to appoint substitutes drawn from the membership of the Board. The Chair of the Board cannot be a substitute of the People and Culture committee.
- 14.9 Approved minutes of committees and sub-committees' meetings are submitted to the Board for noting as soon as practical.
- 14.10 The Board has set up the following Standing committees:
  - Audit and Risk Committee
  - People and Culture Committee
- 14.11 The numbers and names of the Standing committees, their membership and the matters remitted to them may be varied by the Board from time to time.

#### **15. Working Parties or Groups**

- 15.1 Working parties or groups may be set up from time to time by the Board.
- 15.2 Working parties or groups need not contain Board members. Where the conclusions of any working party or group require the authority of the Board or a committee before they can be implemented, the working party or group submits a report to the

Board or the relevant committee setting forth its recommendations. Working parties or groups should have a Chair, maintain minutes of proceedings and report no less frequently than quarterly to the Board or appropriate standing committee. These reports may be in writing or verbal.

**16. Exceptional circumstances where Board business may be dealt with by Correspondence**

- 16.1 Where there is urgent business of the Board and it is not practicable to convene a special meeting, the Chair may under exceptional circumstances deal with the matter(s) by correspondence.
- 16.2 In these exceptional circumstances, relevant papers, and recommendations are circulated by email or by post. Every effort should be made to contact Board members, accepting that this may not be possible. The normal rules and procedures apply to special meetings of the Board and decisions are agreed to by a majority of members. The actions/decisions arising from such exceptional circumstances are reported to the subsequent Board meeting.

**17. Collective Responsibility and Confidentiality**

- 17.1 The Board and committees operate based on collective responsibility for decisions. Members are therefore expected, if questioned on a matter where the Board or a committee has taken a view, to support the position reached.
- 17.2 If members are questioned on matters that fall within the remit of CHS 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 CHS. Before doing so, they are advised to consult with the Chair.
- 17.3 All members must maintain confidentiality as detailed in the CHS Code of Conduct and any guidance to that code provided.
- 17.4 All members must fulfil their responsibilities as set out in their terms and conditions of appointment. Any issues in relation to non-performance are addressed as part of the appraisal process for Board members.

**18. Review of the Standing Orders**

- 18.1 The Board reviews its Standing Orders annually.