

CORPORATE GOVERNANCE

SOCIAL CARE AND SOCIAL WORK IMPROVEMENT SCOTLAND

STANDING ORDERS

Lead Officer: Head of Legal Services

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STANDING ORDERS

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1 INTRODUCTION

- 1.1 Social Care and Social Work improvement Scotland ('the Care Inspectorate') was established in April 2011 under the **Public Services Reform (Scotland) Act 2010** (hereinafter referred to as 'the Act'), to scrutinise social services in Scotland. The Care Inspectorate's purpose is to:-
- provide assurance and protection for all people who use services and their carers
 - deliver efficient and effective regulation and inspection
 - act as a catalyst for change and innovation
 - support improvement and signpost good practice
 - work in partnership with people who use services and their carers, scrutiny, delivery and policy partners
- 1.2 The Care Inspectorate is a Non-Departmental Public Body ('NDPB'). It is independent in its day to day running, but is accountable to Scottish Ministers through its Corporate Plan and Management Statement and Financial Memorandum agreed with the Sponsor Directorate within the Scottish ~~Government Executive (hereinafter referred to as 'the Scottish Government')~~.
- 1.3 The Care Inspectorate must act under the general guidance of the Scottish Ministers and must promote equality and diversity in exercising its functions under the Act.
- 1.4 The Care Inspectorate has a Board consisting of between 12 and 15 members, comprised of:
- its Chair;
 - the Chair of Healthcare Improvement Scotland;
 - the Convener of the Scottish Social Services Council; and
 - between 9 and 12 further members appointed by the Scottish Ministers
- 1.5 The Care Inspectorate may determine its own procedure and that of its committees and to that end is entitled to make Standing Orders governing its proceedings and business and that of all of its committees and sub-committees. The Care Inspectorate and its Board are expected at all times to observe the public service principles set out in the Code of Conduct for members of the Care Inspectorate.
- 1.6 These principles of public life include the public service values of duty; selflessness; integrity; accountability and stewardship; openness; honesty; leadership; objectivity and respect.
- 1.7 The following Standing Orders have been adopted to set out the manner in which the Board of the Care Inspectorate will conduct

meetings of the Board, its committees and sub-committees.

2 CONDUCT OF MEETINGS

- 2.1 Board Meetings - Ordinary meetings of the Board will generally (subject to the power of the Board to vary the location of the next meeting, as set out below) be held at such times and places as the Chair may decide, but shall take place no less than four times in every year (a year for these purposes being the period commencing with 1 April in any year, and ending on 31 March in the following year). The meetings may be held at any location within Scotland and it will be competent for the majority of members present at any meeting to resolve that the next ordinary meeting will be held at a different location. It shall be competent, in exceptional circumstances, and with the consent of the Chair for a member or members to participate in a meeting (and to vote) by video conference.
- 2.2 Meetings of the Board will generally be held in accordance with a schedule which will be provided to all Board members annually. In addition, the Chair may call a meeting of the Board at any time, provided seven clear days' notice is given. If a request for a meeting, signed by at least one third (rounded up to a whole number) of the members of the Board, and specifying the business proposed to be conducted at the meeting, is presented to the Chair, then he/she must call a meeting within 21 days of receiving that request. If the Chair refuses, or does not call a meeting, the members who signed the request may do so, but no business other than that specified in their notice shall be dealt with at the meeting.
- 2.3 The Chair may call a special meeting of the Board when it appears to him/her that an item of business requires urgent consideration.
- 2.4 The Chief Executive of the Care Inspectorate shall be entitled to attend any meeting of the Board unless in the opinion of the Chair such attendance would be inappropriate.

3 PUBLIC ACCESS TO MEETINGS

- 3.1 The public and representatives of the press may attend all formal meetings of the Board. However, they may be excluded from any part of the meeting which deals with business of a confidential nature, or about which publicity would be prejudicial to the public interest. Members of the public and representatives of the press who attend a meeting of the Board may not participate in the meeting, unless invited to do so by the Chair, and may not in any circumstances, vote.
- 3.2 Items of business which are considered by the Chair to fall within the following categories shall be considered in private session:

- matters relating to terms and conditions of employment of identified members of staff
 - matters relating to grievance and disciplinary procedures relating to identified members of staff
 - issues relating to potential or actual legal or statutory appeal proceedings which have not been finally determined by the courts.
 - matters involving commercial confidentiality
 - matters involving issues of financial sensitivity or confidentiality
 - matters relating to policy or the internal business of the Care Inspectorate for discussion with the Scottish Government or other regulatory or public bodies, prior to final approval by the Board
 - matters relating to named care service providers or local authorities, matters relating to named persons which, were they to be discussed in public session, may give rise to a breach of the Data Protection Act 1998.
- 3.3 The Chair will give such directions as he/she thinks fit in regard to the arrangements for meetings and accommodation of the public and representatives of the press and public, so as to ensure that the business of the Board may be conducted without interruption or disruption. However, the Board may resolve that the public and press are required to withdraw, in the interests of public order.
- 3.4 The Board shall make arrangements to ensure that the accommodation used for Board meetings is fully accessible and that carers/facilitators can freely attend and assist any individual attending the meeting.
- 3.5 The Board shall not allow members of the public, or representatives of the press, to record proceedings in any manner other than in writing, or to make any oral report of the proceedings as they take place, unless the prior agreement of the Board has been obtained.
- 3.6 No photography shall be allowed at Board meetings, unless the express consent of the Board has been obtained.

4 NOTICE OF MEETINGS

- 4.1 Prior to each meeting of the Board, a notice which will serve as notice of the proposed agenda for the meeting, will be sent from the Chair to each Board member. This notice will specify the business proposed for the meeting and will be signed by the Chair or by an officer authorised by the Chair. The notice will be delivered to each member (usually by e-mail, or, exceptionally, by post to the usual place of residence of the member), to arrive at least seven clear days before the meeting (except in situations of urgent necessity). Notice will be taken to have been received one day after despatch by email or post. Supporting papers, whenever possible, will accompany the notice.

- 4.2 The proceedings of any meeting shall not be invalidated by a failure to deliver such notice to any member.
- 4.3 At least seven clear days before each meeting of the Board, a public notice specifying the time and place of the meeting, and the public part of the agenda, will be displayed at the Care Inspectorate's headquarters, and on its website. In circumstances where the Chair intends to propose at a meeting of the Board, that the meeting, or any part of it, should be held in private session, this will, so far as is reasonably practicable, be stated on the public notice. Board and committee papers will be published on the Care Inspectorate's website (www.careinspectorate.com) at least 7 days in advance of the meeting to which they relate (save that any papers relating to any item which it is proposed shall be discussed in private in terms of Standing Order 3.2, and papers to be considered by the Remuneration Committee (except in so far as they relate to the approval of the Care Inspectorate's pay remit) or the Appeals Sub Committee shall not be so published).

5 SETTING THE AGENDA

- 5.1 The Board may decide that the agenda for every meeting may contain such standing items as the Board may specify, and these items will be addressed prior to any other business being conducted. Without prejudice to the generality of the foregoing, the declaration of interests by the members present (whether in person or by video conference in terms of Standing Order 2.1) shall be a standing item on the agenda of every meeting of the Board and its Committees.
- 5.2 A Board member wishing an item to be included on an agenda shall make his/her request in writing to the Chair at least ten clear days before the meeting (or in the event that less than ten days notice of the meeting is given, as soon as practicable following receipt thereof). The request should state whether the item of business is proposed for discussion in the presence of the public or in private, and should include any appropriate supporting information. Requests made less than ten days before a meeting may be included on the agenda at the discretion of the Chair.

6 CHAIRING THE MEETING

- 6.1 At any meeting of the Board, the Chair, if present, will preside. If the Chair is to be absent from the meeting, the Vice Chair (if one has been appointed) will preside. If the Vice Chair is also to be absent from the meeting, or if none has been appointed, the Chair may designate a member to chair the meeting, failing which the members present must choose one of their number to preside. Para 1.3.5 of the Care

Inspectorate's Reservation of Powers and Scheme of Delegation makes provision for the Board to appoint a Vice Chair who will exercise the functions of the Chair in specified circumstances, and all references to the Chair in these Standing Orders shall be construed accordingly.

- 6.2 The Chair will:
- i) preserve order and ensure that every member of the Board has a fair hearing and sufficient opportunity to express his/her views on the matter under discussion
 - ii) decide all matters of order, competency and relevancy
 - iii) decide on the order in which two or more members wishing to speak on a topic will be heard.
- 6.3 The ruling of the Chair on all matters within his/her jurisdiction will be final.

7 DECLARATION OF INTERESTS

- 7.1 Members will at all times adhere to the requirements regarding the declaration of members' interests as set out in the Care Inspectorate's Code of Conduct.
- 7.2 Where the Chair or any Board member has an interest, as set out in section 5 of the Code of Conduct, that person shall as soon as practicable after the commencement of any meeting during which the matter in relation to which the interest arises is the subject of consideration, disclose the interest and shall not take part in the consideration or discussion of the matter or vote on any question with respect to it.
- 7.3 Where a person has disclosed such an interest:
- i) the Chair; or
 - ii) where the person disclosing the interest is the Chair, a majority of the members present;
- may if the Chair thinks (or as the case may be, they think) fit, exclude the person from the meeting while the matter in which the person has a pecuniary interest, direct or indirect, is under consideration.

8 STANDING ORDERS TO BE OBSERVED

- 8.1 It shall be the duty of the Chair to ensure that Standing Orders are observed. Without prejudice to Standing Order 13, any member may draw the attention of the Chair to the terms of the Standing Orders if he/she considers that they are not being observed.

9 SUSPENSION OF STANDING ORDERS

- 9.1 In the case of emergency or upon a motion to do so, any one or more of the Standing Orders may be suspended at any meeting provided that two thirds of the Board members (rounded up to a whole number) present shall so decide.

10 NOTICES OF MOTION

- 10.1 A member of the Board who wishes to move or amend a motion shall send a written notification of this to the Chair at least ten clear days before the meeting (or in the event that less than ten days notice of the meeting is given, as soon as practicable following receipt thereof). The Chair will insert this notice in the agenda. This does not, however, prevent any motion being moved during the meeting, without notice, in relation to an item of business appearing on the agenda.

11 MOTIONS

- 11.1 The proposer of a motion will have a right to reply at the close of any discussion on the motion or any amendment to it.
- 11.2 When a motion is under discussion, or immediately prior to discussion, it will be open to a Board member to move:
- an amendment to the motion
 - the adjournment of the discussion or the meeting
 - to proceed to the next item of business
 - to appoint an ad hoc committee or a member / officer working group to deal with a specific item of business
 - to close the debate
 - to suspend a member
- 11.3 No amendment to the motion will be allowed if, in the opinion of the Chair, the amendment negates the substance of the motion.

12 WITHDRAWAL OF MOTION OR AMENDMENTS

- 12.1 A motion or amendment, having been proposed and seconded, may be withdrawn by the proposer with the agreement of the seconder and the consent of the Chair.
- Motions and amendments made but not seconded shall not be discussed or recorded in the minutes.
 - A motion or amendment made and seconded shall not be altered or withdrawn, except with the consent of the proposer and seconder.

13 CHAIR'S RULING

- 13.1 Statements of members at a meeting of the Board should be relevant to the matter under discussion at the time. The decision of the Chair on questions of order, relevancy, regularity and any other matter will be final.

14 VOTING

- 14.1 If it shall be deemed necessary by the Chair, a question at a meeting will be decided by a majority of votes of the Chair and members present and voting on the question. In the case of the number of votes for and against the motion being equal, the Chair, or in the Chair's absence, the person presiding shall have a second or casting vote.
- 14.2 All questions put to the vote will, at the discretion of the Chair of the meeting, be determined by oral expression or by a show of hands.
- 14.3 At the request of at least one third (rounded up to a whole number) of the members present, the voting on any question may be recorded to show how each member present voted or abstained.
- 14.4 In no circumstances may a member, who is absent at the time of the vote (save for a member participating by video conference in terms of Standing Order 2.1), vote by proxy. Any member may put a question to the Chair at any meeting of the Board concerning any relevant and competent business arising from the agenda. When a question of order is raised at a meeting of the Board, the Chair's ruling on it will be final.

15 MINUTES

- 15.1 Minutes shall be drawn up of meetings of the Care Inspectorate's Board. The draft minutes of Board meetings shall be approved by the Chair. Following such approval, the minute shall be circulated to all Board members and shall thereafter be placed before the Board for approval and signature at its next meeting. Conveners of committees of the Board and their sub-committees shall approve draft minutes of the committee or sub-committee concerned for circulation to committee or sub-committee members, who shall intimate proposed amendments within 7 days of receipt of the approved draft. The committee/ sub-committee convener shall consider all proposed amendments and produce a finalised and signed minute within a further 14 days. The decision of the committee / sub-committee convener as to whether to give effect to any proposed amendment shall be final. Finalised, signed minutes of committee / sub-committee meetings shall be circulated to all Board members for information and noting as soon as practicable following their signature. Notwithstanding the foregoing, minutes shall

be placed before the next meeting of the Board, Committee, or Sub-Committee to which they relate, for approval.

- 15.2 The names of the Chair/Convener and members present at any meeting will be recorded in the minutes.
- 15.3 No discussion will be allowed regarding the minutes of a Board meeting except upon their accuracy, or matters arising.
- 15.4 All Board, committee and sub-committee minutes, when finalised and signed by the Chair or the relevant Convener, will be published on the Care Inspectorate's website (www.careinspectorate.com) with the exception of those items:
- i) containing personal data;
 - ii) falling within Standing Order 3.2 or considered by the Board to be exempt from publication in terms of the Freedom of Information (Scotland) Act 2002;
- or
- iii) being minutes of the Remuneration Committee (except in so far as they relate to the approval of the Care Inspectorate's pay remit) or the Appeals Sub-Committee.

16 ADJOURNMENT

- 16.1 The Board and any of its committees or sub-committees may at any of its meetings adjourn the meeting to such time as it may deem appropriate. Any member may request that the Chair/Convener grants an adjournment at any time during a meeting (except during the course of an address by another member). The Chair/Convener may agree such a request or on his/her own initiative, adjourn the meeting for a specified time. The quitting of the chair by the Chair/Convener will be confirmation that the meeting is adjourned. When an adjourned meeting is resumed, proceedings will recommence at the point of adjournment.

17 DEPUTATIONS

- 17.1 Deputations - Except with the consent of a majority of the members present and voting, no deputation will be received by the Board unless an application for admission, setting out the subject on which the deputation wishes to be heard, has been received by the Chief Executive prior to the issue of the agenda for the meeting. Notice of any such deputation will be given with the notice of the meeting and agenda at which time the Board may decline to receive the deputation.
- 17.2 When a deputation is received it shall be competent for members of the Board to put to the deputation any question relevant to the matter about which the deputation has been heard. No member will express an

opinion or discuss the matter until the deputation has withdrawn.

- 17.3 No deputation will exceed three persons in number nor may the deputation address the Board for a period exceeding ten minutes.

18 QUORUM

- 18.1 The quorum of the Board will be the total of one third (rounded up to a whole number) of the current appointed membership plus one.
- 18.2 The quorum of any committee shall be as specified in its Terms of Reference.
- 18.3 No business shall be transacted (whether by the Board or by any committee thereof) unless there is a quorum.
- 18.4 If the Chair (or in the case of a committee meeting, the Convener of the committee), or a member, has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of a declaration of conflict of interest, he/she may no longer be counted towards the quorum. If a quorum is then not available for the discussion and/or the passing of a resolution on any matter, that matter.
- 18.5 Where the Board is considering the appointment of a Chief Executive, the Board shall not be quorate unless the Chair is present (save that where the post of Chair is vacant, during a period of absence on the part of the Chair, either exceeding 28 days, or following intimation of incapacity by the Chair, the Board will be quorate if the Vice Chair (if one has been appointed) is present).

19 DELEGATION TO COMMITTEES AND MEMBER/ OFFICER GROUPS

- 19.1 The Scheme of Delegation and Reservation of Powers to the Care Inspectorate details the Terms of Reference of all committees of the Board and matters delegated to these committees, any sub-committees thereof and to officers of the Care Inspectorate. Day to day operational and management issues are delegated to the executive of the Care Inspectorate so far as is practicable and in accordance with the framework of strategic control as set out in the Reservation of Powers and Scheme of Delegation.
- 19.2 The Board may decide to delegate responsibility for specified matters to committees, and sub-committees. Any decisions taken at these meetings shall be recorded within minutes and shall be made available to the Board for information, in terms of Standing Order 23.
- 19.3 Further, the Board or any of its Committees or Sub-Committees may delegate specific pieces of work to groups comprising both members

and officers to consider and report to the Board, Committee, or Sub-Committee concerned. Any such group shall be advisory only, and shall be vested with no decision-making powers. No member of the executive participating in such a group shall, by reason of that be regarded as a member or the Board or of any Committee or Sub-Committee establishing the group. The proceedings of any such group shall be subject to Paragraphs 3.3.1 – 3.3.3 of the Care Inspectorate's Reservation of Powers and Scheme of Delegation.

20 CONDUCT OF COMMITTEE MEETINGS AND SUB-COMMITTEES

- 20.1 The foregoing Standing Orders shall, so far as these are applicable, be the rules and regulations for the proceedings of any other committee(s) and sub-committee(s) (except in so far as these Standing Orders make provision to the contrary, and substituting the term 'convener' for 'Chair'). Meetings of committee(s) and sub-committee(s) will be held at such dates and times as the Board may determine, failing which, at such dates and times as the convener of the committee or sub-committee concerned may determine.
- 20.2 The convener of the committee or sub-committee (as appointed by the Board) shall preside at meetings. If the convener of the committee or sub-committee is absent, the committee or sub-committee shall choose one of its members to preside at the meeting.
- 20.3 The Chair shall be entitled to attend and participate in any meeting of any committee or sub-committee of the Board (with the exception of the Audit Committee, at which he or she is expected to be in attendance).