

CORPORATE GOVERNANCE

SOCIAL CARE AND SOCIAL WORK IMPROVEMENT SCOTLAND

STANDING ORDERS

Lead Officer: Head of Legal Services

Approved by the Board – 7 April 2011

STANDING ORDERS

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1 INTRODUCTION

1.1 Social Care and Social Work improvement Scotland ('SCSWIS') was established in April 2011 under the **Public Services Reform (Scotland) Act 2010**, to scrutinise social services in Scotland.

SCSWIS' aim is to provide assurance and protection for all people who use social care and children's services. In all its work SCSWIS aims to contribute to the improvement of services for adults and children.

1.2 SCSWIS 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 Executive (hereinafter referred to as 'the Scottish Government').

1.3 SCSWIS must act under the general guidance of Scottish Ministers and must promote equality and diversity in exercising its functions under the Act.

1.4 SCSWIS 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 members appointed by the Scottish Ministers

1.5 SCSWIS 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. SCSWIS and its Board are expected at all times to observe the public service principles set out in the Code of Conduct for members of SCSWIS.

- 1.6 These principles of public life include the public service values of 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 SCSWIS 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 such a request. If the Chair refuses, or does not call this 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 SCSWIS 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 of 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 SCSWIS 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.

4 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, such as to ensure that the business of the Board may be conducted without interruption and disruption. However, the Board may resolve that the public and press are required to withdraw, 'in the interests of public order'.

4.1 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 user in attending the meeting.

- 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 proceedings as they take place, unless the prior agreement of the Board has been obtained.

6 NOTICE OF MEETINGS

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.

The proceedings of any meeting shall not be invalidated by a failure to deliver such notice to any member.

- 7** 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 SCSWIS' Board 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.

8 SETTING THE AGENDA

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 clause 2.1) shall be a standing item on the agenda of every meeting of the Board and its Committees.

- 9** 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.

10 CHAIRING THE MEETING

At any meeting of the Board, the Chair, if present, will preside. If the Chair is to be absent from the meeting, he or she 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 SCSWIS'

reservation of Powers and Scheme of Delegation makes provision for the Board to appoint a Deputy 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.

10.1 The Chair will:

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

The ruling of the Chair on all matters within his/her jurisdiction will be final and deference will at all times be paid to the authority of the Chair who will be expected to be heard without interruption.

11 **DECLARATION OF INTERESTS**

Members will at all times adhere to the requirements regarding the declaration of members' interests as set out in SCSWIS' Code of Conduct.

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.

Where a person has disclosed such an interest:

- (a) the Chair; or
- (a) 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.

12 STANDING ORDERS TO BE OBSERVED

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.

13 SUSPENSION OF STANDING ORDERS

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 present shall so decide.

14 NOTICES OF MOTION

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.

15 MOTIONS

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.

16 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 to deal with a specific item of business
- to close the debate
- to suspend a member.

No amendment to the motion will be allowed if, in the opinion of the Chair, the amendment negates the substance of the motion.

17 WITHDRAWAL OF MOTION OR AMENDMENTS

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.

18 CHAIR'S RULING

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 of the meeting on questions of order, relevancy, regularity and any other matter will be final.

19 VOTING

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.

20 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.

21 At the request of at least one third of the members present, the voting on any question may be recorded to show how each member present voted or abstained.

22 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 clause 2.1 hereof), 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.

23 MINUTES

Minutes shall be drawn up of meetings of SCSWIS' Board. The draft minutes of Board meetings shall be approved by the Chair and thereafter placed before the Board for approval and signature at its next meeting. The reporting mechanism for all committees shall be through the submission of minutes and reports to the Board. Sub-committees shall submit minutes and reports of their proceedings to their parent committee. The minutes of the meetings of the Board and all committees and sub-committees thereof shall be prepared as follows:

- a) A draft minute will be prepared by the Committee Services Officer/Clerk in consultation with the Chief Executive (or relevant Lead Officer in the case of a committee or sub-committee).
- a) The draft minute shall be submitted to the Chair of the Board, or the Convener of the committee to which they relate, for comment.
- b) The draft minute, as cleared by the Chair of the Board/Committee Convener, shall be circulated to all members of the Board and Executive Team.
- c) Minutes of the Board shall be placed before the Board for approval at its next meeting, and shall thereafter be signed by the Chair.
- d) Minutes of committees and sub-committees of the Board shall be approved by the relevant committee or sub-committee at its next meeting and shall thereafter be signed by the Convener of the

committee or sub-committee.

- e) Minutes of all committees shall be placed before the Board for consideration at its first meeting following their circulation to Board members in terms of sub-paragraph (c) above.

In the event that in the opinion of the Convener of a committee, a material alteration has been made to the minutes of a meeting of that committee after they have been placed before the Board as unconfirmed draft minutes, the convener of that committee shall direct that the signed minutes shall be placed before the Board for consideration at its first meeting following their signature.

- 24** The names of the Chair/Convener and members present at any meeting will be recorded in the minutes.
- 25** No discussion will be allowed regarding the minutes of a Board meeting except upon their accuracy, or matters arising.

All Board, committee and sub-committee minutes, when finalised and signed by the Chair or the relevant Convener, will be published on SCSWIS' website with the exception of those items:

- i) containing personal data; or
- i) falling within Paragraph 3.2 of these Standing Orders or considered by the Board to be exempt from publication in terms of the Freedom of Information (Scotland) Act 2002.

26 ADJOURNMENT

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.

27 DEPUTATIONS

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.

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.

No deputation will exceed three (3) in number nor may the deputation address the Board for a period exceeding ten minutes.

28 QUORUM

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.

The quorum of any committee shall be as specified in its terms of reference.

No business shall be transacted (whether by the Board or by any committee thereof) unless there is a quorum.

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 may not be discussed further or voted upon at that meeting (whether a meeting of the Board or of one of its committees). Such a position must be recorded in the minutes of the meeting. The meeting must then proceed to the next item of business.

Where the Board is considering the appointment of a Chief Executive, the Board shall not be quorate unless the Chair is present.

29 DELEGATION TO COMMITTEES

The Scheme of Delegation and Reservation of Powers to SCSWIS 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 SCSWIS. Day to day operational and management issues are delegated to the executive of SCSWIS so far as is practicable and in accordance with the framework of strategic control as set out in the Scheme of Delegation and Reservation of Powers.

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.

30 CONDUCT OF COMMITTEE MEETINGS AND SUB-COMMITTEES

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 may determine.

The Convener of the committee or sub-committee (as appointed by the Board) shall preside at meetings. If the Convener of the committee is absent, the committee or sub-committee shall choose one of the members to preside at the meeting.

Agenda item 15
Appendix 4

The Chair shall be entitled to attend (and to participate in) any meeting of any Committee of the Board (with the exception of the Audit Committee, at which he or she is nevertheless expected to be in attendance).