

Division	Risk Management Authority
Title	Standing Orders for Regulating the Meetings and Proceeding of RMA Board & Committees
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Change Log :

Date	Type	From	To
19/11/2018	Amendment	5.5 The committees shall meet at least three times per year, provided that the Remuneration Committee shall meet as business requires”	5.5 The Audit Committee shall meet 4 times per year and the other Committees shall meet as business requires

Standing Orders of the Risk Management Authority

1. Application

- 1.1 The provisions of these standing orders shall be binding on the Board and committees of the RMA and on all members of the Board and committees and all office holders specified or referred to therein.

2. Function of Chair

- 2.1 The Chair for the Board shall be the Convener of the Risk Management Authority
- 2.2 The Convener shall appoint a member of the Board to be Vice-convener.
- 2.3 Subject to the provisions of applicable law, the Vice-convener shall, in the absence of the Convener, have all the powers of the Convener.
- 2.4 The Convener shall appoint the Chair for each Committee.
- 2.5 The person chairing any meeting of the RMA under the provisions of paragraph 4.1 shall be responsible for the general conduct of the meeting and, without prejudice to that generality, shall -
 - 2.5.1 preserve order and ensure that every member has a fair hearing;
 - 2.5.2 decide on all matters of order, competency and relevancy;
 - 2.5.3 determine all questions of procedure in reference to which no express provision in legislation or under these standing orders.
- 2.6 Any ruling of the person chairing any meeting is final.
- 2.7 In case of an equality of votes at any meeting the Chair, or in their absence, the Vice Chair will have a casting vote.
- 2.8 The Chair for each Committee shall appoint a Vice Chair.

3. Function of Corporate Secretary

- 3.1 The Director Business Performance shall be Corporate Secretary of the RMA. The responsibilities of the Corporate Secretary shall be to:
 - 3.1.1 convene Board & Committee meetings;
 - 3.1.2 arrange and agree agenda in consultation with Chair;

- 3.1.3 receive proposed agenda items from members;
 - 3.1.4 receive apologies from members;
 - 3.1.5 maintain Board member contact details;
 - 3.1.6 distribute Board and Committee papers;
 - 3.1.7 take minutes of Board & Committee meetings;
 - 3.1.8 publish minutes;
 - 3.1.9 record Declarations of Interest;
 - 3.1.10 review Standing orders and ensure procedures are followed.
- 3.2 The Corporate Secretary shall have such other duties and responsibilities as the Board shall from time to time determine.
- 3.3 The Corporate Secretary shall, in consultation with the Convener, have power to delegate Corporate Secretary duties.

4. Conduct

- 4.1 At Board and Committee meetings:
- 4.1.1 the Chair, or in his or her absence, the Vice Chair will take the Chair. In the absence of the Chair and Vice Chair, the members present will appoint one of their number to be Chair of the meeting.
 - 4.1.2 unless the context otherwise requires, references in these Standing Orders to the Convener or chair in relation to the conduct of meetings shall be deemed to apply to the person chairing a meeting under the provisions of paragraph 4.1.
 - 4.1.3 every member shall address the meeting through the Chair.
 - 4.1.4 the Chair shall be heard without interruption.
 - 4.1.5 if any member disregards the authority of the Chair, or is guilty of obstructive or offensive conduct, the Chair may suspend the member for the remainder of the meeting.
 - 4.1.6 the Chair shall be entitled, in event of any disorder arising, to adjourn the meeting.
- 4.2 no member (including Convener) shall act as a referee for applications in relation to the accreditation of persons or manners as provided under the Accreditation Scheme.

5. Schedule of Board & Committee Meetings

- 5.1 The Board shall agree an annual schedule of Board & Committee meetings.
- 5.2 The Board will be scheduled to meet every two months.
- 5.3 The Convener may, in consultation with the Chief Executive and the Corporate Secretary, cancel any scheduled Board meeting on the basis that there is insufficient business to justify the meeting.
- 5.4 In addition to scheduled meetings, the Board shall meet on an ad hoc basis to deal with any substantive business that requires to be transacted before the date of the following scheduled Board meeting.
- 5.5 The Audit Committee shall meet four times per year and the other Committees shall meet as business requires.
- 5.6 Members who are, for good reason, unable to attend a meeting in person may participate in the meeting by video, telephone or written submission by prior agreement with the Chair, provided that this provision shall not apply to any public meeting of the Board or to any committee meeting in relation to which attendance in person is necessary or appropriate.

6. Notice of Board & Committee Meetings

- 6.1 Notification of time and place of meetings and related papers for the proposed business shall be sent to the postal or email address designated by the Board Member at least eleven days before the meeting, provided that the proceedings of any meeting shall not be invalidated by any failure for good cause to comply with the requirements of this paragraph.
- 6.2 The order of business shall be determined by the Chair at the start of the meeting, but generally shall follow the order stated in the agenda.
- 6.3 An item of business not appearing on the agenda for the meeting may be considered at the meeting provided the Chair is notified of the item prior to the commencement of the meeting and is of the opinion that there are special reasons, which the Chair shall specify, why the item requires to be dealt with

as a matter of urgency or why it is otherwise expedient to deal with the item at that time.

7. Submission of Apologies and Notes

- 7.1 Members should submit apologies in writing to the Corporate Secretary.
- 7.2 Only members in attendance (physically or via teleconference) have a vote at the meeting.
- 7.3 Members may submit notes where they have been unavoidably detained. The RMA will not accept notes from a member that is scheduled to be absent from the meeting.
- 7.4 An absent member may submit notes in relation to matters before the meeting; such notes are expected to be used in exceptional circumstances to raise points of information considered to be of critical concern and should be submitted in writing to the Chair.
- 7.5 The Chair will decide whether notes from absent member require to be submitted before the meeting. Where such notes are presented at the meeting the note will be recorded as a point of information with decision making resting with those in attendance.

8. Adjournment of Meetings

- 8.1 The Chair may for good reason, which the Chair shall specify, adjourn any Board or committee meeting to such date and time as he or she may deem fit.
- 8.2 At an adjourned meeting, proceedings shall commence at the point at which the previous meeting was adjourned.

9. Quorum

- 9.1 Subject to the provisions relating to membership of committees and attendance at meetings in these Standing Orders, the quorum at any meeting of the Board shall be three Board members, entitled to vote on the business before the meeting; or half of the Board, whichever is the greater figure. The quorum for any committee shall be two members.

- 9.2 If a quorum is not present, the Chair may adjourn the meeting for 30 minutes and if a quorum is not present at the end of that period, the Chair shall close the meeting and may adjourn the meeting to a specified date.

10. Minutes of Meetings

- 10.1 The Chair shall ensure that proper minutes of meetings are recorded and such minutes shall contain a record of all decisions and other proceedings.
- 10.2 Draft minutes shall be prepared by the Corporate Secretary and shall be issued to the Chair of the Board or Committee not more than ten days after the meeting.
- 10.3 At each meeting the minutes of the previous meeting shall be submitted for approval as a correct record of the meeting to which they relate.
- 10.4 Copies of approved minutes other than minutes relating to items containing restricted business, shall be published on the RMA website as soon as practicable following submission to the Board or Committee under paragraph 9.3 and in any event within 30 days thereof.
- 10.5 Approved Committee minutes shall be submitted to the following meeting of the Board for information.

11. Decision Process

- 11.1 The Chair shall seek the views of members in attendance on all matters requiring a decision and otherwise manage the decision making process in a way that will facilitate achievement of consensus.
- 11.2 The Chair, or one third of the Members present, can move for any decision item to be decided by vote.
- 11.3 Each member of the Board or any committee shall have one vote. All matters put to the vote shall be decided by a simple majority of those members present at the meeting. In the event of equality of votes, the Chair shall have a casting vote.

- 11.4 In the event of any urgent matter requiring to be decided before a meeting of the Board can reasonably be held, the Chief Executive may invite the Convener of the Authority to deal with the matter and the Convener shall, subject to the provisions of paragraphs 10.5 and 10.6, have power to do so.
- 11.5 In such circumstances, the Convener shall, where reasonably possible, consult with the Vice-convener, whom failing another member of the Board, before deciding the matter.
- 11.6 Any matter dealt with by the Convener under the provisions of this paragraph shall be reported to the following Board meeting for its consideration.

12. Public Access to Meetings

- 12.1 The Authority may hold a public meeting of the Board each year.
- 12.2 The Convener may refuse to admit any member of the public to a meeting if the Chair considers that he or she is likely to hinder or obstruct the work of the meeting. If a member of the public interrupts or otherwise hinders or obstructs the work of a meeting, the Convener may warn that person. If the person further interrupts or otherwise hinders or obstructs the work of meeting, the Convener may order the person to leave the meeting. If any person refuses to leave a meeting which is open to the public when required by the Convener to do so, or if there is a disturbance or other incident that, in the opinion of the Convener, makes it inappropriate to proceed further at that time, the Convener may adjourn the meeting and declare the meeting closed.
- 12.3 The public shall be excluded from any part of a Board meeting otherwise open to the public, during which an item of business is being considered which, in the opinion of the Chair might give rise to disclosure of confidential information.
- 12.4 This Standing Order shall not require the Authority to permit photography, access for radio or broadcasting of meetings open to the public. Any such permission or access for such purposes shall be at the discretion of the Chair.

13. Attendance of Staff

- 13.1 Subject to agreement with the Chair, the Chief Executive may invite members of the staff or other individuals to the meeting of the Board to provide specialist or other information to assist the deliberations of members.
- 13.2 Staff attending meetings shall have the right to be heard but shall have no right to vote nor shall they be allowed to propose formal motions.

14. Declaration of Interests

- 14.1 Declarations of interests are to be called at the commencement of all Board & Committee meetings.
- 14.2 Members should refer to the Code of Conduct for Members of devolved public bodies in Scotland in respect of declarations of both financial and non financial interests.
- 14.2.1 all Members should be aware of their statutory duties to declare material interests in the Register of Interest. They should also be aware of the necessity to restate any such interest at the start of any meeting or if, during discussion, such a potential conflict of a financial or non financial nature occurs. Any such statement should describe the nature of the potential conflict of interest. Members are required to up-date their submission for inclusion in the Authority's Register of Interests. Members are obliged to advise the Corporate Secretary of material changes in this respect as and when they occur;
- 14.2.2 any member of the Board who becomes aware before or during any meeting of the Board or Committee that they have direct or indirect interest or duty relevant to the matter under discussion which is material and conflicts or may conflict with the interest of the Authority will declare such interest and not take part in discussion or vote upon that matter The meeting shall consider and the Chair shall decide whether it is, or may become, appropriate for the member to leave the meeting in such circumstances. Any action taken in respect of this clause shall be formally minuted in the record of the meeting;
- 14.2.3 members who declare a financial interest in respect of any agenda item to be discussed should have this formally recorded in the minute of the meeting and immediately withdraw while that item is

discussed. The Chair shall invite a member declaring such an interest to rejoin the meeting on conclusion of any discussion and decision on such items. If a meeting becomes inquorate as a consequence of this provision the item shall be remitted to the next scheduled meeting of that body;

- 14.2.4 members who declare a non-financial interest must consider whether or not they can continue to take part in any discussion of the related matter and, if in doubt, should discuss the matter with the Chair.

15. Review of Standing Orders

- 15.1 It shall be the responsibility of the Corporate Secretary to propose any necessary amendments to the Standing Orders as a consequence of:
 - 15.1.1 changes in primary or secondary legislation or common law;
 - 15.1.2 guidance issued by Scottish government or the sponsor department;
 - 15.1.3 recommendations made by either internal or external auditors.
- 15.2 The Corporate Secretary shall advise the convener of any matter under subparagraphs 14.1.1 to 14.1.3 as soon as they come to his or her notice, to enable interim action to be taken in response thereto, and shall lay any resultant amendments before the Board within three months thereof.
- 15.3 The Corporate Secretary shall routinely review the Standing Orders to identify any necessary amendments.

16. Committees

- 16.1 Subject to the provisions of paragraph 15.4, membership of all committees shall be determined by the Board.
- 16.2 The term of office of a Chair of a committee shall not exceed two years, unless the Board considers, on the recommendation of the Convener, that there are special reasons to extend such term.
- 16.3 The Board shall issue and shall review on an annual basis terms of reference for each committee.

16.4 The terms of reference issued to each committee in terms of paragraph 15.3 shall specify the functions and powers delegated to that committee by the Board.

16.5 The Committees are:

16.5.1 the Audit Committee;

16.5.2 the Accreditation Committee, which shall be subdivided into Accreditation Committees 1 and 2 for the conduct of regulatory investigations;

16.5.3 the Accreditation Appeals Committee;

16.5.4 the Remuneration Committee.

16.6 In compliance with legal requirements and best practice in corporate governance, the following provisions shall apply, namely:

16.6.1 the Chair of the Audit Committee may not chair any other committee of the RMA;

16.6.2 the Convener may not be a member of the Audit Committee;

16.6.3 the Convener and at least one designated member of the Board shall be appointed by the Board to the Accreditation Appeals Committee, and neither may be a member of the Accreditation Committee, the Convener will act as Chair of the Accreditation Appeals Committee;

16.6.4 the Convener and at least one other member of the Board shall be members of the Remuneration Committee, the Convener will act as Chair of the Remuneration Committee.

17. Task and Finish Groups

17.1 To support Board decision making the Board may assign projects to a “task and finish” group;

17.2 The task and finish group will operate to a time bound plan which should not normally exceed 12 months

17.3 The task and finish group will comprise of board members and staff with knowledge or professionalism in the assigned task;

17.4 The Board will have responsibility for determining member involvement;

17.5 The Chief Executive will determine staff involvement;

17.6 A Board member will be nominated as Chair of the task and finish group;

17.7 The Chair of the task and finish group will be responsible for reporting to the Board.

17.8 Minutes of task and finish group meetings are to be recorded and presented to the Board

17.9 The task and finish group shall operate in accordance with the RMA's policies, procedures and rules of governance.

18. Provision of Information

18.1 Information presented to the Board or Committee shall be categorised as follows:

- **Decision Information** – Information needed to make decisions;
- **Monitoring Information** – Information needed to measure performance against agreed criteria;
- **Note** – Other information.

18.2 The Agenda format for the Board meeting will be:

- Apologies
- Declaration of Interests;
- Minutes of previous meeting;
- Matters Arising;
- RMP and AIR Business
- Accreditation Governance
- Policy and Research
- Standards and Guidelines
- Training
- Corporate Business
- Committee Minutes
- Other Competent Business.

18.3 All papers/information presented to the Board will contain an overview paper (Appendix A) which will outline for Members the followings components of the paper:

- Purpose;
- Priority;
- Key issues;

- Action required;
- Desired Outcome;
- Corporate Risk;
- Financial, HR, Legal, Communication Issues.

APPENDIX A:

Month/Year Presented

Information Category

Risk Management Authority

Board/Committee Paper Number

Paper Title

1. Purpose

1.1 Explain the purpose of the report being presented to the Board/Committee

2. Priority

2.1 Classify Priority rating – Urgent/Routine

3. Key Issues

3.1 List key issues contained in the report

3.2 List key issues contained in the report

3.3 List key issues contained in the report

3.4 List key issues contained in the report

4. Proposals for action

4.1 Inform the Board/Committee of action being sought

5. Desired Outcome

5.1 Inform Board/Committee of desired outcome of their action

6. Corporate Risk

6.1 Detail any relevant risks

7. Finance, HR, Legal and Communication Issues

7.1 Detail impact the Board/Committee action will have on the above categories

Name of Person Presenting Report

Title