

## **REGISTERS OF SCOTLAND BOARD TERMS OF REFERENCE**

### **Who are we?**

The members of the board are:

keeper (chair)  
accountable officer  
corporate director  
business development director  
registration and policy director  
non executive directors

The head of finance and head of communications will attend as required to provide advice.

Executive members may arrange for a substitute to attend on their behalf when the need arises. However, any substitutes will be 'in attendance' and will not form part of the quorum. In the keeper's absence, the accountable officer will act as chair.

The board is provided with secretariat services by the RoS secretariat (email [rossecretariat@ros.gov.uk](mailto:rossecretariat@ros.gov.uk)).

### **Why does the board have non-executive directors?**

The board's non-executive directors are there to:

- provide an external perspective on RoS' work
- bring constructive challenge
- help develop proposals on strategy
- bring specific expertise to discussions

### **What is our role?**

The board's role is to provide strategic advice to the Keeper.

The main focus of our work is:

- setting and communicating RoS' vision and values
- setting strategy and objectives for RoS and ensuring that the necessary financial, human IT and physical resources are in place to deliver them
- setting a framework of prudent and effective controls that enables risk to be assessed and managed
- monitoring and improving RoS' performance.

### **How do we work?**

We meet at least quarterly.

A minimum of ~~half of the board~~<sup>six</sup> members need to be present for our meetings, either in person or by suitable digital connectivity, to be deemed quorate. The quorum must include two non-executive directors and either the keeper or the accountable officer~~The quorum must include the keeper or the accountable officer and one non-executive director.~~

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We may ask other staff from RoS or from outside RoS to attend to assist us with our discussions on any particular matter.

Our work is planned by means of a rolling annual agenda. A draft agenda is issued at least two weeks in advance of each meeting and papers are normally circulated a week in advance. Board members who wish to put forward agenda items should do so at least ten working days before a meeting. Papers for meetings must also be submitted ten working days before a meeting. A record of the decisions made and the agreed action points is circulated within a week of the meeting. Board minutes are also made available within four weeks and are placed on the RoS website and intranet once they have been agreed at a subsequent board meeting.

#### **What about sub committees?**

The board is supported by:

- (1) the executive management team (chaired by the accountable officer), which is responsible for leading and undertaking the operational management of RoS
- (2) the audit and risk committee (chaired by a non-executive director), which supports the board and the accountable officer in their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge
- (3) such other sub groups as the board considers are necessary.

#### **How can staff engage in board business?**

A variety of staff members are involved in preparing papers for the board and will be invited to attend to present their paper or give background information on the issue.

Staff can feed in comments on board business either through their team leaders, their director or the RoS secretariat.

#### **Performance assessment**

We will assess annually our performance as a board with the intention of continuously improving our effectiveness. In addition, we will use a system of peer review in board meetings for ad hoc improvement feedback.

#### **Registers of Scotland**

~~August 2019~~May 2020