

REGISTERS OF SCOTLAND BOARD TERMS OF REFERENCE

What is the Board's role?

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

The main focus of the Board's work is to advise the Keeper on:

- 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.

Who are the Board?

The members of the RoS Board are:

- Keeper and Chief Executive (Chair)
- Director of Policy and Corporate Services and Accountable Officer
- Director of People and Operational Services
- Director for Customer and Business Development
- Director of Digital, Data and Technology
- Non-Executive Directors.

The Chief Finance Officer and Head of Communications & Engagement will attend as required to provide advice. Invitations may also be extended by the Chair to others where deemed appropriate, to provide support and/or guidance in relation to financial, operational, strategic, reputational, and risk based matters.

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.

Where a permanent group member has an extended absence that may affect the effectiveness of the group, the Keeper can allocate a substitute to attend for the absent colleague's interests, and who will form part of the quorum. This must be agreed by the Keeper, or in their absence, the Accountable Officer in advance of the meeting, and by exception only.

The Board is provided with secretariat support by the RoS Secretariat (email rossecretariat@ros.gov.uk).

Why does the Board have Non-Executive Directors?

The Board's Non-Executive Directors are there to:

- Provide strategic advice to the Keeper
- Provide an external perspective on RoS' work
- Bring constructive challenge
- Help develop proposals on strategy

- Bring specific expertise to discussions.

How does the Board work?

The Board meet at least quarterly. Board meetings are held fully in person, with any digital attendance considered by exception only, requiring prior authorisation from the Chair.

A minimum of half of the Board members must be in attendance, either by suitable digital connectivity, or in person, to be deemed quorate. The quorum must include two Non-Executive Directors and either the Keeper or the Accountable Officer.

Other colleagues from RoS, or external stakeholders, may be invited to attend to assist with discussions on any particular matter, with prior agreement from the Chair.

The Board's 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, via the Chair, at least a month prior to the meeting. Papers for meetings must be submitted ten working days before a meeting. Within the related standing item on the meeting agenda, the Chair will be expected to advise whether any paper that has been presented at the meeting requires long-term storage, outwith standard retention principles.

To support record keeping and accuracy of minutes, RoS Governance Groups will be automatically transcribed by default. Transcription recordings will be paused for any sensitive discussions at the request of the Chair, and will be automatically deleted in line with Teams retention after 90 calendar days. Board minutes will capture the formal record of decisions made, and agreed actions, and will be made available within four weeks of the meeting.

Board papers and minutes are published externally on the RoS website following approval at the subsequent meeting, unless a valid FOISA exemption is present.

What about sub committees?

The Board is supported by:

(1) the Executive Management Team (chaired by the Keeper), 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 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 colleagues engage in Board business?

A variety of colleagues are involved in preparing papers for the Board and will be invited to attend to present their paper or give background information as required. Colleagues can feed in comments on Board business through their team leaders, their Director, or the RoS Secretariat.

How is performance assessed?

The Board annually assess performance with the intention of continuously improving effectiveness via an annual survey, and use a system of peer review in Board meetings for ad-hoc improvement feedback.

Registers of Scotland

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