

Review of Governance Scheme 2019

1. INTRODUCTION

1.1 This report seeks approval, following proposed amendments of SEStran's List of Committee Powers.

2. BACKGROUND

2.1 The external audit into SEStran identified a risk that the Performance and Audit Committee may be perceived as not operating independently or providing effective scrutiny and challenge to officers. The audit findings recommended a review of the Governance Scheme to consider whether the Chair of the Partnership should be entitled to substitute for any member of the Performance and Audit Committee.

3. GOVERNANCE SCHEME

3.1 The proposed change to the List of Committee Powers addresses the concerns raised by External Audit, stating that the Chair of the Partnership will not be permitted to substitute for any member of the committee.

4. RECOMMENDATIONS

4.1 The Board are asked to:

- Repeal and approve the governance documents appended to the report to take effect from 28 September 2019;
- Delegate approval to the Secretary to make any such amendments necessary to the Governance documentation to implement the decision of the Board.

Gavin King
Secretary
20 September 2019

Appendix: List of Committee Powers

Policy Implications	As outlined in the report.
Financial Implications	None
Equalities Implications	None
Climate Change Implications	None



LIST OF COMMITTEE POWERS

Document Version Control – List of Committee Powers

Date	Author	Version	Status	Reason for Change
Aug 2017	Andrew Ferguson	1.0	Board Approval	Implementation
June 2018	Gavin King	1.1	FINAL	Succession Planning Committee remitted to prepare contingency and succession plans
September 2019	Gavin King	1.2	FINAL	Change to membership removing Chair's entitlement to substitute for any member.

List of Committee Powers

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Introduction

The following List of Committee Powers sets out what powers the South of Scotland Transport Partnership (SEStran) has delegated to specific committees. It should be read along with SEStran's Standing Orders and the other documents in the overall Governance Scheme.

Performance and Audit Committee

The Terms of Reference and functions of the Performance and Audit Committee are to deal with the following matters:-

1. SCRUTINY

- 1.1. To scrutinise any matter relating to the Partnership having regard to the Partnership's responsibility for Best Value and continuous improvement.

2. STAFFING

- 2.1. To take decisions on all staffing matters which are not otherwise delegated to the Partnership Director, including performance appraisal and remuneration matters related to the Partnership Director, and changes to terms and conditions.
- 2.2. To consider and determine, with powers, appeals submitted by any employee who is entitled to appeal to the Partnership under any statutory provision, contract of employment, condition of service or any partnership policy or procedure on employment.
- 2.3. To act as the Disputes Committee of the Partnership in determining, with powers, the Partnership's position on any matter which is the subject for the formal dispute (except in so far as the decision has already been taken by the Partnership).

3. STANDARDS

- 3.1. Promoting and maintaining high standards of conduct by members
- 3.2. Assisting members and co-opted members to observe the Member's Code of Conduct and any Partnership Code of Conduct or protocol.
- 3.3. Advising the Partnership on the adoption or revision of any Code of Conduct for members including training or arranging for training to be provided.
- 3.4. Considering any report by the Standards Commission for Scotland and any Hearing held under the Ethical Standards in Public Life etc. (Scotland) Act.
- 3.5. Considering all matters concerning the establishment, maintenance and public availability of a register of interests that have been declared by members or employees of the Partnership including guidance for the assistance of members and employees on the registration of interests, gifts and hospitality.

- 3.6. Considering and updating where appropriate the Partnership's Code of Conduct for employees.
- 3.7. Considering any protocol to guide members and officers in their relations with one another.
- 3.8. Considering guidelines on the standards of conduct required of agents and contractors acting for and on behalf of the Partnership.
- 3.9. Considering the Partnership's Customer Care and Complaints policies.
- 3.10. Considering all reports made by external bodies with a regulatory function in respect of the Partnership.

4. AUDIT

- 4.1. Reviewing with management the adequacy of the following matters:-
 - 4.1.1. internal control systems;
 - 4.1.2. policies and practices to ensure compliance with relevant statutes, directions, guidance and policies;
 - 4.1.3. financial information presented to the Partnership;
 - 4.1.4. risk assessment arrangements and procedures.
- 4.2. Reviewing with management the Partnership's financial statements, management letters or reports in compliance with Codes of Corporate Governance.
- 4.3. Ensuring that the internal audit function is properly resourced and has appropriate standing within the Partnership.
- 4.4. Reviewing the activities of the internal audit function, including its annual work programme, co-ordination with the external auditors, the reports setting out the investigations and the responses of management to specific recommendations.
- 4.5. Scrutinising and investigating any particular matter which the Committee consider requires further examination.

Membership

The Committee shall comprise 8 councillor members, one from each authority; and 4 non-councillor members, chosen (in the event of disagreement) by the Partnership. Each councillor member shall be entitled to nominate a substitute from their own authority. The Chair of the Partnership shall **not** be entitled to substitute for any member of the committee.

The Committee's quorum shall be 4.

Succession Planning Committee

Purpose

Inclusive and diverse Boards are more likely to be effective, to be better able to understand their stakeholders and benefit from fresh perspectives, new ideas, vigorous challenge and broad experience.

The role of the SEStran Succession Planning Committee is to:

- lead on meeting the Board's responsibilities in relation to planning for succession through appointments and Board member development;
- offer advice to the Board on future appointments and reappointments;
- review and evaluate the skills, knowledge, expertise, diversity (including protected characteristics) of current Board members, and requirements of future members, on an annual basis; and
- monitor the development and continuous improvement a succession plan that can be presented to the Board.
- to prepare, for Partnership Board approval, operational contingency and succession plans for the Partnership.

Constitution

1. The Succession Planning Committee shall consist of the Chair, two Board members, the Partnership Director, the Secretary and representative from SEStran's Human Resources advisers. Other officers may be invited to attend for all or part of any meeting as and when appropriate.
2. The Chair of the Committee will be the Chair of the Board.
3. The quorum required to be present at any meeting of the Committee shall comprise no fewer than three members.
4. The Committee will meet at least biennially. The meeting will be timed to align with the Board planning cycle. The Committee will also convene on an ad hoc basis to deal with issues such as unanticipated Board member departures and changes to the operating environment.
5. The Committee will report to the Board. A copy of the minutes will normally form the basis of the report.
6. The Committee will review its own effectiveness and provide an overview report to the Board annually on the Committee's work and key considerations.
7. The Succession Planning Committee may co-opt additional members for a period not exceeding one year to provide specialist input.

Remit

1. Review and evaluate skills, knowledge, experience and diversity (including in relation to protected characteristics) of the Board including the attributes required for all or the majority of Board members (both now and in the future).
2. Identify skills and diversity gaps and shortages in light of Sestran's long-term strategy.
3. Further develop, monitor and continuously improve a succession plan in response to the skills and diversity needs that have been identified, and in so doing, ensuring that new members appointed to the Board reflect the needs

identified, thus avoiding appointments being made in the image of the current Board members.

4. Consider how SEStran can best meet its obligations under the Equalities Act 2010 and subsidiary regulations.
5. Consult and seek advice from various sources on ways of attracting the type of applicant required, identify and advise on different methods and approaches to recruitment including the application process, information pack and interviews.
6. Give consideration to participation of users of services or members of the SEStran Equalities/Healthcare Forum in the recruitment process.
7. Consider recommending one or more committee members taking part in the assessment of applicants.
8. Keep the Board apprised of the committee's work and prepare an annual report to the Board.
9. Involve, as appropriate, the executive resources of the body such as HR and legal professionals, to enhance and support appointment activity and to ensure that it is aligned with the body's brand, values and other corporate communications.
10. Adhere at all times to the relevant Code of Practices and appropriate guidance and advice from the office of the Commissioner for Ethical Standards in Public Life in Scotland.

General

1. The work of the Committee needs to be fully informed by:
 - Strategic planning,
 - Business planning,
 - Risk register,
 - Information presented to the Board on its composition in accordance with the Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016, and
 - Performance assessment (which will also be linked to external and internal audit).