

# SRH Board

## Terms of Reference

### 1. INTRODUCTION

The roles and responsibilities of the Board, the Chair, the Chief Executive and individual Board Members are set out in the governance framework and relevant SG publications including the SPFM and On Board. The overall role of the Board is to provide leadership, direction, support and guidance to ensure the organisation delivers and is committed to delivering its functions effectively and efficiently and in accordance with the aims, policies and priorities of the Scottish Ministers. The **SRH Board Terms of Reference** sets out in broad terms the decision-making processes.

### 2. COMPOSITION OF THE BOARD

The Board will operate based on collective responsibility and will ensure that the organisation operates in accordance with the guidance issued relevant to non-departmental public bodies. Decisions will be taken, based on consensus where possible, and will be recorded within the minutes of each Board meeting. The membership of the Board will consist of not fewer than 3, nor more than 9 ordinary members (including the Chair) and the Chief Executive Officer. The Scottish Ministers appoint the Board Members normally for a period of either 3 or 4 years. The length of appointments may vary to ensure continuity of in the membership of the Board.

Recognising the nature of SRH as a holding company on behalf of TS for SRT and any other subsidiaries, a representative (either a member of the TS Senior Management Team, or a member of the TS Sponsor team) may attend from Transport Scotland in its role as Sponsor body. This representative would be a non-speaking observer, with no voting rights and subject to the discretion of the Chair. In addition, there may be attendance as required by the Chief Executive Officer for specific agenda items, from SRT, recognising group reporting lines, with an individual in attendance on behalf of SRT, but with no voting rights.

### 3. RESPONSIBILITIES OF THE BOARD

The role of the Board is to provide strategic leadership, direction, support and guidance; to ensure the organisation delivers and is committed to delivering its functions effectively and efficiently and in accordance with the aims, policies and priorities of the Scottish Ministers; to ensure financial stewardship; and to hold the Chief Executive Officer and the senior management team to account. The Board has corporate responsibility, under the leadership of the Chair, to:

- set the strategic aims and objectives for SRH;
- approve the Corporate Plan;
- approve the Governance Framework;
- receive assurance that SRH has discharged its statutory functions;
- ensure that the Board receives and reviews regular reports monitoring the delivery of the SRH's activity;
- determine the steps needed to deal with changes, which are likely to impact on the strategic aims and objectives of SRH or on the attainability of its operational targets;
- promote the efficient, economic and effective use of staff and other resources by the organisation consistent with the principles of [Best Value](#), including, where appropriate, through participation in [shared services](#) arrangements;
- ensure that effective arrangements are in place to provide assurance on risk management, governance and internal control;
- take account of relevant guidance issued by the Scottish Ministers;
- approve the annual accounts and ensure that Scottish Ministers are provided with the annual report and accounts to be laid before the Scottish Parliament. The Chief Executive Officer, as the Accountable Officer, is responsible for signing the accounts and is ultimately responsible to the Scottish Parliament through the Scottish Ministers;

- approve the Annual Report;
- ensure that the Board receives, and reviews regular financial information concerning the management and performance of the organisation and is informed in a timely manner about any concerns regarding the activities of the organisation;
- establish such Committees as it sees fit. The terms of reference and reporting arrangements of such Committees will be agreed by the Board and reviewed annually;
- receive regular reports from each Committee and approve recommendations of any Committee (where the powers are not delegated)
- appoint, with the approval of the Scottish Ministers, the Chief Executive Officer, following appropriate approval of the chief executive's remuneration package in line with Scottish Government [Pay Policy for Senior Appointments](#);
- in consultation with the Scottish Ministers, the Board will set appropriate performance objectives for the organisation which give due weight to the proper management and use of resources within the stewardship of the organisation and the delivery of outcomes;
- demonstrate high standards of corporate governance at all times, including openness and transparency in its decision making; and

#### 4. MEETINGS

The Board shall hold formal meetings at least 6 times each year, with meetings held throughout the year, at such frequency as the Board may determine. Subject to the provisions on notice below, the Chair may convene a meeting of the Board. The Board may invite any person to attend all or part of a Board meeting. **These meetings may be in person or via Teams (remote technology) and this will be determined by the Chair and the Chief Executive.**

Where there is urgent business of the Board and it is not practical to convene a special meeting, the Chair may under **exceptional circumstances** deal with the matter(s) by correspondence. In these exceptional circumstances, relevant papers and resolutions will be circulated to Board Members. The actions/decisions arising from such exceptional circumstances will be reported to the subsequent Board meeting.

##### 4.1 Notice of Meetings

Members should receive written notice of a meeting, including the scheduled time and place, at least 10 working days in advance of the meeting. The Chair, or in their absence the Deputy Chair or the Board Member appointed to Chair the meeting in accordance with paragraph 4.3 below, shall have discretion in exceptional circumstances to relax or dispense with the requirements as to the timing of notices and circulation of agendas and papers for meetings. Failure of a Board Member to receive notice of a meeting does not invalidate that meeting or any business transacted at it.

##### 4.2 Agenda and papers

The agenda and papers for any meeting of the Board will be circulated **electronically** to Board Members 5 working days in advance of a Board meeting. The Board will be provided with appropriate information to allow it to fulfil the requirements of these terms of reference. Non-receipt of the agenda or papers by any Board Member will not invalidate the meeting or any business transacted at that meeting.

Draft minutes of meetings will be distributed to Board Members for approval **via email** or amendment at the next scheduled Board meeting.

##### 4.3 Quorum

The quorum for a meeting of the Board shall be three Board Members present. Board Members may attend meetings of the Board by telephone or video conferencing facility or other medium. Board Members participating by telephone or video conferencing or other medium shall be present at that meeting.

If the Chair is not present at a meeting of the Board, the Deputy Chair shall chair the meeting of the Board. If there is no Deputy Chair, the Board Members present shall appoint one of their number to chair the meeting.

In the event of a matter requiring a vote, only Board Members present will be able to vote. In the case of an equality of votes the chair of the meeting shall have a second or casting vote.

#### 4.5 Attendance

All Board Members are expected to attend all Board meetings. The Chief Executive Officer will ensure that the Board receives appropriate support.

#### 5. OTHER COMMITTEES

The Board may establish such other Committees (either standing or ad-hoc) as it may consider appropriate and may determine the membership, terms of reference and procedures of those Committees.

The Board shall specify the extent, if any, to which any Committee has delegated authority to exercise any function of SRH (whether a reserved matter or otherwise).

#### 6. RESERVED MATTERS

Decisions reserved to the Board are set out in SRH's **Scheme of Delegation**.

#### 7. REVIEW OF EFFECTIVENESS

The Chair should ensure that the Board and all its Committees are subject to regular self-assessment to ensure that they are working effectively.