






## Review of Governance

### For discussion

1. At its meeting on 14 March, the Commission considered 2 examples of standing orders in use in other organisations (LGBCS and the Accounts Commission) and asked the Secretariat to prepare standing orders for LGBCS. An initial draft is attached at Appendix A. This is based on the LGBCS standing orders and the Commission will wish to consider whether its scope is sufficient; and whether its content accurately reflects the procedures it wishes to follow.
2. Standing orders are only one part of the governance arrangements for the LGBCS and there are a number of other policies and documents that contribute to the framework of governance and require to be reviewed on a regular basis. The draft standing orders should be read in conjunction with these other documents, in particular the Management Statement and Financial Memorandum.
3. The following table shows current governance documents published on the LGBCS website:

Publication	Last updated	Comments	Next review date	Link to document
Management Statement and Financial Memorandum	2010	Memorandum was reviewed in 2014 but never signed off by Scottish Government	Asap - 2017	
Members' Code of Conduct issued by Scottish Ministers	2014	<i>Check status</i>	<i>Check status</i>	
Commission's Supplementary Code on Roles and Responsibilities	2008		2017	
Commissioners' Register of Interests	Ongoing (May 2017)	The register is up to date	Annual request to commissioners	
Risk Management Policy	2010	A revised policy has been considered by	2017	

		BCS and will be brought to the next LGBCS meeting		
<b>Equality Statement</b>	2011	Update underway – information requested from SG Equality Unit to ensure legislative compliance and best practice	2017	
<b>Guide to Information available through our Freedom of Information publication scheme</b>	2015	Covers period 2015-2019	2018	
<b>Scottish Information Commissioner's Model Publication Scheme</b>	2015			
<b>Twitter Policy</b>	2016	Published as best practice to accompany Commission commencing use of twitter.	2018	
<b>Complaints Procedure</b>	-	Links to SG Complaints Procedure	2018	<a href="#">Complaints Procedure</a>

4. In addition, the Secretariat will be reviewing its Records Management Plan and approach to data protection.
5. The Secretariat will review all documents as outlined above and liaise with Scottish Government to ensure there are no gaps and that all governance requirements continue to be met.

## Conclusion

6. The Commission is invited:

- to comment on the scope and content of the draft Standing Orders at Appendix A
- to agree the proposed timetable for review of governance documents

Secretariat  
May 2017

## Appendix A – Standing Orders

### 1 Introduction

1.1 Standing Orders provide a procedural framework within which the Commission discharges its business. They deal with the business of the Commission, procedure at its meetings and declaration of interests. They should be read in conjunction with the Management Statement and Financial Memorandum; Members' Code of Conduct issued by Scottish Ministers; and the Commission's Supplementary Code on Roles and Responsibilities.

### 2 Place of business

2.1 The principal place of business of the Commission is:

- Thistle House, 91 Haymarket Terrace, EDINBURGH, EH12 5HD

### 3 Meetings of the Commission

#### 3.1 Calling meetings

The Commission shall meet on such dates and at such times and places as the Commission shall determine. Such meetings shall be known as ordinary meetings. As far as practicable, meeting dates will be set in advance for the year and take account of Commissioner commitments.

An extraordinary meeting may be called at any time by the Chair or the Secretary, or by no fewer than **two** Commissioners lodging with the Secretary a written request for such a meeting, stating the business to be transacted. No business shall be transacted at such a meeting other than that specified in the notice of the meeting.

#### 3.2 Notice of meetings

At least five clear working days (a working day excludes Saturday, Sunday, Bank Holidays and other days when the Commission offices are closed) before any ordinary meeting, written notice of the time and place of such meeting and of the business to be transacted shall be sent by the Secretary, or a nominated officer acting on his/her behalf, to each member.

#### 3.3 Business to be transacted

The Chair is responsible for drawing up the agenda of the meetings in consultation with the Secretary.

No business other than that specified in the notice of the meeting shall be transacted at that meeting unless the business is of an urgent nature or required by statute to be transacted and the members present decide that the business shall be transacted.

A member wishing a matter to be included on an agenda shall make his/her request in writing for the Chair to consider at least ten clear days before a meeting. Requests made

less than ten days before a meeting may be considered for inclusion on the agenda at the discretion of the Chair.

Agendas for meetings shall include declarations of interest as a standing item.

### 3.4 Quorum

Subject to 3.6 below, meetings are quorate if there are at least three Commissioners, including the Chair or Deputy Chair, present and not disqualified from participating.

Comment [u1]: s.5 Sch 4 1973 Act

Members may attend meetings of the Commission by video or telephone conferencing facility. Members attending a meeting by these means shall be deemed to be present in person at the meeting. The responsible officer shall record the circumstances of any member attending a meeting by video or telephone conferencing facility.

If a member has been disqualified from participating in a discussion or resolution to be taken about any matter by reason, for example, of a declaration of interest, he/she shall no longer count towards the quorum. If the Commission becomes inquorate as a result, that matter may not be subject to a decision, although a view may be expressed which can be formally approved at the next quorate meeting. The responsible officer shall record this situation in the minutes of the meeting.

### 3.5 Record of attendance

The responsible officer shall record the names of all members present at the meeting of the Commission in the minutes of the meeting.

### 3.6 Chair of meetings

The Chair shall preside at any meeting of the Commission. In the absence of the Chair the Deputy Chair will preside. A Commission meeting cannot commence in the absence of both the Chair and the Deputy Chair.

If the Chair is absent and the Deputy Chair is unable to preside on some items (due to a declarable interest, for example) then a temporary deputy chair may preside for the relevant item(s). Once the Deputy Chair has vacated the chair the Secretary will call for the nomination of an alternative to take the chair. The decision on which of the remaining Commissioners should chair the relevant item(s) should be reached by consensus.

If the Deputy Chair is absent, the Chair, with the agreement of the Commission, may invite any other Commissioner to chair discussion of items on which she/he wishes to speak substantively. The Deputy Chair, when the Chair is absent, may similarly invite another Commissioner to chair discussion of particular items. The minutes shall record the position.

The meeting shall be deemed to be quorate if there are three Commissioners present, one of whom is chair for the time being.

The Chair (or Commissioner chairing the meeting for the time being) determines the detailed procedure for the conduct of business at meetings of the Commission and the

Chair's decision on questions or order is final, subject to the provisions of the Standing Orders.

### 3.7 Consensus

The Commission seeks to operate on the basis of consensus, reaching its decisions by reviewing evidence and discussing options. A vote is only taken where necessary and, in such cases, unless these Standing Orders provide otherwise, the Commission's decision shall be determined by a majority of the members present. A member absent at the time of the vote may not vote by proxy. In the event of an equality of votes, the Chair shall have a second or casting vote. If the vote is to select a temporary Deputy Chair then in the event of an equality of votes, if there is no initial consensus, the matter will be decided by the drawing of lots.

The procedure for voting shall be a matter for the Chair at the meeting, subject to any decision of a majority of the Commission to the contrary, including:

- the form that voting shall take, whether by a show of hands or by some other means, for example, oral statement
- any question whether or not to record the voting in the minutes to show how each member present voted or abstained.

Members may ask for their dissenting views on any matters to be recorded in the minutes.

### 3.9 Openness and responsiveness

The Commission and its staff will conduct all dealings with the public in an open and responsible way, and ensure full compliance with the principles of the Freedom of Information (Scotland) Act 2002.

The Commission recognises the need for confidentiality of certain information, in accordance with statutory requirements or agreed commercial interests and to the rights of individuals to obtain information in accordance with statute.

### 3.10 Adjournment

Any meeting of the Commission may be adjourned from time to time and from place to place at the discretion of the Chair. Reasonable notice shall be given where practical of the date and time of the reconvening of the adjourned meeting, save that where a meeting has been adjourned for thirty days or more, notice of the reconvening of the adjourned meeting shall be given as for an ordinary meeting of the Commission.

### 3.11 Minutes

Minutes of all Commission meetings shall record the decisions taken and the reasons for these. The minutes shall record any declarations of interest made at the meeting. The minutes will be submitted for agreement at the following Commission meeting. Once agreed, the minutes, including any amendments required by the Commission, shall be signed by the Chair.

Comment [u2]: we don't currently do this

Approved minutes will be published on the Commission's website, normally at the conclusion of the relevant stage of a review.

### 3.13 Urgent or non-contentious business

Urgent business is deemed to be any matter requiring a decision of the Commission before the date when an ordinary or extraordinary meeting of the Commission can be convened. In such cases the Secretary should take all practicable steps to consult with the Chair, and with as many other Commissioners as the Chair and Secretary consider appropriate (and if at all possible no fewer than two Commissioners). The Secretary should seek Commissioners' views as to:

- the urgency of the matter requiring decision
- the possibility of holding a Commission meeting to consider it
- the action to be taken.

The Secretary should decide in the light of Commissioners' views what action to take, should notify Commissioners of the proposed action and should allow as much time as he or she considers reasonable in the circumstances for Commissioners to comment on his/her proposals. He/she should then act as he/she considers appropriate.

The exercise of such powers shall be reported to the next meeting of the Commission which will consider whether further action is required.

### 3.14 Committees

Chair may establish advisory groups, consisting of such numbers and for such purposes as the Commission, or as the case may be, the Chair, may determine.

**Comment [u3]:** do we want to clarify whether group must always report back to the Commission? Or whether the group's authority will be determined when the Commission agrees its remit?

## 4 Suspension of Standing Orders

4.1 At any meeting the Commission may, by a majority of those present and voting, resolve to suspend these Standing Orders for the duration of the meeting or for any item of business to be transacted at the meeting, provided that:

- Suspension of Standing Orders does not contravene any statutory provisions or directions
- Any decision to suspend Standing Orders is recorded in the minutes
- A separate record of matters discussed during the suspension shall be kept.

**Comment [u4]:** I can't envisage the circumstances in which this might happen

## 5 Amendment of Standing Orders

5.1 These Standing Orders or any of them may be amended by alteration, addition or deletion provided that:

- Amendment or variation of the Standing Orders does not contravene any statutory provisions or directions
- At least five days' notice shall be given of the proposed amendment
- The amendment shall be approved by a majority of the members present and voting at the meeting in which it is moved.

## 6 Review of Standing Orders

6.1 The Commission shall review Standing Orders regularly. The review shall include all other documents having effect as if incorporated into Standing Orders.

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