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**SCOTTISH  
FIRE AND RESCUE SERVICE**

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# **SCOTTISH FIRE AND RESCUE SERVICE BOARD**

## **CORPORATE GOVERNANCE**

### **STANDING ORDERS FOR MEETINGS OF THE BOARD AND ITS COMMITTEES**

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## INTRODUCTION

- 1 The Scottish Fire and Rescue Service (the SFRS), or in Gaelic Seirbheis Smalaidh agus Teasairginn na h-Alba, was established under the Police and Fire Reform (Scotland) Act 2012 ('the 2012 Act') as a body corporate. The constitution of the SFRS is set out in schedule 1A to the 2005 Act, inserted by section 101 of the 2012 Act. The 2012 Act amends and transfers the fire and rescue and other functions set out in the 2005 Act to the SFRS, but also augments them with a range of powers and duties commensurate with its public body status.
- 2 The SFRS consists of up to 15 members, including a Chair, collectively referred to as 'the Board'. The 2012 Act requires Scottish Government Ministers (**Ministers**) to appoint a Chair, and between 10 and 14 other members of the SFRS, and details the terms and conditions applicable to their appointment, removal and remuneration. The SFRS members may elect from their number a member to act as Deputy Chair.
- 3 The general powers of the SFRS are set out in Schedule 1A to the Fire (Scotland) Act 2005, inserted by section 101 of the 2012 Act allowing the SFRS Board to appoint Committees (Paragraph 45).

## ORDINARY MEETINGS

- 4 Prior to the beginning of each financial year, a provisional schedule of ordinary meetings of the SFRS Board and its Committees shall be approved by the Board and published on the website.

## NOTICE OF MEETINGS

- 5 Notice of ordinary meetings of the SFRS Board and its Committees will be advertised on the website, prior to the date of the meeting. The notice shall include the date, time, venue and a note of business to be considered at the meeting.

## **SPECIAL MEETINGS**

- 6 Where there is business that is urgent and cannot await the next ordinary meeting of the SFRS Board or Committee, a special meeting may be called by the Chair, or as a result of a written request signed by a majority of Members of the Board or Committee, specifying the nature of the business that they wish to discuss at such a meeting.
- 7 Notice of a special meeting of the SFRS Board, or Committee, shall be given in the same way as a notice for ordinary meetings.

## **PUBLIC MEETINGS**

- 8 The SFRS Board and its Committees will hold all their meetings in public, except where the SFRS members determine that all or part of the meeting ought to be held in private, on the grounds that confidential issues or confidential papers are (or may be) considered at that meeting.

## **PRIVATE MEETINGS**

- 9 Matters which involve confidential issues, and in relation to which the SFRS Board or Committee may decide to exclude the public, and therefore be held in private, may include (but are not limited to):
  - a) matters relating to individuals (including members of staff) where there is no consent for disclosure and/or where there is a risk of harm to any individual from the disclosure of information;
  - b) matters where public discussion may prejudice any ongoing criminal proceedings or the prosecution of offenders;
  - c) matters relating to national security;
  - d) matters which are the subject of legal proceedings and/or which relate to legal advice provided to the SFRS;

- e) matters involving confidential commercial or financial information not already in the public domain, or information which is subject to restrictions relating to confidentiality; or matters where there is legislation exempting the information from disclosure;
- f) matters which are considered to be confidential, including information relating to any consultations or negotiations, or contemplated consultations or negotiations, in connection with any labour relations matter arising between the SFRS and employees of SFRS;
- h) matters where the Board or Committee are in agreement due to the confidential nature of the issue(s).

## **CHAIR**

- 10 The Chair of SFRS will, if present, chair all meetings of the Board. In the absence of the Chair, the Deputy Chair will take the chair. In the absence of both the Chair and Deputy Chair, the Board Members present will choose, by a majority vote of those present, one of their number to preside. Any power or duty assigned to the Chair in relation to the conduct of a meeting may be exercised by the person presiding at the meeting.

## **ATTENDANCE AT BOARD MEETINGS - SFRS MEMBERS**

- 11 Participation will normally be in person but, exceptionally and with the agreement of the Chair of the meeting, an individual member may participate by telephone, conference call or video-conference. This would only apply where there are exceptional circumstances which would mean that the Member would otherwise be unable to attend the meeting. In such circumstances, such members would be deemed to be present and to constitute part of the quorum for the purposes of that meeting. In all circumstances, the Chair would have the final authority and would be dependent on the member providing suitable notice and the availability of the appropriate technology at the meeting location. If a member, without reasonable justification, has been absent from meetings of the SFRS Board

for a period longer than 4 consecutive months or for 3 consecutive meetings and has not been given leave by the Chair, the Chair will advise the Minister.

### **ATTENDANCE AT COMMITTEE MEETINGS - SFRS MEMBERS**

- 12 If a member fails to attend 3 consecutive meetings of any standing Committee, or 50% of the meetings in any 2-year period, and has not been given leave by the Committee Chair, the Chair of the Board will advise the SFRS. The Board may remove the member from the Committee.

### **ATTENDANCE AT BOARD AND COMMITTEE MEETINGS - SFRS OFFICERS**

- 13 The Chief Officer, in consultation with the Chair, will ensure that the work of the SFRS Board and its Committees is supported and serviced by the Strategic Leadership Team and other appropriate SFRS staff.

### **QUORUM**

- 14 The quorum for SFRS Board meetings shall be a majority of SFRS members, including the Chair of the Board. No formal business shall be transacted at any meeting of the SFRS Board unless a quorum is present. A quorum must exist throughout the entire meeting. If, at any stage during the meeting, a quorum is not present, the meeting shall stand adjourned until the date or time the Chair determines.
- 15 The quorum of any Committee shall be a majority of members, as detailed within their specific Terms of Reference.
- 16 If a Committee meeting is not quorate, the Chair of the Board can approve any member of the Board present at the meeting, who is not a standing member, to count towards the number required based on the specific Terms of Reference and for that meeting only. This member will, however, have no voting rights for that purpose.

## CO-OPTING

- 17 Co-opting non-Board members will be subject to endorsement by the full SFRS Board. It is likely this will be short lived, determined by the advice needed, and may be authorised for a meeting or meetings, where a specialist skill set or knowledge is required to support a Committee's work. The detail of this arrangement must be presented to the full Board in advance to ensure a fully informed decision can be taken and for an agreed period. The co-opted non-Board member will have to sign an SFRS confidentiality agreement, prior to attending any such meeting(s). It should be noted that advisors appointed as a member of a Committee will be there to provide expertise to the Committee. They will not be members of the Board and will not have any voting rights.
- 18 Where this is being considered, the Chair of the Board should contact the SG Sponsor Team, who will ask SG Legal Directorate to confirm the statutory basis for the appointment and process for doing so.
- 19 The Board must:
- keep their SG Sponsor Team informed of the process throughout;
  - ensure there are funds to cover the appointment from the public body's existing resources;
  - consider if it is appropriate to ask the SG Sponsor Team to inform the relevant Scottish Minister of the background to the appointment;
  - prepare the letter of invitation and copy to the SG Sponsor Team.
- 20 Advisors are not members of the Board and, therefore, will not come under the statutory remit of the Commissioner for Ethical Standards in Public Life in Scotland and the Standards Commission for Scotland, should there be any breaches of the Code. However, advisors will be subject to the public body's Code of Conduct for Board members and any breaches of the Code will need to be considered by the Chair and Board members. Potential Conflicts of Interest and Declaration of Interests will be considered by the Chair of the

Board, particularly if the advisor is already a Board member of another public body. This will be an area for consideration prior to invitation.

## **ATTENDANCE OF THE PUBLIC AND PRESS**

- 21 Public meetings of the SFRS Board or Committees are open to be observed by all members of the public. The exception are any meetings or parts of meetings where business is to be conducted in private in accordance with Paragraph 9.
- 22 Any member of the public may attend and receive a copy of papers, other than those dealing with the private business of the SFRS Board or Committees.
- 23 In circumstances in which the SFRS Board or Committees determines that all or part of a meeting ought to be held in private, meetings will take place in closed session, without the public or press present.
- 24 A member of the public who disrupts the business of the meeting may be asked to leave the meeting, after due warning has been given. Re-admission to that or other public meetings held by the SFRS Board or Committee is at the discretion of the Chair.

## **AGENDA FOR MEETINGS AND ORDER OF BUSINESS**

- 25 Advised by the Chief Officer (or any officer acting on behalf of the Chief Officer) and the Board Support Team (or any officer acting on behalf of the Board Support Team), the Agenda for a meeting shall be agreed by the Chair of the SFRS Board or Committee Chair, at least 10 working days in advance of the meeting. The agenda will be circulated to members electronically, no less than 5 working days prior to the meeting.

- 26 The business of the Board at all ordinary meetings will proceed in accordance with the agenda issued for that meeting, unless otherwise directed by the Chair, with the agreement of a majority of the Members present at the meeting. At all ordinary meetings, no business other than that on the agenda will be considered, except where, by reason of special circumstances, the Chair is of the opinion that the item should be considered at the meeting.
- 27 The order of business at meetings of the SFRS Board shall generally be:
- a) Chair's welcome
  - b) Apologies for absence
  - c) Consideration of and decision on any items to be taken in private
  - d) Declarations of interest
  - e) Minutes of the previous meeting for approval
  - f) Action Log
  - g) Decision Log
  - h) Chair's Report
  - i) Chief Officer's Report
  - j) Minutes of any Committees submitted for approval or noting
  - k) Risk Themes from the Committees
  - l) Items for Noting
  - m) Dealing with business in the order in which it is noted on the agenda

### **GIVING NOTICE OF A MATTER TO BE CONSIDERED**

- 28 Any member(s) of SFRS, or a Committee, may ask for an item to be placed on the Agenda of a meeting of the Board or that Committee, this has to be done at least 15 working days in advance of the meeting. The Chair of the meeting will consider the request, taking advice from the Chief Officer (or any officer acting on behalf of the Chief Officer) and the Board Support Team. If the Chair decides not to include the item on the Agenda, the member will be advised and the Board or relevant Committee informed during the Chair's opening remarks.

- 29 The Agenda for special meetings of the SFRS Board or Committees will be confined to the business necessitating the convening of the meeting.

## **PAPERS FOR MEETINGS**

- 30 The Board Support Team will collate, circulate and, where necessary, provide papers for the agreed Agenda items at a meeting, unless it has been previously agreed with the Chair of the meeting that no paper is required.
- 31 Papers will be electronically sent to the meeting attendees at least 5 working days prior to the meeting and hard copies will be available at the meeting.
- 32 For meetings or parts of meetings open to the public, papers will be posted on the website no less than 5 days in advance of the meeting, with the exception of any items to be considered in private.
- 33 If papers are not available for dispatch 5 working days prior to the meeting, the Board Support Team may, after consultation with the Chair of the meeting and the Chief Officer, make a late posting, or table the paper(s) at the meeting, or withdraw the item(s) from the Agenda of the meeting.

## **CONDUCT AT MEETINGS**

- 34 The Chair is responsible for:
- maintaining order and good conduct;
  - ensuring that business is conducted appropriately;
  - ensuring that all members receive a fair hearing with reasonable opportunity to express their views on matters under discussion;
  - dealing with any question of order raised at a meeting; the Chair's ruling on the above will be final;
  - adhere to relevant SFRS policy and procedure.

- 35 All members will respect and, if necessary, defer to the authority of the Chair. Members are accountable for their own individual conduct in meetings at all times in terms of their Code of Conduct and associated regulations and guidance as issued. The Chair may rule on the acceptability of language used during the course of the meeting and take appropriate action, as necessary, including withdrawal of a remark, requiring an apology, or any other action required to allow the meeting to properly proceed. If any member at any meeting behaves offensively or is uncooperative, a motion may be proposed and seconded to suspend the member for the rest of the meeting. If the motion is carried, the member must immediately leave the meeting. There will be no discussion of the motion and no changes to it.

### **ADJOURNING MEETINGS**

- 36 The SFRS Board or Committee can adjourn any meeting for a reasonable time, if the Chair determines so. This may also be due to disruption of the meeting or a member proposes it, another seconds it and the members vote in favour of it. There will be no amendments or discussion. No member can make a second motion to adjourn a meeting within half-an-hour, except the Chair.

### **CHANGING A DECISION**

- 37 A decision made by the SFRS Board cannot be changed within six months, unless the Chair rules that there has been a material change of circumstances.

### **VOTING**

- 38 Where there is an Agenda item requiring a decision by the SFRS Board or a recommendation by a Committee to take something to the Board, then the Chair will seek the views of members and, wherever possible, reach a consensus. If a consensus cannot be reached, decisions will be reached on

the basis of a simple majority, the Chair having a second and casting vote. Voting shall be by a show of hands and the minute will record the vote. At the discretion of the Chair, or in the event of a majority of members present objecting to a vote being taken by a show of hands, the vote will be taken by roll call.

- 39 Where an agenda item requiring approval is not approved by the SFRS Board, and the consequences would be prejudicial to the continuity of the SFRS operations, alternative proposals should be sought from the Chief Officer. The Chair may adjourn the meeting, or defer the agenda item to another meeting to enable the Chief Officer to re-consider the matter. If, after such reconsideration, the Board remains unable to approve the proposal (whether by consensus or simple majority vote) and the matter remains critical to SFRS operations, the Chair shall report to Ministers and seek their direction.

## **DECLARATIONS OF INTEREST**

### **MAKING A DECLARATION**

- 40 In line with the requirements of the Members' Code of Conduct, individual Members must consider, at the earliest stage possible, whether they have an interest to declare in relation to any matter that is to be considered. They should consider whether agenda items for meetings raise any issue of declaration of interest. A declaration of interest must be made as soon as practicable at a meeting where that interest arises. If the need for a declaration of interest is identified only when a particular matter is being discussed, the Member must declare the interest as soon as they realise it is necessary to do so. The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words, 'I declare an interest'. The statement must be sufficiently informative to enable those at the meeting to understand the nature of the interest but need not give a detailed description of the interest.

## EFFECT OF DECLARATION

- 41 Declaring a financial interest has the effect of prohibiting any participation in discussion and voting; in this circumstance, this individual must play no part in the discussion and must leave the meeting room until discussion of the particular item is concluded. A declaration of a non-financial interest involves a further exercise of judgement by the Member concerned. They must consider the relationship between the interests that have been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter. In the final analysis, the objective test is whether, in the particular circumstances of the item of business and knowing all the relevant facts, a member of the public, acting reasonably, would consider that the Member might be influenced by the interest in their role as a Member of SFRS Board and that it would, therefore, be wrong to take part in any discussion or decision-making. If a Member, in conscience, believes that their continued presence would not fall foul of this test, then declaring a non-financial interest need not preclude their involvement in discussion or voting. If they are not confident about the application of this objective test, they must play no part in the discussion and must leave the meeting room until discussion of the particular item is concluded.

## DISPENSATIONS

- 42 In very limited circumstances, dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit a Member from taking part and voting on matters coming before the Board and its Committees. Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible, in order to allow proper consideration of the application in advance of meetings where dispensation is sought. A Member should not take part in the consideration of the matter in question until the application has been granted.

## **SUSPENSION AND REVISION OF STANDING ORDERS**

- 43 These Standing Orders may only be varied, revoked or added to by the SFRS Board and any such alterations will require the consent of the majority of Members present at a meeting. Committees and Sub Committees have no power to depart from these Standing Orders.
- 44 Suspension of Standing Orders at an SFRS Board meeting requires a proposer and seconder, and a vote of a majority of the SFRS Board in favour of suspension.

## **STANDING COMMITTEES**

- 45 The SFRS will appoint the following Standing Committees:
- Audit and Risk Assurance;
  - Transformation and Major Projects;
  - Service Delivery;
  - Staff Governance; and
  - Integrated Governance.
- 46 The SFRS Board will determine the membership and Terms of Reference for Committees. The Standing Orders of the SFRS Board apply to all its Committees.

## **MINUTES OF MEETINGS**

- 47 A minute will be kept of all SFRS Board, Committee and Sub-Committee meetings.
- 48 The minute will record that discussion took place, any points of significance raised, and clearly specify any actions and decision if relating to the SFRS Board. Following a Board or Committee meeting, draft minutes will be issued

no later than 15 working days to the Chair for approval. The Chair will then have 5 working days to approve the minutes following which it will be circulated to all those in attendance at the meeting, including the updated Action Log. This is, therefore, all to be effected within a total of 20 working days following the initial meeting.

- 49 The minutes of the SFRS Board will be presented to the next ensuing meeting of the SFRS Board and shall then be approved, with or without amendment, as a correct record of proceedings.
- 50 Minutes of meetings held in Public of Standing Committees will be included on the agenda of SFRS Board meetings, even if they have not been approved by the Committee. Any Sub-Committee updates will be given through the relevant Committee to the SFRS Board.

#### **SHORT LIFE COMMITTEES AND WORKING GROUPS**

- 51 The SFRS Board may convene short life Committees or Working Groups to assist and advise it in undertaking its responsibilities.
- 52 Any such Committee or Working Group would have its membership, terms of reference and time-limited period determined by the Board.

#### **APPOINTMENT OF CHIEF OFFICER**

- 53 The appointment of the Chief Officer will be made by the SFRS Board, subject to the approval of the Scottish Ministers.

#### **RECEIVING VIEWS**

- 54 The SFRS Board (or its Committees or Sub-Committees) may invite individuals, bodies or organisations to attend meetings, provide information and/or to make representations to it about particular issues. They may also be requested to provide written submissions for consideration in advance of

meetings. The Board, on occasion, may agree upon and publish a process for seeking input and/or information (including the format and timescales for this input or information to be provided) from interested and/or affected parties, in advance of it considering particular issues at a meeting.

## **URGENT ISSUES**

- 55 Where time is of the essence, and in order to eradicate or minimise actual or reasonably perceived risk to the SFRS, the Chief Officer may take reasonable and appropriate action, in relation to any function not delegated to that role, reporting same to the Chair of the SFRS Board and then the SFRS members, with full reasoning for the decision as soon as is reasonably practicable after the exercise of the function.