

Terms of Reference

Advisory Board

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Purpose

In line with Education Scotland's [Framework Document](#), the Advisory Board exists to support the Chief Executive in discharging her responsibilities for the management of the Agency, including reviewing its work and planning for future development and promoting and supporting a climate of ambition and delivering added value across its strategic objectives and priorities.

The Advisory Board has sub-committees, including an Audit and Risk Committee (ARC). The sub-committee exist to support the Chief Executive as the Accountable Officer (AO) in relation to issues of operational management, financial management, risk, control and associated assurance.

Membership

The membership of the Board is made up of the Chief Executive, Non-Executive Board Members and the most senior managers within the Agency. At present the membership comprises:

- Chief Executive - Chair
- Strategic Director National Improvement
- Strategic Director Corporate Services and Governance, Professional Learning and Leadership
- Strategic Director Regional Improvement
- Strategic Director Scrutiny
- Non-Executive Board Members

Secretariat

Secretariat support for Advisory Board will be provided by the Governance Team.

Attendees

Head of Governance
Head of Finance

The Director-General Education, Communities and Justice will be invited to attend a meeting of the Advisory Board on an annual basis.

An independent Audit and Risk Committee member will be invited to one Advisory Board meeting per year, to participate annual review of the agency's risk management strategy.

Other Education Scotland staff or Scottish Government officials may be invited to attend to assist with discussions on any particular matter.

Responsibilities of the Advisory Board

The Advisory Board is responsible for:

- developing the corporate mission, aims and objectives of the Agency - in other words:
 - why does the Agency exist?,
 - what does it hope to achieve? and
 - what are the values that guide its work?
- providing scrutiny and challenge to Education Scotland as an organisation, constructively challenging the delivery of strategy, suggesting ambitious and customer-focused targets and innovative approaches for delivery;
- agreeing Education Scotland's corporate and business plans, scrutinising the performance of management in meeting goals and objectives;
- ensuring that financial control and risk management is embedded into the corporate and performance management, business planning and financial reporting processes; identifying and monitoring the key strategic risks facing the Agency;
- establishing and promoting the Agency's role in the sector by developing mechanisms for gathering and responding to the views of stakeholders, keeping people informed and representing the Agency within the sector;
- ensuring that the Agency operates in an open, accountable and responsive way; and
- ensuring that proper standards of corporate governance are set and maintained.

Meeting frequency and operating arrangements

Board meetings will be chaired by the CE and will take place four times per annum and will be organised by the Governance Team. An additional two or more meetings may be convened where the Chair and other members of the Committee consider it appropriate for discussion of particular issues.

Secretariat for the Advisory Board will be provided by the Governance Team. Papers for meetings should be circulated electronically to members at least four working days prior to the meeting date. An action log will be maintained to monitor progress on key issues raised at meetings.

A table of standing items for discussion is set out in Annex B. The table suggests points for consideration by the Committee for each meeting. The table is neither exhaustive nor restrictive, it acts as a prompt. Relevant extracts will be included at the advanced planning stage of arranging meetings.

Members should advise the Chair and the Secretary (copying to the Governance mailbox) if they cannot attend a meeting noting the reason for their absence. The Chair will note details of any member who fails to attend two consecutive meetings. Where a member of the Education Scotland Leadership Team is unable to attend they may, in exceptional

circumstances and with the agreement of the Chief Executive, appoint a delegate to attend in their place.

The Advisory Board may request the attendance of other individuals to assist in its deliberations. The role of such individuals is to provide information and participate in discussions, either for the whole duration of a meeting or for a particular agenda item.

In order to provide the Secretary with sufficient time to prepare the agenda for the Chair's approval, agenda items and accompanying papers must be submitted at least ten working days in advance of the meeting. Papers received after this deadline will only be accepted with the approval of the Chair. The Chair and the Secretary will consider if the papers and agenda are fit for purpose before distributing these to members.

The agenda will be circulated, via email, with the papers, at least four working days prior to the meeting. The draft minutes of the meeting will normally be made available to the Chair within five working days of the meeting after which they will be shared, via email, with other members

An action tracker will be maintained to monitor progress on key issues and this will be updated and issued to members along with the minutes of each meeting. Action owners will receive their specific actions. An updated narrative should be provided to the Secretary for the record, or an outcome and date of close where appropriate.

The agenda (immediately following the meeting) and ratified minute will be placed on the Agency's internet site. Further, the approved minute should be shared with external audit.

Quorum

A minimum of six members of the Committee, including two Non-Executive Board Members, must be present for meetings to be deemed quorate. In the absence of a quorum, the Chair (or in her absence the Strategic Director providing cover) will have the authority to decide whether to proceed with the business of the meeting or to adjourn the meeting. If the meeting proceeds, comments and approval of proposed decisions will be sought via correspondence from absent members as soon as possible after the meeting, with an opportunity to comment before the deadline given. All viewpoints expressed via correspondence will be retained on record.

Information requirements

The Advisory Board will routinely be provided with:

- Regular financial monitoring reports;
- The draft Annual Report and Accounts of the Agency;
- The Corporate and Annual Business Plans of the Agency;
- The Education Scotland Risk Register;
- A report from the Audit and Risk Committee;
- Management Information in respect of Key Performance Indicators;
- The People Survey Results; and
- Ad-hoc papers as required.

Agenda papers will be tabled using the standard Committee paper template, shown in the Corporate Governance Guide and available via the intranet, setting out the issue at hand and the actions or decisions required of the Advisory Board.

Information management arrangements include the numbering of each page, and storage of all papers within the relevant Objective file, the use of the standard agenda template, standard minute template, standard covering paper template and action point tracker.

The Terms of Reference will be published on the Agency’s internet and be available to staff via the intranet.

Reporting and Minutes

The Board meetings will have a manageable and prioritised agenda and an agreed duration. The Chair will ensure that the minutes clearly and accurately record decisions taken and responsibility for agreed action.

When a member is unable to attend a meeting, the Secretary will update the member after the meeting – a copy of the minutes of the meeting may form the basis of the update.

Review and assessment of performance of the Advisory Board

The Head of Governance will be responsible for reviewing the operating arrangements and effectiveness of the Advisory Board on an annual basis, in line with the wider governance framework operating within the Agency.

Date

Date the Terms of Reference were agreed on 6 July 2020.

Document Control and Amendment History

| Issue | Date | Status | Author |
|-----------|----------|---|---------------|
| Issue 1 | 10/05/18 | Draft | Nina Hyslop |
| Issue 1.1 | 20/05/18 | Draft | Roz McCracken |
| Issue 1.2 | 15/05/19 | Draft | Nina Hyslop |
| Issue 1.3 | 11/12/19 | For approval – with annualised meeting planner | Nina Hyslop |
| Issue 1.4 | 03/04/20 | Draft | Nina Hyslop |
| Issue 1.5 | 06/07/20 | Approved at Q1 2020-21 AB | Nina Hyslop |
| Issue 1.6 | 16/12/20 | Updated the link to ES Framework document (p 3) | Nina Hyslop |

Annex A – Examples of the business to be considered by the Advisory Board

Example of the range of issues The Advisory Board might consider.

This list is not intended to be exhaustive or restrictive. Rather it is simply intended to provide a feel for the range of questions the Advisory Board are required to consider:

- Has the Agency established appropriate arrangements to ensure that public funds are:
 - properly safeguarded?
 - used economically, efficiently and effectively?
 - used in accordance with the relevant requirements, particularly the Government Financial Reporting Manual (FReM).
- Are suitable processes in place to ensure accurate financial records are kept?
- Has the Agency established clear channels of communication with the Agency's stakeholders and developed appropriate processes to ensure that such channels operate effectively in practice?
- Has the Agency made an explicit commitment to openness in all its activities?
- Has the Agency established appropriate arrangements to ensure that it has access to all such relevant information, advice and resources as is necessary to enable it to carry out its role effectively?
- Has the Agency taken steps to ensure that systems of internal control:
 - are established?
 - continue to operate in practice?
- Has the Agency taken steps to ensure that effective systems of risk management are embedded throughout the Agency as part of the systems of internal control?
- What assurance is available about the quality of the Agency's work?

Annex B - Regular business to be conducted by Advisory Board

| Advisory Board Annualised calendar | Q1 Apr - Jun | Q2 Jul - Sep | Q3 Oct - Dec | Q4 Jan - Mar | Strat Meet. | A. Understa nding the business | B. Challenge | C. Scrutiny | D. Manage Risk | Narrative |
|---|-----------------------|-----------------------|-----------------------|-----------------------|----------------|--|-----------------|----------------|----------------------|--|
| Standard agenda items | | | | | | | | | | |
| Draft minute from previous meeting and actions | Y | Y | Y | Y | | | | | | Approved at subsequent formal AB |
| Declarations/ conflicts of interest | Y | Y | Y | Y | Y | | | | | |
| Chair's Strategic update | Y | Y | Y | Y | Y | Y | | | | Points from CE (SDs if necessary) |
| Budget reforecast & commentary (including % variances) | Y | Y | Y | Y | | | | | Y | Every meeting |
| MI reporting - KPI, & PIs - Resourcing, sickness, recruitment | Y | Y | Y | Y | | | | Y | | |
| ARC update - ARC Chair | Y | Y | Y | Y | | | | | Y | Provided by ARC Chair for awareness. |
| Items for discussion | | | | | | | | | | |
| Advisory Board - reviews and ToR, | Y | | | | | | Y | | | AB performance review, TOR - Q1 Gov Framework - Q4, risk & assurance. |
| Annual Business plan | | | | Y | | | Y | | | |
| Annual complaints report | Y | | | | | | | Y | | Check OCU |
| Annual report and final accounts | | Y | | | | | | | Y | Usually available late June, tabled early July, which could be Q1 meeting. |
| Digital challenges and priorities for ES | Y | | | | | | Y | | | Q1 or Q2 |
| Equalities reports - Mainstreaming | | | Y | | | | | Y | | Check when reported previously |
| Business Continuity Plan | | Y | | | | | | | Y | For awareness. Tabled at previous ARC |
| Finance - PfG | | Y | | | | | | | Y | Implications for ES |
| Health & Safety and Well-Being | | | Y | | | | | | Y | |
| National and Partnership programmes | Y | | | | | | | Y | | Deep dive with lead spec attending? |
| Organisational Development Strategy - Professional learning | | | | Y | | | Y | | | 1 x PA, look back/forward. People strategy and next steps. |
| People survey (SG) results output | | | Y | | | | | Y | | 2 x discuss themes and format for evaluation of previous survey |
| Progress against Corporate Plan | | | | Y | | | | Y | | |
| Totals | 4 | 3 | 3 | 3 | | | | | | |

| Items for awareness | Q1 | Q2 | Q3 | Q4 | | A | B | C | D | |
|---|----------|----------|----------|----------|---|---|---|---|---|---|
| Annual Programme of Scrutiny | | Y | | Y | | | Y | | | 2 x pa: (Jul) plan & (Mar) performance against plan |
| NIF (report in Dec) | | | | Y | | Y | | | | 1 x pa, NIF report available mid December |
| Procurement - annual report | | | Y | | | | | | Y | |
| RIC - Annual Plan | Y | | Y | | | | Y | | | |
| Horizon scanning & big picture thinking | | | | | Y | | | | | |
| SAC | | Y | | | | Y | | | | When recent |
| SLF | | | | Y | | Y | | | | 1 x pa. Look back, look forward. |
| Smarter working/estates strategy | y | | | | | | Y | | | |
| BCP Review | | | Y | | | | | | | |
| Totals | 2 | 2 | 3 | 3 | | | | | | |

Annex C - An introduction to the Advisory Board (previously Management Board)

The following guidance is intended to raise awareness about the role of the Agency's Advisory Board and to provide information on its Terms of Reference.

What is the role of the Chief Executive and the Advisory Board?

The Chief Executive (CE) is accountable to the Scottish Ministers for the overall quality of the Agency's work, including the quality of professional advice provided; for the day-to-day management of the Agency; and for planning its future development.

The Chief Executive is supported by a number of Non-Executive Board Members and the Agency's Strategic Directors who together form the Advisory Board. This meets under the chairmanship of the CE. The role of the Advisory Board is to provide strategic leadership, direction, support and guidance for the Agency and promote commitment to its core values, policies and objectives. The Advisory Board also has responsibility for overseeing the work of the Agency.

What is the role of an Advisory Board member?

Generally Advisory Board members are expected to:

- contribute to decision-making and share responsibility for the Advisory Board's decisions;
- attend Board meetings on a regular basis and be well prepared by reading relevant papers in advance;
- attend training events and keep up to date with subjects relevant to the Agency's work;
- contribute to the work of any Committees that have been established by the Advisory Board; and
- represent the Advisory Board at meetings and events when required.

What additional roles and responsibilities does the Chair have?

The Chair has some additional responsibilities over and above those of ordinary Board members, particularly in relation to strategic leadership and the conduct of Board business.

These include:

- taking lead responsibility in representing the Agency in links with Ministers and the Scottish Parliament (other members may also be involved from time to time);
- ensuring that Board members have a proper knowledge and understanding of their corporate roles and responsibilities;
- ensuring that the Advisory Board carries out its essential functions efficiently and effectively so that all planned business is dealt with and a conclusion is reached in each case, all decisions by the Advisory Board are clearly and accurately minuted;
- ensuring all members are given the opportunity to express their views before any important decision is taken;
- ensuring that the Advisory Board receives professional advice when needed;
- overseeing the way members implement Advisory Board decisions. and
- performance appraisal of members.

Corporate responsibility

While Board members must be capable of constructive challenge, they also share corporate responsibility for decisions taken by the Advisory Board as a whole. If a member fundamentally disagrees with the decision or stance taken by the Advisory Board, they have the option of recording their disagreement in the minutes. However, ultimately, members should accept and support the collective decisions of the Advisory Board. Members should never undermine Board decisions or distance themselves from them outside of Board meetings. If a Board member has specific concerns about the manner in which the Agency is being run, these concerns should be raised with the Chair in the first instance. If concerns persist, members have the right of access to the Director General Education, Communities and Justice. It is expected that this will be used on an exceptional basis.

'Wearing an Advisory Board Member Hat'

Members must remember that when writing or speaking on any matter that is within the remit of the Agency, Board members may be perceived as representing the Agency, even when writing or speaking as an individual citizen etc.

If approached by the media, members will pass the enquiry on to the Communications Team. Only the CE and SDs should approve responses for media enquiries.

The Chair and Advisory Board Members

In meetings, individual Board members contribute fully to Advisory Board deliberations and exercise a healthy challenge function. However, it is important that no individual member (or Chair) dominates the debates or has an excessive influence. The Chair therefore has an important role to play in ensuring that all members have an opportunity to contribute to Advisory Board discussions.

Communication within the Agency

To ensure the successful conduct of business, it is essential that all members of staff, including Advisory Board members, team leaders and team members develop suitable communication channels to help them work together. This requires Advisory Board members to promote a management environment in which all staff can participate in the identification, notification and management of business processes. Advisory Board members also provide clarity about roles and responsibilities. As a result, communication is a two-way process with views on management and business processes from the lower levels being communicated up the line and vice versa.

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