



## **BOARD TERMS OF REFERENCE**

### **Constitution**

1.1 The Board has adopted these Terms of Reference in line with the Framework Document, Financial Memorandum and general operating principles.

1.2 These Terms of Reference shall be reviewed every 3 years. The Board however can decide to have an earlier review if it deems it necessary.

### **Objectives**

2.1 The Board of Community Justice Scotland (CJS) is responsible for setting the overall strategic direction and ensuring this is realised. This is in line with the organisation's statutory function and overall purpose.

### **Membership**

3.1 The Chair and Members of the Board are appointed by Scottish Ministers in accordance with the Code of Practice issued by the Commissioner for Ethical Standards in Public Life in Scotland.

3.2 The Board should consist of no fewer than 6 and no more than 9 Members including the Chair.

3.3 The Chair of CJS will normally be the Chair of Board meetings. However in her absence those Members present will agree one of their number to chair the meeting. The Chief Executive and Business Manager will normally attend Board Meetings; other members of staff will attend as required. Only Members of the Board will take decisions.

3.4 In the prolonged and continued absence of the Chair the Board will designate one of its Members as an Acting Chair. The Acting Chair will assume the same responsibilities and duties as the Chair during this period.

### **Reporting**

4.1 All meetings of the Board will be minuted, normally by the Business Manager, who will also prepare a publication scheme version of the minutes. The Board will formally approve these minutes at the following meeting of the Board.

4.2 Management and staff will be appraised of relevant matters arising from the Board meeting through the established programme of staff meetings.



## **Responsibilities**

5.1 The Board has corporate responsibility for ensuring that CJS fulfils the aims and objectives set by the Scottish Ministers, acts to promote and further the National Strategy for Community Justice in Scotland , and for the effective and efficient use of staff and other resources by CJS in accordance with the principles of Best Value. To these ends and in pursuit of its wider responsibilities, the Board shall:

Establish the overall strategic direction of CJS

- Keep Scottish Ministers informed of any changes likely to impact on CJS's strategic direction or achievement of targets
- Monitor that statutory and administrative requirements in respect of funds falling within its stewardship are complied with
- Receive and review regular financial information concerning the management of CJS
- Demonstrate high standards of corporate governance at all times, including the establishment of an audit committee and assuring itself on the effectiveness of the internal control and risk managements systems
- Provide commitment and leadership in the development and promotion of Best Value principles throughout the organisation
- Appoint, with the Scottish Ministers' approval the Chief Executive to CJS, setting appropriate performance objectives and remuneration terms: and
- Not give the Chief Executive instructions which conflict with her duties as the CJS Accountable Officer

## **Standing Orders**

6.1 The Board will oversee the running of CJS's governance committees which are:

- Audit and Risk Committee
- Remuneration Committee

6.2 The Board will establish other committees of the Board or working groups which it deems appropriate for the furtherance of its consideration of the forthcoming programme of work and emerging issues.



6.3 The Board will receive all Minutes from the Audit and Risk, Remuneration Committees and from other Committees and Working Groups it may establish along with all relevant reports on delegated matters and performance issues.

6.4 The Board will agree the Terms of Reference for each Committee and Working Group in operation. The Chair of CJS will appoint Members of the Board to serve on Committees and Working Groups as required.

6.5 The decision of the Members attending a meeting of the Board is the decision of the Board.

6.6 The Board will meet formally on a regular basis throughout the year. Thereafter the Chair, with the agreement of the Chief Executive as Accountable Officer, may agree to convene additional meetings of the Board or of its Members as is deemed necessary.

6.7 All Members must be given at least one week's written notice of an extraordinary Board meeting or meeting of its Members.

6.8 At least three Members must be present for a Board meeting to be deemed quorate.

6.9 The Board, with the agreement of the Chief Executive as Accountable Officer, may request any of the Committees or a Working Group to convene to discuss issues and to thereafter advise the Board accordingly.

6.10 Members will be required to declare any conflicts of interest relating to the business on the agenda at the beginning of each meeting and gifts or hospitality received.

6.11 The Chair of CJS is required to approve any additional work undertaken by Members on matters out-with preparation for and attendance at Board and Committee meetings and in accordance with the constraints of the budget.

6.12 The Board meetings will be open to members of the public to attend and observe, but not to participate. However where items of business are considered to be sensitive or confidential in nature these shall be considered within a private session of the Board meeting.

Date Approved 6 April 2017  
Date of last review 25 April 2018  
Date of next review 6 April 2020