

## REGISTERS OF SCOTLAND BOARD TERMS OF REFERENCE

### Who are we?

The members of the board are:

- The Keeper (chair)
- ~~Director of Policy and Corporate Services and Accountable Officer~~  
~~Registration and Policy Director and Interim Accountable Officer~~
- ~~Director of People Corporate Director~~
- ~~Director for Customer and Business Development~~  
~~Business Development Director~~
- ~~Director of Digital, Data and Technology~~
- Non-Executive directors

The Chief Finance Officer and Head of Communications ~~& Engagement and Marketing~~ will attend as required to provide advice. Invitations may also be extended by the Chair to others where appropriate to provide support and or guidance in relation to financial, operational, strategic, reputation and risks.

Executive members may arrange for a substitute to attend on their behalf when the need arises. However, any substitutes will be 'in attendance' and will not form part of the quorum. In the Keeper's absence, the Accountable Officer will act as chair.

The board is provided with secretariat services by the RoS Secretariat (email [rossecretariat@ros.gov.uk](mailto:rossecretariat@ros.gov.uk)).

### Why does the board have Non-Executive Directors?

The board's Non-Executive Directors are there to:

- provide an external perspective on RoS' work
- bring constructive challenge
- help develop proposals on strategy
- bring specific expertise to discussions

### What is our role?

The board's role is to provide strategic advice to the Keeper.

The main focus of our work is:

- setting and communicating RoS' vision and values
- setting strategy and objectives for RoS and ensuring that the necessary financial, human, IT, and physical resources are in place to deliver them
- setting a framework of prudent and effective controls that enables risk to be assessed and managed
- monitoring and improving RoS' performance.

**How do we work?**

We meet at least quarterly. Board meetings are held fully in person, with any digital attendance considered by exception only, requiring prior authorisation from the Chair.

A minimum of half of the board members need to be present for our meetings, either by suitable digital connectivity, or in person, to be deemed quorate. The quorum must include two non-executive directors and either the Keeper or the Accountable Officer.

We may ask other staff from RoS or from outside RoS to attend to assist us with our discussions on any particular matter.

Our work is planned by means of a rolling annual agenda. A draft agenda is issued at least two weeks in advance of each meeting and papers are normally circulated a week in advance. Board members who wish to put forward agenda items should do so at least ten working days before a meeting. Papers for meetings must also be submitted ten working days before a meeting. Board minutes will capture the record of decisions made and agreed actions and will be made available within four weeks, and are published on the RoS website once they have been formally agreed at a subsequent board meeting.

**What about sub committees?**

The board is supported by:

(1) the Executive Management Team (chaired by the Keeper), which is responsible for leading and undertaking the operational management of RoS

(2) the Audit and Risk Committee (chaired by a Non-Executive Director), which supports the Board and the Accountable Officer in their responsibilities for issues of risk, control and governance and associated assurance through a process of constructive challenge

(3) such other sub-groups as the board considers are necessary.

**How can colleagues engage in board business?**

A variety of colleagues are involved in preparing papers for the board and will be invited to attend to present their paper or give background information on the issue.

Colleagues can feed in comments on board business either through their team leaders, their director, or the RoS Secretariat.

**Performance assessment**

We will annually assess our performance as a Board with the intention of continuously improving our effectiveness. In addition, we will use a system of peer review in board meetings for ad-hoc improvement feedback.

**Registers of Scotland**

~~September 2023~~ May 2024