

CORPORATE GOVERNANCE

SOCIAL CARE AND SOCIAL WORK IMPROVEMENT SCOTLAND

**RESERVATION OF POWERS
AND SCHEME OF DELEGATION**

Lead Officer: Head of Legal Services

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**SOCIAL CARE AND SOCIAL WORK IMPROVEMENT SCOTLAND ('SCSWIS')
RESERVATION OF POWERS AND SCHEME OF DELEGATION**

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SCHEME OF DELEGATION AND RESERVATION OF POWERS

1 INTRODUCTION

This Scheme of Delegation and Reservation of Powers has been developed by Social Care and Social Work Improvement Scotland (hereinafter referred to as 'SCSWIS') constituted under Section 44 of the Public Services Reform (Scotland) Act 2010 (hereinafter referred to as 'the Act').

The Management Statement and Financial Memorandum issued by the Scottish Executive's Sponsor Directorate has been taken into account and is reflected in the terms of the Scheme. SCSWIS' Board will review the Scheme after one year of operation, and thereafter biennially.

1.1 General

The purpose of this document is to set out those powers reserved to the Board of SCSWIS for decision collectively at its Board meetings and those powers which are delegated to a Committee, Sub-Committee, officer or member. Paragraph 12(1) of Schedule 11 to the Act states that SCSWIS may delegate any of its functions to the Chief Executive, any other employee or any of its committees, save that it may not authorise any other person to either approve annual reports and accounts or to approve any budget or financial plan. The Board of SCSWIS remains accountable for all of its functions, notwithstanding any such delegation. SCSWIS must ensure that it is satisfied that adequate arrangements have been made in respect of the accountability of the delegated body/individual and that adequate reporting arrangements are in place to allow it to oversee the exercise of those delegated powers. SCSWIS has a statutory duty to co-operate with a range of other bodies in its work, and these are detailed in Appendix 1

1.2 The Functions, Duties and Powers of SCSWIS

The Act gives SCSWIS the following functions, duties and powers:

- 1.2.1 To further the improvement in the quality of social services.
- 1.2.2 To provide information to the public about the availability and quality of social services.
- 1.2.3 To provide advice to the Scottish Ministers.
- 1.2.4 To provide advice when asked to do so, about any matter relevant to the functions of SCSWIS to:

- (a) persons who provide, seek to provide, or may seek to provide social services;
- (b) persons, or groups of persons, representing those who use, or are eligible to use, social services;
- (c) persons, or groups of persons, representing those who care for those who use, or are eligible to use, social services;
- (d) local authorities;
- (e) health bodies; and
- (f) such other persons, or groups of persons, as may be prescribed.

1.2.5 To consider applications for registration according to the terms of the Act and relevant regulations, and to grant or refuse registration on that basis.

1.2.6 To grant applications for registration subject to such conditions as SCSWIS thinks fit to impose.

1.2.7 To consult on, prepare and keep under review, and from time to time, revise (with the approval of the Scottish Ministers) a plan for carrying out inspections of social services in accordance with best regulatory practice.

To carry out inspections of any social service, or the organisation or co-ordination of any social services in accordance with its inspection plan.

1.2.8 To take into account the national care standards and the Scottish Social Services Council's codes of conduct and practice in making decisions and in any appeals or criminal proceedings under the Act.

1.2.9 To issue condition notices, to vary or remove existing conditions on the registration of care services, or to impose new conditions when necessary.

1.2.10 To issue emergency condition notices to impose new conditions on the registration of care services where there is a serious risk to the life, health or well-being of any person.

1.2.11 To issue improvement notices when necessary to those providing registered services, requiring significant improvement in the provision of the care service, of a specified nature and within a specified period.

1.2.12 To cancel the registration of a registered service where at any time after the expiry of the period specified in an improvement notice, the service is not being carried out in accordance with the relevant requirements on the ground that any person is convicted of a relevant offence in relation to the service; or for other prescribed reasons.

- 1.2.13** To take immediate court action seeking cancellation of registration in situations where there is a serious risk to the life health or well-being of any person.
- 1.2.14** To establish, following consultation (including consultation with the Scottish Public Services Ombudsman) a complaints procedure for complaints about the provision of a care service.
- 1.2.15** SCSWIS must, in exercising its functions, make arrangements which both secure continuous improvement in user focus in the exercise of its scrutiny functions, and demonstrate that improvement.
- 1.2.16** SCSWIS is subject to statutory duty under s114 of the Act, to co-operate and co-ordinate activity with a range of other bodies (specified in Appendix 1 hereto) and, where appropriate, with the Scottish Ministers with a view to improving the exercise of its scrutiny functions in relation to social work, child protection and children's services and care services, having regard to efficiency, effectiveness and economy.
- 1.2.17** SCSWIS must, at the request of Scottish Ministers, and in accordance with directions given by and a timetable approved by them, conduct inspections of children's or other services, or both, jointly with a range of other persons or bodies (specified in Appendix 2 hereto).

1.2.19 General Principles

SCSWIS is required to exercise its functions in accordance with the following principles:

The safety and welfare of all persons who use, or are eligible to use, care services are to be protected and enhanced;

The independence of those persons is to be promoted;

Diversity in the provision of care services is to be promoted with a view to those persons being afforded choice;

Good practice in the provision of social services is to be identified, promulgated and promoted.

1.3 The Chair of SCSWIS

- 1.3.1** The Chair is personally responsible to the Scottish Ministers for ensuring that the SCSWIS' policies are compatible with those of the Scottish Ministers and for ensuring probity in the conduct of SCSWIS' affairs. Communications between the Board and the Scottish Ministers shall normally be through the Chair. The Chair shall ensure that the other Board members are kept informed of such communications.

- 1.3.2** The Chair has a particular responsibility for providing effective strategic leadership on the following matters:
- (a) formulating SCSWIS' strategy for discharging its statutory duties;
 - (b) encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources throughout SCSWIS;
 - (c) ensuring that, in reaching decisions, SCSWIS takes proper account of guidance provided by Scottish Ministers or the sponsor department;
 - (d) representing the views of SCSWIS to the general public; and
 - (e) annual assessment of the performance of individual Board members and the Chief Executive and reporting thereon to the sponsor department.
- 1.3.3** The Chair must ensure that all Board members of SCSWIS, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities, (including those arising from the Code of Conduct) and must ensure that they receive appropriate induction training, including training in the financial management and reporting requirements of public sector bodies and on any differences which may exist between private and public sector practice.
- 1.3.4** The Chair may nominate any Board member to represent the interests of SCSWIS at any external meeting or event.
- 1.3.5** SCSWIS may appoint one of its members to be Deputy Chair. The Deputy Chair (if one be appointed) shall exercise all of the functions of the Chair, during any period when the post of Chair shall be (for whatever reason) vacant, or during any period of absence on the part of the Chair, either exceeding 28 days, or following intimation of incapacity by the Chair; and the term 'Chair' wherever occurring in this Scheme of Delegation and Reservation of Powers, and in SCSWIS' Standing Orders shall be interpreted accordingly.
- 1.4** **SCSWIS' Board**
- 1.4.1** The Board has corporate responsibility for ensuring that SCSWIS fulfils its aims and objectives, for promoting the efficient and effective use of staff and other resources and for identifying and managing risk. To this end, and in pursuit of its wider corporate responsibilities, the Board shall, under the leadership of the Chair:
- (a) ensure that high standards of corporate governance are observed at all times, including establishing and using an audit committee to

help the Board address the key financial and other risks facing SCSWIS, and for which the Board retains responsibility;

- (b) establish the overall strategic direction of SCSWIS within the policy and resources framework agreed with Scottish Ministers;
- (c) ensure that SCSWIS operates within the limits of its statutory authority and any delegated authority agreed with its sponsor department, and in accordance with any other conditions relating to the use of public funds;
- (d) ensure that, in reaching decisions, SCSWIS takes into account any guidance issued by the sponsor department;
- (e) ensure that equal opportunities, equality and diversity are central to the policies and practice of SCSWIS;
- (f) ensure that Scottish Ministers are kept informed of any changes which are likely to impact on the strategic direction of SCSWIS or on the attainability of its targets, and determine the steps needed to deal with such changes;
- (g) ensure that the Board receives and reviews regular financial information concerning the management of SCSWIS; is informed in a timely manner about any concerns about the activities of SCSWIS; and provides positive assurance to the responsible Department that appropriate action has been taken on such concerns;
- (h) provide commitment and leadership in the development and promotion of Best Value principles throughout the organisation;
- (i) appoint (with the approval of Scottish Ministers) and monitor the performance of, the Chief Executive;
- (j) Individual Board members must at all times:
 - (i) comply with SCSWIS' Code of Conduct and with the rules relating to the use of public funds, conflicts of interest and confidentiality;
 - (ii) not misuse information gained in the course of their public service for personal gain or for political profit, nor seek to use the opportunity of public service to promote their private interests or those of connected persons or organisations;
 - (iii) act in good faith and in the best interests of SCSWIS.

1.5 The Chief Executive

1.5.1 All powers of SCSWIS which have not been reserved to its Board or delegated to a Committee or Sub-Committee of the Board shall be exercised on behalf of SCSWIS by the Chief Executive. This Scheme of Delegation identifies which functions he/she shall perform personally and which functions have been delegated to directors within the organisation, together with the accompanying reporting arrangements.

1.5.2 The Chief Executive of SCSWIS is designated by the Principal Accountable Officer of the Scottish Administration as SCSWIS' Accountable Officer in accordance with Section 15 of the Public Finance and Accountability (Scotland) Act 2000.

1.5.3 As SCSWIS' Accountable Officer, the Chief Executive is personally responsible for safeguarding the use of public funds within the stewardship of SCSWIS for which he/she has charge; for ensuring propriety and regularity in the management of those public funds and for the day-to-day operations and management of SCSWIS. He/she should act in accordance with the terms of the Management Statement and Financial Memorandum and within the instructions and guidance in the Scottish Public Finance Manual and other instructions and guidance issued from time to time by Scottish Ministers. In particular, he/she should act in accordance with the Memorandum to Accountable Officers of Other Public Bodies.

The Chief Executive, as Accountable Officer, has a duty to secure Best Value, which includes the concepts of good corporate governance, performance management and continuous improvement.

Members of SCSWIS' Board (including the Chair) must not give the Chief Executive instructions which conflict with his/her duties as SCSWIS' Accountable Officer. Should such instructions be issued, the Chief Executive is required to send a copy to the Auditor General.

1.5.4 As SCSWIS' Accountable Officer, the Chief Executive shall, in particular:

- (a) Advise the Board on the discharge of its responsibilities.
- (b) Ensure that all public funds made available to SCSWIS are used for the purpose for which they were intended by Parliament, and that such funds, together with SCSWIS' assets, equipment and staff, are used economically, efficiently and effectively.
- (c) Ensure that timely forecasts and monitoring information on performance and finance are provided to the sponsor department; that the department is notified promptly if overspends/underspends are likely or if performance targets are at serious risk and that corrective action is taken; and that any significant problems,

whether financial or otherwise, are notified to the department in a timely fashion.

- (d) Ensure that financial considerations are fully taken into account by the Board at all stages in reaching and executing its decisions, and that standard financial appraisal techniques are followed as far as is practicable.
- (e) Ensure that adequate internal management and financial controls are maintained by SCSWIS, including effective measures against fraud and theft; prepare a statement on the system for internal control ('SIC') for inclusion in the annual report and accounts.
- (f) Establish a comprehensive system of internal delegated authorities which are notified to all staff, together with a system for regularly reviewing compliance with these delegations; ensure financial procedures are codified in SCSWIS' Financial Regulations.
- (g) Ensure that effective human resource management policies are maintained and that strategic human resource planning is related to SCSWIS' objectives.
- (h) Sign the annual accounts and be responsible for ensuring that proper records are kept relating to the accounts and that those accounts are properly prepared and presented in accordance with any directions issued by Scottish Ministers.
- (i) Sign a Statement of Accountable Officer's responsibilities for inclusion in the annual report and accounts.
- (j) Sign a Certificate of Assurance on the maintenance and review of SCSWIS' internal control systems, for submission to the sponsor department.
- (k) Take action as set out in paragraphs 5.1 to 5.5 of the Memorandum to Accountable Officers of Other Public Bodies if SCSWIS or its Chair, is contemplating a course of action involving a transaction which the Chief Executive considers would infringe the requirements of propriety (financial or otherwise) or regularity, or does not represent prudent or economical administration or efficiency or effectiveness.
- (l) Give evidence when summoned before Committees of the Scottish Parliament on the use and stewardship of public funds by SCSWIS.
- (m) Ensure that an effective complaints procedure is established and made widely known, including reference to the Scottish Public Services Ombudsman where applicable, and inform the

departmental Accountable Officer about any complaints about SCSWIS accepted by the Scottish Public Services Ombudsman for investigation, and about SCSWIS' proposed response to any subsequent recommendations from the Ombudsman.

- (n) Approve and review any Memoranda of Understanding or protocols with other scrutiny bodies and organisations.
- (o) Ensure that SCSWIS' banking arrangements are consistent with the provisions contained in the Scottish Public Finance Manual, and review these arrangements every two years.

The Chief Executive may delegate the day-to-day administration of his/her Accountable Officer responsibilities to other employees of SCSWIS. However, he/she shall not assign absolutely to any other person any of the responsibilities set out in this document.

1.5.5 Directors' Power to Delegate their own Delegated Powers

In so far as powers are delegated to any director or officer, he or she shall be free to further delegate those powers to any member of his/her staff, but the director or officer shall remain accountable to the Chief Executive and to the Board for all aspects of the exercise of those powers.

The Operations Scheme of Delegation and any other Scheme of delegation put in place by a Director is to be operated in accordance with the Standing Orders, the Management Statement and Financial Memorandum, the Financial Regulations and all other corporate governance procedures relevant to SCSWIS.

1.5.6 Absence of directors or officers to whom powers have been delegated

In the absence of a director or officer to whom powers have been delegated, those powers shall be exercised by that director's or officer's superior unless alternative arrangements have been approved by the Board. If the Chief Executive is absent, powers delegated to him/her may be exercised by a Director acting on behalf of Chief Executive, taking advice as necessary, from other appropriate directors and officers.

2 RESERVATION OF POWERS TO SCSWIS

2.1 Reserved Powers

SCSWIS must determine those matters on which decisions are reserved, i.e. decisions which are reserved to the Board of SCSWIS in formal session for decision. The reserved matters are set out in paragraphs 2.2 to 2.8 below.

2.2 General Enabling Provision

The Board sitting in formal session may determine any matter it wishes, within its statutory powers, specifically including the following matters:

2.3 Regulation and Control

2.3.1 The approval of Standing Orders (SOs), the Code of Conduct for members, the Reservation of Powers and Scheme of Delegation and the Financial Regulations, including any alterations, deletions or additions thereto; the agreement of changes to the Management Statement or Financial Memorandum.

2.3.2 Requiring and receiving declarations of interests from members of the Board.

2.3.3 To determine any conflict arising between a member's declared interests and those of SCSWIS by reference to SCSWIS' Code of Conduct and Standing Orders.

2.3.4 Approval of the disciplinary procedure for directors/officers of SCSWIS, including any alterations, deletions or additions thereto.

2.3.5 Approval of SCSWIS' statutory Complaints Procedure.

2.3.6 To receive reports from Committees and to take appropriate action thereon.

2.3.7 To establish terms of reference and reporting arrangements for all Committees and Sub-Committees and to approve changes thereto.

2.3.8 To ratify and homologate any emergency action which would otherwise have been contrary to the Scheme of Delegation and Reservation of Powers statement, which has been taken by the Chair, Chief Executive or Director deputising for the Chief Executive.

2.4 Appointments

2.4.1 The establishment and termination of any Committees or Sub-Committees of the Board, including the appointment of Committee conveners.

2.4.2 The appointment, and co-option in terms of paragraph 3.3.3 hereof, of members to any Committee or Sub-Committee of the Board.

2.5 Policy Determination

2.5.1 The approval, subject to any guidance or direction from Scottish Ministers, of the organisational structure of SCSWIS, strategic

management or human resources policies, unless otherwise stated within the Scheme of Delegation.

2.6 Strategy, Corporate Plan and Budget

2.6.1 Approval of the statement of strategic aims and objectives of SCSWIS within its Corporate Plan.

2.6.2 The approval of the Corporate Plan, Annual Report and budget for each financial year.

2.7 Specific Matters Requiring Board Approval

2.7.1 The introduction or discontinuance of any significant activity or operation.

2.7.2 The approval of proposals to let single-tender or restricted contracts including any which could be seen as novel or contentious or which exceed the delegated limit set out in the Financial Memorandum.

2.7.3 Approval for any expenditure for any purpose which is or might be considered novel or contentious, or which has or could have significant future cost implications, including on staff benefits.

2.7.4 Approval to make any significant change in the scale of operation or funding of any initiative or particular scheme previously approved.

2.7.5 Approval to make any change of policy or practice which has wider financial implications (e.g. because it might prove repercussive among other public sector bodies) or which might significantly affect the future level of resources required.

2.7.6 The approval of all individual contracts of a capital nature that exceed £10,000 (exclusive of VAT) and which either are not included in the approved capital programme or exceed the expenditure limit agreed in the approved capital programme.

This is subject to the sponsor department authorisation requirements as set out in the Appendix to the Financial Memorandum.

2.8 Audit Arrangements

2.8.1 To approve the appointment of internal auditors to SCSWIS.

2.8.2 To note the receipt of the annual management letter from the external auditor and to note the actions of and where appropriate to consider the recommendations of, the Resources Committee and the Audit Committee.

2.8.3 To note the receipt of the annual report from the internal auditor and the action taken where appropriate on the recommendations by the

Resources Committee and the Audit Committee.

3 DELEGATION OF POWERS TO COMMITTEES AND SUB-COMMITTEES

3.1 The Board may delegate responsibility for specified matters to Committees which may, with the approval of the Board, or as provided for in this Scheme further delegate specified matters which fall within their terms of reference to Sub-Committees.

3.2 Details of the Committees and Sub-Committees established by SCSWIS and their terms of reference are set out at Section 4 of this document.

3.3 Interpretation

3.3.1 In any situation of uncertainty, it is for the Chair to determine which Committee or Sub-Committee is empowered to exercise authority which has been delegated by the Board.

3.4 Provisions common to all Committees and Sub-Committees

3.4.1 Authority

All Committees and Sub-Committees are authorised by the Board to undertake any activity within their terms of reference. A Committee (and any Sub-Committee thereof) must comply with any directions given to it by the Board of SCSWIS. Any Committee or Sub-Committee may seek information it requires from any other Committee and from any employee of SCSWIS through the appropriate director or officer and all employees are expected to co-operate with any such request.

3.4.2 All Committees and Sub-Committees are authorised by the Board to obtain legal or other independent professional advice, subject to the approval of the Resources Committee or the Board (or in a case of urgency, the Chair and at least one other Board member, who must certify that the situation is one of urgency such that it would be impracticable for the matter to be considered by either the Resources Committee or the Board, at the next meeting of either) in respect of any resources required.

3.4.3 All Committees and Sub-Committees may, subject to the approval of the Board in terms of paragraph 2.4.2 above, seek to secure the attendance of persons who are not members of the Board of SCSWIS but hold relevant experience or skills which are considered necessary. Any remuneration payable to any such person co-opted as a member of a Committee shall not exceed such allowances as may be specified by Scottish Ministers.

3.4.4 Persons co-opted to any Committee or Sub-Committee in accordance with paragraph 3. 5.3 shall not be regarded as members of the Board of SCSWIS and for the avoidance of doubt, shall not be regarded as members of the Committee to which they are co-opted, but as advisers who are not vested with voting rights and whose attendance shall not be counted in establishing a quorum.

3.4.5 The terms of reference of all Committees shall be subject to periodic review whether at the instance of the Committee concerned (subject to any proposed alterations being approved by the Board) or by the Board. Such reviews shall be carried out at intervals not exceeding two years.

3.5 Quorum

3.5.1 The quorum of the Board of SCSWIS shall be as provided in Standing Order 28. The quorum of each Committee and Sub-Committee of SCSWIS shall be as specified in the terms of reference of that Committee or Sub-Committee.

3.6 Reporting Mechanism

3.6.1 Minutes shall be drawn up of meetings of SCSWIS' Board and Committees. The minutes referred to in this clause shall be prepared, distributed and published in accordance with Standing Orders 23, 24 and 25.

4 TERMS OF REFERENCE OF COMMITTEES AND SUB COMMITTEES OF SCSWIS

5 STRATEGY AND PERFORMANCE COMMITTEE

5.1 Terms of Reference

5.1.1 To assist the Board in establishing the overall strategic direction of SCSWIS within the policy, planning and resources framework determined by Scottish Ministers, in accordance with the principles of Better Regulation.

5.1.2 To exercise strategic oversight of development and performance throughout the organisation.

5.1.3 To provide leadership in the development and promotion of efficient, effective and economic use of Board resources in the areas falling within its remit.

5.1.4 To monitor progress in all functions of SCSWIS, including, but not limited to:

- the performance of SCSWIS against its Corporate Plan and supporting it in implementing its Operational Plan
- the development of SCSWIS through the change programme associated with its first three years of existence
- SCSWIS' communications strategy
- The strategy for participation of key stakeholders in the work of SCSWIS (particularly people who use social services and their carers)
- The development and implementation of SCSWIS' scrutiny improvement function
- The discharge of its statutory Duty of Cooperation

5.1.5 To identify themes and trends in all scrutiny activity and in the provision of social care, social work, child protection and children's services and report thereon to the Board of SCSWIS.

5.1.6 To receive reports from the Complaints Sub-Committee, to keep under review the operation of the SCSWIS Complaints Procedure and to make necessary recommendations for change to the Board.

5.1.7 To examine the effectiveness of liaison with other scrutiny bodies in terms of relevant Memoranda of Understanding in relation to scrutiny activity and to recommend refinements to such Memoranda if appropriate.

5.1.8 To advise on the development of the Corporate Plan.

5.2 Membership

5.2.1 The Strategy and Performance Committee shall comprise the Chair and not more than 6 of the currently appointed members of the SCSWIS Board.

5.3 Quorum

5.3.1 The quorum of the Strategy and Performance Committee shall be the Chair of SCSWIS or any substitute, as provided for in terms of Standing Order 30 of SCSWIS' Standing Orders and in addition not less than three members of the Committee.

5.4 Frequency

5.4.1 The Strategy and Performance Committee shall meet at least 4 times per year.

5.5 In Attendance

Chief Executive
Directors of Operations
Director of Resources
Head of Legal Services

5.6 Equality and Diversity

- 5.6.1** SCSWIS is committed to promoting equality and diversity. The Committee will at all times conduct its business in a way which reflects good practice in relation to equality and diversity and which complies fully with the requirements of the Equality Act 2010.

6 RESOURCES COMMITTEE

6.1 Terms of Reference

General

The functions of the Committee are:

- 6.1.1** To advise the Board on all matters relating to the oversight of arrangements for the planning, management and control of the resources of SCSWIS.

This includes the development and implementation of the following key resourcing strategies:- Estates; Finance; Human Resources; Administration; ICT; Procurement; Organisational Development; Employee Development, the development and implementation of their key supporting policies and the development, evaluation and review of SCSWIS' business processes to ensure that they operate in accordance with the principles of Better Regulation and Best Value.

- 6.1.2** To consider and report on the resource aspects and implications of the Corporate Plan and advise the Board on the annual budget.

- 6.1.3** To review the financial control of SCSWIS by monitoring actual and forecast expenditure and income and report to the Board on any necessary action.

- 6.1.4** To provide leadership in the development and promotion of efficient, effective and economic use of Board resources in the areas falling within its remit.

6.2 Specific Resourcing Issues

- 6.2.1** To approve cases for early retirement, severance or redundancy where there is a cost to SCSWIS.

- 6.2.2** To approve changes to the permanent staffing establishment of SCSWIS.

- 6.2.3** To make recommendations to the Board on the level of fees and other charges.

6.2.4 To consider and report on any other resource matters which the Board may delegate or refer from time-to-time.

6.2.5 To review and approve the procurement procedure of SCSWIS and to approve procurement contracts not otherwise reserved to the Board or delegated to officers.

6.3 Membership

6.3.1 The Resources Committee shall consist of a Convener and not more than six members, appointed by the Board.

6.4 Quorum

6.4.1 The quorum of the Resources Committee shall be the Convener of the Committee or any substitute, as provided for in terms of Standing Order 30, and in addition not less than three members of the Committee.

6.5 In Attendance

6.5.1 Chief Executive
Director of Resources

6.6 Frequency

6.6.1 The Resources Committee shall meet at least four times per year.

6.7 Equality And Diversity

6.7.1 SCSWIS is committed to promoting equality and diversity. The Committee will at all times conduct its business in a way which reflects good practice in relation to equality and diversity and which complies fully with the requirements of the Equality Act 2010.

7 AUDIT COMMITTEE

7.1 Terms Of Reference

7.2 General

7.2.1 All matters relating to:

- the internal control arrangements of SCSWIS.
- the external and internal audit arrangements.
- the evaluation of, and reporting to the Board on, of risk management and business continuity planning arrangements, including (but not limited to) receiving, considering and making recommendations to the Board upon, SCSWIS' risk register and the measures identified therein for management of the identified risks, and receiving, considering, and making recommendations to the Board upon, SCSWIS' business continuity and disaster recovery plans.
- Consideration of and advice to the Board on the development of Key Performance Indicators to underpin the Corporate Plan

7.2.2 To provide leadership in the development and promotion of efficient, effective and economic use of Board resources in the areas falling within its remit.

7.3 Specific Audit Services

7.3.1 To appoint, and periodically review the appointment of, SCSWIS' internal auditors, approve their terms of reference, and ensure that the audit provision meets the standard expected by the Scottish Executive and the external auditors.

7.3.2 To consider and approve the internal auditors' annual audit plans and long term strategic audit plans and to consider and note the external auditors' audit plans.

7.3.3 To receive and consider periodic progress reports from the internal and external auditors outlining progress against audit plans and any issues arising.

7.3.4 To consider any audit reports submitted by both the internal and external auditors, taking action as appropriate. This may include meeting with the auditor in private when required.

7.3.5 To receive and consider the internal auditor's annual report.

7.3.6 To receive and consider the external auditor's annual report and to make recommendations thereon to the Board.

7.3.7 To consider, draft, and make recommendations to the Board upon, key performance indicators in respect of SCSWIS' activities, financial and non-financial.

7.3.8 To consider and thereafter annually review the arrangements in place for the systematic monitoring of SCSWIS' internal control procedures, including risk management and business continuity planning.

7.3.9 To receive, consider and make recommendations to the Board upon, SCSWIS' risk register and the measures identified therein for management of the identified risks, and to receive, consider, and make recommendations to the Board upon, SCSWIS' business continuity and disaster recovery plan.

7.4 Membership

7.3.1 The Audit Committee shall consist of a Convener and not more than six members, appointed by the Board.

7.4 Quorum

7.4.1 The quorum of the Audit Committee shall be the Convener of the Committee or any substitute, as provided for in terms of Standing Order 30, and in addition not less than three members of the Committee.

7.5 In Attendance

7.5.1 Chair
Chief Executive
Director of Resources
Other Directors as appropriate
Other Officers as appropriate

7.6 Frequency

7.6.1 The Audit Committee shall meet at least four times per year.

7.7 Equality And Diversity

7.7.1 SCSWIS is committed to promoting equality and diversity. The Committee will at all times conduct its business in a way which reflects good practice in relation to equality and diversity and which complies fully with the requirements of the Equality Act 2010.

8 APPEALS SUB-COMMITTEE

8.1 Terms Of Reference

8.1.1 The Appeals Sub-Committee is a sub-committee of the Resources Committee and will:

- (1) Determine appeals from members of staff, other than the Chief Executive and Directors, in relation to any grievance concerning their terms and conditions or in relation to disciplinary matters. Appeals by the Chief Executive or a Director will be considered by an ad-hoc Committee of the Board, which will consist of any three members of the Board and which will follow a procedure which reflects, so far as is practicable, that of the Appeals Sub-Committee.
- (2) Conduct formal hearings in accordance with procedures laid down by SCSWIS to enable the settlement of differences and disputes between SCSWIS and its employees.

8.1.2 The Committee will provide leadership in the development and promotion of efficient, effective and economic use of Board resources in the areas falling within its remit.

8.2 Membership

8.2.1 The membership of the Appeals Sub-Committee shall consist of all current members of the Resources Committee, and shall have as its convener such one of its members as the Appeals Sub-Committee may from time to time appoint to that role.

8.2.2 Officers are not members of the Appeals Sub-Committee but may attend to give assistance, to present reports, and offer advice.

8.2.3 The Appeals Sub-Committee will not consider any matter which has already been considered by another Committee or the Board.

8.3 Quorum

8.3.1 The quorum of the Appeals Sub-Committee shall be three members of the Committee

8.4 Frequency

As required.

8.5 Equality And Diversity

8.5.1 SCSWIS is committed to promoting equality and diversity. The Committee will at all times conduct its business in a way which reflects good practice

in relation to equality and diversity and which complies fully with the requirements of the Equality Act 2010.

9 REMUNERATION COMMITTEE

9.1 Terms Of Reference

The Remuneration Committee will:

- 9.1.1** Approve SCSWIS's pay remit for all employees in accordance with the current public pay policy guidance.
- 9.1.2** Receive reports on the monitoring of the performance of the Chief Executive, Directors and such other senior employees as may be determined from time to time by the Chief Executive, in consultation with the Director of Resources and the Chair.
- 9.1.3** Provide a review forum in any situation where a Director disagrees with the outcome of their annual performance development review. Such a review shall follow, as far as practicable, the procedures set down for a hearing of the Appeals Sub-Committee.
- 9.1.4** Oversee arrangements where an employee's contract of employment is to be terminated in exceptional circumstances which do not fall within the terms of reference of the Resources Committee, as advised by the Chief Executive.
- 9.1.5** Provide leadership in the development and promotion of efficient, effective and economic use of Board resources in the areas falling within its specific remit.

9.2 Membership

9.2.1 The Committee shall be comprised of the Chair of SCSWIS, the Convener of the Resources Committee (or duly appointed substitute) and the Convener of the Audit Committee (or duly appointed substitute).

9.2.2 In Attendance:

Chief Executive
Director of Resources

9.2.3 The Chief Executive and Director of Resources shall not be in attendance where their own remuneration, performance and terms of service are the subject of discussion.

9.3 Quorum

9.3.1 The quorum of the Remuneration Committee is all its members.

9.4 Frequency

9.4.1 As required.

9.5 Equality and Diversity

9.5.1 SCSWIS is committed to promoting equality and diversity. The Committee will at all times conduct its business in a way which reflects good practice in relation to equality and diversity and which complies fully with the requirements of the Equality Act 2010.

10 COMPLAINTS SUB-COMMITTEE

Where a complaint has been investigated by officers of the Care Commission or SCSWIS and (in the case of complaints made to the Care Commission prior to 1 April 2011) falls to SCSWIS to conclude in terms of the Public Services Reform (Scotland) Act 2010 (Health and Social Care) Savings and Transitional Provisions Order 2011 and the complaint has not been upheld (including complaints partially upheld) the complainant has the right, in terms of SCSWIS' complaints procedure, to seek to have the manner in which the complaint was investigated (and not its merits), reviewed by the Complaints Sub- Committee, which is a sub-committee of the Strategy and Performance Committee. A Director may also choose to refer any request for review received from a complainant dissatisfied with the manner in which a complaint was investigated, direct to the Complaints Sub-Committee.

10.1 Terms Of Reference

10.1.1 To review the process of investigation and resolution in dealing with complaints referred to it by complainants who are dissatisfied following the completion of Stage 2 of SCSWIS' Complaints Procedure.

10.1.2 To review the process of investigation and resolution in dealing with complaints referred to it directly by a Director.

10.1.3 To consider whether the facts established in the investigation process support its outcome, by reference to the terms of the Complaints Procedure, and having regard to whether there has been a defect in the manner in which the complaint has been investigated, which has had a material effect on the investigation's outcome. Having done so, to either confirm the outcome of the complaint investigation, or direct that it shall be set aside and the complaint remitted to operational staff to be investigated further and/or considered afresh.

10.1.4 To provide a written determination to the complainant setting out the process followed in reviewing the complaint, the matters considered and the conclusion reached by the Complaints Sub-Committee, with any

additional comments considered appropriate.

- 10.1.5** To advise the complainant of any further right of redress appropriate to their complaint e.g. the Scottish Public Services Ombudsman or the Mental Welfare Commission.
- 10.1.6** To monitor the outcomes of, and processes employed in the investigation of, complaints against SCSWIS, and the extent to which those outcomes and the outcomes of complaints reviewed by the Complaints Sub-Committee have been taken account of by, and have informed the practice of, SCSWIS, and to report thereon periodically (and in any event, no less than annually) to the Strategy and Performance Committee
- 10.1.7** To provide leadership in the development and promotion of efficient, effective and economic use of Board resources in the areas falling within its remit.
- 10.1.8** To monitor and contribute to the development of SCSWIS' complaints procedure particularly in relation to the use of intelligence to inform risk.

10.2 Membership

- 10.2.1** The Complaints Sub-Committee shall comprise a convener and two vice-conveners, (either of whom may chair meetings of the sub-committee in the absence of its convener), and two members of SCSWIS' Board, co-opted by the convener or a vice convener as a member for the purposes of the consideration of an individual complaint or complaints whether against a regulated care service or against SCSWIS; and such members shall be regarded (for the purposes of considering the individual complaint or complaints in respect of which they have been co-opted) as members of the Complaints Sub-Committee and shall be entitled to participate in its proceedings and to vote.

10.2.2 In Attendance

Manager, Complaints and Quality Assurance
Head of Legal Services (or solicitor deputising for the Head of Legal Services)
Comments and Complaints Co-ordinator
Other relevant Directors or officers

10.3 Quorum

- 10.3.1** The quorum of the Complaints Sub-Committee shall be its convener, or one of its vice conveners and no less than two members (including members co-opted in terms of para 10.2.1).

10.4 Frequency

10.4.1 As required.

10.5 Equality and Diversity

10.5.1 SCSWIS is committed to promoting equality and diversity. The Committee will at all times conduct its business in a way which reflects good practice in relation to equality and diversity and which complies fully with the requirements of the Equality Act 2010.

11 SCSWIS SCHEME OF DELEGATION TO OFFICERS

11.1 Scheme of Delegation to Officers

11.1.1 SCSWIS' Standing Orders and Financial Regulations set out in some detail the financial responsibilities of the Chief Executive and the Director of Resources.

11.1.2 SCSWIS shall produce an Operational Scheme of Delegation addressing the further delegation to officers of matters delegated by SCSWIS to Directors in relation to specific day to day decision making and the discharge of statutory scrutiny functions detailed in the Public Services Reform (Scotland) Act 2010. The Operational Scheme of Delegation shall be approved by the Chief Executive

11.1.3 In addition, each Director is responsible for delegation within his/her area(s) of responsibility. He/she should produce a scheme of delegation relating to matters within his/her area of responsibility not specifically addressed in the Operational Scheme of Delegation, for approval by the Chief Executive.

APPENDIX 1

**Persons and Bodies with whom SCSWIS is subject to a Duty of Co-operation
(Para 1.2.17) In terms of s114 of, and Schedule 20 to, the Act**

Accounts Commission for Scotland

Healthcare Improvement Scotland

Her Majesty's Chief Inspector of Constabulary and Her Majesty's Inspectors of Constabulary appointed under s33 of the Police (Scotland) Act 1967

Her Majesty's Chief Inspector of Fire and Rescue Authorities, Her Majesty's Inspectors of Fire and Rescue Authorities and Assistant Inspectors of Fire and Rescue Authorities appointed under s43 of the Fire (Scotland) Act 2005

Her Majesty's Chief Inspector of Prisons for Scotland

Her Majesty's Chief Inspector of Prosecution in Scotland

Her Majesty's Inspectors of Education

Mental Welfare Commission for Scotland

APPENDIX 2

Persons and Bodies with whom Scottish Ministers may request that SCSWIS undertake Joint Inspections of Children's or Other Services (Para 1.2.18), in terms of s115(6) of the Act

Healthcare Improvement Scotland

Her Majesty's Chief Inspector of Constabulary and Her Majesty's Inspectors of Constabulary appointed under s33 of the Police (Scotland) Act 1967

Her Majesty's Chief Inspector of Prisons for Scotland

Her Majesty's Chief Inspector of Prosecution in Scotland

Her Majesty's inspectors of Education (to become part of SEQIA on 1 July 2011)

Mental Welfare Commission for Scotland

Any Special Health Board