**Terms of Reference: Standard headings for all Committees**

1. Constitution/context
2. Role
3. Membership
4. Quorum
5. Attendees
6. Private Member Meetings
7. Frequency of Meetings
8. Authority
9. Responsibilities and Duties
10. Reporting arrangements
11. Review
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**Generic Terms of Reference: applicable to all NES Committees**

**4. Quorum**

4.1 Three Non-Executive members will constitute a quorum.

4.2 All Committees will have a membership of a minimum of four non-executives.

4.3 In determining whether a quorum is present the Committee Chair must consider the effect of any declared interests. This consideration shall be minuted.

4.4 If a member, or an associate of the member (i.e. family, friend or business associates), has any pecuniary or other interest, direct or indirect, in any contract, proposed contract or any other matter under consideration by the Committee, the member should declare that interest at the start of the meeting or at any other part of the meeting.

4.5 A ‘conflict of interest’ is considered to be any connection or association with a third party that is (or appears to be) against the best interests of NES, or which could enable the member reasonably to be suspected of using their position within NES to gain an unfair advantage for or from a third party.

4.6 This applies whether that interest is already recorded in the Board Members’ Register of Interests.  Following such a declaration, the member shall be excluded from the Committee meeting when the item is under consideration and will leave the meeting for that item. The member will not be counted as participating in that part of the meeting for quorum or voting purposes.

4.7 When a quorum is not present, the only actions that can be taken are to either adjourn to another time or abandon the meeting altogether and call another one. The quorum should be monitored throughout the conduct of the meeting in the event that a member leaves during a meeting, with no intention of returning.

**5. Attendees**

5.1 Board members (non-executive or executive members) who are not members of the Committee may attend a Committee meeting and have access to the meeting papers. However, if the Committee elects to consider certain items as restricted business, then the meeting papers for those items will normally only be provided to members of that Committee. The person presiding at the Committee meeting may agree to share the meeting papers for restricted business papers with other Board members.

5.2 The Committee Secretary will attend meetings. The Board Secretary may attend, in agreement with the Committee Chair.

**6. Private Member Meetings**

6.1 The Chair has the right to call a private meeting of Committee members to deal with matters that may arise from their Terms of Reference.

**8. Authority**

* 1. The Committee is authorised to:
* Ensure compliance with due process relating to any investigation of activities which are within the terms of its responsibility and duties. In doing so, is authorised to seek information it requires from any Board member or employee, paying due regard to professional responsibilities and personal data rights. All members and employees are expected to co-operate with reasonable requests made by the Committee;
* Approve matters as described within its responsibility and duties;
* Request the attendance of any employee or contractor of NES (as/if agreed on their engagement), as may be required;
* Establish such Sub-Committees or Sub-Groups it considers appropriate to ensure its work is suitably informed and supported;
* The Audit and Risk Committee and the Planning and Performance Committee may delegate certain aspects of work to other Committees for more in-depth scrutiny and active governance as / if appropriate.

**10. Reporting Arrangements**

10.1 The names of members present at a meeting of the Board Committee, shall be recorded in the minute of the meeting. The names of other persons in attendance shall also be recorded.

10.2 The Board Secretary (or his/her authorised nominee) shall prepare the minutes of meetings of the Committee. The Committee shall review the draft minutes at the following meeting. Any amendments, as agreed by the Committee will be made and the person presiding at that meeting shall sign the final version of the approved minute.

10.3 The approved minute will be brought to the next public Board meeting for noting and be published on the Board’s external website. The Remuneration Sub Committee will be the exception to this.

10.4 In the interim, a verbal report on relevant matters can be given by the Chair to the Board. Additional reports, as appropriate, will be provided to the Board as required to ensure it is informed of current issues.

10.5 The Standing Committee Chair will report to the Board, and will submit an Annual Report on its activities, outcomes and effectiveness to the Audit and Risk Committee. The Remuneration Sub Committee will submit their annual report through the Staff Governance Committee. It is then the responsibility of the Audit and Risk Committee to review and recommend approval to the Board. This will also give relevant assurance to the Board and Accountable Officer relating to the Governance Statement.

**11. Review**

11.1 The Committee will review its Terms of Reference annually and these will be submitted as part of the corporate governance package to the Board for approval on an annual basis.

**12. Conduct of Business**

**As per the** [**Board Standing Orders**](https://nes.scot.nhs.uk/media/yiwlsctm/approved-standing-orders-2025.docx)

* Etiquette and Standards;
* Conduct at meetings;
* Appointment and Review

Della Thomas, Board Secretary

NES

Approved by Board 26 September 2024