



**SCOTTISH SOCIAL SERVICES COUNCIL  
CODE OF CORPORATE GOVERNANCE**

## **Introduction**

We are the regulator of the social service workforce in Scotland. This means that the people of Scotland can count on social services being provided by a trusted, skilled and confident workforce.

As a public sector body, we recognise the importance of best value services that are well-governed and effectively monitored.

The Scottish Social Services Council's Code of Corporate Governance sets out how we are run and how we take decisions to carry out our functions and achieve our Strategic Plan objectives.

It is written in line with the International Framework: Good Governance in the Public Sector principles which are:

- a. behaving with integrity, demonstrating strong commitment to ethical values, and respecting the rule of law
- b. ensuring openness and comprehensive stakeholder engagement
- c. defining outcomes in terms of sustainable economic, social and environmental benefits
- d. determining the interventions necessary to optimise the achievement of the intended outcomes
- e. determining the entity's capacity, including the capability of its leadership and the individuals within it
- f. managing risks and performance through robust internal control and strong public financial management
- g. implementing good practices in transparency, reporting and audit to deliver effective accountability.

## **Functions of the Scottish Social Services Council (SSSC)**

The Regulation of Care (Sc) Act 2001 ("ROCA") set up the SSSC to regulate social service workers and to promote their education and training. The SSSC protects the public by registering social workers, social care and [early years the children and young people](#) [workforceers](#), setting standards for their practice, conduct, training and education and by supporting their professional development.

## **Non-Departmental Public Body (NDPB)**

The SSSC is a NDPB. This means that while the Scottish Government is ultimately responsible for the SSSC, they appoint a Council of members to lead the SSSC.

The Council approves and has oversight of the achievement of strategic objectives and decides our priorities and how the SSSC will deliver its functions at a strategic level, in line with our statutory functions and requirements of the Scottish Government. The Chief Executive is accountable for operational matters. Besides

ROCA, there are many other legal responsibilities of NDPBs, including the SSSC. [We have a legislative compliance framework which includes a table of legislative requirements, procedures and training of staff on our legal responsibilities.](#)

## **Corporate Governance Framework**

The SSSC has a corporate governance framework which comprises:

- [SSSC Code of Conduct for Members of the SSSC which sets out the ethical standards expected of them](#)
- Executive Framework Document between the Scottish Government and the SSSC which sets out how we operate and defines the responsibilities which underpin our relationship with the Scottish Government. The Scottish Government decides what the powers, duties and responsibilities of the Council, its members, and officers of the SSSC are and has set these out in the Executive Framework Document. These roles and responsibilities are summarised in [the tables one and two](#) in Section Two.
- this Code of Corporate Governance which includes the Standing Orders and terms of reference for the Council and its Committees
- Financial Regulations which provide a framework for the financial management of the SSSC
- Scheme of Delegation which sets out the decision making which the Chief Executive has delegated
- Assurance Map which sets out how we provide oversight and assurance on significant issues such as financial stability and risk
- ~~[SSSC Code of Conduct for Members of the SSSC which sets out the ethical standards expected of them](#)~~
- [Register of Interests](#)
- the Index of Reports lists all reports submitted to the Council and its Committees
- the Index of Policies and Procedures lists policies, procedures and strategies approved by Council and the Executive Management Team (EMT).

## **The Council**

Scottish Ministers appoint a Council (the Council) of between eight and twelve members. At least two members must be registered with the SSSC and at least two members must be either people who use, or have used, care services or care for people who use, or have used, care services (["Council Members"](#)).

The Council provides leadership, direction, support and guidance to the Chief Executive and staff to ensure that SSSC delivers its functions effectively and

efficiently in line with its statutory obligations and strategic objectives.

Section One of this Code of Corporate Governance comprises the Standing Orders for Council and its Committees.

Section Two of this Code of Corporate Governance comprises the terms of reference for the Council and its Committees and contains a table of matters setting out where accountability and responsibility for decision making lies.

## **Committees**

The Council has delegated functions to several Committees. The remits of those Committees are set out in Section Two. From time to time the Council may set up ad hoc committees and working groups ~~to deal with issues as they happen.~~

Audit and Assurance Committee  
Fitness to Practise Committee  
Quality Assurance Sub-Committee  
Employment Appeals Panel  
Training Appeals Panel  
Special Appeals Committee

## **Role of the Chief Executive, Executive Management Team (EMT) and Operational Management Team (OMT)**

The Chief Executive is the Accountable Officer for the SSSC which means they are personally answerable to the Scottish Parliament for the exercise of the SSSC functions. EMT assists them in their role. The Chief Executive is accountable to the Council for all aspects of organisational performance, financial probity, and achievement of strategic objectives.

EMT comprises the strategic directors who are responsible for SSSC operations.

OMT comprises the heads of department who are responsible for day to day operations.

Section Two of this Code provides more detail on the roles and responsibilities of the Convener, Members, Chief Executive, EMT and OMT.

## Section One - Standing Orders for meetings of the Council and Committees

1. The purpose of these Standing Orders is to ensure the orderly and effective conduct of formal meetings of the Council and its Committees.
2. The Head of Legal and Corporate Governance (HLCG) will review the Standing Orders annually with a full review every 3 years.
3. The Council made these Standing Orders under Regulation 9(2) of the Scottish Social Services Council (Appointments, Procedure and Access to the Register) Regulations 2001 (the Regulations). If there is a section in this Code which is inconsistent with the Regulations, then the Regulations apply instead.
- ~~4. Scottish Ministers need to appoint a Council (the Council) of between eight and twelve members. At least two members must be registered with the SSSC and at least two members must be either people who use, or have used, care services or care for people who use, or have used, care services.~~
4. The Scottish Ministers decides the powers, duties and responsibilities of the Council, its members, and officers of the SSSC and have set these out in the Executive Framework Document. The Scottish Ministers and the Council on behalf of the SSSC agree this. These roles and responsibilities are summarised in the tables one and two in Section Two.
5. Regulation 8 of the Regulations allows the Council to appoint Committees and delegate responsibility for carrying out its statutory functions to those Committees. The remits of those Committees are set out in Section Two. From time to time the Council may set up ad hoc committees and working groups to deal with issues as they happen. The Council must consult with the Chief Executive to agree on allocation of resources to support arrangements where Council wishes to delegate responsibility.
- ~~6. An officer may delegate any of their responsibilities under these Standing Orders to another officer to exercise on their behalf and the reference to them shall include this representative.~~
- ~~7. The Convener/Chair is the final authority on the interpretation of the Standing Orders (on which the HLCG will provide advice).~~
8. Authority for decision making falls within the remit of the Council including where delegated by the Council to a Committee, working group or Panel (excepting a Fitness to Practise Panel) or within the responsibility of the Chief Executive including where delegated as detailed in paragraphsection [8275].
9. These Standing Orders come into force on [ ] and any earlier versions are revoked and replaced by these Standing Orders.

### Definitions

10. If thee Standing Orders refer specifically to the Council, then those sections apply only to the Council. If they refer specifically to the Committee then they apply only to the Committee. If they don't specifically refer to either,

then the section applies to both the Council and the relevant Committee.

11. Any reference to Committee shall include sub-committee and panel\_ (excluding Fitness to Practise Panels).
12. Any reference to members shall include Council Members, Fitness to Practise Panel Members and co opted members.

### **Conduct**

13. Council Members are required to observe the SSSC Code of Conduct for Members of the SSSC which follows the Model Code of Conduct for Members of Devolved Public Bodies (2021).
14. Council Members are expected to demonstrate the SSSC values.

### **Education and training**

15. Council Members are required to observe the policies governing the induction, development and appraisal of Council Mmembers.

### **Committees**

16. The Council may convene Committees to assist and advise it in undertaking its responsibilities.
17. The Council approves Terms of Reference for Committees which are chaired by an individual appointed by the Council. The Terms of Reference for each Committee are set out in Ssection Ttwo. The Chair must be appointed from the Council membership. The Chair of a Committee remains accountable to the Council for the performance of that Committee. Only the Council can change the Terms of Reference. The Convener appoints members of Committees (other than the Fitness to Practise Committee), Panels and Working Groups.
18. The Terms of Reference specify the membership of Committees and may include provision for co-option on to the membership of the Committee. Council Mmembers must be in a majority on any Committee apart from the Fitness to Practise Committee. A co-opted member on any Committee will have full voting rights.

### **Ad hoc Committees and Working Groups**

19. The Council may convene ad hoc Committees and working groups to assist and advise it in undertaking its responsibilities.
20. Any such Committees or groups should have Terms of Reference which include, a clear remit, membership and be time limited. The Terms of Reference should specify membership and may include provision for co-option.

### **Notice of meetings**

21. Before the start of each calendar year the Council will approve a provisional schedule of ordinary meetings of the Council and Committees and the SSSC will publish it on the SSSC website - [www.sssc.uk.com](http://www.sssc.uk.com) (the website).
22. The HLCG will advertise notice of ordinary meetings of the Council on the website at least five working days before the date of the meeting. The notice will include:
  - a. the date, time and venue of the meeting
  - b. the business that will be transacted at the meeting.
23. Meetings may take place online and/or in person and the Standing Orders remain the same. All meetings which allow public access will meet accessibility requirements.
24. The Convener of the Council may call a meeting of the Council at any time. If at least one third of Council ~~M~~members request a meeting in writing to the Convener and the Convener either:
  - a. refuses to call a meeting; or
  - b. without refusing, does not call a meeting within 21 days of the request being presentedthen those members may call a meeting.
25. Notice of any other meeting of the Council will be given in the same way as notice for ordinary meetings.
26. If a meeting has been called using section 18a or b, then no other business other than the business set out in the calling of the meeting can be discussed at the meeting.
27. A failure to deliver the notice to any member does not invalidate the meeting.

### **Dealing with urgent business**

28. If there is urgent business which the Council or Committee must deal with before the next scheduled meeting, then either:
  - a. the Chief Executive, or in their absence a member of the Executive Management Team, may call a meeting with the Convener or the relevant Chair or Vice-chair of the relevant Committee, to deal with that business. The HLCG will arrange the meeting at the earliest opportunity in an appropriate format, or
  - b. correspondence between the members of the Council or Committee will deal with the business.

29. If the business is being dealt with by correspondence, the relevant papers and proposals will be made available in a digital format under arrangements agreed between the Convener and the HLCG. The timescales for responding will be clearly detailed in the communication and- Council Members have a responsibility to make every effort to provide timely response.~~If a member does not respond within the timescale they will be deemed to agree with the proposed course of action.~~
30. The appropriate officer will report back to the next appropriate Council or Committee meeting, setting out the urgent business, its consideration, progress and/or outcome.

### **Agenda for meetings**

31. Advised by the Chief Executive and the HLCG, the Convener/Chair will agree the agenda for a meeting at least fourteen~~fourteen working~~ days before the meeting. It will be made available to members at least seven days before the meeting.
32. Exceptionally and only if the Convener/Chair agrees then the HLCG may make changes to the agenda to deal with urgent business. If an agenda changes, the HLCG will circulate a revised agenda to members or, if not practicable, present it at the start of the meeting. If the meeting is open to the public, the HLCG will advertise the revised agenda on the website.
33. Any member(s) of the Council or Committee may ask for an item to be placed on the agenda of a meeting of the Council or Committee. The member should ask for this at least ten working days before the meeting. The Convener/Chair of the meeting will decide whether to allow the item on the agenda, taking advice from the Chief Executive and the HLCG. If the Convener/Chair decides not to include the item on the agenda, the member will be advised, and the Council or Committee informed during the Convener/Chair's opening remarks.
34. If the agenda includes a member's item, and if the Convener/Chair agrees, the member may present a paper on the item. The HLCG will help the member to prepare the paper in the proper format and to a standard acceptable for a public body.

### **Papers for meetings**

35. The Chief Executive will ensure there are papers for all agenda items at a meeting unless the Convener/Chair agrees that a paper is not needed.
36. The HLCG will provide papers in a digital format to the members at least seven days before the meeting.
37. The HLCG will publish the papers, other than those dealing with the private business of the Council, on the website before the meeting.



38. If papers are not available seven days before the meeting, the HLCG may, with the agreement of the Convener/Chair and the Chief Executive, send them late, provide the paper(s) at the meeting or take the item(s) off the agenda.

### **Minimum number of members for a meeting (quorum)**

39. The Council quorum is made up of the Convener (or in their absence, Deputy Convener or another member picked to preside), the Chair of Audit and Assurance Committee (or in their absence, at least one member of the Audit and Assurance Committee) and at least ~~two other one third of the rest of the~~ Council ~~M~~members.
40. If any Committee meeting cannot reach the quorum because of absence, in exceptional circumstances, the Chair of that Committee may co-opt other Council ~~M~~members to the Committee on a meeting by meeting basis. This provision does not apply to the Fitness to Practise Committee.
41. Participation will usually be in person, but (with the agreement of the Convener/Chair of the meeting) the meeting may take place online and/or members may attend online. If that happens, members will be deemed to be present and to constitute part of the quorum for the purposes of that meeting.
42. The Council or Committee must have a quorum to conduct any business. If at any point, and for any reason, there is not a quorum of members present then the Convener/Chair shall take advice from the HLCG as to the conduct of the business which may include adjournment of the meeting to a later time or date.
43. The Terms of Reference in Section Two sets out the quorum for each Committee.

### **Attendance at Council, Committee, other formal meetings and development sessions**

44. ~~In accordance with paragraph [ ], Council Members are given notice of the dates of meetings that they should attend and they are expected to attend in person unless they have confirmation from permissionthe permission fromwith the Convener/Chair to miss the meeting or attend online.If a Council Mmember fails to attend any Council, Committee, other formal meeting or development session to which they have been invited for a continuous period of three months from the date of the first missed meeting/session or fails to attend at least 50% of these meetings/sessions in person over the course of a year, without permission from the Convener/Chair, the Convener/Chair will advise the Council.If a Council Member fails to comply with these provisions, t~~The Council will decide whether to remove that ~~Council M~~Council Member from the Committee (if appropriate) and will inform Scottish Ministers. The Council may also ask the

Scottish Ministers to remove that Council Member from the Council.

### **Attendance at Council and Committee meetings: SSSC Officers**

45. The Chief Executive is not a Council Member ~~of the Council~~ but will attend Council and the Audit and Assurance Committee meetings. The HLCG will attend Council/Committee meetings to give advice to the Convener/Chair (apart from the Fitness to Practise Committee meeting). Any other management representatives and/or substitutes may attend at the discretion of the Chief Executive.
46. The Chief Executive will ensure that appropriate staff support and service the work of Council and Committee meetings.

### **Admission of the public to Council meetings**

47. Members of the public can attend as an observer any meetings of the Council apart from any meeting or parts of meetings where the type of business means it is private. Committees will conduct their business in private unless there are specific rules which state that they should meet in public.
48. The Council will meet in private when there are overriding reasons for non-disclosure that outweigh any possible public interest. Examples are:
  - a. matters constituting or comprising personal data likely to breach data protection law (as defined by the UK General Data Protection Regulation and Data Protection Act 2018 or any other relevant law)
  - b. matters relating to named training and education providers or care service providers, if it is likely to affect their credibility and reputation
  - c. matters involving issues of commercial or financial sensitivity or confidentiality
  - d. matters relating to policy or the internal business of the SSSC Council which are for discussion with the Scottish Government or other regulatory or public bodies, before Council approves
  - e. information which may be legally privileged or relate to matters of legal proceedings either in progress or relating to the SSSC Council
  - f. preparation of documents with future publication dates (unless it is in the public interest for draft documents to be discussed in public)
  - g. Matters relating to relations between SSSC and its employees
  - h. any other matters which if publicly disclosed might reasonably prejudice the effective discharge of the SSSC's functions.
49. The Convener may, at their discretion, instruct members of the public to withdraw from a public meeting, or part of a public meeting, if:

50. A confidential matter arises in discussion; or it otherwise appears to the Convener to be necessary to do so in the interest of good conduct of the meeting.

~~51. The HLCG may ask a member of the public who disrupts the business of the meeting to leave the meeting after due warning has been given. Re-admission to that or other public meetings held by the SSSC is at the discretion of the Convener/Chair.~~

### **The conduct and approval of business at Council meetings**

51. The Convener will, if present, chair all meetings of the Council. If the Convener is not at the meeting then the Deputy Convener (if appointed) will chair. If the Convener and Deputy Convener (if appointed) are not at the meeting then the HLCG will ask the Council to propose a Council Member to chair the meeting.

52. The Convener is responsible for keeping order and making sure that business is conducted reasonably, fairly, effectively, responsibly and follows the law and any directions from Scottish Ministers.

53. The Convener will ensure that all members get a fair hearing with enough chance to express their views on the business of the meeting. All members will respect and, if necessary, defer to the authority of the Convener.

54. If there is an agenda item that needs the approval of the Council, the Convener will seek the views of members and, if possible, come to a consensus. If the Council canno't come to a consensus or if the Convener decides that coming to a consensus is not appropriate then the Council will take a vote on the business being discussed. A simple majority will decide the vote and the Convener has a substantive and casting vote. A vote may be given by a show of hands, secret ballot or any other method the Convener chooses. A member may dissent from a decision after a vote has taken place and this will be minuted appropriately.

55. If the Council does not make a decision on an agenda item that needs a decision and the consequences would be prejudicial to the continuity of the business of the SSSC, the Council should seek other proposals from the Chief Executive. The Convener may adjourn the meeting or defer the agenda item to another meeting to allow the Chief Executive to reconsider. If, after such reconsideration, the Council is unable to make a decision (whether by consensus or simple majority vote) and the matter remains critical to the continuity of business, the Convener will report to Scottish Ministers and seek their direction.

### **The conduct and approval of business at Committee meetings**

56. These provisions apply to any Committee of the Council except where the conduct of that business is otherwise provided for in Rules approved by the Council with consent of Scottish Ministers.

57. The Chair of the Committee will, if present, chair all meetings of that Committee. In the absence of the Chair, the Vice-chair will preside. ~~In the absence of the Chair and the Vice-chair, the HLCC will ask the Committee to propose a Council Member to preside over the meeting.~~ AMEND
58. The Chair is responsible for maintaining order and ensuring that business is conducted reasonably, fairly, effectively, responsibly and in accordance with the remit of the Committee.
59. The Chair will ensure that all members get a fair hearing with enough chance to express their views on the business of the meeting. All members will respect and, if necessary, defer to the authority of the Chair.
60. If there is an agenda item that needs the approval of the Committee, the Chair will seek the views of members and, if possible, come to a consensus. If the Committee can't come to a consensus or if the Chair decides that coming to a consensus is not appropriate, then the Committee will take a vote on the business. A simple majority will decide the vote and the Chair has a substantive and casting vote. A vote may be given by a show of hands, secret ballot or any other method the Chair chooses.
61. If, after a vote, the Committee is unable to give their approval, the Chair will refer the matter to the Convener who will consider and decide upon the matter. ~~If, after a vote, the Committee is unable to give their approval, the Chair will refer the matter to the Convener of the Council who will consider and decide upon the matter.~~

### **Council and Committee proceedings**

62. Meetings will follow the order of business as outlined in the agenda or as set out by the Convener/Chair at the beginning of the meeting.
63. ~~Council members must comply with the Code of Conduct for Members of the Scottish Social Services Council (the Members Code of Conduct). The Members Code of Conduct is adopted from the Scottish Government's Model Code of Conduct for Members of Devolved Public Bodies and states, particularly, that members must comply with the nine Principles of Public Life.~~
64. ~~The Members Code of Conduct states that M~~members of the Council and Committees must~~need to~~ declare any interests in the business of a meeting. Even if there is not a specific agenda item asking for declarations of interest, each member is responsible for making sure they declare relevant interests. A member declaring an interest should not remain in the meeting nor participate in any way in those parts of meetings where the member has declared an interest. The SSSC Code of Conduct for Members of the SSSC has provisions on declarations of interest which Council Members must adhere to.
65. Agenda items will be supported by papers except where the Convener/Chair

of the meeting has agreed to a presentation instead.

66. The HLCG will circulate copies of any presentations made during a meeting in advance of the meeting with the papers for the meeting except where the Convener/Chair has agreed to copies being provided at the meeting or to an oral presentation. For meetings open to the public, the HLCG will publish presentations on the website as if they were papers.
67. ~~[When an agenda item is addressed, papers will be taken as read. The senior officer responsible for the paper (or author) will have the chance to present the paper. The Convener/Chair will give members the chance to ask questions and make comments. On conclusion of discussion, if approval is required, the Convener/Chair will seek a consensus view or, if necessary, take a vote. The Convener/Chair will conclude an agenda item by making sure all members are aware of the outcome of the discussion.]~~
68. When an agenda item is addressed, papers will be taken as read. The senior officer responsible for the paper (or author) will present the paper. The Convener/Chair will give members the chance to ask questions and make comments. On conclusion of discussion, if approval is required, the Convener/Chair will seek a consensus view or, if necessary, take a vote. The Convener/Chair will conclude an agenda item by making sure all members are aware of the outcome of the discussion.
69. ~~Any private business will normally~~Normally private business will be conducted at the end of an agenda. The Convener/Chair will ask any members of the public to leave. Staff may remain at the discretion of the Convener/Chair.

### **Minutes of meetings**

70. The SSSC will keep a minute of all Council and Committee meetings.
71. The minute will record the members there, anyone else at the meeting, any apologies and members or others joining or leaving the meeting.
72. The minute will record that discussion took place, any points of significance raised and any action/decision.
73. The approval of minute of the last meeting will normally be the first business item of a meeting. If matters of accuracy are raised, any corrections will be recorded in the new minute. If the correction is a significant matter of fact, the old minute will be withdrawn and a corrected minute re-issued. Otherwise, the correction in the new minute will be enough to deal with accuracy.
74. The HLCG will publish minutes of public meetings, once signed, on the website within seven days. Minutes of any confidential business will not be published but a summarised version may, if requested, be made available with the agreement of the Convener.

## Council Offices

75. The Scottish Ministers appoint the Convener of the Council who is accountable to them. The role of the Convener is set out in the Executive Framework between the Scottish Ministers and the SSSC.
76. Other offices of the Council are the Deputy Convener, ~~and~~ the Chairs and Vice-chairs of any ~~sStanding Council~~ Committees.
77. Other than the Convener of the Council, Council Mmembers may hold more than one office. The Chief Executive may not hold any Council office.
78. The Council may nominate a Deputy Convener of the Council from amongst its membership. The Scottish Ministers approve the nomination.
79. The Council appoints the Committee ~~e~~Chairs and Vice-chairs.
80. When there is a vacancy for a Council office (other than the Convener of the Council) the Convener of the Council should present proposals to the Council for filling the office. Any process should allow for fair and equal consideration of members for the office.
81. The Council should review Council offices every three years, coinciding with the cycle of appointments to the Council. If a Council office holder leaves the Council, the office becomes vacant.

## Scheme of Delegation and delegated powers

82. The Chief Executive is authorised, among other things, to carry out the SSSC's day-to-day statutory powers, duties, responsibilities, obligations, and incidental legal and financial functions as set out in the tables one and two in at Section Two. this Code.
83. The Chief Executive may delegate their responsibilities. The Chief Executive remains accountable for the exercise of their responsibilities.
84. The Chief Executive and the Council can, at any time, decide that they wish to have any matter referred to them for consideration. T-he Chief Executive has a responsibility to inform the Council at the earliest opportunity of any matters which may represent a significant regulatory, strategic, legal, or financial risk or any matter that risks undermining trust and confidence in the SSSC.
85. The Council may at any time delegate further authority, reserve matters that have been previously delegated or remove delegated authority for a specific decision or action.
86. The Convener of the Council oversees the day to day work of the Chief Executive on behalf of the Council and may speak publicly on behalf of the Council. Unless specifically delegated by the Council, the Convener shall have no other delegated authority.

87. Individual Council members have no generally delegated authority.
88. Council office holders (other than the Convener of the Council) have no generally delegated authority other than those detailed in the description of the position and Terms of Reference of any Committees that they chair.

#### **Appointment of ~~Chief Executive~~ senior staff where the appointment is reserved by the Council**

89. When there is a vacancy for ~~the Chief Executive position~~ a position where the Council appoints, the Convener of the Council (in consultation with the ~~Head of Human Resources and the Scottish Ministers~~ Chief Executive and the Chair of any Committee with responsibility for human resources and remuneration) should present proposals to the Council for filling the post. Any process should be fair, reasonable and in accordance with employment legislation.

#### **Collective responsibility and confidentiality**

90. The Council and its Committees operate based on collective responsibility for decisions. Members should, if questioned on a matter where a Council or Committee has taken a view, support the position reached.
91. All members ~~of the Council~~ should maintain confidentiality as detailed in the SSSC Code of Conduct for Members of the SSSC and any guidance to that code provided by the HLCG.

#### **Suspension and revision of Standing Orders**

92. The Council may only suspend, vary or revoke these Standing Orders, if the majority of Council Members present agree and only if the Convener of the Council also agrees.
93. Committees have no power to depart from these Standing Orders.
94. Notice of any variation, revocation or addition of these Standing Orders must be given at a Council meeting, with the proposal for variation or revocation or decision to suspend being brought forward at the next meeting of the Council.

#### **Co-opted Members**

95. Where co-options are to be made the Council shall be satisfied that the route used is appropriate, open and fair and that one of the following options are followed:
  - i. Following consultation with the appropriate professional bodies, people with the appropriate background, relevant skills or specialist experience should be nominated by the Convener, or Chairs of the respective Committees or Working Group or the Chief Executive and Lead Officers,

to serve for a limited period. In the case of the Audit and Assurance Committee, this will be no longer than one year. The Convener or appropriate Committee will then make a recommendation to the Council.

- ii. Open competition by advertising the possibility of co-option to Committees shall create the opportunity for interested people with the appropriate background, relevant skills or specialist experience to express interest in participating and getting involved in the work of the Council. In order to ensure that this is a cost-effective option, advertisements will be targeted in specific areas (eg appropriate newsletters) to attract interest from people with relevant experience and skills.



## Section Two – The Council and Committees Terms of Reference

### THE COUNCIL

Owner: Convener

Remit:

- 1. Satisfy itself of the continuing achievements of strategic objectives and Best Value**
- 2. Review the recommendations, output and performance of the Audit and Assurance Committee~~+~~**
  - ~~a. at least every quarter~~
  - ~~b. seek assurances/evidence that the requirements of the SPFM have been met~~
  - ~~c. understand material variances between forecasted and actual income/expenditure~~
  - ~~d. set and agree tolerance bands for acceptable/unacceptable variances~~
  - ~~e. seek assurances on the integrity of forecasted income/expenditure for full year outturn~~
  - ~~f. ensure that the monthly profiles of financial expenditure are consistent with monthly operational outputs~~
  - ~~g. approve/reject reports & raise specific concerns to the Sponsor Department.~~
- 3. Review the performance of the Chief Executive on an annual basis:**
  - ~~a. at least every quarter~~
  - ~~b. review against approved financial and operational targets via reports produced by the Chief Executive~~
  - ~~c. understand material changes to the operational environment~~
  - ~~d. understand and approve additions/deletions to strategic risks~~
  - ~~e. advise on changes to the external environment that may affect strategic risks~~
  - ~~f. seek assurance that the risk management plan has been implemented, is regularly reviewed and current~~
  - ~~g. endorse reports/raise specific concerns to the Sponsor Department.~~
- ~~**4. Ensure that the requirements of the Scottish Public Finance Manual (SPFM) are being implemented:**~~
  - ~~a. by considering the Assurance Report and recommendations of the Audit and Assurance Committee~~
  - ~~b. instructing corrective action where necessary.~~
- 4. Approve the Strategic Plan, Annual Budget, ~~and~~ Financial Strategy and Strategic Risk Register.**

5. Approve SSSC strategies and important corporate policies as set out in the Index of Policies and Procedures(APPENDIX)

6. **Approve the annual report and accounts ~~and endorse the annual report~~ for laying before Parliament.**

7. **Approve the appointment of internal auditors and note the appointment of external auditors**

8. **Carry out annual effectiveness review of the Council**

Function: Approval of and oversight of the achievement of strategic objectives, representing the interests of Scottish Ministers.

Accountability: Total accountability for the performance of the organisation to Scottish Ministers (represented by the Sponsor Department).

What it can do: Appointment of Chief Executive, independent challenge of reports and monitoring information, last resort for poor performance and holds ultimate sanctions on removal of Chief Executive and reporting to Sponsor Department.

What it can't do: Operational decision-making, instructing staff on operational matters, intervening in matters previously approved for delivery.

Quorum/Membership: The Council quorum must be made up of the Convener (or in their absence, Depute Convener or another Council Member picked to preside), Chair of Audit and Assurance Committee (or in their absence, at least one Council Member of the Audit and Assurance Committee) and at least two one-third of the remaining Council Mmembers.

Meeting frequency: Quarterly

## **AUDIT AND ASSURANCE COMMITTEE**

Owner: Chair of Committee

Remit:

### **1. Review the strategic KPI performance section of the Assurance Report:**

- a. at least every quarter
- b. seek assurances/evidence that year end objectives will be met
- c. understand material variances between forecasted and actual income/expenditure
- d. recommend tolerance bands for acceptable/unacceptable variances
- e. seek assurances on the integrity of forecasted KPI measures for full year
- f. review and endorse/reject management plans for the achievement of objectives
- g. ensure that the monthly profiles of monthly operational outputs are consistent with financial expenditure
- h. endorse report/raise specific concerns to the next Council meeting.

### **2. Review financial monitoring section of the Assurance Report:**

- a. at least every quarter
- b. seek assurances/evidence that the requirements of the SPFM have been met
- c. understand material variances between forecasted and actual income/expenditure
- d. recommend tolerance bands for acceptable/unacceptable variances
- e. seek assurances on the integrity of forecasted income/expenditure for full-year outturn
- f. review and endorse/reject management plans for the achievement of financial objectives
- g. ensure that the monthly profiles of financial expenditure are consistent with monthly operational outputs
- h. endorse report/raise specific concerns to the next Council meeting.

### **3. Review the Strategic Risk Register/Management Plan report:**

- a. at least every quarter
- b. review strategic risks at the same time as reviewing operational [and](#) financial performance
- c. understand periodic changes to strategic risk items
- d. understand and approve additions/deletions to strategic risks
- e. advise on changes to the external environment that may affect strategic risks
- f. seek assurance that the risk management plan has been implemented, is regularly reviewed and current and assess effectiveness of risk management

- g. endorse report/raise specific concerns to the next Council meeting.

**4. Ensure that the Audit requirements of the SPFM are being implemented and Public Sector Internal Audit Standards:**

- a. ensure that enough resources are made available to the key functions of financial reporting, internal and external audit
- b. recommend to Council on appointment of internal auditors
- c. engage with internal and external auditors on an agreed frequency
- d. approve the internal audit plan and endorse the external audit plan
- e. endorse/raise concerns about audit reports and findings to the Convener/Council
- f. make recommendations to the Chief Executive in line with the findings of internal/external audit reports for actions to be reported to the Council.

**5. Scrutinise internal controls, accounting policies, accounts and annual report of the organisation with recommendations for the Council before submission to Parliament:**

- a. ensure process for review of accounts before submission for audit is appropriate
- b. identify levels of error
- c. endorse/reject management's letter of representation to the external auditors
- e.d. advise Council on the annual governance statement
- d.e. endorse/reject the Annual Report and Accounts for submission to Council.

Function: Advise the Council and the Accountable Officer on strategic processes for risk, internal control environment, governance and the governance statement, anti-fraud policies, whistleblowing processes~~whistleblowing processes~~, arrangements for special investigations, adequacy of management response to operational and financial performance, financial probity and stewardship, management of risk (financial and strategic objectives), ~~and~~ audit findings and effectiveness of audit functions.

Reporting: A written report to Council and Accountable Officer after every meeting, annual report and through minutes to Council.

Accountability: The Council

Access: The Internal Audit lead and the representative of External Audit will have free and confidential access to the Chair of the Committee.

What it can do: Make recommendations to the Council on whether to

approve/reject management reports, instruct management to provide further information/evidence, recommendations to the Council, procure specialist ad-hoc advice subject to budgets agreed by Council or the Accountable Officer.

What it can't do: Intervention in financial management, decision-making on expenditure in approved budgets, contract award in pursuance of approved strategy within the authority of the Chief Executive

Quorum/Membership: The Committee quorum must be made up three Council  
Mmembers including the of the Chair and/or Vice-chair plus  
a minimum of one/two other Council member[s]. The  
Convener of the Council may attend but must not be a  
member or hold voting rights. The membership may include  
co-opted members, subject to the Co-opted Members  
provisions as set out in the Council's Standing Orders.

Meeting frequency: Quarterly

## FITNESS TO PRACTISE COMMITTEE

Owner:	Chair of Committee
Remit:	Delegated responsibility to make decisions in terms of the Fitness to Practise Rules 2016 and the Registration Rules 2016 <del>24</del> (No 2) <u>both</u> as amended from time to time ( <u>"the Rules"</u> ). Fitness to Practise Panels are drawn from the membership of the Fitness to Practise Committee and are not members of the Council.
Function:	Independent decision makers for cases in which the suitability for registration either conditionally or unconditionally of a worker is in question.
Accountability:	The Council
What it can do:	Make decisions or take action in accordance with the <del>Fitness to Practise Rules 2016 and the Registration Rules 2016-2024 (No 2).</del> <u>The Chair will provide a report to Council.</u>
What it can't do:	Anything else
Quorum/Membership:	The Committee must be made up of a minimum of twelve members who are not Council members and the Chair. At any meeting of the Committee the quorum must be made up of <del>ten</del> <u>twelve</u> independent members. The membership of Fitness to Practise Panels are set out in the Fitness to Practise Rules.
Meeting frequency:	The full Committee will meet once every three years <del>and-</del> <u>the Chair will provide a report to Council.</u> Panels will meet as required.

## QUALITY ASSURANCE SUB-COMMITTEE

Owner:	Chair of Sub-committee
Remit:	To review Fitness to Practise panel members' decisions.
Function:	To provide assurance to the Fitness to Practise Committee that panel members are competent.
Accountability:	Report to the Fitness to Practise Committee every three years.
What it can do:	Review decisions of hearings, observe and report on hearings, investigate issues relating to panel members' conduct and competence. Addressing each of these with the individuals involved. Making recommendations as to further training where appropriate. Making referrals to the Chief Executive if issues are not capable of resolution.
What it can't do:	Anything else
Quorum/Membership:	The Committee must be made up of at least two members <u>all each</u> of whom must be <u>an</u> existing or previous- <u>legally qualified chair</u> members to SSSC Fitness to Practise Panels. <del>Legally qualified chair members can carry out all functions. Social service and lay members can only carry out the function of observing hearings.</del> The <u>C</u> hair must be <u>an existing or previous</u> legally qualified chair. The quorum is two for any meeting.
Meeting frequency:	The Committee will meet annually.

## EMPLOYMENT APPEALS PANEL

Owner:	Chair of Panel
Remit:	Delegated responsibility to hear and decide on the merits of <u>any appeals referred to the Panel made under the SSSC's relevant Human Resources (HR) policies</u> <del>disciplinary procedures, grievance procedures, dignity at work or any other relevant Human Resources (HR) policy or procedure.</del>
Function:	Appeal mechanism for decisions made <u>under relevant</u> <del>as under specified relevant</del> HR policies <del>and procedures.</del>
Accountability:	The Council
What it can do:	Decide on the merits of appeals <u>referred to the Panel made under SSSC's HR policies. disciplinary policy, grievance procedures, dignity at work or any other relevant HR policy.</u> <del>The Chair will provide a report to Council.</del>
What it can't do:	Anything else
Quorum/Membership:	The Panel must be made up of three <del>Council</del> members. <u>The membership may include co-opted members, subject to the Co-opted Members provisions as set out in the Council's Standing Orders.</u>
Meeting frequency:	As required



## TRAINING APPEALS PANEL

Owner:	Chair of Panel
Remit:	Delegated responsibility to hear and decide on the merits of any appeals made under the Scottish Social Services Council Rules for Social Work Training 2003, Rules and Requirements for Specialist Training for Social Service Workers in Scotland 2005 and the Rules and Requirements for Awards Developed from the Standard for Childhood Practice 2008 as amended from time to time.
Function:	Appeal mechanism for any decisions made by the SSSC on whether or not to approve a course.
Accountability:	The Council
What it can do:	Make decisions or take actions in accordance with the Scottish Social Services Council Rules for Social Work Training 2003, Rules and Requirements for Specialist Training for Social Service Workers in Scotland 2005 and the Rules and Requirements for Awards Developed from the Standard for Childhood Practice 2008 as amended from time to time. <a href="#"><u>The Chair will provide a report to Council.</u></a>
What it can't do:	Anything else
Quorum/Membership:	The Training Appeals Panel quorum is three people, two of which must be Council members and one co-opted member. There must be a Chair, who is a member of the Council.
Frequency:	As required

## **SPECIAL FTP APPEALS COMMITTEE APPEALS PANEL**

Owner:	Chair of Committee
Remit:	Delegated responsibility to hear and decide on the merits of any appeals of decisions to remove a Fitness to Practise Committee member.
Function:	Appeal mechanism for decisions to remove independent Fitness to Practise Committee members from that Committee.
Accountability:	The Council
What it can do:	<p>Hear and decide on the merits of an appeal made by a Fitness to Practise Committee member of any decision to remove them from that Committee. Make recommendations to the Council on whether to:</p> <ol style="list-style-type: none"><li>1. make no order</li><li>2. suspend the member for such period as it sees fit until final resolution of the matter in question</li><li>3. request an undertaking from the member in respect of their future conduct</li><li>4. refer the matter to the police, or other appropriate regulatory authority</li><li>5. terminate the member's appointment.</li></ol>
What it can't do:	Anything else
Quorum/Membership:	The <a href="#">FtP Committee Special Appeals Panel Committee</a> must comprise at least three Council members. At any meeting of the <a href="#">Panel Committee</a> the quorum must be a minimum of three Council members. The membership may include co-opted members, subject to the Co-options provisions set out in the SSSC's Standing Orders.
Meeting frequency:	As required

<b>Table One</b>				
<b>Roles and Responsibilities</b>				
<b>Role</b>	<b>Responsible for</b>	<b>Accountable to</b>	<b>Remit</b>	<b>How/What</b>
Convener	The Council	Scottish Government sponsor/Scottish Ministers	Organisation of the Council, overall accountability for the performance of the organisation, lead role for oversight of governance and Best Value use of public funds, responsible for the performance of the Council.	Review presented information, take all steps necessary to achieve confidence that the information is accurate and robust, inform Chief Executive of strategic direction, review strategic risk management plan, perform Chief Executive performance review, take into account relevant guidance issued by Scottish Ministers.
Members	The Council/Committee performance	Convener/Scottish Ministers	Individually and collectively responsible for bringing independent judgement and scrutiny to decisions taken by the Council. <del>The Non-Executive members must</del> Satisfy	Members should understand the remit and purpose of the Council/Committee on which they sit, they have personal and collective responsibility to ensure that the

			<p>themselves on the integrity of financial information and systems of risk management are robust and defensible.</p> <p>Members are responsible for approving corporate strategies and any policies in which the Council has a clearly defined role to play or which form part of their strategic, financial or corporate governance obligations.</p> <p>Members are, in particular, responsible for approving people management policies which include associated additional costs not contained within the current budget or which propose fundamental changes to terms and conditions of employment.</p>	<p>obligations of that Council/Committee are discharged and to take whatever steps are necessary to ensure that discharge. The remit does not include operational decision-making.</p> <p>Members should constructively challenge and help develop proposals on strategy. They should scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance. They are responsible for appointing and, where necessary, removing the Chief Executive and in succession planning.</p> <p>They must adhere to their Code of Conduct.</p> <p><u>Add in abt. Members should make every effort to attend in person and where this isn't possible seek</u></p>
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				<u>permission from</u> <del>Con</del> provide advance notice to the <del>Convener</del> in advance to <del>that will</del> <del>be attending online.</del>
Chief Executive	SSSC	The Council/Scottish Government Sponsor	Accountable for organisation performance, financial probity and achievement of objectives including securing Best Value.  The Chief Executive will exercise all powers of the Council which have not been retained as reserved to the Council or delegated to a Committee. The Scheme of Delegation identifies which functions the Chief Executive will perform personally and which functions they have delegated <del>to</del> <del>Officers.</del>	Everything and anything operational and not reserved for the Convener/Council, advising the Council on discharge of its responsibilities including compliance with the SPFM and relevant guidance.
Executive Management Team	SSSC operations	Chief Executive	Develop and deliver strategic objectives by the appropriate use of resources, manage risk, develop organisation capability and provide	Contribute to the overall performance management of the SSSC, setting corporate objectives and corporate business planning and

			<p>leadership and direction in the SSSC.</p> <p><u>Forum for decision making by Chief Executive in consultation with EMT. Formal meetings minuted and dissent noted.</u></p>	<p>monitoring organisational performance and risk.</p> <p>Lead and set the strategic direction of the directorates, manage and coordinate their work in line with strategic and operational plan priorities and in line with the SSSC's corporate approach.</p> <p>Set and oversee directorate budgets.</p>
Operational Management Team	Day to day operations	EMT/Line Manager	Deliver operational objectives, budget monitoring and staff management.	<p>Lead and manage corporate planning for the departments and have oversight of the business functions.</p> <p>Set and monitor performance, manage risk and departmental budgets.</p>

<b>Table Two—RACI Chart</b>					
	<b>Subject Matter</b>	<b>Accountable</b>	<b>Responsible</b>	<b>Consult</b>	<b>Inform</b>
1	Strategic plan, strategic objectives, outcomes, Priorities and Objectives to meet SG direction	Convener/ The Council	Chief Executive	Scottish Government Sponsor/ Executive Management Team	Operational Management Team
2	SSSC organisation structure, financial resources, delivery model etc are fit for purpose to achieve strategic objectives	Convener/ The Council	Chief Executive	Executive Management Team	Operational Management Team
3	Change in Strategic Direction	Convener/ The Council	Chief Executive	Executive Management Team	Operational Management Team
4	Oversight of Council members (individual and collective) performance and ability to ensure achievement of strategic objectives	Convener	Convener/Chair of Committee	Chief Executive	Scottish Government Sponsor
5	Independent challenge and delivery of assurance that strategic objectives are being/will be met and that appropriate performance monitoring is undertaken	Convener/ The Council	Audit and Assurance Committee	Chief Executive	Executive Management Team

<b>Table Two—RACI Chart</b>					
	<b>Subject Matter</b>	<b>Accountable</b>	<b>Responsible</b>	<b>Consult</b>	<b>Inform</b>
6	Independent challenge and delivery of assurance that sufficient financial and risk management is undertaken	Convener/ The Council	Audit and Assurance Committee	Chief Executive	Sponsor
7	Oversight of Management of Strategic Risks	Convener/ The Council	Audit and Assurance Committee	Chief Executive	Executive Management Team
8	Oversight of financial probity and operational performance	Convener/ The Council	Audit and Assurance Committee	Chief Executive	Sponsor
9	Review of Chief Executive Performance	Convener	The Council	Chief Executive	Sponsor
10	Non-strategic oversight	Chief Executive	Executive Management Team	Convener	The Council
11	Identification and Management of Strategic and Operational Risks	Chief Executive	Executive Management Team	Operational Management Team	The Council
12	Approval of corporate operational policies	Convener/The Council	Chief Executive	Executive Management Team	Sponsor
13	All operational matters, operational performance and delivery mechanisms in pursuance of approved strategic objectives (within approved budget and delegated authority)	Chief Executive	<u>Director Executive Management Team?</u>	Operational Management Team/Head of Department	Executive Management Team
14	SSSC operational model and EMT appropriate to	Chief Executive	Executive Management Team	Convener	The Council



<b>Table Two—RACI Chart</b>					
	<b>Subject Matter</b>	<b>Accountable</b>	<b>Responsible</b>	<b>Consult</b>	<b>Inform</b>
	meet strategic objectives and appropriate monitoring of performance is undertaken to ensure this delivery				
15	All procurement within approved budgets	Chief Executive	Executive Management Team	Head of Department	Audit & Assurance Committee

RACI stands for Responsible, Accountable, Consulted, and Informed.

- The people who are Responsible (R) own the work, decision or objective. It is their responsibility to do what needs to be done to achieve delivery of the objective. They have the authority to make decisions which ensure that they can carry out their responsibilities. They may also further delegate those responsibilities. They should seek authority from those accountable at the start of the process and report completion to them. They are responsible for making sure the relevant people are consulted and informed.
- The people who are Accountable (A) are ultimately answerable for completion of the work, impact of decision and completion of objective. They must sign off or approve the status of the work, decision, or completion of objective. They will be held to account for the completion of the work, impact of decision or completion of objective. The responsible people answer to the accountable people for progress. Accountability cannot be delegated.
- The people who are Consulted (C) must give input before the work can be started, completed and/or accepted. They will assist the responsible people by providing constructive challenge, advice and scrutiny on the relevant work, decision, or progress towards completion of objectives. The actual decision sits with those responsible (if within delegated authority) or those accountable (if not within delegated authority).
- The people who are Informed (I) must be kept notified of progress, but they do not need to be consulted. The relevant work, decision or objective may have an impact that they need to know about. They may also need to inform others of the relevant information depending on the decision and their particular role. People who are informed may have to let other people know about the relevant information.

Version history			
Date	Version	Summary of change	Author