

Qualifications Scotland

Board Standing Orders

For the purposes of this document, all references to “the Board” refer to the Qualifications Scotland Board.

- The terms “member” or “members” refer to Board members.
- References to “the Chair” mean the Chair of the Board.
- References to “the Chief Executive” mean the Accountable Officer of Qualifications Scotland.

1. Membership and Appointments

- 1.1. The Board shall consist of a minimum of eleven and a maximum of fifteen members, including the Chair, the Convener of the Accreditation Committee, and the Chief Executive¹.
 - Board members only will hold voting rights.
 - One or more persons with knowledge of the interests of learners.
 - Two or more registered teachers.
 - Two or more college teaching staff.
 - One or more persons with knowledge of the interests of Qualifications Scotland staff.
 - One or more persons with knowledge of the skills relevant to business and industry.
- 1.2. All members, including the Chair and excluding the Chief Executive are appointed by Scottish Ministers under the Education (Scotland) Act 2025 and are subject to public appointment regulations governed by the Ethical Standards Commissioner.
 - Former members may be eligible for reappointment.
- 1.3. The Chief Executive is appointed by the Chair with the approval of Scottish Ministers.

1 As per the arrangements for the Board set out in the Education (Scotland) Act 2025, Schedule 1, Part 2

- 1.4. Terms of office will adhere to guidance from the Ethical Standards Commissioner and the Scottish Government.
- 1.5. The Chair shall appoint a Deputy Chair from among the members to chair meetings in their absence.
- 1.6. Members may resign by providing three months' written notice to Scottish Ministers.

2. Frequency of Meetings

- 2.1. The Board shall meet at least six times annually. The Chair may adjourn meetings as necessary.
- 2.2. Meetings will be scheduled to ensure no more than twelve weeks elapse between them, except in exceptional circumstances such as public emergencies or other events outside the Board's control, where meetings may be deferred with the Chair's approval.

3. Notice of Meetings

- 3.1. The Governance Team, in consultation with the Chair, shall prepare an annual calendar of meetings, considering public and school holidays.
- 3.2. Electronic invitations will be sent to members once the calendar is finalised.
- 3.3. Cancellations or adjournments require the Chair's approval.

4. Quorum and voting

- 4.1. A meeting of the Board shall be quorate when at least six members are present.
 - If a quorum is not reached within fifteen minutes of the scheduled start time, the Chair may either adjourn the meeting or allow informal discussion to proceed. Any recommendations arising from informal discussions must be referred to the next quorate meeting or considered via written resolution, as appropriate.
 - Meetings may be held without members being physically present in the same location — for example, via telephone or video conference. Members attending remotely will be deemed present for the purposes of establishing a quorum. All members must be able to participate effectively in discussions.

- If a quorum is not present, no formal decisions may be made. This will be recorded in the minutes of the meeting.
- 4.2. Decisions shall be determined by a majority of members present. In the event of a tied vote, the Chair will have a second or casting vote.
- Proxy voting is not permitted. Members must be present — either physically or virtually — at the time of the vote in order to participate.
- 4.3. If the Chair is not present within fifteen minutes of the scheduled start time, or is unwilling or unable to act, the Deputy Chair shall preside.
- 4.4. If, during a meeting, the number of members present falls below the required quorum, the meeting shall either be adjourned or may continue informally. In such cases, formal business must be deferred and brought forward to the next quorate meeting.

5. Extraordinary Meetings

- 5.1. The Chair may convene extraordinary meetings to address urgent matters requiring Board approval before the next scheduled meeting.
- 5.2. Notice of extraordinary meetings will specify the agenda and be provided at least two clear working days in advance, except in urgent circumstances.
- 5.3. Meetings will be scheduled at mutually convenient times.
- 5.4. All Standing Orders apply to extraordinary meetings.

6. Emergency Procedures

- 6.1. If urgent decisions cannot await a scheduled or extraordinary meeting, the Board may make decisions by written procedure.
- The Chair will determine whether a matter is urgent and falls within Board authority.
 - If not urgent, the matter will be deferred to the next meeting.
- 6.2. For urgent matters, the Chair or Governance Team will circulate proposals electronically with relevant briefing documents and set a deadline for member responses.
- 6.3. Decisions require responses from a quorum, including the Chair.
- 6.4. Written resolutions carry the same authority as decisions made at meetings and will be reported for ratification at the next meeting.

- 6.5. If consensus is not reached, the matter will be deferred or an extraordinary meeting convened.
- 6.6. All Board powers and duties apply equally to decisions made under these procedures.

7. Conduct of Business

- 7.1. All meetings will follow these Standing Orders. Members must follow Qualifications Scotland's Code of Conduct for Board Members.
- 7.2. The Chair can call private sessions when needed, depending on the nature of the business.
- 7.3. The Board will meet privately once a year to review its effectiveness.
- 7.4. The Chair will decide on all questions about the order, relevance, and conduct during meetings.
- 7.5. Code of Conduct
- Members must always follow Qualifications Scotland's Code of Practice, including the Ethical Standards in Public Life etc. (Scotland) Act 2000, the Board Members' Code of Conduct, and the Framework Document.
 - Part 2 of the Ethical Standards Act explains how to handle breaches of the Code of Practice and the possible sanctions. These sanctions are listed in Annex A of the Code².
 - Members, including the Chair, must not issue instructions to the Chief Executive that conflict with their responsibilities as Qualifications Scotland's Accountable Officer.
 - The Board must keep a Register of Interests, which is managed by the Governance Team. Following guidance from the Standards Commission, the register is reviewed every six months. Each member is responsible for keeping their information up to date. The Register is published on the Qualifications Scotland website.

2 <https://www.gov.scot/publications/ethical-standards-public-life-consultation-model-code-conduct-board-members-devolved-public-bodies/pages/10/>

7.6. Declaring Interests at Meetings

- Members must declare any interests related to the meeting's business either at the start or as soon as they become aware.
- Declaring a financial interest means the member cannot join in discussions or vote on that matter.
- Declaring a non-financial interest requires members to judge whether their involvement might seem improper or different from a regular member of the public. If it doesn't seem significant or wrong, they can still take part.
- If a member is unsure, they should not take part and must leave the meeting during discussion and voting on that matter.

7.7. Exempt and Confidential Information

- Confidential Information
Members shall operate in accordance with Qualifications Scotland's Freedom of Information (FOI) and Data Protection (DP) policies. The Corporate Governance Manager is the designated FOI/DP contact for Committee papers.
- The Board and invitees must maintain confidentiality regarding documents marked as confidential and items recorded as such in the minutes.
- Board members must not share confidential information, either in meetings or electronically, with the press or public until Qualifications Scotland has officially released it or any embargo is lifted.
- Exempt Information
Where publication of papers is appropriate, redactions should be applied in accordance with FOI guidelines and legal advice. Reports containing exempt information will be marked as 'Confidential' or 'Not for publication' in line with the Freedom of Information (Scotland) Act 2002.

8. Attendance, Observers and Invitees

- 8.1. The Chair may invite colleagues from Qualifications Scotland or external individuals to attend meetings to provide specialist advice. These will hold no voting rights.

- 8.2. Attendance shall be recorded and reflected in the meeting minutes.
- 8.3. Members absent without reasonable cause for six consecutive months shall be reported by the Chair to Scottish Ministers for appropriate action.

9. Agenda and Papers

- 9.1. Agendas will follow the approved workplan.
- 9.2. Papers required by the Board shall be drafted to a standard which enables informed decision-making and shall include an executive summary, recommendation(s), any implications (legal, financial, EDI, risk), and be accompanied by the relevant impact assessments, where appropriate.
- 9.3. Late business must be submitted at least five working days before the meeting and approved by the Chair for inclusion.
- 9.4. Papers will be circulated electronically at least one week in advance and uploaded to the Board's SharePoint.
- 9.5. Papers will be distributed to all members, the Scottish Government Sponsor Department, and relevant stakeholders.

10. Minutes and Action Tracking

- 10.1. All business transacted will be recorded by the minute secretary, including attendees, decisions, action points (with owners and deadlines where appropriate), and any declarations of interest or confidentiality.
- 10.2. Draft minutes will be submitted to the Chair for review and, once approved, will be included in the papers for the next scheduled meeting.
- 10.3. Minutes shall be approved at the following meeting, confirming accuracy without further proof.
- 10.4. No amendments may be made to the minutes without the Chair's prior approval.
- 10.5. Upon Board approval, the minutes will be published on the website when feasible.

11. Delegated Authority and Duties of the Board

- 11.1. Authority of Scottish Ministers
Scottish Ministers have authority under the Education (Scotland) Act 2025 to regulate the procedures of the Board and its Committees.

11.2. Reserved Decisions of the Board

Certain decisions are reserved exclusively for the Board. These are listed in the Appendix and include, but are not limited to:

Strategic and Corporate Plans

- Approval of significant business proposals related to Qualifications Scotland's core activities.
- Approval of Qualifications Scotland's Corporate Plan and review of progress against its delivery.
- Approval of plans to achieve the overall Qualifications Scotland strategy.

Financial Oversight

- Approval of Qualifications Scotland's budget before submission to Scottish Ministers.
- Approval of the Annual Report and Accounts.
- Organisational and Staffing Decisions
- Approval of any major organisational or staff restructuring.

Governance and Risk

- Approval of the Board's Risk Appetite.
- Annual review and approval of the Corporate Risk Register.

Significant or Exceptional Matters

- Consideration of significant matters the Board wishes to bring to the attention of Scottish Ministers.
- Approval of any proposals that are significant, new or unusual, potentially controversial, or likely to have wide-ranging or long-term impact on the organisation.
- Approval of all proposals requiring prior consent from Scottish Ministers as specified in the Qualifications Scotland Framework Document.

11.3. Corporate Responsibilities of Board Members

In accordance with the Education (Scotland) Act 2025, all Board members share corporate responsibility for:

- Ensuring Qualifications Scotland operates within the law and complies with statutory duties.
- Safeguarding public funds and using resources efficiently, effectively, and economically.

- Maintaining high standards of governance, integrity, and transparency.
- Overseeing the management of risk, including approval of the Corporate Risk Register and risk appetite.
- Ensuring accurate reporting and publication of statutory documents, including annual accounts and reports.
- Promoting equality, diversity, and inclusion in all decision-making and governance processes.
- Holding the Chief Executive and Executive Management Team accountable for operational performance and delivery of the strategic plan.
- Ensuring that Board decisions reflect Ministerial guidance and public expectations.

11.4. Delegated Authority and Committees

The Board may:

- Approve co-opted members to Committees.
- Require reports from Committees for noting, approval, or discussion, as appropriate.

11.5. Chair's Authority Over Committees

Unless a Committee is specifically required by the Education (Scotland) Act 2025, the Chair may create, dissolve, or amend Committees to manage the Board's work efficiently.

11.6. Accountability and Oversight

All Board members remain collectively accountable for decisions taken, whether made at full Board meetings, via Committees, or under delegated authority. Delegated authority does not absolve members from their statutory or corporate responsibilities.

12. The Role of the Chair

12.1. Strategic Leadership

The Chair holds primary responsibility for providing effective strategic leadership to the Board, including:

- Shaping the Board's strategy to fulfil its statutory duties and strategic objectives.
- Promoting high standards of governance, integrity, and the efficient use of resources across the organisation.

- Ensuring that Board decisions comply with the Education (Scotland) Act 2025, Ministerial guidance, and public expectations.
- Acting as the public representative of the Board.
- Assessing the performance of individual Board members when reappointment is under consideration.

12.2. Board Meetings and Decision-Making

The Chair ensures that the Board meets regularly throughout the year and that minutes accurately reflect decisions made and, where appropriate, the views expressed by members. The Chair has authority over the conduct of meetings, including:

- Calling private sessions when needed, depending on the nature of the business.
- Deciding questions of order, relevance, and conduct during meetings.

12.3. Communication and Accountability

- Communication between the Board and Scottish Ministers is normally conducted through the Chair, unless the Board agrees that another member should act on its behalf.
- Board members may contact Ministers directly on matters of significant concern, though such communication should typically be discussed with the Board in advance.
- For routine matters, the main point of contact with the Scottish Government is the Chief Executive or a designated staff member.

12.4. The Chair is personally accountable to Scottish Ministers for ensuring that Qualifications Scotland's policies align with Ministerial priorities and statutory requirements.

Induction and Support

- The Chair, with support from the Governance Team, ensures all new Board members receive a full induction, including key documents such as the Code of Conduct and Framework Document. Members are encouraged to participate in induction training to support them in their roles.

12.5. Committees Oversight

- The Chair may create, dissolve, or amend Committees unless a Committee is specifically required by the Education (Scotland) Act 2025.

- The Chair appoints Conveners and Deputy Conveners of Committees, ensuring appropriate reporting and oversight, while Board members remain collectively accountable for delegated decisions.
- The Chair appoints Board members to Committees, taking into account their skills, experience, and areas of expertise

13. Approval and Amendment to the Standing Orders

- 13.1. Any change to the Standing Orders will only be permissible if it is not in contravention with legislation, the Qualifications Scotland Framework Document, and any other rules and guidance pertaining to Qualifications Scotland.
- 13.2. The Board will review these Standing Orders annually.
- 13.3. Any significant change in legislation, governance guidance, or structure shall trigger an immediate review.

14. Publication

- 14.1. The Board will publish these Standing Orders (subject to redaction for confidential material) alongside its membership and minutes to the extent permitted by FOI/DP.

Decisions Reserved for the Board (as per 11.2)

Appendix

See annex for an extract from the Qualifications Scotland Framework Document outlining members' corporate responsibilities.

- Approval of significant business proposals related to Qualifications Scotland's core activities.
- Approval of Qualifications Scotland's Corporate Plan and review of progress against its delivery.
- Approval of Qualifications Scotland's draft budget for the upcoming year, before submission to Scottish Ministers.
- Approval of Qualifications Scotland's Annual Report and Accounts.
- Establishment of any standing Committees, including their membership and terms of reference.
- Receipt and noting of minutes from standing Committees and the Strategic Advisory Council.
- Approval of any major organisational or staff restructuring, including changes to the management team structure.
- Approval of plans to achieve the overall Qualifications Scotland strategy.
- Consideration of significant matters Qualifications Scotland wishes to bring to the attention of Scottish Ministers.
- Approval of significant, novel, contentious, or far-reaching proposals.
- Approval of all proposals requiring prior consent from Scottish Ministers as specified in the Qualifications Scotland Framework Document.

Proposals Requiring Prior Approval of the Scottish Ministers/Scottish Government

Annex

(As set out in the Qualifications Scotland Framework Document)

- Expenditure exceeding £500,000, and any capital expenditure over £100,000. This includes any single contract or combined contracts related to one project.
- Expenditure not included in the approved annual budget.
- Where actual or expected receipts exceed estimates during the financial year, prior approval may be sought to retain and use the excess income for specified additional expenditure without reducing the grant.
- Expenditure for any purpose that is novel, contentious, or likely to result in significant future costs, including staff benefits.
- Significant changes to the scale or funding of any initiative or scheme previously approved by the Scottish Executive.
- Changes in policy or practice with wider financial implications (e.g., potential impact on other public sector bodies) or that could significantly affect future resource requirements.
- Virement involving reallocation of funds between budget headings that exceeds 10%, or any increase in the running costs/administration budget.
- Borrowing (including temporary borrowing such as overdraft facilities), lending, charging of assets or securities, guarantees, indemnities, letters of comfort, or incurring any other contingent liabilities (as defined in the Scottish Public Finance Manual), whether legally binding or not. Excludes previously approved staff loan schemes for travel passes or vehicle purchases.
- All grant or loan schemes.
- Gifts (up to £1,000 per case), write-offs of bad debts or losses (up to £10,000 per case), and other special payments (up to £5,000 per case).
- Public-Private Partnerships.
- Financial investments.
- Disposal of any assets purchased with, or improved by, Exchequer funds.
- Performance-related pay schemes, when applicable.
- Any proposals to change existing pension arrangements or to pay redundancy or compensation for loss of office.
- Major organisational or staff restructuring.

- Levels of remuneration and general terms and conditions of service (including superannuation) for all staff, whether temporary or permanent.