

## **FOOD STANDARDS SCOTLAND BOARD STANDING ORDERS**

### **Preamble**

1. These Standing Orders apply to the Food Standards Scotland (FSS) Board and to all committees exercising powers or functions delegated by the FSS Board.
2. Unless otherwise stated, any action required by these Standing Orders to be undertaken by the Chair may, in their absence, also be undertaken by the Deputy Chair.

### **Membership**

3. In accordance with the Food (Scotland) Act 2015 (“the 2015 Act”) the Board will consist of a Chair, Deputy Chair, and between 3 and 7 other members appointed by the Scottish Ministers. Where the Chair is unavailable for an extended period of time (i.e. not annual leave), the Scottish Ministers may assign the function of deputising for the Chair, to one of the other members on an interim basis until such time as the Chair is able to resume the role as Chair.

### **Date and Time of Meetings**

4. The Chair shall annually determine the dates, times and places of Board Meetings for the year following, but the Board shall meet at least four times in each calendar year. The Chair may re-arrange the date, time and place of any scheduled meeting, convene an additional meeting or cancel any meeting where there are no matters for decision or discussion.
5. Board meetings will normally be held at the FSS offices in Aberdeen, but from time to time may be held elsewhere in Scotland.

### **Agenda**

6. The Board Secretary shall send an Agenda for each Board Meeting by email to every Board member at least ten days before the date of the meeting or, in the event of urgency, at the earliest possible opportunity.
7. Failure to send or deliver an Agenda to any Board member shall not invalidate the proceedings.
8. A copy of the Agenda for each Board Meeting shall be published on the FSS website at least three working days before the meeting.

### **Business to be transacted**

9. The Board shall set standing items for the agenda. The Board Secretary shall maintain a list of agenda items in discussion with the Chair, other Board members

and the Chief Executive, and shall consult the Chair and the Chief Executive on the business to be transacted at each meeting prior to the issue of the agenda.

10. Any Board Member may request the Chair to consider including an item on an Agenda provided they have given at least fifteen clear working days' notice before the meeting to the Chair or the Board Secretary.

11. Only the business specified in the agenda for the meeting may be transacted, save that business of an urgent nature that is not included in the agenda may also be discussed and determined at any meeting.

12. All items placed on the Agenda for a Board meeting shall be taken in public save for any item where the Board decides that it should be taken in private, for example for reasons of commercial confidentiality, in order not to prejudice investigations or legal proceedings, or where personal data relating to individuals is involved. In such cases the Board will state in the minutes for the same meeting its reasons for taking the item in private.

### **Attendance**

13. With the exception of the circumstances outlined in Standing Order 14 below, the Chief Executive, Head of Communications and Marketing, the Deputy Chief Executive and the Head of Corporate Services will attend each board meeting. Other members of the Executive shall attend part or all of the meeting depending on the agenda, as agreed with the Chair.

14. The members of the Board will meet twice a year in closed session to discuss issues related to governance, the performance of the Chief Executive, and the functioning of the relationship with the Executive from the perspective of the Board.

### **Chairing of Meetings**

15. Board meetings shall be chaired by the Chair of FSS or, in their absence, the Deputy Chair. If neither the Chair nor Deputy Chair is present, the Board members present may appoint one of their number to chair the meeting. The decision of the meeting Chair on any question of procedure raised at a meeting shall be final.

### **Quorum**

16. The quorum for Board meetings shall be four members, including the Chair of the meeting.

17. If there is no quorum within 30 minutes of the scheduled start of a Board meeting, or if the meeting becomes inquorate during the proceedings, the meeting shall be adjourned and the business postponed either to (a) a date, time and place fixed by the Chair of the meeting at the adjournment or (b) the next ordinary Board meeting.

18. Where Board Members are not able to attend a meeting, they shall send their apologies in advance to the Board Secretary. A Board Member shall not be absent

from Board business for more than 6 months without the prior agreement of the Chair.

### **Interests to be declared at meetings**

19. A Board Member shall notify the Chair (or the Deputy Chair in the case of the Chair having an interest) in advance of the meeting of any interest that they may have in any Agenda item and declare the nature of the interest at the meeting before the matter is discussed. In accordance with the provisions of the Code of Conduct, the Chair shall decide whether the Board Member may remain present at the meeting for the discussion on that item and any decision thereon.

20. The Board Secretary or such other person present to take the minutes of the meeting shall record the declaration of interest, its nature and whether the individual left the room in the Minutes of the meeting.

### **Minutes of Board meetings**

21. The Board Secretary shall arrange for Minutes to be prepared for all Board meetings. The Minutes of a meeting shall be confirmed as a correct record at the next following Board meeting. When the next meeting is an additional meeting, the Minutes may be confirmed at the next ordinary Board meeting. Once confirmed, the Minutes are conclusive evidence of the decisions of the Board.

22. A copy of the Minutes of Board meetings shall be published on the FSS Website.

### **Decisions and voting**

23. Decisions of the Board shall be taken by such method as the Chair chooses to ascertain the views of those present at the meeting. Where any matter is voted upon, it shall be decided by a majority of those present.

24. In the event that a vote is tied, the Chair shall have a second or casting vote.

25. Any Board Member may request that their vote or abstention is recorded in the Minutes.

26. The Secretary or such other person present to take the minutes of the meeting shall record all Board decisions in the Minutes of the meeting.

### **Written Resolutions**

27. A written resolution signed by at least three quarters of appointed Board Members shall be as valid as if it had been agreed at a Board meeting. Such a resolution may consist of several documents in the same form each signed by one or more Board Members including signatures evidenced by means of electronic signature.

28. In the event that one or more Board Members is not present in the United Kingdom or unavailable virtually, when a matter is to be determined by written resolution, they shall not be counted for the purpose of calculating the three quarters of Board Members required to sign the written resolution for it to be effective.

### **Meetings held by electronic means**

29. Except where required otherwise by law, any Board Meeting may be conducted wholly or in part by electronic means including by video conference, an internet video facility or telephone conference.

30. The location of a meeting held by electronic means shall be deemed to take place where the largest group of those Board Members participating is assembled or, if there is no group which is larger than any other group, where the Chair of the meeting is located.

### **Delegation of powers and inter-sessional work**

31. The Board has authorised the Chair to discharge such powers of the Board as they deem necessary in order to deal with the business of FSS between Board meetings. Where, in the opinion of the Chair, significant operational or other matters require approval by the Board between meetings, papers shall be circulated for approval by written resolution. Where, in the opinion of the Chair, full Board consideration is not justified or when circumstances make it impractical or unnecessary to consult the Board collectively, the Chair shall report to the Board at the earliest opportunity on any action that they may take.

### **Effectiveness**

32. The Board will undertake a formal and rigorous annual evaluation of its own performance and that of its committees and individual members in line with best practice.

### **Reporting**

33. The Board will approve an annual report of FSS activities and performance which will be laid before the Scottish Parliament.

34. The Board will report regularly on food standards and on Trade Deals as required for presentation to the Scottish Parliament.

### **Recommendations to Ministers**

35. The Chair will write to Ministers on behalf of the Board to inform of any recommendations made in agreement by the Board, for example after a consultation.

### **Variation or Suspension of these Standing Orders**

36. The Board shall review these Standing Orders from time to time to ensure their continued effectiveness.

37. These Standing Orders shall not be varied or suspended unless a majority of those present at the meeting where the matter is considered so agree.

## **COMMITTEES OF THE BOARD WHICH EXERCISE POWERS OR FUNCTIONS ON ITS BEHALF**

### **Application to Committees - General**

38. Standing Orders 7, 9 to 11, 17 to 21, 23 to 30, and 32 shall apply to Committees with any necessary modifications and subject to the provisions of Standing Orders 39 to 44 below.

### **Date and Time of Meetings**

39. Each Committee shall annually determine the dates, times and places of its meetings for the year ahead but shall meet at least once each year or on such number of occasions as the Board might specify in terms of reference for each Committee.

40. The Committee Chair may re-arrange the date, time and place of any meeting, convene an additional meeting or cancel any meeting where there are no matters for decision.

### **Agenda**

41. The Board Secretary shall send an Agenda for each Committee Meeting by email to the committee chair at least ten days before the date of the meeting or, in the event of urgency, at the earliest possible opportunity.

42. Failure to send or deliver an Agenda to any committee member shall not invalidate the proceedings.

### **Chairing of Meetings**

43. The Chair of each Committee shall be appointed by the FSS Chair for such term as they may determine, but ordinarily to run concurrent with the remainder of a Board Member's term of office.

44. In the absence of the Chair, the other Committee Members present shall appoint one of their number to chair the meeting.

### **Quorum**

45. The quorum for any Committee meeting shall be two thirds of the committee membership or a greater number as the Board may state in the terms of reference for the Committee.

## **Definitions**

**Agenda** – means the reports for the meeting together with the cover sheet listing the items for consideration at a meeting.

**Code of Conduct** – the model Code of Conduct introduced by the Ethical Standards in Public Life etc. (Scotland) Act 2000 and adopted by the Board in April 2015.