



# **SOUTH OF SCOTLAND ENTERPRISE**

## **STANDING ORDERS FOR MEETINGS OF THE BOARD**

**3 JULY 2025**

**[Next Review: 3 July 2027]**

The South of Scotland Enterprise (SOSE) Board Standing Orders were approved by the Board on **3 July 2025**.

## **INTRODUCTION**

1. South of Scotland Enterprise (SOSE) is a Non-Departmental Public Body (NDPB) which was set up in April 2020 to address the unique situation in the South of Scotland, and establish the South as a centre of opportunity, innovation and growth. It aims to drive inclusive growth, increase competitiveness, and tackle inequality within the region.
2. SOSE was established through the South of Scotland Enterprise Act 2019 and works across Dumfries & Galloway and the Scottish Borders, providing a range of **services** and **support** to help businesses and communities to realise their full potential.
3. These Standing Orders are in addition to the requirements as set out in the South of Scotland Enterprise Act 2019 and the provisions set out in the following documents:
  - a) Code of Conduct for Members of South of Scotland Enterprise
  - b) SOSE Framework Document
  - c) The Ethical Standards in Public Life etc. (Scotland) Act (2000)
  - d) Environmental Information (Scotland) Regulations (2004)
  - e) The Freedom of Information (Scotland) Act (2002)
  - f) The Data Protection Act (2018)

## **DEFINITIONS**

4. In these Standing Orders, unless the context otherwise requires, the following words and expressions bear the meanings hereby assigned to them respectively: -
  - (I) 'Act' means the South of Scotland Enterprise Act 2019, or any statutory modification or amendment for the time being in force;
  - (II) 'Board' means the Board of South of Scotland Enterprise (SOSE) as constituted under section 2 the Act;
  - (III) 'Chair' means the Chair of the Board appointed by the Scottish Government in accordance with paragraph 1 of Schedule 1 of the Act, or another Board member chosen to preside over a specific meeting or committee of the Board;
  - (IV) 'Member' means a current member of the Board appointed by the Scottish Government in accordance with paragraph 1 of Schedule 1 of the Act, including the Chair and the Chief Executive;
  - (V) 'Chief Executive' means the Chief Executive of South of Scotland Enterprise, appointed in accordance with paragraph 7 of Schedule 1 of the Act;
  - (VI) "Deputy Chair" means the member of the Board appointed by the Chair to serve as deputy;

## **BOARD MEMBERSHIP**

5. SOSE Board members are appointed by Scottish Ministers. The Board will consist of a Chair plus at least 5 but not more than 10 other members and the Chief Executive.

## **QUORUM**

6. Four members present shall constitute a quorum at meetings of the Board, provided that no member has a conflict of interest in relation to any matter on the agenda.

## **CHAIR**

7. The Chair shall preside at all meetings of the Board. In the absence of the Chair, the Deputy Chair will preside at meetings. In the absence of the Chair and Deputy Chair the members present may choose another member to preside at the meeting. The Chair can agree a member to preside in advance.
8. The Chair is responsible for maintaining order and ensuring that business is conducted reasonably, fairly, effectively, responsibly and in accordance with statute and any directions from Ministers.
9. Members will respect and, if necessary, defer to the authority of the Chair.

## **ATTENDANCE AT BOARD MEETINGS – BOARD MEMBERS**

10. Should a member fail to attend Board meetings for a period of 4 consecutive months without reasonable excuse or misses three consecutive ordinary meetings, the Chair may discuss with the member the circumstances surrounding their absence and, if need be, their suitability for remaining a member of the Board. In such circumstances the Chair may raise with Ministers the potential removal of that member.

## **ATTENDANCE AT BOARD MEETINGS – SOSE STAFF**

11. The Chief Executive will attend Board meetings, except when agreed by the Chair that the matter under discussion should involve members only.
12. Members of the Senior Leadership team (SLT) will attend Board meetings as required. Other SOSE employees may attend at the discretion of the Chair and/or Chief Executive.
13. The Chief Executive will ensure that the work of the Board and Committees is supported and serviced by appropriate staff.

## **SCHEDULE OF MEETINGS**

14. A schedule of ordinary meetings of the Board and Committees shall be approved by the Board following consultation with the Chair and Chief Executive. This will normally be prior to the beginning of each financial year.

## **ORDINARY (OR SCHEDULED) MEETINGS**

15. There will be no fewer than six ordinary Board meetings per financial year. Meetings can be held in a variety of formats – including physical, virtual, and other agreed formats that enable members to engage in discussion of matters on each agenda and to make decisions.

## **AD HOC (OR SPECIAL) MEETINGS**

16. The Chair or Chief Executive may convene an ad hoc meeting of the Board to deal with business that will not wait until the next ordinary meeting. An ad hoc Board meeting may also be convened in response to a written request to the Chair from a minimum of three Board members.

## **EXCEPTIONAL CIRCUMSTANCES**

17. When it is not practicable to convene a Board meeting for urgent decisions, decisions may be taken by the following methods:-
  - a) by the Chair and Chief Executive and submitted to a subsequent Board meeting for agreement.
  - b) by correspondence, normally email. In these circumstances relevant papers will be provided to members and the decisions and actions will be noted and recorded in the minute of the next ordinary meeting.

## **DISTRIBUTION OF AGENDA AND PAPERS**

18. The agenda for meetings of the Board will be agreed by the Chair and Chief Executive.
19. The agenda and all papers will normally be issued at least five working days (including the day issued) before an ordinary meeting of the Board. On occasion, papers that have not been circulated in advance may be considered at a meeting, with the consent of the Chair.

## **MINUTES**

20. A minute will be kept of all Board meetings and shall record:-
  - (a) the names of everyone present at the meeting;
  - (b) any declarations of interest;
  - (c) that a discussion took place;
  - (d) points of significance;
  - (e) actions and decisions
21. After approval by the Chair, the draft minute will be added to the agenda for the next Board meeting where, subject to any agreed amendments, will be signed electronically by the Chair and held as a true record of the proceedings to which they relate.
22. Approved minutes of Committee meetings will be included on the agenda of Board meetings, for members information.
23. In the interest of accountability, minutes of ordinary Board meetings will be made publicly available following approval. Redactions to published minutes will be considered and applied.
24. Decisions on issues of immediate importance to operational staff may be disseminated to them with the caveat that the minute has not been approved.

## **ORDER OF BUSINESS**

25. Meetings will follow the order of business as outlined in the Agenda or as stated by the Chair at the beginning of the meeting. The first business of any meeting of the Board shall normally be declarations of interest, followed by the submission and approval of the minute of the previous meeting.
26. Any private business will be conducted under the agenda item 'private matters'. This part of the proceedings will be confidential and will be minuted separately and not publicly available.

## **DECLARATION OF INTEREST**

27. The SOSE Code of Conduct for Board members requires Board members to declare any interests in the business of a meeting as soon as is practicable, either before or at a Board meeting. It is the responsibility of each Board member to ensure that relevant interests are declared, even if there is not a specific agenda item to elicit declarations of interest.
28. It will be the decision of the Chair whether the member declaring the interest will have sight of any relevant papers and will remain in the meeting and participate in that part of the proceedings. They may be asked to withdraw from the meeting by the Chair whilst the area of interest is discussed.
29. Declarations of interest will be recorded in the minute.
30. The Board Code of Conduct includes the requirement for Board members to formally register existing and new interests timeously. The register of interests held for all members will be made publicly available.

## **VOTING**

31. The Board will normally arrive at its decisions by consensus, following consideration and discussion of evidence and recommendations. The Chair has the power to call for a vote if this is deemed appropriate. A vote will be decided by way of a simple majority. In case of a tie, the Chair shall have a second or casting vote.

## **CONFIDENTIALITY**

32. The agenda, papers and all proceedings of the Board and Committees obtained by a Member by virtue of membership of the Board shall be treated as confidential unless and until such time as they may become public in the ordinary course of the Board's business, subject always to the Freedom of Information (Scotland) Act 2002 and Environmental Information (Scotland) Regulations 2004.

## **CONTRACTS/LEGAL COMMITMENTS**

33. Except with the specific approval of the Board or in accordance with the scheme of delegation, no contract/legal commitment or equivalent binding the Board and/ or SOSE shall be entered into by any member of the Board.

## **COMMITTEES**

34. Committees established by the Board will operate in accordance with their terms of reference. The Committees may include people who are not members of Board.
35. The Board may specify the Chair and membership, its quorum, terms of reference and any other rules for the conduct of its business. The Board at any time may dissolve a committee or alter its membership.

## **VARIATION AND REVISION OF STANDING ORDER**

36. The standing orders of the Board will be reviewed every 2 years. They may be varied or revoked, and additional standing orders may be adopted with the consent of the majority of members present at any meeting.

## **SUSPENSION OF STANDING ORDERS**

37. No standing order shall be suspended at any meeting except by consent of the Chair and a majority of the members present, being no fewer than four Board Members.

## **SUPREMACY OF THE ACT**

38. Standing orders shall be subject to the provisions of the Act and any directions made by the Government under the Act and in force at the time.

## **COMMENCEMENT**

39. These standing Orders come into force as from July 2025 and shall remain in force until altered, amended or added to in terms of standing order 36.