

Terms of Reference

Purpose

1. The Board has the following purpose:

Supporting the KLTR's strategic direction: The Board will provide advice, guidance and views to the KLTR on its strategic objectives and activities. The Board will also do so regarding the content of KLTR initiatives and will act as a sounding board and provide views on issues relating to any work as determined by the KLTR.

Advising on the effectiveness of the KLTR's corporate governance arrangements: this includes KLTR's systems of internal control and assurance, risk management and financial reporting, this will be done as part of the Audit Committee, a sub-group of the Board.

Membership

2. The KLTR shall have responsibility for the Board, assisted by administrative support from the KLTR Department. The Board shall be chaired by the KLTR and, at present, comprises:
 - The KLTR (Chair)
 - The Chief Executive
 - The Chief Finance Officer
 - 3x Non-Executive Directors
3. Secretariat support will be provided by the Finance, Governance and Strategy Team.
4. As well as the above membership, other external and internal individuals may be invited to attend all or part of a meeting, at the Chair's discretion, for specific items under discussion. Attendees may include, for example, Head of Governance and Strategy, External Audit (Audit Scotland) and subject matter experts.

Appointments and tenure

5. The maximum term of office for Non-Executive Directors is four years or to their date of resignation or removal (whichever comes first).
6. A member's appointment may be terminated at any time during their term by one of the following ways:
 - Mutual agreement;

KLTR Advisory Board

- With one month's written notice provided by the KLTR Accountable Officer or KLTR Secretariat to the member; or
- With three months' written notice provided by the member to the Chair of the Board.

Duties and Responsibilities

7. The Advisory Board is responsible for:

- A) providing advice, support, scrutiny and constructive challenge to the KLTR and KLTR Office on its strategy development, activities and any initiatives, all to facilitate the effective delivery of our responsibilities;
- acting as a sounding board and provide views on issues relating to any work as determined by the KLTR and KLTR Office;
 - promoting good governance practices to assist the Board in discharging its functions effectively and the Office in operating effectively;
 - ensuring the KLTR and KLTR Office operate in an open and accountable way;
- B) Considering the content of draft key governance documents and other documents for publication and be providing feedback and suggestions in their advisory capacity prior to final CEO and KLTR sign-off. These include but are not limited to: strategic plans, business plans, annual reports and accounts, finance strategies, publication schemes, business continuity plans and newly created KLTR specific policies (i.e. not COPFS policies) which are considered to be of significant importance or strategic relevance; and
- at times, being available for senior recruitment and appraisal, leadership development, mentoring and for bespoke time limited projects.

Meetings

8. There will normally be four meetings per year, organised by the Finance, Governance and Strategy Team, with additional meetings to be called to discuss particular items of interest if necessary.
9. The Quorum necessary for a meeting to proceed shall be one third of the members of the Board and comprising at least one Non-Executive Director. In the event of the absence of the Chair, the Board shall be chaired by the Accountable Officer. In the event of the absence of both, those present shall agree the Chair for that meeting.
10. Any member of the Board who has a material interest in any matter to be discussed by the Board must declare their interest before the matter is discussed.

11. Subject to the Chair's agreement, the Board may allocate work to any individual, organisation or group it sees fit and set appropriate timings and requirements for any such work. The Board may also appoint a sub-group to take forward any particular piece of work and may include paid work where specific expertise is required.

Advice

12. The Board may procure specialist ad-hoc advice at the expense of the KLTR department subject to budgets agreed by the Accountable Officer.

Reporting

13. The Board will formally report after each meeting. A copy of the minutes of the meeting may form the basis of the report.
14. The Board will ensure that the KLTR and Accountable Officer have all the documentation and statements necessary to support finalisation of the accounts and the governance statement, summarising its conclusions from the work it has done during the year. This will normally be during the months of July/August in line with the timetable for preparing the Annual Report & Accounts.

Conflict of Interest

15. Members must declare conflicts of interest that arise in the course of their membership on the KLTR Board that are likely to conflict with KLTR business. Declarations are recorded at the start of each Board meeting.

Review

16. These terms of reference may be reviewed from time to time but may only be changed with the KLTR's approval.