

## **1. GENERAL**

- 1.1 The Scottish Legal Complaints Commission (the Commission) in accordance with the provisions of Section 32(1) and Paragraph 1(l) of Schedule 3 of the Legal Profession and Legal Aid (Scotland) Act 2007 (the 2007 Act) has made the following arrangements for the discharge of its functions. These arrangements are to be referred to as the standing orders of the Board.
- 1.2 The Commission is a body corporate the members of which (the Commissioners) undertake the functions and oversight of the Commission's activities via a Board of Governance (referred to hereafter as the Board).
- 1.3 The standing orders are for the guidance of the Board of Governance. Reference should also be made to the Governance Arrangements document and to the Code of Conduct.
- 1.4 These standing orders will be reviewed every six months for the first eighteen months, then, revised at least annually, by the Board.

## **2. BOARD**

- 2.1 In the first year of its operation, the Board will not have any Standing Committees.
- 2.2 The Chair of the Commission (the Chairing member) shall Chair all Board Meetings at which s/he is present.
- 2.3 In the absence of the Chairing member, unless an acting chair has been appointed by the Chairing member, the members present at such a meeting shall elect one of their number, a non-lawyer member, to act in the place of the Chairing member.
- 2.4 The Board should normally meet quarterly. The chairing member may cancel a meeting for operational purposes but there should not be a gap of more than four calendar months between meetings.

The chairing member or, in particular circumstances, other members may call for a meeting of the Board at any time (see E below).

- 2.5 In the first year of the Board's functioning, the Board meetings will consider all the Commission's workflows together.

- 2.6 All Board meetings shall be in private.
- 2.7 The Board intends to produce a publication scheme.
- 2.8 Any member of the Board may on reasonable cause shown be suspended from a meeting(s) of the Board by the Chairing member or be disqualified from taking part in any business of the Board in specific circumstances.

### **3. WORKING PARTIES OR GROUPS**

Working parties or groups may be set up from time to time by the Board, the Chairing member, the Chief Executive or senior Officials for the purpose of studying particular issues or problems. Each working party or group will be given a remit or task and asked to respond to the Board with its recommendations. Working parties or groups need not contain Commission members nor are they subject to the requirement that the majority membership must be non lawyer members. The working party or group shall submit a Report to the Board setting out their findings and recommendations.

### **4. QUORUM**

- 4.1 The quorum of the Board shall be five members and of those five members or any larger number of members attending any meeting of the Board there must be a greater number of non lawyer members than lawyer members.
- 4.2 Any member unable to attend in person at a meeting of the Board may participate in the meetings via conference call or any other appropriate facility enabling participation in such a meeting and suitable facilities will be provided by the Commission for such participation.
- 4.3 A member participating via conference call or similar will have the same rights and responsibilities as members attending in person including full voting right and his/her participation will count as attendance for the purpose of establishing whether a quorum is present and whether there are more non lawyer members present than lawyer members. A member participating by conference call will not Chair the meeting.
- 4.4 In the event that there are more lawyer members present than non lawyer members for all or part of any meeting the Chairing member shall direct that a lawyer member remove him/herself from the meeting or part thereof as appropriate in order to maintain the balance as between lawyer and non lawyer members. It shall be entirely at the discretion of the Chairing member as to which lawyer member is required to leave any meeting or part of a meeting.
- 4.5 In the event that any meeting of the Board is inquorate as a result of steps taken to maintain the balance between lawyers and non lawyers or for any other reason it shall be open to the Board to discuss all matters on the agenda for that meeting or any other matter they choose to

- 4.6 All reasonable steps will be taken to ensure that notification of non attendance is given to the affected Board member as far in advance as possible prior to the relevant meeting. In the event that such notification is not given and a member is required to stand down from attendance at an entire meeting, that member will be entitled to payment at the normal daily rate for said meeting.

## **5. CALLING OF MEETINGS**

- 5.1 Meetings of the Board shall be called by the Chairing member or by any person acting under his/her instruction.
- 5.2 The frequency of Board meetings shall be proposed by the Chairing members and agreed by the Board.
- 5.3 The Board may prescribe the timescale for working parties or groups within which they should fulfil their remit and report back to the Board. Extension of such timescales would require Board approval.
- 5.4 Wherever practicable, notice of a meeting of the Board shall be given at least seven calendar days beforehand.
- 5.5 An agenda of the meeting and relevant papers will also be sent, wherever practicable, at least seven calendar days before each meeting (see below).
- 5.6 The dates of meetings of the Board will normally be set out in an agreed programme. Where it is necessary to change the date of a meeting or call an additional meeting, notice of at least seven calendar days will be given wherever practicable.
- 5.7 In cases of special urgency a meeting shall be properly called by the Chairing person if notice can be received by the members two days prior to the meeting.
- 5.8 The Chief Executive can arrange that a special meeting of the Board be called if a request is made in writing for that purpose and signed by one third of all Members of the Board.
- 5.9 If the Chairing member refuses to call a meeting of the Board after presentation of a requisition for that purpose specifying the business proposed to be transacted, signed by at least one third of the whole number of members, or if, without so refusing the Chairing member does not call a meeting within five working days after such requisition, Members may forthwith call a meeting provided that no business shall be transacted at the meeting other than that specified in the requisition.
- 5.10 In all other circumstances, a meeting shall be properly convened if the members agree to waive the requirement for notice.

- 5.11 Notice of the dates of meetings may be given by electronic transmission, fax or, in cases of high urgency, telephone.
- 5.12 Wherever practicable, the agreed programme of Board meeting dates shall be circulated to members at the beginning of each calendar year.

## **6. CONDUCT OF BUSINESS AND VOTING**

- 6.1 A meeting may make a decision unanimously or by a majority of the members present. If following full discussion a divergence of views is evident, the Chair may decide to call for a vote to enable a clear decision to be reached. In the latter case a vote of the members may be taken orally, in writing or by a show of hands at the Chair member's discretion. The Chairman shall have a casting as well as a substantive vote (other than when Chairing a Determination Committee). All members shall vote when so required by the Chair. Note: voting should be a rare occurrence or of last resort.
- 6.2 The Minute of the meeting shall record any decisions taken. In the absence of a statement to the effect that the decision was taken by a majority, it will be deemed to record a unanimous decision. A member dissenting from a majority decision may ask for their dissent to be recorded in the Minutes but Board members will have collective responsibility for all decisions made.
- 6.3 A member, not present at a meeting at which a decision is taken from which he or she dissents, may raise his or her concerns with the Chairing member. It is within the discretion of the Chairing member and of the Chief Executive to defer the implementation of any such decision and refer the matter for further discussion as they deem appropriate.
- 6.4 A member who wishes an item placed on the Agenda for a meeting of the Board shall inform the Chairing member and it will lie in their discretion as to whether to place the item on the Agenda and for which meeting.
- 6.5 Any member who has a personal or professional interest in a matter shall declare that interest in accordance with the Commission's Code of Conduct for Members at the commencement of the meeting when the matter is to be discussed and where appropriate the member will refrain from participating in the discussion of it or withdraw during discussion of it. The member must accept the direction of the Chairing member in such matters.
- 6.6 The Chairing member may invite non Board members to attend any meeting or part of a meeting and to participate in any discussion. The attendance of non members shall not affect any of the requirements for such meeting to be quorate and consist of a majority of non Lawyer members.

## **7. CHAIRING MEMBER**

The Chairing member shall decide all matters of conduct, order, competency and relevancy, and their decision shall be final.

- 7.1 The Chief Executive as accountable officer may in certain circumstances require to set out in writing his objections to a course of action contemplated by the Board or its Chairing member. Where such a situation arises no standing order of the Board shall apply if it would tend to impede either the setting forth of these objections or consideration of them by the Board.
- 7.2 Nothing in the previous Paragraph shall be read so as to imply that the Chief Executive may not set forth objections to such a course contemplated by the Board or its Chairing member other than in writing although such objections however made should be confirmed in writing.
- 7.3 The Board shall not overrule objections from the Chief Executive as Accountable Officer other than by a majority of three quarters of those present and at least two thirds of members then serving being present and the majority of Board members being present being non Lawyer members. In this event the Accountable Officer will act in accordance with the requirements of the Memorandum to Accountable Officers issued by the Scottish Executive.
- 7.4 For the purposes of enabling the business of the Board to be conducted in the absence of the Chairing member, the Chairing member will appoint a non-lawyer Member to act as Vice Chair and any person so appointed will hold office for such a period as the Chairing member may decide.
- 7.5 Where the Chairing Member has ceased to hold office or where that person is unable to perform their duties due to illness or any other cause , the Vice Chair shall take the place of the Chairing Member in conducting the business of the Board until, if appropriate, a new Chairing Member is appointed by statutory process.

## **8. CIRCULATION OF PAPERS & CLEARANCE OF MINUTES**

- 8.1 For scheduled meetings of the Board, the agenda and papers to be considered will be despatched to members to arrive at least seven calendar days in advance of the meeting whenever practical. Papers will be sent by electronic mail, fax or First Class Post at the option of the member.
- 8.2 For all other meetings of Board or its working groups, papers will be circulated as soon as practical after the meeting has been called.
- 8.3 For meetings of the Board, or working groups the draft Minute of the meeting will be submitted to the Chairing member or Convenor for approval within seven calendar days of the meeting.
- 8.4 The draft Minute will be placed on the Agenda of the next available Board meeting and circulated with the Agenda. If the next meeting is not to be

held within five weeks of the last meeting the draft Minute will be circulated to relevant members and officials for information.

- 8.5 The Board will formally approve minutes of previous meetings.
- 8.6 Recommendations and reports from working groups will be sent to the Chairing member as requested or for the next available Board meeting for ratification or if the Board determines any item may be remitted back to a working group for further consideration and report. The Board reserves the right to countermand any decisions made by a working group.

## **9. OTHER OPERATIONAL ISSUES**

- 9.1 The primary role of all Board Members is to provide strategic direction, oversight, support and guidance for the Commission and to promote commitment to its core values, policies and objectives. One of the key roles of every Board Member is to provide a strong 'challenge function', carefully scrutinising plans and the underlying assumptions before decisions are taken, and thereafter to monitor performance.
- 9.2 All Commissioners have a duty regarding conduct, propriety and confidentiality and must abide by the Commission's Code of Conduct and observe the seven principles of public life as out in the Nolan Committee Report (1995).
- 9.3 Any home working arrangements agreed by the Commission should ensure that due regard is taken to care of papers, documents, and confidential material relating to the business of the Commission.
- 9.4 All equipment provided by the Commission for its members' use will be returned to the Commission on retiral or cessation of a member's appointment.
- 9.5 A secure website will be set up for Members to confer and communicate with each other between formal meetings.
- 9.6 Members will receive a daily rate payment proportionate to the time expended for attendance at Board Meetings and working groups, and for work incurred in carrying out the Commission's business.
- 9.7 As detailed above: D (4.4 and 4.5), any Member unable to attend a meeting of the Board or any of its working groups may participate in the meeting via conference call. A Member participating via conference call will be eligible to receive the daily attendance rate payment - as if they were attending in person.
- 9.8 Members may also be requested by the Chairing member to represent the Commission at External Meetings or give presentations on behalf of the Commission at conferences, and other national events. Such a time commitment and work requirements will be agreed jointly between the member and the Chairing member.

- 9.9 With the agreement of the Scottish Government, an annual allowance will be made available to Members to cover the costs of telephone calls, PC/computer time, telephone/video conferencing, and incidentals like the purchase of stationery, which will enable the member to print out relevant reports and information which keeps them up-to-date and alert to current issues affecting the Commission's work.
- 9.10 The Chairing member of the Commission will meet with Commissioners regularly and appraise them annually in relation to their performance as Members.