



# **Redress Scotland**

## Rules of Procedure

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## 1 General

- 1.1 Redress Scotland (in Gaelic, Ceartaich Alba) is a body corporate established by section 3 of the Redress for Survivors (Historical Child Abuse in Care) (Scotland) Act 2021 (hereinafter referred to as '**the Redress Act**'). In terms of its status as a Scottish public body, Redress Scotland is categorised as a Non-Departmental Public Body (NDPB).
- 1.2 The members of Redress Scotland, who are appointed by the Scottish Ministers under paragraph 1(1) of schedule 1 of the Redress Act, will be known collectively as '**the Corporate Body**'. The Chair of Redress Scotland, appointed by Ministers under paragraph 1(1)(a) of schedule 1 of the Redress Act, may be referred to as '**the Chair of the Corporate Body**' or '**the Chair**'.
- 1.3 These rules of procedure (hereinafter referred to as '**these Rules**') to regulate the conduct and proceedings of the Corporate Body are made under paragraph 11 of schedule 1 of the Redress Act. They also apply to committees established by the Corporate Body under paragraph 9 of schedule 1 of the Redress Act.
- 1.4 Survivors are at the heart of the Redress Scotland process and each committee meeting will appoint a reviewer to feedback where and how survivors have been considered during the meeting.
- 1.5 Other matters relating to the governance of Redress Scotland are also set out in: -
- 1.5.1 The Redress Scotland Corporate Body Code of Conduct ('**the Code of Conduct**'), which makes provision on the registration and declaration of interests;
- 1.5.2 The Redress Scotland Scheme of Delegation ('**the Scheme of Delegation**'), which sets out which of its functions the Corporate Body has delegated to individual members, committees or members of staff under paragraph 10(1) of schedule 1 of the Redress Act; and
- 1.5.3 The Redress Scotland Framework Document ('**the Framework Document**'), which sets out the framework for the relationship between Redress Scotland and the Scottish Ministers (including the governance, financing and operations of Redress Scotland).
- 1.6 Where these Rules do not make specific provision, the Chair, in consultation with the Chief Executive, will have discretion to determine

all questions of procedure for the conduct and proceedings of the Corporate Body.

## **2 Membership of the Corporate Body**

2.1 Members are appointed to, and hold office in, Redress Scotland in accordance with the provisions of schedule 1 of the Redress Act. They collectively form and may be referred to as 'the Corporate Body' of Redress Scotland as set out in rule 1.2.

2.2 The majority of members of Redress Scotland are to be appointed to undertake determinations in connection with applications by individuals under the redress scheme and are known as '**panel members**'. A number of members of Redress Scotland are to be appointed to provide scrutiny and oversight of corporate governance (including quality assurance of panel determinations) but are excluded from undertaking determinations themselves– they are known as '**governance members**' or '**non-executive members**'. Where these Rules refer to 'members' without qualification, they should be read as applying to both panel and governance members.

2.3 Members are appointed to the Corporate Body and any of its committees in their individual capacity and they do not hold office as representatives of any personal or professional group or any professional or other corporate body. Members of the Corporate Body and any of its committees are expected to subscribe to, and comply with, the Code of Conduct.

2.4 Any member who has a personal or professional interest in a matter shall declare that interest in accordance with the Code of Conduct 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 Chair in such matters.

## **3 Chair of Redress Scotland**

3.1 The Chair, or in their absence the Deputy Chair, will preside at meetings of the Corporate Body in accordance with these Rules. Any power or duty assigned to the Chair in relation to the conduct of a Corporate Body meeting may be exercised by the Deputy Chair if presiding at the meeting.

3.2 In the event that the Chair is unable to attend a meeting of the Corporate Body, and the Deputy Chair is also unable to attend, a temporary deputy will be selected by the members present. Any power or duty

assigned to the Chair or Deputy Chair in relation to the conduct of a Corporate Body meeting may be exercised by the temporary deputy (if appointed) at the meeting.

3.3 The Chair will regulate discussion and debate at meetings of the Corporate Body and will ensure that all present enjoy equality of opportunity to express their views.

3.4 If, in the opinion of the Chair, any person present at a meeting of the Corporate Body is incapacitated, behaving inappropriately or without due consideration for other members or persons present, the Chair may require that person to leave the meeting.

3.5 The Chair is bound, in the same way as all members, by the provisions of the Code of Conduct and of rules 2.4 and 4.8 in respect of the declaration of interests.

## **4 Meetings and decision-making of the Corporate Body**

### **4.1 Calling of meetings**

4.1.1 Meetings of the Corporate Body shall be called by the Chair or by any person acting under the Chair's instruction.

4.1.2 The Chief Executive can arrange that a special meeting of the Corporate Body be called if a request is made in writing for that purpose and signed by one third of all of the members.

4.1.3 If the Chair refuses to call a meeting of the Corporate Body 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 (rounded down to the nearest integer), or if, without so refusing the Chair does not call a meeting within five working days after such requisition, the members may forthwith call a meeting provided that no business shall be transacted at the meeting other than that specified in the requisition. The Chief Executive will be obliged to provide such support for that meeting as would ordinarily be provided for a meeting of the Corporate Body.

### **4.2 Frequency of meetings**

The frequency of meetings of the Corporate Body shall be proposed by the Chair and agreed by the Corporate Body. The Corporate Body should meet at least annually for a general meeting.

### 4.3 Notice of meetings

4.3.1 Wherever practicable, notice of a meeting of the Corporate Body shall be given at least seven calendar days beforehand.

4.3.2 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.

4.3.3 In cases of special urgency a meeting shall be properly called by the Chair if notice can be received by the members two days prior to the meeting.

4.3.4 In all other circumstances, a meeting shall be properly convened if the members agree to waive the requirement for notice.

4.3.5 Notice of the dates of meetings may be given by electronic transmission or, in cases of high urgency, telephone.

### 4.4 Agenda of meetings

4.4.1 An agenda of the meeting and relevant papers will also be sent, wherever practicable, with the notice of the meeting.

4.4.2 A member who wishes an item placed on the agenda for a meeting of the Corporate Body shall inform the Chair and it will lie in their discretion as to whether to place the item on the agenda and for which meeting.

### 4.5 Quorum

A meeting of the Corporate Body is quorate only if:

4.5.1 two-thirds of the total number of members (rounded down to the nearest integer) are present; and

4.5.2 at least two of the members present are governance members.

### 4.6 Attendance

Meetings of the Corporate Body will be held in person, or by audio or video-conference as is most suitable. Where a meeting is being held in person, members may, by exception and with agreement of the Chair, attend by audio or videoconference.

### 4.7 Decision-making

4.7.1 Decisions of the Corporate Body can be made unanimously or by a simple majority of the members present at a meeting. If, following full discussion, a divergence of views is evident, the Chair (or other person chairing the meeting) may decide to call for a vote to enable a clear decision to be reached. A vote can be taken orally, in writing, by a show of hands or by such other means as indicates a result at the Chair's discretion.

4.7.2 All members are eligible to vote on decisions of the Corporate Body and each member has one vote.

4.7.3 In the event of a tied vote, the Chair (or other person chairing the meeting) will have the casting vote.

4.7.4 A member participating via conference call or similar will have the same rights and responsibilities as members attending in person, including full voting rights, and their participation will count as attendance for the purpose of establishing whether a quorum is present.

#### 4.8 Conflict of interest

Any member who has a personal or professional interest in a matter shall declare that interest in accordance with the Code of Conduct at the commencement of the meeting when the matter is to be discussed. 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 Chair in such matters (or where that member is the Chair, the direction of the Deputy Chair or acting chair for that part of the meeting).

#### 4.9 Non-members

The Chair may invite non-members to attend any meeting or part of a meeting and to participate in any discussion.

### **5 Committees**

#### 5.1 Committee structure and establishment

5.1.1 Subject to rule 5.4, when establishing a committee pursuant to paragraph 9 of schedule 1 of the Redress Act, the Corporate Body (or such other members or committees to whom the function of establishing committees is delegated) shall determine:

5.1.1.1 the membership of the committee;

5.1.1.2 the arrangements for chairing the committee;

5.1.1.3 the remit and terms of reference of the committee (in consultation with the chair of the committee); and

5.1.1.4 whether any modification of the committee procedures set out in rule 6 as they apply to the committee are necessary or expedient in view of the Committee's composition and remit.

5.1.2 The Corporate Body will review its committee structure and committee effectiveness annually.

## 5.2 Initial committees

5.2.1 Pursuant to paragraph 9 of schedule 1 of the Redress Act, the Corporate Body has established the following committees:

5.2.1.1 an Oversight Board to exercise the functions of Redress Scotland in relation to the oversight of its statutory and business functions, finance and administration (the "**Oversight Board**"); and

5.2.1.2 an Audit Risk and Assurance Committee to support Redress Scotland in relation to risk, control and governances and associated assurance through a process of constructive challenge (the "**ARAC**").

## 5.3 Committee remit

5.3.1 Delegated authority for each committee is contained in the terms of reference for each committee as determined by the Corporate Body in accordance with paragraphs 9 and 10 of schedule 1 of the Redress Act.

5.3.2 The Corporate Body may also delegate specific matters to committees through its annual business programme or on an ad hoc basis.

5.3.3 Committees established under paragraph 9 of schedule 1 of the Redress Act will operate strictly in accordance with these Rules and their terms of reference.

5.3.4 Each committee shall have the full powers of the Corporate Body to deal with any matter within its remit and matters delegated to it. Anything done by a committee in relation thereto shall have effect as if it has been done by the Corporate Body. However, where a matter is particularly controversial, sensitive or novel the Committee may refer the matter to the Corporate Body.

#### 5.4 Committee membership

5.4.1 A committee must comprise of at least two members of the Corporate Body.

5.4.2 The majority of members of a committee must be members of the Corporate Body.

5.4.3 The number of members of a committee who are panel members shall not exceed the number of member of the committee who are governance members.

5.4.4 The person designated as the chair of a committee must be a member of the Corporate Body.

5.4.5 Any person who is not a member of the Corporate Body and is appointed to a committee under paragraph 9(2) of schedule 1 of the Redress Act is entitled to attend all meetings of that committee but is not entitled to vote at meetings of that committee.

### **6 Committee proceedings**

#### 6.1 Calling of meetings

Meetings of a committee shall be called by its chair or by any person acting under their instructions.

#### 6.2 Notice of meetings

6.2.1 Wherever practicable, notice of a meeting of a committee shall be given at least seven calendar days beforehand.

6.2.2 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.

6.2.3 In cases of special urgency a meeting shall be properly called by the chair of the committee if notice can be received by the committee members two days prior to the meeting.

6.2.4 In all other circumstances, a meeting shall be properly convened if the committee members agree to waive the requirement for notice.

6.2.5 Notice of the dates of meetings may be given by electronic transmission or, in cases of high urgency, telephone.

### 6.3 Agenda of meetings

6.3.1 An agenda of the meeting and relevant papers will also be sent, wherever practicable, with the notice of the meeting

6.3.2 A committee member who wishes an item placed on the agenda for a meeting of the committee shall inform the chair of the committee and it will lie in their discretion as to whether to place the item on the agenda and for which meeting.

### 6.4 Quorum

6.4.1 A meeting of a committee is quorate only if:

6.4.1.1 half of the committee membership plus one committee member is present;

6.4.1.2 the number of panel members present does not exceed the number of governance members present.

6.4.2 However, when not quorate the members of the committee present may decide to proceed with a meeting at which items on the agenda may be considered. In these circumstances, any recommendations reached will be put to the next committee meeting for decision. Otherwise the items will be put to the Corporate Body for decision, with a clear statement that the meeting had not been quorate.

### 6.5 Attendance

6.5.1 Meetings of a committee may be held either in person or online and this will be agreed in advance by the chair of the committee. Where a meeting is being held in person, committee members may, by exception and with agreement of the chair, attend by audio or video-conference.

### 6.6 Decision-making

6.6.1 Decisions of a committee can be made unanimously or by a simple majority of the committee members present at a meeting. If, following full discussion, a divergence of views is evident, the chair of the committee (or other person chairing the meeting) may decide to call for a vote to enable a clear decision to be reached. A vote can be taken orally, in writing, by a show of hands or by such other means as indicates a result at the chair of the committee's discretion.

6.6.2 All committee members who are also members of the Corporate Body are eligible to vote on decisions of the committee and each such member has one vote.

6.6.3 In the event of a tied vote, the chair of the committee (or other person chairing the meeting) will have the casting vote.

6.6.4 A committee member participating via conference call or similar will have the same rights and responsibilities as committee members attending in person including full voting right and their participation will count as attendance for the purpose of establishing whether a quorum is present.

## 6.7 Conflict of interest

Any committee member who has a personal or professional interest in a matter shall declare that interest in accordance with the Code of Conduct at the commencement of the meeting when the matter is to be discussed and where appropriate the committee member will refrain from participating in the discussion of it or withdraw during discussion of it. The committee member must accept the direction of the chair of the committee in such matters.

## 6.8 Reporting

Each year, committees will prepare and submit to the Corporate Body a report on their activity for that year (beginning 1 April) for the purposes of the preparation of the annual report which Redress Scotland is required to prepare under paragraph 17 of schedule 1 of the Redress Act.

## **7 Minutes**

7.1 Minutes will be kept of each Corporate Body and committee meeting of Redress Scotland recording the members (or, as appropriate, the committee members) present, staff in attendance, apologies tendered

and accepted for non-attendance, issues considered, decisions reached, resolutions passed and actions agreed.

- 7.2 Draft minutes will be prepared by Redress Scotland for the Corporate Body or committee and will be sent to the Chair (or, as appropriate, the committee chair) or deputy who chaired the meeting for approval, usually within seven calendar days of the relevant meeting. The revised draft minutes, taking account of comments from the Chair (or, as appropriate, the committee chair) or the deputy who chaired the meeting, will be sent to all members of the Corporate Body (or, as appropriate, all committee members), as quickly as possible and usually within two weeks of the date of the meeting. The draft minutes will be tabled at the next meeting of the Corporate Body (or, as appropriate, the committee) for approval.
- 7.3 Where any committee's terms of reference require it to report to the Corporate Body, another committee and/or the Accountable Officer following a meeting, that report can be approved by the committee chair based on draft minutes. Where final minutes include substantive revisions, these should be drawn to the attention of the recipients of the draft minutes as soon as possible after the minutes are finalised.
- 7.4 Where those present at a meeting of the Corporate Body or any of its committees determine that any part of the business conducted is sensitive, for instance for commercial, data protection or staffing reasons, that part of the proceedings will be minuted separately and will not be published under rule 7.5.
- 7.5 Once approved, the minutes of the Corporate Body and committees – excluding any minutes of sensitive business – will be published on the Redress Scotland website in final form within four weeks of the meeting at which they were approved. Minutes will be made available on the Redress Scotland website for two years following the date of the meeting, after which time they will be removed and placed in an electronic archive by the Secretariat. Where appropriate, published minutes will indicate where conduct of confidential business has been recorded in separate unpublished minutes.
- 7.6 Decisions on issues of immediate importance to operational staff may be disseminated to them, notwithstanding the minutes of the meeting recording the decision having not been approved or published, but only with the approval of the Chair or committee chair (or their nominated deputy who chaired the meeting).

## **8 Correspondence**

- 8.1 All incoming correspondence to Redress Scotland is the responsibility of the whole of the Corporate Body, whether addressed to any member or to the Corporate Body as a whole.
- 8.2 Redress Scotland will receive and log all correspondence to and from the Corporate Body. Any such correspondence received by or sent to an individual member in relation to Redress Scotland will be copied, normally electronically, for this purpose.
- 8.3 Redress Scotland will ensure that all correspondence is considered promptly, based on the issues raised and the level at which these need to be considered under the Scheme of Delegation.
- 8.4 Where any issues raised in correspondence are within the delegated authority of the Chief Executive, the Chief Executive will take action and ensure an appropriate response is issued if required.
- 8.5 Where any issues raised in correspondence are beyond the delegated authority of the Chief Executive, then they will: present the correspondence at the next meeting of the Oversight Board, for decision on appropriate actions and the terms of any response; or if waiting for the next meeting would lead to undue delay or a failure to meet legal requirements, consult the Oversight Board using secure electronic communication on appropriate actions and the terms of any response.

## **9 Urgent actions**

- 9.1 The Chair, or in their absence, the Deputy Chair, has the authority to require or permit the Chief Executive or other senior member of staff to take urgent action (on matters that are permitted to be delegated to an individual) or to reply to correspondence between meetings of the Oversight Board where the delay in exercising a function or in responding to correspondence is likely to be seriously detrimental to the interests of Redress Scotland or to be contrary to any rule of law.
- 9.2 If the issue in relation to which the urgent action relates is not one permitted to be delegated to an individual, agreement to take such action should be sought and obtained through secure electronic means of communication from a majority of the members of the Oversight Board.
- 9.3 On every occasion on which rule 9.1 or 9.2 is invoked, the circumstances will be reported to all members of the Oversight Board and to the

Secretariat at the earliest opportunity. All such actions will be reported to the next meeting of the Oversight Board.

## **10 Public statements**

10.1 Public statements concerning Redress Scotland will be made by either the Chair, Deputy Chair or Chief Executive, or by a member of staff authorised by the Chief Executive or, with the prior agreement of the Chair (or in their absence the Deputy Chair). Roles and responsibilities in connection with statements relating to novel or contentious matters and matters having potential reputational or legal impact on Redress Scotland, and other communications functions, are set out in the Scheme of Delegation, the Social Media Policy and the Code of Conduct for Board Members

## **11 Signing of documents**

11.1 Where any documents are required to be executed on behalf of Redress Scotland, they shall be signed: by the Chair and one other member of the Oversight Board; by the Chief Executive; or by any person operating within their remit under the Scheme of Delegation.

## **12 Confidentiality**

12.1 All members of the Corporate Body and committee members, Secretariat staff and any other person present at a meeting of the Corporate Body or any committee, have a duty not to:

12.1.1 discuss items of business agreed to be confidential with any person who was not present at that meeting, unless authorised to do so by the Chair, Committee Chair or the Chief Executive; or

12.1.2 comment on any matter in any way that undermines the principle of collective responsibility for decisions reached at such meetings.

12.2 This rule 12 is without prejudice to section 87 or the provisions of the Public Interest Disclosure Act 1998.

## **13 Papers and documents**

13.1 The members of the Corporate Body and committee members will be held personally responsible for the safe custody of any information, correspondence, papers or documents which have been received or entrusted to them in the course of their duties, whether received and stored electronically or in hard copy. Printing of documents relating

directly to the business of Redress Scotland is strictly prohibited. The loss of any such documents must be reported immediately to the Chief Executive who will inform the Senior Information Risk Owner (SIRO). In the absence of either the Chief Executive or one of the senior managers must be informed and they will also ensure the Senior Information Risk Owner (SIRO) is informed.

## **14 Duty of the Corporate Body and committees in relation to the**

### **Accountable Officer**

14.1 The Chair and members of Redress Scotland, and other committee members, must ensure that they are fully aware of, and have due regard to, the responsibilities and statutory duties placed upon the Chief Executive as the Accountable Officer. These are set out in the Framework Document and set out in full in the Memorandum to Accountable Officers for other public bodies, published in the Scottish Public Finance Manual (SPFM).

14.2 In particular, the Corporate Body and committees must at all times bear in mind that it is incumbent on the Chief Executive to combine their Accountable Officer responsibilities to the Scottish Parliament with responsibilities to Redress Scotland. The Chief Executive may consult the Director General Education and Justice, Scottish Government on any aspects of their duties as Accountable Officer. The Accountable Officer must consult the Director General on any action which they consider is inconsistent with their duties on financial, regulatory or propriety grounds, and specifically where they seek a direction from the Corporate Body.

## **15 Members remuneration and expenses**

15.1 Redress Scotland will remunerate members of the Corporate Body and any other persons appointed to any committee established by the Corporate Body, in accordance with their letters of appointment.

## **16 Interpretation**

16.1 In these Rules, words in the singular include the plural and in the plural include the singular.

16.2 In these Rules, unless the context otherwise requires, the following terms have the meaning given in this rule 16:- **“ARAC”** has the meaning given to it in rule 5.2.1.2;

**“the Chair”** or **“the Chair of the Corporate Body”** has the meaning given to it in rule 1.2;

**“Chief Executive”** means the member of staff appointed as the chief executive pursuant to paragraph 7 of schedule 1 of the Redress Act; **“the Code of Conduct”** has the meaning given to it in rule 1.4.1;

**“committee member”** means a member of a committee of Redress Scotland established pursuant to paragraph 9 of schedule 1 of the Redress Act;

**“the Corporate Body”** has the meaning given to it in rule 1.2;

**“Deputy Chair”** means the member appointed to deputise for the Chair pursuant to paragraph 1(3) of schedule 1 of the Redress Act;

**“financial year”** means a period beginning on 1 April and ending on 31 March next occurring and each subsequent period of a year ending on 31 March;

**“the Framework Document”** has the meaning given to in rule 1.4.3;

**“governance member”** or **“non-executive member”** has the meaning given to it in rule 2.2;

**“members”** means the members of Redress Scotland appointed pursuant to paragraph 1 of schedule 1 of the Redress Act (including those persons appointed as panel members and those persons appointed as governance members)

**“Oversight Board”** has the meaning given to it in rule 5.2.1.1;

**“panel member”** has the meaning given to it in rule 2.2;

**“the Redress Act”** has the meaning given to it in rule 1.1;

**“the Redress Scotland website”** is: [www.redress.scot](http://www.redress.scot)

**“these Rules”** has the meaning given to it in rule 1.3;

**“the Scheme of Delegation”** has the meaning given to it in rule 1.4.2; and

**“Secretariat”** means the supporting staff of Redress Scotland appointed pursuant to paragraph 7() of schedule 1 of the Redress Act.