

SCOTTISH QUALIFICATIONS AUTHORITY

STANDING ORDERS - PERFORMANCE COMMITTEE

1 Membership and appointments

References to the Board in this document will be taken to refer to the SQA Board of Management.

- 1.1 The Board established the Committee as a sub-committee of the Board.
- 1.2 The Performance Committee will comprise a Convenor and two members who would be non-executive Board members and would be appointed by the Chair of the Board. These members only will hold voting rights on the Committee. The term of the office tends to be in-line with the member's Board appointment and/or at the Convenor and Chair's discretion.
- 1.3 The Convenor will be a non-executive member of the Board, other than its Chair. For the purpose of enabling the business of the Committee to be conducted in the absence of the Convenor, the Convenor can appoint a Deputy Convenor from its non-executive members.
- 1.4 The Committee may seek to appoint co-opted members for a period of time, that will be reviewed annually, (with the approval of the Board) in order to add value from specialist skill sets not currently met from within existing membership.
- 1.5 As with all the terms of this document, where the Convenor is unable to perform their duties owing to illness, absence from the country, or any other cause, the Deputy Convenor will have powers to act in the absence of the Convenor. In the absence of a Deputy Convenor, the longest serving member of the Committee will preside.
- 1.6 Board members who are not members of the Performance Committee will have the right of attendance and may participate at the discretion of the Convenor.
- 1.7 The powers of this document provide for the Committee to sit privately without any non-members for all or part of a meeting, for sessions such as the Review of the Committee's Effectiveness.
- 1.8 The Committee will be at liberty to require the attendance, at any meeting of the Committee, of senior officers as they may require from time to time.
- 1.9 The validity of any proceedings of the Committee is not affected by a vacancy in membership or by any delay in the appointment of a member.

- 1.10 The Director of Finance and Corporate Services will be the lead officer for the Committee. The Chief Executive will normally attend the meetings of the Committee, with no voting rights.
- 1.11 The Committee will be provided with a secretariat function by the Corporate Office, of which a member will attend meetings.

References to Convenor forthwith will apply equally to the Deputy Convenor if their role has been activated.

2 Frequency of meetings

- 2.1 The Performance Committee shall will meet no fewer than four times per calendar year.

3 Notice of meetings

- 3.1 In consultation with the Convenor, the Corporate Office will draft a calendar of meeting dates in advance. These should take account of public and school holidays and will be published in the papers of the Committee for consideration no later than November of the previous year.
- 3.2 Following publication of the meeting dates, non-executive members and external attendees will be issued an electronic meeting invite for each meeting by the Corporate Office.
- 3.3 Any cancellation or adjournment of a meeting will only be permissible following agreement of the Convenor.

4 Quorum

- 4.1 The quorum necessary for the transaction of business will be the Convenor and two non-executive members.
- 4.2 If a quorum is not present, the Convenor may adjourn any decision making to another meeting.
 - 4.21 If it *is* deemed that a significant urgent decision is called for and the quorum is not present, the Convenor (through the minute secretary) will seek the views of the Committee in correspondence, by electronic means or telephone.
- 4.3 Questions arising at any meeting will be decided by majority of votes and, in the case of an equality of votes, the Convenor shall will have the second or casting vote.
- 4.4 Meetings may be held without members being physically present in the same place, for example, by telephone or videoconference. When a member attends by telephone or videoconference they are counted as being in attendance for the purpose of a quorum.

5 Emergency procedures

This section allows for the passing of Committee approvals by written procedure. That is, decisions can be taken without calling a physical meeting of the Committee.

- 5.1 Should a matter require approval prior to the next Performance Committee due to reasons of urgency, the Lead Director or Chief Executive will inform the Convenor of the Committee.
- 5.2 The Convenor shall will determine whether the matter should be approved under this Section 5.
 - 5.2.1 If the Convenor does not deem it sufficiently urgent, the matter will be deferred until the next meeting of the Performance Committee.
 - 5.2.2 If the Convenor does deem that an approval is required prior to the next meeting, the Convenor will be entitled to provide such.
 - 5.2.2.1 The matter would be carried out in accordance with the Board's procedure to deal with matters of urgency (Section 5 of the Board of Management's Standing Orders refers).
 - 5.2.2.2 The decision would be recorded in line with Board's procedure for written resolutions and reported to the next meeting of the Performance Committee.

6 Extraordinary meetings

This section provides the powers to deal with matters that require approval and cannot await the next ordinary and scheduled meeting of the Committee.

- 6.1 An extraordinary meeting of the Committee can be summoned on the request of the Convenor, Chair, Chief Executive, or Lead Director. The necessary quorum applies (Section 4 refers).
- 6.2 A request to attend an extraordinary meeting of the Committee will, except in the case of urgency, be given not less than five clear working days before the meeting and should briefly specify the business to be brought forward at the meeting. Where possible, meetings should convene at a time and venue suitable to those members who can attend, and if necessary, such meetings can be convened through virtual communications. No other business will be competent.
- 6.3 All powers and duties set out in this document will be applicable equally to an extraordinary meeting.

7 Conduct of business

- 7.1 Members will conduct business in accordance with the Code of Conduct pursuant to the Ethical Standards of Public Life (etc) (Scotland) Act 2000 and SQA's Code of Practice for Board members.

- 7.2 Should any member(s) have any interest in any matter of the proceedings, such interest will be declared, where possible, at the start of the meeting. The Convenor will determine whether the member should withdraw from the decision making of that agenda item.

8 Failure to attend meetings

- 8.1 Should any member, without reasonable excuse or leave, fail to attend the meetings for a period of more than six consecutive months, the Convenor will refer the matter to the Chair of the Board.
- 8.2 The Convenor will consider the reasoning for non-attendance and may withdraw the membership and reappoint another member as appropriate.

9 Agenda and papers

- 9.1 The agenda for the meeting will follow an agreed programme of work. This workplan will be presented to and considered at each meeting of the Committee.
- 9.2 The agenda and papers for Committee meetings will be circulated, where possible, at least one week before the meeting.
- 9.3 The agenda and papers will be sent to all members of the Committee and circulated within the organisation.
- 9.4 Late items for business should be notified to the Corporate Office no later than five calendar days before the meeting is scheduled to take place. The decision as to whether any late item should be considered by the Committee will be taken by the Convenor.

10 Minutes

- 10.1 Decisions of the Committee will be recorded by a minute secretary from the Corporate Office.
- 10.2 The record of the minutes will include the names of every member present, any apologies tendered, and any other person present.
- 10.3 The minutes will be included in the papers for the next scheduled meeting and submitted to the Committee for agreement and confirmation.
- 10.4 Following approval of the minutes by the Convenor and the Committee, no amendment to the minutes will be permissible without the prior approval of the Convenor.
- 10.5 At the first meeting of the Board following a meeting of the Committee, the Convenor will report to the Board on its discharge of business. A copy of the approved minutes will also be submitted to the Board for information.

11 Delegated authority and duties of the Performance Committee

- 11.1 The Performance Committee is authorised by the Board to operate within its terms of reference. The Board may amend or delegate further functions as it deems appropriate.
- 11.2 The Performance Committee has the delegated authority to make decisions on behalf of the Board.
- 11.3 The Performance Committee's remit:
- 11.3.1 To support the Board in the monitoring of progress against SQA's Corporate Objectives.
- 11.3.2 To support the development of a performance framework for SQA that provides clear links to the Scottish Government's National Performance Framework.
- 11.3.3 To provide advice and guidance on SQA's key performance indicators.
- 11.3.4 To review the detailed performance of SQA on a quarterly basis across all aspects of SQA's activities including but not limited to:
- Qualifications Development and delivery within and outwith Scotland.
 - SQA Product and Services Uptake.
 - Customer engagement and support.
 - SQA Change Programme.
 - Financial and sales status.
 - Operational processes and activities.
 - Markets, stakeholders, customers and external relationships.
 - Organisation and culture.
 - Staffing matters.
 - Performance to agreed KPIs.
 - Best value and benefits realisation.
- 11.3.5 To provide a focused update to the Board for their discussion highlighting specific areas of interest or concern.

12 Approval and amendment to the Standing Orders

- 12.1 The Board only has the power to amend or alter any part of these Standing Orders.
- 12.2 These Committee Standing Orders should be reviewed annually alongside the performance of the Committee.