

# SCOTTISH QUALIFICATIONS AUTHORITY

## STANDING ORDERS

### QUALIFICATIONS COMMITTEE

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#### 1 Membership and Appointments

- 1.1 The Board established the Qualifications Committee as a sub-committee of the Board.
- 1.2 The Qualifications Committee will comprise a Convenor and at least two members. At least one of the committee members should have recent and relevant educational experience. The Convenor and members of the committee will be non-executive Board members and shall be appointed by the Chair. These members only will hold voting rights on the committee. (The term of 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 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.
- 1.5 The committee can co-opt additional members for a period of time, with the approval of the Board, to provide specialist skills, knowledge and experience.
- 1.6 Exceptionally, Board members who are not members of the committee will have the right of attendance and may participate at the discretion of the Convenor. Board members who are not members of the committee will not have voting rights.
- 1.7 The committee may also seek further independent, non-executive membership from sources other than the Board in order to ensure an appropriate level of skills and experience. These members are appointed to the Qualifications Committee but not to the Board.
- 1.8 The powers of this document provide for the committee to sit privately without any non-members for all or part of a meeting.
- 1.9 The committee shall be at liberty to require the attendance, at any meeting of the committee, of SQA senior officers as they may require from time to time.
- 1.10 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.
- 1.11 The Directors of Qualifications and Policy, Analysis and Standards shall be the joint Lead Directors for the committee.

- 1.12 The committee will be provided with a secretariat function by the Corporate Governance team, 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 committee will meet for the despatch of business not less than five times per calendar year.

## 3 Notice of Meetings

- 3.1 In consultation with the Convenor, the Corporate Governance team will draft a calendar of meeting dates in advance. These should take account of public and school holidays, and will be communicated to members of the committee for consideration no later than November of the previous year.
- 3.2 Non-executive members and external attendees will also be informed of each meeting of the committee by way of email from the Corporate Governance team, with at least five weeks notice.
- 3.3 Any cancellation or adjournment of a meeting shall 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 one other non-executive member.
  - 4.1.1 If, fifteen minutes after the time appointed for the committee meeting, a quorum is not present, the Convenor may adjourn the meeting to another time.
  - 4.1.2 Notwithstanding 4.1.1 above, where there is not a quorum present at a meeting, the Convenor may determine that the scheduled business be considered informally and any recommendations noted. Recommendations around approvals would not be effective until ratified or amended at the subsequent meeting of the committee.
  - 4.1.3 If a quorum is not available for the passing of a resolution on any matter, then that matter will not be discussed further or voted upon at that meeting. Such a position will be recorded in the minutes of the meeting.
- 4.2 Questions arising at any meeting will be decided by majority of votes and, in the case of an equality of votes, the Convenor will have a second or casting vote.
  - 4.2.1 In no circumstances may an absent member vote by proxy. Absence is defined as being absent at the time of the vote.
- 4.3 If at any meeting the Convenor is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act, Convenorship will revert to the Deputy Convenor (section 1.3 refers). In the event of a Deputy

Convenor having not been appointed, the members of the committee present will choose one of the non-executive members to be the Convenor of the meeting.

- 4.4 A quorate meeting will be adjourned if, by virtue of members absenting themselves during proceedings, the number falls below the stipulated quorum. In such events:

4.4.1 Unfinished business will be placed on the agenda for the next scheduled meeting of the committee; or

4.4.2 The Convenor and remaining members present may determine that scheduled business is dealt with in accordance with 4.1.2 above.

## 5 Extraordinary Meetings

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

- 5.2 A request for an extraordinary meeting of the committee can be summoned on the request of the Convenor. The necessary quorum applies (Section 4).

- 5.3 The call to convene an extraordinary meeting of the committee at short notice will be given not less than five clear working days before the meeting and will state the particular business to be transacted. No other business will be competent.

- 5.4 Where possible, meetings will convene at a time and venue suitable to those members who can attend.

- 5.5 All powers and duties set out in this document will be applicable equally to an extraordinary meeting.

## 6 Emergency Procedures

- 6.1 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.

- 6.2 Emergency procedures provide powers for the committee to deal with matters of urgency that require approval and cannot await the next ordinary, or extraordinary meeting of the committee.

- 6.3 Should a matter require approval prior to the next scheduled meeting of the committee due to reasons of urgency, the Lead Director or Chief Executive shall inform the Convenor of the committee.

- 6.4 The Convenor will determine whether the matter should be approved under this Section 6.

- 6.4 If, in the opinion of the Convenor, the matter is *not* sufficiently urgent, then the matter will be referred to the next meeting of the committee, or, the Convenor in consultation with the Lead Director, can instigate Standing Order 5.

- 6.3 If the Convenor deems the matter *is* significantly urgent by reason of emergency, and which can be approved in accordance with this Section 6, then this will be carried out in accordance with SQA Board's procedure to deal with matter of urgency and in the context of the Board's procedure for written resolutions.

## 7 Conduct of Business

- 7.1 All meetings will be conducted in accordance with these Standing Orders. Members are bound by the SQA's Code of Conduct for Board Members.
- 7.2 The Convenor will decide on all questions of order, relevancy and conduct of business during the meeting.
- 7.3 *Code of Conduct*
- 7.3.1 Members are required at all times to follow the SQA's Code of Practice pursuant to The Ethical Standards in Public Life etc. (Scotland) Act 2000 and SQA's Code of Conduct for Board members.
- 7.4 *Declaring interests at Meetings*
- 7.4.1 Members must declare any interest in any matter of the proceedings either at the beginning of the meeting, or as soon as it becomes apparent to them.
- 7.4.2 Declaring a financial interest has the effect of prohibiting any participation in discussion and voting.
- 7.4.3 A declaration of a non-financial interest involves a further exercise of judgement on the member's part. A member must consider the relationship between the interests which have been declared and the particular matter to be considered. If a member feels that, in the context of the matter being considered, their involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, then declaring an interest will not preclude their involvement in discussion or voting.
- 7.4.4 If a member is not confident about the application of this objective yardstick, they must play no part in discussion and leave the meeting room until discussion of the particular item is concluded. That person will not vote on any question relating to the matter.
- 7.4.5 If it is the Convenor who holds a conflict of interest, the Lead Director should ask another member of the committee to lead in determining the appropriate course of action.

## 8 Failure to Attend Meetings

- 8.1 Should a member, without reasonable excuse or leave, fail to attend committee 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 appoint 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 by each meeting of the committee.
- 9.2 The agenda and papers for committee meetings will be circulated 5 working days before the meeting.
- 9.3 The agenda and papers will be sent to all members of the committee. An electronic copy will be sent to the Sponsor Department, and also to interested organisations and individuals who have asked to receive them, including SQA supporting officers.
- 9.4 Late items for business should be notified to the Corporate Governance team by no later than five days before the meeting is scheduled to take place. These requests will be included on the agenda at the discretion of the Convenor.

## 10 Minutes

- 10.1 All business transacted and decisions of the meeting will be recorded by the minute secretary.
- 10.2 The minutes will be published and included in the papers for the next scheduled meeting.
- 10.3 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.
- 10.4 At the first meeting of the Board of Management 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 Qualifications Committee

- 11.1 The Qualifications Committee is authorised by the Board to operate within these Standing Orders. The Board may amend or delegate further functions as it deems appropriate.
- 11.2 The Qualifications Committee has the delegated authority to provide strategic, policy and technical advice to the Board and senior officers on SQA's qualifications and their assessment, quality assurance and awarding systems:

- 11.3 The Qualifications Committee is a working group based on SQA's corporate objectives:
  - 11.3.1 To support the Scottish Government agenda and maintain dialogue with Scottish Government departments on the development and implementation of initiatives.
  - 11.3.2 To make strategic and policy qualifications related decisions on behalf of the Board. However, any decisions considered to be sufficiently novel or innovative, should be presented to the Board for advice and discussion.
  - 11.3.3 To ensure that qualifications and related activities comply with relevant criteria, design principles and policies.
  - 11.3.4 To ensure that stakeholder interests and views inform qualification and assessment development.
  - 11.3.5 To ensure that SQA carries out itself regulation functions appropriately and oversees the ongoing monitoring of standards.
  - 11.3.6 To monitor progress of the development of new qualifications and maintenance of existing qualifications and their associated services.
- 11.4 The Qualifications Committee has a duty to ensure that its advice is set into the context of the corporate plan, effective business planning and risk assessment.
- 11.5 The Qualifications Committee is authorised by the Board to investigate any activity within its terms of reference and to seek any information it requires from staff.
- 11.6 The Qualifications Committee is authorised to obtain independent professional advice if it considers this necessary, for e.g. to commission research, develop strategy and undertake consultations to ensure that SQA meets current and emerging demands for qualifications as well as anticipating future demand. This specialist advice can be procured at the expense of SQA on an ad-hoc basis and the budget for such procurement should be approved by the Board.
- 11.6 As an awarding body, SQA must maintain approved awarding body status with the appropriate regulators and as such is subject to regular audits. The Qualifications Committee will ensure that SQA is compliant with appropriate regulatory body requirements and monitor implementation of regulatory audit actions.
- 11.7 The Qualifications Committee will ensure that appropriate links are in place with the work of the Advisory Council.
- 12 Approval and Amendment to the Standing Orders
  - 12.1 The Board of Management 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, in the form of a self-assessment review.