

# **BYELAWS OF SOUTH EAST SCOTLAND REGIONAL SCOUT COUNCIL**

## **Preamble**

These Byelaws have been enacted by the Regional Executive Committee of South East Scotland Regional Scout Council for the regulation of its procedures and to facilitate the management of the affairs of the Regional Scout Council (RSC).

Any changes in the Byelaws shall be approved by the Regional Executive Committee (REC) and reported to the next Annual General Meeting of the RSC.

These Byelaws were approved at a meeting of the Regional Executive Committee held on 1<sup>st</sup> September 2015.

These Byelaws were amended by the inclusion of the Infrastructure Committee and approved at a meeting of the Regional Executive Committee held on 13<sup>th</sup> February 2018.

## **Policy, Organisation and Rules**

Policy Organisation and Rules of The Scout Association, together with any variations agreed from time to time by The Scottish Council, The Scout Association will form part of the Constitution of the South East Scotland Regional Scout Council and will govern the operation of the RSC.

## **Liability of Trustees**

The voting members of the Regional Executive Committee are the RSC's Trustees. Provided that Trustees do not commit an act of personal negligence that would expose the charity to risk, the Trustees will be covered by the Trustee Liability Insurance Policy that is effected by The Scout Association.

## **Election of Members of the Regional Executive Committee**

Up to 4 Members of the RSC, which will ideally include at least one young person under 25, to be elected to the Regional Executive Committee shall be elected as follows:

- Elected members shall serve for a period of one year, taking office immediately after the AGM at which their election is announced, and hold office until the conclusion of the next year's AGM.
- Elected members should not include more than one member from any one District in the Region.
- No Elected member may serve for more than 3 consecutive terms.
- If more than the required number of nominations are received, election shall be by ballot of members of the RSC.
- Any eligible adult aged 18 or over, with his/her consent, may be nominated for election to the Executive Committee by any two members of the RSC.
- Nominations should be made to the Regional Secretary at least one month prior to the Annual General Meeting.

## **Committees**

In addition to the RSC and the Regional Executive Committee, the following sub-Committees will normally operate in the Region and other short-term sub-Committees or Working Groups may, from time to time be agreed upon by the Regional Executive Committee:

- Appointments Advisory Committee
- Finance Committee
- Risk, Compliance and Audit Committee
- Estates and Facilities Committee

- People Committee
- Regional Chair's Committee

The Chairs of the committees will be appointed annually by the REC – normally at the first Executive meeting following the AGM.

### **Arrangements for Meetings of Committees**

(a) Members of staff who are employed by the RSC may attend meetings of the RSC or the Regional Executive Committee and its sub- Committees to contribute to discussion in connection with their area of responsibility. Members of staff will not be allowed to vote on any matter at any meeting.

(b) At meetings of the RSC, a quorum shall consist of 20 members present in person.

(c) The quorum at meetings of the Regional Executive Committee shall be 6, including at least one office bearer.

(d) The Regional Executive Committee shall normally meet on not less than four occasions each year. Not less than five days' notice of all meetings of the Regional Executive Committee and its sub- Committees, specifying the venue, date and time of the meeting and stating the general nature of the business to be transacted shall be given to each member of the Committee or sub-Committee, by post or electronically, as appropriate. The accidental omission to give notice of a meeting to or the non- receipt of notice by any members shall not invalidate the proceedings at any meetings, including meetings of the RSC.

e) Any six members of the REC shall have the power to call a meeting within the procedure outlined above but normal practice would be for the Chair and Secretary to call meetings

### **Remit & Membership of the Appointments Advisory Sub-Committee**

The Appointments Advisory Sub-Committee is a mandatory sub-Committee of the Regional Executive Committee (REC), which is responsible for determining the suitability of an individual for a volunteer appointment in a Regional role or for the role of District Commissioner or Deputy District Commissioner.

The Committee shall comprise up to three members drawn from a list of members appointed from time to time by the REC, which will include the Regional Appointments Secretary, the Assistant Regional Commissioner for Adult Training or a nominee of the Regional Commissioner.

### **Remit & Membership of the Finance Committee**

#### **Purpose:**

- To support the work of the Regional Treasurer
- To have oversight of and to monitor and review budgets
- To monitor and review management accounts
- To monitor and review Investments
- To monitor cash flow
- To develop, review and ensure adherence to the Regional Finance Procedures (including Investments and Reserves policy)
- To establish and review regularly the Finance Risks for the Region.
- To review Insurance arrangements.
- To identify specific Funding requirements (But NOT to act as a Fundraising committee)
- To provide oversight to the work of the paid staff team dealing with Financial matters
- To ensure compliance with all statutory and other relevant provisions (including POR and the governing documents of SERSC)

- To scrutinise and question the Annual accounts
- To investigate any allegations regarding Regional financial malpractice and make recommendations to the Regional Executive.
- To hold an annual meeting with the Independent Examiner / Auditor and the Investment Manager and to review and re-tender the relationship if necessary.

#### **Operating Principles:**

- The committee is a sub-committee of the Regional Executive and will only make decisions within limits agreed by the Executive.
- Notes of all meetings will be taken and regular reports provided at Executive meetings.
- Recommendations on any Finance issue will be made by the Treasurer to the Executive after discussing and agreeing the approach with the Finance committee.
- A consolidated budget will be recommended by the Finance committee and then proposed to the Executive. Throughout the year performance against budget will be monitored. (The actual work in terms of preparing reports of performance against budget will be undertaken by one of the staff team.)

#### **Membership:**

Regional Treasurer (Who will act as Chair)

A maximum of 3 further Trustees

A minimum of 1 External Adviser (Ideally an accountant)

- **Ex. Officio Member:**
  - Regional Commissioner
  - Regional Chair
- **Invited to Attend:**
  - Any paid staff member(s) dealing with Financial matters when invited by the committee

**Quorum:** No meeting will be deemed to be quorate without a minimum of 3 committee members present.

On any vote the Chair will NOT have a casting vote.

#### **Meeting Frequency:**

At least quarterly and held at least 3 weeks before planned Regional Executive meetings.

### **Remit & Membership of the Risk, Compliance and Audit Committee**

#### **Purpose:**

- To ensure a Regional Risk Register is maintained and regularly reviewed
- To ensure that the Region complies with all relevant legislation (other than Employment, Health and Safety and Finance laws)
- To assess and review Operational Risk
- To assess and review Data Protection policy and practice
- To act as an oversight committee on Finance activity
- To ensure that the Region complies with Health and safety legislation and that appropriate risk assessments are in place.
- To submit proposals to the Regional Executive for new or amended policies/procedures when the need is identified.

**Operating Principles:**

- The committee is a sub-committee of the Regional Executive and will only make decisions within limits agreed by the Executive.
- Notes of all meetings will be taken and regular reports provided at Executive meetings.

**Membership:**

A maximum of 3 Trustees

A minimum of 1 External Adviser

- **Ex. Officio Member:**
  - Regional Commissioner
  - Regional Chair
  - Deputy Regional Commissioner – Activities and Events
- **Invited to Attend:**
  - Any paid staff member(s) dealing with Risk / Compliance / Audit matters when invited by the committee

**Quorum:** No meeting will be deemed to be quorate without a minimum of 3 committee members present.

**Meeting Frequency:**

At least quarterly and held at least 3 weeks before planned Regional Executive meetings.

On any vote the Chair will NOT have a casting vote.

**Remit & Membership of the Estates and Facilities Committee****Purpose:**

- To ensure that all Property and Estates owned by the Region are appropriately managed
- To plan the future development and strategic role of all properties in relation to the Region's objectives
- To overview the marketing and business plans for the Centre to ensure that business development opportunities are maximised
- To overview a schedule of planned maintenance
- To ensure all Regional activities run by our Centres operate safely and effectively
- To monitor that the essential volunteer support required is in place and to consider, as required, issues raised by volunteers.

**Operating Principles:**

- The committee is a sub-committee of the Regional Executive and will only make decisions within limits agreed by the Executive.
- Notes of all meetings will be taken and regular reports provided at Executive meetings.

**Membership:**

A maximum of 3 Trustees

A minimum of 1 External Adviser

- **Ex. Officio Member:**

- Regional Commissioner
- Regional Chair
- **Invited to Attend:**
  - Any paid staff member(s) dealing with Estates / Facility matters when invited by the committee

**Quorum:** No meeting will be deemed to be quorate without a minimum of 3 committee members present.

**Meeting Frequency:**

At least quarterly and held at least 3 weeks before planned Regional Executive meetings.

On any vote the Chair will NOT have a casting vote.

**Remit & Membership of the People Committee**

**Purpose:**

- To monitor the terms and conditions of employment of the Region's paid staff team and to make recommendations for changes as appropriate.
- To ensure Performance Objectives are set for staff and that a regular review process is in place
- To monitor annual performance reviews
- To monitor and review the remuneration terms for staff and to make recommendations for review
- To ensure that we operate as an equal opportunities employer
- To support, as required, disciplinary, capability and performance management issues
- To ensure that references, including PVG checks, are maintained for all staff
- To ensure that the Region complies with all relevant employment legislation
- To ensure that the Regional Staff handbook and Contracts of Employment are both valid and up to date.

**Operating Principles:**

- The committee is a sub-committee of the Regional Executive and will only make decisions within limits agreed by the Executive.
- Notes of all meetings will be taken and regular reports provided at Executive meetings.

**Membership:**

A maximum of 3 Trustees

A minimum of 1 External Adviser (Ideally an HR professional)

- **Ex. Officio Member:**
  - Regional Commissioner
  - Regional Chair
- **Invited to Attend:**
  - Any paid staff member(s) dealing with HR matters when invited by the committee

**Quorum:**

No meeting will be deemed to be quorate without a minimum of 3 committee members present.

On any vote the Chair will NOT have a casting vote.

**Meeting Frequency:**

As required but at least once a year.

## **Remit & Membership of the Regional Chair's Committee**

### **Purpose:**

- **To plan and prepare for meetings of the Regional Executive**
- **To deal with serious issues which arise and where it is not possible for a meeting of the Regional Executive to be held**

### **Operating Principles:**

- The committee is a sub-committee of the Regional Executive and will only make decisions within limits agreed by the Executive, except in extremis when it is necessary to make decisions on behalf of the Executive.
- Any decisions made by the committee that have not involved the whole Executive will be reported to the Executive as soon as practicable.

### **Membership:**

Regional Chair  
Regional Commissioner  
Regional Vice Chair  
Regional Secretary  
Regional Treasurer

- **Invited to Attend:**
  - Any individual whose expertise can support the work of the committee

**Quorum:** At least 3 members one of whom must be either the Regional Chair or the Regional Commissioner. In instances whereby the committee is acting on behalf of the Executive both the Regional Commissioner and the Regional Chair must be present (unless this is absolutely not practical)

### **Meeting Frequency:**

At least 4 times a year and 3 weeks before any scheduled meeting of the Executive.

## **Remit & Membership of the Regional Infrastructure Committee**

### **Purpose:**

- To support the 2018-23 Regional Strategy by providing access to "fit for purpose" activities and facilities that meets the needs & wants of our young people.
- To identify, propose, implement and maintain a Regional infrastructure plan that will support the ambitions of the Regional Strategy as outlined above.
- To work in tandem with Estates committee to align current needs with future plans, providing support & direction to the Estates committee where required.
- To work in tandem with the Regional Operations Manager and staff team in development of Regional infrastructure plan alongside current operating model & plan.
- To seek and source funding that can support the ambitions identified from the content of the Regional infrastructure plan.

- To include, involve & communicate with members of the Region as required creating an inclusive “joined up” infrastructure plan. (i.e. members of ASUs, Staff, Exec, Leaders, young people)
- To identify measures of success for the plan and provide a means to monitor.
- To establish, review and manage any associated risks with developing the Regional infrastructure plan.
- To ensure compliance with all relevant statutory and other relevant provisions (including POR and the governing documents of SERSC)

**Operating Principles:**

- The committee is a subcommittee of the Regional Executive and will only make decisions within limits agreed by the Executive.
- Notes of all meetings will be taken and regular reports provided at Executive meetings.
- Recommendations to progress any aspect of the infrastructure plan will be made to the Executive at the agreed Executive meeting dates throughout the year.
- Where deemed necessary, input must be sought from the other sub committees before presenting proposals for decision by the Executive.

**Membership:**

To ensure an inclusive and representative participation from the Region, the Chair of this committee will have scope to form membership as deemed necessary and appropriate through consultation with the Regional Commissioner and Regional Chair.

Members will include:

Infrastructure Chair (Who will report to the Regional Chair and be co-opted onto the Regional Executive Committee)

Chair of Estates Committee

A maximum of 2 further Trustees

A minimum of 1 External Adviser

A minimum of 1 Regional staff member

- **Ex. Officio Members:**

- Regional Commissioner
- Regional Chair

- **Invited to Attend:**

- Any member of the Region when invited by the committee

**Quorum:** No meeting will be deemed to be quorate without a minimum of 3 committee members present.

On any vote the Chair will NOT have a casting vote.

**Meeting Frequency:**

At least quarterly and held at least 3 weeks before planned Regional Executive meetings.