



BYLAWS

OF

SOUTH EAST SCOTLAND REGIONAL SCOUT COUNCIL

31 January 2021

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Preamble

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

Any changes in the Bylaws shall be approved by the REC and reported to the next Annual General Meeting of the RSC.

These Bylaws were amended by the removal of the Infrastructure Committee and the Estates Committee along with the inclusion of the Bonaly Leadership Team, the Longcraig Leadership Team, and the Funding Committee. They were approved at a meeting of the REC held on 9 December 2020 and supersede all previous versions.

The Scout laws, promise and values should be at the forefront of all decisions affecting the work of the REC, its Leadership Teams and Sub-Committees.

Policy, Organisation and Rules¹

Policy Organisation and Rules of The Scout Association (POR), together with any variations agreed from time to time by The Scottish Council of 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. POR applies to all volunteers engaged in or by the REC and its Sub-Committees and Leadership Teams, and to all activities carried out on behalf of the RSC.

Liability of Trustees

The voting members of the REC are the Trustees of the RSC. The Trustees will be covered by the Trustee Liability Insurance Policy that is effected by The Scout Association (subject to its terms & conditions).

Election of Members of the Regional Executive Committee

Up to 6 Members of the RSC, which will ideally include at least one young person under 25, to be elected to the REC 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 person may serve as an Elected member for more than 3 consecutive terms

¹ refer to <https://www.scouts.org.uk/por/> and <https://www.scouts.scot/scottish-por/> for latest versions

- 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 REC 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.

Arrangements for Meetings of the RSC and REC

- (a) members of staff who are employed by the RSC may be invited to attend meetings of the RSC or the REC to contribute to discussion in connection with their area of responsibility; members of staff may not vote on any matter at any meeting
- (b) at meetings of the RSC, a quorum shall consist of 20 members in attendance
- (c) the quorum at meetings of the REC shall be 6, including at least one office bearer
- (d) the REC shall normally meet on not less than four occasions each year; not less than five days' notice of all meetings of the REC 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; 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.

Sub-Committees and Leadership Teams

In addition to the RSC and the REC, the following Sub-Committees will normally operate in the Region. Other short-term Sub-Committees or Working Groups may from time to time be agreed upon by the REC:

Mandatory Sub-Committee, specified in POR

- Appointments Advisory Committee (AAC)

Sub-Committees with decision-making authority

- Regional Chair's Committee
- Finance Committee

Advisory Sub-Committees

- Risk Committee
- People & Culture Committee
- Funding Committee.

In addition, the following **Leadership Teams** exist to manage the Region's two Scout Centres; these have delegated authority to make operational decisions within budgets agreed by the REC.

- Bonaly Leadership Team
- Longcraig Leadership Team.

The advisory Sub-Committees will provide guidance and support to the other Sub-Committees and Leadership Teams, as well as to the REC, and where appropriate may make recommendations for their consideration and approval.

Common Arrangements for Sub-Committees and Leadership Teams

- (a) the Regional Commissioner and Regional Chair are ex-officio members of all Sub-Committees (other than the AAC) and Leadership teams; these roles do not count towards the calculation of the quorum for meetings
- (b) the Chairs of each Sub-Committee and Leadership Team will be appointed and confirmed annually thereafter by resolution of the REC – normally at the first REC meeting following the AGM; Chairs should not serve for more than 5 years without the express approval of the REC
- (c) members and Chairs will be selected to bring diversity and balance to deliberations and decisions; except where specified, they need not be members of the REC, though they should undergo the appointments process and training for volunteers prescribed in POR
- (d) unless specified otherwise below, the quorum for meetings will be two-thirds (rounded up) of the current membership; the quorum may be met by attendance of the Regional Commissioner and / or Regional Chair if necessary
- (e) the Chair does **not** have a casting vote in any decisions
- (f) meetings should take place not less than four occasions each year, scheduled to provide timely input to an appropriate meeting of the REC
- (g) decisions will only be made within limits agreed by the REC
- (h) notes of all meetings will be taken, and regular reports will be submitted to the REC
- (i) where spending is approved by the REC, each Chair is responsible for liaising with the Finance Committee to develop and manage the relevant budget
- (j) each Chair is responsible for maintaining a risk register, and liaising with the Risk Committee to monitor and report on the management of identified risks
- (k) guests (including REC members and members of staff) and expert advisors may be invited to attend meetings as agreed within each Sub-Committee or Leadership team, but may not vote on decisions
- (l) each Sub-Committee or Leadership Team will maintain an awareness of changes to external guidelines & legislation which may affect the RSC, and will alert the REC as appropriate; specific responsibility for certain topics is aligned as follows:
 - Finance legislation – Finance Committee
 - Health & Safety legislation – Bonaly & Longcraig Leadership Teams
 - Safeguarding – Bonaly & Longcraig Leadership Teams, Regional Chair’s Committee
 - Employment Legislation – People & Culture Committee
- (m) where additional details of operating practices are required by the REC, the Chair of a Sub-Committee or Leadership Team will be responsible for developing and maintaining a Terms or Reference, which should be reviewed from time to time with the REC
- (n) each Sub-Committee or Leadership Team will from time to time undertake a review of its own performance and effectiveness and report its findings to the REC
- (o) to fulfil their remit, the Sub-Committees and Leadership Teams may obtain external professional advice as necessary; where this incurs cost, this must be agreed in advance by the REC.

Remit & Membership of the Appointments Advisory Committee

The Appointments Advisory Sub-Committee is a mandatory Sub-Committee of the 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 composition and operation of the AAC is fully specified in Policy, Organisation & Rules.

Remit & Operation of the Regional Chair's Committee

Purpose:

- to plan and prepare for meetings of the REC
- to deal with serious or urgent issues which arise and where it is not practical for a meeting of the REC to be held (subject to quorum being met)
- to support the Regional Commissioner in planning and execution of the Regional Strategy, and to monitor progress towards achieving agreed outcomes
- to monitor and make recommendations regarding the overall governance of the Region, and regarding the composition & operation of, and succession planning for, the REC
- to identify, recruit and appoint volunteer(s) (subject to RC approval), as necessary to ensure the smooth operation of regional office functions, and to establish a reporting structure for such volunteer(s), with either the Regional Chair or the Regional Commissioner acting as ultimate line manager on behalf of the REC
- to identify, recruit and appoint member(s) of staff (subject to REC approval) as agreed from time-to-time by the REC to carry out activities on behalf of the RSC, and to establish a reporting structure for such staff member(s), with either the Regional Chair or the Regional Commissioner acting as ultimate line manager on behalf of the REC
- to monitor and review the adequacy of insurance cover for all operations, activities, and resources other than the Scout Centres, as specified in POR
- to consult with the People & Culture Committee on matters related to employment and to succession planning for members of the REC, Sub-Committees and Leadership Teams
- to liaise with the Chairs of each Sub-Committee and Leadership Team, regarding regular review, either periodic or in response to significant change, of:
 - any Terms or Reference requested by the REC
 - the performance and effectiveness of each Sub-Committee and Leadership Team.

Operating Principles:

- the committee is a Sub-Committee of the REC and will only make decisions within limits agreed by the REC, except in extremis when it is necessary to make decisions on behalf of the REC (subject to quorum being met)
- limits and controls will be agreed from time-to-time with the Finance Committee; however, no decisions should involve financial commitments amounting to more than £10,000 in any quarter without explicit prior approval of the REC

- any decisions made by the committee that have not involved the whole REC will be reported to the REC as soon as reasonably practicable.

Membership:

In addition to the Regional Commissioner and the Regional Chair, the following are ex-officio members:

- Regional Vice Chair(s)
- Regional Secretary
- Regional Treasurer
- Chair of People & Culture Committee.

Quorum:

At least 3 members one of whom must be either the Regional Chair or the Regional Commissioner; in instances where the committee is acting on behalf of the REC, both the Regional Commissioner and the Regional Chair must be in attendance (unless this is absolutely not practical)

Remit & Operation 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 maintain and monitor adherence to financial controls, including limits of authority in decision making and financial transactions
- to ensure continuity of insurance cover, and to review of the cost of insurance cover from time to time
- to provide oversight to the work of the staff or volunteers dealing with Financial matters
- to ensure the financial procedures and reports comply 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 financial malpractice and make recommendations to the REC
- to hold meetings with the Independent Examiner / Auditor as necessary, and to review and re-tender the relationship when appropriate
- to hold meetings with the Investment Manager as necessary, and to review and re-tender the relationship when appropriate.

Operating Principles:

- recommendations on any Finance issue will be made by the Treasurer to the REC 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 REC; throughout the year performance against budget will be monitored.

Membership:

In addition to the Regional Commissioner and the Regional Chair, the Regional Treasurer is an ex-officio member.

Remit & Operation of the Risk Committee**Purpose:**

- to ensure a Regional Risk Register is maintained and regularly reviewed
- to identify key risk categories and associated risks that threaten the achievement of the Region's strategic objectives and support agreed 'Risk Owners' in identifying and managing the risks within each category
- to liaise with each Sub-Committee and Leadership Team regarding identification, tracking and reporting of risks
- to ensure that appropriate strategies are in place to manage risks identified within the Regional Risk Register and to review the effectiveness of these strategies
- to ensure that each Sub-Committee and Leadership Team maintains an awareness of changes to external guidelines & legislation which may affect their domain, and to highlight any potential non-compliance to the REC
- to monitor compliance with all the insurance provisions specified in POR, liaising with the Sub-Committees, Leadership Teams and the Regional Leadership Team to confirm the adequacy of insurance cover, and liaising with the Finance Committee to ensure insurance is in place
- to assess and review at least annually, the Regional Data Protection and Data Retention policies and practice
- to regularly review the Region's approach to risk management and, if appropriate submit proposals to the REC for changes or improvements to its policies / procedures when the need is identified
- to provide advice to the REC on the risks involved as part of proposed developments within the Region
- to contribute to raising awareness of risk generally across the Region.

Operating Principles:

This committee has no decision-making authority on behalf of the REC.

Membership:

Where possible, at least one member of the REC should serve on this Sub-Committee.

Remit & Operation of the People & Culture Committee

Purpose:

- to provide strategic advice to the REC on the RSC's People Strategy, policy and practice, to ensure that it is managing its people issues effectively, in keeping with good practice, and monitoring how people strategies contribute to improved organisational performance
- to provide advice and guidance to the REC, with respect to the organisation's strategic priorities in relation to people management
- to provide advice and guidance relating to employment matters, to all Sub-Committees and Leadership Teams which employ staff and / or engage volunteers in operational duties on behalf of the RSC
- to review and maintain all aspects of employment policies for staff employed by the RSC, including staff handbook, employment contracts and related procedures
- to advise the Regional Commissioner regarding the appointment and management of volunteers in accordance with POR
- to ensure best practice in relation to safeguarding, including appropriate use of Disclosures
- to ensure the Scout laws, promise and values are at the forefront of all decisions affecting the work of the REC, its Leadership Teams and Sub-Committees
- to review and consider remuneration packages for permanent staff and make recommendations to the Finance Committee through the budgeting process to consult with the Regional Chair's Committee on matters related to employment and to succession planning for members of the REC, Sub-Committees and Leadership Teams
- to monitor and review the adequacy of insurance cover for all employees, as specified in POR.

Operating Principles:

This committee has no decision-making authority on behalf of the REC.

Membership:

- This committee should include:
 - ideally, an HR professional (who may also serve as Chair)
 - a member representing Bonaly Scout Centre
 - a member representing Longcraig Scout Centre.

Remit & Operation of the Funding Committee

Purpose:

- to Liaise with both Regional Scout Centre Leadership Teams to ensure there is an agreed annual funding strategy in place at a Regional level that maximises opportunity and avoids conflicts of interest or duplication of effort
- to propose to REC an aligned annual strategy for fundraising activity for the Regional Scout Centres; Bonaly & Longcraig
- to liaise with the Finance Sub-Committee to identify any further fundraising activity required to meet the requirements of the annual Regional strategy and to propose how this should be done
- to develop and maintain guidance for the use of donations and legacies received by the RSC, to review any proposals for use of funds received, and to make recommendations to the REC where necessary
- to develop and maintain relationships with external organisations which offer tangible benefits to SES Region, and to Scout Groups, volunteers and youth members across the Region
- to monitor approved fundraising activity to ensure the agreed strategy is being implemented.

Operating Principles:

This committee has no decision-making authority on behalf of the REC.

Membership:

This committee should include, where practical:

- a member representing Bonaly Scout Centre
- a member representing Longcraig Scout Centre.

Remit & Operation of the Bonaly Leadership Team

Purpose:

- with the approval of the REC, develop and manage an approved rolling 3-year business plan for the Centre ensuring the future development and strategic role of the Scout Centre in relation to the Region's objectives
Note: any deviation from the stated "Purpose" of the Centre or the content of the business plan must be approved by the REC
- to establish and monitor an agreed annual budget for the Centre to meet the requirements identified by the Regional Treasurer and the Finance Sub-Committee; the Chair will have authority to commit to vary the costs of works within the Centre's budget, within the limits set from time to time by the Finance Sub-Committee; any proposed changes over £1000 across expenditure budget lines will require the prior agreement of the RCC and any increase in the overall budget will require the approval of the REC
- to ensure that the Scout Centre is appropriately managed, with a management structure of both paid staff and volunteers, ensuring that the essential volunteer support required is in place and complies with POR
- to ensure that the facilities at the Scout Centre are appropriately managed and maintained, in line with the agreed strategy and budget
- to manage all bookings, financial transactions & bank accounts relating to the Centre, and to keep records in accordance with POR and as agreed with the Finance Committee
- to liaise with the chair of the People committee to ensure a people plan is established and implemented, including setting and monitoring objectives and personal development plans for both paid staff and key volunteers
- in liaison with the Funding committee, seek and source targeted funding that can support infrastructure ambitions identified from the content of both strategic and operational business plans for the Centre
- to ensure all activities run at the Scout Centre operate safely and effectively
- to ensure compliance with all relevant statutory and other relevant provisions (including Health & Safety legislation, Employment Legislation, recognised National Governing Bodies, POR, and the governing documents of the RSC)
- to monitor and review the adequacy of insurance cover for all operations, activities and resources managed by the Leadership Team, as specified in POR.

Membership:

In addition to the Chair appointed by the REC, this committee should include:

- the Warden of Bonaly Scout Centre
- the Manager of the Bonaly Active Support Unit
- members representing the following areas:
 - infrastructure
 - site services
 - activities
 - marketing & communications
 - finance & administration.

Remit & Operation of the Longcraig Leadership Team

Purpose:

- with the approval of the REC, develop and manage an approved rolling 3-year business plan for the Centre ensuring the future development and strategic role of the Scout Centre in relation to the Region's objectives
Note: any deviation from the stated "Purpose" of the Centre or the content of the business plan must be approved by the REC
- to establish and monitor an agreed annual budget for the Centre to meet the requirements identified by the Regional Treasurer and the Finance Sub-Committee; the Chair will have authority to commit to vary the costs of works within the Centre's budget, within the limits set from time to time by the Finance Sub-Committee; any proposed changes over £1000 across expenditure budget lines will require the prior agreement of the RCC and any increase in the overall budget will require the approval of the REC
- to ensure that the Scout Centre is appropriately managed, with a management structure of volunteers (and paid staff where appropriate), ensuring that the essential volunteer support required is in place and complies with POR
- to ensure that the facilities at the Scout Centre are appropriately managed and maintained, in line with the agreed strategy and budget
- to manage all bookings, financial transactions & bank accounts relating to the Centre, and to keep records in accordance with POR and as agreed with the Finance Committee
- to liaise with the chair of the People committee to ensure a people plan is established and implemented, including setting and monitoring objectives and personal development plans for both paid staff and key volunteers
- in liaison with the Funding committee, seek and source targeted funding that can support infrastructure ambitions identified from the content of both strategic and operational business plans for the Centre
- to ensure all activities run at the Scout Centre operate safely and effectively
- to ensure compliance with all relevant statutory and other relevant provisions (including Health & Safety legislation, Employment Legislation, recognised National Governing Bodies, POR, and the governing documents of the RSC)
- to monitor and review the adequacy of insurance cover for all operations, activities and resources managed by the Leadership Team, as specified in POR.

Membership:

In addition to the Chair appointed by the REC, this committee should include:

- the Manager of the Longcraig Active Support Unit (who may also act as Chair)
- the person responsible for managing Centre finances.

Approved by the Regional Executive Council with effect from 31 January 2021