



**BYLAWS**

**OF**

**SOUTH EAST SCOTLAND REGIONAL SCOUT COUNCIL**

**5<sup>th</sup> December 2024**

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

### **Preamble**

These Bylaws have been enacted by the Regional Trustee Board (RTB) 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 RTB and reported to the next Annual General Meeting of the RSC.

These Bylaws were amended as a consequence of the changes brought about by Transformation. It also includes the removal of the People Committee and Funding Committee. They were approved at a meeting of the RTB held on 5<sup>th</sup> December 2024 and supersede all previous versions.

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

### **Policy, Organisation and Rules<sup>1</sup>**

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 RTB 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 RTB 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).

### **Membership of Regional Trustee Board (RTB)**

The Regional Trustee Board consists of:

- The Regional Chair
- The Regional Treasurer
- The Regional Lead Volunteer
- The Regional Youth Lead
- A maximum of eight further appointed Trustees. A Regional Trustee Board should consist between 5-12 Trustees

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

The Chief Volunteer of Scotland and the Scouts Scotland Chair each have the right of attendance at meetings of the Regional Trustee Board.

Each Regional Trustee Board requires effective administration. The administration can be provided by one or more persons as appropriate to the Region.

Note: The Trustee Board and any sub-committees should, wherever possible, have as full voting members at least two people aged between their 18th and 25th birthdays.

### **Arrangements for Meetings of the RSC and RTB**

- (a) members of staff who are employed by the RSC may be invited to attend meetings of the RSC or the RTB 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 RTB shall be one third of membership plus 1, including at least one office bearer
- (d) the RTB shall normally meet on not less than four occasions each year; not less than five days' notice of all meetings of the RTB 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 RTB shall have the power to call a meeting within the procedure outlined above but normal practice would be for the Chair and Regional Lead Volunteer to call meetings.

### **Sub-Committees and Leadership Teams**

In addition to the RSC and the RTB, 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 RTB:

#### **Sub-Committees with decision-making authority**

- Regional Chair's Committee
- Finance Committee

#### **Advisory Sub-Committees**

- Risk Committee

In addition, following Transformation, the Region's two Scout Centres now report to the Regional Leadership Team (RLT) through a new committee known as the "Regional Centres Team." The two Centres still function independently and have delegated authority to make operational decisions within budgets agreed by the RTB. The Centres are managed operationally by the following Leadership teams:

- 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 RTB, and where appropriate may make recommendations for their consideration and approval.

### **Common Arrangements for Sub-Committees and the Centres Leadership Teams**

- (a) the Regional Lead Volunteer and Regional Chair are ex-officio members of all Sub-Committees and Leadership teams; these roles do not count towards the calculation of the quorum for meetings
- (b) the Chairs of each Sub-Committee and the Centres Leadership Teams will be appointed and confirmed annually thereafter by resolution of the RTB – normally at the first RTB meeting following the AGM; Chairs should not serve for more than 5 years without the express approval of the RTB
- (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 RTB, though they should undergo the appointments process and learning 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 Lead Volunteer 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 RTB
- (g) decisions will only be made within limits agreed by the RTB
- (h) notes of all meetings will be taken, and regular reports will be submitted to the RTB
- (i) where spending is approved by the RTB, 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 RTB 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 RTB as appropriate; specific responsibility for certain topics is aligned as follows:
  - Finance legislation – Finance Committee
  - Health & Safety legislation – Bonaly & Longcraig Leadership Teams and from Risk committee input.
  - Safeguarding – Bonaly & Longcraig Leadership Teams, Regional Chair’s Committee
  - Employment Legislation – Regional Chair’s Committee and from Risk Committee input
- (m) where additional details of operating practices are required by the RTB, 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 RTB

- (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 RTB
- (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 RTB.

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

#### **Purpose:**

- to plan and prepare for meetings of the RTB
- to deal with serious or urgent issues which arise and where it is not practical for a meeting of the RTB to be held (subject to quorum being met)
- to support the Regional Lead Volunteer 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 RTB
- to identify, recruit and appoint volunteer(s) (subject to RLV 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 Lead Volunteer acting as ultimate line manager on behalf of the RTB
- to identify, recruit and appoint member(s) of staff (subject to RTB approval) as agreed from time-to-time by the RTB 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 Lead Volunteer acting as ultimate line manager on behalf of the RTB
- to consult with the Risk Committee on matters related to employment and to succession planning for members of the RTB, 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 RTB
  - the performance and effectiveness of each Sub-Committee and Leadership Team.

#### **Operating Principles:**

- the committee is a Sub-Committee of the RTB and will only make decisions within limits agreed by the RTB except in extremis when it is necessary to make decisions on behalf of the RTB (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 RTB
- any decisions made by the committee that have not involved the whole RTB will be reported to the RTB as soon as reasonably practicable.

**Membership:**

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

- Regional Vice Chair(s)
- Regional Treasurer

Other members of the Trustee Board or Chairs from either of the Centres may be invited to attend the Chair's committee from time to time, if there is a need to consult with them.

**Quorum:**

At least 2 members one of whom must be either the Regional Chair or the Regional Lead Volunteer in instances where the committee is acting on behalf of the RTB, both the Regional Lead Volunteer 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 SESRSC)
- to scrutinise and question the Annual accounts
- to investigate any allegations regarding financial malpractice and make recommendations to the RTB
- 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 RTB 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 RTB; throughout the year performance against budget will be monitored.

**Membership:**

In addition to the Regional Lead Volunteer 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 (including employment legislation with regard to the Region's employees) which may affect their domain, and to highlight any potential non-compliance to the RTB
- 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 Cyber security and, if appropriate submit proposals to the RTB for changes or improvements.
- to regularly review the Region's approach to risk management and, if appropriate submit proposals to the RTB for changes or improvements to its policies / procedures when the need is identified
- to provide advice to the RTB 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 RTB.

**Membership:**

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

## **Remit of Regional Centres Team**

### **Reporting to the Regional Leadership Team (RLT), the role of the Regional Centres Team is as follows:**

#### **Purpose:**

- Reporting to the Regional Lead Volunteer, provide strategic oversight to the operation and development of the Regional Scout Centres. (Namely, Bonaly & Longcraig)
- Discuss & agree key outcomes and priorities annually with RLT in line with Regional strategy
- Share proposed annual key outcomes & priorities with RCC to ensure fit with Trustee expectations of use of the Centres
- Seek revenue & capital budget approval from RTB in line with annual calendar
- Ensure all external funding applications are aligned and not in conflict
- Seek approval from the RTB that Risk Registers adequately capture the risks associated with operating the Centres and that suitable mitigations have been put in place.
- Provide quarterly progress reporting to RTB and as required to RLT
- Identify and seek opportunities to align both Centres and benefit from shared understanding and resources.
- Identify opportunities to continually develop and grow the capability and use of the Regional Centres. Proposals for investment or new ways of operating should be documented and presented to RLT and RTB for approval.
- Help facilitate the operation of both Centres, taking decisions operationally when needed in line with agreed operating framework

Note: It is important to note that while the Centres report into the Regional Leadership Team, these facilities are central to the total asset base of the Region. Ensuring an acceptable return on investment from these Centres remains with the Region's Trustees and as such decisions on the long term use or strategic direction and future investment of these Centres lies with the RTB.

#### **Membership:**

- Team Leader appointed by Regional Lead Volunteer. (Can be a Trustee of RTB)
- The Chairs for both Bonaly & Longcraig
- Additional members as required to contribute to strategic development of the Regional Centres. E.g. Regional Treasurer, Scouting Support Lead

## **Remit & Operation of the Bonaly Leadership Team**

### **Operating as part of the Regional Centres Team, the role of the Bonaly Leadership team is as follows:**

#### **Purpose:**

- with the approval of the RLT and RTB, develop, manage and update an approved strategy 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 strategy must be approved by the RLT and RTB

- to establish and monitor an agreed annual revenue and capital 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 for approval for ad hoc or unexpected items of spend up to £10,000. Any unbudgeted investment or spend greater than £10,000 will require approval of the RTB
- 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 ensure a people plan is established and implemented, including setting and monitoring objectives and personal development plans for both paid staff and key volunteers
- 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 RTB, this committee should include:

- Staff members of Bonaly Scout Centre who report directly to the Bonaly Chair
- the Manager of the Bonaly Service Team
- members representing the following areas:
  - infrastructure
  - site services
  - activities
  - marketing & communications
  - finance & administration

### **Remit & Operation of the Longcraig Leadership Team**

**Operating as part of the Regional Centres Team, the role of the Longcraig Leadership team is as follows:**

#### **Purpose:**

- with the approval of the RLT and RTB develop, manage and update an approved strategy 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 RLT and RTB

- to establish and monitor an agreed annual revenue and capital 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 for approval for ad hoc or unexpected items of spend up to £10,000. Any unbudgeted investment or spend greater than £10,000 will require approval of the RTB
- 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
- ensure a people plan is established and implemented, including setting and monitoring objectives and personal development plans for key volunteers
- 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 RTB, this committee should include:

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

Approved by the Regional Trustee Board with effect from 5<sup>th</sup> December 2024