



# Board Diversity Succession Plan

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## Introduction

Under the Equality Act 2010 (Specific Duties) (Scotland) Regulations 2016, listed public bodies are required to produce a Board Diversity Succession Plan. This document aims to outline the current make-up of the SEStran Partnership Board and to demonstrate ways in which SEStran will commit to making progress on improving the diversity of our Board. SEStran recognises that increasing diversity on the Board will encourage new and innovative thinking and maximise use of talent, leading to better decision making and governance.

The Scottish Government and several other parties at the Scottish Parliament have a commitment to greater diversity and equality of representation on public boards. The 2015 “On Board” guidance issued to Board Members of Public Bodies in Scotland recognises this commitment to redressing the current imbalance of representation with gender parity outlined as an area of focus. The guidance outlines that Public Boards themselves should consider establishing a committee to consider matters such as; planning for succession and Board performance, as this should lead to more diversity at Board level. The guidance outlines a clear aim of 50:50 gender balance by 2020.

The “On Board” publication outlines an expectation that all public bodies will champion diversity and mainstream equal opportunities in their work. Public Boards are also challenged to give specific consideration to the impact on equality of opportunity when developing policies and making decisions. Having greater diversity of representation on the Board when making decisions is one clear mechanism for driving greater value in this regard and there is a growing level of evidence that “groupthink” or having a non-diverse Board can be a risk to an organisation and that having a more diverse Board can lead to more nuanced discussions and more informed decisions.

It is recognised by Scottish Government that a Board made up of people who are “visibly diverse” will not necessarily be immune to “groupthink”. Visible diversity is simply an indicator but no guarantee that the Board’s members have the diversity of skills, knowledge, experience and perspectives needed to make it effective. However, the Scottish Government acknowledge that there is currently an insufficient visible and invisible diversity on the Boards of Scotland’s public bodies, which can be evidenced in relation to factors ranging from gender to black and minority ethnic (BME) status, employment sectors and income.

The Scottish Government published Guidance<sup>1</sup> on Succession Planning for Public Body Boards in January 2017 and this plan has been developed in line with the suggested actions for Scottish Public Bodies. SEStran aims to deliver the dual purpose of ensuring the diversity of skills, experience, knowledge and attributes of Board members and ensuring diversity in terms of members protected characteristics.

## SESTRAN STRATEGIC OUTLOOK

SEStran was established as a statutory body in December 2005 under the Transport (Scotland) Act 2005 and tasked with producing a Regional Transport Strategy (RTS)<sup>2</sup> for South East Scotland. The vision of SEStran is for a regional transport system that “provides all citizens of South East Scotland with a genuine choice of transport which fulfils their needs and provides travel opportunities for work and leisure on a sustainable basis.” The development of the RTS was an opportunity to plan for the needs of 1.5 million people living in Scotland’s most economically vibrant region. The strategy lays out our vision for the strategic development of transport in South East Scotland up to 2028. The RTS was refreshed in 2015, but the key aims and objectives remain at the heart of SEStran’s work. Our objectives, which are laid out in the RTS, include:

- ✓ **Economy:** to ensure transport facilities encourage growth, regional prosperity and vitality in a sustainable manner.
- ✓ **Accessibility:** to improve accessibility for those with limited transport choice or no access to a car; particularly those living in rural areas.
- ✓ **Environment:** to ensure that development is achieved in an environmentally sustainable manner.
- ✓ **Safety & Health:** to promote a healthier and more active SEStran area population.

## KEY SKILLS FOR GOVERNANCE

It is important we have people with a variety of skills, knowledge, experience and understanding which will enable the Board to work effectively. All Board Members

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<sup>1</sup> <http://www.gov.scot/Topics/Government/public-bodies/BoardChairs>

<sup>2</sup> [http://www.sestran.gov.uk/uploads/sestran\\_regional\\_transport\\_strategy\\_refresh\\_2015\\_as\\_published.pdf](http://www.sestran.gov.uk/uploads/sestran_regional_transport_strategy_refresh_2015_as_published.pdf)

need to have some general skills so they can make a full contribution to the work of the Board but these do not have to have been gained by working in a management post or at a senior level; you may have a natural aptitude in these areas or you may have gained them through being active in your community, in a voluntary capacity or through your own personal life experience – these are listed below:

- The ability to contribute to policy and strategy formulation;
- The ability to provide leadership and direction;
- Excellent, interpersonal, communications and networking skills;
- The ability to engage others in debate and participate in constructive group discussions;
- Knowledge and understanding of the investment, financial or legal community;
- A broad understanding of the strategic environment in which transport operates at Scottish, UK and international level;
- Good understanding of government policy, national/ regional priorities and the distinction between these and local issues;
- Knowledge and experience in relation to equality, diversity and accessibility.

## BOARD MAKEUP

SEStran has 20 Board members drawn from constituent local authorities and 9 Non-Councillor Members.

<http://www.sestran.gov.uk/board-members/>

The number of Councillor Members has been allocated on the relative population within the partnership area. Non-Councillor Members are appointed to the Board based on Scottish Government guidance on membership for RTPs which states that the following principles should govern the selection and appointment of members, albeit the Gender Balance on Public Boards Bill may alter these requirements:

- ✓ Transparency
- ✓ Appointment on merit
- ✓ Achieving a balance among the Non-Councillor membership

The gender balance of the Partnership Board over the period of 2015 – 17 was: Identified as Male 85%; Identified as Female 15%. This data was gathered through a

confidential and voluntary survey of Board Members which received a 41% response rate.

### **Key Actions:**

- Based on the survey, a key target group for SEStran board membership is persons who identify as female, alongside a general objective to increase the diversity of representation from across all social groups and those who have protected characteristics.
- SEStran is also developing a new website for Spring/Summer 2017 and will seek to publish profiles of all Board Members, their skills and a specific focus on value added by the diversity generated to the collective governance of the organisation.
- The Partnership Director will ensure that the Board is kept up-to-date with any new developments in equality and diversity relevant to the organisation's strategic outlook and responsibilities as a public body.
- Encourage all Board Members with protected characteristics to volunteer as role models and take part in relevant corporate communications
- Encourage and support Board Members to be visible and use their contacts or networks to promote Board positions and the work of the SEStran board.
- The Partnership Director is identified as the responsible officer for ensuring compliance with the Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016 and any subsequent related legislation.

## **COUNCILLOR MEMBERS**

As stated above, the majority of the SEStran Partnership Board is made up of Councillor Members from constituent local authorities. They are appointed solely by local authorities, a process governed by the Transport (Scotland) Act 2005 and over which SEStran has no input.

### **Action:**

- To address this, the SEStran Chair will write to the constituent local authorities ahead of the May 2017 elections to advise them of the Board's diversity in 2016/17 and ask them to assist SEStran in achieving our objectives of improving the Partnership Board diversity.

## NON-COUNCILLOR MEMBERS

The current term for SEStran Non-Councillor Members finishes in April 2018. Under the 2005 RTP guidance for membership, produced by the Scottish Government, RTP's appoint their own Non-Councillor Members. SEStran aim to produce a gender balance for non-executive appointments on the Board, in line with the final requirements of Scottish Government Gender Balance on Public Boards Bill and the voluntary One Scotland 50/50 pledge, and will consult with a range of equalities organisations to ensure that the application process is not exclusionary. We have benefited from advice from Changing the Chemistry (CtC) to seek to make our application process and forms<sup>3</sup> more inclusive to a wider range of applicants and will continue to seek to continuously improve our procedures and processes.

The RTP membership guidance states that Non-Councillor Members should bring a range of benefits to the work of the RTP such as:

- Experience and knowledge from working at board/strategic level in business, the public sector and the voluntary sector;
- Regional rather than local perspective;
- Political and media awareness;
- Transport knowledge;
- Financial awareness;
- Communication skills.

Further, the guidance states that "lay members" will bring a different perspective to the Board.

7 of the 9 Board Members period of current appointment will lapse in summer 2018. The Scottish Ministers consent will be required for any re-appointment. The 2005 RTS Guidance advises that there needs to be a balance between continuity and refreshing the Board. There may also be a requirement by next year for these appointments to

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<sup>3</sup> <https://applications.appointed-for-scotland.org/files.axd?id=932ab80c-e38e-44cd-97f2-b251ab12189f>

be balanced based on gender identity: male and female as outlined in the draft Gender Balance on Public Boards Bill.

### **Key Actions:**

- SEStran will seek to transition the current Board Diversity Working Group into a SEStran Succession Planning Committee to meet annually and oversee appointments and the continuous improvement in Board Diversity Succession Planning.
- Undertake a full appointment process for all Board Member appointments lapsing in Summer 2018, overseen by the Succession Planning Committee to audit the skills, knowledge and experience needed for future Board appointments and identify/remove any potential barriers to opportunities for greater diversity presented by for example, format of Board papers, timing or location of meetings etc.
- Aim to publicise Non-Councillor Board vacancies through a wide range of sources including SEStran corporate publications, partner equality organisations and social media to encourage a wide range of good candidates with a diverse range of skills and experience.
- Sign the One Scotland 50/50 pledge by 2020 for Gender Balance on Public Boards in relation to Non-Councillor Member's appointments.

## **Training and Development**

The RTP guidance on membership states that RTP's can appoint observers, who as advisers can make a valuable contribution. This provision would allow SEStran to involve people on the Board who were not appointed as Non-Councillor Members but who would have useful input to make. The SEStran Board agreed in September 2016 to appoint observers to the Board. These observers would not have a vote on the Board and would not be expected to participate in all discussions or all meetings. The aim of this is to provide wider opportunities to suitable representatives to gain experience of attending meetings with the intention that they can then go on and gain a seat on a Board. The appointment of observers will also benefit the work of the SEStran Partnership Board by engaging with those who may have new ideas and who may bring an alternative viewpoint to the Board.



## Key Actions:

- SEStran anticipate appointing Board observers in 2017. Officers have progressed this and will seek to appoint observers via engagement with Changing the Chemistry and the SEStran Equalities/Healthcare Forum. A Role Description is included in Annex 2.
- Continue to engage with relevant Equalities organisations, through our long-established Equalities and Healthcare forum, to seek their advice on reaching out to further groups/organisations representing those with protected characteristics and addressing potential barriers to participation.
- Will ensure that; Equality & Diversity training is included in the Induction of new members from Spring 2017 onwards, specific training is offered to all members of the Succession Planning Committee and all members will be encouraged to attend Scottish Government Board training and development events
- Seek volunteer Board members to mentor Board observers and members of SEStran committees/forums who are interested in progressing onto a Board.
- In early 2018 and late 2020, run targeted training events for people from currently underrepresented groups to raise awareness and familiarity with the work of SEStran and its Non-Councillor Board Members and seek to enhance attendees to successfully apply for Board positions or Board Observer roles.

## Statement of Purpose and Use

The SEStran Board Diversity Succession Plan seeks to consider the issue of board succession in a context of the long-term strategy for the organisation and the area's regional strategic transport network. The actions outlined in the plan seek to enable SEStran to nurture a talent pool of existing and future board members.

SEStran is clear that our Succession Plan relates to two distinct but related concepts:

1. Members skills, experience, knowledge and other relevant attributes such as personal values; and
2. Diversity of members in relation to their protected characteristics as defined by the Equality Act 2010.

Board Diversity is good for governance, co-design and an understanding of all the organisation's stakeholders and partners. It contributes to better corporate

governance and the delivery of new ideas, constructive challenge and positive outcomes. All of which support the continuous improvement of public services in Scotland.

The Plan seeks to outline our point of departure, on our journey via many different methods to reach our destination of a Board that reflects the people and communities of the South East of Scotland, increase the credibility with communities and in doing so be far more likely to be able to demonstrate our compliance with the legal requirements of the Public-Sector Equality Duty.

Annex 1 – South East of Scotland Transport Partnership Skills Matrix Card

What kind of expertise do you consider you bring to the Board?

	N/A	Have some knowledge	Good current hands-on experience	Expert in this area	Examples	Would like to upskill
<b>GOVERNANCE / ORGANISATIONAL RELATED</b>						
Ambassadorial experience						
Business development						
Communications						
Constructive debate						
Disability and discrimination						
Equality and diversity						
Financial						
Governance						
Government policy						
Human resources						

	N/A	Have some knowledge	Good current hands-on experience	Expert in this area	Examples	Would like to upskill
Information technology and digital						
Legal						
Management inc. leadership, business, rules of engagement, encouraging democracy, volunteering						
Marketing / Media / Public Relations						
Monitoring and evaluation						
Networks / Alliances / Partnerships						
Organisational development, inc. change management						
Policy and strategy formulation						
Political and parliamentary						
Regional perspective, distinction between national, regional and local issues						
Research						
Strategic planning, strategic frameworks, strategic environment for transport						

**Additional Specific Skills**

1						
2						
3						
4						
5						

## SESTRAN BOARD OBSERVER – Role Description

This is not an appointment; it is a developmental opportunity and positive action that SEStran are seeking to take as part of their Public Sector Equality Duties to promote opportunity and increased diversity of representation in the governance of public bodies.

### The Role

The Role of a Board Observer is someone who attends SEStran Board meetings but is not an official member of the Partnership Board. The statutory regulations which provide the detail on membership of Regional Transport Partnerships set out the role of observers.<sup>4</sup>

SEStran aims to provide an environment where observers feel comfortable in listening, in their own time asking questions, and ultimately providing counsel and advice from their own perspective. Observers are not expected to vote on anything, albeit the Board decisions are predominantly based on consensus decisions and voting is rare. We would hope as well as providing a learning opportunity to the Observer, we can benefit as much from their influence and experience when they feel in their development journey they are ready to contribute. We hope we can benefit from you being able to, in time:

- bring different points of view to a discussion; and/or
- give insight into your transport users' needs and experience; and/or
- make new contacts in the communities of place or characteristic; and/or
- think of new ways of doing things.

The selected individual(s) will be invited, on a pre-arranged and closely supported and supervised way, to sit in on 3-4 Board meetings (and, if possible, a board committee twice) to observe first-hand how Boards work. These will be held in fully accessible locations and generally between the hours of 10am – 2pm weekdays.

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<sup>4</sup> See Schedule 2 of The Regional Transport Partnerships (Establishment, Constitution and Membership) (Scotland) Order 2005, and in particular [paragraph 1](#)

This opportunity seeks to build the understanding, confidence and capacity of individuals to fill appropriate Board member posts in the future. The position will be held for a maximum of 12 months.

## Background

As outlined in SEStran's emerging Board Diversity Succession Plan as required by the Public Sector Equality Duty Amendment Regulations 2016<sup>5</sup>, the Board of SEStran have agreed to the appointment of Board Observers to offer a clear and tangible developmental response to the issue of promoting Board Diversity for SEStran within the wider context of our approach to our Equality Duties and published Equality Outcomes 2017-2021, particularly Outcome 1: promoting a diverse and representative organisation.

The guidance on membership of Regional Transport Partnerships<sup>6</sup> states that RTP's can appoint observers, who as advisers can make a valuable contribution to overall diversity of governance, irrespective of technical expertise or knowledge of transport systems. This provision would allow SEStran to involve people on the Board who were not appointed as Non-Councillor Members but who would have useful input to make. The SEStran Board agreed in September 2016 to appoint 4-5 observers to the Board. These observers would not have a vote on the Board and would not be expected to participate in all discussions or all meetings.

The aim of this developmental opportunity is to provide wider opportunities to those interested in furthering their involvement in the work of the Partnership to gain experience of attending meetings with the intention that they can then go on and gain a seat on a Board.

The appointment of observers will also benefit the work of the SEStran Partnership Board by engaging with those who may have new ideas and who may bring an alternative viewpoint to the Board. SEStran will work with a range of equality organisations to publicise and appoint these observers

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<sup>5</sup> <http://www.gov.scot/Resource/0049/00497889.pdf>

<sup>6</sup> <http://www.gov.scot/Resource/Doc/47121/0020877.pdf>

## Objective:

The aim is twofold:

1. To give prospective Board Members a practical insight into how a Board operates and a good understanding of what the expectations are of a Member of a Board; and
2. To deliver outcomes concerning the outcomes required by SEStran's Board Diversity Succession Plan.

The role of Board Observer is targeted at individuals who consider that they have the skills, attributes and potential to be a Member of a Board, but have no experience at Board level. We would hope even without previous experience, Board Observers could help SEStran in collectively delivering the Principles of Good Corporate Governance through their involvement:

- Focus on the organisation's purpose and on outcomes for citizens and service users
- Perform effectively in clearly defined functions
- Promote values for the whole organisation and demonstrate the values of good governance through behaviour
- Take informed, transparent decisions and manage risk
- Develop the capacity and capability of the governing body to be effective
- Engage stakeholders and make accountability real.

Further background information on corporate governance processes and principles is available in the On Board publication.<sup>7</sup>

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<sup>7</sup> <http://www.gov.scot/Resource/0047/00475242.pdf>



## The Process:

The Board will ensure that new members receive induction training and that effective arrangements are in place to maintain and enhance the skills and motivation of all Board Observers over their period of involvement with SEStran.

Chairperson or Vice-chairperson (and/or nominated Board Member/Partnership Director to: -

- A. provide information about the company/organisation, the Board, the RTS and current issues faced;
- B. explain how the Board operates, composition, committee structure etc.;
- C. explain how the observer should or should not interact at meetings (generally it is recommended that the individual should not be expected to contribute as that relieves some of the pressure they may feel otherwise);
- D. offer an opportunity to review board papers in advance of each meeting and after each meeting discuss the meeting and its outcomes;
- E. allocate the individual to a relevant board sub-committee.

Then

- Confidentiality agreement to be signed by both parties;
- Any potential conflict of interest will need to be avoided or at a minimum declared;
- Observers will be expected to sign an undertaking to follow the model Code of Conduct for members of Devolved Public Bodies.
- Individual to be involved for at least a full cycle of board meetings (usually one year) as an observer;
- Chairperson (or nominated Board member) and individual to have follow up discussion about the experience of attending the meeting and provide some mentoring.

## **Remuneration**

No payment for Board Observer

Reasonable expenses will be met in accordance with SEStran's Business Travel Policy.

## **Equality and Diversity**

Accessibility to public appointments is a fundamental requirement and the public appointments process promotes, demonstrates and upholds equality of opportunity and treatment to all applicants.

SEStran will always consider disability-related reasonable adjustments that an applicant might request to enable them to meet the requirements of the development opportunity and participate fully in the selection process.

SEStran is committed to appointment on merit, diversity and equality for public appointments. However, this opportunity is positive action under the Equality Act 2010 and is not employment, in the view of SEStran this is the implementation of positive action measures to overcome disadvantage, meet different needs and/or increase participation of people from protected characteristics, as identified in our Board Diversity Succession Plan 2017 and our Equality Outcomes 2017-2021.

The Act does not limit the action that could be taken, provided it satisfies the statutory conditions and is a proportionate way of achieving the aim of overcoming a genuine disadvantage.



WORKING FOR DIVERSITY IN THE BOARDROOM



**CIHT Diversity & Inclusion Charter**



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