

Board Diversity Succession Plan

1. INTRODUCTION

- 1.1 The report provides an update of progress with a final Board Diversity Succession Plan for SEStran, required under the 2016 Scotland Regulations of the Equality Act, as part of SEStran's 2017-2021 Equality Outcomes, proposals for a Succession Planning Committee and the retrospective collection of SEStran Board Diversity data relating to gender.

2. BACKGROUND

- 2.1 The Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016, Regulation 6A specifically repeated below, require listed public authorities with appointed Board members to use information about their Board's Diversity to better perform the Public Sector Equality Duty (PSED).

2.2 "Use of member information"

6A.—(1) *The Scottish Ministers must from time to time take steps to—*

(a) gather information on the relevant protected characteristics of members of a listed authority; and

(b) provide information gathered by them to the listed authority in question.

(2) A listed authority in receipt of information provided to it under paragraph (1) must use the information to better perform the equality duty.

(3) Each relevant listed authority is to include in any report published by it in accordance with regulation 3 details of—

(a) the number of men and of women who have been members of the authority during the period covered by the report; and

(b) the way in which—

(i) the information provided to it under paragraph (1) has been used; and

(ii) the authority proposes to use the information,

in taking steps towards there being diversity amongst the authority's members so far as relevant protected characteristics are concerned.

- 2.3 SEStran is a listed public authority and we are expected as part of our mainstreaming reports to detail the steps we plan to take across all relevant protected characteristics to promote member diversity. However, other than numbers of men and women as members of the authority, we do not have a duty to publish any other information on protected characteristics within the mainstreaming report.

- 2.4 The Scottish Government informed SEStran by letter this month that during the process of testing the Scottish Government's data collection platform for gathering diversity information, there was a need identified to look again at the process and carry out further engagement work with listed public bodies to ensure a robust and secure process. The Scottish Government therefore plans over the course of 2017 to undertake further work with listed

authorities on the process for gathering Board diversity data and the mechanism for providing information to Boards.

2.5 In light of the revised timescale for providing data to public bodies, the Scottish Government recognises that information on the protected characteristics of Board members will not be provided to public bodies before the publication of Mainstreaming Report in 2017. Therefore, the following information on Board Diversity is what will be required in these reports:

- the number of men and women who have been members of your Board during the period covered by the report, and
- the action your authority proposes to take in the future to promote greater diversity of Board membership. As this is the first time public bodies are reporting on this area of work it is expected that the information published will be a sign-posting of future activity. However, where activity is already underway to improve the diversity of the Board, authorities may find this provides an opportunity to highlight these developments

2.6 Members should be aware that whilst we have a duty under the 2016 regulations we have not been initially included as a relevant public body in the draft Gender Balance on Public Boards bill highlighted in Item 17 on this agenda. The final Succession Plan will be published alongside our mainstreaming report 2015-17 and Equality Outcomes 2017-2021 detailed in Item 16 on this agenda. SEStran is clear that under present legislation the majority of actions on the issue of board diversity can for legal reasons only be applied to non-councillor board members, as no quota or other barrier can at present be placed on nominated councillor members from constituent councils. We have also asked the Equality Unit at Scottish Government if we have to seek self-identification of gender from current and previous members 2015-17. They are not being prescriptive on the method of collection but given we also have duties under Data Protection legislation and Equality Act not to use information given for a different purpose or assume gender, it is therefore proposed that SEStran contact all members of the SEStran board during the period April 2015 to April 2017 to ask them to voluntarily identify their gender. This voluntary data will then be collated and published as solely a male/female ratio of Board consumption during that period and will be held in accordance with our Data Protection duties and used solely for the purpose of the Board Diversity Succession Plan.

2.7 The Scottish Government in January 2017 published guidance¹ on Succession Planning for Public Body Boards and the appended Plan has been developed in line with this and other published guidance, to better achieve our PSED and also the associated purpose of delivering highly effective and diverse Boards. In doing so, the Plan has sought to balance two distinct but related concepts of Diversity:

- Member's Skills, experience, knowledge and other relevant attributes

¹ <http://www.gov.scot/Resource/0051/00513554.pdf>

such as personal values; and

- Diversity of members in relation to their protected characteristics as defined by the Equality Act 2010: age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief; sex and sexual orientation.

2.8 The guidance highlights that Boards may wish to consider establishing a dedicated Succession Planning Committee to evaluate the existing skills of Board members and those that will be needed in future. The Scottish Government guidance highlights the importance of any such Committee operating in a fair and transparent manner so that it enables the delivery of an effective, diverse Board as its central purpose so as not to reinforce the status quo. The Board in June 2016 agreed to the establishment of a Board Diversity Working Group and it is proposed that an annual Succession Planning Committee would be a logical extension of that to demonstrate the commitment of SEStran to our PSED requirements.

3. CONCLUSION/RECOMMENDATIONS

3.1 The Board are requested to:

1. Agree the Board Diversity Succession Plan depending receipt of 2015-2017 Board Diversity data.
2. Agree that SEStran should commit to a transparent, inclusive and outreaching process of appointment of new Non-Councillor Board members in 2018.
3. Agree that SEStran transition from a Board Diversity Working Group to a formal Succession Planning Committee which should meet annually to oversee and monitor Board appointments;
4. Comment upon and agree the attached initial terms of reference for the Succession Planning Committee;
5. Note that the delay in the Scottish Government proposal to survey member of Public Boards; and
6. Agree that prior to the publication of the Board Diversity Succession Plan, SEStran board members should be sent a voluntary survey to enable retrospective identification of board gender balance between 2015-2017.

George Eckton
Partnership Director
23rd February 2017

Appendix 1 – Draft Terms of Reference for a SEStran Succession Planning Committee

Appendix 2 – Board Diversity Succession Plan

Policy Implications	In line with the agreed SEStran Equality and Diversity policy.
---------------------	----------------------------------------------------------------

Financial Implications	None
Equalities Implications	The Plan seeks to remove disadvantage, takes steps to meet the needs of people from protected groups and encourages people from protected groups to participate in public life.
Climate Change Implications	None

Draft Terms of Reference for a SEStran Succession Planning Committee

Terms of reference for the Succession Planning Committee

Purpose

Inclusive and diverse Boards are more likely to be effective, to be better able to understand their stakeholders and benefit from fresh perspectives, new ideas, vigorous challenge and broad experience.

The role of the SEStran Succession Planning Committee is to:

- lead on meeting the Board's responsibilities in relation to planning for succession through appointments and Board member development;*
- offer advice to the Board on future appointments and reappointments;*
- review and evaluate the skills, knowledge, expertise, diversity (including protected characteristics) of current Board members, and requirements of future members, on an annual basis; and*
- monitor the development and continuous improvement a succession plan that can be presented to the Board.*

Constitution

- 1. The Succession Planning Committee shall consist of the Chair, two Board members, the Partnership Director, the Secretary and representative from SEStran's Human Resources advisers. Other officers may be invited to attend for all or part of any meeting as and when appropriate.*
- 2. The Chair of the Committee will be the Chair of the Board.*
- 3. The quorum required to be present at any meeting of the Committee shall comprise no fewer than three members.*
- 4. The Committee will meet [at least annually/bi-ennally]. The meeting will be timed to align with the Board planning cycle. The Committee will also*

convene on an ad hoc basis to deal with issues such as unanticipated Board member departures and changes to the operating environment.

- 5. The Committee will report to the Board. A copy of the minutes will normally form the basis of the report.*
- 6. The Committee will review its own effectiveness and provide an overview report to the Board annually on the Committee's work and key considerations.*
- 7. The Succession Planning Committee may co-opt additional members for a period not exceeding one year to provide specialist input.*

Remit

- 1. Review and evaluate skills, knowledge, experience and diversity (including in relation to protected characteristics) of the Board including the attributes required for all or the majority of Board members (both now and in the future).*
- 2. Identify skills and diversity gaps and shortages in light of Sestran's long-term strategy.*
- 3. Further Develop, monitor and continuously improve a succession plan in response to the skills and diversity needs that have been identified, and in so doing, ensuring that new members appointed to the Board reflect the needs identified, thus avoiding appointments being made in the image of the current Board members.*
- 4. Consult and seek advice from various sources on ways of attracting the type of applicant required, identify and advise on different methods and approaches to recruitment including the application process, information pack and interviews.*
- 5. Give consideration to participation of users of services or members of the SEStran Equalities/Healthcare Forum in the recruitment process.*
- 6. Consider recommending one or more committee members taking part in the assessment of applicants.*
- 7. Keep the Board apprised of the committee's work and prepare an annual report to the Board.*

8. *Involve, as appropriate, the executive resources of the body such as HR and legal professionals, to enhance and support appointment activity and to ensure that it is aligned with the body's brand, values and other corporate communications.*
9. *Adhere at all times to the relevant Code of Practices and appropriate guidance and advice from the office of the Commissioner for Ethical Standards in Public Life in Scotland.*

General

1. *The work of the Committee needs to be fully informed by:*
 - *Strategic planning,*
 - *Business planning,*
 - *Risk register,*
 - *Information presented to the Board on its composition in accordance with the Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016, and*
 - *Performance assessment (which will also be linked to external and internal audit).*

SEStran Board Diversity Succession Plan

INTRODUCTION

Under the Equality Act 2010 (Specific Duties) (Scotland) Regulations 2016, listed public bodies are required to produce a Board Diversity Succession Plan in April 2017. This document aims to outline the current make-up of the SEStran Partnership Board and to outline 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 a number of 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 a particular area of focus. The guidance outlines that Public Boards themselves should give consideration to 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 Board’s 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 in January 2017 Guidance¹ on Succession Planning for Public Body Boards 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

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

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)² 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 different skills, knowledge, experience and understanding which will enable the Board to work effectively. All Board Members 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;

²http://www.sestran.gov.uk/uploads/sestran_regional_transport_strategy_refresh_2015_as_published.pdf

- 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/uploads/elected_members_feb_2017.pdf

The number of Councillor Members has been allocated on the basis of 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 current diversity of the Partnership Board will be surveyed by Scottish Government and data will be relayed back to SEStran on a confidential basis in by April 2017. SEStran will only publish the current Gender Balance of the Partnership Board, no other data on protected characteristics will be made available.

Insert statistic when available: Identified as Male XX; Identified as Female XX; Didn't Answer xx%

Actions:

- On the basis of the survey, a key target group for SEStran board membership is persons who identify as XX, 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 Regional Transport Partnership (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 forms³ 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

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

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

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 also identify/remove any potential barriers to opportunities for greater diversity presented by for example, format of Board papers, timing or location of meetings etc.
- SEStran will 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.
- SEStran will sign the One Scotland 50/50 pledge by 2020 for Gender Balance on Public Boards in relation to Non-Councillor members 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 are able to 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.

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.
- SEStran will 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 apply 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 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.

February 2017

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

	Board Member 1	Board Member 2	Board Member 3	Board Member 4	Board Member 5	Board Member 6	Board Member 7	Board Member 8	Board Member 9
Key Skills								TBC	TBC
The ability to contribute to policy and strategy formulation								TBC	TBC
The ability to provide leadership and direction								TBC	TBC
Excellent interpersonal, communications and networking skills.								TBC	TBC
The ability to engage others in debate and participate in constructive group discussions.								TBC	TBC
Knowledge and understanding of the investment/financial or legal community.								TBC	TBC
A broad understanding of the strategic environment in which transport operators at								TBC	TBC

Annex 2 – Board Observer Role Description

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.⁴

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.

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 2016⁵, 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

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

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

published Equality Outcomes 2017-2021, particularly Outcome 1: promoting a diverse and representative organisation.

The guidance on membership of Regional Transport Partnerships⁶ 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 are able to 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

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.⁷

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

⁷ <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 Bboard observers over their period of involvement with SEStran.

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

- provide information about the company/organisation, the Board, the RTS and current issues faced;
 - explain how the Board operates, composition, committee structure etc;
 - 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);
 - offer an opportunity to review board papers in advance of each meeting and after each meeting discuss the meeting and its outcomes;
 - allocate the individual to a relevant board sub-committee.
- 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 give consideration to 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 a 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.