

Board Diversity Succession Plan

1. INTRODUCTION

- 1.1 The purpose of this report is to present to the Succession Planning Committee the revised Board Diversity Succession Plan for approval.
- 1.2 The plan has been reviewed by Officers considering new legislation and as part of the regular review cycle.

2. BACKGROUND

- 2.1 SEStran is a listed authority under the Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016¹ and as such has a range of legal obligations to support the promotion of diversity. This includes promoting the diversity of appointed members to SEStran's Partnership Board
- 2.1 The Board first approved the Board Diversity Succession Plan at its meeting in March 2017, supporting the organisation's commitments to take action to advance equality, tackle discrimination and promote good relations between people who share protected characteristics, which are core objectives set out in our Equalities Outcomes and mainstreaming activities.
- 2.2 The Gender Representation on Public Boards (Scotland) Act 2018² received royal assent on 9 March 2019. The purpose of the Act is to promote gender balance of members appointed to the Boards of listed public authorities. The requirements of the Act have been considered and implemented within the organisation, although the duties of the Act will not come into force until guidelines and reporting arrangements have been issued by Scottish Ministers.

3. BOARD DIVERSITY SUCCESSION PLAN

- 3.1 The revised Board Diversity Succession Plan, attached at **Appendix 1** of this report has been updated to include the specifics of the Gender Representation on Public Boards (Scotland) Act 2018, to report on the actions undertaken by the organisation since the plan was last published and a general revision to the layout.
- 3.2 The Gender Representation on Public Boards (Scotland) Act 2018 sets a "gender representation objective" whereby listed public boards should aim to have 50% of non-executive (appointed) member who are women.

¹ <https://www.legislation.gov.uk/sdsi/2016/9780111030752>

² <https://www.gov.scot/publications/scottish-government-consultation-implementation-gender-representation-public-boards-scotland-act-2018/pages/3/>

3.3 In summary, the Act states that:

- Appointments must be made on merit but where there are two or more equally qualified candidates for an appointment, at least one of whom is a woman, the appointing person must appoint a candidate who is a woman if doing so will result in achieving or making progress towards the gender representation objective.
- In addition, public authorities and appointing persons must take such action as they consider appropriate to encourage applications from women. Where the gender representation has not been achieved, must take such additional steps as considered appropriate.
- Public authorities will be required to report progress on what actions they are taking to meet the objectives.

Only non-executive members are covered by the Act.

3.4 The Board Diversity Succession Plan has been developed in line with SG guidance, to better achieve our Public Sector Equality Duties. 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 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

3.5 The skills audit questionnaire, appended to the Plan, was created to address the member's skills requirement and Officers will undertake an exercise to invite members to participate in a skills audit survey.

3.6 The regulations set out that the Scottish Ministers are required from time to time, to gather information about members' protected characteristics and that the Ministers will forward those to the public bodies covered by the duties for inclusion in their mainstreaming reports.

3.7 At the time of writing this report, Officers' were awaiting confirmation from colleagues in Scottish Government (SG) as to when this information will be gathered and shared. Officers will liaise with SG to ensure that data is provided to enable SEStran to fulfil its duties under the Act.

4. RECOMMENDATIONS

- 4.1 The Committee is asked to:
- 4.2 Approve the changes to the Board Diversity Succession Plan; and
- 4.3 Note that Officers will liaise with Scottish Government colleagues to receive information on Members diversity, in relation to their protected characteristics; and
- 4.4 Note that Officers will undertake an exercise to conduct a skills audit of the current Board members.

Angela Chambers
Business Manager
November 2019

Appendix 1: Board Diversity Succession Plan (Clean and Tracked Change)

Policy Implications	As outlined in the report
Financial Implications	None
Equalities Implications	As outlined in the report
Climate Change Implications	None

SEStran Board Diversity Succession Plan

INSERT LOGO

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ABOUT SESTRAN – ROLE AND FUNCTION

SEStran is one of seven Regional Transport Partnerships (RTP's) in Scotland. Our partnership area covers 8 local authorities, including City of Edinburgh, East Lothian, Midlothian, West Lothian, Fife, Falkirk, Clackmannanshire and Scottish Borders. This covers an area of 3180sq miles and is home to 28% of Scotland's population. SEStran aims to develop a sustainable transportation system for the South East of Scotland that will enable business to function effectively and provide everyone living in the region with improved access to healthcare, education, public services and employment opportunities. SEStran is a Model 1 RTP, as defined under the Transport (Scotland) Act 2005, with a main function to deliver a Regional Transport Strategy (RTS) for the area. SEStran's RTS is the cornerstone of our work, it lays out our vision for the strategic development of transport in South East Scotland up to 2028 and includes a focus on links to and from Edinburgh, as the economic hub of the region. SEStran currently employs a total of nine staff.

LEGAL CONTEXT AND POLICY BACKGROUND

The Equality Act 2010 (“the 2010 Act”)

Part 3 of Schedule 19 to the 2010 Act sets out that a Regional Transport Partnership established by Section 1(1) of the Transport (Scotland) Act 2005 (“the 2005 Act”) falls within the definition of a public authority for the purposes of the 2010 Act.

The Equality Act 2010 (Specific Duties) (Scotland) Regulations 2012 (“the 2012 Regulations”)

Para. 1 of Schedule 1 to the 2012 Regulations sets out that a Regional Transport Partnership established by Section 1(1) of the 2005 Act falls within the definition of a public authority for the purposes of the 2012 Regulations.

The Regional Transport Partnerships (Establishment, Constitution and Membership) (Scotland) Order 2005, which was made under Section 1(1) of the 2005 Act, established SEStran, meaning SEStran is covered by both the 2010 Act and the 2012 Regulations.

This means SEStran's duty, as set out in the 2010 Act and 2012 Regulations when exercising its functions, is to have due regard to the following needs:

- Eliminate unlawful discrimination, harassment and victimisation and other conduct prohibited by the Act;
- Advance equality of opportunity between people who share a protected characteristic and those who do not;
- Foster good relations between people who share a protected characteristic and those who do not.

The Act explains that having due regard for advancing equality involves:

- Removing or minimising disadvantages suffered by people due to their protected characteristics;
- Taking steps to meet the needs of people from protected groups where these are different from the needs of other people;
- Encouraging people from protected groups to participate in public life or in other activities where their participation is disproportionately low.

The nine protected characteristics under the 2010 Act are:

- age
- disability
- gender reassignment
- marriage and civil partnership
- pregnancy and maternity
- race
- religion or belief
- sex
- sexual orientation.

The requirement to prepare a Board Succession Plan derives from the **Equality Act 2010 (Specific Duties) (Scotland) Amendment Regulations 2016**. These regulations state that listed public authorities with appointed Board members use information about their Board's diversity to better perform the PSED.

The purpose of succession planning is to deliver highly effective, diverse boards.

The Gender Representation on Public Boards (Scotland) Act 2018¹

The purpose of this piece of legislation is to improve the representation of women on the boards of Scottish public authorities. The Gender Representation on Public Boards (Scotland) Act 2018 sets a "gender representation objective" for the non-executive member component of public boards. The objective is that 50% of non-executive members are women.

Only non-executive members appointed to public boards are covered by the Act. The Act places duties on public authorities, appointing persons and Scottish Ministers in connection to their role in achieving the gender representation objective.

Appointments must be made on merit. However, where there are two or more equally qualified candidates for an appointment, at least one of whom is a woman, the appointing person must appoint a candidate who is a woman if doing so will result in achieving or making progress towards the gender representation objective. There is scope to consider whether the appointment of a person who is not a woman is justified

¹ <https://www.gov.scot/publications/scottish-government-consultation-implementation-gender-representation-public-boards-scotland-act-2018/pages/3/>

on the basis of a characteristic or situation particular to that candidate and give preference to that candidate.

Although the Act has received Royal Assent the new duties will be brought into force when Scottish Ministers have published guidance and made regulations setting out the reporting arrangements. However, SEStran has already taken steps to achieving the Act's objective.

Guidance on Succession Planning for Public Body Boards²

The Scottish Government published Guidance on Succession Planning for Public Body Boards in January 2017 to assist public bodies in meeting this requirement and this plan has been developed in line with this guidance.

Scottish Government's guidance acknowledges that a number of public boards comprise elected and non-elected members but aims to effectively harness the diverse contributions that board members make.

KEY SKILLS FOR GOVERNANCE

It is important that SEStran has members with a variety of 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 partnership, including:

- 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. Details of our current Board members can be found at:

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

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

² <https://www.gov.scot/publications/guidance-succession-planning-public-body-boards/>

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 (Scotland) Act 2018 may alter these requirements:

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

Scottish Ministers are required from time to time, to gather information about members' protected characteristics and will forward those to the public bodies covered by the PSED. SEStran is awaiting this information from Ministers and once received, SEStran will only publish the current Gender Balance of the Partnership Board. No other data on protected characteristics will be made available.

Actions:

- Liaise with Scottish Ministers to obtain member information and on the basis of the survey data provided, will aim to increase the diversity of representation from across all social groups and those who have protected characteristics.
- Publish statistics when available: Identified as Male XX; Identified as Female XX; Didn't Answer xx%
- 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

Two thirds of the SEStran Partnership Board is made up of Councillor Members from constituent local authorities. They are appointed solely by each local authority, in a process governed by the Transport (Scotland) Act 2005 and over which SEStran has no influence.

Action:

- To address this, the SEStran Chair wrote 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 its objectives of improving the Partnership Board diversity.

NON-COUNCILLOR MEMBERS

Under the 2005 Regional Transport Partnership (RTP) Guidance for Membership, produced by the Scottish Government, RTP's appoint their own non-councillor members. In its last round of appointments in 2018, SEStran achieved an aim to produce a gender balance for non-executive appointments on the Board, in line with the requirements of Scottish Government Gender Balance on Public Boards (Scotland) Act 2018 and will continue to consult with a range of equalities organisations to ensure that any future application process is not exclusionary. SEStran have benefited from advice from Changing the Chemistry (CtC) to make our application process and forms more inclusive to a wider range of applicants and will continue to seek to continuously improve its 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.

1 of the 9 Board Members periods of appointment will lapse in March 2021, with the remaining 8 lapsing in May 2022. 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.

Actions:

- Undertake a full recruitment process for all Board Member appointments, 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.

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 appointed its first Board observers in 2017. 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, and all members will be encouraged to attend equality training and awareness raising events
- Seek volunteer Board members to mentor Board observers and members of SEStran committees/forums who are interested in progressing onto a Board.
- Consider running 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 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.

November 2019

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.³

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 Board Diversity Succession Plan, 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.

³ See Schedule 2 of The Regional Transport Partnerships (Establishment, Constitution and Membership) (Scotland) Order 2005, and in particular [paragraph 1](#)

The guidance on membership of Regional Transport Partnerships⁴ 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 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 the equalities 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.⁵

The Process:

The Board will ensure that new members receive induction training and that effective

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<https://www.webarchive.org.uk/wayback/archive/20180516222332/http://www.gov.scot/Publications/2005/12/21113337/33380>

⁵ <http://www.gov.scot/Resource/0047/00475242.pdf>

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:-

- 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.