

SIPR BOARD OF GOVERNANCE – TERMS OF REFERENCE

The following Terms of Reference (ToR) have been adapted from the SIPR consortium agreement for 2019 - 2024.

The function of Board of Governance (BoG) is to review and support the SIPR Director and the Executive Committee by ensuring that the optimum business structure and operational priorities are in place to deliver the strategic and operational objectives of SIPR. The Board provides strategic direction to the SIPR Director and the Executive Committee and ensures such strategic direction co-exists with efficient and effective execution.

Constitution

1. The BoG is responsible for the management of SIPR, for which purpose they may exercise the powers and functions set out below.
2. The BoG will be constituted as follows:
 - The Chairperson, who shall be the Principal of the Administrative HEI, or such suitably qualified and experienced nominee as the said Principal shall nominate from time to time;
 - A representative of each Member other than the Administrative HEI, being its Principal or such suitably qualified and experienced nominee as may be nominated by each Party from time to time;
 - A representative from Police Scotland, being an officer of the rank of Assistant Chief Constable or higher, as may be nominated by the Chief Constable of Police Scotland from time to time;
 - A representative from SPA, being a member of SPA's Senior Management Team, as may be nominated by SPA from time to time;
 - The SIPR Leadership team (or appropriate delegate as may be nominated from time to time). If no network representative can be identified, then full written updates must be provided to the BoG; and
 - Her Majesty's Chief Inspector of Constabulary for Scotland.

Functions

3. To appoint the Executive Committee and the SIPR Director, and set out the scope of their respective duties and responsibilities, such scopes to be kept under continuous review to ensure they remain fit for purpose.
4. To provide strategic direction to the SIPR Director and the Executive Committee and to ensure such strategic direction co-exists with efficient and effective execution. This will include, but not be limited to, review and comment on the Annual Report and such other reports and plans produced by the Executive Committee and the SIPR Director from time to time;
5. To continuously review and support the SIPR Director and the Executive Committee by ensuring that the optimum business structure is in place to deliver the objectives of SIPR;
6. To consider the constitution of the BoG on an on-going basis to ensure that the BoG is fit for purpose to achieve the objectives of SIPR, with Members and policing representatives both added and removed as decided upon by the BoG under the guidelines set out herein;

7. To consider the constitution of the Executive Committee on an on-going basis to ensure that the Executive Committee is fit for purpose to achieve the objectives of SIPR, with Members and policing representatives both added and removed as decided upon by the BoG under the guidelines set out herein;
8. The BoG shall ensure that its make-up is formally reviewed on a yearly basis to ensure that the needs of the Members and the Networks are properly represented;
9. To ensure that SIPR complies with all relevant governance matters including all Government legislation and guidelines;
10. To hold an annual general meeting (to be called by the Chairperson) with each annual general meeting to be held no more than fifteen months after the date on which the previous annual general meeting was held, together with such other general meetings as required from time to time (such other meetings being called by the BoG where (i) it reasonably considers such meeting necessary, (ii) a revised draft Business Plan requires to be considered, (iii) it is required to call a meeting by 25% of Members or more; or (iv) it is required to call a meeting by a majority of the members of the Executive Committee);
11. To agree and approve an annual Business Plan, including financial budgets and key performance indicators, and thereafter to monitor against such agreed plans to ensure that SIPR has a strong focus on the impacts delivered as a result of its activities;
12. To review and approve yearly SIPR statements of accounts and other relevant financial instruments (note the SIPR year will run from 1 September until 31 August);
13. To review and approve as necessary all financial commitments required by or on behalf of SIPR over £20,000 capital value, such limits to be reviewed at intervals to be determined by the BoG;
14. The BoG shall support the SIPR Director in setting a tone of collaboration and subsequently ensure that this process of productive engagement is both nurtured and supported on a continuous basis;
15. The BoG may enter into discussions with prospective new Members of SIPR, subject always to complying with the provisions Intellectual Property and Confidentiality clauses of the consortium agreement, and may recommend the assumption of any such proposed new Member to the Members. The assumption of any new Member, and the terms of such assumption (including Funding contribution(s)), shall require the approval of the then-existing Members;
16. In the event that a new SIPR Director is appointed, or the SIPR Director moves from the Administrative HEI to another Member, and the Administrative HEI requires to change as a result, the BoG shall oversee the transfer of Administrative HEI (the outgoing Administrative HEI providing such assistance as is reasonable to facilitate a smooth transition to the incoming Administrative HEI); and
17. To agree to the appointment of new BoG members, where required.

Decisions

18. Any decision of the BoG must be either a majority decision at a general meeting or a written resolution in which a majority of all eligible Board Members indicate to each other by written means that they share a common view on a matter. In each case, each Board Member shall be allocated one vote. In order to attain a majority decision at a general meeting, a quorum of Board Members holding not less than fifty per cent (50%) of the total number of votes allocated must be present at the start of such general meeting (provided that, once commenced, a general meeting may continue notwithstanding the number of Board Members present may fall below 50% of the total votes allocated). In the event of a tied vote, the Chairperson shall have the casting vote. If the quorum is not met, points for decision will be circulated for response off-line (i.e. via email or teleconference), with a view to attaining a written resolution as contemplated by this clause.