

Consumer Scotland

**Standing Orders**

April 2023

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## **1. General**

- 1.1 Consumer Scotland (“CS”), established by the Consumer Scotland Act 2020 (“the Act”), is a body corporate. It is classified amongst Scottish public bodies as a Non Ministerial Office, with the status of an office-holder in the Scottish Administration, thus ensuring its operational independence. CS is directly accountable to the Scottish Parliament for the delivery of its functions. CS is known in Gaelic as Luchd-Cleachdaidh Alba.
- 1.2 These standing orders, for regulation of the conduct and proceedings of CS, are made under sections 1 to 13 of Schedule 1 of the Consumer Scotland Act.
- 1.3 No standing order is to be made, read, applied or suspended in such a manner that contravenes any rule of law, legislative provision, or the terms of the CS Framework Agreement.
- 1.4 These standing orders are made by and can be altered or suspended, in whole or in part, by a majority of the Board members.
- 1.5 These standing orders and their Annexes should be reviewed at least every three years.
- 1.6 Where these standing orders do not make specific provision, the Chair of CS, in consultation with the Chief Executive, will have discretion to determine all questions of procedure for the conduct and proceedings of CS. The Chair and Chief Executive are obliged to inform the Board of any determination of questions that has taken place.

## **2. Membership**

- 2.1 Board members are appointed to and hold office in CS in accordance with the provisions of section 2 of Schedule 1 of the Consumer Scotland Act. The collective membership of CS will be known as, and may be referred to as “Consumer Scotland”.
- 2.2 The CS Secretariat, within the Governance and Corporate Services Team, will maintain a register of Board members and ensure appropriate public access to information regarding membership is provided.
- 2.3 Membership is not representational of any personal or professional group or any professional body. Board members are expected to subscribe to and comply with the code of conduct.
- 2.4 Board members will require to register their interests as defined in the code of conduct within one month of the date of their appointment to CS, in a register kept by the CS Secretariat for that purpose. This register will be available for public inspection.
- 2.5 Where there is any dispute as to whether a conflict of interest arises in respect of any member, the following procedure will apply:
  - a. in the event of the potential conflict arising during the course of a meeting, the Chair of CS will have the power to rule as to whether such a conflict exists. In the event of a

- positive ruling, the member concerned will not be permitted to be further involved in that part of the meeting affected by the conflict;
- b. in the event that the potential conflict arises outwith a meeting, then the Chair of CS will have power to rule as to whether such a conflict exists. In the event of a positive ruling, the member concerned will not be permitted to be further involved in the business affected by the conflict;
  - c. before ruling in either of the circumstances set out in (a) or (b) above, the Chair of CS may take views of other Board members, as they deem necessary;
  - d. a record of the area of potential conflict, the ruling reached and by whom will be retained.
- 2.6 The Chair has personal responsibility to identify and declare conflicts of interest.

### **3. Chair of CS**

- 3.1 The Chair of CS, or in the Chair's absence their nominated deputy, will preside at meetings of the Board in accordance with these standing orders. Any power or duty assigned to the Chair in relation to the conduct of a Board meeting may be exercised by the nominated deputy presiding at the meeting.
- 3.2 In the event that the Chair is unable to attend a meeting, and no deputy has been nominated or any nominated deputy is also unable to attend, a temporary deputy will be selected by the Board members present. Any power or duty assigned to the Chair in relation to the conduct of a Board meeting may be exercised by the temporary deputy at the meeting.
- 3.3 The Chair will regulate discussion and debate at Board meetings and will ensure that all have an equal opportunity to express their views.
- 3.4 If, in the opinion of the Chair, any person present at a meeting is incapacitated, behaving inappropriately or without due consideration for other members or persons present, the Chair may require that person to leave the meeting.
- 3.5 The Chair is bound, in the same way as all other Board members, by the provisions of the Code of Conduct and of standing orders 2.3 and 2.4 in respect of the registration and declaration of interests. Where a conflict of interest arises during the course of a meeting, the Chair will not be further involved in that part of the meeting affected by the conflict, and their nominated deputy will preside at that part of the meeting until conclusion of the relevant business. Where a conflict of interest for the Chair arises outwith a Board meeting, the Chair will not be involved in the business affected by the conflict, whether in discussion, in secure electronic communication, or by any other means.
- 3.6 Before reaching a conclusion in either of these circumstances, the Chair may consult other Board members as they consider necessary and appropriate. The Chair can be challenged on their interpretation of their conflict of interest by the Chair of the Audit and Risk Committee. A record of the area of potential conflict and of the action taken will be retained by the CS Secretariat.

#### **4. Ordinary Meetings**

- 4.1 The Board will meet at least four times in each financial year on dates and at times and places determined by Board members and specified in the notice calling the meeting. Meetings may be via teleconference or videoconference. No period longer than three months should elapse between ordinary meetings.
- 4.2 Provisional dates for ordinary meetings will usually be set at least three months ahead of the proposed meeting date to assist with diary planning.
- 4.3 Not less than four calendar days prior to the date of a Board meeting the following documents will be issued electronically by the CS Secretariat to each Board member:
  - a. a notice convening the meeting (detailing final confirmed date, time and location);
  - b. an agenda detailing the business to be transacted (with each item clearly indicating whether the matter is for decision, or for scrutiny); and
  - c. reports and other documents referred to in, or to be read with, the agenda (specifying whether documents are for decision, scrutiny or information).
- 4.4 Late papers will be issued or tabled only in exceptional circumstances and at the discretion of the Chair or their nominated deputy.
- 4.5 Papers for Board and Committee meetings will be issued by secure electronic transfer.
- 4.6 Subject to the agreement of the Board, failure to comply with standing order 4.3 above will not affect the validity of a meeting.
- 4.7 Where business to be transacted has not been completed within the time allotted for a Board meeting:
  - a. those present may resolve to continue the meeting in order to deal with the business; or
  - b. the Board may adjourn any meeting to another date, time and place by majority agreement of Board members present; or
  - c. any business not completed may become part of the agenda for a subsequent Board meeting.
- 4.8 All decisions will be made by the Board, unless the issues concerned are delegated to another individual, group or Committee in line with the provisions of paragraph 8 of Schedule 1 of the Consumer Scotland Act. Where issues are delegated, the Board retains overall responsibility and will put appropriate arrangements in place for scrutiny of performance.
- 4.9 Decisions of the Board will normally be by consensus of those present at Board meetings.
- 4.10 If consensus cannot be reached on a particular issue by Board members, the Chair or another Board member may ask for a vote to be taken. Any matter put to the vote is decided by a simple majority of Board members. In the event of a tie, the Chair, or in their absence a nominated deputy, has a second or casting vote. Voting will be by a show of

hands. Proxy voting is permitted by absent members. Votes will be submitted in advance of the meeting by absent members to the Chair or nominated deputy.

- 4.11 Board members departing early will be treated as non-attending for the purpose of any decision taken after the time of departure.
- 4.12 Decisions of the Board are binding on all Board members and staff.
- 4.13 A member may have their dissent to a decision of the Board recorded provided they have attended for the whole of the discussion and decision, and ask to record their dissent immediately after the decision is concluded. The recording of any such dissent shall not affect standing order 4.12.
- 4.14 As paragraph 2(1) of schedule 1 of the Consumer Scotland Act provides for some variation in the number of members, and as vacancies will from time to time arise, the number of members for a quorum at a meeting of the Board will be  $\left\lceil \frac{n+1}{2} \right\rceil$ , where  $n$  is the number of currently serving Board members (including the Chair, if not vacant) and  $\lceil \ ]$  indicates that the number should be rounded up to the nearest whole number.
- 4.15 Apologies for absence should be tendered to the CS Secretariat as soon as practically possible and will be noted.
- 4.16 Should a Board member fail to attend two consecutive meetings of the Board without reasonable excuse, or miss three meetings of the Board in a twelve-month period, the Chair may discuss with the Board member the circumstances surrounding their absence and whether the Board member will be likely to have sufficient time available to carry out their Board role in future. If there is doubt about the Board member's future ability to meet the expectations of the role, the Chair may raise with the Scottish Ministers the potential removal of that member. Paragraph 4 of Schedule 1 of the Consumer Scotland Act gives Scottish Ministers power to remove a member who has been absent, without permission or reasonable excuse, from Board meetings of CS for a period of longer than three consecutive meetings.
- 4.17 The Chair, or in their absence a nominated deputy, may agree to hold a Board meeting by way of either tele- or video-conferencing, or permit one or more Board members to join a meeting in this way when the Board is meeting in person. Where a Board member attends a meeting in this way, they will be regarded as being present for the purposes of constituting a quorum and will be entitled to vote.
- 4.18 The Board (or its Committees) may invite individuals, bodies or organisations to attend its meetings or parts of its meetings, provide information and/or make representations to it about particular issues. The Board (or its Committees) may also invite individuals, bodies or organisations to provide written submissions for consideration in advance of meetings of the Board (or its Committees).
- 4.19 All members of the CS Executive Team will normally attend Board meetings. Any other CS staff and/or substitutes may attend at the discretion of the Chief Executive.

4.20 The Chief Executive will ensure that the work of all Board and Committees is supported and serviced by appropriate staff.

## **5. Agenda**

5.1 Advised by the Chief Executive (or any officer acting on behalf of the Chief Executive) and the Secretariat to the Board, the agenda for a meeting shall be agreed by the Chair of the Board, or Committee, at least ten working days in advance of the meeting. It will be circulated to Board members by secure electronic mail at least four working days prior to the meeting.

5.2 The following will be standing items on the agenda of Ordinary meetings of CS:

- a. Declarations of interest
- b. Apologies for absence
- c. Minutes and Actions of last meeting and issues arising
- d. Report by the Chair
- e. Report by the Chief Executive

5.3 The following will be items on the agenda of ordinary meetings of CS at least twice a year, or whenever there are significant developments which need to be brought to the attention of the Board:

- a. Finance report
- b. Corporate risk register
- c. Staffing update

5.4 Following meetings of Board Committees, the Board will consider verbal and/or written updates from the Committee on the areas of the Committee's delegated responsibility at the next Ordinary Board meeting. Minutes of meetings of Committees will also be circulated to the Board, and the Board will receive an annual written report from each Committee.

5.5 Any Board member may propose an item for the Agenda of an ordinary Board meeting by contacting the CS Secretariat, copying the proposal to the Chair, not less than 14 calendar days before the date of the meeting. The Chair of the meeting will consider the request, taking advice from the Chief Executive (or any officer acting on behalf of the Chief Executive) and the secretariat to the Board. If the Chair decides not to include the item on the Agenda, the member will be advised and the Board, or Committee, informed during the Chair's opening remarks.

5.6 Exceptionally and only with the agreement of the Board, changes may be made to the Agenda to deal with urgent business. Where an agenda changes, a revised agenda should be circulated to members or, if not practicable, tabled at the beginning of the meeting.



## **6. Special Meetings of the Board and Board decisions outwith meetings**

- 6.1 The Chair, a Board member or Board members, or the Chief Executive may at any time propose a special meeting of the Board to deal with urgent business. The Chair or Chief Executive will call a special meeting of the Board on receipt of a formal request which specifies the business to be transacted at the meeting and which has the support of no fewer than 3 members of the Board. Formal requests under this standing order will be sent to the CS Secretariat.
- 6.2 Where a formal request is received in accordance with standing order 6.1, the meeting shall be held within fourteen days of receipt of the request and no business shall be transacted at that meeting other than that specified in the request.
- 6.3 Special meetings may be held by tele- or video-conference, or individual Board members may with the permission of the Chair or their nominated deputy use tele- or video-conferencing to attend an in-person Special meeting of the Board, in line with arrangements for Ordinary meetings (standing order 4.17).
- 6.4 Decisions of the Board and transaction of business at Special meetings will be subject to the same quorum requirements (standing order 4.14) as Ordinary meetings.
- 6.5 If there is urgent business that does not require a Special meeting of the Board, or when holding a Special meeting is not practical, the Chair or their nominated deputy may agree to transact Board business by secure electronic communication (e.g. secure email). Decisions made by the Board in this way will only be valid if explicitly supported in the electronic correspondence by a majority of Board members.
- 6.6 On every occasion on which any of standing orders 6.1 to 6.5 is invoked, the circumstances will be reported to all Board Members and the CS Secretariat at the earliest opportunity. All such actions will be reported at the next Ordinary meeting of the Board.
- 6.7 The Board or its Committees may organise, as appropriate, discussions on longer- term issues or in-depth explorations of particular topics. Such meetings will be discursive rather than decision-taking. Decisions on whether it is appropriate to take minutes of such discussions will be made on a case-by-case basis. Decisions will also be taken on a case-by-case basis on whether to publish any minutes or output of the discussion. Output from any such discussions will be referred to the Board or to the appropriate Committee for consideration or decision.

## **7. Minutes**

- 7.1 Minutes will be kept of each Board and Committee meeting, recording the members present, staff in attendance, apologies tendered and accepted for non-attendance, issues considered, decisions reached and actions agreed.
- 7.2 Within five working days of a meeting, draft minutes will be sent by the CS Secretariat to the Chair of CS for approval. The Chair will return the draft minutes, with such revisions

they wish made to the draft, to the CS Secretariat within five working days. The revised draft minutes returned by the Chair of CS, or, where it is not possible for any reason to obtain a revised draft from the Chair of CS, an unrevised draft, will be circulated to all Board members within fifteen working days of the meeting. The draft minutes will be included on the agenda at the next Ordinary meeting for approval.

- 7.3 Where those present at a meeting of CS or any of its committees determine that any part of the business conducted is confidential, that part of the proceedings will be minuted separately and will not be published under standing order 7.4.
- 7.4 Minutes will be published on the CS website in final form as soon as practical and within fourteen calendar days of the meeting at which they were approved. Minutes will be made available on the CS website for two years following the date of the meeting after which time they will be removed and placed in an electronic archive by the CS Secretariat.
- 7.5 Decisions on issues of immediate importance to operational staff may be disseminated to them, in advance of the minutes of the meeting recording the decision being approved or published, but only with approval of the person chairing the meeting or the Chief Executive.

## **8. Committees**

- 8.1 Committees are established under paragraph 8 of Schedule 1 to the Consumer Scotland Act and will operate strictly in accordance with the terms of their remit.
- 8.2 When establishing Committees, CS will:
  - a. determine the chair, membership and period(s) of appointment;
  - b. in consultation with the Committee, establish the terms of reference and the frequency of meetings; and
  - c. determine procedures, including the Committee's quorum and which of these standing orders will apply to the conduct of the Committee
- 8.3 Committees may comprise of Board members and individuals who are not Board members. The membership of each Committee must include at least two Board members. The quorum for the Committee must require at least one Board member to be present for any Committee business to be transacted.
- 8.4 Members of a Committee who are not Board members are not entitled to vote at meetings of the Committee as per paragraph 8(2) of Schedule 1 of the Consumer Scotland Act 2020.
- 8.5 Members of a Committee who are not Board members are nevertheless bound by the provisions of the Consumer Scotland Code of Conduct.
- 8.6 The Board may delegate to its Committees such of its functions as it considers appropriate. The Board, however, remains responsible for the performance of its functions.

8.7 The following will be standing committees of CS:

- a. Audit and Risk Committee.

8.8 All members of the Audit and Risk Committee will be appointed for a term of three years (subject to their continued membership of the Board if they are Board members), with membership reviewed and reconfirmed annually by the Board.

8.9 CS will also establish advisory committees engaged in areas of particular interest, constituted and acting in accordance with the rules set out at 8.1 – 8.6 above. Each will require its own Terms of Reference, to be agreed by the Board and the Committee. The purpose of these Committees is to advise CS and otherwise act as set out in their terms of reference. These Committees are:

- a. The Energy Consumers Committee
- b. The Consumers in Vulnerable Circumstances Committee

8.10 CS will review its Committee structure at least once every three years.

8.11 The minutes and decisions of Committees will be noted at each subsequent Board meeting. Minutes will be published on the CS website in final form within fourteen calendar days of the Board meeting at which they were approved.

## **9. Decisions Reserved for CS and Scheme of Delegation**

9.1 The following matters are reserved for the Board:

- a. approval of a forward work programme that sets out how CS intends to exercise its functions under section 14 of the Consumer Scotland Act;
- b. the decision to appoint a suitable individual or body to carry out a review of CS' performance under section 19 of the Consumer Scotland Act
- c. the decision to establish any Committee acting on behalf of CS, and the remit and reporting arrangements for such a Committee;
- d. corporate financial and audit reporting arrangements;
- e. corporate performance management reporting arrangements;
- d. approval of annual accounts; and
- e. standing orders, including a scheme of delegation.

The Board has agreed a scheme of delegation setting out responsibility for other matters, which is included at Annex B. The scheme of delegation will be reviewed by the Board at least once per year.

## **10. Correspondence**

10.1 It is essential that CS as a body corporate has an overview of all correspondence, including any correspondence with individual members. The CS Secretariat will receive and log all official correspondence to and from CS body corporate. Any such correspondence received or sent by an individual member in relation to CS will be copied

to the CS Secretariat mailbox for this purpose. The Chief Executive will, as part of their delegated responsibilities, ensure that any important or contentious issues arising from correspondence are highlighted to the Board as appropriate.

## **11. Urgent Actions**

11.1 The Chief Executive will usually deal with all matters that are not reserved exclusively to the Board under standing order 9.1, including any urgent matters, and will keep the Board informed as required.

11.2 Where urgent action is required on any matter that is reserved exclusively to the Board under standing order 9.1, the Chair has the authority to deal with the issue. The Chair will in such circumstances inform the Board of the action taken at the earliest opportunity, and certainly no later than at the next meeting of the Board.

## **12. Public Statements**

12.1 Public statements concerning CS will normally be made by the Chair, another Board member, the Chief Executive or by another member of staff authorised by the Chair or the Chief Executive.

## **13. Signing of Documents**

13.1 Where any documents are required to be executed on behalf of CS, they shall be signed by the Chair (or their nominated deputy), plus one other Board member, the Chief Executive, Deputy Accountable Officer, or by any person operating within their remit under the scheme of delegation.

## **14. Confidentiality**

14.1 All Board members, the CS Secretariat and any other person present at a meeting of the Board have a duty:

- a. not to discuss items of business agreed under standing order 7.3 to be confidential with any person who was not present at that meeting unless authorised to do so by the Chair of CS or the Chief Executive; and
- b. not to comment on any matter in any way that undermines the principle of collective responsibility for decisions reached at such meetings.

14.2 The duty set out in standing order 14.1 is in addition to the statutory obligation on confidentiality of proceedings under section 40 of the Continuity Act.

14.3 This standing order is without prejudice to the terms of the Public Interest Disclosure Act 1998.

## **15. Security of Documents**

15.1 Board members will be held personally responsible for the safe custody of any papers or

documents which have been received by or entrusted to them in the course of their duties. The loss of any such documents must be reported immediately to the Chief Executive, the Senior Information Risk Owner (SIRO) and, in the absence of either the Chief Executive or the SIRO, the CS Secretariat.

## **16. Members' Remuneration and Expenses**

- 16.1 CS will remunerate Board members, and any other persons appointed to any Committee established by the Board, in accordance with the scales set out in Annex C, provided that the person is not already in receipt of a publicly-funded salary or payment for the time they expend on CS business.
- 16.2 CS will reimburse expenses incurred by Board members, and any other persons appointed to any Committee established by the Board, in accordance with the scales set out in Annex C.
- 16.3 The scales for remuneration and reimbursement of expenses will be reviewed annually by CS, and any proposed changes will be agreed with Scottish Ministers as required by paragraph 5 of Schedule 1 of the Consumer Scotland Act.

## **17. Interpretation**

- 17.1 In these standing orders and accompanying annexes:

“a non-ministerial office holder within the Scottish Administration” means a body named as such in Section 126 (8)(a) of the Scotland Act 1998 as amended by an Order of Council made by Her Majesty under subsection (b) of that section;

“CS Secretariat” means any officer or officers appointed by the CEO of CS to act in this capacity;

“financial year” means the period beginning with the establishment of CS and ending on 31 March next occurring and each subsequent period of a year ending on 31 March;

“CS website” means Consumer Scotland’s official [website](#)

## ANNEX A – MODEL CODE OF CONDUCT FOR MEMBERS OF DEVOLVED PUBLIC BODIES

Model Code of Conduct for Devolved Public Bodies - Consumer Scotland - April 2022



Consumer Scotland  
Board - Governance -

## ANNEX B - SCHEME OF INTERNAL DELEGATION

### Introduction

Section 9 of the Standing Orders sets out the functions which are reserved to the Board. Other functions are delegated to Committees or to the Chief Executive as set out in the following table, but the Board remains ultimately responsible for performance of all functions in line with the provisions of paragraph 9 of schedule 1 of the Consumer Scotland Act.

Where this scheme delegates responsibility to the Chief Executive, that responsibility may be delivered by or with the support of other members of the CS staff, but the Chief Executive will remain accountable to the Board for effective delivery.

CS Responsibility	Delegated Responsibility	Delegated to
<b>1. Governance, Scrutiny and Risk</b>		
<i>The Chief Executive, as Accountable Officer, has responsibilities that are set out in the 'Memorandum to Accountable Officers for parts of the Scottish Administration' in the Scottish Public Finance Manual. These responsibilities are outlined in the CS Framework Document and are not delegated by the Board.</i>		
1.1 Ensure effective governance and scrutiny of all aspects of CS business.	1.1.1 Ensure that CS internal governance and control arrangements are sound and that issues which raise any concern to the Chief Executive as Accountable Officer and/or which may have reputational consequences for CS are presented to the Board for thorough scrutiny. This includes any issues of regularity or propriety in the use of public funds, protection of CS assets and/or any proposals which are novel or contentious.	Chief Executive

	<p>1.1.2 Lead the staff of CS, supporting their wellbeing and skills development while ensuring their effective engagement and delivery of business. Ensure that plans are in place for succession and continuity of core business in the event of vacancies or significant unavoidable absence.</p>	Chief Executive
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<b>CS Responsibility</b>	<b>Delegated Responsibility</b>	<b>Delegated to</b>
1.2 Establish and maintain the overall framework for risk management and assurance.	1.2.1 Scrutinise and approve overall approach to risk identification and risk management.	Audit and Risk Committee
	1.2.2 Approve audit plans and review of sources of assurance on all aspects of CS governance.	Chief Executive
	1.2.3 Oversee drafting of risk management documents for Audit and Risk Committee. Implement agreed approach to risk management, ensure identified risks are documented and action is taken where required to manage these and provide regular updates on risk to the Board and Audit and Risk Committee.	Chief Executive
<b>2. Strategy, Planning and Performance</b>		
2.1 Set strategic direction of the organisation including: approving the forward work programme required under section 14 of the Consumer Scotland Act, approving the corporate plan and annual business plans and setting the performance framework.	2.1.1 Oversee drafting of strategies, corporate plans and business plans to timetables agreed with the Board and provide robust analysis and advice on resource implications of all proposed commitments, targets and deliverables to support Board decision-taking.	Chief Executive
2.2 Ensure delivery of statutory functions and meet agreed plans and targets, approving remedial action where required.	2.2.1 Lead the staff of CS to deliver the statutory functions of CS, to meet agreed plans and targets and provide regular monitoring reports on performance to the Board. Highlight any emerging risks or issues that may prevent or are preventing successful delivery and offer advice on options for remedial action. Ensure remedial actions agreed with the Board are implemented effectively.	Chief Executive

<b>CS Responsibility</b>	<b>Delegated Responsibility</b>	<b>Delegated to</b>
2.3 Ensure CS meets its responsibilities on performance reporting to the Scottish Parliament and the general public.	2.3.1 Oversee drafting of the annual report and any other agreed reports and/or performance data in good time for the Board to scrutinise the drafts. Ensure that final reports and data are published to the agreed timetable.	Chief Executive
2.4 Ensure that CS meets its commitments to effective working with Scottish Government, stakeholders and other national and international environmental governance organisations.	2.4.1 Establish and maintain working relationships with relevant staff in Scottish Government, other stakeholder bodies in Scotland and with staff in national and international environmental governance organisations. Advise and support the Board on its engagement with these other bodies.	Chief Executive
<b>3. Resources and Expenditure</b>		
3.1 Ensure that CS has the necessary people and services in place to deliver its strategy and deliver statutory, corporate plan and business plan requirements.	3.1.1 Advise the Board on resource requirements in each Spending Review or Scottish Budget process and support the Chair in engagement with Ministers as necessary. Oversee analysis to be provided to Scottish Government during the Spending Review or Scottish Budget process and engage directly with Scottish Government staff on the implications of any proposals under consideration.	Chief Executive

CS Responsibility	Delegated Responsibility	Delegated to
<p>3.2 Agree the internal allocation of revenue and capital expenditure to support delivery of CS functions within budgets approved each year by the Scottish Parliament.</p>	<p>3.2.1 Provide analysis and advice to the Board on the allocation of revenue and capital budgets within the totals approved and manage CS expenditure during the financial year to ensure that CS does not breach its overall revenue or capital budget. Within this constraint, approve adjustments to spending allocations in-year up to 10% of grant in aid, where necessary to ensure value for money and effective performance of CS functions, in line with the agreed strategic plan, corporate plan and business plan. Report financial performance regularly to the Board, highlighting any changes within delegated limits. Where changes in spending plans above the delegated limit appear necessary, present these to the Board for scrutiny in good time for decisions to be taken.</p>	<p>Chief Executive</p>
<p>3.3 Establish medium-term financial plans to ensure the financial sustainability of CS</p>	<p>3.3.1 Oversee work to analyse future financial requirements alongside the overall public funding outlook and bring draft medium-term financial plans to the Board for scrutiny.</p>	<p>Chief Executive</p>
<p>3.4 Ensure that CS provides a proper account of its use of public funds.</p>	<p>3.4.1 Scrutinise annual accounts and governance statement, and review accounting policies as required. Final annual accounts will be signed off by the Board.</p>	<p>Audit and Risk Committee</p>

<b>CS Responsibility</b>	<b>Delegated Responsibility</b>	<b>Delegated to</b>
<b>4. Procurement</b>		
4.1 Ensure that procurement of all goods and services required for the effective functioning of CS is carried out in line with legislation and relevant guidance, and represents good value for money.	4.1.1 Procure goods and services necessary for CS operations, using established shared or collaborative contracts accessible by CS wherever possible, or oversee individual procurements for CS in line with guidance and legislation for goods or services up to £50,000. Anything over this limit will be signed off by the Board.	Chief Executive
	4.1.2 Bring a business case, including benefits and appropriate contingency allowance, to the Board for any necessary goods or services above the £50,000 threshold and carry out procurement, in line with guidance and legislation, within the agreed limits including contingency allowance and ensuring delivery of the benefits. Any revisions to the business case benefits or costs must be approved by the Board.	Chief Executive
<b>5. Statutory Compliance</b>		
5.1 Ensure that CS meets all statutory obligations, including in relation to health and safety, employment, data protection, freedom of information and equality.	5.1.1 Monitor CS compliance with statutory obligations, keeping records as required and taking actions wherever possible within delegated responsibility to ensure full statutory compliance as soon as is practicable after the establishment of CS.	Chief Executive
	5.1.2 Identify any significant risks or issues of non-compliance with statutory requirements which may have a negative impact on the reputation or finances of CS or may lead to legal challenge – and ensure these are highlighted to the Board at the earliest opportunity.	Chief Executive

<b>CS Responsibility</b>	<b>Delegated Responsibility</b>	<b>Delegated to</b>
<b>6. Communications</b>		
6.1 Establish the CS approach to communications and ensure that both proactive and reactive communications are handled effectively.	6.1.1 Oversee preparation of a draft media and communications strategy (covering both proactive and reactive communications) for consideration by the Board and support the Board on reviewing and updating the strategy to an agreed timetable.	Chief Executive
	6.1.2 Deliver and maintain an effective CS website and social media accounts, in line with the agreed strategy.	Chief Executive
	6.1.3 Oversee the issuing of proactive media statements and announcements, exercising judgement on when to consult with the Chair or nominated Deputy.	Chief Executive
	6.1.4 Authorise reactive media statements on a day-to-day basis, exercising judgement on when to consult with the Chair or nominated Deputy.	Chief Executive

## ANNEX C - REMUNERATION AND EXPENSES

### Remuneration

In line with paragraph 5 of Schedule 1 of the Consumer Scotland Act, CS will pay Board members and members of any CS Committee a daily fee at a rate approved by the Scottish Ministers. The current rate of daily fee is £310 per day for the Chair of CS and £230 per day for Board members, including Committee Chairs.

Daily fees will not be paid to any Board or Committee member who is already receiving a salary from the public purse that covers the time being spent on CS business.

### Expenses

Travel and subsistence expenses necessarily incurred on CS business will be refunded. Board and Committee members, in common with CS staff, must ensure that any travel costs reflect good value to the public purse and that any mode(s) of travel reflect environmental guidelines on minimising carbon emissions.

The rates in the table below are the current rates for the most commonly incurred travel and subsistence costs. Claims for any travel or subsistence costs not included in the table below should be discussed with the Chief Executive, in advance of incurring the expense if at all possible. The Chief Executive may consult the Chair if necessary.

#### Rates in force on 01 April 2023

Expense type	Rate or limit	Receipt required?
Bed and breakfast	London £100 per night. Elsewhere £75 per night	Yes
Overnight staying with friends	£36 per night	No
Day subsistence over 5 hours	£4.90 per day	Yes
Day subsistence over 10 hrs	£10.70 per day	Yes
24-hour subsistence	London £24.10 per 24 hrs. Elsewhere £23.50 per 24 hrs	Yes
Personal incidental expenses	£5 per night	Yes
Motor mileage rate	£0.45 per mile	No
Motorcycle mileage rate	£0.24 per mile	No
Passenger supplement	£0.05 per mile	No
Pedal cycle allowance	£0.20 per mile	No
Car parking	–	Yes
Toll charges	–	No

This table reflects Scottish Government Travel and Subsistence rates. Paragraph 5 of Schedule 1 of the Consumer Scotland Act makes provision for CS to agree appropriate rates with Scottish Ministers as required.

**ANNEX D - REGISTER OF APPOINTED MEMBER INTERESTS**

**Category One: Remuneration**

Consumer Scotland Code of Conduct, Section 4, paras 4.3 – 4.11 refer.

<b>Member</b>	<b>Organisation</b>	<b>Role</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Organisation</b>	<b>Role</b>

**Category Two: Related Undertakings**

Consumer Scotland Code of Conduct, Section 4, paras 4.12 – 4.14 refer.

<b>Member</b>	<b>Name of Organisation</b>	<b>Nature of Business</b>	<b>Relationship to company where you hold a remuneration position</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Name of Organisation</b>	<b>Nature of Business</b>	<b>Relationship to company where you hold a remuneration position</b>

**Category Three: Contracts**

Consumer Scotland Code of Conduct, Section 4, paras 4.15 – 4.16 refer.

<b>Member</b>	<b>Description of the contract and its duration</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Description of the contract and its duration</b>

**Category Four: Houses, Land and Buildings**

Consumer Scotland Code of Conduct, Section 4, paras 4.17 – 4.18 refer.

<b>Member</b>	<b>Registerable House, Land or Building</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Registerable House, Land or Building</b>

**Category Five: Interest in Shares and Securities**

Consumer Scotland Code of Conduct, Section 4, paras 4.19 – 4.20 refer.

<b>Member</b>	<b>Registered name of company in which you hold shares</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Registered name of company in which you hold shares</b>

**Category Six: Gifts and Hospitality**

Consumer Scotland Code of Conduct, Section 4, paras 4.21 refers.

<b>Member</b>	<b>Gifts received</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Organisation</b>