

Terms of Reference

And Scheme of Delegation of the Board of Directors

Table of Contents

1.	Purpose	2
2.	Membership	2
3.	Quorum	2
4.	Schedule of Frequency of Meetings	2
5.	Committees	3
6.	Standing Agenda	4
7.	Reservation of Powers	4
8.	Delegation of Powers	6
9.	Chief Executive Officer	6
10.	ILF Scotland Employees – Financial Authorities	7

ILF Scotland, Denholm House, Almondvale Business Park, Almondvale Way, Livingston, EH54 6GA

Tel: 0300 200 2022

Email: enquiries@ilf.scot

Web: www.ilf.scot

ILF Scotland is a company limited by guarantee, registered in Scotland, Company Number: SC500075.

Registered office: Denholm House, Almond vale Business Park, Almondvale Way, Livingston, EH54 6GA

1. Purpose

The purpose of the Board of ILF Scotland is to:

- ensure that ILF Scotland deliver its functions in line with Ministerial priorities and policies by overseeing delivery of planned results and by monitoring performance against objectives as laid out in the Framework Agreement (2025)
- provide strategic leadership by setting organisational strategy
- to ensure there is effective dialogue within ILF Scotland and between ILF Scotland and its stakeholders on its plans and that these are responsive to stakeholder needs
- ensure robust governance and financial stewardship
- support and challenge the CEO and Senior Leadership Team (SLT)
- appoint, appraise and remunerate the CEO

2. Membership

- directors are appointed to the Board of ILF Scotland by Scottish Ministers, in accordance with the Scottish Public Appointments process
- the minimum number of Directors is one
- there is no maximum number of Directors

3. Quorum

- a quorum for meetings of the Board is two Directors

4. Schedule of Frequency of Meetings

- an annual schedule of meetings will be drawn up by the Chief Executive Officer and agreed with the Chair of the Board

- a minimum of four formal Board meetings will be held per year. Additional meetings may be required and will be determined by the Chair in consultation with the CEO
- in addition to formal Board meetings, at least one annual Board development session will be held, as determined by the Chair and CEO
- agendas, minutes and papers will, where possible, be circulated to Board Directors at least one week before the agreed meeting date
- approved Board minutes will be published on the ILF Scotland website

5. Committees

- the Board will establish sub-committees to deal with specific areas of business
- as a minimum, the Board will establish and maintain an Audit & Risk Committee (see Annex A) and a Remuneration Committee (see Annex B)
- sub-committees must be chaired by an ILF Scotland Director, but may contain Independent external members and with agreement from Scottish Government
- independent external members will be selected by the Board in consultation with the CEO
- independent external members will be in attendance and contributing (advice only with no voting rights)
- sub-committees will operate in accordance with their specific Terms of Reference as determined by the Board, and the sub-committee Chair will report formally to the Board both verbally and via formal minutes of their proceedings
- approved sub-committee minutes will be summarised and included in the Board Minutes published on the ILF Scotland website

6. Standing Agenda

The standard agenda for each Board meeting is as follows:

- Declarations of Interest
- Minutes of Previous Meeting
- Matters Arising from Previous Meeting
- Quarterly Strategic Performance Report
- Audit & Risk Committee Feedback
- Remuneration Committee Feedback
- Health and Safety
- MiCase & PQs
- AOCB

7. Reservation of Powers

Decisions on the following matters are reserved to the Board of Directors:

a. Regulation

- maintain a register of interests for all Directors
- receive minutes and reports from sub-committees, considering and acting on recommendations as appropriate
- to review the risk register
- to review the operation against regulatory requirements such as Health and Safety, Finance and Audit
- establish and periodically review Terms of Reference for the Board and its sub-committees
- urgent decision making will be taken on a case-by-case basis at the discretion of the Chair

- the Board will review its own effectiveness at least every other year and report the results of that review to the Government Sponsor Team

b. Appointments

- establish and review the membership of all sub-committees of the Board
- appoint Director(s) of the Board to each sub-committee
- appoint any non-Directors of the Board to each sub-committee
- make recommendations to, and co-operate with, ILF Scotland's Scottish Government sponsor team in relation to Board succession planning and future Board appointments

c. Planning

- establish the overall strategic direction of ILF Scotland
- lead the organisations approach to strategic planning in partnership with the CEO
- approve ILF Scotland's strategic plan for submission to Scottish Government
- develop and approve, with the Accountable Officer, the annual report and accounts (as laid out in the Government Financial Reporting Manual (FreM))
- approve the annual ILF Scotland budget for recommendation to Scottish Government

d. Audit

- The Auditor General for Scotland (AGS) (Audit Scotland) will appoint external auditors and the Board note this appointment
- with regard to internal auditors the Executive Team will follow the strict Scottish Government procurement and tender

process, in consultation with the Audit & Risk Committee. The Audit & Risk Committee will note this appointment.

- receive the annual Management Letter from the external auditor, noting its contents and agree necessary actions following advice from the Audit & Risk Committee
- receive the annual report from the internal auditors, noting its contents and agree necessary actions following advice from the Audit & Risk Committee

8. Delegation of Powers

Sub-Committees

- the delegated authority of sub-committees is set out in the Terms of Reference for each sub-committee (found at Audit & Risk Committee - Annex A and Remuneration Committee - Annex B) as determined and reviewed by the Board of Directors.

9. Chief Executive Officer

- All powers which have not been retained or reserved by the Board, or its sub-committees, will be exercised on behalf of ILF Scotland by the CEO. The CEO will be accountable to the Board for the exercise of these powers.
- The CEO of ILF Scotland is designated by the Scottish Government's Principal Accountable Officer as the Accountable Officer for ILF Scotland, in accordance with the Public Finance and Accountability (Scotland) Act 2000.
- As the Accountable Officer, the CEO is personally responsible to the Scottish Parliament for the appropriate management of the public funds of which she or he has charge, and for the day-to-day operations and management of the company.

10. ILF Scotland Employees – Financial Authorities

- the delegated financial authority of specific members of ILF Scotland is set out in the Scheme of Delegation at Annex C