

Introduction to the Constitution for a Region (Scotland)

This introduction is not part of the model constitution for a Region but includes important points of context.

- a) The Region constitution must always be used in the context of the rules in POR Chapter 5b – these POR rules must not be amended.
- b) In accordance with POR 5b.3.1.5, any amendments or differences to the model constitution at POR 5d.3 below (and noting (a) above) must be agreed at the AGM and fully recorded in the minutes of the AGM.
- c) In the interest of openness, especially for new members of the Region Scout Council, the Region Scout Council must re-adopt their constitution at each Annual General Meeting (AGM).

5d.3 Constitution for a Region (Scotland)

5d.3.1.1 Compliance

All Scout Regions must adhere to the current edition of Policy, Organisation and Rules of The Scout Association, which now fully incorporates Scottish Variations for POR.

5d.3.1.2 Charitable objects

[POR 1.1]

Our purpose is to actively engage and support young people in their personal development, empowering them to make a positive contribution to society.

5d.3.2 The Regional Scout Council

5d.3.2.1

The Regional Scout Council has a governance role for the Region (whether or not it is a charity in law) and, in particular, appoints the Regional Trustee Board. Its geographical boundaries agreed between the Regional Scout Council and the Scottish Scout Council. The Trustee Board is responsible for the governance of the Region and is accountable to the Scout Council.

5d.3.2.2

The Regional Scout Council has no Trustee responsibilities.

5d.3.2.3

Membership of the Scout Council does not provide membership of Scouts.

5d.3.3 Regional Scout Council Membership

5d.3.3.1

The ex-officio members of the Regional Scout Council are:

- a) All adult members with a Regional role – see Regional roles in the POR Chapter 16 Teams Table of POR
- b) All adults with the following appointments in the Scout Districts in the Region
 - a. District Lead Volunteers and District Leadership Team Members
 - b. District Trustee Board Chairs, Treasurers and Trustees
 - c. District Youth Leads
 - d. District representatives (2 per District) selected by their respective District Scout Councils at their AGM (POR 5b.3.2.6(f))
- c) The Chief Volunteer of Scotland

5d.3.3.2

The appointed members of the Regional Scout Council are other supporters of the Region appointed by the Regional Scout Council on the recommendation of the Regional Trustee Board for a period not exceeding three years.

5d.3.3.3

The Regional Scout Council may include representatives from Girlguiding, religious bodies, schools, local authorities or other youth organisations where it is desired to maintain co-operation. They are not required to be members of Scouts.

5d.3.3.4

Membership of the Regional Scout Council ends when the:

- a. member resigns
- b. member no longer qualifies as a member of the Scout Council
- c. Scout Council is dissolved
- d. member's membership is terminated by UK Headquarters following a recommendation by the Regional Trustee Board

5d.3.4 Annual General Meeting

5d.3.4.1

To support the planning and delivery of a Region AGM there is a downloadable 'script' (including agenda and script templates and a suggested planning timetable).

5d.3.4.2

The Regional Scout Council must hold an Annual General Meeting within six months of the end of the Scout Region's financial year.

5d.3.4.3

The Annual General Meeting must:

- a) Undertake governance oversight
 - a. Approve the minutes of the previous Annual General Meeting
 - b. Adopt (or re-adopt) the constitution of the Scout Region
 - c. Note the dates of the Scout Region's financial year
 - d. Approve appointed and community members of the Regional Scout Council (if any)
 - e. Agreeing the maximum total number of members of the Regional Trustee Board (this is one number representing the total of ex officio, appointed and co-opted Trustees)
 - f. Agree the quorum for future meetings of the Regional Scout Council
- b) Review the previous year
 - a. Receive and consider the Trustees' Annual Report, including the annual statement of accounts prepared by the Trustee Board
 - b. The accounts must have been examined by an appropriate auditor or independent examiner
 - c. The Trustees' Annual Report and Accounts presented to the Scout Council must include the formal report prepared by the auditor or independent examiner
- c) Make appointments
 - a. Approve the appointment of the Chair of the Regional Trustee Board
 - b. Approve the appointment of the Treasurer of the Regional Trustee Board
 - c. Approve the appointment of members of the Regional Trustee Board
Vacancies for appointed Trustees only occur at the end of their period of appointment. For example, a Regional Chair may have been appointed for three years and so does not need to be re-appointed or re-selected after years one and two.

The proposal from the Trustee Board is received by the Regional Scout Council at their AGM. The proposal from the Trustee Board does not require seconding by a member of the Regional Scout Council. The action of the Regional Scout Council is to approve or not approve the proposed names from the Trustee Board.

- d. Approve the appointment (or reappointment) of any Regional Presidents or Regional Vice Presidents
- e. Appoint (or re-appoint) an auditor or independent examiner as required (see POR 5e.3.1.1)
- f. Elect representatives of the Regional Scout Council to be nominated members of the Council of The Scout Association (see POR 6.5.1.2 for quota)
- g. Elect representatives of the Regional Scout Council to be nominated youth members of the Council of The Scout Association (see POR 6.5.1.3 for quota)

5d.3.4.4

All adult members in the Region are ex-officio members of the Scottish Scout Council so no nomination of such is required at the Regional Annual General Meeting.

5d.3.4.5

Following each Annual General Meeting, all appointed Trustees must be recorded on the membership system and the Trustees' Annual Report and Accounts must be filed as required (POR 5e.2.1.2. and POR 5e.2.1.3).

As per OSCR's regulations (Charities (Regulation and Administration) (Scotland) Act 2023), all registered charities must also provide all trustee details to OSCR for publication unless granted an exemption by OSCR directly.

5d.3.4.6

Regional Trustee Board administration must ensure that appointed or community members of the Regional Scout Council are recorded locally in the minutes of the Regional Scout Council meeting which appoints them (normally the AGM). Regional Scout Council members (whether ex-officio or appointed or community) must not be recorded as Scout Council Members on The Scout Association's membership system.

5d.3.4.7

The Regional Trustee Board will verify the draft Minutes of the Annual General Meeting at their first meeting following the Annual General Meeting. These Minutes cannot be formally approved until the Scout Region's next Annual General Meeting.

5d.3.4.8

Governance roles must be distinct to help manage conflict of interest. The roles of Chair and Treasurer must not be combined in any way.

5d.3.5 The Regional Trustee Board - purpose

5d.3.5.1

The Regional Trustee Board is a team of volunteers who work together, as Trustees, to make sure Scouts is run safely and legally. At the heart of their role is a focus on strategy, performance and assurance. Effective Trustee support helps other volunteers run the Scout programme that gives young people skills for life.

5d.3.5.2

Members of the Regional Trustee Board must act collectively as Charity Trustees (if the Scout Region is a registered charity) or with the same duties and responsibilities as Charity Trustees (if they are not registered) and in the best interests of the Region and its members to:

- a) Ensure the Region is well managed, carrying out its purposes for the public benefit, complying with the Region's governing document and the law and managing the Region's resources responsibly.
- b) Comply with Policy, Organisation and Rules of The Scout Association, including effective management of the Key Policies listed in POR Chapter 2a – The Equal Opportunities Policy, Data Protection, Religious Policy, Safeguarding Policy, Safety Policy, Vetting Policy, Anti-bullying and Harassment Policy.
- c) Ensure that young people are meaningfully involved in decision making at all levels of the Region
- d) Provide sufficient resources (funds, people, property and equipment) to meet the planned work of the Region including delivery of the high-quality programme and resource requirements of the training programme
- e) Ensure that a positive image of Scouts exists in the local community
- f) Develop and maintain a risk register, including putting in place appropriate mitigations
- g) Ensure that the Region's finances are properly managed, including development and maintenance of appropriate budgets to support the work of the Region
- h) Maintain and manage a reserves policy for the Region (including a plan for use of reserves outside of the minimum), an investment policy for the Region and a public benefit statement for the Region
- i) Ensure that people, property and equipment are appropriately insured, and that any property and equipment owned or used by the Region is properly protected and maintained
- j) Promote and support the development of Scouts in the local area

- k) Manage the Region's finances including the raising of funds and ensure that the assets are to be applied solely for the purposes, management and administration of Scouts.
- l) Appoint and manage the operation of any sub-teams of the Trustee Board created in line with POR 5d.3.5.3, including appointing a Chair to lead each sub-team. This sub-team Chair role title is Sub-Team Leader (see the Teams Table in POR Chapter 16).
- m) Ensure that effective administration is in place to support the work of the Trustee Board
- n) Appoint any Co-opted members of the Trustee Board
- o) Prepare and approve the Trustees' Annual Report and Annual Accounts after their examination by an appropriate auditor or independent examiner and as appointed by the Scout Council at their Annual General Meeting
- p) Present the Annual Report and Annual Accounts to the Regional Scout Council at their Annual General Meeting

File a copy the Annual Report and Annual Accounts with the Scouts Scotland Trustee Board and, if a registered charity, with the Office of the Scottish Charity Regulator (OSCR, see POR 5e.2.1.2 and POR 5e.2.1.3)

Take responsibility for adherence to Data Protection Legislation recognising that, depending on circumstances, it will at times act as a Data Controller and as a Data Processor, including the Trustee Board responsibilities listed at POR 2a.3.2.1
- q) Maintain confidentiality with regard to appropriate Trustee Board business
- r) Apply a transparent selection process to recommend to the Regional Scout Council appropriate members of the Regional Trustee Board
- s) Where staff are employed, act as a responsible employer in accordance with the Scouts' values and relevant legislation, ensure effective line management responsibilities for employed staff are clearly established and communicated and ensure that appropriate specific employee insurance is in place (POR 5g.4.1.2(j))
- t) Provide support to the Regional Commissioner (Regional Lead Volunteer), when required, to assist the opening, change, merging or closing of Districts in the Region as necessary
- u) Create a support network amongst Scout Districts, particularly in relation to finance and the Trusteeship of property.
- v) Comply with legislation applicable to charities in Scotland

5d.3.5.3

- a) The Regional Trustee Board may create sub-teams it deems necessary to support its governance function (see POR 5d.3.5.2(l)). . The Regional Trustee Board must ensure that for any sub-team it appoints:
 - a. its purpose is governance-focused and not operational

- b) its members are agreed and approved by the Regional Trustee Board
 - c) the Regional Chair has right of attendance
 - d) the Regional Lead Volunteer has right of attendance
- b) Sub-team members are not Trustees of the Region unless they are already members of the Regional Trustee Board.
- c) All sub-team members must be recorded on the membership system.
- d) If a sub-team consists entirely of non-Trustee members it is good practice for at least one member of the sub-team to have completed the *Being a Trustee in Scouts* learning.

5d.3.5.4

The Regional Trustee Board may enact and from time to time alter such Bylaws as it may consider appropriate for the regulation of its procedures and the powers and procedures of its sub-teams, provided that any changes in the Bylaws shall be reported to the next Annual General Meeting of the Regional Scout Council.

5d.3.5.5

All ex officio, appointed and co-opted members of the Regional Trustee Board shall serve as charity Trustees for the Regional Scout Council, and in that capacity, they shall have the fullest powers to administer and manage the Regional Scout Council's affairs in furtherance of its charitable purposes providing that the assets are to be applied solely for the purposes, management and administration of Scouts. In particular, but without limitation, the Regional Trustee Board shall have power, subject to appropriate disclosure in the next Annual Report:

- a) to lend and to borrow
- b) to invest widely
- c) to raise funds by levying a subscription on members of the Scouts in the Region
- d) to award grants, including grants to one or more of their members
- e) to engage one or more of their members or their relations, either directly or through a connected company or firm, to provide services on a commercial basis which they are suitably qualified to provide to grant honoraria, including honoraria to one or more of their members
- f) to reimburse one or more of their members from the Regional Scout Council's funds for all or part of any expenses reasonably incurred in the course of their duties.

5d.3.5.6

The Regional Trustee Board meetings should be held at least four times per year and distributed equally across the year.

5d.3.6 Membership of the Regional Trustee Board

5d.3.6.1

Subject to conflict of interest rules, a Trustee may be a member of more than one Trustee Board.

5d.3.6.2

Ex officio, appointed and co-opted members of the Regional Trustee Board are charity Trustees (if the Scout Region is a registered charity) or have the same duties and responsibilities as Charity Trustees if they are not. People invited to attend, or with right of attendance, may be present at the meeting but are not charity Trustees and have no voting rights.

5d.3.6.3

Certain people are disqualified from being charity Trustees by virtue of the Charities and Trustee Investment (Scotland) Act 2005.

5d.3.6.4

All Trustees must complete learning as specified in Policy, Organisation and Rules.

5d.3.6.5

At Region, all Trustee Boards and any sub-teams should, wherever possible, have as full voting members at least two people aged between their 18th and 25th birthdays.

5d.3.6.6

The Regional Trustee Board consists of:

- a) The Regional Chair
- b) The Regional Treasurer
- c) The Regional Lead Volunteer (ex-officio)

Where there are joint role holders, only one of them may be an ex officio member of the Regional Trustee Board. This should be decided in consultation with the Regional Lead Volunteers and the Regional Chair.

However, each role holder of any of the above roles must be eligible to be a Trustee (as specified in POR 16.1.3.1(d) and (e))

- d) The Regional Youth Lead (ex-officio)
- e) A maximum of eight further appointed or co-opted Trustees. A Regional Trustee Board should consist of between five and twelve Trustees.

The selection process for appointed Trustees must follow POR 5b.3.3.5(b) and POR 5b.3.3.6.

Co-opted members are persons co-opted annually by the Regional Trustee Board. They are not appointed by the Regional Scout Council at its AGM. The number of co-opted members must not exceed the actual number of appointed Trustees, excluding Chair and Treasurer.

If a co-option is required mid-year because of a vacancy arising (see 5d.3.6.9), then this rule may be broken, provided that the total number of Trustees remains no greater than the total number of Trustees permitted by Scout Council resolution at the AGM.

5d.3.6.7

The Chief Volunteer of Scotland and the Scouts Scotland Chair each have the right of attendance at meetings of the Regional Trustee Board.

Each Regional Trustee Board requires effective administration. The administration can be provided by one or more persons as appropriate to the Region.

The administration role(s) are 'operational' role(s) and will typically be member(s) of the Regional Support Team or one of its sub-teams.

A Trustee Board member should not take minutes at a Trustee Board meeting, as it makes it difficult for them to properly contribute to the meeting and meet their trustee responsibilities.

More information is available about tools to support Trustee Boards.

5d.3.6.8

The Region's nominated members of the Council of The Scout Association must be invited to attend meetings of the Regional Trustee Board.

If a Regional Trustee Board Chair or Treasurer resigns, filling the vacancy as soon as possible should be prioritised. All actions must be taken by a majority vote of the Trustees, with vacancies of the role of Chair also being discussed with the Regional Lead Volunteer. These appointments are short-term until the next annual general meeting. The Trustees must either:

- a) Appoint a current Trustee to the role, or
- b) Co-opt a Trustee to take the role, subject to the provisions in the Region's constitution for co-opting Trustees

5d.3.6.9

There is no role of acting Chair or acting Treasurer. In extreme circumstances, the Regional Lead Volunteer may act as Chair for a short period of time.

5d.3.7 Regional Scout Council - Conduct of meetings

5d.3.7.1

The Regional Scout Council meets at their AGM (POR 5d.3.4).

5d.3.7.2

It would be unusual for there to be additional meetings of the Regional Scout Council. This is because the primary task of the Regional Scout Council is to appoint the Regional Trustee Board. If members resign from the Regional Trustee Board, POR 16.9.2 describes the process to adopt until the next Regional AGM, thus rendering an additional Regional Scout Council meeting unnecessary.

5d.3.7.3

A Regional Scout Council meeting should normally be convened with at least four weeks' notice. A meeting may be convened on shorter or no notice with the agreement of at least three quarters of the members of the Regional Trustee Board.

5d.3.7.4

The President (if one has been appointed and if they are present and wishes to take the chair) shall preside at meetings of the Regional Scout Council. Otherwise, the Regional Chair shall preside or, in their absence, the meeting shall elect a chair subject to such appointment being approved at the start of the meeting by a majority of the Regional Scout Council members present.

5d.3.7.5

Only Regional Scout Council members, as defined in POR 5b.3.2.7, may vote in Regional Scout Council meetings.

5d.3.7.6

The quorum for a Regional Scout Council meeting is agreed by the Regional Scout Council at their AGM (POR 5d.3.4).

If there is no quorum present at a meeting of the Regional Scout Council, the meeting must be closed and reconvened at the earliest available appropriate date.

5d.3.7.7

Decisions are made by a majority of votes cast by those present at the meeting. In the event of an equal number of votes being cast on either side, the meeting Chair does not have a casting vote and the matter is taken not to have been carried.

To discharge their responsibilities, the Regional Scout Council may meet by telephone or video conference as well as (or instead of) face to face when agreed by the Regional Chair. The Regional Scout Council must not 'meet' using any indirect process, such as email.

5d.3.7.8

At any meeting which is not fully face-to-face, there must be an online poll or other electronic method of counting votes.

5d.3.7.9

All meetings of the Regional Scout Council (whether face-to-face or otherwise) must be properly recorded and minuted.

5d.3.7.10

Minutes of Scout Council meetings, approved by the Chair and reviewed by the Trustee Board should be circulated to all members in advance of the next meeting. All minutes to be retained and safely kept.

5d.3.8 Regional Trustee Board – Conduct of Meetings

5d.3.8.1

Meetings of the Regional Trustee Board should be convened with at least two weeks' notice, though it is good practice to schedule meeting dates well in advance.

Meetings may be convened on shorter notice, using the guidance of POR 5d.2.8.6 to agree the date of the additional meeting.

5d.3.8.2

Only members of a Regional Trustee Board as defined in POR 5b.3.3 may vote in meetings of the Regional Trustee Board.

Trustees (including ex officio Trustees) must have a full appointment as a Trustee before they can vote at, or influence discussion at, a Trustee Board meeting. They can be invited to attend Trustee Board meetings while they have a provisional appointment but may not influence decision making or take part in any voting.

Decisions are made by a majority of votes cast by those present at the meeting. In the event of an equal number of votes being cast on either side the Chair does not have a casting vote and the matter is deemed not to have been carried.

5d.3.8.3

The quorum for a Regional Trustee Board meeting is one third of the Trustees (ex officio plus appointed plus co-opted) [round down if necessary] plus one. So, a Trustee Board with 10 members would have a quorum of four. And a Trustee Board with six members would have a quorum of three.

For any sub-teams of the Regional Trustee Board, the quorum must be set by the Regional Trustee Board, based on the size of the sub-team and the complexity of its task(s).

5d.3.8.4

The Regional Trustee Board can meet by telephone conference or video conference as well as face to face in order to discharge their responsibilities when agreed by the Regional Chair.

This includes 'hybrid' meetings, where some Trustees are present at an agreed location while others participate remotely via phone or video.

Whether hybrid or in person, it is important that all persons present at a meeting are able to:

- be seen
- ask questions
- join in the debate
- see, share and display documents such as resolutions

5d.3.8.5

Minutes, approved by the Chair should be circulated to all members of the Trustee Board as soon as possible. All minutes to be retained and safely kept.

5d.3.8.6

Where urgent matters arise between scheduled meetings of the Regional Trustee Board and if it is not feasible to convene a meeting of the Trustee Board, electronic voting (such as email) may be used for decision making provided the Regional Chair deems it appropriate.

Digital applications other than email are not normally appropriate to be used for such decision making. This includes WhatsApp, Doodle and similar tools, which should only be considered in exceptional circumstances and with the agreement of the Regional Chair.

For such decisions taken between meetings, a minimum of 75% [round down if necessary] of the total number of Trustees must approve the matter. The results of the vote must be reported to, and recorded in the minutes of, the next Regional Trustee Board meeting.