Board terms of reference

Research Data Scotland

# Purpose

1. The Board will provide leadership for Research Data Scotland (RDS) influencing and agreeing strategies and policy proposals, assessing performance of the organisation, and advising on the resolution of the most significant risks or issues the organisation faces. The members of the Board will also use their influence to support the organisation in achieving its mission. The Board shall:
	1. Provide comfort that the organisational and data strategy is consistent with its commission from Scottish Government, company articles of association and members agreement.
	2. Scrutinise and approve the annual organisational and service improvement plan.
	3. Assess organisational performance against annual and long-term objectives, ensuring the organisation is results focussed.
	4. Help the organisation to attract and retain talented people who will facilitate its objectives, purposes, and strategies.

# Composition

1. The Board can have up to 10 charity trustees. In addition, it can have advisors. While RDS is a charity and company limited by guarantee, it currently needs to work to standard Scottish public sector board arrangements. This in particular includes a gender balance on the board.
2. The Chair of the Board is Paul Boyle, who is a trustee and director of RDS.
3. There are other trustees and directors, namely
* Mark Parsons: Director of Edinburgh Parallel Computing Centre, University of Edinburgh
* Roger Halliday: Interim CEO of Research Data Scotland
* Scott Heald: Director of Data Driven Innovation, Public Health Scotland
* Jill Pell: Henry Mechan Professor of Public Health and Director of the Institute of Health and Wellbeing at the University of Glasgow
* Julie Fitzpatrick: Chief Scientist, Scottish Government
* Martin Sinclair
1. There are advisors to the Board, namely
* Andrew Morris: Director of HDR-UK (Health Data Research UK).
* Giselle Cory: Executive Director of Datakind UK
* Shannon Vallor: Baillie Gifford Chair in the Ethics of Data and Artificial Intelligence at the University of Edinburgh.
* Gillian Docherty: Chief Commercial Officer at the University of Strathclyde.
1. Board members are expected to serve for a two-year initial term. The Company Directors will agree on any changes to the Board membership.
2. In addition, the RDS business manager will attend meetings to prepare the meeting minutes. People outwith the board are permitted to attend parts of meetings where they are directly contributing to the discussion. This is in an advisory capacity only.

# Board members and voting rights

1. The Company Articles of Association state that “*The Board may seek, obtain and procure such advice and assistance from any persons or bodies (including without limitation, professional advisors familiar with grant giving to charitable bodies) as they consider necessary to enable them to carry out their duties as Trustees and/or fulfil the objects of the Company and may invite or request the attendance at any general meetings of any such person or representatives of any such bodies for the purposes of giving such advice and assistance. The attendance of such persons shall be in a non-voting capacity and may at the discretion of the Trustees be for the whole or any part of any meeting or for more than one meeting*.”
2. As such, non-trustees can advise, but cannot vote.

# Meetings

1. The Board will meet quarterly for the first year following its inception. After a year, it will review the cadence of meetings. In addition, the Chair may convene additional meeting on an ad hoc basis or upon request of Board members.
2. Board meetings are quorate when the majority of trustees are present – currently at least 4 trustees*.* Board decisions will be by majority of attending trustees (and non-attending trustees who have informed the chair of their vote ahead of the meeting).
3. The agendas of Board meetings will be published within a week of the meeting, and minutes will be published within a week of being agreed, which will usually be at the next meeting.

# Role of the Board Chair

1. The Chair, along with the Company Directors shall appoint the RDS Chief Executive.
2. The Chair may delegate their role of Chairing a specific Board meeting to another company trustee if there are circumstances where they are unable to attend.
3. The Chair may create or wind-up any sub-committee. Any sub-committee will have published terms of reference.

# Revisions to these terms of reference

1. The Board will review its terms of reference annually. However, Board members can propose changes to this Terms of Reference outwith any review process. Any changes must be approved by the trustees. Any amendment of the Terms of Reference must be consistent with the company articles of association and members agreement.