

Net Zero Knowledge Community Governance Board - Charter / Terms of Reference

1. The purpose of the Governance Board is to:

1.1 Ongoing oversight of the quality of governance in the net zero knowledge community partnership.

1.2 Monitor Overall effectiveness and evaluations.

1.3 Recommend enhancements to the Communities governance in the interest of the partnership

1.4 Support the Community in maintaining alignment with Local and National Government Net Zero Targets

1.5 Co-ordinate any funding in support of the outputs

2. Authority

2.1 The Governance Board is a multi-agency multi-discipline Board made up of volunteers from the community with its authority only being derived from the continual need and endorsement from the wider community and especially the contributor's body.

2.2 The Board has authority for the development and communication of the net zero knowledge community and the delivery of the net zero book of knowledge, set out in these Terms of Reference.

2.3 The Board has authority to deliver the book of knowledge and to share this with the wider Scottish, Welsh and UK community as a reference guide only, with no liability.

3. Constitution

3.1 Chairperson

3.1.1 The Chair of the Board will have a twelve-month rolling post from one of each of the key sectors involved.

3.1.2 In the absence of the Chair of the Committee or an appointed Vice Chair, the remaining members present shall elect one of themselves to chair the meeting.

3.1.3 The Committee Chair does not have a casting vote.

3.2 Membership

3.2.1 The Committee will comprise of the Chair, the Vice Chair, and at least 2 members from each of the named sectors; Utilities, House Builders, Local Authority, Academia.

3.2.2 Members may be removed from the Committee at any time by the Board.

3.3 Duration of appointments

3.3.1 Unless otherwise determined by the Board, the duration of appointments of the Committee shall be for a period of up to two years which may be extended by the Board for an additional period of one year.

3.4 Secretary

3.4.1 The Board Secretary or their nominee shall act as Secretary to the Committee and attend all meetings.

3.4.2 The Secretary shall record the proceedings and decisions of the Committee meetings and the minutes shall be circulated to all members and attendees, as appropriate, considering any conflicts of interest that may exist.

4. Proceedings of Meetings

4.1 Frequency of Meetings

4.1.1 The Committee shall meet at least four times a year and otherwise as required

4.1.2 Meetings of the Committee may be called by the Chair of the Committee at any time to consider any matters falling within these Terms of Reference.

4.1.3 Separate Expert panel meetings and stakeholder panels will be arranged as advised by the Board

4.2 Quorum

4.2.1 At least one member from each of the sector of the Committee may form a quorum.

4.2.2 A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the

authorities, powers and discretions vested in or exercisable by the Committee.

4.2 Attendees

4.3.1 Only the members of the Committee have the right to attend Committee meetings.

4.3.2 Any Partner, officer or employee of the participating organisations may attend at the invitation of the Chair of the Committee and they may collectively or individually be requested to withdraw from meetings of the Committee if required to do so by the Chair of the Committee.

4.4 Resolutions

4.4.1 The Committee shall reach decisions by a simple majority of those voting on the issue in question by a show of hands.

4.4.2 Resolutions can be raised by any board member for discussion and consideration by the Board if notice and details of the proposed resolution have been given at least one week in advance to each member of the Committee.

5. Responsibilities The committee shall:

5.1 Board Effectiveness

5.1.1 Coordinate Board effectiveness reviews through a process of annual self-assessments and bi-annual key stakeholder Board effectiveness reviews and evaluations.

5.1.2 Agree the scope, process and timeline for the Board annual self-assessment.

5.2 Committee Effectiveness

5.2.1 Agree the process and timeline for the review of Board Committees' self-assessment;

5.2.2 Consider with each Committee chairperson the outcomes of Committees' self-assessments, surveys reviewing and considering the adequacy of any recommendations and action plan, prior to onward submission to the Board for approval;

5.2.3 Have oversight of the annual review of terms of reference¹ and make recommendations to the Board.

6. Reporting

6.1 Minutes of each Committee meeting will be disclosed within two weeks of the board meeting and at the next meeting of the Board. Periodically the Chair of the Committee shall report to the Board on matters within its duties and responsibilities.

6.2 The Committee shall compile a report of the work of the Committee in discharging its responsibilities for inclusion in the Annual Report, including a description of significant issues dealt with by the Committee.

6.3 The Committee shall work and liaise as necessary with other committees of the Board.

7. Governance and Resources

7.1 The Committee shall, via the Secretary to the Committee, make available to new members of the Committee a suitable induction process.

7.2 The Committee shall conduct an annual self-assessment of its activities under these Terms of Reference and report any conclusions and recommendations to the Board and, as part of this assessment, shall consider whether or not it receives adequate and appropriate support in fulfilment of its role and whether or not its annual plan of work is manageable.

7.3 The Committee shall in its decision making, give due regard to any relevant legal or regulatory requirements, and associated best practice guidance, as well as to the risk and reputation implications of its decisions (liaising where relevant with other committees).

7.4 The Committee shall have access to sufficient resources to carry out its duties and have the power to engage independent counsel and other professional advisers and to invite them to attend meetings.

8. Terms of Reference

8.1 The Committee shall annually review its Terms of Reference and may recommend to the Board any amendments to its Terms of Reference.