

EXECUTIVE BOARD

TERMS OF REFERENCE

June 2025



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**Purpose**

The Executive Board (EB) is Scottish Forestry’s principle corporate decision making body, responsible for giving collective consideration and leadership to the business of SF, taking decisions and prioritising the allocation of resources. These Terms of Reference relate to the structure and arrangements for the EB’s meetings and governance.

The EB advises the Chief Executive (who is also the Accountable Officer) as required and works with other key groups, including; the Strategic Advisory Group (SAG), the Audit and Assurance Committee (ACC), the Improvement Programme Board, and the Senior Operations Group (SOG). It focuses on those matters which require strategic collective oversight; rather than matters that are decided by individual Function Heads or Directors, or are agreed on a one to one basis with the Chief Executive.

The EB supports, and is accountable to, the Chief Executive in taking well-informed, evidence-based, decisions with regard to the setting of strategic direction, policies and organisational performance, including promoting and supporting a climate of ambition delivering added value across the strategic priorities.

**Governance**

The EB is a key part of SF’s overall governance structure as outlined in the Framework Document and Scheme of Delegation. The Framework Document also sets out the roles and responsibilities of other key groups, specifically the Strategic Advisor Group and the Audit and Assurance Committee.

Remit

The remit of the EB is to support the Chief Executive by:

* Assisting in the development of the organisation's strategic aims, objectives and targets, and any steps required to deal with changes which are likely to impact on the strategic aims and objectives of SF;
* Developing the internal budget setting process; and monitoring, reviewing and reporting the corporate and annual financial plans and budgets;
* Managing the efficient, economic and effective use and development of staff, assets and other resources consistent with the principles of Best Value, including, where appropriate, participation in shared services arrangements;
* Ensuring the effectiveness of the arrangements that provide assurance on corporate governance, risk management, business continuity and internal controls;
* Ensuring delivery of SF performance and financial aims and objectives by monitoring activity through effective reporting mechanisms;
* Ensuring effective provision of information to the SAG and the AAC, including timely reporting of any issues that are likely to impede delivery;
* Ensuring the development and application of strategic corporate policies (HR, Health, Safety and Wellbeing, Equalities etc.);
* Overseeing adherence to strict standards of financial propriety and compliance with the Framework Document and the SPFM;
* Ensuring the application of high standards of corporate governance within SF; and
* Early identification of emerging issues which may impact on the reputation or operation of SF or on the reputation of Scottish Ministers.

Specific Responsibilities

The EB will be responsible for responding to matters and information provided by:

* The *Senior Operations Group*, which has responsibility for defining, discussing and resolving operational issues impacting upon delivery, including regulatory, grant management and professional forestry activities of the Agency.
* The *Information Governance Group*, which has an overview for sharing best practice on information governance and assurance matters, such as records management, data protection and management information.
* The *Health,* *Safety and Wellbeing Group*, who provide advice on delivery, resourcing, practice and behaviours.
* Feedback from the *Improvement and Delivery Programme Board* particularly in relation to agreement of prioritisation of projects.

The EB also have additional responsibilities central to the effective management and positive culture of SF. This includes:

* An integrated corporate planning framework which links our strategic objectives with resource/budget allocation and prioritisation of activities.
* Discussing and monitoring key management information to ensure progress towards strategic objectives, targets and priorities.
* Assessing the top risks potentially affecting the delivery of targets and priorities and ensuring effective mitigation measures are in place.
* The implementation of the Equalities, Diversity and Inclusion Action Plan.

Membership

Membership of the SET will comprise:

* Chief Executive (Chair)
* Director of Policy and Practice
* Director of Operational Delivery
* Director of Operational Services and Transformation
* Director of Finance
* Head of Corporate Affairs and Communications

Other staff and the Chief Forester for Scotland will be invited to attend in order to support the evidence based, decision making process through their Subject Matter Expertise; and to encourage broader representation and diversity of thought.

Chair

The Chief Executive will chair the EB. The Chair has additional responsibilities over and above those of Team members, particularly in relation to Accountable Officer, leadership and the conduct of agency. The role of the Chair is to lead the EB ensuring that it has the ability to carry out functions effectively and in accordance with the [Principles of Public Life](https://www.gov.uk/government/publications/the-7-principles-of-public-life/the-7-principles-of-public-life--2).

The Chair will also ensure that the meetings are conducted in a way which is in line with our Values and Behaviours.

In the absence of the Chief Executive Officer, one of the Directors will assume the role of chairing for the duration of the meeting.

Format and Structure of Meetings

The EB will meet between four to six weeks. The Chair may convene additional meetings as deemed necessary.

In the event of EB members being unable to attend a meeting they can nominate a substitute to attend for part of the meeting if they deem it appropriate, having agreed with the Chief Executive in advance. If several members and/or the CEO cannot attend, the CEO as chair will take a decision whether to proceed with the meeting.

Secretariat for EB will be provided by the SF Executive Office. The agenda and papers for meetings will be provided to CEO in advance, around ten days prior to the meeting and then circulated to members, wherever possible one week prior to the meeting date.

All papers submitted for consideration by the EB will use the agreed SF templates for paper, minutes and agendas, and will be marked with the appropriate confidentiality restrictions. All papers must be sponsored by an EB member and the agenda will be agreed with the Chair.

All papers will have been fully scoped in advance of the meeting, with consultation and input from all relevant Subject Matter Experts and Leads for the area of work. Papers will be submitted with a presumption of approval due to the consideration and consultation central to the development of any paper prior to submission.

Decisions made and actions to be taken will be clearly recorded in the minutes. Progress on key issues raised and actions to be taken will be monitored and recorded at subsequent meetings.

The record of decisions made around significant changes and prioritisation of resources will be supported by appropriate documentation.

**Sharing of Information and Communications**

A record will be kept of every meeting of the EB and this will be published on the SF website in line with our Publication Scheme. The minute will include attendees and apologies, a short summary of any discussions and capture and list decisions and actions. Minutes, papers and other associated information may be shared with auditors as required.

The EB will communicate where appropriate on the discussions and actions taken with the wider organisation, including through updates from the CEO, and updates issued through Staff Briefings.

Review of Terms of Reference

These Terms of Reference will be reviewed annually.

June 2025