STANDING ORDERS

ARGYLL AND BUTE INTEGRATION JOINT BOARD

MAY 2018

1. General

These Standing Orders are made under the Public Bodies (Joint Working) (Scotland) Act 2014 and the Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014. These Standing Orders shall, as far as applicable be the rules and regulations for the proceedings of Committees and working groups and therefore reference to the term 'Board' in the said Standing Orders should be interpreted accordingly. The term 'Chairperson' shall also be deemed to include the Chairperson of any Committee or working groups but only in relation to such Committees or working groups.

1.2 In these Standing Orders "the Integration Joint Board" shall mean Argyll and Bute Integration Joint Board established in terms of the (SSI 2015/88) Order 2015. ''The Council'' means Argyll & Bute Council and ''The Health Board'' means NHS Highland Health Board.

1.3 Any statutory provision, regulation or direction issued by the Scottish Ministers shall have precedence if they are in conflict with the Standing Orders.

2. Membership

2.1 Voting membership of the Integration Board shall comprise four NHS Highland Board members, nominated by the NHS Board, and four Elected Members of Argyll & Bute Council, (hereinafter referred to as the Council) nominated by the Council.

2.2 Non-voting membership of the Integration Board shall comprise:
a. the Chief Social Work Officer of the Council;
b. the Chief Officer of the Integration Joint Board;
c. the proper officer of the Integration Joint Board appointed under section 95 of the Local Government (Scotland) Act 1973;
d. a registered medical practitioner whose name is included in the list of primary medical services performers prepared by the Health Board in accordance with Regulations made under section 17P of the National Health Service (Scotland) Act 1978;
e. a registered nurse who is employed by the Health Board or by a person or body with which the Health Board has entered into a general medical services contract;
f. a registered medical practitioner employed by the Health Board and not providing primary medical services.
g. one member staff from the Health Board and one member of staff from the Council engaged in the provision of services provided under integration functions;
h. one member in respect of third sector bodies carrying out activities related to health or social care in the area of the local authority;
i. two members in respect of service users residing in the Council area Council;
j. one member in respect of persons providing unpaid care in the Council area of ; and
k. such additional members as the Integration Joint Board sees fit to appoint with the proviso that a member appointed under this paragraph may not be a councillor or a member of the Health Board.
The members appointed under paragraphs (d) to (f) must be determined by the Health Board.

2.3 A member of the Integration Joint Board in terms of 2.2 (a) to (c) will remain a member for as long as they hold the office in respect of which they are appointed. Otherwise, the term of office of Members of the Integration Joint Board shall be for a period of up to 3 years.

2.4 Where a member resigns or otherwise ceases to hold office, the person appointed in his/her place shall be appointed for the unexpired term of the Member they replace.

2.5 On expiry of a member's term of appointment the member shall be eligible for re-appointment provided that he/she remains eligible and is not otherwise disqualified from appointment.

2.6 A voting member appointed under paragraph 2.1 ceases to be a member of the Integration Joint Board if they cease to be either a Councillor or a member of the NHS Board or an Appropriate Person in terms of the Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014 from the date they cease to be a councillor or member of NHS Board or appropriate person.

2.7 A member of the Integration Joint Board, other than those members referred to in paragraph 2.2(a) to (g, may resign his/her membership at any time during their term of office by giving notice to the Integration Joint Board in writing. The resignation shall take effect from the date notified in the notice or on the date of receipt if no date is notified. If this is a voting member the Integration Joint Board must inform the constituent authority that made the nomination.

2.8 If a member has not attended three consecutive meetings of the Integration Joint Board, and their absence was not due to illness or some other reasonable cause as determined by the Integration Joint Board, the Integration Joint Board may, by giving one month's notice in writing to that member, remove that person from office.

2.9 If a member acts in a way which brings the Integration Joint Board into disrepute or in a way which is inconsistent with the proper performance of the functions of the Integration Joint Board, the Integration Joint Board may remove the member from office with effect from such date as the Integration Joint Board may specify in writing.

2.10 If a member is disqualified under article 8 of the Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014 during a term of office they are to be removed from office immediately.

2.11 A constituent authority may remove a member which it nominated by providing one month's notice in writing to the member and the Integration Joint Board. (Article 14.1)

2.12 If a member is unable to attend a meeting, a suitably experienced proxy may be appointed by the constituent authority which nominated the member. The appointment of such proxy members will be subject to the same rules and procedures for members. Proxy members shall receive papers for meetings of the Integration Joint Board and shall be entitled to attend or vote at a meeting, only in the absence of the principal member they represent. If the Chairperson or Vice Chairperson is unable to attend a

meeting of the Integration Joint Board, any depute member attending the meeting may not preside over that meeting.

2.13 The acts, meetings or proceedings of the Integration Joint Board shall not be invalidated by any defect in the appointment of any member.

2.14 Where there is a temporary vacancy in the voting membership of the Integration Joint Board, the vote which would have been exercisable by a member appointed to that vacancy may be exercised jointly by the other members nominated by the relevant constituent authority. Where two or more temporary vacancies occur, or a temporary vacancy remains unfilled for longer than 6 months Article 13 of the Order shall be applied. Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014

3. Chairperson and Vice Chairperson

3.1 The Chairperson and Vice Chairperson will be drawn from the NHS Board and the Council voting members of the Integration Joint Board. If a Council member is to serve as Chairperson then the Vice Chairperson will be a member nominated by the NHS Board and vice versa. The first Chairperson of the Integration Joint Board will be appointed on the nomination of the Council.

3.2 The appointment to Chairperson and Vice Chairperson is time limited to a period not exceeding two years and carried out on a rotational basis between Council and NHS Board appointed Chairperson, as agreed in the Integration Scheme. The Council or NHS Board may change their appointee as Chairperson or Vice Chairperson during an appointing period.

3.3 The Vice-Chairperson may act in all respects as the Chairperson of the Integration Joint Board if the Chairperson is absent or otherwise unable to perform his/her duties.

3.4 At every meeting of the Integration Joint Board or committee of the Integration Joint Board the Chairperson, if present, shall preside. If the Chairperson is absent from any meeting the Vice-Chairperson, if present, shall preside. If both the Chairperson and the Vice-Chairperson are absent, a Chairperson shall be appointed from the voting members by the voting members present for that meeting. Any proxy member attending the meeting may not preside over that meeting.

3.5 Powers, authority and duties of Chairperson and Vice-Chairperson.
The Chairperson shall amongst other things:-

(a) Preserve order and ensure that every member has a fair hearing;
(b) Decide on matters of relevancy, competency and order, and whether to have a recess during the meeting, having taken into account any advice offered by the Chief Officer or other relevant officer in attendance at the meeting;
(c) Determine the order in which speakers can be heard;
(d) Ensure that due and sufficient opportunity is given to members who wish to speak to express their views on any subject under discussion;
(e) If requested by any member, ask the mover of a motion, or an amendment, to state its terms;

(f) Maintain order and at his/her discretion, order the exclusion of any member of the public who is deemed to have caused disorder or misbehaved;
(g) The decision of the Chairperson on all matters within his/her jurisdiction shall be final;
(h) Deference shall at all times be paid to the authority of the Chairperson. When he/she rises to speak, the Chairperson shall be heard without interruption; and
(i) Members shall address the Chairperson while speaking;

4. Meetings

4.1 The first meeting of the Integration Joint Board will be convened at a time and place to be determined by the Chairperson. Thereafter Integration Joint Board shall meet at such place and such frequency as may be agreed by the Integration Joint Board.

4.2 The Chairperson may convene special meetings if it appears to him/her that there are items of urgent business to be considered. Such meetings will be held at a time, date and venue as determined by the Chairperson. If the Office of Chairperson is vacant, or if the Chairperson is unable to act for any reason the Vice-Chairperson may at any time call such a meeting.

4.3 If the Chairperson refuses to call a meeting of the Integration Joint Board after a requisition for that purpose specifying the business proposed to be transacted, signed by at least two thirds of the voting members, has been presented to the Chairperson or if, without so refusing, the Chairperson does not call a meeting within seven days after such requisition has been presented, those members who presented the requisition may forthwith call a meeting provided no business shall be transacted at the meeting other than specified in the requisition.

4.4 Adequate provision will be made to allow for members to attend a meeting of the Integration Joint Board or a committee of the Integration Joint Board either by being present together with other members in a specified place, or in any other way which enables members to participate despite not being present with other members in a specified place.

5. Notice of Meeting

5.1 Before each meeting of the Integration Joint Board, or a committee of the Integration Joint Board, a notice of the meeting, specifying the time, place and business to be transacted at it and agreed by the Chairperson, or by a member authorised by the Chairperson to agree on his/her behalf, shall be delivered to every member by electronic means so as to be available to them at least five full working days before the meeting. Failure of service of the notice on any member shall not affect the validity of anything done at a meeting.

5.2 In the case of a meeting of the Integration Joint Board called by members in default of the Chairperson, the notice is to be signed by those members who requisitioned the meeting.

5.3 At all ordinary or special meetings of the Integration Joint Board, no business other than that on the agenda shall be discussed or adopted except where by reason of

special circumstances, which shall be specified in the minutes, the Chairperson is of the opinion that the item should be considered at the meeting as a matter of urgency.

6. Quorum

6.1 No business shall be transacted at a meeting of the Integration Joint Board unless there are present, and entitled to vote both Council and NHS Board members and at least one half of the voting members of the Integration Joint Board are present.

6.2 If within ten minutes after the time appointed for the commencement of a meeting of the Integration Joint Board, a quorum is not present, the meeting will stand adjourned to such date and time as may be fixed and the minute of the meeting will disclose the fact.

7. Codes of Conduct and Conflicts of Interest

7.1 Members of the Integration Joint Board shall subscribe to and comply with both the Standards in Public Life - Code of Conduct for Members of Devolved Public Bodies and Councillors Code of Conduct and Guidance made in respect thereto which are deemed to be incorporated into these Standing Orders. All members who are not already bound by the terms of either Code shall be obliged before taking up membership, to agree in writing to be bound by the terms of the Code of Conduct for Members of Devolved Public Bodies.

7.2 If any member has a financial or non-financial interest as defined in the Councillors' Code of Conduct or the Code of Conduct of Members of Devolved Public Bodies and is present at any meeting at which the matter is to be considered, he/she must as soon as practical, after the meeting starts, disclose that he/she has an interest and the nature of that interest and if he/she is precluded from taking part in consideration of that matter.

7.3 If a member or any associate of theirs has any pecuniary or any other interest direct or indirect, in any contract or proposed contract or other matter and that member is present at a meeting of the Integration Joint Board, that member shall disclose the fact and the nature of the relevant interest and shall not be entitled to vote on any question with respect to it. A member shall not be treated as having any interest in any contract or matter if it cannot reasonably be regarded as likely to significantly affect or influence the voting by that member on any question with respect to that contract or matter.

7.4 Where an interest is disclosed, the other members present at the meeting in question must decide whether the member declaring the interest is to be prohibited from taking part in discussion of or voting on the item of business.

8. Adjournment of Meetings

8.1 A meeting of the Integration Joint Board may be adjourned to another date, time or place by a motion, which shall be moved and seconded and put to the meeting without discussion. If such a motion is carried by a simple majority of those present and entitled to vote, the meeting shall be adjourned to the day, time and place specified

in the motion. In addition the Chairperson may adjourn the meeting at their sole discretion.

9. Disclosure of Information

9.1 No member or officer shall disclose to any person any information which falls into the following categories:-

- Confidential information within the meaning of Section 50(a) (2) of the Local Government (Scotland) Act 1973.
- The full document, or any part of any document marked "not for publication by virtue of the appropriate paragraph of Part 1 of Schedule 7A of the Local Government (Scotland) Act 1973, unless and until the document has been made available to the public or press under section 50B of the said 1973 Act.
- Any information regarding proceedings of the Integration Joint Board from which the public have been excluded unless or until disclosure has been authorised by the Integration Joint Board or the information has been made available to the press or to the public under the terms of the relevant legislation.

9.2 Without prejudice to the foregoing no member shall use or disclose to any person any confidential and/or exempt information coming to his/her knowledge by virtue of his/her office as a member where such disclosure would be to the advantage of the member or of anyone known to him/her or which would be to the disadvantage of the Integration Joint Board.

10. Recording of Proceedings

No sound, film, video tape, digital or photographic recording of the proceedings of any meeting shall be made without prior written approval of the Integration Joint Board.

11. Admission of Press and Public

11.1 Subject to the extent of the accommodation available and except in relation to items certified as exempt, meetings of the Integration Joint Board shall be open to the public. The Chief Officer shall be responsible for giving public notice of the time and place of each meeting of the Integration Joint Board by posting within the main offices of the Integration Joint Board not less than five days before the date of each meeting.

11.2 The Integration Joint Board may by resolution at any meeting exclude the press and public during consideration of any item of business where it is likely, in view of the nature of the business to be transacted or of the nature of the proceedings, that if members of the press and public were present there would be a disclosure to them of exempt information as defined in Schedule 7(A) of the Local Government (Scotland) Act 1973 Act or it is likely that confidential information would be disclosed in breach of an obligation of confidence.

11.3 Every meeting of the Integration Joint Board shall be open to the public but these provisions shall be without prejudice to the Integration Joint Board's powers of exclusion in order to suppress or prevent disorderly conduct or other misbehaviour at a meeting. The Integration Joint Board may exclude or eject from a meeting a member or members of the press and public whose presence or conduct is impeding the work or proceedings of the Integration Joint Board.

12. Alteration, Deletion and Rescission of Decisions of the Integration Joint Board

Except insofar as required by reason of illegality, no motion to alter, delete or rescind a decision of the Integration Joint Board will be competent within six months from the decision, unless a decision is made prior to consideration of the matter to suspend this Standing Order in terms of Standing Order 13.

13. Suspension, Deletion or Amendment of Standing Orders

Any one or more of the Standing Orders in the case of emergency as determined by the Chairperson upon motion may be suspended, amended or deleted at any meeting so far as regards any business at such meeting provided that two thirds of the members of the Integration Joint Board present and voting shall so decide. Any motion to suspend Standing Orders shall state the number or terms of the Standing Order(s) to be suspended.

14. Motions, Amendment and Debate

14.1 It will be competent for any Member of the Integration Joint Board at a meeting of the Integration Joint Board to move a motion directly arising out of the business before the meeting.

14.2 No member, with the exception of the mover of the motion or amendment, will speak supporting the motion or amendment until the same will have been seconded.

14.3 Subject to the right of the mover of a motion, and the mover of an amendment, to reply, no member will speak more than once on the same question at any meeting of the Integration Joint Board except:-

- On a question of Order
- With the permission of the Chairperson
- In explanation or to clear up a misunderstanding in some material part of his/her speech.

In all of the above cases no new matter will be introduced.

14.4 The mover of an amendment and thereafter the mover of the original motion will have the right of reply for a period of not more than 5 minutes. He/she will introduce no new matter and once a reply in commenced, no other member will speak on the subject of debate. Once these movers have replied, the discussion will be held closed and the Chairperson will call for the vote to be taken.

14.5 Amendments must be relevant to the motions to which they relate and no member will be at liberty to move or second more than one amendment to any motion, unless the mover of an amendment has failed to have it seconded.

14.6 It will be competent for any member who has not already spoken in a debate to move the closure of such debate. On such motion being seconded, the vote will be taken, and if a majority of the members present vote for the motion, the debate will be closed. However, closure is subject to the right of the mover of the motion and of the

amendment(s) to reply. Thereafter, a vote will be taken immediately on the subject of the debate.

14.7 Any member may indicate his/her desire to ask a question or offer information immediately after a speech by another member and it will be the option of the member to whom the question would be directed or information offered to decline or accept the question or offer of information.

14.8 When a motion is under debate, no other motion or amendment will be moved except in the following circumstances:

- to adjourn the debate; or
- to close the debate.

14.9 A motion or amendment once moved and seconded cannot be altered or withdrawn unless with the consent of the majority of those present.

14.10 Any member who wishes to propose a motion for consideration by the Integration Joint Board shall give written notice of that motion to the Chairperson, at least 10 full working days prior to the meeting.

15. Voting

15.1 The IJB operating principle is partnership, cooperation and collaboration and members' task will be to ensure that the IJB operates by consensus in its decision making where possible.

15.2 Only the four members nominated by the NHS Board, and the four members appointed by the Council shall be entitled to vote. Voting shall be by show of hands.

15.3 In the case of an equality of votes the Chairperson shall not have a second or casting vote. Where there is more than one amendment then the voting will proceed until one proposition has obtained an overall majority of the members taking part in the vote. In such a circumstance the proposition with the fewest votes will drop out and a further vote or votes will be taken on those that remain until the overall majority is achieved or there is only a motion and amendment before the meeting in which case the proposition with the most votes will prevail. If the voting members do not agree at the time on a proposed means of resolving a dispute at a meeting of the Integration Joint Board the matter will be continued to the next meeting of the Integration Joint Board and if there is no resolution at that further meeting then the matter shall be dealt with in terms of the formal dispute resolution mechanism specified in the Integration Scheme. Standing Order 12 shall not preclude reconsideration of any such item within the 6 month period following the meeting which failed to reach a decision.

16. Minutes

16.1 The names of the members and others attending a meeting of the Integration Joint Board shall be recorded in the minutes of the meeting.

16.2 The minutes of the proceedings of each meeting of the Integration Joint Board or a committee, including any decision or resolution made by that meeting, shall be drawn up and submitted to the next ensuing meeting of the Integration Joint Board or the committee after which they must be signed by the person presiding at that meeting. A minute purporting to be so signed shall be received in evidence without further proof.

17. Committees and Working Groups

17.1 The Integration Joint Board may establish any committee or working group as may be required from time to time but each working group shall have a defined time span as may be determined by the Integration Joint Board.

17.2 The membership, Chairperson, remit, powers and quorum of any committee or working groups will be determined by the Integration Joint Board. Any committee established must include voting members, and must include an equal number of the voting members appointed by the Health Board on the one hand and the Council on the other hand. Any decision relating to the carrying out of functions under the Act or to integration functions taken by a committee established under 17.1 must be agreed by a majority of the votes of the voting members who are members of the committee

17.3 Agendas for consideration at a committee or working group will be issued by electronic means to all members no later than five days (not including Saturday and Sunday) prior to the start of the meeting.

Code of Conduct for Members of Devolved Public Bodies

February 2014

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MODEL CODE OF CONDUCT FOR MEMBERS OF DEVOLVED PUBLIC BODIES

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SECTION 1: INTRODUCTION TO THE MODEL CODE OF CONDUCT

1.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. You must meet those expectations by ensuring that your conduct is above reproach.

1.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000, "the Act", provides for Codes of Conduct for local authority councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant code; and establishes a Standards Commission for Scotland, "The Standards Commission" to oversee the new framework and deal with alleged breaches of the codes.

1.3 The Act requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. This Model Code for members was first introduced in 2002 and has now been revised following consultation and the approval of the Scottish Parliament. These revisions will make it consistent with the relevant parts of the Code of Conduct for Councillors, which was revised in 2010 following the approval of the Scottish Parliament.

1.4 As a member of a public body, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Model Code of Conduct.

Appointments to the Boards of Public Bodies

1.5 Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government's equality outcome on public appointments is to ensure that Ministerial appointments are more diverse than at present**.** In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a board's appointments process should encourage as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the public body on which you serve and of wider diversity and equality issues. You should also take steps to familiarise yourself with the appointment process that your board (if appropriate) will have agreed with the Scottish Government's Public Appointment Centre of Expertise.

1.6 You should also familiarise yourself with how the public body's policy operates in relation to succession planning, which should ensure public bodies have a strategy to make sure they have the staff in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

Guidance on the Model Code of Conduct

1.6 You must observe the rules of conduct contained in this Model Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Model Code of Conduct.

1.7 You must observe the rules of conduct contained in this Model Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Model Code of Conduct.

1.8 The Model Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the public body. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

1.9 You should familiarise yourself with the Scottish Government publication "On Board – a guide for board members of public bodies in Scotland". This publication will provide you with information to help you in your role as a member of a public body in Scotland and can be viewed on the Scottish Government website.

Enforcement

1.10 Part 2 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 sets out the provisions for dealing with alleged breaches of this Code of Conduct and where appropriate the sanctions that shall be applied if the Standards Commission finds that there has been a breach of the Code. Those sanctions are outlined in **Annex A**.

SECTION 2: KEY PRINCIPLES OF THE MODEL CODE OF CONDUCT

2.1 The general principles upon which this Model Code is based should be used for guidance and interpretation only. These general principles are:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Selflessness

You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

Integrity

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

Objectivity
You must make decisions solely on merit and in a way that is consistent with the functions of the public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

Accountability and Stewardship
You are accountable for your decisions and actions to the public. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that the public body uses its resources prudently and in accordance with the law.

Openness
You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.

Honesty
You have a duty to act honestly. You must declare any private interests relating to your public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership
You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the public body and its members in conducting public business.

Respect
You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly you must respect members of the public when performing duties as a member of your public body.

2.2 You should apply the principles of this Model Code to your dealings with fellow members of the public body, its employees and other stakeholders. Similarly you should also observe the principles of this Model Code in dealings with the public when performing duties as a member of a public body.

SECTION 3: GENERAL CONDUCT
3.1 The rules of good conduct in this section must be observed in all situations where you act as a member of a public body.

Conduct at Meetings
3.2 You must respect the chair, your colleagues and employees of the public body in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings.

Relationship with Board Members and Employees of the Public Body (including those employed by contractors providing services)
3.3 You will treat your fellow board members and any staff employed by the body with courtesy and respect. It is expected that fellow board members and employees will

show you the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behaviour in their organisation. Public bodies should promote a safe, healthy and fair working environment for all. As a board member you should be familiar with the policies of the public body in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

Remuneration, Allowances and Expenses

3.4 You must comply with any rules of the public body regarding remuneration, allowances and expenses.

Gifts and Hospitality

3.5 You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.

3.6 You must never ask for gifts or hospitality.

3.7 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your public body. As a general guide, it is usually appropriate to refuse offers except:
(a) isolated gifts of a trivial character, the value of which must not exceed £50;
(b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or
(c) gifts received on behalf of the public body.

3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision your body may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of your public body then, as a general rule, you should ensure that your body pays for the cost of the visit.

3.9 You must not accept repeated hospitality or repeated gifts from the same source.

3.10 Members of devolved public bodies should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality Requirements

3.11 There may be times when you will be required to treat discussions, documents or other information relating to the work of the body in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps

would not be intended to be public. You must always respect the confidential nature of such information and comply with the requirement to keep such information private.

3.12 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain, or for political purposes or used in such a way as to bring the public body into disrepute.

Use of Public Body Facilities

3.13 Members of public bodies must not misuse facilities, equipment, stationery, telephony, computer, information technology equipment and services, or use them for party political or campaigning activities. Use of such equipment and services etc. must be in accordance with the public body's policy and rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the public body.

Appointment to Partner Organisations

3.14 You may be appointed, or nominated by your public body, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Model Code in carrying out the duties of that body.

3.15 Members who become directors of companies as nominees of their public body will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the public body. It is your responsibility to take advice on your responsibilities to the public body and to the company. This will include questions of declarations of interest.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called "Registerable Interests". You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the body's Register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.

4.2 The Regulations[1] as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances.

Annex B contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

Category One: Remuneration

4.3 You have a Registerable Interest where you receive remuneration by virtue of being:

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm; or
- undertaking a trade, profession or vocation or any other work.

4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.

4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, “Related Undertakings”.

4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered. [1] SSI - The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended.

4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.

4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.

4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.

4.11 Registration of a pension is not required as this falls outside the scope of the category.

Category Two: Related Undertakings

4.12 You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.

4.13 You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.

4.14 The situations to which the above paragraphs apply are as follows:

 you are a director of a board of an undertaking and receive remuneration declared under category one – and
 you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

Category Three: Contracts
4.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with the public body of which you are a member:
(i) under which goods or services are to be provided, or works are to be executed; and
(ii) which has not been fully discharged.

4.16 You must register a description of the contract, including its duration, but excluding the consideration.

Category Four: Houses, Land and Buildings
4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed.

4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision making.

Category Five: Interest in Shares and Securities
4.19 You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) the body to which you are appointed and (b) the **nominal value** of the shares is:
(i) greater than 1% of the issued share capital of the company or other body; or
(ii) greater than £25,000.
Where you are required to register the interest, you should provide the registered name of the company in which you hold shares; the amount or value of the shares does not have to be registered.

Category Six: Gifts and Hospitality
4.20 You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in paragraph 3.7 (a) to (c) of this Model Code.

Category Seven: Non–Financial Interests
4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.

4.22 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

General

5.1 The key principles of the Model Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of the public body. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.

5.2 Public bodies inevitably have dealings with a wide variety of organisations and individuals and this Model Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in the public body and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.

5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the objective test ("the objective test") which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of a public body.

5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exits, they should seek advice from the board chair.

5.5 As a member of a public body you might serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between your public body and another body. Keep particularly in mind the advice in paragraph 3.15 of this Model Code about your legal responsibilities to any limited company of which you are a director.

Interests which Require Declaration

5.6 Interests which require to be declared, if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Model Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with (a) your financial interests (b) your nonfinancial interests and (c) the interests, financial and non-financial, of other persons.

5.7 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of a public body. In the context of any particular matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of a public body as opposed to the interest of an ordinary member of the public.

Your Financial Interests

5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Model Code). There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test. You must withdraw from the meeting room until discussion of the relevant item
where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

Your Non-Financial Interests

5.9 You must declare, if it is known to you, any non-financial interest if:
(i) that interest has been registered under category seven (Non Financial Interests) of Section 4 of the Model Code; or
(ii) that interest would fall within the terms of the objective test.
There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.
You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

The Financial Interests of Other Persons

5.10 The Model Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.
You must declare if it is known to you any financial interest of:-
(i) a spouse, a civil partner or a co-habitee;
(ii) a close relative, close friend or close associate;

(iii) an employer or a partner in a firm;
(iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
(v) a person from whom you have received a registerable gift or registerable hospitality;
(vi) a person from whom you have received registerable expenses.
There is no need to declare an interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test. You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

5.11 This Model Code does not attempt the task of defining "relative" or "friend" or "associate". Not only is such a task fraught with difficulty but is also unlikely that such definitions would reflect the intention of this part of the Model Code. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of a public body and, as such, would be covered by the objective test.

The Non-Financial Interests of Other Persons
5.12 You must declare if it is known to you any non-financial interest of:-
(i) a spouse, a civil partner or a co-habitee;
(ii) a close relative, close friend or close associate;
(iii) an employer or a partner in a firm;
(iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
(v) a person from whom you have received a registerable gift or registerable hospitality;
(vi) a person from whom you have received registerable election expenses.

There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test. There is only a need to withdraw from the meeting if the interest is clear and substantial.

Making a Declaration
5.13 You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.

5.14 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words "I declare an interest". The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Frequent Declarations of Interest

5.15 Public confidence in a public body is damaged by perception that decisions taken by that body are substantially influenced by factors other than the public interest. If you would have to declare interests frequently at meetings in respect of your role as a board member you should not accept a role or appointment with that attendant consequence. If members are frequently declaring interests at meetings then they should consider whether they can carry out their role effectively and discuss with their chair. Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

Dispensations

5.16 In some very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and nonfinancial interests which would otherwise prohibit you from taking part and voting on matters coming before your public body and its committees.

5.17 Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

6.1 In order for the public body to fulfil its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which the public body conducts its business.

6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members. The rules in this Model Code set out how you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups.

Rules and Guidance

6.3 You must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Model Code or any other relevant rule of the public body or any statutory provision.

6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the public body.

6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a

fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the public body.

6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you know the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Model Code.

6.7 You should not accept any paid work:-
(a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
(b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the public body and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the public body.

ANNEX A
SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

(a) Censure – the Commission may reprimand the member but otherwise take no action against them;
(b) Suspension – of the member for a maximum period of one year from attending one or more, but not all, of the following:
i) all meetings of the public body;
ii) all meetings of one or more committees or sub-committees of the public body;
(iii) all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member.
(c) Suspension – for a period not exceeding one year, of the member's entitlement to attend all of the meetings referred to in (b) above;
(d) Disqualification – removing the member from membership of that public body for a period of no more than five years.
Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of that public body be reduced, or not paid.
Where the Standards Commission disqualifies a member of a public body, it may go on to impose the following further sanctions:
(a) Where the member of a public body is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from their public body and terminating membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.
(b) Direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members' code applicable to that body is then in force) and may disqualify that person from office.
In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer.
Full details of the sanctions are set out in Section 19 of the Act.

ANNEX B
DEFINITIONS
"Chair" includes Board Convener or any person discharging similar functions under alternative decision making structures.
"Code" code of conduct for members of devolved public bodies
"Cohabitee" includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of husband and wife.
"Group of companies" has the same meaning as "group" in section 262(1) of the Companies Act 1985. A "group", within s262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.
"Parent Undertaking" is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its

board of directors; or c) it has the right to exercise a dominant influence over the undertaking
(i) by virtue of provisions contained in the
undertaking's memorandum or articles or
(ii) by virtue of a control contract; or
d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the rights in the undertaking**.**

"A person" means a single individual or legal person and includes a group of companies.
"Any person" includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.
"**Public body"** means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.
"Related Undertaking" is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.
"Remuneration" includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.
"Spouse" does not include a former spouse or a spouse who is living separately and apart from you.
"Undertaking" means:
a) a body corporate or partnership; or
b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

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