

Meeting	Board of Management
Date and time	Thursday 31 March 2022 at 4.30 p.m.
Location	Hybrid Meeting Via Microsoft Team and Room 205, Inverness College Campus

Board Secretary
24 March 2022

AGENDA

Welcome and Apologies

Declarations of Interest

16.30 – 17.15 P.M. CLOSED SESSION – CREATIVE SPACE FOR BOARD MEMBERS AND EMT

To Include:

- **Gender Based Violence Presentation**
- **Collaboration and Partnership and the Role of Board Members including: - Internationalisation Strategy and network building**
 - **Capital Budget Spends**

ITEMS FOR DECISION

- 1. MINUTES**
 - a) Meeting of the Board of Management held on 10 February 2022
 - b) Confidential Note of Closed Session (CSN022022) held on 10 February 2022
 - c) Confidential Note of Discussion (CN-01-022022) held on 10 February 2022
- 2. OUTSTANDING ACTIONS**

Action List
- 3. DRAFT AUDITED ACCOUNTS AND ANNUAL AUDIT REPORT 2020/21 (CONFIDENTIAL)**
 - a) Covering Report by Assistant Principal – Finance and Audit
 - b) Draft Inverness College Annual Audit Report by Ernst & Young

- c) Letter of Representations
- d) Annual report and accounts for the year ended 31 July 2021
- e) End of Year Return to SFC
- 4. ANNUAL AUDIT COMMITTEE REPORT**
Report by Board Secretary
- 5. ANNUAL PROCUREMENT AND VALUE FOR MONEY REPORT**
Updated Report by Amanda MacKenzie, APUC
- 6. ADOPTION OF UPDATED MODEL CODE OF CONDUCT**
Report by Board Secretary
- 7. ABC GARDENS PROCUREMENT STRATEGY**
Report by Procurement Manager
- 8. REVIEW OF COMMITTEE TERMS OF REFERENCE**
Report by Board Secretary
- 9. OSCR RETURN**
Report by Board Secretary
- 10. SCHEDULE OF BOARD AND COMMITTEE MEETINGS**
Report by Board Secretary

ITEMS FOR DISCUSSION

- 11. HEALTH AND SAFETY ANNUAL REVIEW AND ANNUAL STATEMENT**
Report by Health and Safety Manager
- 12. CONFIDENTIAL SESSION – UPDATE ON SHORTLIFE WORKING GROUP**
Verbal update from Shortlife Working Group Chair
- 13. FINANCIAL POSITION UPDATE**
Report by Assistant Principal – Finance & Audit
- 14. PRINCIPAL’S REPORT**
Report by Principal
- 15. GOVERNANCE UPDATE**
Report by Board Secretary
- 16. DRAFT MINUTES OF MEETINGS OF BOARD COMMITTEES - (CONFIDENTIAL)**
 - a) Minutes of Search and Nomination Committee held on 02 February 2022
 - b) Minutes of the Performance, Review and Remuneration Committee held on 02 February 2022
 - c) Minutes of the Chairs Committee held on 03 March 2022
 - d) Minutes of the Audit Committee held on 08 March 2022
 - e) Minutes of the HR Committee held on 10 March 2022

- f) Minutes of the Learning, Teaching and Research Committee held on 15 March 2022
- g) Minutes of the Joint Audit and Finance and General Purposes Committee held on 17 March 2022
- h) Minutes of the F&GP Committee held on 17 March 2022 *To Follow*

FOR NOTING

17. UHI UPDATES:

- a) Minutes of the University Court held on 24 November 2021

18. AOCB

19. DATE AND TIME OF NEXT MEETING

28 June 2022 at 4.30 p.m.

If any member wishes to add an item of business to the Agenda, please inform the Chair and the Board Secretary as soon as possible. Additional items of business will only be considered for inclusion in the agenda in advance of the start of the meeting.

Board of Management

MINUTES of the MEETING of the BOARD OF MANAGEMENT held via Microsoft Teams, on Thursday 10 February 2022

PRESENT:	Robyn Kennedy, Innis Montgomery, Chris O'Neil, Ruth McFadyen, Sally Blyth, Donald MacKenzie, Arvinder Kainth, Mark Sheridan, Russell Edwards, Kelly MacKenzie, Samantha Cribb, Tina Stones, Gillian Galloway, Jane Rhodes, James Millar & Stephen Sheridan
CHAIR:	Mark Sheridan
APOLOGIES:	Bonnie Crawford & Amy Goodbrand
IN ATTENDANCE:	Assistant Principal – Finance and Audit Assistant Principal – Operations and External Relations Assistant Principal – Student Experience and Quality Assistant Principal – Academic and Research Board Secretary
OBSERVER:	Rojan Kumar Subramani Dee Bird Michael Beveridge

The Chair welcomed everyone to the meeting. Feedback was sought from members with regards to the Board Away Day. Board Members reported that this had been an enjoyable day and allowed members the opportunity to introduce themselves to each other.

The Chair advised Board Members that from March we would be looking to hold Hybrid Committee and Board Meetings.

The Board Secretary advised the Board that Mark Sheridan has been appointed as Chair of the Board of Management by the University Court. This position will be for an initial 4-year term backdated to 01 July 2021. The Chair thanked all for their confidence in him.

Declarations of Interest

No declarations of interest were noted.

The Chair welcomed everyone to the meeting.

Confidential Closed Session – Board Creative Space

A confidential closed session took place. This session provided the Board with creative space to discuss the role of Board Members with regards innovation and

new horizons as well as collaboration and partnerships with other organisations (Note of Session: CSN-022022).

1. MINUTES FOR APPROVAL

a.) Meeting of the Board of Management held on 14 December 2021

It was highlighted that there was a grammatical error on page 3 of the minutes within the first bullet point of item 04 – Annual Procurement and Value for Money Report.

Decision: Pending amendment of the error as detailed above; the minutes of the Board of Management Meeting held on 14 December 2021 were **AGREED** as a correct record and were **APPROVED**.

b.) Confidential Note of Closed Session (CSN122021) held on 14 December 2021

Decision: The Confidential Note of the Closed Session of the Board of Management Meeting held on 14 December 2021 was **AGREED** as a correct record and was **APPROVED**.

c.) Confidential Note of Discussion (CN-01-122021) held on 14 December 2021

Decision: The Confidential Note of Discussion of the Board of Management Meeting held on 14 December 2021 was **AGREED** as a correct record and was **APPROVED**.

2. OUTSTANDING ACTIONS

- **Partnership Agreement** – The Board Secretary highlighted that a copy of the new sample Academic Partnership Agreement (parts 1 and 2) and associated papers had been circulated to members via email. The Board noted that it was the view of the Chair and the Principal that we have agreed to part 1 but that part 2 requires additional thought with regards logistics in relation to finance. The Board noted the progress which has been made.
- **Capital Budgets** – The Board Secretary advised that creative time was now being set aside as part of each Committee and Board Meeting and that this item would form part of the creative discussion time within the March 2022 Board Meeting.
- **Rebranding** – The Board Secretary advised that following the presentation at the Board Away Day, the Marketing and Communications Team had prepared a response to the questions raised during the presentation. This has been circulated to all members. The Principal advised the Board that staff had been consulted on the proposed presentation with staff largely in favour of the change. The Board noted that the student representatives have raised their concerns over certain changes within the rebranding.

Decision: The Board **APPROVED** the proposed rebranding. This item can be removed from the list.

- **Business Solutions Team Presentation** – the Board was advised that this will take place in June 2022.
- **Terms of Reference** – the Board noted that the Chair and Board Secretary will make final updates to the Terms of Reference which will be brought to the March 2022 meeting for final approval.
- **Procurement Report** – The updated procurement report will be taken to the March Chairs Committee and will then come back to the BOM for final approval. The Board noted that the procurement strategy will be taken to the March F&GP Committee.

3. FINANCE POSITION

The Assistant Principal – Finance and Audit provided the Board with a verbal update on our financial position. The Assistant Principal – Finance and Audit advised that he has been able to make a more informed judgement with regards the expected HE and FE credits for this year; highlighting that we are estimating a HE loss of circa £300k where we had budgeted for a £400k loss.

Discussions around the following took place:

- Explanation of the expected clawbacks
- Expected FE and HE credits for the year vs targets. Explanation of the sector setting of targets and the impact of Covid-19 on the sector being able to meet these targets. Sustainability of courses.
- Income drivers.
- Staff Costs including pay increases, supply teaching costs and the national insurance rise for the year 01 April 22 – 31 March 23.
- The Board noted that following efficiencies made during the Financial Recovery Plan (FRP) it is felt that we are as efficient and effective as we can be.
- Student Support Funds which have been used to assist students in digital poverty.
- Flat Funding and its expected impact.
- Explanation of the Arm's Length Foundation (ALF)

The Assistant Principal – Finance and Audit advised the Board that he would continue to monitor the financial position cautiously however he advised that we are in a better position than had been expected.

Action: The Board Secretary to source appropriate financial training for Board Members.

Decision: The Board **AGREED** that a written summary of the financial position would be included within papers for all future meetings to ensure that Members have time to review the information.

Assistant Principal – Academic and Research left the meeting.

4. PRINCIPAL'S REPORT

The Principal spoke to his report and discussions around the following took place:

- **Student Enrolments.** It was highlighted to the Board the impact of the withdrawal of Mental Health support for students from the Scottish Government. Further discussions on student finances, the prospective impact from flat funding and clawbacks took place. The Board discussed the reasons for decreasing enrolments noting the declining demographic, impact of Brexit, the cyber incident and Covid-19. The Board discussed our current HE and FE curriculums and noted the paradox where we have seen high student satisfaction, as evidenced within the Early Student Satisfaction Survey, but have been impacted by an increase in students withdrawing from their studies.
- **Enhancing Student Experience.** The Board was advised of a new Philanthropic Initiative which will allow the College to provide a free breakfast for students. The Board welcomed this initiative. The Board noted that student clubs and societies were now meeting face to face. HISA advised that they have a number of events planned for February and March 22.
Action: The Board Secretary will share information on the Breakfast Club Initiative with the Board.
- **Sector Wide Issues.** The Board noted the change in attitude from both the Scottish Government and the SFC with regards the prospect of redundancies within the sector.

Kelly MacKenzie left the meeting.

The Assistant Principal – Operations and External Relations provided the Board with a presentation on our current FE Credits. Again, the Board noted the reasons behind the decline in enrolments.

5. STUDENT ACCOMMODATION DISCUSSION - CONFIDENTIAL

A confidential discussion with regards residencies took place (CN-01-022022).

6. GOVERNANCE UPDATE

The Board Secretary spoke to her report and highlighted that there had been several updates since this report was produced.

The Board was advised that we are now able to formally ratify the appointments of James Millar and Stephen Sheridan as Non-Executive Members of the Board of Management.

Decision: The Board **RATIFIED** the appointment of James Millar and Stephen Sheridan as Non-Executive Members of the Board of Management.

Item 01a.

The Board was advised that we are also able to formally ratify the appointment of Jane Rhodes as a Co-opted Member to the HR Committee.

Decision: The Board **RATIFIED** the appointment of Jane Rhodes as Co-opted Member to the HR Committee.

The Board noted that all other appointments will formally take place at the Board of Management meeting being held on 31 March 2022.

The Board discussed the possibility of Hybrid Board and Committee Meetings. It was noted that the Board Secretary was currently consulting with the IT Department over the VC technology available in the Board Room. Board Members provided their agreement to a move to hybrid meetings.

The Board noted that a Teaching Staff Member Representative Election is ongoing and that the timetable for these elections has been shared as part of the paper.

The Board gave their thanks to the outgoing Teaching Staff Member Representative for all their work and commitment over the past 4 years.

7. DATE AND TIME OF NEXT MEETING

Thursday 31 March 2022 at 4.30 p.m.

Board of Management – List of Outstanding Actions

29 June 2021				
Partnership Agreement	A progress update on the timeline will be taken and discussed at each Board meeting to ensure that the partnership is delivering on the agreed timescales. Part 1 has been agreed in principle. Part 2 requires additional work.	Principal	Ongoing	
05 October 2021				
Closed Session	Business Solutions Team to attend a Board Meeting to present to the board the pro-active ways in which they are working.	AP-O&ER	June 22	
14 December 2021				
Procurement	The updated procurement strategy will be taken to the F&GP Committee for review and then to the Board of Management for final approval.	AP – F&A	Ongoing – March 22	
10 February 2022				
Finance Update	The Board Secretary will source appropriate financial training for Board Members	Board Sec	March 22	

Subject/Title:	Draft Audit Accounts and Annual Audit Report 2020/21
Author: [Name and Job title]	Roddy Ferrier Assistant Principal – Finance and Audit
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	17 March 2022
Brief Summary of the paper:	<p>Attached is the following papers:</p> <ul style="list-style-type: none"> a) Covering Report by Director of Finance b) Draft Inverness College Annual Audit Report by Ernst & Young c) Letter of Representations d) Annual report and accounts for the year ended 31 July 2021 e) End of Year Return to SFC <p>These papers were presented to the Joint Audit and Finance and General Purposes Committee on 17 March 2022. The Joint Audit and Finance and General Purposes Committee recommended that they be presented to the Board of Management for final approval.</p>
Action requested: [Approval, recommendation, discussion, noting]	For Approval

Item 03

Link to Strategy: Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Compliance with Finance Regulations and Audit Regulations.		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:		
Equality and Diversity implications:	Yes/No If yes, please specify:		
Student Experience Impact:	Yes/No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail			
Status – [Confidential/Non confidential]	Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)	Y	Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp> and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Subject/Title:	Draft Annual Audit Committee Report for the Academic Year 20-21
Author: [Name and Job title]	Lisa Ross, Board Secretary
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	10 March 2022
Brief Summary of the paper:	<p>Annual Audit Committee Report for Academic Year 2020-21.</p> <p>This report has been subject to Audit Committee review and comment and was presented to the Joint Audit and Finance and General Purposes Committee on 17 March 2022. The Joint Audit and Finance and General Purposes Committee recommended that the report be presented to the Board of Management for final approval.</p>
Action requested: [Approval, recommendation, discussion, noting]	For Approval.
Link to Strategy: Please highlight how the paper links to, or assists with:: <ul style="list-style-type: none"> • compliance • partnership services • risk management • strategic plan 	<p>The Audit Committee is required, in accordance with Scottish Funding Council guidance to report annually to the Board of management.</p> <p>The report relates to the discussions and actions in relation to risk management</p>

• new opportunity/change	Linked within the strategic plan, specifically managing our risks
Resource implications:	Not directly, but indirectly in relation to the management of risk
Risk implications:	Yes Operational: as outlined in the Risk register Organisational: as outlined in the Risk register
Equality and Diversity implications:	N/A
Consultation: [staff, students, UHI & Partners, External] and provide detail	No consultation carried out – report is a statement of work carried out by the Audit Committee throughout 2020-21
Status – [Confidential/Non confidential]	Non-Confidential
Freedom of Information Can this paper be included in “open” business* [Yes/No]	Yes
*If a paper should not be included within “open” business, please highlight below the reason.	
Its disclosure would substantially prejudice a programme of research (S27)	Its disclosure would substantially prejudice the effective conduct of public affairs (S30)
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)	Its disclosure would constitute a breach of confidence actionable in court (S36)
Its disclosure would constitute a breach of the Data Protection Act (S38)	Other (please give further details)
For how long must the paper be withheld? (express either as the time which needs to pass or a condition which needs to be met.)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

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Annual Audit Committee Annual Report to the Board of Management

Title	Inverness College UHI Audit Committee Annual Report 2020-21		
Introduction	The Audit Committee is required, in accordance with Scottish Funding Council guidance to report annually to the Board of Management. This report covers the work of the Audit Committee during the 2020-21 Academic Year.		
Membership	The Membership of the Committee during the 2020-21 academic year was as follows: -		
	Member	Designation	Membership Period
	Fiona Neilson	Interim Chair of the Committee (for the period between September 2020 – January 2021)	September 2020 – January 2021
	Gillian Galloway	Chair from March 2021 onwards	March 2021 – August 2021
	Innis Montgomery	Member of the Committee	September 2020 – August 2021
	Sally Blyth	Member of the Committee	September 2020 – August 2021
	Samantha Cribb	Member of the Committee	September 2020 – August 2021
	Mark Sheridan	Member of the Committee	February – June 2021
	Amy Goodbrand	Co-opted Member of the Committee	February – August 2021
Meetings	4 meetings were held throughout the year and the attendance was as follows: -		
	15 September 2020 Fiona Neilson, Innis Montgomery, Samantha Cribb & Sally Blyth (Fiona Neilson chaired this meeting)		
	10 November 2020 Fiona Neilson, Innis Montgomery & Sally Blyth (Fiona Neilson chaired this meeting)		

	<p>09 March 2021 Gillian Galloway, Innis Montgomery, Samantha Cribb, Sally Blyth, Mark Sheridan & Amy Goodbrand (Gillian Galloway chaired this meeting)</p> <p>01 June 2021 Gillian Galloway, Innis Montgomery, Sally Blyth & Amy Goodbrand (Gillian Galloway chaired this meeting)</p> <ul style="list-style-type: none"> Representatives from our internal auditors, BDO, attended all four meetings in 2020-21. Representatives from Ernst & Young attended the meetings in September 2020, November 2020 & June 2021. The Assistant Principal – Finance and Audit attended all four meetings. The Principal attended the meetings held in September 2020, November 2020, and March 2021. The Depute Principal – Planning and Student Experience attended the meetings held in September and November 2020. The Assistant Principal – Academic and Research attended the meeting held in June 2021. <p>Others in Attendance:</p> <ul style="list-style-type: none"> In September 2020 Ron Hill, External Effectiveness Facilitator observed the meeting. In March 2021, our Data Protection Officer attended the meeting. In June 2021 the Contracts and Procurement Co-Ordinator, Head of Procurement – Shared UHI Service, ICT Services Manager and our Health and Safety Manager attended the meeting.
Terms of Reference	<p>The Terms of Reference were reviewed as part of our Committee Review meetings held in July 2021, a further review took place on 19 October 2021 by all Committee Members with the updated Terms of Reference taken to the Board of Management on 14 December 2021. It is expected that the updated Terms of Reference will be given final approval at the Board of Management meeting being held on 31 March 2022. The Terms of Reference will next be due for review in March 2024.</p>
Internal Audit	<p>Provider</p> <p>The Internal Auditors are BDO. They were appointed for the three-year period 2017-2020. On May 2020 the Assistant Principal – Finance and Audit confirmed with BDO a 12-month extension to this contract for the period 01 August 2020 – 31 July 2021. All terms and conditions remained as per the original contract letter dated 29 June 2017.</p> <p>Audit committee assessment of performance</p> <p>The annual review of the performance of BDO was discussed within the meeting held on 09 March 2021. An assessment of performance by BDO took place within confidential discussions with regards the appointment of Internal Auditors.</p>

Review of internal audit plan

During 2020-21 our Internal Auditors BDO reviewed and evaluated our processes in the following areas:

- Workforce Planning
- Covid-19 Health and Safety
- Finance System Upgrade
- Cyber Security
- Coronavirus Job Retention Scheme
- Follow Up

The outcomes of all reviews have been presented to and discussed by Audit Committee. Please note however that the dates which the Internal Auditors carry out and complete their audit reports are not aligned to this report due to the time lapse between the audit being carried out and it being presented to the Committee.

The initial conclusion is reflected in the summary table below and is not expected to change.

The plan was based on the proposed allocation of days for set out in the 2020-21 operational plan. There was no change in the time spent – Planned v budget. 30 days' work was undertaken.

Summary of Internal Audit reports 2020-21

Reports Issued	Overall Report Conclusions -see appendix I				
	Design		Operational Effectiveness		
Covid-19 Health & Safety	0	0	2	Substantial	Substantial
Workforce Planning	0	3	3	Moderate	Moderate
Project Management	0	4	0	Moderate	Moderate
Cyber Security	0	4	2	Limited	Limited
Coronavirus Job Retention Scheme	1	1	0	Limited	Limited
Follow Up	n/a	n/a	n/a	n/a	n/a

Overall gradings were defined as follows:

LEVEL OF ASSURANCE	DESIGN of internal control framework		OPERATIONAL EFFECTIVENESS of internal controls	
	Findings from review	Design Opinion	Findings from review	Effectiveness Opinion
Substantial	Appropriate procedures and controls in place to mitigate the key risks.	There is a sound system of internal control designed to achieve system objectives.	No, or only minor, exceptions found in testing of the procedures and controls.	The controls that are in place are <u>being consistently applied</u> .
Moderate	In the <u>main</u> there are appropriate procedures and controls in place to mitigate the key risks reviewed albeit with some that are not fully effective.	<u>Generally</u> a sound system of internal control designed to achieve system objectives with some exceptions.	A small number of exceptions found in testing of the procedures and controls.	Evidence of <u>non compliance</u> with some controls, that may put some of the system objectives at risk.
Limited	A number of significant gaps identified in the procedures and controls in key areas. Where practical, efforts <u>should be made</u> to address in-year.	System of internal controls <u>is weakened</u> with system objectives at risk of not being achieved.	A number of reoccurring exceptions found in testing of the procedures and controls. Where practical, efforts <u>should be made</u> to address in-year.	Non-compliance with key procedures and controls places the system objectives at risk.
No	For all <u>risk</u> areas there are significant gaps in the procedures and controls. Failure to address in-year affects the quality of the organisation's overall internal control framework.	Poor system of internal control.	Due to absence of effective controls and procedures, no reliance <u>can be placed</u> on their operation. Failure to address in-year affects the quality of the organisation's overall internal control framework.	<u>Non compliance</u> and/or compliance with inadequate controls.

Recommendation Significance

High (RED)	A weakness where there is substantial risk of loss, fraud, impropriety, poor value for money, or failure to achieve organisational objectives. Such risk could lead to an adverse impact on the business. Remedial action must be taken urgently.
Medium (AMBER)	A weakness in control which, although not fundamental, relates to shortcomings which expose individual business systems to a less immediate level of threatening risk or poor value for money. Such a risk could impact on operational objectives and should be of concern to senior management and requires prompt specific action.

**Low
(GREEN)**

Areas that individually have no significant impact, but where management would benefit from improved controls and/or have the opportunity to achieve greater effectiveness and/or efficiency.

Audit reports**Summary of Recommendations made**

High	1
Medium	12
Low	7
Total number of recommendations:	20

The Committee made specific comments on reports as follows (these comments refer to the audits which were taken to the Committee during the period September 21 – August 22 with some of the audits which were carried out by Internal Audit not being discussed within this Academic Year): -

Workforce Planning

BDO advised that this audit gave a moderate level of assurance and found that there were 3 medium level risks and 3 low level risks. A discussion on all follow up actions will be arranged for June 2021. The Committee enquired as to the level of PDR's being carried out and noted that this process had faltered due to Covid-19. The mechanisms and the processes in place for recording completed PDR's will be reviewed and discussed at the next HR Committee meeting. The Committee highlighted the importance of succession planning and underlined their concerns about the workloads of staff following the SMT restructure. It was noted that this too will be monitored and discussed at the next HR Committee meeting.

Covid-19 Health and Safety

BDO advised that this audit gave a substantial level of assurance and had found that there were 2 low level risks. The Committee welcomed this positive outcome.

	<p>Finance System BDO advised that this audit gave a moderate level of assurance and that there were 4 medium level risks found. The Assistant Principal – Finance and Audit advised that we had experienced issues relating to ownership of the programme but that the system was delivered on time and was now delivering the reports that we require. It was noted that lack of project management was raised as a weakness. However, this is currently being addressed through additional training.</p> <p>Draft Cyber Security Audit BDO advised that the cyber security audit had been superseded by the cyber incident and that the report was currently in draft format. BDO are to have discussions with management over their proposed recommendations. The Committee advised that they would consider the findings of this audit once the final version was agreed by BDO and management.</p> <p>Closed Meeting No closed meeting with Internal Audit took place.</p> <p>Overall opinion of risk management, control, and governance arrangements In the view of BDO, based on the reviews undertaken during the period and in the context of materiality that:</p> <ul style="list-style-type: none"> • In three of the five assurance audits performed, the risk management activities and controls in the areas which we examined were found to be suitable to achieve the specific risk management, control, and governance arrangements. Based on our verification reviews and sample testing, the risk management, control, and governance arrangements in these three areas were operating with sufficient effectiveness to provide reasonable, but not absolute assurance that the related risk management, control, and governance objectives were achieved for the period under review. • However, our review of cyber security and the coronavirus job retention scheme identified that further work was required to ensure robust processes. As such we are not able to provide reasonable assurance based on our verification review and sample testing, that risk management, control and governance arrangements were designed and operating with sufficient effectiveness in these areas to provide reasonable assurance that the related risk management, control, and governance objectives were achieved for the period under review.
<p>External audit</p>	<p>Ernst & Young Ernst & Young completed their audit of the accounts for the year ending 31 July 2020. This was the fourth report by Ernst & Young who had been appointed by the Auditor General for Scotland as the external auditor for the financial years 2016/17 to 2020/21.</p> <p>These accounts were submitted to and approved by the Board of Management on 18 February 2021. Ernst and Young's independent auditor's report provided an unqualified opinion that the financial statements</p> <p>Ernst and Young's independent auditor's report provided an unqualified opinion that the financial statements</p>

	<ul style="list-style-type: none"> • gave a true and fair view in accordance with the Further and Higher Education (Scotland) Act 1992 and directions made thereunder by the Scottish Funding Council (SFC) of the state of the affairs of the College and Group as at 31 July 2019 and of its surplus for the year then ended; • had been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and • had been prepared in accordance with the requirements of the Further and Higher Education (Scotland) Act 1992 and directions made thereunder by the Scottish Funding Council, the Charities and Trustee Investment (Scotland) Act 2005, and regulation 14 of The Charities Accounts (Scotland) Regulations 2006 (as amended). <p>Audit committee assessment of performance</p> <p>The annual review of the performance of EY for the year 2020/21 took place during the Audit Committee meeting held on 09 March 2021.</p> <p>Closed Meeting</p> <p>The Audit Committee held a closed session with the External Auditors following the Audit Committee held on 09 March 2021.</p> <p>Audit of annual accounts 2020-21</p> <p>EY has carried out the Audit of the Annual Accounts for 2020-21 and this forms part 05c of the agenda.</p>
<p>Other work done</p>	<p>Health and Safety</p> <p>Health and Safety reports are submitted to each audit committee throughout the year.</p> <p>Covid-19 continued to have a significant impact upon College operations. A Sub Committee of the Health, Safety and Wellbeing Group was set up to look at the wellbeing of staff. This Sub-Committee is an advisory group who provide reflective input with regards the impact of Covid-19 with regards staff working from home, our responsibilities as an employer and the responsibilities which staff themselves have, the contractual status of home working, the audit of DSE which staff are using at home. The internal audit on the management arrangements that have been implemented in response to Covid-19 took place on 08 December 2020. The result of the audit was highly positive, where there was a substantial level of assurance provided on how the College has, and continues to, manage the impact of COVID-19. This positive result reflects the hard work and efforts made by the COVID-19 Management Team and the College workforce.</p> <p>During 2020-21 the Committee were provided with detailed papers with regards a proposed new Health and Safety system HASMAT. The Health and Safety Manager provided guidance to the Committee with regards this system summarising to them what this system is and the benefits of it. The Health and Safety Manager highlighted to the Committee the associated schedule which can be used as part of any internal audits on health and safety going forward. BDO confirmed that it should not be an issue for internal audit to use this system. Following this the Committee agreed to the adoption of the HASMAT system.</p>

Riddor

There have been no RIDDOR reportable incidents for academic year 2020-21. This is comparable to the previous year.

Incidents

Incident reporting for 2020-21 occurred during the limited opening and operation of the College estate for elements of face-to-face curriculum delivery – at present this is focussed on predominantly vocational further education activities that are unable to be delivered remotely. Essential maintenance operations by IC Estates and GTFM, along with statutory inspections, have continued as normal. The incidents recorded for the quarter are significantly lower than would be expected during a 'regular' reporting period, where in general there had been a sustained upward trend of incident reporting.

There was 1x Incident Report relating to Occupational Health & Safety reported during the period. This involved the apparent spontaneous shattering of a glass panel within the Sheiling Restaurant at 1 Inverness Campus. The matter was investigated both by the College Estates and Health & Safety departments, in conjunction with GTFM. Despite a thorough investigation, a definitive cause of the incident could not be established, though it is suspected that temperature fluctuation within the immediate area of the pane, in combination with potential over-tightening at pane fixings, resulted in the pane shattering. Post-incident actions have resulted in all panes of glass at the Sheiling Restaurant being covered with cloth sheets to mitigate glass debris injuring persons should a similar event occur. There were no injuries as a result of the incident and on reviewing witness accounts, there are no grounds to suspect intentional damage. At the time of writing this paper, the intention is to replace the glass pane screening at the Sheiling Restaurant and consideration is being given to taking the same action for similar screening throughout the building.

Policies

The following key policies were reviewed during 2020/21

- Email Usage and Retention Policy
- Information Security Policy
- University Partnership IS Acceptable Use Policy
- Marketing Policy
- Health, Safety and Wellbeing Policy
- Waste Management Policy
- Freedom of Information Policy
- Food, Safety and Allergen Management Policy

The Annual report on Freedom of Information was presented to the Committee in June 2021 and an update on GDPR was presented to the Committee in March 2021. No major issues were reported.

Value for Money and Procurement Annual Report 2020-21

A report on Value for Money and Procurement was discussed at the Finance and General Purposes Committee Meeting held on 27 January 2021 and then at the Board of Management meeting on 18 February 2021. An updated version of the report will be taken to the Finance and General Purposes Committee on 17 March 2022 and will go to the Board of Management Meeting on 31 March 2022 for final approval.

Business Continuity Plan

An update on our Business Continuity Plan including how this is shared, developed, stored, accessed and the work which is currently in progress was presented to the Committee in June 2021.

Restructuring within the Finance Department

It had been agreed within the Academic Year 2019-20 that we would share a common finance service between ourselves and North Highland College. The Finance Manager (Shared) role commenced in January 2021, and they are continuing to lead the transformation on the input functions within the team. The Project Accountant for Inverness College left in October 2020, and we have since promoted the Inverness Team Leader to Accountant. There continues to be efficiencies of work within the Shared Finance Team, however it is the view of the Assistant Principal – Finance and Audit that the Shared Finance Team has sufficient team members and resources to ensure that all work is completed.

Rollout of New Systems

Inverness College had been part of meetings to consider a new combined payroll and HR system with other partner colleges however it became clear that we did not have the time nor resources to deliver this at present. Thus, it was agreed that we would concentrate on the Inverness Payroll Upgrade which was due to be delivered by 31 December 2021.

Other new systems which were agreed and implemented throughout the year were:

- A system for budget preparation was agreed which involved budget holders and the EMT.
- Fee generation process and review of PECOS and its flow-through into the ledger system Sun Accounts

The implementation of these new systems has allowed top level monitoring to be carried out expeditiously.

Reprioritisation of Activities due to Covid-19

Inverness College focussed on clearing the backlog of students with deferred units from the Academic Year 2019/20. This was done in a way that minimised the number of staff and students on campus within semester 1 and 2 of the Academic Year 2020/21. We were able to provide the vast majority of HE delivery online apart from some practical activities within the School of Forestry. We were able to create a Covid-19 Risk Management Plan which was led by our Health and Safety Manager supported by the use of the Return-to-Work Alcumus Risk Management Checklist, Plan and Tracker. This risk assessment has formed the basis for all our decisions in reopening activity on site. The Covid-19 Transitional Management Group actively keeps the situation under review and responds to external changes, learning from experience and SMT guidance.

The impact of the COVID-19 restrictions on Academic Year 2020-21 can be seen in three main indicators:

1. Reduced credit activity
2. Reduced student satisfaction overall
3. Increased Early Withdrawal rates for students on full-time FE programmes

Planning for 2021-22 is now underway. Heads and Depute Heads of School are engaging with the latest Labour Market Information and other data from SDS to help ensure our offer responds to demand and to the impact of the COVID-19 environment.

Effects from Cyber Security Incident

Prior to the Cyber Security Incident, several changes had been made with regards to:

- Logins to College Accounts and ensuring these are made from within the UK only.
- Segmenting our college data backups
- Local Administer Password Solution has been introduced.
- Intune is being deployed across our mobile devices.
- SharePoint and OneDrive are being used for file storage.
- Online training for information security and data protection is now an annual requirement.

The Cyber Incident in March 2021 had a major effect on progressing the efficiencies within the Shared Finance Service. The following work has been undertaken by the Shared Finance Service in conjunction with the IT Department:

- Work with the Accounting software supplier to host Sun Accounts in the Cloud. This included meeting with the UHI Data Officer and Inverness Data Officer on data sharing agreements and liaison with IT. Finance staff have had to adapt to new ways of accessing the system.
- Because of performance issues with the Accounting system when hosted by the Supplier, following meetings with the UHI IT Director and some senior IT staff, the hosting of the system has been brought back in house.

ITEM 04

	<ul style="list-style-type: none"> • Work with Payroll suppliers to host payroll systems within the Cloud. This included meeting with the UHI Data Officer and Inverness Data Officer on data sharing agreements and liaison with IT. Payroll staff have had to adapt to new ways of accessing the systems. • Inverness Payroll system Cintra upgrade. • In practical terms the Finance Team experienced several weeks where they were unable to access the ledger. <p>Within the College we had to turn off access to several core services such as students records and reporting services (SITS), file services, timetabling and attendance system (Celcat), the finance and payroll systems as well as all on campus services such as PCs, servers, printing, and Wi-Fi.</p> <p>The majority of student facing services were unaffected and still accessible. Such as the virtual learning environment (BrightSpace), the library catalogue and video conferencing services. As well as other key Cloud services such as email and SharePoint being available to all staff and students, so there was minimal disruption to key communication channels.</p> <p>The initial impact review was to identify data and systems that needed to be brought back as soon as possible; such as key data needed to run the College or systems such as Payroll Finance & Celcat that would have had a significant impact if not available within timescales provided by the service owners.</p> <p>Key activity was broken down into working groups across the Partnership which Inverness College UHI staff both led and had leading roles in. As there is a shared UHI network it was essential that processes for data cleansing, system restores, and the rebuild of devices was done consistently and safely to avoid reinfection with cognisance of the on-going advice of the forensic expertise.</p>
Opinion	<p>The Audit Committee is of the opinion that the risk management of activities and controls in the areas examined by BDO were found to be suitably designed to achieve the specific risk management control and governance arrangements.</p> <p>The Audit Committee concurs with the (draft) opinion of BDO that the risk management, control, and governance arrangements were operating with sufficient effectiveness to provide reasonable, but not absolute assurance that the related risk management, control, and governance objectives were achieved for the period under review.</p>
Circulation	Copy to the Auditors once approved by the Board of Management
Conclusion	<p>The Audit Committee is pleased to report to the Board of Management that in its opinion the College has adequate internal controls, procedures, and systems in place</p> <p>Signed.....</p>

ITEM 04

	Chair, Audit Committee
	Date

Subject/Title:	Updated Annual Procurement and Value for Money Report 2020-21
Author: [Name and Job title]	Amanda MacKenzie, Head of Procurement – UHI Shared Services
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	09 March 2022
Brief Summary of the paper:	<p>Appendix A of the Annual Procurement Report has been updated, following discussion at the Board of Management meeting held on 14 December 2021, to include a summary table providing a list of all contracts (new, extended and cancelled) and a commentary on each contract.</p> <p>This update along with the Annual Procurement and Value for Money Report was presented to the Finance and General Purposes Committee Meeting on 17 March 2022. The Finance and General Purposes Committee recommended that the report and all associated papers be presented to the Board of Management for final approval.</p>
Action requested: [Approval, recommendation, discussion, noting]	For approval.

Item 05

Link to Strategy: Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Compliance with the Procurement Reform (Scotland) Act 2014 (PRA) whereby any public organisation which has an estimated annual regulated spend of £5 million or more has to develop a procurement strategy and review it annually.
Resource implications:	Yes / No If yes, please specify:
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:
Equality and Diversity implications:	Yes/No If yes, please specify:
Student Experience Impact:	Yes/No If yes, please specify:
Consultation: [staff, students, UHI & Partners, External] and provide detail	
Status – [Confidential/Non confidential]	Confidential
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No
*If a paper should not be included within “open” business, please highlight below the reason.	
Its disclosure would substantially prejudice a programme of research (S27)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)	X
Its disclosure would constitute a breach of the Data Protection Act (s38)	Other (Please give further details)

Further guidance on application of the exclusions from Freedom of Information legislation is available via

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Subject/Title:	Adoption of the Revised Code of Conduct
Author: [Name and Job title]	Lisa Ross Board Secretary
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	24 March 2022
Brief Summary of the paper:	Board Members are provided with the background to the changes to the Revised Code of Conduct, a copy of the proposed Code of Conduct and information on the key changes to the Code of Conduct.
Action requested: [Approval, recommendation, discussion, noting]	For Approval

Item 06

Link to Strategy: Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Compliance with section 36 of the Further and Higher Education (Scotland) Act 1992.		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational: risks associated with not complying with section 36 of the Further and Higher Education (Scotland) Act 1992.		
Equality and Diversity implications:	Yes/No If yes, please specify: Changes to the Code have been made to make the Code more accessible to all and section 3.2 of the Code has been added with regards advancement of equality of opportunities.		
Student Experience Impact:	Yes/ No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail	Sector Wide Consultation		
Status – [Confidential/Non confidential]	Non-Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	Yes		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp> and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Background

On 05 January 2022 all Chairs and Board Secretaries were written to by the Scottish Government to confirm that changes to the Model Code came into effect on 07 December 2021 having been scrutinised by the Scottish Parliament in October 2021.

As a Further Education College Board we are constituted under section 36 of the Further and Higher Education (Scotland) Act 1992 and are listed in schedule 3 of the Act. As such we are therefore required to produce a Code of Conduct in line with the Model Code.

Code of Conduct

A copy of our proposed revised Code of Conduct can be found as Appendix 1. This revised code has been drafted from the template provided to the College Sector by the Scottish Government. Further information on the key changes to the code can be found within Appendix 2. As a result of the changes within the revised Code we have updated our Registration of Interest Form (Appendix 4).

Recommendations

It is recommended that the Board discuss and approve:

- The adoption of the revised Code of Conduct.
- The revised Board of Management Registration of Interest Form
- The following amendment to all agenda templates to include the heading: Declaration of Interests and/or any Statement of Connections or Transparency Statements.

Next Steps

Following Board Approval of the Revised Code of Conduct the Scottish Government will be advised of our adoption of the revised code. Board Members will then be issued with a copy of the revised code and will sign a fresh acceptance of the code form. Following approval of the updated registration of interest form all Board Members will be issued with a copy of the form and our Register of Interests will be updated accordingly and any changes to the register will be published on our website.



Code of Conduct for Members of the Board of Management of Inverness College UHI

Lead Officer	Chair of the Board of Management
Review Officer	Secretary to the Board of Management
Date first approved by BoM	June 2015
First Review Date	June 2018
Date review approved by BoM	Dec 2020
Next Review Date	Dec 2023
Equality impact assessment	N/A
Further information (where relevant)	

Reviewer	Date	Review Action/Impact
Secretary to BoM	01.12.2020	Approved by BoM

CODE OF CONDUCT for MEMBERS of the BOARD of MANAGEMENT OF INVERNESS COLLEGE UHI

CONTENTS

Section 1: Introduction to the Code of Conduct

My Responsibilities
Enforcement

Section 2: Key Principles of the Code of Conduct

Section 3: General Conduct

Respect and Courtesy
Remuneration, Allowances and Expenses
Gifts and Hospitality
Confidentiality
Use of Public Body Resources
Dealing with my Public Body and Preferential Treatment
Appointments to Outside Organisations

Section 4: Registration of Interests

Category One: Remuneration
Category Two: Other Roles
Category Three: Contracts
Category Four: Election Expenses
Category Five: Houses, Land and Buildings
Category Six: Interest in Shares and Securities
Category Seven: Gifts and Hospitality
Category Eight: Non-Financial Interests
Category Nine: Close Family Members

Section 5: Declaration of Interests

Stage 1: Connection
Stage 2: Interest
Stage 3: Participation

Section 6: Lobbying and Access

ANNEXES

Annex A Breaches of the Code
Annex B Definitions

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

1.1 This Code has been issued by the Scottish Ministers, with the approval of the Scottish Parliament, as required by the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000 \(the “Act”\)](#).

1.2 The purpose of the Code is to set out the conduct expected of those who serve on the boards of public bodies in Scotland.

1.3 The Code has been developed in line with the nine key principles of public life in Scotland. The principles are listed in [Section 2](#) and set out how the provisions of the Code should be interpreted and applied in practice.

My Responsibilities

1.4 I understand that the 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. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.

1.5 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all situations and at all times where I am acting as a board member of my public body, have referred to myself as a board member or could objectively be considered to be acting as a board member.

1.6 I will comply with the substantive provisions of this Code, being sections 3 to 6 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.

1.7 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must also comply with the law and my public body’s rules, standing orders and regulations. I will also ensure that I am familiar with any guidance or advice notes issued by the Standards Commission for Scotland (“Standards Commission”) and my public body, and endeavour to take part in any training offered on the Code.

1.8 I will not, at any time, advocate or encourage any action contrary to this Code.

1.9 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes issued by the Standards Commission, can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the Standards Officer of my public body, failing whom the Chair or Chief Executive of my public body. I note that I may also choose to seek external legal advice on how to interpret the provisions of the Code.

Enforcement

1.10 [Part 2 of the Act](#) sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at [Annex A](#).

SECTION 2: KEY PRINCIPLES OF THE MODEL CODE OF CONDUCT

2.1 The Code has been based on the following key principles of public life. I will behave in accordance with these principles and understand that they should be used for guidance and interpreting the provisions in the Code.

2.2 I note that a breach of one or more of the key principles does not in itself amount to a breach of the Code. I note that, for a breach of the Code to be found, there must also be a contravention of one or more of the provisions in sections 3 to 6 inclusive of the Code.

The key principles are:

Duty

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

Selflessness

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

Integrity

I must not place myself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence me in the performance of my duties.

Objectivity

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

Accountability and Stewardship

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

Openness

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

Honesty

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

Leadership

I 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 my public body and its members in conducting public business.

Respect

I must respect all other board members and all employees of my public body and the role they play, treating them with courtesy at all times. Similarly, I must respect members of the public when performing my duties as a board member.

SECTION 3: GENERAL CONDUCT

Respect and Courtesy

3.1 I will treat everyone with courtesy and respect. This includes in person, in writing, at meetings, when I am online and when I am using social media.

3.2 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.

3.3 I will not engage in any conduct that could amount to bullying or harassment (which includes sexual harassment). I accept that such conduct is completely unacceptable and will be considered to be a breach of this Code.

3.4 I accept that disrespect, bullying and harassment can be:

- a) a one-off incident,
- b) part of a cumulative course of conduct; or
- c) a pattern of behaviour.

3.5 I understand that how, and in what context, I exhibit certain behaviours can be as important as what I communicate, given that disrespect, bullying and harassment can be physical, verbal and non-verbal conduct.

3.6 I accept that it is my responsibility to understand what constitutes bullying and harassment and I will utilise resources, including the Standards Commission's guidance and advice notes, my public body's policies and training material (where appropriate) to ensure that my knowledge and understanding is up to date.

3.7 Except where it is written into my role as Board member, and / or at the invitation of the Chief Executive, I will not become involved in operational management of my public body. I acknowledge and understand that operational management is the responsibility of the Chief Executive and Executive Team.

3.8 I will not undermine any individual employee or group of employees, or raise concerns about their performance, conduct or capability in public. I will raise any concerns I have on such matters in private with senior management as appropriate.

3.9 I will not take, or seek to take, unfair advantage of my position in my dealings with employees of my public body or bring any undue influence to bear on employees to take a certain action. I will not ask or direct employees to do something which I know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.

3.10 I will respect and comply with rulings from the Chair during meetings of:

- a) my public body, its committees; and
- b) any outside organisations that I have been appointed or nominated to by my public body or on which I represent my public body.

3.11 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has made a decision, I will support that decision, even if I did not agree with it or vote for it.

Remuneration, Allowances and Expenses

3.12 I will comply with the rules, and the policies of my public body, on the payment of remuneration, allowances and expenses.

Gifts and Hospitality

3.13 I understand that I may be offered gifts (including money raised via crowdfunding or sponsorship), hospitality, material benefits or services ("gift or hospitality") that may be reasonably regarded by a member of the public with knowledge of the relevant facts as placing me under an improper obligation or being capable of influencing my judgement.

3.14 I will never **ask for** or **seek** any gift or hospitality.

3.15 I will refuse any gift or hospitality, unless it is:

- a) a minor item or token of modest intrinsic value offered on an infrequent basis;
- b) a gift being offered to my public body;
- c) hospitality which would reasonably be associated with my duties as a board member; or
- d) hospitality which has been approved in advance by my public body.

3.16 I will consider whether there could be a reasonable perception that any gift or hospitality received by a person or body connected to me could or would influence my judgement.

3.17 I will not allow the promise of money or other financial advantage to induce me to act improperly in my role as a board member. I accept that the money or advantage (including any gift or hospitality) does not have to be given to me directly. The offer of monies or advantages to others, including community groups, may amount to bribery, if the intention is to induce me to improperly perform a function.

3.18 I will never accept any gift or hospitality from any individual or applicant who is awaiting a decision from, or seeking to do business with, my public body.

3.19 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to my public body at the earliest possible opportunity and ask for it to be registered.

3.20 I will promptly advise my public body's Standards Officer if I am offered (but refuse) any gift or hospitality of any significant value and / or if I am offered any gift or hospitality from the same source on a repeated basis, so that my public body can monitor this.

3.21 I will familiarise myself with the terms of the [Bribery Act 2010](#), which provides

for offences of bribing another person and offences relating to being bribed.

Confidentiality

3.22 I will not disclose confidential information or information which should reasonably be regarded as being of a confidential or private nature, without the express consent of a person or body authorised to give such consent, or unless required to do so by law. I note that if I cannot obtain such express consent, I should assume it is not given.

3.23 I accept that confidential information can include discussions, documents, and information which is not yet public or never intended to be public, and information deemed confidential by statute.

3.24 I will only use confidential information to undertake my duties as a board member. I will not use it in any way for personal advantage or to discredit my public body (even if my personal view is that the information should be publicly available).

3.25 I note that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

Use of Public Body Resources

3.26 I will only use my public body's resources, including employee assistance, facilities, stationery and IT equipment, for carrying out duties on behalf of the public body, in accordance with its relevant policies.

3.27 I will not use, or in any way enable others to use, my public body's resources:

- a) imprudently (without thinking about the implications or consequences);
- b) unlawfully;
- c) for any political activities or matters relating to these; or
- d) improperly.

Dealing with my Public Body and Preferential Treatment

3.28 I will not use, or attempt to use, my position or influence as a board member to:

- a) improperly confer on or secure for myself, or others, an advantage;
- b) avoid a disadvantage for myself, or create a disadvantage for others or
- c) improperly seek preferential treatment or access for myself or others.

3.29 I will avoid any action which could lead members of the public to believe that preferential treatment or access is being sought.

3.30 I will advise employees of any connection, as defined at [Section 5](#), I may have to a matter, when seeking information or advice or responding to a request for information or advice from them.

Appointments to Outside Organisations

3.31 If I am appointed, or nominated by my public body, as a member of another body or organisation, I will abide by the rules of conduct and will act in the best interests of that body or organisation while acting as a member of it. I will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.

3.32 I accept that if I am a director or trustee (or equivalent) of a company or a charity, I will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and my public body.

SECTION 4: REGISTRATION OF INTERESTS

4.1 The following paragraphs set out what I have to register when I am appointed and whenever my circumstances change. The register covers my current term of appointment.

4.2 I understand that regulations made by the Scottish Ministers describe the detail and timescale for registering interests; including a requirement that a board member must register their registrable interests within one month of becoming a board member, and register any changes to those interests within one month of those changes having occurred.

4.3 The interests which I am required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, I understand it is not necessary to register the interests of my spouse or cohabitee.

Category One: Remuneration

4.4 I will register any work for which I receive, or expect to receive, payment. I have a registrable interest where I receive remuneration by virtue of being:

- a) employed;
- b) self-employed;
- c) the holder of an office;
- d) a director of an undertaking;
- e) a partner in a firm;
- f) appointed or nominated by my public body to another body; or
- g) engaged in a trade, profession or vocation or any other work.

4.5 I understand that in relation to 4.4 above, the amount of remuneration does not require to be registered. I understand that any remuneration received as a board member of this specific public body does not have to be registered.

4.6 I understand that 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, "Other Roles".

4.7 I must register any allowances I receive in relation to membership of any organisation under Category One.

4.8 When registering employment as an employee, I must give the full name of the employer, the nature of its business, and the nature of the post I hold in the organisation.

4.9 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph [6.7](#) of this Code.

4.10 Where I otherwise undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and how often it is undertaken.

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

4.12 I understand that registration of a pension is not required as this falls outside the scope of the category.

Category Two: Other Roles

4.13 I will register any unremunerated directorships where the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship.

4.14 I will register the registered name and registered number 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 I am a director and from which I receive remuneration.

Category Three: Contracts

4.15 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.19 below) have made a contract with my public body:

- a) under which goods or services are to be provided, or works are to be executed; and
- b) which has not been fully discharged.

4.16 I will register a description of the contract, including its duration, but excluding the value.

Category Four: Election Expenses

4.17 If I have been elected to my public body, then I will register a description of, and statement of, any assistance towards election expenses relating to election to my public body.

Category Five: Houses, Land and Buildings

4.18 I have a registrable interest where I 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 my public body.

4.19 I accept that, when deciding whether or not I need to register any interest I have in houses, land or buildings, the test to be applied is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as being so significant that it could potentially affect my responsibilities to my public body and to the public, or could influence my actions, speeches or decision-making.

Category Six: Interest in Shares and Securities

4.20 I have a registerable interest where:

- a) I own or have an interest in more than 1% of the issued share capital of the company or other body; or
- b) Where, at the relevant date, the market value of any shares and securities (in any one specific company or body) that I own or have an interest in is greater than £25,000.

Category Seven: Gifts and Hospitality

4.21 I understand the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality. As I will not accept any gifts or hospitality, other than under the limited circumstances allowed, I understand there is no longer the need to register any.

Category Eight: Non-Financial Interests

4.22 I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).

Category Nine: Close Family Members

4.23 I will register the interests of any close family member who has transactions with my public body or is likely to have transactions or do business with it.

SECTION 5: DECLARATION OF INTERESTS

Stage 1: Connection

5.1 For each particular matter I am involved in as a board member, I will first consider whether I have a connection to that matter.

5.2 I understand that a connection is any link between the matter being considered and me, or a person or body I am associated with. This could be a family relationship or a social or professional contact.

5.3 A connection includes anything that I have registered as an interest.

5.4 A connection does not include being a member of a body to which I have been appointed or nominated by my public body as a representative of my public body, unless:

- a) The matter being considered by my public body is quasi-judicial or regulatory; or
- b) I have a personal conflict by reason of my actions, my connections or my legal obligations.

Stage 2: Interest

5.5 I understand my connection is an interest that requires to be declared where the objective test is met – that is where a member of the public with knowledge of the relevant facts would reasonably regard my connection to a particular matter as being so significant that it would be considered as being likely to influence the discussion or decision-making.

Stage 3: Participation

5.6 I will declare my interest as early as possible in meetings. I will not remain in the meeting nor participate in any way in those parts of meetings where I have declared an interest.

5.7 I will consider whether it is appropriate for transparency reasons to state publicly where I have a connection, which I do not consider amounts to an interest.

5.8 I note that I can apply to the Standards Commission and ask it to grant a dispensation to allow me to take part in the discussion and decision-making on a matter where I would otherwise have to declare an interest and withdraw (as a result of having a connection to the matter that would fall within the objective test). I note that such an application must be made in advance of any meetings where the dispensation is sought and that I cannot take part in any discussion or decision-making on the matter in question unless, and until, the application is granted.

5.9 I note that public confidence in a public body is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. I will not accept a role or appointment if doing so means I will have to declare interests frequently at meetings in respect of my role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of my existing personal involvement or affiliations, I will not accept

the appointment or nomination.

SECTION 6: LOBBYING AND ACCESS

6.1 I understand that a wide range of people will seek access to me as a board member and will try to lobby me, including individuals, organisations and companies. I must distinguish between:

- a) any role I have in dealing with enquiries from the public;
- b) any community engagement where I am working with individuals and organisations to encourage their participation and involvement, and;
- c) lobbying, which is where I am approached by any individual or organisation who is seeking to influence me for financial gain or advantage, particularly those who are seeking to do business with my public body (for example contracts/procurement).

6.2 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my conduct as being likely to influence my, or my public body's, decision-making role.

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

6.4 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon my public body.

6.5 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek the guidance of the Chair, Chief Executive or Standards Officer of my public body.

6.6 The public must be assured that no person or organisation will gain better access to, or treatment by, me as a result of employing a company or individual to lobby on a fee basis on their behalf. I will 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 I accord any other person or organisation who lobbies or approaches me. I will ensure that those lobbying on a fee basis on behalf of clients are not given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming.

6.7 Before taking any action as a result of being lobbied, I will seek to satisfy myself about the identity of the person or organisation that is lobbying and the motive for lobbying. I understand I 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 I understand the basis on which I am being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the [Lobbying \(Scotland\) Act 2016](#).

6.8 I will not accept any paid work:

- a) which would involve me 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 my public body and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of my public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

ANNEX A: BREACHES OF THE CODE

Introduction

1. [The Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#) (“the Act”) provided for a framework to encourage and, where necessary, enforce high ethical standards in public life.
2. The Act provided for the introduction of new codes of conduct for local authority councillors and members of relevant public bodies, imposing on councils and relevant public bodies a duty to help their members comply with the relevant code.
3. The Act and the subsequent Scottish Parliamentary Commissions and Commissioners etc. Act 2010 established the [Standards Commission for Scotland](#) (“Standards Commission”) and the post of [Commissioner for Ethical Standards in Public Life in Scotland](#) (“ESC”).
4. The Standards Commission and ESC are separate and independent, each with distinct functions. Complaints of breaches of a public body’s Code of Conduct are investigated by the ESC and adjudicated upon by the Standards Commission.
5. The first Model Code of Conduct came into force in 2002. The Code has since been reviewed and re-issued in 2014. The 2021 Code has been issued by the Scottish Ministers following consultation, and with the approval of the Scottish Parliament, as required by the Act.

Investigation of Complaints

6. The ESC is responsible for investigating complaints about members of devolved public bodies. It is not, however, mandatory to report a complaint about a potential breach of the Code to the ESC. It may be more appropriate in some circumstances for attempts to be made to resolve the matter informally at a local level.
7. On conclusion of the investigation, the ESC will send a report to the Standards Commission.

Hearings

8. On receipt of a report from the ESC, the Standards Commission can choose to:
 - Do nothing;
 - Direct the ESC to carry out further investigations; or
 - Hold a Hearing.
9. Hearings are held (usually in public) to determine whether the member concerned has breached their public body’s Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities, that there has been a contravention of the

Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

Sanctions

10. The sanctions that can be imposed following a finding of a breach of the Code are as follows:

- **Censure:** A censure is a formal record of the Standards Commission's severe and public disapproval of the member concerned.
- **Suspension:** This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. Partial suspension means that the member is suspended from attending some of the meetings of the public body. The Commission can direct that any remuneration or allowance the member receives as a result of their membership of the public body be reduced or not paid during a period of suspension.
- **Disqualification:** Disqualification means that the member is removed from membership of the body and disqualified (for a period not exceeding five years), from membership of the body. Where a member is also a member of another devolved public body (as defined in the Act), the Commission may also remove or disqualify that person in respect of that membership. Full details of the sanctions are set out in section 19 of the Act.

Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

- That the further conduct of the ESC's investigation is likely to be prejudiced if such an action is not taken (for example if there are concerns that the member may try to interfere with evidence or witnesses); or
- That it is otherwise in the public interest to take such a measure. A policy outlining how the Standards Commission makes any decision under Section 21 and the procedures it will follow in doing so, should any such a report be received from the ESC can be found [here](#).

12. The decision to impose an interim suspension is not, and should not be seen as, a finding on the merits of any complaint or the validity of any allegations against a member of a devolved public body, nor should it be viewed as a disciplinary measure.

ANNEX B: DEFINITIONS

“Bullying” is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted.

"Chair" includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.

“Code” is the code of conduct for members of your devolved public body, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.

"Cohabitee" includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.

“Confidential Information” includes:

- any information passed on to the public body by a Government department (even if it is not clearly marked as confidential) which does not allow the disclosure of that information to the public;
- information of which the law prohibits disclosure (under statute or by the order of a Court);
- any legal advice provided to the public body; or
- any other information which would reasonably be considered a breach of confidence should it be made public.

"Election expenses" means expenses incurred, whether before, during or after the election, on account of, or in respect of, the conduct or management of the election.

“Employee” includes individuals employed:

- directly by the public body;
- as contractors by the public body, or
- by a contractor to work on the public body’s premises.

“Gifts” a gift can include any item or service received free of charge, or which may be offered or promised at a discounted rate or on terms not available to the general public. Gifts include benefits such as relief from indebtedness, loan concessions, or provision of property, services or facilities at a cost below that generally charged to members of the public. It can also include gifts received directly or gifts received by any company in which the recipient holds a controlling interest in, or by a partnership of which the recipient is a partner.

“Harassment” is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour.

“Hospitality” includes the offer or promise of food, drink, accommodation, entertainment or the opportunity to attend any cultural or sporting event on terms not available to the general public.

“Relevant Date” Where a board member had an interest in shares at the date on which the member was appointed as a member, the relevant date is – (a) that date; and (b) the 5th April immediately following that date and in each succeeding year, where the interest is retained on that 5th April.

“Public body” means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

“Remuneration” includes any salary, wage, share of profits, fee, other monetary benefit or benefit in kind.

“Securities” a security is a certificate or other financial instrument that has monetary value and can be traded. Securities includes equity and debt securities, such as stocks bonds and debentures.

“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.

Key Changes within the Code

General and Introduction

- The Code has been revised and provisions are now written in plain English, wherever possible, to make it more understandable and accessible.
- Most of the factual background information and reasoning has been removed. This can now be found in the Standards Commission's Guidance (Appendix 3). This change has been made to make the Code more concise and to avoid repetition.
- The provisions within the Code are now in the first person e.g. "I will" or "I won't". The aim of the Code is to encourage member's ownership and engagement with the Code.
- The introduction section of the Code emphasises that it is a member's personal responsibility to be familiar with and to comply with the provisions of the Code, the law and the College's rules, standing orders and regulations. Members should not, at any time, advocate or encourage any action that is contrary to the Code.

Applicability and Key Principles

- Section 1 provides members with more information about when the code will apply. As before the Code does not apply to a member's private and family life. In considering whether the code applies, you should consider the objective test - whether a member of the public, with knowledge of the reasonable facts, would reasonably consider that an individual was acting as a member of their public body at the time of the events in question. This can include when a member is engaging in online activity.
- The Code does not prevent a member from expressing views (including making political comment) provided that they do so in a way that is compatible with the provisions within the Code (Sections 3-6). This includes the requirement to behave with courtesy and respect and to maintain confidentiality.
- The Code encourages members to seek advice if they are unsure whether they would be regarded as acting as a member.
- Section 2 now states that a breach of one or more of the key principles does not in itself constitute evidence of a breach of the Code. However, the key principles can be used by the Ethical Standards Commissioner's Office in its investigatory role and by the Standards Commission in its adjudicatory role to assist with their interpretation of the alleged breaches of the Code.

General Conduct

Respect and Courtesy

- Provisions on bullying and harassment have been added. Members are required to treat everyone with courtesy and respect. This includes in person, in writing, during meetings, when online and when using social media.
- New paragraph 3.2 provides that members must not discriminate unlawfully and should advance equality of opportunity.
- The Code notes that disrespect, bullying and harassment can be:
 - A one-off incident

- Part of a cumulative course of conduct
- A pattern of behaviour
- Physical, verbal and non-verbal conduct.
- The Code notes that it is the impact of the above behaviour, not the intent, which is key.

Relations with Employees

- The Code includes a new provision that states that members will not undermine any individual employee(s) or raise concerns about their performance, conduct or capacity in public.
- The Code also includes a new provision that states that members will not take, or seek to take, unfair advantage of their position in their dealings with employees or bring any undue influence to bear on employees to take a certain action. The provision states that they will not ask or direct employees to do something which they know, or should reasonably know, could compromise them or prevent them from undertaking their duties properly and appropriately.

Distinguishing between Strategic and Operational Matters

- The Code includes a new provision noting that, except where it is written into their role and/or at the invitation of the Principal and Chief Executive, members will not become involved in operational management of the College. The provision acknowledges that operational management is the responsibility of the Principal and the Executive Team.
- The Code allows members to seek information about specific matters, cases or a particular item of work but notes that in doing so, they should be aware that employees may feel pressurised by a member challenging their actions or appearing critical of some aspect of their work.

Collective Responsibility

- There is a new provision within the code that states that members must respect the principle of collective decision making and corporate responsibility. This means that once the Board has made a decision, members are to support that decision, even if they did not agree with it or vote for it. If a member fundamentally disagrees with the decision taken by the Board, they have the option of recording their concerns in the minutes of the Board meeting. If they remain discontented, they can ask the Chair of the Board for a meeting to discuss their concerns. Ultimately though, if a member's concerns are not resolved and they cannot accept and support the collective decision of the board, they will need to consider whether it is appropriate to resign.
- It should be noted that the requirement to respect the principle of collective decision making and corporate responsibility does not prevent a board from making a subsequent formal decision to alter, delete or rescind a decision (although if the board does so, the principle will apply to the new or altered decision).

Gifts and Hospitality

- The changes to the Code on gifts and hospitality are designed to avoid any perception that members are using their role to obtain access to benefits that members of the public would otherwise be expected to pay for and to prevent them from being influenced (inadvertently or otherwise) into making decisions for reasons other than the public interest.

Item 06

Appendix 2

- The Code makes clear that the default position is members should refuse all offers of gifts and hospitality, except in the very limited circumstances listed at paragraph 3.15 of the code:
 - Minor items or tokens of modest intrinsic value offered on an infrequent basis
 - A gift being offered to the College itself.
 - Hospitality which would reasonably be associated with a member's duties (such as a free lunch during a training event).
 - Hospitality which has been approved in advance by the College.
- In considering whether an offer of a gift or hospitality may fall into one of these exceptions members will be required to consider the objective test.
- Members should note that acceptance can include accepting the promise of a gift or hospitality.
- The code notes that a member can accept an offer of a gift or hospitality if refusing it would cause offence or embarrassment. In such circumstances the member will be required to accept the gift on behalf of the College and pass it onto the appropriate staff member.
- Members are required to advise the Board Secretary promptly if they are offered (but refuse) any gift or hospitality of any significant value and/or if they are offered any gift or hospitality from the same source on a repeated basis (so that the College can monitor this).

Confidentiality

- The Code has been clarified to make it clear that confidential information is not just information deemed to be confidential by statute. It notes that such information can also include discussions, documents and information which is not yet public, or which is never intended to be public.
- The Code notes that members should assume that they cannot disclose confidential information, or information which should reasonably be regarded as being of a confidential or of a private nature, without the express consent of a person or body authorised to give such consent. If a member cannot obtain such express consent, they should assume it is not given.
- Paragraph 3.24 states that members are only to use confidential information to undertake their duties as a board member. Confidential information should not be used in any way for personal advantage or to discredit the College (even if the member is of the view that the information should be publicly available).

Registration of Interests

- Category 1: Remuneration Provisions – Members are now required to register any work for which they receive, or expect to receive, payment or reward.
- Category 2: This has been renamed to 'other role'.
- Category 3: Contracts. There has only been a minor change to with the replacement of the word 'consideration' with the word 'value'.
- Category 4: Election Expenses: This is a new category which recognises that some members of devolved public bodies are elected. If so, they are required to register a description of, and statement of, any assistance towards election expenses relating to election to their public body. This will not be applicable to the College.
- Category 5: House, Land and Buildings: the wording within this category has been clarified. The Code states that a member, when deciding whether they need to register any interest which they have in houses, land or buildings, the objective test is to be applied.
- Category 6: Interest in Shares and Securities: the provisions within this category have been clarified and now state that members have a registrable interest where:

- They own or have an interest in more than 1% of the issued share capital of a company or body.
- Where the market value of any shares and securities (in any one specific company or body) that they own or have an interest in is greater than £25,000.
- Category 7: Gifts and Hospitality. The Code now states that as members are no longer allowed to accept any gifts or hospitality (other than under very limited exceptions) there is no longer the need to register this.
- Category 8: Non-Financial Interests. Again, the objective test that applies to this category has been clarified. The Code states that non-financial interests are those which members of the public, with knowledge of the relevant facts, might reasonably think could influence the members actions, speeches, votes or decision making.
- Category 9: Close Family Members. This is a new category under which members are required to register the interests of any close family member who has transactions with the College or is likely to have transactions or do business with it. This new provision is aimed at ensuring that the College complies with accounting standards.

Declarations of Interest

- Section 5 – Declarations of Interest has been significantly revised. This revision is intended to make it easier for members to determine when they have a declarable interest. There are now 3 stages which are made up as follows:
 1. Connection – this is any link between the matter being considered and the member or a person or body which they are associated with. This could be a family relationship, social relationship or professional contact. It would also include anything which is registered as an interest under section 4 of the code. Paragraph 5.4 of the Code outlines matters that are not considered a connection for the purpose of the code – this includes simply having previous knowledge or experience of a matter. A connection also does not include being a member of a body to which the member has been appointed or nominated by the College as a representative of the College unless:
 - The matter being considered by the College is quasi-judicial or regulatory
 - The member has a personal conflict by reason of their actions, connections or legal obligations.
 2. Interest – if a member has a connection to a matter being discussed then again, they are required to apply the objective test. If the test is met, then it is an interest which needs to be declared. The Code now makes clear that the requirement to disclose or declare interests applies both in formal and informal dealings with College employees and other members, not just in formal board or committee meetings. Members should not assume that employees or others will know or remember what their interests are.
 3. Participation – if a member has a declarable interest they cannot participate in the discussion or on any voting on the matter and must leave the room/virtual room. This is to ensure that they do not influence other members and/or avoid the perception that they could be doing so. Members are only required to provide enough information for those present to understand why they have a declarable interest. The Code notes that in some circumstances a Member may consider it appropriate, for transparency reasons, to state publicly that while they have a connection to the matter, they do not consider it amounts to an interest and explain why.

Item 06

Appendix 2

The introduction of stages 1 and 2 is intended to help members distinguish between situations when they simply have a connection to the matter and ones where that connection could objectively be regarded as having the potential to influence their role as a member (where it would be a declarable interest).

Stage 3 now makes it clear that members must leave the room/virtual room and cannot participate or attend this portion of the meeting if they have a declarable interest in a matter to be discussed.

Lobbying and Access

- The provisions under section 6 on lobbying and access have been simplified. The Code now distinguishes lobbying from helping service users or members of the public and community engagement.
- The Code explains that lobbying is where a member is approached by an individual or organisation who is seeking to influence them for financial gain or advantage particularly those who are seeking to do business with the College (contracts/procurement etc).
- The Code requires members to have regard to the objective test in deciding whether, and if so, how to respond to such lobbying.
- The Code prohibits members from accepting any paid work:
 - which would involve them lobbying on behalf of any person, organisation or clients.
 - To provide services as a strategist, adviser or consultant advising on how to influence the College or it's members.

Annexes

- Annex A – Breaches of the Code outlines:
 - How complaints are investigated and adjudicated upon
 - How sanctions are available to the Standards Commission should it find a breach of the Code at a hearing.
 - That the Standards Commission can impose interim sanctions
- Annex B – Contains some definitions to provide further clarity

Other Information

The Standards Commission have rewritten their guidance document (appendix 3) on the code. The guidance now includes illustrations and case examples.

The Standards Commission advice notes have been updated and expanded. A copy of the advice notes can be found on the Board of Management Microsoft Teams Site within the reading area or can be found directly the Standards Commission Website : [Advice Notes | The Standards Commission for Scotland \(standardscommissionscotland.org.uk\)](https://standardscommissionscotland.org.uk)



MODEL CODE OF CONDUCT GUIDANCE

CONTENTS

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT	4
SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT.....	8
SECTION 3: GENERAL CONDUCT	9
Respect and Courtesy: General	9
Respect and Courtesy: Applicability of the Code	9
Respect and Courtesy: Social Media.....	10
Respect and Courtesy: Article 10 ECHR – Your Right to Freedom of Expression.....	11
Respect and Courtesy: Equalities	12
Respect and Courtesy: Bullying & Harassment	12
Respect and Courtesy: Public Body Employees	14
Distinguishing between Strategic and Operational Matters	14
Respect and Courtesy: Public Comment about Public Body Employees	14
Respect and Courtesy: Public Body Meetings.....	16
Collective Responsibility.....	17
Gifts and Hospitality.....	18
Limited circumstances in which gifts and hospitality may be accepted	19
Perception and Influence	19
Confidentiality	20
Use of Public Body Resources	23
Dealing with my Public Body and Preferential Treatment	23
Appointments to Outside Organisations.....	24
SECTION 4: REGISTRATION OF INTERESTS	26
Category One: Remuneration	26
Category Two: Other Roles	27
Category Three: Contracts.....	27
Category Four: Election Expenses.....	28
Category Five: Houses, Land and Buildings	28
Category Six: Interest in Shares and Securities	28
Category Seven: Gifts and Hospitality.....	29
Category Eight: Non-Financial Interests.....	29
Category Nine: Close Family Members	29
SECTION 5: DECLARATION OF INTERESTS	31
Stage 1: Connection.....	31
Paragraph 5.1	31

Paragraph 5.2	31
Paragraph 5.3	31
Paragraph 5.4	32
Stage 2: Interest	32
Paragraph 5.5	32
Stage 3: Participation	34
Paragraph 5.6	34
Paragraph 5.7	35
Paragraph 5.8	35
Paragraph 5.9	36
SECTION 6: LOBBYING AND ACCESS TO BOARD MEMBERS	37
Service User Enquiries	37
Lobbying	38
ANNEX A	41
Hearings	41
Sanctions	41
Interim Suspensions	41

GUIDANCE ON THE MODEL CODE OF CONDUCT

SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

The Model Code of Conduct (Code) required by the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#) was most recently reviewed and re-issued in 2021. It sets out the principles and rules governing the conduct of members of devolved public bodies. Your public body's code of conduct is based on this Code. Therefore, all subsequent references to the Code in this Guidance should be understood as references to the Code as adopted by your public body. A copy of the Model Code can be found at: <https://www.standardscommissionscotland.org.uk/codes-of-conduct/members-model-code-of-conduct>.

This Guidance has been produced by The Standards Commission for Scotland (Standards Commission) and contains case illustrations (some of which are based on cases from Scotland, Northern Ireland and Wales, and some of which are hypothetical) and examples of factors that members of devolved public bodies (members) may wish to consider when applying the requirements of the Code. In cases where a provision of the Code mirrors that contained in the Councillors' Code of Conduct, examples of complaints concerning councillors have been included.

Members should be mindful, when seeking to apply the Code to their own situation or circumstances, that the lists of factors in the Guidance and examples provided are not exhaustive. All members have a personal responsibility to ensure that they comply with the provisions of the Code.

While members should observe any guidance from the Standards Commission, it is not a substitute for the Code. The purpose of the Guidance is to provide supplementary information to aid members in interpreting the Code. **Members are, therefore, obliged to ensure they have read and understood the provisions of the Code itself. Reading the Guidance should, in no way, be considered a substitute for doing so.**

This document is a standalone version of the Guidance, without the Code embedded. It is intended to provide easy access to the Guidance itself.

The Standards Commission will continue to review the Guidance on a regular basis to ensure it is relevant and fit for purpose. As such, any feedback, comments, suggestions for improvements and further hypothetical cases are welcome.

Guidance

- 1 The Code, on which your public body's code is based, was approved by the Scottish Parliament and issued on 7 December 2021.
- 2 This Guidance is effective from 7 December 2021 and replaces the previous version, which was issued on 1 February 2014.
- 3 This Guidance is for members of devolved public bodies, and is also directed at advisory and co-opted members who sit on, or attend, any meetings (including committee meetings) of the public body. However, it should be noted that the Standards Commission has no legal powers to enforce the provisions of the Code against anyone other than those appointed or elected to be members of the devolved public bodies listed in [Schedule 3 of the Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#).

- 4 By accepting your appointment as a board member, you have accepted that you are obliged to comply with the Code. The aim of this Guidance is to provide supplementary information to help you do so.
- 5 The Code is not designed to restrict you; its purpose is to help you meet the required standards of conduct.
- 6 Public bodies should make arrangements to deliver training and induction sessions on the ethical standards framework and should encourage all their members and senior employees to attend. Subject to resource limitations, the Standards Commission can support any such training and induction programme. Any request for assistance or support should be directed to the Executive Director.

When the Code Applies

- 7 The Scottish public has an expectation that members of public bodies will conduct themselves in accordance with the Code and the nine key principles of public life, as outlined in Section 2. You must, therefore, comply with the provisions of the Code in all situations and at all times where you are acting as a member, have identified yourself as a member, or could objectively be considered to be acting as a member.
- 8 The Code does not apply to your private and family life. In determining whether the Code applies, the Standards Commission will consider whether a member of the public, with knowledge of the relevant facts, would reasonably consider that you were acting as a member of your public body at the time of the events in question.
- 9 It should be noted the Code will apply when you are engaging in online activity, including using social media, if you could reasonably be considered or perceived to be acting as a member of your public body. The Code does not prevent you from expressing views (including making political comment) provided you do so in a way that is compatible with the substantive provisions of the Code, being Sections 3- 6 inclusive. This includes the requirements to behave with courtesy and respect and to maintain confidentiality.
- 10 It may be helpful, in certain circumstances, to state that you are expressing your own personal view, rather than the view of your public body. You should, however, always be mindful of how you could reasonably be perceived when doing so and whether your comments could objectively be considered as reflecting the views of your public body, regardless of any statement about it being a personal comment. It can be very difficult to persuade people that you can take a different view, or even have an open mind, in your capacity as a member of a public body from a view you may have expressed in your personal capacity. This is particularly pertinent in respect of using social media, or commenting in the press, where the separation of public and private comments may be unclear to someone reading them, and where information about your membership of the public body may be readily available online or from different sources (including your public body's website).
- 11 For example, if a college member posted a comment on social media to the effect that the college was underperforming, the staff were useless and the Chief Executive should resign, it is unlikely that the inclusion of words to the effect that it was a "personal comment" would bring the matter outwith the scope of the Code. That is because it would be likely that a member of the public reading the post, with knowledge of the relevant facts (being the individual's status as a member and the subject matter), would understand it to have been made by the individual in that capacity as board member of the college and with the knowledge they had gained as such.

- 12 Another example could be where a member, who includes being on the board of their public body in their Twitter profile, retweets a post which contains a description of the service provided by their public body as being substandard and unacceptably poor. While the post in question was not written by the member, the fact that they have chosen to retweet in circumstances where they are identifiable as a member, could be seen as being supportive of the criticism in their capacity as such.

Your Responsibilities

- 13 As a board member, you have a responsibility to ensure the effective governance and financial management of your public body within the context of public service delivery and reform for the benefit of the Scottish public.
- 14 You should attend any training and induction sessions on ethical standards and should ensure you are familiar with, and understand, the provisions and principles of the Code, this Guidance, and any other guidance and advice notes issued by the Standards Commission. You may wish to discuss training and continuous professional development with the Chair of your public body when you are appointed and during any annual performance discussion.
- 15 Although it is ultimately your personal responsibility to comply with the Code, paragraph 1.9 of the Code makes it clear that if you are uncertain about how the Code should be interpreted and applied, you should seek advice. Your public body will have a Standards Officer. This is an employee who is either solely, or jointly, responsible for undertaking various duties and responsibilities related to the ethical standards framework (regardless of whether or not they have the formal title of Standards Officer). The Standards Commission has produced an Advice Note on the Role of a Standards Officer, which can be found at: <https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>.
- 16 The Standards Officer and other senior employees may have experience of dealing with queries relating to the Code and can give you advice. You may also wish to seek advice from the Chair or an experienced colleague. If applicable, you may also wish to refer to the Scottish Government's 'On Board' Guidance, which can be found at: <https://www.gov.scot/publications/board-guide-members-statutory-boards/>.
- 17 As it is your personal responsibility to comply with the Code, the fact that you may have sought, and then followed such advice would not be a defence to a breach of the Code; however a discussion with the Standards Officer or Chair may help to clarify your own thinking. If you are found to be in breach of the Code, the fact you sought advice may be taken into account by the Standards Commission as a mitigating factor when deciding on the appropriate sanction to apply following a breach finding. Conversely, a failure to seek and / or follow advice may be considered as an aggravating factor. The Standards Commission's Policy on the Application of Sanctions can be found at: <https://www.standardscommissionscotland.org.uk/cases/hearing-rules>.
- 18 You should always try to seek advice at the first opportunity. You should be mindful that the person from whom you are seeking advice may not have full knowledge of the matter, or your personal circumstances. On rare occasions, for example when an alleged breach is to be considered by the Standards Commission at a Hearing, you may wish to seek external legal advice. You will be responsible for the cost of any external legal advice you have chosen to obtain, either to assist you with interpreting the Code, or in responding to any complaint about your conduct.

- 19** You are encouraged to promote and support the Code at all times and to encourage others to follow your example in doing so. Experienced members should consider whether they can act as a mentor to others to help them to understand the Code.
- 20** The Code should be read as a whole. It may be necessary to cross-reference different provisions.

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

- 21** The Code is underpinned by the nine key principles of public life in Scotland, namely: Duty, Selflessness, Integrity, Objectivity, Accountability & Stewardship, Openness, Honesty, Leadership and Respect.
- 22** The key principles are for guidance and you should ensure that you always have regard to, and follow, these principles. You should not persuade others to act in a way that would be contrary to the key principles.
- 23** A breach of one or more of the key principles does not in itself constitute evidence of a breach of the Code. However, the key principles can be used by both the Ethical Standards Commissioner's office (in its investigatory role) and the Standards Commission (in its adjudicatory role) to assist with interpretation of alleged breaches of the substantive sections of the Code, being Sections 3 to 6 inclusive.
- 24** It is your personal responsibility to ensure you are complying with the provisions of the Code. In doing so, you may need to exercise your judgement and consider how a member of the public, with knowledge of the relevant facts, would reasonably regard your actions or decision making in your role as a member. This is not the same as members of the public not liking a decision you have made or an opinion you have expressed legitimately in the course of your work; it is about whether you have acted properly and in accordance with the Code.

SECTION 3: GENERAL CONDUCT

Respect and Courtesy: General

- 25 You must treat everyone you come into contact with in your role as a member with courtesy and respect, even if you disagree with their views. This can include employees, officials from the sponsor body, members of the public, service users, politicians and fellow members.
- 26 It should be noted, in the context of paragraph 3.1 of the Code, that meetings can include virtual meetings or other forms of remote working via platforms such as MS Teams, Skype and Zoom.
- 27 While you are entitled to express your views and to disagree with others, you must do so in a respectful way. It is usually better to try and focus on the issue itself, rather than making any personal comments about an individual.
- 28 You should always be mindful about how others could reasonably perceive your conduct, and that even if it is not your intention to be disrespectful or discourteous, your behaviour could be interpreted as such.
- 29 If you make a comment in the heat of the moment, which you do not mean and then regret, you should consider retracting it and / or apologising. Bear in mind, however, that comments made on social media may have been circulated widely by the time you seek to retract them or apologise.
- 30 You should always think ahead. If you have any concerns about a potential problem, speak to your public body's Chair, Standards Officer or Chief Executive so that advice can be sought and / or action can be taken before a situation becomes a serious problem. This could avoid or reduce the likelihood of an inadvertent breach of the Code and / or a complaint being made about you. The fact that you have sought advice, or indeed failed to seek advice, may be taken into account at a Hearing. Similarly, evidence of an immediate apology or retraction may be a mitigating factor at a Hearing.
- 31 You should ensure you are familiar with the [Equality Act 2010](https://www.equalityhumanrights.com/en/advice-and-guidance/equality-act-guidance), which provides a legal framework to protect the rights of individuals and advance equality of opportunity for all. The Equality and Human Rights Commission has produced guidance on the Equality Act, which can be found at: <https://www.equalityhumanrights.com/en/advice-and-guidance/equality-act-guidance>.

Respect and Courtesy: Applicability of the Code

- 32 It is very important to note that the rules of good conduct set out in Section 3 of the Code must be observed in all situations where you are acting as a member of your public body, which includes when you are the public body on official business.
- 33 As noted in the Introduction Section of the Code, it is also applicable in all situations where you have identified yourself as a member or where you might objectively be perceived to be acting as a member. You should be mindful, therefore, that your perception of when you are carrying out official business and when you are acting privately may be different to how it is viewed by a member of the public. Factors to consider include whether:
 - you are clear about the capacity in which you are acting;
 - you describe yourself as a member or are otherwise readily identifiable as a member in the situation / circumstances;
 - you are on the public body's premises or at one of its events;

- you are using IT equipment and / or an email account supplied by your public body;
- your conduct could reasonably be regarded as bringing your position as a member, or your public body, into disrepute;
- you are engaged in political activity or commenting on political matters or matters of public concerns, and whether these relate to fall to, or fall within, the scope of the public body's functions; and
- you are representing the public body or speaking on behalf of the public body.

- 34** In making any decision on whether the Code applies, the Standards Commission will consider whether a member of the public, with knowledge of the relevant facts, could reasonably perceive you as having been acting as a member at the time of the alleged breach of the Code.

A member shared an article that contained a sectarian comment on their LinkedIn profile. While the LinkedIn profile was a personal one, and did not state explicitly that the individual in question was a member of their public body, the Panel determined that it was apparent from the content of the profile, other posts, and shared items that this was the case. Therefore, the Panel found that it would have been reasonable for an informed member of the public to have perceived that the individual could have been acting in their capacity as a member of the public body. The Panel accepted that the member's position was that they had not read the article in full, and that the member was absolutely appalled by the remark in question, but nevertheless found that there had been a breach of the Code. The Panel agreed that sharing an article of that nature was likely to bring both the member and their public body into disrepute.

A councillor was convicted of sexual assault in respect of an incident that occurred at a Trades Association event. The Panel was satisfied that it would have been reasonable for an informed member of the public to have perceived that the councillor was acting as a councillor at the event, given both the public nature of it and also because the invitation to attend had originally been sent to another councillor, a party group leader, before being passed on. The Panel concluded that the Code applied.

A member sent and encouraged an employee of his public body with whom he had a personal relationship to send, inappropriate social media messages, including messages of a sexual nature, during office hours. The Panel rejected arguments that the member had been acting in an entirely personal capacity. It found that the member could not completely separate himself from his role as a board member of his public body, and that, when sending or encouraging the employee to send the messages during working hours, he was acting as a board member.

Respect and Courtesy: Social Media

- 35** The rules of good conduct also apply when you are engaging in online activity, including when using social media. Social media is a term used to describe online technologies, platforms, applications and practices that are used to share information, knowledge or opinions. These can include, but are not limited to, social networking sites, blogs, wikis, content sharing sites, photo sharing sites, video sharing sites and customer feedback sites.
- 36** The Standards Commission has produced an Advice Note for Members on the Use of Social Media. This can be found at: <https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>.
- 37** The conduct expected of you in a digital medium is no different to the conduct you should employ in other methods of communication, such as face to face meetings and letters. Before commenting or posting, you should consider very carefully whether:

- you understand the immediate and permanent nature of any comment or post you are about to make, and that you will have no control over the extent to which it is shared, and by whom;
- you would make that comment or post in-person, face to face;
- you have such conviction in what you are about to share that you would be prepared to justify it if challenged at a later date; and
- you fully understand that even if you delete your post, it may have been captured by way of a screenshot or otherwise retained in some way (including being automatically cached online) and that fully deleting content once it has been shared online is almost impossible to achieve.

38 Other important factors to consider when using social media include whether:

- you are identifiable as a member by directly referring to yourself as such or indirectly by referring to the public body, or the functions of your role as a member, or through any information or images posted;
- the account you are using is 'private' and whether you have set your privacy controls accordingly. You should bear in mind that anyone who is able to view your social media content will be able to screenshot and publicly share it, if they choose to do so;
- the number of 'followers' you have and whether these individuals are following your account because you are a member of your public body;
- you have complied with any policy your public body has produced on the use of social media;
- information you are posting is confidential and you only have access to it because you are a member of the public body;
- you are demonstrating bias or pre-determination;
- you are using the public body's equipment and / or your public body's information technology network or your own; and
- you have complied with the law including defamation, copyright, data protection, employment and equalities or harassment provisions.

A complaint alleged that a member had set up a Facebook account under a false name in order to post derogatory comments about employees of the public body. The owner of the account was identified as the posts contained information about specific employees that could only be known by a member. It was established that by posting the comments, the member in question had been acting in their capacity as a member, regardless of whether or not they had identified themselves as such. It was found that the member had breached the respect provisions of the Code.

Respect and Courtesy: Article 10 ECHR – Your Right to Freedom of Expression

39 You have a right to freedom of expression under Article 10 of the European Convention on Human Rights (ECHR). You are entitled to express your views and opinions.

You should note, however, that the protection Article 10 affords is not absolute and does not extend to, or excuse, hate speech or egregious offensive and abusive personal attacks.

Therefore, you may wish to think about:

- whether your comments are likely to bring your office or the public body itself into disrepute;
- whether you are treating others with courtesy, respect and consideration;
- whether making your point in a respectful and constructive manner may have more of an impact in terms of influencing others;
- the fact that 'liking', re-posting and re-tweeting comments or posts, or publishing links to other sites are likely to be perceived as endorsing the original opinion, comment or information, including information on other sites;
- whether to allow disagreement on your social media pages;

- the fact that tone can be harder to convey online so consideration should be given to whether humour, irony and sarcasm will be perceived as such;
 - whether you have to respond and / or if it is appropriate or helpful to do so;
 - whether anything you post could be considered obscene.
- 40** The Standards Commission has produced an Advice Note that outlines the approach it will take when issues that concern the application of Article 10 of the ECHR and the right to freedom of expression arise. It also suggests issues members should consider in order to ensure compliance with the provisions concerning courtesy, respect and confidentiality in the Code. The Advice Note is available on the Standards Commission's website at:
<https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>.

Respect and Courtesy: Equalities

- 41** You are expected to advance equality of opportunity and to seek to foster good relations between different people. It is unacceptable for a public figure such as a member of a public body to express views that indicate a discriminatory attitude towards people on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or pregnancy/maternity.

A complaint alleged that a member had posted a homophobic comment on the complainer's Facebook page and that he had accessed his account using a mobile phone issued by his public body when doing so. It was found that the comment made by the member had clearly been intended to insult and demean the complainer. The member was found to have breached the Code.

A complaint alleged that a councillor had shared, on Facebook and Twitter, a blog article which was critical of a union member who had organised an equal pay strike in Glasgow. The article contained references to "Mein Kampf" and of Hitler having accused "The Jew" of gradually assuming membership of the trade union movement. It was found that the article promoted negative stereotypes and was antisemitic in nature. The councillor was found to have breached the respect provisions of the Code.

A councillor referred to the complainer as a 'TERF' (Trans Exclusionary Radical Feminist) in a series of tweets and emails. The Panel found that while the term TERF was potentially controversial and could be seen as one of abuse, it could also be used or perceived as simply a descriptor. It was found, however, that it was evident from the Respondent's description, over an extended period of time, of TERFS as being "scum" and "hateful and vile", that the councillor intended it to be one of abuse. It was further found that the councillor had directed the term at the complainer as an individual and that it was about her as a person, rather than simply being a descriptor of her alleged views. As such, it was determined that the reference to the complainer as a TERF, in context, amounted to a personal attack on her and that the councillor had failed to behave in a respectful manner. It was further determined that the councillor had used a highly derogatory profanity about a member of the public in another tweet. It was found that using such a word in a public forum such as a tweet was highly offensive and inappropriate, regardless of whether it had been directed at any individual or identifiable group of individuals. The councillor was found to have breached the Code.

Respect and Courtesy: Bullying & Harassment

- 42** Bullying is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted. It usually, but not always, arises as a result of an individual misusing their power.

- 43 Harassment is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and / or uncomfortable. It can be experienced directly or indirectly (for example, being in the room which unacceptable conduct is being displayed and being affected by it).
- 44 It should be noted that bullying and harassment (which includes sexual harassment) can be a course of behaviour or a one-off incident.
- 45 Even if the behaviour in question is unintentional, it can still be classed as bullying and / or harassment. It is the impact of the behaviour, not the intent, that is the key. You should therefore at all times be aware of the impact of your conduct on others, and remember that what may seem harmless to you can be offensive to someone else.
- 46 Bullying and harassment can occur through all means of conduct and communication – including social media posts, shares and comments. It can also arise through a lack of communication, such as the deliberate exclusion of an individual from a conversation, work or social activity.
- 47 You are responsible for your own behaviour. You must ensure that you are aware of, and comply with, the provisions concerning bullying and harassment in the Code and also any policy your public body has on ensuring dignity in the workplace.
- 48 The Standards Commission has produced an Advice Note for Members on Bullying and Harassment. The Advice Note is available on the Standards Commission’s website at: <https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>.

A complaint alleged that a member had behaved in a disrespectful manner towards two female fellow members and employees. It was established that the member had made unwarranted and inappropriate physical contact with the fellow members and employees at an official event and had also made remarks towards the employees which were patronising and demeaning. The member was found to be in breach of the Code.

A complaint alleged that a member had sent an email to a number of employees of their public body and posted a Twitter message, describing an employee as “arrogant, lazy, mentally challenged” and as having been “useless for years”. The impact of the emails led the employee to seek medical and other support and resulted in him taking sickness absence due to stress. The Panel found the emails and tweet to be completely unwarranted and would have adversely affected the employee’s ability to carry out his role. The Panel found the member’s conduct amounted to a breach of the Code.

A complaint alleged that a member made a number of allegations and critical comments on his online blog about the complainer, who was a fellow member, which were of a personal and insulting nature. It was found that the comments had been made without factual basis, were disrespectful and were clearly intended to demean the complainer in a public forum. The member was found to have breached the Code.

A complaint alleged that a councillor had made remarks of an abusive, insulting and personal nature to a police officer, and also made a number of unfounded allegations about him during two telephone calls to a Police Station. It was found that the councillor had made the telephone calls in his capacity as a ward councillor and concluded that the provisions of the Code applied to him at the time of the events in question. It was further found that the comments made by the councillor in the telephone conversations amounted to an unacceptable personal attack on the police officer and that he had breached the respect provisions in the Code.

Respect and Courtesy: Public Body Employees

- 49 It is understood that there may be tensions in an environment where individuals have different backgrounds and experiences. It is nevertheless essential to ensure that the public has confidence in the public body and the role of its members. This can only be achieved if members behave in a respectful way towards each other and towards the public body's employees.
- 50 The requirement to respect all public body employees includes employees of contractors providing services to the public body; and employees of any other organisations where it might be reasonably perceived that the public body (and by implication the member) has an influence over that organisation.

A complaint alleged that a councillor had sent a series of emails (and made statements in council meetings) over a period of eleven months, to his fellow councillors and to senior council employees, alleging corruption in the allocation of a council property a family member of another councillor. The councillor in question had provided no proof to back up his claims of corruption. A number of internal council investigations, and finally an independent investigation carried out by Audit Scotland, had all concluded that there was no evidence to suggest any corruption in relation to the housing allocation. The Panel considered that by making such serious and unwarranted public accusations about the conduct of employees, the councillor's conduct was offensive and fell well below the standard to be expected of a councillor, and therefore found that the Code had been breached. It is worth noting that in this case, due to the seriousness of the contravention and two previous breach findings against him, the councillor was disqualified.

Distinguishing between Strategic and Operational Matters

- 51 The Standards Commission has produced an Advice Note for Members on Distinguishing Between their Strategic Role and any Operational Work, which can be found at: <https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>. In general, if a duty is delegated to an employee, then it is likely to be operational in nature. You may wish to seek information about specific matters, cases or a particular item of work, but you should be aware that employees may feel pressured by a member challenging their actions or appearing critical of some aspect of their work. This is particularly the case with junior employees, who may not be used to dealing directly with members. Any concerns about performance should be raised in private with the Chair who can then bring them to the attention of the Chief Executive or the employee's line manager, as appropriate.

Respect and Courtesy: Public Comment about Public Body Employees

- 52 As a member, you are entitled (and indeed required) to scrutinise the effective delivery of services and whether operational targets have been achieved. You should be careful, however, not to make public statements which expressly, or by implication, criticise the actions (or inaction) of an individual employee or identifiable group of employees (where individuals in that group are, or could be, identifiable). You should note that the concept of a public statement is wide and can cover a variety of scenarios such as the published minutes of a board meeting, a comment on social media, or being overheard in a public area, such as a corridor or tearoom.

For example, in a scenario where you are concerned about the quality of a report before you, you should consider how you raise your concerns. Saying "I note this report does not contain a risk assessment – I would be grateful if a risk assessment could be undertaken" would be respectful, whereas saying "as usual, your report is inadequate and poorly prepared as it does not contain a risk assessment" could be perceived as being personally critical of the report's author.

An example of effective scrutiny could be to say at a public meeting *“I have concerns about this service we are providing in respect of X, as it appears there are undue delays. Could a report therefore be prepared on service delivery for X against key performance indicators over the last six months? Where these are not met, could information be provided as to why not and on what steps are being taken to improve matters”*. However, saying that *“the performance of Ms A, as the director, appears to be lacking, as service X is clearly not meeting its key performance indicators”* could be seen as being critical of Ms A as an individual.

- 53** If you have concerns about the performance, conduct or capability of an employee, you must raise them in private with senior management and in accordance with your public body’s procedures. You may wish to discuss your concerns with the Chair in the first instance, to see if they are shared by other members. If you are raising concerns about an employee with senior management, you should try to be as objective and specific as possible.

For example, it would be more helpful to say: *“I am concerned about the way X spoke to me at the board meeting on Y date in that I found his remark to the effect that... to be rude and disparaging”*, rather than *“X is rude towards board members”*.

Similarly, it would be more constructive to say *“I am concerned about X’s performance as the reports she produced for the meetings on Y and Z dates were not of the quality I would expect from someone of her grade in that they lacked any detail about... and did not cover...”*, rather than *“X’s performance is not up to scratch as her reports are rubbish”*.

- 54** If you have concerns about the performance, conduct or capability of your public body’s Chief Executive, you should raise them in private with the Chief Executive. You should discuss your concerns with the Chair before doing so, to see if they are shared by other members and / or are already being addressed.

A complaint alleged that a member had become inappropriately involved in disciplinary proceedings being brought against an employee of their public body. The member sought to influence the operational decision-making by sending a number of emails to the employee’s line manager excusing the employee’s alleged misconduct and praising their performance. In trying to interfere with the line manager’s performance of their operational duties the member lost sight of their strategic role and overall responsibility to their public body. The member was found to have breached the Code.

A complaint alleged that a member engaged in public criticism of the Chief Executive of their public body by posting information and comments on a stakeholder’s Facebook page. The member did not give the Chief Executive an opportunity to respond before publishing the comments on the Facebook page. The member was found to have breached the Code.

A public body was in the process of updating its website’s design and content. One of its members sent numerous emails, and made multiple telephone calls, to the public body’s IT department questioning the proposed layout, the timescale for the roll-out and the design of other websites in the supplier’s portfolio. The member also suggested wording and other content to be used on specific pages and questioned the proposed menu headings for the new site. While the Panel accepted that members would have a strategic role in such a project, and would be entitled to scrutinise its implementation and make some suggestions, the member in question was found to have strayed too far into discussions and decision-making at an operational level. Indeed, the Panel found that the member’s interference resulted in delays to the project as employees’ time was taken up in dealing with the member’s enquiries and suggestions. The member was found to have breached the Code.

Respect and Courtesy: Public Body Meetings

- 55 The word 'Chair' in paragraph 3.10 of the Code, and the word 'Chair' in this Guidance, are not restricted to those specific terms and apply to any individual holding a similar chairing role.
- 56 The role of the Chair in any public body meeting, including a committee meeting or a meeting of a working group or similar forum, is to ensure that the agenda of business is properly dealt with and clear decisions are reached. To do this, the Chair has a responsibility to ensure that the views and opinions of other participants (including the advice of employees) can be expressed. At the same time, the Chair has a responsibility for proper and timely conduct of the meeting and for helping to ensure the meeting is conducted in compliance with the public body's Standing Orders. This includes determining the point at which conclusions should be reached. Chairs are required to adopt a balanced approach to help ensure fairness to participants while at the same time dealing firmly with any attempt to disrupt or unnecessarily delay the meeting. If you are present, you share the responsibility for the proper and expeditious discharge of business. As such, you should ensure you are familiar with your public body's relevant rules, regulations or Standing Orders. The role of the Chair in reaching judgements about how the meeting is to be conducted should be supported and respected.

A complaint alleged that a member had failed to respect the Chair and other colleagues during a board meeting. Despite the Chair determining that the matter under consideration had been agreed, the member continued to speak over the Chair, requiring her to adjourn the meeting. Upon reconvening, the member continued to speak over the Chair. A motion was passed in terms of the public body's Standing Orders to suspend the member from the board meeting. Despite this motion, the member initially refused to leave, and it took a further adjournment from the Chair to persuade the member to remove himself. The Panel held that the member had breached the Code.

- 57 You are accountable for your own conduct at all times in terms of the Code, irrespective of the conduct of others. Abusive or offensive language and / or unnecessarily disruptive behaviour should not be tolerated. During the course of a meeting, the Chair has the right to rule on and to take appropriate action as necessary on the acceptability of conduct, and any language used and comments made. This can include requiring the withdrawal of a remark, asking for an apology, or any other action necessary to allow the meeting to proceed properly. Factors you should consider include whether:
- your behaviour, including your body language, is courteous and respectful (even when you hold a different view to that of other participants);
 - you are treating others with courtesy, respect and consideration;
 - your choice of language in meetings is appropriate and meets the high standards expected by the general public;
 - it is appropriate to refer to other members by nicknames or to refer to them in the second person, by using terms such as 'you';
 - newspapers, mobile phones, laptops and other devices are being used appropriately or whether their usage could be perceived as you not being engaged in the meeting or listening to what others are saying; and
 - your conduct could diminish the public's opinion of, and trust and confidence in, the public body and / or its members.

A complaint alleged that a member had been disrespectful towards a fellow member by making disparaging remarks about their input into a discussion. Their remarks included a personal comment about the other member's intelligence and their suitability to be a board member. It was found that the member's remarks amounted to a personal attack and were egregious and inappropriate. The member was found to have breached the Code.

At a board meeting a member challenged a senior employee's integrity by accusing them of falsifying data in a performance report. The Panel found this behaviour particularly egregious given that the employee in question was not present at the meeting and, therefore, could not address the accusations. In addition, the concerns had not been raised previously with the employee or their line manager in private. The member was found to have breached the Code.

A councillor said "siege heil" when the Chair of a committee curtailed debate on a motion. It was found that the words "siege heil" are synonymous with the former fascist Nazi regime in Germany and are directly associated with obedience to an oppressive dictatorship. As such, it was found that the councillor's use of them could only be taken as an unacceptable way of protesting about how the Chair had conducted the meeting in respect of the item under consideration. Although the councillor had retracted the comment when asked to do so, it was found that he had breached the Code by failing to show respect to the Chair.

Collective Responsibility

- 58 The provision in the Code concerning collective responsibility is not intended to inhibit or reduce private discussion by members in matters of decision-making and corporate responsibility. However, while you should be ready to offer constructive challenge in your capacity as a member, you must share collective responsibility for decisions taken by the board of your public body as a whole once such decisions have been made. The principle of collective responsibility applies at all times where you are acting as a member of your public body or could reasonably be perceived to be acting as a such. This could include when you are making a press statement or providing a quote to the media.
- 59 If you fundamentally disagree with the decision taken by your board, then you have the option of recording your concerns in the minutes of the board meeting. If you remain discontented, you may wish to ask the Chair of your board for a meeting to discuss your concerns. Ultimately, though, if your concerns are not resolved to your satisfaction and you cannot accept and support the collective decision of your board, you may wish to consider whether it is appropriate to resign.
- 60 It should be noted that the requirement to respect the principle of collective decision-making and corporate responsibility does not prevent a board from making a subsequent formal decision to alter, delete or rescind a decision (although if the board does so, the principle will apply to the new or altered decision).

During a board meeting of their public body, a member voiced their disagreement with a decision taken by their board. This disagreement was registered in the minutes of the board meeting. However, following the board meeting, the member posted an angry comment on Twitter criticising their board and stating in very strong terms that they did not agree with its decision. The Panel found that while the member was entitled to have their disagreement recorded in the minutes of the board meeting, their conduct in posting the Tweet failed to adhere to the principle of collective responsibility. As such, they were found to have breached the Code.

An NHS Board was seeking to buy land for potential car parking. Having identified a suitable site, the Board decided to make an offer that was slightly above market value, due to concerns about a third-party's interest in the land in question. One board member did not consider that the purchase at the proposed offer price represented best value, and was the only member to vote against the proposal. While the member accepted the majority decision of the Board, she later made adverse comments about the purchase to a local community group. The Panel found that by making such critical comments, the member had breached the Code.

Gifts and Hospitality

- 61 The Standards Commission has produced a separate Advice Note for members on Gifts and Hospitality which can be found at:
<https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>.
- 62 In your role as a member, you should never **ask** for any gifts or hospitality. However, you will be **offered** gifts and hospitality: the Code makes it clear that the default position is you should refuse these, except in the very limited circumstances listed at paragraph 3.15 of the Code – see Notes 68 to 70 below for further information. It should be noted that acceptance can include accepting the *promise* of a gift or hospitality.
- 63 ‘Gifts’ or ‘hospitality’ can come in many forms. Beyond the everyday things like bottles of wine or offers of lunch, they can include benefits such as tickets to sporting or other events; provision of services at a price below that generally charged to the public; incurring personal debts or obligations on your behalf, relief from indebtedness, loan concessions, or other financial inducements.
- 64 **Objective test:** you should always consider whether your acceptance of a gift or hospitality, in the limited circumstances permitted under paragraph 3.15 of the Code, would allow an informed member of the public to think it might lead to your being influenced in your judgement on matters. You should also always consider whether you would have been given the gift or hospitality if you were not a board member. In doing so, you should think not just of your own perception, but the perception of others.
- 65 You should also not give or offer a gift or hospitality that is intended to induce someone, for example an employee or fellow member, to act improperly. You should note that in terms of the [Bribery Act 2010](#), the following cases are offences:
Case 1 is where:
- (a) P offers, promises or gives a financial or other advantage to another person, and
 - (b) intends the advantage
 - (i) to induce a person to perform improperly a relevant function or activity, or
 - (ii) to reward a person for the improper performance of such a function or activity.
- Case 2** is where:
- (a) P offers, promises or gives financial or other advantage to another person, and
 - (b) P knows or believes that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity.
- 66 An example of bribery might be where a windfarm operator promises to pay community benefit to an organisation in a councillor’s ward if that councillor votes in favour of granting planning permission in circumstances where it would not otherwise be granted (i.e. if the proper statutory test of considering the provisions of the development plan and all material planning considerations was not applied or if community benefit was wrongly taken into account in determining a planning application).
- 67 You should, therefore, be aware that irrespective of any of the provisions in the Code, a gift which

induces an individual to improperly undertake a statutory duty, such as a regulatory decision, is still likely to fall foul of the provisions of the Bribery Act 2010. This is regardless of whether the gift is given directly to the individual, or to someone else. Such an action could result in a criminal prosecution.

- 68** Paragraph 3.18 of the Code makes it clear that where an individual or organisation is awaiting a decision from, or seeking to do business with, the public body, you should not accept any form of gift or hospitality from them, no matter how small in nature or value. This is irrespective of whether you sit on a committee or working group with an influence on the outcome of such matters, as there could still be a perception that you might be in a position to influence colleagues making the decision one way or another. As you have a personal responsibility to comply with the Code, the onus is on you to ascertain whether the individual or organisation offering you gifts and / or hospitality is awaiting a decision from, or seeking to do business with, your public body.

Limited circumstances in which gifts and hospitality may be accepted

- 69** Provided paragraph 3.18 of the Code does not apply, paragraph 3.15 sets out the very limited circumstances in which you might accept a gift or hospitality from another person in your role as a member. These would be things such as a pen, or a notepad, or hospitality such as tea or coffee at a local event, or a sandwich or buffet lunch included as part of a daily rate charged and provided to all delegates at a training event or conference. For example, as board member of a National Park Authority, you are asked by the Chair and Chief Executive to attend the opening of a new café within the national park. It would be reasonable for you to attend, and to accept an offer of a light lunch.
- 70** Similarly, where you are representing the public body in an official role, you will be expected to accept hospitality normally associated with that role, for example, a dinner to commemorate the anniversary of an event. If you are invited to such events, you should always check, in advance, with your public body that you can accept the invitation.
- 71** Paragraph 3.19 of the Code also recognises that there may be situations where, as a member, you may be expected to accept gifts on the public body's behalf. These could be, for example, from representatives of a similar body from another country. In those circumstances, if it would cause embarrassment or offence to refuse the gift, you can accept it. You should, however, pass the gift to the appropriate employee of your public body at the earliest opportunity.

Perception and Influence

- 72** The provisions in the Code on gifts and hospitality are designed to avoid any perception that members may be using their role to obtain access to benefits that members of the public would otherwise be expected to pay for, and also to prevent them from being influenced (inadvertently or otherwise) into making decisions for reasons other than the public interest (for example, by serious organised crime gangs seeking to obtain contracts and licences to facilitate money laundering).
- 73** The requirement for members to advise their public body's Standards Officer of any offers of any gifts or hospitality from the same source on a repeated basis is important as it ensures the public body can take action if it appears the same individual or organisation is attempting to influence its board members and decision-making. It is also open to you, in the interests of transparency, to declare any gifts and hospitality you have declined.

A complaint alleged that a member accepted and subsequently failed to declare hospitality received from a law firm that was involved in a tender application to provide legal services to the member's public body. The hospitality involved a trip to watch the Scottish Cup Final at Hampden. It could not be said that the hospitality in question was minor, or that it was associated with the member's duties as a member of their board. In addition, it was found that it should have been evident to the member that there was a possibility that the law firm would submit a tender to provide services to the public body. Although the member was not directly involved in the tender decision, the Panel found that it was likely that a member of the public would reasonably consider that the hospitality could have led the board member to influence others involved in making the decision. By accepting the hospitality, the member was found to have breached the Code.

A complaint alleged that a councillor had failed to declare hospitality received during a site visit from a recipient of planning permission who was to make further applications for the same development. However, there was no evidence to suggest that any Council representative, including the councillor in question, received any gift or further hospitality other than being provided with light refreshments mid-morning. Evidence suggested that these had been provided by the developers, following a Council request. This was not regarded as inappropriate for the purposes of the Code.

Confidentiality

- 74 You have a statutory right, subject to certain statutory exemptions (including those covered by data protection legislation), to the public body's information under the [Freedom of Information \(Scotland\) Act 2002](#). You also have a right to request information where you can show a need to know that information in order to perform your duties as a member.
- 75 It is legitimate, however, for your public body to require you to treat certain documents and information, provided to you in your capacity as a member, as confidential. Given the potential damage that the unauthorised disclosure of confidential material can do to the standing, reputation and integrity of a public body, it is essential that you respect the provisions at paragraphs 3.22 to 3.25 of the Code.
- 76 Information can become confidential in a number of ways, including in terms of the following examples:
 - a public body employee, or a member of the public, has asked you to treat it as confidential;
 - the public body has resolved to treat it as exempt information in terms of Freedom of Information legislation, or is likely to do so; and
 - information which, under the data protection legislation or the General Data Protection Regulation contains personal data, the release of which would lead to a breach under those provisions.
- 77 Sometimes the confidential nature of the material will be explicit, such as if the document is marked 'confidential'. In other cases, it will be clear, from the nature of the information or from the circumstances in which it was provided to you, that it is confidential. This may include the following types of information.
 - commercial information, such as information relating to a contract or a contractor's business;
 - personal or sensitive information, such as information relating to an individual's employment or health;
 - information which is confidential as a result of a statutory provision;
 - information discussed in closed or private sections of meetings;
 - legal advice obtained by the public body (either provided by employees or external legal advisers). This will be covered by legal privilege and should not be disclosed without the

- public body's permission;
 - information received as a result of a relationship where there is an expectation of confidence, such as between a member and a service user; and
 - information about any ongoing investigation being undertaken by the Ethical Standards Commissioner.
- 78** The [Public Interest Disclosure Act 1998](#) (PIDA) allows individuals to disclose certain issues to *particular* external parties (known as 'prescribed' individuals or bodies) where there is good reason to believe that internal disclosure will not be taken seriously or will cause the individual making the disclosure to be penalised in some way. This is known as 'whistleblowing'. You should familiarise yourself with the types of matters which should be reported and the reporting procedure that should be followed where any wrongdoing is suspected, as outlined in the Act. A disclosure of confidential information to an external party, such as a media outlet, which is not included in the list of prescribed individuals or bodies is likely to be a breach of the Code.
- 79** As a member, you are a data user and must comply with data protection legislation and your public body's data protection policies when handling information. Public body information provided to you must only be used by you for the purpose for which it was provided.
- 80** You should be aware that a breach of confidentiality could result criminal proceedings, civil liability for damages and / or a fine being imposed by the Information Commissioner, in addition to any reputational damage being incurred by you and / or the public body.
- 81** Confidential information must not be disclosed or in any way used for personal advantage or in such a way as to discredit the public body. This applies even in circumstances where you hold the personal view that such information should be publicly available.
- 82** You must not provide the media with 'off the record' briefings on the general contents or 'line' of confidential material or information. Disclosures of this kind can also seriously undermine and devalue the work of the public body and its committees.
- 83** Sometimes, confidentiality is a matter of timing, in that information may be released into the public domain at a later stage (either in the short or long term). However, you must respect the requirement for confidentiality even if you do not agree with it or consider that the information should be released at an earlier stage.
- 84** You should seek advice if you are in any doubt as to whether any documents, information or advice are confidential, particularly if you are intending to disclose these to any outside body or individual.
- 85** As a member, you are in a position of trust and service users may provide you with information that could reasonably be regarded as confidential. If the status of any discussion is unclear, you should establish, at the earliest possible opportunity, whether some or all of the matters being discussed are to be treated as being confidential.
- 86** If you are considering disclosing any information which could reasonably be regarded as being confidential, you should always obtain confirmation (preferably in writing) that you have the authority to do so. However, you must be aware that the person who holds the information may not necessarily have the authority to permit any such disclosure. For example, another member may have passed on information to you. The fact that this information has been passed to you by another member does not mean that the information in question is not confidential, or that the member in question has the authority to permit you to disclose it further.

- 87 You should be aware of the provisions of data protection legislation. If you hold personal information (such as personal details of a service user or other information such as medical conditions), you may require to be registered as a data controller under data protection legislation. You must abide by the following rules when holding and processing personal data:
- you must only use the information for the purposes for which it was given;
 - you must not share such information with anyone without the consent of the person giving the information, or unless required to do so by law. You should note, however, that you do not need a service user's consent to share information with your public body's employees for the purpose of assisting with the resolution of an enquiry or complaint, provided you do not use the constituent's personal data in a way that goes beyond their reasonable expectations in contacting you (unless you are required to do so by law); and
 - you should not keep the information any longer than you need to.

A complaint alleged that a member disclosed confidential information relating to the health of a public body employee to a third party. It was found that the member had breached the Code by disclosing to a third-party information about the employee which was private, personal and sensitive and that was, by its very nature, confidential.

A complaint alleged that a member disclosed, in two Facebook posts, sensitive information about his public body's response to the Covid-19 pandemic. The information in question had been provided by employees at private briefings. The Panel, having heard from a number of witnesses, including other members, was satisfied that it was evident the information was intended to remain confidential until the public body had prepared its public communications. This was especially important given the nature of the communications, which could have caused undue fear or alarm. The Panel concluded, therefore, that the member had breached the confidentiality provisions of the Code.

A member disclosed to the press the identity of an employee who had made a claim for constructive dismissal against their public body. The member could only have become aware of the information he disclosed by virtue of being a board member, and would reasonably have been aware that the information was sensitive, confidential and not for public disclosure. The Panel concluded that the member had breached the Code.

A board meeting was convened to agree upon an action plan for the sale of part of a public body's property assets. During that meeting a 'ballpark' figure that the public body might accept for one of its properties was discussed. Subsequent to that board meeting, one of the members present at the board meeting attended a fishing trip organised by a close personal friend who was a property developer. The member disclosed to their friend that their public body was looking to dispose of part of its property assets, and additionally disclosed the 'ballpark' figure that had been discussed during the board meeting. The Panel found that by disclosing this information to their friend, the member had breached the confidentiality requirements of the Code.

A report from a health and social care partnership's Chief Officer, presenting a procurement business case for social care services, was being considered by its board. The report contained information in respect of the tendering exercise and subsequent award of a contract. The information about the award of the contract was disclosed by a board member to a third party after the meeting. In determining whether the member had breached the Code, the Panel noted that while the part of the report containing the information had not been explicitly marked as confidential, it had been discussed in a private part of the meeting. The Panel concluded, as such, that the board member, would have known, or should reasonably have been aware, that the information was confidential and should not have been disclosed. The member, therefore, was found to have breached the Code.

Use of Public Body Resources

- 88** As a general rule, facilities paid for by the public purse, and provided for use in public body business, should only be used for public body business, unless otherwise expressly permitted by the public body itself. It is recognised, however, that some public bodies may allow members occasional personal use of public body-provided equipment, such as laptops, mobile telephones and tablets. It is likely that your public body will have policies and protocols on related matters, including the use of IT and other equipment for personal and official purposes. The Code obliges you to adhere to such policies and protocols and, therefore, you should familiarise yourself with their contents.
- 89** The Code now explicitly forbids the ‘imprudent’ (i.e. without thinking about the implications or consequences) use of public body facilities. Given the importance of achieving [best value](#), it is important that members are not seen to be using facilities irresponsibly or wastefully. An example of this would be printing documents unnecessarily.
- 90** Facilities must never be used for political activities.
- 91** Any expenses claims should be appropriate and necessary to perform your duties as a member of the public body. You should ensure that you are familiar with, and abide by, any policy your public body has in respect of expenses.
- 92** The provisions at paragraphs 3.26 and 3.27 of the Code apply at all times and not just when you are acting as a member of the public body. Other factors to consider include:
- whether you are either explicitly or impliedly allowing others to use public body facilities improperly;
 - how the resource you are using is funded (for example, who pays for any transport or administrative support); and
 - whether the resource is being used solely for you to carry out official public body business or for an activity which has expressly been authorised by your public body, or whether you are using it for something else as well.

A complaint alleged that a member used his public body’s email account and computer to submit a tender application to another public body on behalf of his private consultancy business. It was found that the member had breached the provisions in the Code prohibiting the improper use of public body facilities.

A complaint alleged that a member asked employees in her public body’s print room to print a substantial number of posters and flyers advertising a function being held to raise money for an external charity. While it was noted that the print room employees could have declined the request, the fact that it was made by a board member had made it difficult for them to do so. The Panel accepted that while the member had gained no personal benefit, she had nevertheless breached the Code.

A complaint alleged that a councillor had used Council facilities to send an email in relation to an application for planning permission submitted by his own company. He was found to have breached the provision in the Code concerning the improper use of Council facilities.

Dealing with my Public Body and Preferential Treatment

- 93** As a member, you must avoid conduct which seeks to further your own personal interests, or the interests of others you are connected to. You must also avoid conduct that may give the

impression you are seeking preferential treatment. The test is not only whether it is your intention to seek preferential treatment but also whether a member of the public, with knowledge of all the relevant facts, would reasonably consider that preferential treatment is being sought. You should note that *seeking* preferential treatment can be a breach of the Code, regardless of whether any action is taken as a result. Factors to consider include whether you are asking employees to:

- to act in a way that suggests you are seeking preferential treatment for yourself or others;
- undertake work or do a task that is outwith their normal duties (unless prior approval has been given by the employee's line manager). As a member, you are in a position of influence and, as such, it may be difficult for an employee to refuse a request, even if they have concerns that it may not be appropriate for them to agree.

94 Paragraphs 3.28 to 3.30 of the Code are designed to ensure there is transparency in your dealings with employees of the public body. There is an onus on you to advise employees of any connection you may have to a matter when seeking advice, assistance or information whether within or outwith a formal meeting of the public body or its committees. This applies equally in circumstances where employees are seeking advice, assistance or information from you.

95 You should not assume that employees will be aware, or will remember, any personal interest you have in a matter, when you are seeking their advice, assistance or information. It is important that you identify any connection as it may be that it is inappropriate for the employee to provide you with advice, assistance or information on the matter, if your connection is one that could amount to declarable interest. For more information on what is meant by 'connection' and a 'declarable interest' in this paragraph, see the further guidance provided under Section 5 (Declaration of Interests).

A complaint alleged that a member of an NHS board sought preferential treatment when contacting employees about a close relative's place on a waiting list for hospital treatment. In contacting the employee, the member had sought information which would not normally be available to members of the public. The member had also sought to exert influence in asking that the relative's treatment be expedited. It was found that the member's actions amounted to attempts to seek preferential treatment in breach of the Code.

A member asked an employee for their login details so they could log into a case management system in order to check the progress of a complaint made by a close friend. The employee in question refused to share the login details. However, the member was found to have breached the preferential treatment provision of the Code by virtue of their actions in seeking to gain entry to a case management system that they would not otherwise be allowed to access. While the member would have been entitled to ask for an update on the status of the complaint, the case management system contained personal data and confidential information to which the member was not entitled.

A firm, in which a councillor was a partner, submitted a planning application for a wind turbine. The Panel heard that the councillor sent two emails from his council email address, signed off by him as a councillor, to members of the planning committee that was due to consider the application. In his emails, the councillor outlined a number of points in favour of the planning application. The Panel determined that members of the public would reasonably conclude that, by sending the emails from his council email address and signing them off as a councillor, he was using his position as a councillor to seek preferential treatment. The councillor was found to have breached the Code.

Appointments to Outside Organisations

- 96 Public bodies may, on occasion, appoint or nominate their board members to outside bodies. If you are appointed or nominated to an outside body, you are still bound by the Code, but you will also have responsibilities as a member of the outside body. These responsibilities may potentially include personal liabilities and could also give rise to conflicts of interest. Such conflicts may arise through competing personal interests, or the competing interests of the respective organisations of which you are a member. Public bodies will therefore need to consider this issue carefully when appointing board members to outside bodies. You need to consider carefully whether you can accept such appointments in each case.
- 97 You should be aware that you may need to register, in terms of Section 4 of the Code, your membership of another body. That membership could also amount to an interest that would require to be declared in terms of Section 5. More guidance in this regard can be found in the notes below on Sections 4 and 5.
- 98 If you are appointed or nominated by your public body to an outside body, as a director or a trustee, you will assume legal responsibilities as an individual. These legal responsibilities, as a director of a company, arise by virtue of the Companies Acts, and / or as a charity director or trustee by virtue of the [Charities and Trustee Investment \(Scotland\) Act 2005](#) (if the outside body is a registered charity). The Office of the Scottish Charity Regulator has up to date guidance on the latter scenario at: <https://www.oscr.org.uk/guidance-and-forms/guidance-and-good-practice-for-charity-trustees/>. If appointed or nominated to an outside body, you should ensure that you are clear about the role and the responsibilities you will have to it as an individual. You will also have to act in the outside body's best interests and, as a member, will be bound by the provisions in any code of conduct it has adopted, when acting as such.
- 99 If you have any doubts about your responsibilities or concerns about the impact of an appointment to an outside body on your ability to adhere to your public body's Code, you should seek advice before accepting such an appointment or before any meeting at which appointments are to be made. Advice can be sought from your public body's employees or, if appropriate, from employees of the outside body.

SECTION 4: REGISTRATION OF INTERESTS

- 100** This section of the Code is intended to give members of the public confidence that decisions are being taken in the best interests of the public and not those of you or your family, friends or personal associates.
- 101** The Register is intended to be a public record of the interests that might, by their nature, be likely to conflict with your role as a member.
- 102** The fact that you have subsequently declared a registrable interest at a meeting would not necessarily be a defence to a complaint that you breached Section 4 of the Code by failing to register it. Accordingly, you should be as transparent and careful as possible when considering which interests you are required to register.
- 103** The Register should cover your whole term of office. Should an interest no longer apply (for example if you cease to receive remuneration through employed work during your term of office), the entry should still be listed in the Register and retained for the whole term of office. However, you should amend the Register to reflect the change of circumstances, e.g. *“management consultant from xx/xx/2019 until xx/xx/2020”*.
- 104** You should be aware that the [Ethical Standards in Public Life etc. \(Scotland\) Act 2000 \(Register of Interests\) Amendment \(No. 2\) Regulations 2021](#) (the 2021 Regulations) state that public body employees must retain the record for a period of five years after the date a member ceases to be in office.
- 105** You are required by the 2021 Regulations to update your entries in the Register of Interests within one month of your circumstances changing. While your public body may issue a reminder annually or even on a more frequent basis, it is nevertheless your personal responsibility to ensure your entry is updated within one month of a new interest arising or of your circumstances changing. You should also ensure that you review all your entries in the Register at least once a year, even if you think nothing has changed.
- 106** For categories where the Code does not specifically mention the level of detail to be registered, it is for you to decide. In making such a decision, you should observe the key principles and, in particular, those of selflessness, integrity, openness and honesty. You should ensure you have provided enough information for a member of the public to be able to understand the nature of the entry in your register without having to undertake any research. A failure to include sufficient information for an entry to be understandable could amount to a breach of the Code. For example, if you are registering employment you should include the full name of your employer, not just an abbreviation.

Category One: Remuneration

- 107** The level of remuneration, or how much you receive, does not matter in terms of whether an entry needs to be made under this category. The question is only whether you have received remuneration. This means paid work, no matter how casual or trivial in nature, requires to be registered.
- 108** You do not need to state the exact job title of any remunerated post you hold as an employee, but you should provide a description that allows a member of the public to understand the type of role. For example, you could state:

“Since 2019, receive an ongoing salary as a part-time customer service agent for X+Y Limited, being an IT consultancy firm”; or “receive hourly rate payment for one day per week self-employed work for GreenFingers, being the trading name of my landscape gardening business which has operated since 2016”; or “received two fixed payments for writing two articles, published in May and September 2021 for Z, a trade magazine”.

- 109** ‘Undertaking’ is defined in Annex B of the Code as (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. ‘Body corporate’ includes entities such as companies, limited liability partnerships and, potentially, Scottish Charitable Incorporated Organisations. ‘Unincorporated associations’ includes clubs, societies, and mutual associations. The key as to whether an interest is registrable under this category is whether you carry out work for the undertaking for which you receive some form of ‘remuneration,’ i.e. wage, salary, share of profits, fee, expenses or other monetary benefit or benefit in kind.
- 110** Paragraph 4.5 of the Code confirms you do not have to register any work that you carry out on behalf of the public body in your capacity as member.
- 111** Paragraph 4.10 of the Code indicates that you should register ‘any other work’ besides a trade, profession or vocation. Such work might include freelance work that you undertake for a particular sector, or a paid consultancy, or educational or training courses you provide in return for payment.

Category Two: Other Roles

- 112** If you have been appointed as a member of an outside body (including where you have been nominated or appointed by your public body), you should ensure that the membership is registered in your Register of Interests either under Category One: Remuneration (if the position is remunerated) or under Category Eight: Non-Financial Interests (if the position is not remunerated).
- 113** If you hold an unremunerated directorship in an undertaking, and you are remunerated by a parent or subsidiary of that undertaking, you should register the unremunerated directorship under ‘Other Roles.’ For the sake of transparency, you should register the name and registration number of both undertakings, and the relationship between the two. Your remuneration in the parent or subsidiary undertaking should also be registered under Category One: Remuneration.

Category Three: Contracts

- 114** You must register an interest under this category where:
- you as an individual; or
 - an undertaking that you have a substantial interest in either as a partner, director or shareholder (where the value of shares you hold is as described under Category Four: Shares and Securities)
- has an upcoming or ongoing contract with the public body for the supply of goods or services, or for the execution of works. You do not need to state the value of the contract.

This category may overlap with Category One: Remuneration. If so, you should add an entry under both sections, for transparency. An example of the detail required would be as follows: *Director and shareholder of cleaning company which has a contract with MidScotland College to valet the college’s vehicle fleet. Contract start date: 1 February 2010.*

Category Four: Election Expenses

- 115** ‘Donations’ towards election expenses would include those received via crowdfunding, if individual contributions (including any from the same source) amount to more than £50.

Category Five: Houses, Land and Buildings

- 116** You should note that you are only required to register an interest in a house, land or building if the objective test is met. If you are required to register an interest under category five (in terms of paragraph 4.18 of the Code), you will need to provide your public body’s Standards Officer with the full address of the house, land or buildings you own or have any other right or interest in. However, there is no requirement for any full address you provide to be disclosed on your public body’s website or otherwise made publicly available. This means it is sufficient for the purposes of your publicly available register to simply identify where the property is located. For example, if you were a member of a national park authority, it would be sufficient to state: *“I own a residential property located within X National Park”*.
- 117** Examples of other rights you may have in houses, land and buildings may include a right as a tenant, an agricultural tenant, as a trustee or beneficiary of a trust, or through a liferent.

Category Six: Interest in Shares and Securities

- 118** ‘Shares and securities’ is intended to cover all types of financial investment models, including stocks, bonds, options, investment trusts, and other forms of part-ownership, including equity and debt ownership.
- 119** You have a registrable interest, in terms of paragraph 4.20(a) of the Code if, at any time, you own, or have an interest in more than 1% of the issued share capital of a specific company or body.
- 120** You have a registrable interest, in terms of paragraph 4.20(b) of the Code if, at the relevant date, the market value of any shares and securities (in any one specific company or body) you own or have an interest in is greater than £25,000. The ‘relevant date’ is defined in Annex B of the Code as the date you were appointed as a member, and on 5 April each year following your appointment.
- 121** For example, you are appointed as a board member of MidScotland College on 7 June 2021. For the purposes of paragraph 4.20(b) of the Code, 7 June 2021 is the first ‘relevant date’ on which you must consider the market value of your shares and securities. If, on 7 June 2021, the market value of any shares and securities (in any one specific company or body) you own or have an interest in is greater than £25,000, you must register that shareholding. Thereafter, the next ‘relevant date’ on which you must consider the market value of your shares and securities is 5 April 2022, and then 5 April each following year.
- 122** An interest under shares and securities will also include investments made under self-invested pension plans. However, you do not need to declare an interest in your public body’s pension fund (if applicable).
- 123** In relation to paragraph 4.20 of the Code you will have a registrable interest as a trustee, (either as an individual or jointly with other trustees), where you have an interest as a beneficiary of the trust and where the benefit is greater than 1% of the trust’s value or the value of that benefit is greater than £25,000.

Category Seven: Gifts and Hospitality

- 124** The default position is you should refuse gifts and hospitality, except in very limited circumstances (see paragraphs 3.13 to 3.21 of the Code). However, if you have accepted and registered gifts and hospitality under the previous versions of the Code, these should remain on your Register of Interests for the term of office.

Category Eight: Non-Financial Interests

- 125** When considering whether you have a registrable non-financial interest, you should bear in mind that the test is whether the interest is one which members of the public might reasonably think could influence your actions, speeches, decision-making or voting in the public body. An example of this might be membership of a society. You should consider whether such membership might lead members of the public to reasonably conclude that it could influence your actions, speeches, decision-making or voting, in terms of paragraph 4.22 of the Code. If so, you should register the interest.
- 126** In order to ensure you are being as transparent as possible, you should consider erring on the side of caution. You are reminded that any non-financial interest registered under Category Eight of the Code, is a connection in terms of Section 5 of the Code. That means you will have to consider whether it also needs to be declared, if the objective test is met, in terms of paragraph 5.5 of the Code.
- 127** You should bear in mind that the examples of possible non-financial interests stated in paragraph 4.22 of the Code are illustrative only and, therefore, are not an exhaustive list of potential non-financial interests.

Category Nine: Close Family Members

- 128** Paragraph 4.23 of the Code is intended to help ensure that your public body complies with accounting standards that require a public body's accounts to disclose the possibility that its financial position may have been affected by any related party transactions. Such transactions include contracts for the supply of goods and services, and the execution of works. While you are also required to declare the financial interests of others under paragraph 5.5 of the Code, if the objective test is met, there is a risk that your public body's finance team may not realise that you have done so when preparing the accounts. You are, therefore, required to register the interest of any close family member who has transactions with your public body or is likely to have transactions or do business with it. This is to ensure there is transparency in respect of any potential influence that anyone close to you, in your capacity as a member of your public body, may have over a transaction your public body has been involved in that, in turn, had an impact on its overall financial position.
- 129** The Code does not define what is meant by 'close family member' as this will depend on your individual circumstances, but it is likely that a spouse, cohabitee, partner, parent and child would be considered to fall within this category. You do not need to disclose the family member's name or any other personal data in the register; it is sufficient for you to identify the relationship and nature of the transaction. For example, *"my son is a partner in a law firm that has a contract to provide legal services to the health board"*.
- 130** The fact that a close family member may be employed by your public body would not be considered a transaction or business for the purposes of Category Nine. Therefore, while such a connection could amount to a declarable interest under Section 5 of the Code, it would not

require to be registered.

A board member of a Regional Transport Partnership (RTP) failed to register his membership of a prominent cycling pressure group. The Panel found that a member of the public with knowledge of the membership of the pressure group might reasonably think that the member's actions and decision-making at the RTP would be influenced by that interest. As such, the Panel determined it was an interest that should have been registered as a non-financial interest under Category Eight.

A member failed to register that they received a one-off payment for writing an article in a trade magazine. The article was published and payment was received after the member's appointment to the board of her public body. The Panel accepted that the failure to register was inadvertent, but nevertheless found that a breach of the Code had occurred.

A member failed to ensure his one-third shareholding in a company was registered correctly and timeously. While the Panel accepted that there was no intention to mislead or deceive, and that neither the member nor the company had gained any benefit from the oversight, he was nevertheless found to have breached the Code.

A complaint alleged that a councillor failed to register a financial interest in respect of her remunerated employment as an office manager with a member of the Scottish Parliament. The Panel noted that the councillor had publicly announced, via a posting on a social media site, that she would be working for the MSP. While it was accepted that this demonstrated there was no evidence of any deliberate attempt to conceal the employment, the councillor was nevertheless found to have breached the Code.

SECTION 5: DECLARATION OF INTERESTS

- 131** The requirement for members to declare certain interests is a fundamental requirement of the Code. A failure to do so removes the opportunity for openness and transparency in a member's role and denies the public the opportunity to consider whether a member's interests may or may not influence their discussion and decision-making.
- 132** Should you be in any doubt about the legal implications of your participation in a public body discussion or decision, you should seek advice from your Standards Officer, Chair or Chief Executive before taking part.

Stage 1: Connection

Paragraph 5.1

- 133** In your work as a member, you will have connections with a great number of people and organisations. In the same way, your financial affairs, employment and property holdings - or those of individuals close to you or bodies you are involved with - will sometimes mean that you have a connection to a matter that your public body is considering, in some way.
- 134** Such connections will not always amount to an interest that you are required to declare. However, you should always consider whether this is a possibility, in the context of your role as a member and in respect of any specific matter you are being asked to consider. You should always err on the side of caution, and if you are in any doubt you should consult your public body's Standards Officer.

Paragraph 5.2

- 135** The Code cannot provide for every type of relationship that could result in a connection, as this will depend on the facts and circumstances; for example, how close you are to the individual in question and how often you see them. It should be noted, however, that certain relationships such as spouse, partner, cohabitee, close friend, parent or child are likely to result in a connection.
- 136** It is impossible to list every type of connection you could possibly have with a matter involving or to be considered by your public body. However, some common examples would include:
- your public body considering some form of financial assistance or decision that could have a direct effect on an organisation you, your partner, or someone close to you works for;
 - your membership of another body or organisation that is seeking to agree a contract with your public body;
 - some form of personal connection with a person making an application, or a complaint, to public body.
- 137** The Code does not restrict the ability of a public body to benefit from the knowledge and experience of its members. Having knowledge or experience of a matter that is to be considered by your public body is not necessarily a connection. For example, if your public body is considering tenders received for the provision of a new IT system, your knowledge and experience as an IT specialist would not be considered a connection.

Paragraph 5.3

- 138** Paragraph 5.3 of the Code makes it clear that anything you have registered as an interest in terms

of Section 4 of the Code (Registration of Interests) would be considered a connection for the purposes of Section 5.

Paragraph 5.4

- 139** You should also be mindful of the specific responsibilities you have to different bodies and be aware of the potential for conflicts of interests between your different roles. Membership of a body you have been appointed or nominated to by the public body, as its representative, would not normally be a connection.
- 140** However, this does not apply where the matter being considered by your public body is quasi-judicial or regulatory in nature. An example of where you would have a connection as a member of a different body would be where the other body has applied for a licence or consent from your public body, or is an objector to such an application. This is regardless of whether or not you actively participated in the decision by the other body to make the application or objection.
- 141** In terms of being a member of an outside body, the Code also states you may have a connection where you have a personal conflict, either by reason of:
- a. your actions;
 - b. your connections (other than your membership of the outside body); or
 - c. your legal obligations.
- 142** An example of where you may have a personal conflict, and therefore a declarable interest, **by reason of your actions** could be where, just before being appointed to your board, you made critical comments in the press about another organisation's wastefulness in terms of expenditure. If, following your appointment, the other organisation makes a funding application to your public body it is likely that your actions may have resulted in you having a personal conflict.
- 143** An example of where you may have personal conflict **by way of a connection** (other than solely from your membership of the outside body) would be where your partner works for the outside body, and the body is seeking funding from the public body for its operations that could have an impact on your partner's job.
- 144** Examples of where you may have a personal conflict **as a result of legal obligations** would include where you are either a director of a company or a charity trustee. Both the Companies Acts and the Charities and Trustee Investment (Scotland) Act 2005 impose obligations on you to act in the best interests of the company or charity, and those obligations may conflict with your role as a member. If you are in doubt as to what your legal obligations are to the outside body, you should seek advice from its legal advisers.

Stage 2: Interest

Paragraph 5.5

- 145** Having decided that you have a connection to a particular matter, you should apply the objective test to that connection to decide whether it amounts to an interest that requires to be declared.
- 146** The **objective test** outlined in paragraph 5.5 of the Code assumes that a member of the public has knowledge of the relevant facts. The question you need to consider is whether a member of the public, with this knowledge, would reasonably regard the connection as so significant that it would be likely to prejudice your discussion or decision-making in your role as a member. If the answer is yes, the connection is an interest which you should declare.

- 147** At all times when applying the objective test, you should be aware that it is just that – objective. The test is not what you yourself know about your own motivations and whether the connection would unduly influence you: it is what others would reasonably think, if they were in possession of the relevant facts.
- 148** There may be instances where, having applied the objective test, you consider the connection is so remote and insignificant that you do not think it amounts to an interest. Examples might be where a charity you occasionally donate to is seeking funding from your public body, or when a neighbour you have little social contact with works for a company that has a contract to provide cleaning services for the building where your public body’s offices are located.

A complaint alleged that a member of a public body sat on the Appointment Panel for the recruitment of a new Chief Executive, despite being a close friend of one of the candidates. Having reviewed all evidence, including that given by witnesses at the Hearing, the Panel determined that there was no breach of the Code. This was because there was no evidence that the member’s association with, or connection to, the candidate in question went beyond a limited professional relationship or that they had engaged in any contact outside a work setting. The Panel concluded that a member of the public, with knowledge of these relevant facts, would not reasonably regard the member’s connection as being so significant that it would be considered as being likely to influence their discussion or decision-making. As such, the connection did not amount to an interest that would require to be declared for the purposes of Section 5 of the Code.

A member of a health board took part in a discussion about snagging issues in respect of the construction of a new hospital, despite having previously been engaged in a claim for legal damages against a subsidiary of the construction company, in respect of a private property. Having applied the objective test, the Panel determined that while the member had a connection to the company, this did not amount to a declarable interest. This was because the Panel did not consider that a member of the public, with knowledge of the relevant facts (being the fact that the legal dispute had concluded and was against a subsidiary company), would reasonably regard the member’s connection to the matter as being sufficiently significant as to be likely to influence her discussion on the snagging issues in her role as a member.

- 149** Section 3 of the Code sets out the very limited circumstances in which you would accept gifts and hospitality. As you must apply an objective test when deciding whether or not to accept any gift or hospitality being offered, it would be unusual for such a gift or hospitality to be so significant that it would constitute an interest.
- 150** When making a declaration of interest you only need provide enough information for those at the meeting to understand why you are making a declaration. For example, it may be sufficient to say: “*I declare an interest as my partner is a member of the organisation making the application*”. You might not necessarily need to provide details about how long your partner has been a member and in what capacity.
- 151** You must disclose or declare your personal interests both in formal and informal dealings with public body employees and other members, not just in formal board or committee meetings. This is an important consideration, especially when you are seeking advice or assistance from public body employees or other sources. You should not assume that employees and others will know or will remember what your interests are.
- 152** You should be mindful of the need to protect the confidentiality of another person’s business or financial interests when making a declaration of interest. You are only required to provide enough information to make it clear why you consider you have a clear and substantial interest.

A complaint alleged that a member took part in a discussion at a NHS Board meeting on review of child health and medical paediatric inpatient services at a local hospital, where a freedom of information (Fol) request and press coverage were considered. This was despite being aware that an Fol request had been submitted to the Health Board on behalf of his employer, who was a Member of the Scottish Parliament. The employer, who had an interest in retaining certain services under consideration, had previously raised the issue in the Scottish Parliament and had made public statements in the press. The Panel found that the member had failed to apply the objective test as, had he done so, he would have realised that in taking part in the discussion, where issues and concerns that were similar to those raised by his employer could be raised, a member of the public with knowledge of the relevant facts might reasonably conclude that he could be influenced by his employer. The Panel concluded that the nature of an employee / employer relationship could not reasonably been considered to be remote or insignificant. The member was found to have breached the Code.

A complaint alleged that a member had not declared an interest at a board meeting where reports were presented about the public body's contribution towards the funding of certain voluntary organisations, which included her employer. This was despite her employer having been mentioned specifically in reports considered at the meeting in question. It was found that the member should have applied the objective test, declared a non-financial interest and taken no further part in the discussions and decision-making at the meeting. She was found to have breached the Code.

A college board was considering a plan for the restructuring of the college's academic faculties. Though the exact details of the restructuring were not yet finalised, it was likely that the plan would result in a number of job losses. A board member, who had a close friend employed as a lecturer in one of the faculties potentially under threat by the restructuring, failed to declare that friendship as an interest. By failing to declare the interest, the Panel found that the member had breached the Code. Although it was not certain that the restructuring would have resulted in the loss of his friend's job, a member of the public, with knowledge of the relevant facts, could reasonably have regarded the member's friendship as being likely to prejudice the discussion and decision-making related to the restructuring.

Stage 3: Participation

Paragraph 5.6

- 153** If you decide that you should declare an interest, you should do so at the earliest opportunity. If you only realise a declaration is necessary when the discussion in respect of a matter is underway, you may wish to consider whether you should provide a brief explanation as to why you had not realised you had an interest at the outset of the meeting.
- 154** Thereafter, when the item is being considered, you should leave the room. It is not sufficient for you to retire to the back of the room or the public gallery. If the meeting is being held online, you should retire to a separate breakout room or leave and re-join after the discussion on the matter has concluded. It is not sufficient for you to turn off your camera and / or microphone for the duration of the matter.
- 155** You should not give anyone reason to doubt that you are no longer in any position to influence the outcome of deliberations on the relevant item either directly or indirectly. This means that you should refrain from contacting your member colleagues remotely (for example by email or text) while they are considering the item.

A member who was involved in a decision regarding whether to retain paediatric A&E services at a specific hospital, made a declaration of interest stating that their partner was a nurse in the A&E department in question. The member's declaration was noted and they were asked to leave the meeting, which was being held online. However, instead of fully leaving the online meeting, the member simply switched off their camera, meaning that they were still able to see and hear the proceedings. The member then sent WhatsApp messages to their colleagues on the board, outlining further arguments as to why the A&E services should be retained. The Panel found that the member had breached the Code.

Part of the agenda for a public body's board meeting dealt with consideration of a proposed memorandum of understanding between the public body and a university. At the outset of the board meeting, a member, who was also Chancellor of the university in question, declared an interest. When the agenda item arose, the member excused themselves from the board meeting and left the room, returning only when discussion of the memorandum had completed. The member's declaration, together with the fact they had left the meeting, was documented in the board minutes. The member had, therefore, acted in accordance with the Code.

- 156** Where the only interest is in relation to an item included in an agenda which is before the public body or one of its committees, for noting or formal approval, no declaration is required unless it is then decided that the item needs to be discussed or debated as a substantive issue.
- 157** You are reminded that, when considering whether a declaration of interest is appropriate or the effect of making a declaration in terms of the actions you are then required to take, you should refer to the full provisions of the Code. The Standards Commission has produced an Advice Note for Members on How to Declare Interests, which can be found at: <https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>.
- 158** You may wish to check that any declaration of interest you have made at a formal meeting is recorded in the minute with the relevant agenda item identified. For example: *"Ms A declared an interest in relation to the funding application at Agenda Item 16 as she is a director of the company making the application. Ms A therefore left the room and took no part in the discussion or decision-making on that item"*.

Paragraph 5.7

- 159** You may wish to think about whether you should indicate why you consider any connection you have to a matter does not amount to a declarable interest. This is particularly if you know that members of the public are aware of your connection, but where you suspect they may not have knowledge of all the relevant facts.
- 160** In those circumstances you might want to make a transparency statement. For example, you could state: *"I have a connection to this item by reason of... However, having applied the objective test I do not consider that I have an interest to declare. This is because..."*. If you think it would be helpful, you can ask the employees who are clerking the meeting to note your transparency statement in the minutes. Similarly, you may wish, for the sake of transparency, to state that you were offered, but turned down, a gift or hospitality.

Paragraph 5.8

- 161** The Standards Commission can consider requests for dispensations in certain circumstances, either from a member as an individual or to a class or description of members who are affected

by a particular category of interest.

162 Any application for a dispensation should be submitted either by email to enquiries@standardscommission.org.uk or by mail to the Executive Director, The Standards Commission for Scotland, Room T2.21, The Scottish Parliament, Edinburgh, EH99 1SP. Any application should detail all the relevant information, including the reasons why a dispensation is sought. Factors to consider before making the application include whether:

- it would be in accordance with both the spirit and intent of the Code to grant the dispensation; and
- you have provided sufficient reasons for the request, including what the effect or consequence would be if it was not granted.

163 The Standards Commission will respond as soon as practicable after receipt of all information, usually within 20 working days. Where an application for dispensation relates to a specific item of business, the Standards Commission will endeavour to respond before the meeting in question. However, Standards Commission Members work on a part-time basis, so this may not always be possible. As such, all applications should be submitted to the Standards Commission as soon as the relevant information / circumstances are known.

164 If a dispensation is granted, you should consider stating this at the meeting, and asking for this to be recorded in the minutes.

Paragraph 5.9

165 There is no definition for what may constitute a ‘frequent’ declaration of interest in terms of paragraph 5.9 of the Code, as this will depend entirely on the specific facts and circumstances of each case and how often the matter in which you have an interest is discussed by the public body. For example, declaring the same interest at four meetings of a public body that only meets on a quarterly basis might be considered ‘frequent’. However, this may not necessarily be the case if the public body met twice a month and discussed the same matter in which you have an interest at a few consecutive meetings.

SECTION 6: LOBBYING AND ACCESS TO BOARD MEMBERS

- 166** As a member, you will be approached by those wishing to make their views known. This is perfectly legitimate and should be encouraged, as it is important that individuals are able to engage with public bodies.
- 167** Paragraph 6.1 of the Code sets out some of the ways in which you, as a member, may be lobbied. For example, you may be lobbied by a service user on a personal issue, such as the service your public body is providing. You may be approached by someone seeking financial or other benefit from the public body, either by way of a contract for goods or services, or some form of licence or consent.
- 168** It is easy for the lines between these different types of approach to become blurred, particularly when you are dealing with casework or regulatory matters, such as planning or licensing. It is important to recognise, however, that the integrity and reputation of the public body's decision-making process depends on openness, transparency and following proper process. There is a risk that private meetings with lobbyists, particularly those that fall outwith the public body's procedures, and where employees are not involved, will undermine or could reasonably be perceived as undermining this.
- 169** Lobbyists can expect to deal with public body employees at certain stages of an application process. If you are seen as facilitating an approach outwith the normal process, there may be a perception that you have allowed the lobbyist special access to the decision-maker and that you are bypassing employees. As such, if you are approached by anyone about a pending decision of any kind, you should advise the employees who are dealing with the matter and give them all relevant information.
- 170** Paragraph 6.5 of the Code notes that if you have concerns about the approach or methods used by any person or organisation in their contacts with you, you can seek the guidance of the Chair, Chief Executive or Standards Officer. You can also seek advice from a colleague or external advice, as you deem appropriate.
- 171** Discussing the information you have received from lobbyists with employees will give you an opportunity to establish if it is something that they were not aware of and / or if it is relevant to any decision you will be making. It may be that lobbyists will present information in a way that is favourable to their case, but which does not give the complete picture. Employees can give you professional advice on what may or may not be a relevant consideration in respect of any decision you will be making.
- 172** Even if you do not make casework or regulatory types of decisions, there are still likely to be issues under the Code that you will need to consider. In particular, it would be a breach of the Code for you to lobby employees who are making decisions on casework or contracts, either on your behalf, or on behalf of others.

Service User Enquiries

- 173** As a member of a public body, you have a representative role and, as such, may be approached by service users. Allowing service users to advise you of their views, including any concerns, helps ensure the public body is perceived as being open, accessible and responsive to the needs of the public. When you respond, you should be mindful of the need to treat everyone with respect, and to otherwise promote the key principles outlined in Section 2 of the Code. In some cases, however, you may feel that there is nothing further to be gained by responding to a service user

and that you are not able to help them further. In those circumstances, you should politely inform the service user that is the case.

- 174** You are entitled to raise a service user's enquiry with the relevant employee, although you should, at all times, follow your public body's policies on the processing of personal data. You can ask questions about how a service has been delivered, and can seek information on progress on behalf of a service user, but you should be careful not to stray into operational management (for more advice on this, please see the Standards Commission's Advice Note for members on distinguishing between their strategic role and any operational work, which can be found at: <https://www.standardscommissionscotland.org.uk/education-and-resources/professional-briefings>).
- 175** You should be aware of the distinction between a service user's request for service (or for information about a service), and a complaint about a service received. In the latter case, you should recommend that the service user makes use of the public body's formal complaints procedure, as this enables common patterns of complaint to be identified, and enables a complainer to escalate their complaint to the [Scottish Public Services Ombudsman](#), if necessary and as appropriate.
- 176** Inevitably there will be occasions where the service user looking for your help is also a public body employee. While they are entitled to do so as a private individual in the same way as any other service user, you should decline to get involved in anything which relates to their status as an employee (such as performance or attendance management). You are a member of the organisation that employs them, and employment matters should be handled by their line manager or their union representative, as appropriate.

Lobbying

- 177** Paragraph 6.7 of the Code notes that it is important that you understand the basis on which you are being lobbied in order to ensure that any action taken in connection with a lobbyist complies with the standards set out in the Code and the [Lobbying \(Scotland\) Act 2016](#). This Act aims to increase public transparency about lobbying and defines particular types of communication as 'regulated lobbying'. From 12 March 2018 anyone who engages in regulated lobbying must record details of their activities on a Lobbying Register website. Regulated lobbying only involves lobbying when it takes place face-to-face with:
- Members of the Scottish Parliament;
 - Members of the Scottish Government (including the Scottish Law Officers); and
 - Junior Scottish Ministers; the Permanent Secretary of the Scottish Government; and Scottish Government Special Advisers.
- 178** Private meetings with lobbyists - whether professional lobbyists or members of the public seeking your support - can undermine public trust in decision-making processes. It can also have consequences for the lobbyist. For example, a private meeting could disqualify them from the tender process if they are bidding for a public body contract. Private meetings can also involve offers of hospitality, which could lead to a breach of the gift and hospitality provisions at paragraphs 3.13 to 3.21 of the Code.
- 179** If you are approached by a lobbyist, it is likely that they are seeking your involvement as a lobbyist in turn, whether as a decision-maker or otherwise. It is important to recognise that there is a difference between lobbying on behalf of a commercial or personal interest, and lobbying for a policy change or benefit which affects a group of people, a community, or an organisational

sector. You should always consider what will benefit the public body and its service users as a whole, not just any narrow sectoral interest.

- 180** You must not, in any case, accept any paid work in which you give advice on how to influence your public body. An example of a breach of the Code in this regard could be if a member of the Standards Commission provided paid consultancy services to a political party in respect of how to best respond to complaints and represent its members at Hearings convened to consider potential breaches of Codes.
- 181** In all situations, care is needed. You should be guided by the Code and, in particular, consider:
- could anything you do or say be construed as you having been improperly influenced to take a particular stance on an issue;
 - are you giving, or could you be perceived as giving, preferential access to any one side of an argument;
 - when seeking information on the progress of a case or particular matter are you doing so in a factual way or could you instead be perceived as making representations or lending support; and
 - are you reaching your own view on a matter having heard all the relevant arguments and evidence (including the guidance of public body employees), and not simply agreeing or complying with any view expressed by your member colleagues.
- 182** If you choose to be an advocate for or against a particular cause, you will forfeit your right to be a decision-maker in regulatory or quasi-judicial decisions concerning that cause. If you are approached, you can listen to views expressed but you must make it clear that you cannot lend support or make a decision until the appropriate meeting, when you have heard and considered all relevant and material evidence and information. However, you can:
- advise employees of the representations you have received;
 - assist service users in making their views known to the relevant employee;
 - seek factual information about the progress of a case; and / or
 - advise those that are lobbying who they can contact (being the relevant employee).

A board member introduced a change to her public body's funding application policy, which was subsequently approved by the board. Following board approval, a service user sent the member an email complaining about the policy change. The member referred the service user's email to the Chief Executive for an employee response. The service user complained that the member's failure to respond indicated that she did not want to engage with him and had denied him access. The Panel noted, however, there was no specific obligation under the Code for individual members to respond to all who seek to lobby them. The Panel considered that the member had acted appropriately in referring the email to the Chief Executive so that the appropriate employee could respond. As such, it determined that the complaint did not amount to a breach of the Code.

A complaint alleged that a councillor had been involved in a 'secret' meeting with some local residents. The outcome of the meeting resulted in a Traffic Regulation Order (TRO), which ultimately led to the introduction of parking restrictions. The complainer alleged that, by attending the meeting, the councillor had failed to be accessible to the public and had demonstrated bias in favour of some residents. It was established, however, that the councillor had been accompanied at the meeting by an officer from the Council's Roads Services. No evidence was found that the councillor had indicated support for or against the making of the TRO, and as such his conduct did not give rise to a breach of the Code.

A complaint alleged that a Health Board member had held an individual meeting with a supplier of medical equipment, despite knowing that the supplier was involved in an ongoing tender process. The

member met with the supplier alone, without taking an employee of his public body, and without informing his board in advance that he was meeting the supplier. At the next meeting of the board, the tender applications were discussed and the supplier in question was awarded the contract. The Panel found that by meeting with the supplier alone and by subsequently taking part in the discussions and decision-making over the tender, the member had breached the Code. It was likely that a member of the public, with knowledge of the relevant facts, would perceive that the member had offered preferential treatment to the supplier compared to the other suppliers involved in the tender.

A member of a board involved in the provision of grant funding accepted payment from a lobbying organisation. At a subsequent board meeting, convened to discuss and decide upon a round of funding, the member posed a number of critical questions and made derisive comments regarding the majority of the funding applicants. The member did not, however, criticise or comment upon an application for funding by a body that transpired to be a client of the lobbying organisation. The Panel found that by accepting the payment from the lobbying organisation, the member had breached the Code and, further, that it was clear from his actions in the board meeting that, in return for the payment, he was attempting to accord preferential treatment to the lobbying organisation's client.

ANNEX A

BREACHES OF THE CODE

Hearings

183 The Standards Commission, after receiving a report from the Ethical Standards Commissioner, (ESC), can decide to hold a Hearing (usually in public) to determine whether a breach of the Code has occurred and, if so, to determine the appropriate sanction. A policy outlining the factors the Standards Commission will consider when making such a decision on a report referred by the ESC can be found at: <https://www.standardscommissionscotland.org.uk/cases>.

184 Details of the procedures followed at a Standards Commission's Hearing are outlined in its Hearings Process Guide and Rules, which can be found at: <https://www.standardscommissionscotland.org.uk/cases/hearing-rules>. In certain circumstances and following the agreement of parties involved in the Hearing, the Standards Commission may use an Abbreviated Hearing Process.

Sanctions

185 [Section 19 of the Ethical Standards in Public Life etc. \(Scotland\) Act 2000](#) (2000 Act) obliges a Hearing Panel to impose a sanction. This can be either a censure, suspension, or removal from the board and disqualification:

Censure: A censure is a formal record of the Standards Commission's severe and public disapproval of the member.

Suspension: This can be a full or partial suspension (for up to one year). A full suspension means that the member is suspended from attending all meetings of the public body. A partial suspension means that the member is suspended from attending some of the meetings of the public body. In imposing a suspension on a member, the Standards Commission can direct that any remuneration or allowance deriving from membership of the body that would be payable to the member be not paid or be reduced.

Disqualification: Disqualification means that the member is removed from their membership and disqualified from membership of the body for the period determined (which can be up to five years). In circumstances where the member is also a councillor, or a member of another devolved public body, the disqualification may extend to that member's status as a councillor or member of the other devolved public body.

186 The Standards Commission's policy outlining the factors a Hearing Panel will consider when making a decision on the sanction to be imposed can be found at: <https://www.standardscommissionscotland.org.uk/cases/hearing-rules>.

Interim Suspensions

187 Section 21 of the 2000 Act gives the Standards Commission power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. A policy outlining the Standards Commission's approach to interim suspensions can be found at: <https://www.standardscommissionscotland.org.uk/cases/details-of-alleged-breach>.

188 The decision to impose an interim suspension should not be seen as a finding on the merits of a complaint, nor as a disciplinary measure.



Standards Commission for Scotland

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Inverness College UHI Board of Management

Register of Interests

Name

Date Submitted

Date of joining the Board

I confirm that this information is true and correct.

Signed:

Item 06

Appendix 4

Registerable Interest	Description of Interest	Registered Interest
<p><u>Category One: Remuneration</u> (refer to clauses 4.4 – 4.12 of Code of Conduct)</p> <p><i>Please note that any remuneration received as a Board Member of this specific public body does not have to be registered.</i></p>	<p>A description, but not the value, of any work for which you receive remuneration or an allowance by virtue of being:</p> <ul style="list-style-type: none"> • Employed; • Self-employed. • The holder of an office; • A director of an undertaking; • A partner in a firm; • Appointed or nominated by my public body to another body; • Involved in undertaking a trade, profession, vocation or any other work; <p>Please detail the full name of the business, the nature of the business and the nature of the post which you hold within the business. Where applicable you may also detail how often any work is undertaken.</p> <p><i>Any positions which are not remunerated will not require to be registered here and registration of a pension is not required as it falls outside the scope of this category.</i></p>	

Item 06 Appendix 4

Registerable Interest	Description of Interest	Registered Interest
<p><u>Category Two: Other Roles</u> (refer to clauses 4.13 – 4.14 of Code of Conduct)</p>	<p>A description of any unremunerated directorships where:</p> <ul style="list-style-type: none"> the body in question is a subsidiary or parent company of an undertaking in which I hold a remunerated directorship. <p>Please provide details on the registered name of the subsidiary or parent company or other undertaking, the nature of its business and its relationship to the company or undertaking from which you are a Director and from which you receive remuneration.</p>	
<p><u>Category 3: Contracts</u> (refer to clauses 4.15 – 4.16 of Code of Conduct)</p>	<p>A description of where, you, a firm which you are a partner, an undertaking where you are a director, or where you have shares of a value which is greater than 1% of the issued share capital of the undertaking or is greater than £25,000, have made a contract with the College under which goods or services are to be provided, or where works are to be executed and have not yet been fully discharged.</p> <p>Please provide a description of the contract and its duration but exclude the value.</p>	

Item 06 Appendix 4

Registerable Interest	Description of Interest	Registered Interest
<u>Category Four: Election Expenses</u> <u>(refer to clause 4.17 – of Code of Conduct)</u>	A description of and statement of any assistance towards election expenses relating to election to a public body (this is not applicable in the case of the College).	
<u>Category Five: Houses, Land and Buildings</u> <u>(refer to clauses 4.18 – 4.19 of Code of Conduct)</u>	A description of any rights of ownership or other interests that may be significant to, of relevance to, or bear upon, the work or operation of the Board. <i>The objective test should be applied when deciding whether any interest should be registered.</i>	
<u>Category Six: Interest in Shares and Securities</u> <u>(refer to clause 4.20 – of Code of Conduct)</u>	A description of: <ul style="list-style-type: none"> • where there is ownership or an interest in more than 1% of the issued share capital of a company or other body • Where the market value of any shares and securities (in any one specific company or body) owned or have an interest in is greater than £25,000. 	

Item 06 Appendix 4

Registerable Interest	Description of Interest	Registered Interest
<u>Category Seven: Gifts and Hospitality</u> <u>(refer to clause 4.21 – of Code of Conduct)</u>	<p>Due to the requirements of paragraphs 3.13 to 3.21 regarding gifts and hospitality no acceptance of gifts or hospitality, other than under the limited circumstances allowed will be undertaken.</p>	
<u>Category Eight: Non-Financial Interests</u> <u>(refer to clause 4.22 – of Code of Conduct)</u>	<p>A description of any relevant interests, membership or holding office in:</p> <ul style="list-style-type: none"> • Other public bodies • Companies • Clubs • Societies • Organisations • Trade Unions • Voluntary Organisations <p><i>The objective test should be applied when deciding whether any interest should be registered.</i></p>	

Item 06
Appendix 4

Registerable Interest	Description of Interest	Registered Interest
<u>Category Nine: Close Family Members</u> <u>(refer to clause 4.23 – of Code of Conduct)</u>	A description of any close family member who has or is likely to have transactions or do business with the College.	

Subject/Title:	ABC Gardens Update and Contract Strategy
Author: [Name and Job title]	Derek Cowie, Procurement Manager Kelly MacKenzie, ICT Project Manager
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	09 March 2022
Brief Summary of the paper:	<p>The ABC Gardens Contract Strategy which will be used in the planning stage of the procurement process. This strategy identifies risks, pricing strategy, procurement routes, evaluation methodology and criteria, tender considerations and scoring methodology.</p> <p>The Strategy also provides an overview of the project with regards its current status and the team roles and responsibilities.</p> <p>The Strategy was taken to the Finance and General Purposes Committee on 17 March who supported the project aims but raised reservations over the level of funding being sought from third parties. The Finance and General Purposes Committee recommended that this be taken to the Board of Management for a full discussion and to seek views of all members on the strategy.</p>
Action requested: [Approval, recommendation, discussion, noting]	Discussion and Approval.

Link to Strategy: Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	New Opportunity/Change		
Resource implications:	Yes / No If yes, please specify: Procurement Costs/Cost of Contract		
Risk implications:	Yes / No If yes, please specify: Operational: Risk associated with delays to timelines, increasing cost of materials – increased costs to budgets. Organisational:		
Equality and Diversity implications:	Yes/No If yes, please specify:		
Student Experience Impact:	Yes/No If yes, please specify: Will provide students with the opportunity to gain SQA Qualification.		
Consultation: [staff, students, UHI & Partners, External] and provide detail			
Status – [Confidential/Non confidential]	Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)	Y	Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Subject/Title:	Terms of Reference
Author: [Name and Job title]	Lisa Ross Board Secretary
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	22 March 2022
Brief Summary of the paper:	<p>Terms of Reference for the following Committees:</p> <ul style="list-style-type: none"> a) Board of Management b) Chairs c) Search and Nomination d) Performance Review and Remuneration e) Audit f) Finance and General Purposes g) HR h) Learning, Teaching and Research i) Estates Legacy Project Board <p>These terms of references have been updated to ensure that:</p> <ul style="list-style-type: none"> • All include a clarification of the members in attendance. • All include an update with regards deputies. • There is consistent language through all Terms of Reference.
Action requested: [Approval, recommendation, discussion, noting]	Approval

Item 08

Link to Strategy: Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Governance Compliance		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:		
Equality and Diversity implications:	Yes/No If yes, please specify:		
Student Experience Impact:	Yes/No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail	N/A		
Status – [Confidential/Non confidential]	Non-Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	Yes		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

Further guidance on application of the exclusions from Freedom of Information legislation is available via

<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Board of Management Terms of Reference

Membership

The membership of the Board will be as determined by Schedule 2 to the Further and Higher Education (Scotland) Act 1992 as amended by the Post 16 Education (Scotland) Act 2013

Our membership is made up as follows:

- Up to 13 Non-Executive Members
- Principal of the College
- Teaching Staff Member Representative
- Support Staff Member Representative
- 2 x HISA Representatives

Co-opted members can attend the Board of Management Meeting but do not make up the membership of the Board.

The Vice Chair of the Board or another nominated member of the Board of Management, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

One half or fifty percent of the actual membership of the Board. Ordinary members must be in a majority at the meeting.

Frequency of Meetings

The Board shall meet no less than four times each year.

Specific

The Board has overall strategic responsibility for ~~overseeing~~ developing, monitoring and enhancing the business of the College, determining its future direction and fostering an environment in which the College mission is achieved and the potential of all learners is maximised.

The Board of Management must ~~ensure~~ monitor and observe compliance with the statutes, ordinances and provisions regulating the College and its framework of governance and, subject to these, take all final decisions on matters of fundamental concern to the College.

The following items are retained for approval by the Board, upon advice from or recommendation by the relevant Committee where appropriate and may not be delegated:

Whilst initial discussion or consideration may take place by Committees or individuals, the Board reserves its authority with regard to the undernoted matters:

1. ~~determining~~ Support and enhance the development and implementation of the objectives of the Board

Item 08a

2. final approval of the College's Strategic Plan and Regional Outcome Agreement
3. approval of the year-end annual report and accounts
4. approval of the annual budget
5. final consideration of the Annual Audit Report
6. approval of the strategic risk register
7. acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
8. appointment and removal of the Principal
9. appointment and removal of the Board Secretary (in accordance with paragraph D.13 of the Code)
10. approval of the Students' Association constitution and the election regulations for student officers
11. delegation of functions of the Board including remits of Committees and this Scheme of Delegation
12. the making, amendment and revocation of the Standing Orders of the Board.

Chairs Committee Terms of Reference

Membership

The Chair and Vice Chair of the Board of Management, the Chairs of each of the Standing Committees of the Board, namely Audit, Human Resources, Learning, Teaching and Research and Finance and General Purposes, the Senior Independent Member and the Principal who is a member *ex officio*.

The Vice Chair of each of the Standing Committees, may deputise in the absence of the Chair of that Committee and a member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

~~Review~~ **Consider** the membership of the Board's Standing Committees and the overall effectiveness of the Board's Committee Structure and **develop and** recommend to the Board any amendments or additions considered appropriate.

Support and enhance the development and implementation of:

- **effective self-evaluation of the Board, its members, its Standing Committees and its Chairs.**
- **the annual Board development day programme.**
- **the ~~planning of the~~ Board's training and development programme.**
- **the Board's stakeholder engagement.**

At the special request of the Board, to **receive and** consider matters of special interest which are not within the remit of another Standing Committee.

To ~~exercise~~ **support, scrutinise and enhance** the functions of the Board in any cases of urgency of which the Chair of the Board, the Vice Chair or the Chair of a Standing Committee or the Senior Independent Member shall be the judge and where it is not practicable to convene a meeting of the Board of Management.

**Search and Nomination Committee
Terms of Reference**

Membership

The Chair and Vice Chair of the Board of Management, the Chairs of each of the Standing Committees of the Board, namely Audit, Human Resources, Learning, Teaching and Research and Finance and General Purposes, and the Senior Independent Member.

The Vice Chair of each of the Standing Committees, may deputise in the absence of the Chair of that Committee.

The Principal shall be excluded from membership of the Committee.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet as and when required.

REMIT

The Search and Nomination committee shall

1. Consider the skills matrix of current Board Members to determine the skills and experience required of prospective members
2. Agree which Inverness College **Non-Executive Board** members should be on the Selection Panel
3. Ask UHI to identify members of the University Court and confirm the recommendation by the committee of an independent person to join the Selection Panel
4. In consultation with UHI:
 - a. agree a timetable for the recruitment and selection process.
 - b. Agree the various forms of advertising to be used to ensure the college meets the College Sector Board Appointments: 2014 Ministerial Guidance and the requirements of the Public Sector Equality Duty
 - c. Agree the key information to be included in the advertising material.

Role of UHI as the Regional Strategic Body

UHI as the Regional Strategic Body has the **overall** responsibility for appointment of the Chair and non-executive board members to the Board of Management of Inverness College UHI.

The UHI Court has delegated responsibility for the recruitment and selection of the Chair of the Board and non-executive board members to a Selection Panel. The membership of the Selection Panel will be as follows:-

Appointment of the Chair of the Board of Management (5 members)

- Member of the University Court
- Chair of the Regional Strategic Committee
- The Chair of the Board of Inverness College
- Board Member of Inverness College UHI
- Independent person

Non-Executive members (4 members)

- Member of the University Court
- The Chair of the Board of Inverness College
- Board Member of Inverness College UHI
- Independent person

Performance Review and Remuneration

Committee Terms of Reference

Membership

The Chair and Vice Chair of the Board of Management, the Chairs of each of the Standing Committees of the Board, namely Audit, Human Resources, Learning, Teaching and Research and Finance and General Purposes, and the Senior Independent Member.

The Vice Chair of each of the Standing Committees, may deputise in the absence of the Chair of that Committee and a member of the Executive Management Team may attend in the Principal's absence.

There shall be no co-option to the Committee.

The Chair of this Committee must be a member of the Human Resources Committee, and the Chair of the Human Resources Committee must be a member of this Committee.

The Chair of the Board of Management may not Chair this Committee.

The Committee may be attended, at the invitation of the Chair by members of the College's academic and support staff or by external advisers. The purpose of such an invitation will be to provide specialist information and advice to assist the Committee in its deliberations. Individuals attending on this basis may not vote on any decision made by the Committee.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet at least twice each year.

Remit

The Committee shall **consider, support, scrutinise and implement** the remuneration package and conditions of service, and any changes thereof, of the College Principal and the Executive Management Team (EMT) as is considered appropriate, taking into account that the Principal and the EMT should be fairly rewarded for their individual performance and contribution to the College's overall performance **and observing, recognising and considering the following**:

1. In terms of EMT remuneration, where the College stands in relation to other comparable institutions in the sector **ensuring consideration** is given to organisations of a similar size and the local market;
2. The Scottish Government's approach to remuneration in the public sector;
3. The relationship between the remuneration of the EMT and that of other employees of the College
4. The benefits granted to the EMT; and
5. The adequacy of pension arrangements and **recognise** the cost implication of pension arrangements including the pension effect of remuneration.

ITEM 08d.

The Committee shall support, scrutinise and enhance the development and implementation of review the annual appraisal of the Principal and Chief Executive by the Chair of the Board and ~~review~~ consider and observe the Principal and Chief Executive's continuing professional development.

One member of the Board of Management shall represent the Board on the interview panel for EMT appointments.

The Committee shall consider, support and enhance such other matters relating to the Board of Management which the Chair shall from time to time determine, in particular in relation with consideration given to severance payments.

The Committee ~~should~~ shall support, scrutinise and endorse any proposals for severance payments to EMT and any exceptional settlements, which will require to be formally notified to the Board of Management.

Audit Committee Terms of Reference

Membership

Not less than 5 members of the Board of Management.

At least one member of the Committee should have recent and relevant experience in finance, accounting or auditing.

Co-opted members can sit on the Committee.

Board members not eligible for appointment are the Chair of the Board, the Principal, members elected by the teaching and non-teaching staff of the college and the persons appointed by the Students Association.

No member of the Finance and General Purposes Committee shall also be a member of the Audit Committee

The Chair of the Board and the Principal may be invited to attend meetings.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Membership of the Committee should satisfy the requirements of the SFC Code of Audit Practice, and / or other appropriate guidance, as may be directed by the Board of Management.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee will meet no less than four times each year.

Remit

The Committee **has overall strategic responsibility for developing, monitoring and enhancing** ~~remit is to review and monitor~~ the following aspects of the College's operations, and to advise the Board appropriately on:

1. The comprehensiveness, reliability and integrity of assurance of the governance and management of the College.
2. The comprehensiveness, reliability and integrity of assurance of the risk management and business continuity of the College.
3. The comprehensiveness, reliability and integrity of the College's financial management and other internal control and management systems.
4. The effectiveness of arrangements for safeguarding the assets of the College and the public funds at its disposal.
5. The economy, efficiency and effectiveness of the College's activities,

ITEM 08e

- including value for money.
6. The effectiveness of the corporate governance and conduct of the College operations.
 7. All aspects of the provision of an effective Internal audit service.
 8. All aspects of the provision of an effective External audit service
 9. Public interest disclosure (whistle-blowing) arrangements.

Specifically, the Audit Committee shall:

1. ~~Receive updates~~ **Monitor, develop, enhance** and review the contents of the risk register maintained by the College.
2. **Receive, consider and discuss** ~~Review~~ the reports submitted by the College's Internal Auditors and ~~receive progress~~ reports from College Management on the Internal Audit recommendations.
3. Jointly with the Board's Finance and General Purposes Committee **support, challenge and enhance the development and implementation of** ~~review~~ the annual report of the College's external auditors and the associated College financial statements on which that report is based
4. ~~Prepare~~ **Support, challenge and enhance the development** of an annual report for the Board of Management which once approved will be shared with the Head of Internal Audit at University of the Highlands and Islands.
5. Sit privately without any non-members present for all or part of the meeting if it so decides. The Committee will meet privately with the internal and external auditors at least annually.
6. The Audit Committee shall conduct its business in accordance with the requirements of any guidance and/ or codes of practice issued from time to time by the SFC and/ or any other relevant statutory or regulatory authority, as directed by the Board of Management.
7. The Audit Committee will ~~ensure~~ **observe** that the University of the Highlands and Islands are provided with appropriate updates and access to all papers and business to ensure that they are appraised of all aspects being monitored by the Committee.

Finance and General Purposes Committee - Terms of Reference

Membership

Not less than five Members of the board of Management including the Chair and Principal who are members *ex officio*.

Co-opted members can sit on the Committee.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall **strategic** responsibility (within the Financial Memorandum between the College and the Regional Strategic Body) for **developing, monitoring and enhancing** the direction and oversight of the College's financial affairs.

The Committee has **strategic** responsibility for **developing, monitoring and enhancing** the College's existing buildings and estates.

The Finance and General Purposes Committee shall:

1. Monitor, **develop and enhance** the financial position of the college and report to the Board on any necessary action.
2. ~~To Receive, and consider~~ **and discuss** information on non-core grant supported activity including international student and business development activities
3. ~~Keep the~~ **Support, monitor, challenge and observe the review** of the College Financial Regulations ~~under review.~~
4. ~~Review, approve and monitor~~ **Support, challenge and enhance the development and implementation** of the College's finance and estates strategies and associated plans, and ~~to submit~~ appropriate reports and recommendations to the Board.
5. **Support, challenge and enhance the development and** review of the effectiveness of financial management and controls within the College.
6. Receive, **consider, discuss** and approve the annual revenue and capital budgets and final accounts for recommendation to the Board.
7. ~~Make~~ **Support, challenge and enhance the development** of recommendations to the Board regarding the level of tuition fees and other charges.
8. Monitor, **support, challenge and observe** student recruitment and any

- actions identified.
9. Approve the write-off of bad debts in accordance with both the limits set in the Scheme of Delegation and the authority which the Committee has delegated to the EMT in respect of bad debts.
 10. ~~Consider, and contribute to,~~ Support, challenge and enhance the development and implementation of the overall risk management strategy of the college.
 11. ~~Ensure~~ Monitor and observe compliance with relevant College policies and financial statutory and regulatory requirements;
 12. Consider and report on Shared Services in so far as they relate to the provision of such services under the remit of this committee
 13. Consider and report on issues of procurement giving consideration to value for money
 14. Consider and recommend to the Board on all matters relating to the operation of the Arms Length Foundation
 15. Ensure that the college's existing buildings and estates are fit for purpose and are maintained to an appropriate standard, meeting all relevant regulatory requirements including the effective provision of Health and Safety arrangements to meet all legislative requirements.
 16. Consider and report on any other financial matters which the Board may delegate or refer from time to time.
 17. Data Protection arrangements.

Human Resources Committee Terms of Reference

Membership

Not less than five Board Members, including the Chair and Principal who are members *ex officio*.

Co-opted members can sit on the Committee.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair. A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall strategic responsibility for developing, monitoring and enhancing the direction and oversight of all personnel matters relating to the function of the Board of Management as employer of the College's staff.

The Committee shall oversee support, scrutinise and enhance the development and auditing of all human resource strategies and work streams and this shall include:

1. The development and implementation of the Organisation and Professional Development Strategy, Annual Action Plan and the monitoring of actual performance against KPIs.
2. The development and implementation of human resources measures surrounding turnover, absence, diversity and teaching qualifications
3. Ensuring Monitor and observe that the College has appropriate succession plans in place for senior management, teaching and support staff
4. Reviewing Receive, consider and discuss all Human Resource policies within the College.
5. Overseeing Support, scrutinise and enhance the provision of occupational health support, the provision of legal services and consideration of legal guidance provided to us, the provision of computerised human resources systems and a Job Evaluation system.
6. Monitoring, develop and enhance progress with regards Equality, Diversity and Inclusion through our Equality Impact Assessments, our Equality Outcomes and our Mainstreaming Report.
7. Monitoring, develop, enhance and observe ensuring that the College provides appropriate Staff training and development.
8. Ensuring Develop, enhance and observe that the College has in place an effective Performance Management framework which is received, considered and discussed monitored through regular statistical reports to the Committee.
9. Ensuring Support, scrutinise, enhance and observe that appropriate arrangements are in place for effective dialogue with trade unions
10. Ensuring Support, scrutinise, enhance and observe that pay and conditions of

Item 08g.

employment are properly determined and that pension arrangements are monitored and observed.

11. Ensuring Support, scrutinise, and observe that the college is operating within all legal requirements relating to employment law and other legislation affecting employment
12. Ensuring Support, scrutinise and enhance the development and implementation of appropriate arrangements are in place to provide assurance of the effective and respectful working relations across the EMT and the wider staff body

Learning, Teaching and Research Committee Terms of Reference

Membership

Not less than five members of the Board, including the Principal *ex officio*, the Teaching Staff Representative and the Student Representatives.

Co-opted members can sit on the Committee.

The Vice Chair of the Committee or another nominated member of the Committee, may deputise in the absence of the Chair.

A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members of the Committee entitled to vote upon the items before the meeting.

Frequency of Meetings

The Committee shall meet no less than four times each year.

Remit

The Committee has overall strategic responsibility for developing, monitoring, and enhancing the direction and performance of learning, teaching and research at the College as part of delivering excellence in the overall student experience, research and impact.

The Learning, Teaching and Research Committee shall:

1. Support, challenge and enhance the development and implementation of the various strategies aligned to the committee and monitor their performance against targets.
2. Observe and recognise trends in education and research and recommend specific areas of focus for the College.
3. Engage with the progress of the annual **HISA** Partnership Agreement.
4. Monitor data relating to the student experience and performance at the College.
5. Ensure that the college continues to maintain and improve the quality of its provision and supports lecturers in delivering excellent learning and teaching in line with the [GTCS Professional Standards for Lecturers in Scotland's Colleges](#)
6. Monitor, develop and enhance the College's preparedness for the ongoing, external scrutiny of its provision.
7. Monitor, develop and enhance the Curriculum to ensure that the College meets the needs of students, stakeholders and the local community and is responsive to opportunities.
8. Receive, consider and discuss information on research activity in the college including Research Excellence Framework (REF), funding, curriculum support, student journey, professional development for staff and stakeholder engagement.
9. Receive regular reports from the Students Association and provide support to

Item 08h.

- the college in order to respond to student concerns.
10. Observe, recognise and encourage sharing from both staff and students of emerging good practice across various aspects of provision at the College

Estates Legacy Project Board – Terms of Reference

The Estates Legacy Project Board shall continue to conduct business only for so long as it is considered necessary after all legacy projects have been completed and a post implementation review is provided and reported to the Board of Management.

Membership

Chair of the Board of Management (Chair)

Principal

Up to five other **Non-Executive** Board members*

Chief Operating Officer and Secretary UHI

*To **This should** include at **least** one member from the Audit Committee and one member from the Finance and General Purposes Committee

External membership of the Committee will include representatives from SFT, SFC and Gardiner Theobald.

The Vice Chair of the Board of Management or another nominated member of the Board of Management, may deputise in the absence of the Chair. A member of the Executive Management Team may deputise in the Principal's absence.

Quorum

Three members entitled to vote upon the items before the meeting.

Frequency of Meetings

The Project Board shall meet in accordance with business requirements and the project deliverables.

Reporting

Minutes from Project Board meetings will be available to all Board Members within the Board of Management papers. All substantive matters will be reported to the Board of Management as part of the agenda when and where required.

Remit

The Project Board will ~~monitor~~ **develop, monitor and enhance** progress on the sale of the Longman Disposal ~~and the New Campus Water Claim~~ on behalf of the Board of Management, and make decisions within the Project Board's delegated authority.

Responsibilities – Longman Site

- ~~Overseeing~~ **Support and enhance the development and implementation** of the sale of the Longman site on behalf of the Board of Management.
- Maintaining visible and sustained strategic commitment to the delivery of the sale of the site.
- ~~Seek and review~~ **Receive, consider and discuss** reports from the Project Manager.
- ~~Ensure that~~ **Support and enhance the development and implementation** of communication and consultation strategies ~~are in place~~ for the Project.
- ~~Monitoring of~~ **Monitor, discuss and observe** the holding cost report.
- ~~Ensure~~ **Support and enhance the development and implementation of** ~~that a post-implementation review is provided and reported this to the Board of Management.~~

Responsibilities – New Campus Site

- Continued oversight **Support and enhance the development and implementation** of the Estates Strategy as it relates to the campus.
- ~~Ensure that communication and consultation strategies remain in place with regards the water claim.~~
- ~~Monitor the risk register with regards the water claim~~
- ~~Monitor regular budget reports.~~
- To consider **Support and enhance the development and implementation of** any necessary changes and make recommendations to the Board of Management.
- ~~Ensure that a post-implementation review is provided and reported to the Board of Management.~~

Delegated Authority

The Project Board shall have **overall strategic** authority to make commitments on behalf of the Board of Management, including but not limited to matters that have received Board approval in principle.

For the sale of the Longman site this would include specifically, but not exclusively:

- Selection of a preferred bidder following marketing of the site.
- ~~Conclude~~ **Conclusion of** any contracts of sale or purchase as previously approved by the Board.

For the water claim at the New Campus site this would include specifically, but not exclusively:

- ~~Conclude~~ **Conclusion** of any contracts of sale or purchase as previously approved by the Board.
- ~~Ensuring~~ **Monitoring and observing** that all final stages of the build were completed to the expected specification.

Subject/Title:	OSCR Return for 2020-21
Author: [Name and Job title]	Lisa Ross Board Secretary
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	24 March 2022
Brief Summary of the paper:	To provide the Board of Management with the draft return to be submitted to the Office of the Scottish Charity Regulator (OSCR) in respect of the College financial year 2020-21. The deadline for submission to OSCR is 30 April 2022.
Action requested: [Approval, recommendation, discussion, noting]	Approval for this information to be submitted to OSCR along with a copy of the signed Annual Accounts.

Item 09

Link to Strategy: Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Compliance – OSCR Regulations		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational: Risks associated with not submitting this information within the deadline.		
Equality and Diversity implications:	Yes/ No If yes, please specify:		
Student Experience Impact:	Yes/ No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail	N/A		
Status – [Confidential/Non confidential]	Non-Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	Yes		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

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<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp> and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

Section A (continued)

1. Accounting Reference Date

31/07/2021

2. Gross Income

* 29224520

3. Gross Expenditure

* 29366865

4a. Does your charity publish its annual reports and accounts on its website?

* Yes

4b. Copy & paste the link to your published accounts here<https://www.inverness.uhi.ac.uk/about-us/board-of-management/>**5. Your charity's purpose, according to the Scottish Charity Register is**

The advancement of education; The advancement of health; The advancement of civic responsibility or community development; The advancement of arts, heritage, culture, or science; The advancement of public participation in sport.

6. In order to achieve this purpose, does your charity do any of the following? Please select all that apply

- * ☐ Provide grants or donations to others
- ☒ Deliver services and / or hold meetings/sessions and / or undertake activities/events
- ☐ Undertake religious activities
- ☒ Provide facilities
- ☐ Campaign
- ☐ Other
- ☐ None of the above

i If you select 'Other' in 6, please explain further (maximum 150 characters)**i 7. Does your charity receive income from investments (excluding bank interest but including income from stocks, shares, bonds etc.)?**

* No

i 8. Total Number Of Charity Trustees

* 18

i 9. Total Number Of Paid Staff

* 376

i 10a. Does your charity have children and/or vulnerable adults as beneficiaries?

* Yes

i 10.b If yes, can you confirm that your charity has appropriate policies in place to protect these vulnerable individuals?

Yes

i 10.c If you do not have appropriate policies, please explain how you plan to resolve this?

Section B

B.1 When did the charity trustees last look at and consider the content of the charity's governing document?

* In the last 12 months

B.2 In the last financial year, did your charity operate with at least the minimum number of charity trustees required by your charity's governing document?

* Yes

B.3 Does your charity have the following procedures in place? Please select all that apply.

- * ☒ Trustees are provided with information about financial performance of the charity at least every 6 months
- ☒ Cheque books are kept in a secure place with access only by nominated persons
- ☒ More than one person authorises significant payments or expenditure
- ☒ Funds are banked without deduction of expenses
- ☒ Where the charity employs staff, statutory deductions (tax and NIC) are made from employees' wages and regularly paid to HMRC

B.4 Did any: (i) Charity trustee or (ii) Any Person or organisation connected to a charity trustee receive any payment or benefit from the charity in the last financial year?

* Yes

If B.4 is Yes, answer B.4 a), b) and c)

B.4 a) Names of all persons/organisations who received a benefit

See related parties disclosure in Annual Accounts (pages 60-61)

B.4 b) The total money or benefit, paid or provided to them during the year

94651

B.4 c) How many charity trustees received a payment or benefit or were connected to this person/organisation?

4

B.5 Is your charity part of a group either as a parent or a subsidiary?

* No

B.5 a) If yes, please tell us if your charity prepares consolidated accounts as a parent organisation with a subsidiary or if your charity is included as a subsidiary in the consolidated accounts of another body.





B.6 Did your charity receive 20% or more of its income from a person or organisation connected to a charity trustee in the last financial year?

* No

B.6 a) If yes, please explain what was received and where it came from.

Section C

Please provide a breakdown of the charity's income for the last financial year using the following categories:

- C.1 Donations and legacies** 
* 0
- C.2 Charitable Activities** 
* 29223746
- C.3 Other Trading Activities** 
* 0
- C.4 Investments** 
* 774
- C.5 Other** 
* 0
- C.6 Total Income** 
* 29224520

Please provide a breakdown of the charity's expenditure for the last financial year using the following categories:

- C.7 Raising Funds** 
* 0
- C.8 Charitable Activities** 
* 29366865
- C.9 Other** 
* 0
- C.10 Total expenditure** 
* 29366865

- C.11 Please enter the charity's net current assets**
* 4473976
- C.12 Please enter the charity's total funds**
* -59384419

Accounts Information

Please tell us how you will provide your accounts. You must provide OSCR with a copy of your accounts within 9 months of your accounting reference date (year-end date). The accounts must include a signed charity trustees' annual report and auditor's or independent examiner's report.

If you select the option to post us your hard copy accounts, we will email you a unique reference number a few minutes after you click the final 'submit' button. You **must** write this reference number on the hard copy accounts **before** posting them to us.

If you select the option to attach scanned accounts please note these should be preferably one .pdf file of **less than 8mb** in size. If your accounts are larger than 8mb please, select the post to OSCR option and send them to us in paper format.

Only attach your accounts, independent examiner's reports and trustee annual report. If you wish to send us other documents, for example to notify us of changes to your constitution or about the winding up of your charity, please email them to us at info@oscr.org.uk

[Here are some tips on reducing your file size if it is too large.](#)

Accounts Submission Option

- * ☐ I will attach an electronic copy of my signed accounts (including a signed trustees' annual report and signed auditor's or independent examiner's report) in .pdf format.
- ☐ I will post you a paper copy of my signed accounts by my charity's deadline date. Your deadline for providing accounts is 9 months after your accounting period end date. If your deadline date has passed, you should send the accounts to OSCR as soon as possible.

Subject/Title:	Schedule of Board of Management and Committee Meetings 2022-23
Author: [Name and Job title]	Lisa Ross Board Secretary
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	24 March 2022
Brief Summary of the paper:	<p>Draft Schedule of Board and Committee Meetings for the Year 2022-23.</p> <p>Members are asked to consider the dates, days and times of meetings.</p>
Action requested: [Approval, recommendation, discussion, noting]	Approval

Item 10

Link to Strategy: Please highlight how the paper links to, or assists with:: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Compliance – Inverness College Standing Orders		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational: Potential governance failure if meetings not held.		
Equality and Diversity implications:	Yes/ No If yes, please specify:		
Student Experience Impact:	Yes/ No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail	N/A		
Status – [Confidential/Non confidential]	Non-Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	Yes		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

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<http://www.itspublicknowledge.info/ScottishPublicAuthorities/ScottishPublicAuthorities.asp>

and

http://www.itspublicknowledge.info/web/FILES/Public_Interest_Test.pdf

INVERNESS COLLEGE UHI - BOARD OF MANAGEMENT MEETINGS - 2022/2023 SCHEDULE

	Aug-22	Sep-22	Oct-22	Nov-22	Dec-22	Jan-23	Feb-23	Mar-23	Apr-23	May-23	Jun-23	Jul-23
Sat			1						1			1
Sun			2			1			2			2
Mon	1		3			2			3	1		3
Tue	2		4	1		3			4	2		4
Wed	3		5	2		4	1	1	5	3		5
Thu	4	1	Chairs Etc	3	Chairs Etc	5	2	2	6	4	1	Chairs Etc
Fri	5	2		4		6	3	3	7	5	2	7
Sat	6	3	8	5	3	7	4	4	8	6	3	8
Sun	7	4	9	6	4	8	5	5	9	7	4	9
Mon	8	5	10	7	5	9	6	6	10	8	5	10
Tue	9	6	11	8	6	10	7	7	11	9	6	11
Wed	10	7	12	9	7	11	8	8	12	10	7	12
Thu	11	8	13	10	8	12	9	9	13	11	8	13
Fri	12	9	14	11	9	13	10	10	14	12	9	14
Sat	13	10	15	12	10	14	11	11	15	13	10	15
Sun	14	11	16	13	11	15	12	12	16	14	11	16
Mon	15	12	17	14	12	16	13	13	17	15	12	17
Tue	16	13	18	Audit	13	Board	Joint	14	18	16	13	Audit
Wed	17	14	19	16	14	18	15	15	19	17	14	19
Thu	18	15	20	F&GP	15	19	16	16	20	18	15	F&GP
Fri	19	16	21	18	16	20	17	17	21	19	16	21
Sat	20	17	22	19	17	21	18	18	22	20	17	22
Sun	21	18	23	20	18	22	19	19	23	21	18	23
Mon	22	19	24	21	19	23	20	20	24	22	19	24
Tue	23	20	25	Board	20	24	21	21	25	23	20	25
Wed	24	21	26	23	21	25	22	22	26	24	21	26
Thu	25	22	HR	24	HR	26	Board Away Day	23	27	25	22	HR
Fri	26	23	28	25	23	27	24	24	28	26	23	28
Sat	27	24	29	26	24	28	25	25	29	27	24	29
Sun	28	25	30	27	25	29	26	26	30	28	25	30
Mon	29	26	31	28	26	30	27	27		29	26	31
Tue	30	27	LT&R	29	27	31	28	28	Board	30	27	Board
Wed	31	28		30	28			29		31	28	
Thu		29			29			30			29	
Fri		30			30			31			30	
Sat					31							
Sun												

College Closed/Academic
Holidays

Chairs etc

Audit

Human Resources

Chairs, S&N + PR&R - Thursday 08.30 a.m.

Tuesday @ 8.30 a.m.

Thursday @ 8.30 a.m.

Learning, Teaching & Research

Finance & General Purposes

Joint Audit/F&GP

Board of Management

Board Away Day

Tuesday @ 4.30 p.m.

Thursday @ 9.00 a.m. - October, March and June

17 January 2023 followed by Audit and F&GP as
required.

Tuesday @ 4.30 p.m. February and March meetings

Full Day - Thursday 26th January 2021

Board of Management

Subject/Title:	Health and Safety Annual Report 21-22
Author: [Name and Job title]	Allan Kerr, Health and Safety Manager
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	23 March 2022
Brief Summary of the paper:	To provide the Board of Management with the annual report 2021/22 on matters pertaining to health and safety.
Action requested: [Approval, recommendation, discussion, noting]	Discussion
Link to Strategy: Please highlight how the paper links to, or assists with:: <ul style="list-style-type: none"> compliance partnership services risk management strategic plan new opportunity/change 	
Resource implications:	No If yes, please specify:
Risk implications:	No If yes, please specify: Operational: Organisational:
Equality and Diversity implications:	No If yes, please specify:
Consultation: [staff, students, UHI & Partners, External] and provide detail	Health and Safety Committee, comprising a cross section of the college including management, staff and trade union reps.

Status – [Confidential/Non confidential]	Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)	Y	Its disclosure would constitute a breach of confidence actionable in court (S36)	
Its disclosure would constitute a breach of the Data Protection Act (S38)		Other (please give further details)	
For how long must the paper be withheld? (express either as the time which needs to pass or a condition which needs to be met.)			

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Board of Management

Title:	Revenue Budget Monitoring 28 February 22		
Meeting and date:	31 March 2022		
Author:	Roderick M Ferrier, Assistant Principal, Finance and Audit		
Link to Strategic Plan:	Yes – monitors operational finance that links to strategic •		
Resource implications:	Yes If yes, please specify: • Finance		
Risk assessment:	Yes If yes, please specify: Financial: Yes Operational: Yes Organisational: Yes		
Equality and Diversity Issues:	N/A		
Status – Confidential / Non Confidential	Confidential		
Freedom of Information Can this paper be included in “open” business	No		
If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)	<input type="checkbox"/>	Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	<input type="checkbox"/>
Its disclosure would substantially prejudice the commercial interests of any person or organisation (S33)	<input type="checkbox"/>	Its disclosure would constitute a breach of confidence actionable in court (S36)	<input type="checkbox"/>
Its disclosure would constitute a breach of the Data Protection Act (S38)	<input type="checkbox"/>	Other (Please give further details)	<input type="checkbox"/>
For how long must the paper be withheld? (Express as either the time which needs to pass or a condition which needs to be met.)			

Recommendation(s):

That Board Members note the Revenue Budget monitoring for the seven months ended 28 February 2022. This should also be considered in the light of 2021-22 Revenue Budget.

Purpose of report

Advise the Board of the Revenue Budget for the seven months ended 28 February 2022.

Subject/Title:	Principal's Report
Author: [Name and Job title]	Professor Chris O'Neil, Principal
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	24 March 2021
Brief Summary of the paper:	<p>This report provides the Board of Management with an overview of new and continuing activity including:</p> <ul style="list-style-type: none"> • Education Scotland Visit • Curriculum Review, Planning and Data • UHI Curriculum Review • Sports Pitch • Pay & Dispute Action • Partnership Working • Halls of Residence
Action requested: [Approval, recommendation, discussion, noting]	Discussion

Link to Strategy: Please highlight how the paper links to, or assists with: <ul style="list-style-type: none"> • compliance • partnership services • risk management • strategic plan • new opportunity/change 	Partnership Services New Opportunities/Change		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:		
Equality and Diversity implications:	Yes/ No If yes, please specify:		
Student Experience Impact:	Yes/No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail			
Status – [Confidential/Non confidential]	Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)	X	Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)		Other (Please give further details)	

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Subject/Title:	Governance Update
Author: [Name and Job title]	Lisa Ross, Board Secretary
Meeting:	Board of Management
Meeting Date:	31 March 2022
Date Paper prepared:	24 March 2021
Brief Summary of the paper:	This paper provides the Board of Management with an update on all governance matters.
Action requested: [Approval, recommendation, discussion, noting]	Discussion and Approval

Item 15

Link to Strategy: Please highlight how the paper links to, or assists with: <input type="checkbox"/> compliance <input type="checkbox"/> partnership services <input type="checkbox"/> risk management <input type="checkbox"/> strategic plan <input type="checkbox"/> new opportunity/change	Governance Compliance		
Resource implications:	Yes / No If yes, please specify:		
Risk implications:	Yes / No If yes, please specify: Operational: Organisational:		
Equality and Diversity implications:	Yes/ No If yes, please specify:		
Student Experience Impact:	Yes/ No If yes, please specify:		
Consultation: [staff, students, UHI & Partners, External] and provide detail			
Status – [Confidential/Non confidential]	Confidential		
Freedom of Information Can this paper be included in “open” business* [Yes/No]	No		
*If a paper should not be included within “open” business, please highlight below the reason.			
Its disclosure would substantially prejudice a programme of research (S27)		Its disclosure would substantially prejudice the effective conduct of public affairs (S30)	
Its disclosure would substantially prejudice the commercial interests of any person or organisation (s33)		Its disclosure would constitute a breach of confident actionable in court (s36)	
Its disclosure would constitute a breach of the Data Protection Act (s38)	Y	Other (Please give further details)	

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