

# **UHI | NORTH HIGHLAND**

## **GOVERNANCE MANUAL**

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#### **1. Constitution and Proceedings**

North Highland College UHI is a further education incorporation created under the provisions of the Further and Higher Education (Scotland) Act 1992 (“the 1992 Act”), and the Further and Higher Education (Scotland) Act 2005 (“the 2005 Act”), both as amended by the Post-16 Education (Scotland) Act 2013 (‘the Acts’). Its structure of governance is laid down in the instrument and articles of government, which may only be amended by application to the First Minister of Scotland.

The legal status of the Board is defined in Schedule 2 of the 1992 Act. Specifically, the Board shall not –

- (a) Be regarded as the servants or agents of the Crown
  - (b) Have any status, immunity or privilege of the Crown
- and their property shall not be regarded as property of, or held on behalf, of the Crown.

The College is an exempt charity by virtue of the Charities Act 1993. In the event of any conflict between the Constitution and Proceedings and Statutory Regulations, the Provisions of Statute will prevail

The Board of Management of North Highland College is an “assigned incorporated college board”. By order under Section 7C(1) of the 2005 Act, North Highland College Board of Management is assigned to the University of the Highlands and Islands (UHI).

#### **2. Board Membership**

Membership of the College Board of Management is in accordance with statute, most specifically Schedule 2 to the 1992 Act, and Ministerial Guidance issued thereunder, most specifically the Ministerial Guidance for Assigned Incorporated College Boards under

paragraph 3C(1) of Schedule 2 to the 1992 Act, and paragraph 3(6) of Schedule 2B to the 2005 Act.

### **3. Scheme of Delegation**

#### **Scheme of Delegation of the Board of Management of North Highland College UHI**

##### **Preamble**

In accordance with paragraph 12(4) of the Further and Higher Education (Scotland) Act 1992 ("the 1992 Act") a Board may delegate the performance of any of their functions to their chair, to any Committee appointed by them or to any member of their staff.

In accordance with paragraph C.8 of the Code of Good Governance for Scotland's Colleges ("the Code") delegation of responsibilities from, and matters reserved to, the Board and its Committee must be clarified through a Scheme of Delegation including the functions delegated by the Board to the Chair, Committees, the Principal and the Board Secretary.

This Scheme of Delegation must be approved by the Board before it comes into effect, and any subsequent amendments must also be approved by the Board.

##### **1 Authority Reserved to the Board**

Whilst initial discussion or consideration may take place by Committees or individuals, the Board reserves making decisions on the following matters to itself:

- 1.1 determining the objectives of the Board
- 1.2 final approval of the College's Strategic Plan and Regional Outcome Agreement
- 1.3 approval of the year-end annual report and accounts
- 1.4 approval of the annual budget
- 1.5 final consideration of the Annual Audit Report
- 1.6 approval of the strategic risk register
- 1.7 acquisition and disposal of heritable property, subject to approval of the Scottish Funding Council
- 1.8 appointment of Board members, in accordance with the 1992 Act and the College Sector Board Appointments: 2014 Guidance
- 1.9 appointment and removal of the Principal
- 1.10 appointment and removal of the Board Secretary (in accordance with paragraph D.13 of the Code)
- 1.11 approval of terms and conditions of appointment of Board members
- 1.12 approval of the Students' Association constitution and the election regulations for student officers

- 1.13 delegation of functions of the Board including remits of Committees and this Scheme of Delegation
- 1.14 the making, amendment and revocation of the Standing Orders of the Board.

## **2 Delegation to Committees**

- 2.1 In accordance with paragraph 13 of Schedule 2 to the 1992 Act, the Board may establish Committees for any purpose and any such Committee may appoint Sub Committees.
- 2.2 In accordance with paragraph C.8 of the Code, the minimum Committees required are Audit, Remuneration, Finance and Nominations/Appointments.
- 2.3 Each Committee and Sub Committee shall have a clearly defined remit which shall clearly set out the duties and responsibilities delegated. The remit must be approved by the Board. The Committee may suggest amendments to the remit, but any amendments must be approved by the Board before they are implemented.
- 2.4 The Board may delegate functions to a specific Committee, and this shall be clearly detailed within the minutes of the appropriate meeting.
- 2.5 The Board reserves the right to review the Committees required and the authority delegated to them as and when it deems it appropriate to do so.
- 2.6 The minutes of each Committee meeting will be submitted to the Board for information at the next appropriate meeting. In addition, the Committee Chair shall give an update to the Board on key issues where requested to do so.

## **3 Delegation to Chair of the Board**

The Chair must abide by the terms and conditions of their appointment in leading the Board and ensuring its effectiveness, and in exercising any delegated authority. The Chair has delegated authority to:

- 3.1 exercise judgement in the event of a need for an urgent decision during the period between Board meetings, such that:
  - 3.1.1 an extraordinary Board meeting is called in the case of material decisions;
  - 3.1.2 a proposal is circulated and a decision is approved by email (in accordance with the Standing Orders) and is thereafter homologated at the next Board meeting.
- 3.2 on behalf of the Board, sign and date the College's Annual Report and Accounts, after Board approval, and other documents as may be required.
- 3.3 represent the Board within the College and externally.
- 3.4 issue communications on behalf of the Board in whatever form is appropriate, both within and outwith the College.
- 3.5 monitor, review and record the Principal's performance at least annually against performance measures based on the UHI North Highland Strategic Plan.

- 3.6 monitor, review and record the Board Secretary's performance at least annually against performance measures based on the job description for the post of Board Secretary.
- 3.7 ensure each Board member participates in an annual development meeting, facilitated either by the Chair or Vice Chair.
- 3.8 initiate action further to a decision of the Board to take disciplinary action against, or suspend, the Principal or Board Secretary.
- 3.9 initiate action further to a decision of the Board to appoint a new Principal or Board Secretary.

#### **4 Delegation to the Principal**

The Principal, as Chief Executive of the College, shall be responsible for the operational management of the College subject to strategic and policy direction by the Board and the terms of any specific authority reserved to the Board. The Principal may in turn delegate tasks as appropriate to staff.

The Principal has delegated authority to:

##### **General Management**

- 4.1 as appropriate, take such measures as may be required in emergencies, subject to advising the Chair where possible and homologation at the appropriate Committee or to the Board as soon as possible thereafter, on any items for which approval of the Committee or the Board would normally be necessary.
- 4.2 facilitate the management of the College and its provision of services within the framework determined by the College's Strategic Plan and Regional Outcome Agreement, the approved budget, and any other policies and strategies determined by the Board.
- 4.3 consult on behalf of the Board with representatives from key organisations, local and national, about the priorities contained within the College's Strategic Plan and Regional Outcome Agreement prior to final approval by the Board.
- 4.4 respond on behalf of the Board to consultative documents that may be sent to the College by the Scottish Government, the Scottish Funding Council or other external agencies.
- 4.5 incur expenditure in making visits and the provision of reasonable hospitality to representatives of other Colleges, organisations and companies, taking into account the principles of the Bribery Act 2010.
- 4.6 give a direction in special circumstances that any member of staff shall not exercise a delegated function.
- 4.7 take out membership of and attend meetings of outside bodies and professional associations where it is compatible with the duties of Principal and in the interests of the College to do so.
- 4.8 authorise the issue of press releases for publication and broadcasting on behalf of the College.

- 4.9 authorise the publication of any document on behalf of the College.
- 4.10 engage the services of outside persons, firms or organisations and enter into contracts and sign all deeds and other documents binding the Board for all purposes except those where the power to engage such services is delegated to a Committee or is reserved to the Board.
- 4.11 raise funds for and supply them to any of the activities which the Board has power to undertake.
- 4.12 provide courses as required by outside agencies and negotiate appropriate charges for these.
- 4.13 determine the dates of the College holidays and other details of the College's academic calendar.
- 4.14 appoint a senior member of staff to deputise for the Principal during periods of planned absence.

### **Staff Management**

- 4.15 determine an appropriate staff structure for the College consistent with the conditions of employment that currently apply after consultation and where appropriate, negotiation with representatives of recognised trade unions.
- 4.16 consult and negotiate with representatives of recognised trade unions on behalf of the Board.
- 4.17 establish procedures for the appointment of College staff in circumstances where the power to appoint has not been delegated to a Committee or is not reserved to the Board.
- 4.18 supervise, manage and deploy staff within the College and arrange appropriate induction and training for College staff.
- 4.19 establish procedures for taking disciplinary action against College staff up to and including dismissal subject to complying with the policies laid down by the Board.
- 4.20 grant unpaid leave of absence to any member of College staff in accordance with the relevant policies laid down by the Board.
- 4.21 represent the Board in negotiating and implementing conditions of service in relation to relevant College staff, including participation in national collective bargaining.
- 4.22 approve the secondment of College staff to external agencies in accordance with relevant policies laid down by the Board and to approve the appointment, where necessary, of a temporary replacement for the duration of the secondment.
- 4.23 in exceptional circumstances, agree individual severance arrangements with staff, taking into account limits set by the Scottish Funding Council and functions delegated to the Board or a Committee.
- 4.24 establish any other procedures required for the orderly management of College staff.

## **Student Management**

- 4.25 arrange for the provision of appropriate curriculum and support services for students and clients.
- 4.26 administer, in accordance with any policy determined by the Scottish Government or the Scottish Funding Council or the Board the disbursement of monies to students attending the College.
- 4.27 administer, in accordance with any policy of the Board, the provision of financial or other assistance to students of the College.
- 4.28 set and amend as necessary the level of tuition fees, examination expenses, maintenance and contribution scales for all courses offered by the College and to waive or grant remission of such fees or expenses in special cases within guidelines set by the Board.
- 4.29 authorise students, and to make grants to students, to enable them to attend courses and conferences and to undertake educational visits and excursions within, the UK or abroad, within approved budgets and policies of the Board.
- 4.30 take appropriate disciplinary action, including exclusion, against students in accordance with any policies of the Board.
- 4.31 provide financial or other assistance to the Students' Association of the College within the terms approved by the Board.

## **Property Management**

- 4.32 allocate accommodation within the College in order to meet student and staff needs and to arrange for any necessary alterations or adaptations to College property.
- 4.33 apply to the appropriate authority for any necessary statutory consents.
- 4.34 grant any way leave or servitude over property of the College on such terms as may be appropriate.
- 4.35 grant the use of College accommodation to outside bodies or persons for the purpose of holding meetings and functions on such terms and conditions as are reasonable in the circumstances.

## **Financial Management**

- 4.36 take personal responsibility for ensuring the proper and effective operation of financial, planning and management controls, and for giving effect to the Board's policies for securing the efficient, economical and effective management of all the College's income, assets and expenditure. This includes agreeing Board approved budgetary limits.
- 4.37 act at all times in compliance with the Financial Memorandum, conditions of grant, Scottish Public Finance Manual, and to follow the College's Financial Regulations taking particular account of the delegated financial limits.
- 4.38 enter into and negotiate contracts and other binding arrangements for the supply of goods and services (whether bought, leased, hired or otherwise acquired) to the

College or to authorise another to enter into such contracts up to a value of the relevant EU Procurement threshold or Board approved budgetary limits and all in accordance with the College's financial regulations.

- 4.39 terminate contracts, when it is in the best interests of the College to do so.
- 4.40 check the financial standing of potential contractors.
- 4.41 dispose of assets up to the value of the delegated financial limit as set out in the Finance Regulations and in line with the requirements of the Scottish Public Finance Manual.
- 4.42 administer any educational endowment which transferred to and vested in the Board in terms of Section 19(1) of the 1992 Act.
- 4.43 take out any necessary insurances to protect the interests of the College.
- 4.44 settle any claims whether or not such claims are insured or whether or not a court action has been raised.
- 4.45 spend public funds only for the purposes for which they were given and in accordance with any terms and conditions attached to them.
- 4.46 arrange for the presentation to the Board for approval an annual budget of income and expenditure, including revenue and capital, and to give regular updates on income and expenditure account, balance sheet and cash flow statement.
- 4.47 arrange for the preparation, audit and presentation to the Board of accounts following the end of each financial year in compliance with the requirements of the Accounts Direction and encompassing Audit Scotland and the Scottish Funding Council instruction.
- 4.48 report to the Scottish Funding Council should the Board adopt a policy or commission an action which is incompatible with the terms of the Financial Memorandum or the Scottish Public Finance Manual, or which would infringe on the requirements of propriety or regularity, and report to the Board in writing on such matters being considered, and advise the Board that, should it wish to choose to continue with the policy or action, then as accounting officer he or she must report the Board's intentions to the Scottish Funding Council in writing.

## **5 Absence of the Principal**

- 5.1 In the absence of the Principal, the Executive Team shall ensure that the essential functions and delegated authorities of the Principal are carried out with due regard to any relevant provisions of the Financial Memorandum with Fundable Bodies in the College Sector.
- 5.2 After a period of four weeks' unplanned continuous absence of the Principal, the Board shall designate a Vice Principal as the accountable officer for the duration of the Principal's absence, ensuring that the Scottish Funding Council is advised of such absence at the earliest opportunity.

## **6 Delegation to the Board Secretary**

The Board Secretary has delegated authority to:

- 6.1 administer, circulate, retain and publish as appropriate the records of all Board and Committee business.
- 6.2 undertake appropriate actions to ensure that the Board is sufficiently informed of its obligations as defined in legislation, the terms and conditions of grant, the Scottish Public Finance Manual, the Code and the Standing Orders.
- 6.3 administer staff elections to the Board and act as returning officer.
- 6.4 act as Standards Officer in accordance with Advice on the Role of a Standards Officer (issued by the Standards Commission for Scotland).
- 6.5 in accordance with the Code, report any unresolved concerns about the governance of a body to the relevant funding body (ie the Scottish Funding Council or the regional strategic body).

## **7 Absence of the Board Secretary**

- 7.1 In the absence of the Board Secretary, the Board shall agree temporary arrangements that can be put in place either by appointing a staff member to fulfil the delegated functions, or by making such other arrangements as may be required.

## **8 Previous Schemes**

- 8.1 This Scheme of Delegation replaces any previous versions as may have been approved by the Board.

**Approved by the North Highland College UHI Board of Management by 09/8/17,  
reviewed by Board 14/4/21 and 21/9/22**

## **4. Terms of Reference of College Committees**

### **Audit Committee Terms of Reference** (approved by Committee 16.2.22)

#### **General**

The Audit Committee shall exercise an appropriate degree of independence and operate within the framework as authorised in Section 5. It shall have sufficient authority and resources to fulfil its responsibilities in respect of corporate governance compliance and legislative requirements and will report to the Board of Management (the Board) on:

- the effectiveness of financial and non-financial internal control systems and provide an annual written report to the Board prior to the signing of the financial statements;
- proper financial management, safeguarding the assets of the College, its subsidiaries and public funds;
- the economy, efficiency and effectiveness of the College and its activities;
- corporate governance and conduct of the College and its operations.
- The College wide Risk Register, with all amendments or recommendations for risk grading being brought forward for approval by the Audit and Risk Management Committee.

The terms of reference and membership of the Committee shall be disclosed in the Group's annual report and accounts.

#### **Constitution and Membership**

The Committee and its Chairman will be appointed by the Board of Management and will consist of members with no executive responsibility for the management of the College. The Chairman of the Board, Staff representatives or other appointed representatives will not be members of the Audit Committee. No connected party such as an employee or partner of the College's solicitors, bankers, auditors, insurers or other professional advisers shall be a member. There shall be not less than three members. A quorum shall be no less than half the voting members. At least one member shall have a background in finance, accounting or auditing but membership need not be drawn exclusively from people with such a background. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

The Principal as Accountable Officer for the College shall be authorised to attend meetings in an advisory capacity only.

It is normally the responsibility of the Director of Finance and Audit to supply the Committee with appropriate documentation. Other members of the Executive Group will be expected to attend meetings on request.

#### **Authority**

The Committee is authorised by the Board to investigate any activity within its list of duties as outlined in Section 5. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee.

The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

### **Proceedings**

The Committee shall normally meet four times per year, but must meet at least three times a year. The timing and content of the meetings shall follow, as far as possible, the planning and reporting cycles of internal and external audit. The internal auditor shall normally be invited to attend Audit Committee meetings, together with other staff as appropriate. The external auditor must attend any meetings where relevant matters are being considered.

The Committee shall, whenever it is satisfied it is appropriate, go into a confidential session and exclude any, or all, of the executive team or observers.

### **Duties**

The duties of the Committee shall be to:

- review the processes for auditing the effectiveness of all internal control and financial systems;
- advise the Board on the criteria for the selection and appointment of the internal auditor;
- review the scope and effectiveness of internal audit work including planning and operation of the work and the internal audit annual report;
- ensure the College has systems and procedures to promote economy, efficiency and effectiveness and that activities are managed in accordance with legislation and regulations - this may require identifying specific value for money studies;
- consider the College and its subsidiaries' annual financial statements after review by the Finance & General Purposes Committee and prior to submission to the Board, focussing in particular on any changes in accounting policy, major judgmental areas, significant audit adjustments, the going concern assumption and compliance with accounting standards and the Accounts Direction;
- review the external auditor's Management Letter and management's response having direct access to the external auditor;
- review relevant reports from the SFC, Audit Scotland and other organisations;
- monitor the performance and effectiveness of external and internal audit;
- carry out an audit needs assessment for the College and draw up a risk register and, from that, determine the audit programme;
- ensure a system of risk management has been established and is being maintained.
- Monitor the arrangements by which staff can raise concerns about possible improprieties in matters of financial reporting or other matters, in confidence (Public Interest Disclosures Act 1998 -Whistleblowing), ensuring that proportionate and independent investigation of such matters can take place and the appropriate follow-up action taken.
- monitor the implementation of the College's ICT Security Policy;
- provide such advice to the Board as the Committee considers appropriate.

For additional guidance, see Annex B of the SFC 'Code of Audit Practice', the FRC Combined Code on Corporate Governance and the ASC Guide for College Board Members. The Audit Committee shall ensure that all significant losses have been properly investigated.

**Reporting Procedures**

The Audit Committee reserves the right to refer any item within its scheme of delegation to the Board, if considered necessary.

The Committee shall circulate a report of its meetings to the Board and impart its advice directly to the Board. It will produce an annual report to the Board, a copy of which must be submitted to UHI for onward transmission to the Accounting Officer of SFC within one month of being presented to the Board. Where an annual report has not been submitted to the Board by 31 December, following the end of the College's financial year to which it relates, a draft copy of the report must be submitted to UHI by that date.

**REMUNERATION COMMITTEE** (reviewed by Committee June 2022)  
**Terms of Reference**

**1 GENERAL**

The Remuneration Committee shall exercise an appropriate degree of independence and have sufficient authorisation and resources to form an opinion in the matters under its terms of reference as outlined below.

**2 Constitution & Membership**

The Committee will be chaired by the Vice Chair of the Board of Management (the Board) and will comprise of the Chair and the Chairpersons of Finance & General Purposes, HR, Learning, Teaching & Research and Audit Committees (*except where a chair of a committee is a staff or student representative*). A quorum must be no less than half the voting members and the Committee must have a minimum of three voting members.

**3 Authority**

The Committee is authorised by the Board to carry out its duties as outlined in Section 5 below.

**4 PROCEEDINGS**

The Committee shall meet at least once per annum and shall report formally to the Board. The minutes of the meetings shall be circulated to Board members, the original copy being held by the Secretary to the Board. The Committee shall receive administrative and human resource advice from the Secretary to the Board and Human Resource Manager as appropriate.

**5 Duties**

The Executive Group comprises: The Principal, the Director of Learning and Teaching, the Director of Research and Innovation, the Director of Finance and Audit, and the Director of Facilities and External Engagement. The Committee shall determine and review the structure of the Executive Group and the remuneration packages offered, taking into account:

- \* the efficient and effective use of public funds
- \* that the College Principal and Executive Group shall be fairly rewarded for their individual performance and contribution to the College's overall performance;
- \* where, in terms of senior management team remuneration, the College stands in relation to other comparable institutions in the sector;
- \* the relationship between the remuneration of the Executive Group and that of other employees of the College;
  - \* the benefits granted to the senior management team;
- \* the adequacy of pension arrangements and also the cost implication of pension arrangements, including the pension effect of remuneration proposals.

**6. REPORTING PROCEDURES**

The Remuneration Committee reserves the right to refer any item within its scheme of delegation to the Board, if considered necessary. The Committee's proceedings shall be minuted by the Secretary to the Board and decisions reported to the Board of Management

## **Finance and General Purposes Committee** (approved by Committee 2.3.22)

### **Terms of Reference**

#### **General**

The Finance and General Purposes Committee shall exercise an appropriate degree of independence and have sufficient authority and resources to form an opinion and to report on the arrangements of the College with regards to the matters defined in its list of duties in Section 5 below.

#### **Constitution and Membership**

The Committee and its Chairman will be appointed by the Board of Management (the Board). There shall be not less than three members. A quorum shall be no less than half the voting members. It would be advantageous for one member at least to have an appropriate background within the context of the Committee's duties but membership shall not be drawn exclusively from people with such a background. The Committee may, if it considers it necessary or desirable, co-opt members with particular expertise.

#### **Authority**

The Committee is authorised by the Board to undertake any activity within its list of duties as outlined in Section 5 below, taking account of the Financial Memorandum between the SFC and the College and the College's own Financial Regulations. It is authorised to seek any information it requires from any employee and all employees are directed to co-operate with any request made by the Committee in pursuit of its duties.

The Committee is authorised by the Board to obtain independent professional advice and to secure the attendance of non-members with relevant experience and expertise if it considers this necessary.

#### **Proceedings**

The Committee shall normally meet four times per year. The Director of Finance and Audit, the Director of External Engagement and Facilities, and another member of the Senior Management Team shall normally attend Committee meetings, together with other staff invited to attend.

#### **Accountability**

The Committee is accountable to the Board of Management. Members are required to consider the physical estate strategy requirements and annual maintenance programmes for the College, with joint responsibility for current and future teaching space with the Learning, Teaching and Research Committee. Members are also required to ensure that income and expenditure represent the effective and efficient use of College resources.

The Finance and General Purposes Committee has overall responsibility (within the Financial Memorandum between the College and the University of the Highlands and Islands for the direction and oversight of the College's financial affairs. The Committee also has responsibility for the College's existing buildings, facilities and Estate, including, but not limited to, adopting all reasonably

practicable measures to ensure compliance with statutory and regulatory requirements. On behalf of the Board of Management the duties of the Committee shall be to:

1. Approve all key decisions taken in relation to the College Estate, Facilities and Financial matters;
2. Allocate the Estates capital formula funding on an annual basis against which projects can be prioritised;
3. Approve capital projects and co-ordinate the Estates Strategy
4. Consider the Health and Safety Policy and Fire Safety Policy annual review prior to recommendation to the Board of Management;
5. Monitor and review all College Health and Safety and Fire Safety statistics on an annual basis;
6. Monitor progress against Equalities schemes and Action Plans ensuring these are integrated into College policy, processes and procedures.
7. Make recommendation on the annual budget to the Board of Management and monitor actual performance against budget and KPIs;
8. Consider the annual accounts and make recommendation of these for approval;
9. Advise the Board of Management with regard to College compliance with all statutory requirements relating to the college accounts and application of appropriate best practice in accounting procedures;
10. Oversee systems of financial control and delegated authority and review the Financial Regulations on a regular basis;
11. Liaise with the external auditor to ensure the college accounts show a true and fair view and exhibit regularity of spend;
12. Advise the Board of Management that the allocation of resources is in accordance with college priorities as defined in the strategic plan;
13. Make recommendations to the Board on capital expenditure, investments and borrowing;
14. Set the levels of course fees, as appropriate;
15. Approve amendments to the Fee Waiver Policy;
16. Consider/approve any College developments and initiatives not covered by the above and, in addition, not covered by the remit of the Human Resources or Learning, Teaching and Research Committees;
17. Review the status of the risk cluster assigned to the Finance and General Purposes Committee from the college risk register and make recommendations for associated amendments to the Audit and Risk Management Committee

### **Reporting Procedures**

The Finance and General Purposes Committee reserves the right to refer any item within its scheme of delegation to the Board of Management, if considered necessary.

The Committee shall circulate a report of its meetings to the Board of Management.

### **Human Resources Committee Terms of Reference (approved by Committee 9.3.22)**

#### **Composition**

The Human Resources Committee shall consist of at least three Members appointed by the Board of Management and will include the Principal. The Board Chair may be a member of this Committee. The Chair of the Committee shall be appointed by the Board of Management. A quorum for this Committee will be no less than half the voting members.

#### **Frequency of Meetings**

The Committee shall normally meet at least four times a year. A member of the Executive Team will normally attend Human Resources Committee meetings together with the Human Resources Manager.

#### **Established by**

Board of Management

#### **Purpose**

To approve the direction and have oversight of all personnel matters relating to the function of the Board of Management as employer of the College's staff along with the development and monitoring of all HR strategies and work streams.

The Human Resource Committee will:

- a. Monitor HR policies and practices within the College, including those relating to recruitment and selection, terms and conditions of employment, Discipline and Grievance and training and development.
- b. Monitor the College's compliance with statutory requirements relating to UK employment legislation;
- c. Monitor the College's compliance with best personnel and HR practise in line with ACAS guidelines;
- d. Keep a strategic overview of key performance indicators in relation to staffing and personnel matters;
- e. Ensure the College provides appropriate Staff training and development.
- f. Ensure the College operates an effective staff review procedure
- g. Review reports of JNC and JCG meetings
- h. Review the status of the risk cluster assigned to the Human Resources Committee from the college risk register and make recommendations for associated amendments to the Audit and Risk Management Committee

**Accountabilities:** The Human Resources Committee is accountable to the Board of Management.

**Responsibilities:** Members are responsible to the Board of Management. Members are required to consider the wider interests of staff whilst exercising their responsibilities in the interests of the College as a whole.

**Learning, Teaching and Research Committee (reviewed by Committee 16.3.22)**  
**Terms of Reference**

**Composition**

The Board of Management will appoint the Committee and its Chairperson. There must be at least three members, to include the Principal. The Board Chair may be a member of this Committee. Normally one staff and one student member of the Board should be members of the committee. A quorum for this committee is no less than one half of voting members.

**Frequency of Meetings**

The Committee shall meet at least four times a year. The Director of Learning and Teaching and the Director of Enterprise and Innovation will normally attend the Learning, Teaching & Research Committee meetings.

**Established by**

Board of Management

**Purpose**

The purpose of the Learning, Teaching & Research Committee is to:

- a) Assist with setting the College's academic and research aims and objectives.
- b) Monitor the academic, student support and research aspects of College operational planning to ensure consistency with the Strategic Plan.
- c) Oversee all matters relating to the academic progress and achievement of students by monitoring key performance indicators (KPIs) relating to learning, teaching and research, requesting specific action plans, as necessary.
- d) Monitor the College's arrangements for improving learning and teaching and the overall quality of the student experience.
- e) Jointly monitor the College's arrangements for teaching spaces with the Finance and General Purposes Committee.
- f) Monitor the implementation of key academic, learner engagement and research strategies.
- g) Monitor research activities to ensure they are consistent with College and University aims and objectives.
- h) Make approval recommendations for learning, teaching and research policies to the Board of Management.
- i) Review and monitor the status of the risk cluster assigned to the Learning, Teaching and Research committee from the college risk register and make recommendations for associated amendments to the Audit and Risk Management committee.

**Accountabilities**

The Learning, Teaching & Research Committee is accountable to the Board of Management.

## **5. Standing Orders**

### **Standing Orders of the Board of Management of North Highland College UHI**

#### **Preamble**

Paragraph 11 of Schedule 2 to the Further and Higher Education (Scotland) Act 1992 “Schedule 2”, a Board may regulate its own proceedings and those of any Committee appointed by it.

The purpose of these Standing Orders is to ensure the orderly and effective conduct of the meetings of the Board of Management (“the Board”) and of Committees of the Board (“Committees”). They shall apply to all meetings of the Board and its Committees and shall, subject to a resolution by the Board for their suspension, remain in force unless and until they are varied or revoked as hereinafter provided.

The Standing Orders were adopted by the Board on Wednesday 21<sup>st</sup> June 2017 and come into effect on Wednesday 21<sup>st</sup> June 2017. They replace all other Standing Orders previously adopted by the Board, which are hereby revoked.

#### **1 Meetings of the Board and Committees**

- 1.1 The Board shall hold as many Board and Committee meetings as may be necessary for the performance of its functions and at such times, places and frequency as the Board determines.
- 1.2 The Board Secretary shall produce an annual programme of meetings which shall be presented to the Board for approval.
- 1.3 Extraordinary meetings of the Board and Committees may be called on the instructions of the Chair or by agreement by a majority of the members entitled to vote at such a meeting.
- 1.4 Board and Committee meetings shall be called giving no less than five working days’ notice. Where extraordinary meetings are called and, exceptionally, due to the urgency of the business five working days’ notice cannot be given, notice will be given as soon as is reasonably practicable and giving no less than two working days’ notice.

#### **2 Quorum and Voting Rights**

- 2.1 The quorum for a meeting of the Board or Committee shall be no less than one half of the members entitled to vote at such a meeting.
- 2.2 If a meeting does not have a quorum of members present 15 minutes after its scheduled start time or falls below having a quorum of members present part way through, the Chair must either adjourn the meeting to a new date and time, or proceed with the agenda, ensuring that any decisions are taken by members at the next meeting of the Committee or Board, whichever is the sooner.
- 2.3 If the Chair of the Board or Committee is not present at any meeting, the Vice Chair (where this office exists) shall assume that role. Where a Vice Chair is not available,

members shall elect from amongst themselves a Board member who is entitled to vote as the Chair of that meeting.

- 2.4 A question on which a vote is required shall be determined by a majority of votes of the members of the Board present and voting on the question and, in the case of an equal division of votes, the Chair of the meeting shall have a second or casting vote.
- 2.5 Only matters identified on the agenda as requiring a decision shall, if consensus is not possible, be decided by vote.
- 2.6 In exceptional circumstances, such as for matters requiring urgent attention, and when the approval of the Board or Committee is required, decisions can be taken, with the prior agreement of the Chair, by written procedure. That is, decisions can be taken without calling a physical meeting of the Board or Committee. In such circumstances for a decision to be deemed to be taken:
  - The Board Secretary shall email all Board members outlining the decision required, together with relevant briefing information.
  - A quorum, as defined in 2.1 of these Standing Orders, must have replied to the email.
  - The Board Secretary shall ensure that a deadline for response is clearly specified and Board members shall endeavour to respond within that timeframe.
  - Any decisions taken in this way shall be homologated at the next relevant meeting of the Board or Committee.
- 2.7 Where a proposal is amended, voting will take place on the amendment against the proposal, or the series of amendments, in the order of the last amendment first, until a single amendment is put against the proposal. Thereafter, voting will take place upon the proposal amended. All members have a single vote.
- 2.8 No-one shall be entitled to enter his or her dissent from any decision, except at the meeting at which it has been passed; but any member not present may at the next meeting have his or her dissent recorded.
- 2.9 No proposal nor any amendment to any such proposal, shall be moved if it involves a reconsideration of any question or proposal which has been decided or adopted by the Board at any time within the preceding six months unless:
  - it is moved by the Chair
  - in addition to being signed by the mover, it is signed by at least one third of the total members of the Board.

### **3 Attendance at Board and Sub Committee Meetings**

- 3.1 The Board Secretary shall have oversight of all Board and Committee meetings in order to ensure meetings are conducted in accordance with legislation, terms and conditions of grant (including in relation to its Financial Memorandum, the Scottish Public Finance Manual, the Code of Good Governance for Scotland's Colleges), the Board's Scheme of Delegation and these Standing Orders, and in order to ensure a record is kept of proceedings.

- 3.2 It shall be a matter for the Board or Committee to determine which College employees (with the exception of the staff Board Members who shall be invited to attend all meetings of the Board and Committees they are a member of) or other individuals should be invited to attend any Board or Committee meeting or any part of it in an advisory capacity in order to ensure that the Board or Committee has the required advice to fulfil its functions. Where invited to do so by the Chair at the meeting, these employees or individuals may contribute to the discussion, but may not vote.
- 3.3 The Board may decide to meet privately without the Principal or any Senior Management Team members being present. In these circumstances the Secretary to the Board shall be present at the meeting unless requested by the Chair to leave. Where the Secretary to the Board is requested to leave, there must be a clear and specific reason for this recorded in the minutes and the Chair shall ensure that appropriate arrangements are made for recording the discussion and any decisions taken at the meeting in the minutes. Staff and student Board members are permitted to attend such meetings unless they have a conflict of interest in relation to the matter being discussed.

#### **4 Agenda**

- 4.1 The Board Secretary in consultation with the Chair and Principal shall prepare the draft agenda. Other members may place an item on the agenda for discussion by submitting this to the Secretary to the Board no later than 10 working days in advance of the meeting (except in the case of an extraordinary meeting where only the urgent business notified at the time the meeting was requested will be placed on the agenda). The Secretary shall ensure that all items placed on the agenda fall within the remit of the Board or Committee.
- 4.2 All matters for consideration by the Board or Committee shall be clearly identified on the draft agenda as to whether it is for approval, decision, discussion, noting or for information purposes.
- 4.3 The order of business shall be:
- Apologies for absence
  - Declarations of any Potential Conflicts of Interest in relation to any agenda items
  - Approval of the minutes of the previous meeting
  - Matters arising
  - All other business with those items of business requiring approval or a decision taking precedence over items of business for noting
  - Date of the next meeting(s).
- 4.4 All business at Board and Committee meetings shall be conducted through the Chair by members indicating to the Chair that they wish to speak. The Chair shall be heard without interruption.
- 4.5 The Chair shall be responsible for the general conduct of the meeting to preserve order and to ensure that every member has the opportunity to contribute.

#### **5 Board and Committee Papers**

5.1 Board and Committee papers may be submitted by the Principal, a member of the Senior Management Team or the Secretary to the Board.

5.2 The Board Secretary shall ensure the circulation of papers to Board or Committee members at least five working days prior to the meeting. Where this timescale is not possible, the Board Secretary shall advise members of this and advise of the reason for the delay and when papers might be expected.

## **6 Minutes of Board and Committee Meetings**

6.1 In addition to recording the decisions and basis of decisions of all business on the agenda, the minutes shall include a record of those members present and any individuals in attendance, for all or part of the meeting.

6.2 Draft minutes shall be prepared for the Chair's agreement normally within five working days of the meeting and shall be labelled 'draft'.

6.3 Once agreed by the Chair, minutes shall be circulated to members normally within ten working days of the meeting and shall be labelled 'unapproved circulated'.

6.4 The minutes shall be considered for approval by the Board or Committee at its next meeting and the Chair of the meeting shall thereafter confirm the minute which shall be labelled 'final version'.

6.5 The Board Secretary shall be responsible for ensuring that a final version of the minutes is securely retained.

6.6 The Board Secretary shall be responsible for ensuring that the final version of the minutes of each Board and Committee meeting is timeously published on the College website.

6.7 In the event that extraordinary business is being transacted and additional meetings are being arranged, the timescales for preparing minutes shall be adjusted to ensure their availability for approval at the next meeting.

6.8 Where a Committee meets infrequently, draft minutes shall be circulated by email to all Members who will be required to confirm their approval or otherwise of the draft within eight weeks of the meeting having taken place. The meetings shall thereafter be confirmed by the Chair of the meeting and labelled as 'final version'.

6.9 All Committee minutes will be submitted to the Board for information at the next scheduled meeting of the Board, regardless of whether the minutes are labelled as draft, unapproved circulated or final version.

## **7 Establishment of Committees and Sub-Committees**

7.1 As provided for in Schedule 2, the Board may establish Committees and a Committee may establish Sub-Committees, references in these Standing Orders include Sub-Committees.

7.2 A Committee shall consist of at least three Board members appointed by the Board. One of these Members shall be elected as Chair of the Committee. The Board may also wish to elect a Vice Chair of each Committee.

7.3 Each Committee shall review its remit annually and shall submit any proposed changes to the Board for approval.

## **8 Appointment of Vice Chair**

8.1 A Vice Chair shall be appointed by the Board from amongst its members.

8.2 In the absence of the Chair, the Vice Chair shall have the authority the Chair would have under these Standing Orders.

## **9 Suspension of Standing Orders**

9.1 These Standing Orders may be suspended when at least two-thirds of the members present entitled to vote agree to such a motion.

**Approved by the North Highland College UHI Board of Management 21 June 2017, reviewed by Board 14 April 2021, and 21 September 2022**

6. **Code of Good Governance** - The Code of Good Governance for Scotland's Colleges [Code-of-Good-Governance-for-Scotlands-Colleges-August-2016.pdf](#) ([cdn.ac.uk](#)) codifies the principles of good governance for learners and learning that already exist in UHI North Highland. The Code promotes accountability and continuous improvement in how colleges and regional strategic bodies are governed. UHI North Highland endeavours to comply in all respects with this Code

7. **Code of Conduct for Members of College Board of Management** – adopted 30.3.22

# **UHI | NORTH HIGHLAND**

## **Code of Conduct for Members of UHI NORTH HIGHLAND**

**(formerly NORTH HIGHLAND COLLEGE UHI)**

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## SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

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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](#).

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## SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

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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.

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## SECTION 3: GENERAL CONDUCT

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### 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.

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## SECTION 4: REGISTRATION OF INTERESTS

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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 [6.8](#) 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 4.20 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.

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## **SECTION 5: DECLARATION OF INTERESTS**

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### **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.

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## SECTION 6: LOBBYING AND ACCESS

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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.