Item 7
For Endorsement

Glasgow Kelvin College

Audit and Risk Committee Meeting of 22 February 2022

Code of Conduct, Standing Orders, Conflict of Interest Policy and Register of Interests

Report by Director of Corporate Services and Secretary to the Board

1. Introduction

This report has been written to provide members of the Audit & Risk Committee with an update in relation to various key governing documents that are due for review or that require to be amended in line with revisions made to the Code of Conduct for Members of Devolved Public Bodies.

2. Review of Model Code of Conduct

A letter was sent to the Chair of the Board of 5 January 2022; this is attached as Appendix 1 - Letter to Chair .

Revisions to the Model Code of Conduct for Members of Devolved Public Bodies came into effect on 7 December 2021. As Further Education College Boards are listed in schedule 3 of the Ethical Standards in Public Life, our own Code of Conduct now needs to be reviewed and updated in line with the Model Code. The Standards Commission have produced guidance and Advice Notes to support the Model Code which can be viewed on their website at:

https://www.standardscommissionscotland.org.uk/guidance/guidance-notes

The deadline for completing the necessary updates and providing our Code for approval is **Friday 10 June 2022**.

An extensive review of the Model Code of Conduct has been undertaken; the main changes are in relation to the provisions on respect (including conduct on social media), bullying and harassment, gifts and hospitality, confidentiality, collective responsibility and identifying and declaring interests.

A presentation has been circulated by the Standards Commission for Scotland which provides further detail. This is attached for member reference in **Appendix 2 - Presentation.**

A workshop has been organised by the College Development Network on 22 March 2022 to go over the Model Code of Conduct in more detail. The Director of Corporate Services has registered to attend this event. If any further information is gleaned during this workshop, then Audit & Risk members will be kept duly updated and informed.

It is the view of the Director of Corporate Services and the Secretary to the Board that the Model Code of Conduct should be more or less adopted in its entirety albeit there

are elements within this Model Code of Conduct that need to be brought to the attention of members as they have been slightly tweaked. These are denoted below in blue italics text with a relevant paragraph alternative suggestion and/or comment underneath:

Paragraph 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 the meetings where I have declared an interest.

Suggested Paragraph 5.6
I will declare my interest as early as possible in meetings. Members will consider if it is appropriate to leave the meeting in such circumstances with the Secretary to the Board advising accordingly. I will not participate in any way in those parts of the meetings where I have declared an interest.

Paragraph 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.

Comment
Although it would not be recorded as a formal "interest" this would require to be stated publicly under the heading of Declaration of Interests which is already on the Board agendas. This could be brought to members' attention during adoption of the new Code of Conduct and during Induction/training events.

Paragraph 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.

Suggested Paragraph 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 may require to 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.

Comment
Again, this matter could be brought to members' attention with relevant contact details for the Standards Commission provided. However, this entire paragraph is prevalent on the Standard Commission responding to members in a very timely manner.

As per the requirements in the aforementioned letter (as per **Appendix 1**); liaison has taken place with the Sponsor Team contact for Further Education Colleges - Claire Jamieson. At the time of writing this report, the Director of Corporate Services has not heard back from her. It is anticipated, however, that the very minor amendments as denoted above will be acceptable.

The revised Code of Conduct is attached as **Appendix 3.**

3. Standing Orders

Taking the revised Model Code of Conduct into cognisance, various changes have been made to the Standing Orders – these are denoted in blue text. The revised policy document is attached as **Appendix 4.**

4. Conflict of Interest Policy

Taking the revised Model Code of Conduct into cognisance, various changes have been made to the Conflict of Interest Policy – these are denoted in blue text. The revised policy document is attached as **Appendix 5.**

5. Register of Interests

The Model Code of Conduct suggests a revision to the Register of Interests; the related Register of Interests documentation and Register of Interests Guidance Notes have been fully updated to reflect the changes in the Model Code of Conduct and these documents are attached in **Appendix 6.**

6. Resource Implications

There are no significant resource implications in reviewing these governance documents and understanding/implementing changes.

Appropriate training will take place with Board members in relation to the Code of Conduct and all requirements will be built into the new member Induction process.

7. Equalities

There are no equality implications arising as a consequence of this report from a Glasgow Kelvin College viewpoint.

8. Risk and Assurance

This report seeks to provide members with assurance that a number of governance documents have been carefully/fully considered and matters relating to the smooth running and operations of the College are being taken forward accordingly.

9. Data Protection

There are no directed data protection implications arising as a consequence of anything contained within this report.

10. Recommendations

It is recommended that members:

i) note the content of this report, links and appendices;
ii) endorse the Code of Conduct, Standing Orders, Conflict of Interest and Register of Interests documentation as contained in the appendices of this report; and
iii) note that these documents will be on the agenda "for approval" at the Board of Management meeting in March 2022.

11. Further Information

Further information can be obtained from Lisa Clark, Director of Corporate Services - lisaclark@glasgowkelvin.ac.uk or Linda Ellison, Secretary to the Board at lellison@glasgowkelvin.ac.uk

Lisa Clark
Glasgow Kelvin College
February 2022

Appendix 3

Code of Conduct for the Members of the Board of Management of Glasgow Kelvin College

Document Control Information	
Reviewed by the Audit and Risk Committee	22 February 2022
Date of Next Review:	February 2024
Approved by the Board of Management:	March 2022 - TBC

The Board of Management (or any person/group with delegated authority from the Board) reserves the right to amend this document at any time should the need arise following consultation with employee representatives.

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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

1.3 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.

1.4 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.

1.5 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.

1.6 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 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) unlawfully;
c) avoid a disadvantage for myself, or create a disadvantage for others or
d) 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.

Appointments to Outside Organisations

3.33 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.

3.34 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 nonfinancial 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. Members will consider if it is appropriate to leave the meeting in such circumstances with the Secretary to the Board advising accordingly. I will not participate in any way in those parts of the 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 may require to 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 body corporate or partnership; or
- an unincorporated association carrying on a trade or business, with or without a view to a profit.

Appendix 4

Standing Orders

Document Control Information	
Reviewed by the Audit and Risk Committee:	February 2022
Date of Next Review:	February 2024
Approved by the Board of Management:	March 2022 - TBC

The Board of Management (or any person/group with delegated authority from the Board) reserves the right to amend this document at any time should the need arise following consultation with employee representatives.

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Standing Orders for Regulating the Meetings and Proceedings of Glasgow Kelvin College Board of Management and its Committees

Application

1. 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 established 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"). These Standing Orders apply to all meetings of the Board and its Committees. The terms of reference of Standing Committees and of any Ad Hoc Committees which may be established by the Board shall determine the specific remits and quorum of those committees, together with the appointment of non-executive Board Members as Chair and Vice Chair of each Committee.

The Standing Orders were approved by the Board on 2 March 2020 and replace all other Standing Orders previously adopted by the Board. The terms of the Standing Orders will be periodically reviewed by the Board as described in paragraphs 41-42.

First Meeting

2. The first meeting of the Board of Management shall be held on a date to be fixed by the Secretary to the Board.

Appointment of Chair and Vice-Chair

3. The Chair is appointed by Glasgow Colleges Regional Board. The Board shall appoint a non-executive Board member as Vice-Chair.

Schedule of Meetings

Ordinary meetings

4. Ordinary meetings of the Board shall be held at least four times per academic year, according to a schedule which the Board shall determine including the time and place of such meetings.

Special Meetings

5. The Secretary to the Board shall call a special meeting of the Board at any time on receiving a request in writing for that purpose, specifying the business to be transacted at the meeting, which at least five non-executive members of the Board of Management have signed. Such a meeting shall normally be held within 10 working days of the receipt of the request.

Notice of Meetings

6. The Secretariat shall issue members with notices of meetings of the Board (electronically, unless a Board member specifically asks otherwise) at least five working days before the day of the meeting, specifying the time and place of the meeting and the business to be transacted.

Quorum

7. The Quorum of members of the Board shall be not less than one half of the total number of appointed members with at least 50% of those present being non-executive members.

Quorum Not Present

8. If 15 minutes after the time appointed for a meeting of the Board a quorum of members is not then present the meeting shall stand adjourned and the Secretary to the Board shall minute that owing to the necessary quorum not being achieved, the Board was not able to do business.

9. Where there is not a quorum present at a meeting of the Board or a Board Committee the members may determine that the scheduled business be considered informally, and recommendations noted. Such recommendations would not be effective until ratified or amended at a subsequent quorate meeting of the Board or committee.

10. Similarly, a quorate meeting shall be adjourned if, by virtue of members absenting themselves during proceedings, the number attending falls below the previously stipulated quorum. No further business which commits College resources or changes existing policy shall be transacted if attendance at a meeting falls below the quorum. In such an event, unfinished business shall be placed on the agenda of the next scheduled meeting of the Board of Management.

Business at Meetings

Notice of Proposals

11. Board members wishing to place items on the agenda should advise the Secretary to the Board at least 10 working days before the meeting at which it is to be considered.

Minutes and circulation of papers

12. The recording of accurate and adequate Minutes of the proceedings of the Board of Management shall be the responsibility of the Secretary to the Board. In their absence the College Principal and Chief Executive shall nominate an appropriate replacement to record the minutes of that particular meeting.

13. The Secretariat will produce draft minutes within ten working days after a meeting of the Board, and submit them to the Chair for comment, and will thereafter circulate the Chair-approved minutes promptly to Members. The minutes shall be submitted to the meeting of the Board for approval as a correct record.

14. The Secretariat will ensure that the members of the Board receive the Agenda, papers and minutes for the purpose of the meeting in sufficient time for the reading and digesting of the contents. Normally this will be at least five working days in advance of the meeting.

Other Business

15. At a meeting of the Board no business other than that specified in the notice of the meeting shall be considered.

Order of Business

16. The order of business at every meeting of the Board shall be as follows:
    a. The Chair of the Board of Management or, in her/his absence, the Vice-Chair, whom failing another non-executive member of the Board chosen by the members of the Board present shall take the chair;
    b. The Secretary will record those members present;
    c. The Secretary will record apologies for non-attendance;
    d. Formal declarations of interest in respect of the business to be discharged by the meeting shall be declared as set out in the Board's Code of Conduct;
    e. The minutes of the previous meeting of the Board shall be submitted for approval as a correct record; and signed by the Chair
    f. Matters arising from the minutes of the previous meeting
    g. Business remaining from the last meeting (if any);
    h. Any correspondence or communications brought forward by direction of the Chair;
    i. Reports and matters of business for the Board's decision or for approval or for noting or for information and Notices of motion (if any) in the order in which they have been received;
    j. Minutes of Standing Committees and any Ad Hoc Committees, held as read, and provided for information. At the discretion of the Chair, the Chairs of such Committees may be asked to comment on the minutes and to respond to members' questions;
    k. The date of the next meeting.

Variation of the Order of Business

17. Items which are 'For decision' or 'For approval' will take precedence over items 'For noting' or 'For information'. The latter will not be discussed unless a member indicates at the start of the meeting that s/he wishes an item to be discussed.

18. The Board may, at any meeting, vary the order of business so as to give precedence to business of special urgency.

Powers of Chair

19. It is the role of the Chair to see that the Board's business is conducted in an orderly fashion and to ensure that members obtain a fair hearing. Members wishing to speak should do so through the Chair. Deference shall at all times be paid to the authority of the Chair.

20. The Chair is also responsible for leading the meeting to reach decisions.

21. The Board will normally make decisions on the basis of agreement by consensus, but where the Chair believes it to be in the interest of the progress of a debate, or where it is proposed and seconded by two members present, the Secretary may be asked to count and record a vote.

Casting Vote

22. The Chair shall have a deliberative and casting vote, and shall, subject to the Standing Orders, decide all questions of order.

Collective Responsibility

23. Members should be encouraged to express any differing views within the Board's decision-making process. In the event that a member has a reservation regarding a particular decision, they may ask for their dissent to be formally recorded in the minute. Once a decision has been reached, all members should support it.

Dissent from Decision

24. 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.

Changing a Decision

25. 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 6 months unless, in the view of the Chair, there has been a material change in circumstances.

Voting

Order of Voting

26. Where a vote is to be conducted as set out in Paragraph 21 above, voting will take place on the amendment against the proposal. All members have a single vote, with the exception of the Chair, as set out above at paragraph 22.

Voting - Show of Hands, Ballot, Roll-Call

27. A vote may be taken by a show of hands, by ballot or by calling the roll (in which case the vote of each member is recorded) of members of the Board. When it is proposed to take the vote by a show of hands, any member may object and if one third of the members present signify their objection, the vote shall be taken by ballot or by calling the roll, as may be decided by a majority of the members present and voting.

Participation by Co-opted Members of Standing Committees

28. Co-opted members of the Board's Standing Committees shall have rights to speak at meetings. They shall not have a right to cast votes, or to propose and second motions. Such co-opted members shall also have rights to attend meetings of the Board and participate in such meetings as provided in this Standing Order.

Observers

29. Observers may only speak at the discretion of the Chair. Observers have no rights to vote, propose or second motions, or to propose items for discussion.

Conflicts of Interest

30. Members should refer to the Code of Conduct of Glasgow Kelvin College with regard to the registering and declaration of interests including stating publicly, for transparency reasons, relevant connections under "Declarations of Interests" on the agenda.

31. All Board members should be aware of their statutory duties to declare material interests in the College's Register of Interests. They should also be aware of the necessity to restate any such interests at the start of any meeting or if, during discussion, a potential conflict of a financial or non-financial nature occurs. Any such statement should describe the nature of the potential conflict of interest. Members are required to update their submission for inclusion in College's Register of Interests on request by the Secretary to the Board (i.e. every six months). They are also obliged to advise the Secretary of material changes in this respect as and when they occur.

32. Any member of the Board who becomes aware before or during any meeting of the Board that s/he or any person connected with them has, directly or indirectly, any interest or duty relevant to the matter under discussion which is material and which conflicts or may conflict with the interests of the Board shall declare such interest and not take part in discussion of, or vote upon, that matter. Members may consider whether it might be appropriate to leave the meeting in such circumstances. Any action taken in respect of this clause shall be formally minuted in the record of the meeting.

Principal and Chief Executive

33. The Board recognises that there is a constant conflict of interest between the Principal and Chief Executive as a member of the Board ex officio and their role as Principal and Chief Executive.

34. This conflict of interest is managed by the Chair and the Chairs of Standing Committees accepting its existence in the operation of the Board and its Committees. The Principal and Chief Executive is not expected to declare this general conflict of interest at each meeting as it is acknowledged and managed by the Board.

Attendance of Officers

35. The Principal and Chief Executive may invite members of the Senior Management Team or other individuals to the meeting of the Board of Management to provide specialist or other information to assist the deliberations of members.

Length of Board of Management Meeting

36. The business of the Board of Management shall normally be discharged within 2 hours of the time stipulated for the start of the meeting. An extension of this time limit shall normally require a suspension of this Standing Order (no 38).

Questions of Procedure to be Determined by Chair

37. The Chair shall at their discretion determine all questions of procedure for which no express provision is made under these Standing Orders.

Suspension of Standing Orders

38. Standing Orders may only be suspended where not less than two thirds of members present agree to such a motion.

Compliance with Freedom of Information Act

39. It shall be the responsibility of the Secretary to the Board to ensure that the Board and Committee papers are published according to the Publication Scheme adopted by the College and in accordance with the Freedom of Information Act.

Review of Standing Orders

40. It shall be the responsibility of the Secretary to Board to propose any changes which might be required to the Standing Orders as a consequence of:

    a. changes in primary or secondary legislation;
    b. guidance issued by the College's funding body (primarily the Scottish Funding Council/Glasgow Colleges' Regional Board);
    c. recommendations made by either the College's Internal or External Auditors; and
    d. the precedent of emerging case law.

41. The Secretary to the Board will routinely review the Standing Orders for any amendment that might be required every two years.

Appendix 5

Glasgow Kelvin College

Conflict of Interest Policy

Document Control Information	
Reviewed by the Audit and Risk Committee:	**22 February 2022**
Date of Next Review:	**22 February 2024**
Approved by the Board of Management:	**March 2022 - TBC**

The Board of Management (or any person/group with delegated authority from the Board) reserves the right to amend this document at any time should the need arise following consultation with employee representatives. This Policy has been subject to an Equality Impact Assessment, which is published on our website: https://www.glasgowkelvin.ac.uk/equality-diversity/

Glasgow Kelvin College

Board of Management

Conflict of Interest Policy

1. Introduction

Trustees have a statutory obligation to act in the best interest of the charity and the regulatory framework for the charity.

This policy is intended to assist members as a trustee of a charity, to avoid conflicts of interest and to act appropriately where a conflict of interest arises. It sets out how members and those attending the Board of Management or its Standing Committees should manage conflicts of interest.

This policy is part of the College's approach to setting out the expectations of members of the Board/Trustees of a charity. This policy sits alongside the Register of Interests procedures, Code of Conduct and Induction processes. Collectively, this suite of governance documents ensures appropriate cognisance of any conflicts are taken into account during decision making processes.

2. Conflict of Interest

A conflict of interest arises when a trustee's personal interests impact on the work of the College. The trustee must manage any situation where s/he has, or may be seen by others to have, the potential to benefit personally from membership of the Board of Management.

These interests can be financial or non-financial. A direct financial interest may occur if a trustee would benefit from business dealings with the College or if a trustee is an employee of the College. A non-financial benefit can occur if a trustee would benefit from the services provided by the College to another organisation of which the trustee is an owner/member/employee. Or if any indirect benefit would accrue to a close family member, a business colleague or other close relationship.

A direct conflict of interest arises where a trustee's decision making is, or may be seen by others to be[1], influenced by:

- an appointment to another body or organisation;
- membership of another organisation, particularly that which engages directly with the College; and
- employment or ownership of a business

[1] via an objective test

This is not intended to be an extensive or prescriptive list of conflicts and it is the responsibility of each trustee to declare:

- actual conflicts of interest:
- potential conflicts of interest; and
- reasonable perceptions of conflicts of interest by others.

Should a member be unsure with regard to declaring a conflict of interest s/he should consult the Secretary to the Board of Management.

3. Managing Conflicts of Interest

A conflict of interest should be managed as follows:

- declaration of the conflict, or potential conflict, should be made at the earliest opportunity;
- the agenda for the Board of Management and its Standing Committees will include an item to enable members to declare an interest in the business of the meeting;
- a member who declares an interest should leave the meeting to enable the remaining members to consider if her/his absence is necessary and/or appropriate:
- other members should agree how the conflict should be managed. This may include allowing the conflicted member to speak on the matter but not participate in the decision making process;
- all declarations of interest should be 'formally noted' on the appropriate report, if known in advance of the meeting, and recorded in the minute of the meeting;
- members to consider whether it is appropriate (for transparency reasons) to state publicly if they have a connection to an agenda item which does not necessarily amount to an interest; and
- members can apply to the Standards Commission and ask for a grant dispensation to allow participation and decision making on a matter where an interest may have resulted from withdrawal from discussion/decision making on the matter in question; such an application to the Standards Commission would require to take place in advance and participation cannot occur until the application is granted;

Notwithstanding the above, it remains the individual responsibility of a member to declare an interest.

In the event that a member of the Board of Management, or anyone in attendance at a Board of Management meeting, is aware of another member's undeclared conflict of interest this should be brought to the attention of the Secretary.

4. Further Information

This policy forms part of the Board of Management Corporate Governance framework and the Code of Good Governance for the College sector.

5. Review

This policy is scheduled to be reviewed in two years, or earlier, should this be required.

Register of Interest
Board of Management

Name	Remuneration (including Related Undertakings)	Other Roles (including Non-Executive Directorships of Companies, Chariites or Voluntary Organisations and Public Appointments)	Contracts	Houses, Land and Buildings	Interest in Shares Securities	Gifts and Hospitality	Close Family Members (including related Party Transactions) [1]	Non - Financial Interests (including Membership of Professional Bodies, Trade or other associations)	Other

[1] A related party is a person or entity that is related to the entity that is preparing its financial statements (the reporting entity).

(a) A person or a close member of that person's family is related to a reporting entity if that person
(i) has control or joint control over the reporting entity;
(ii) has significant influence over the reporting entity; or
(iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

Glasgow Kelvin College

Guidance to Complete Register of Interest

Guidance to Complete Register of Interest

Registration of Interests

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.

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.

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.

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".*

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.

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.

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

1.1. 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.

1.2. 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".*

1.3. '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.

1.4. 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.

1.5. 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

2.1. 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).

2.2. 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

3.1. 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.

3.2. 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

4.1. '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

5.1. 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".*

5.2. 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

6.1. '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.

6.2. 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.

6.3. 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.

6.4. 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.

6.5. 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).

6.6. 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

7.1. 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

8.1. 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.

8.2. 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.

8.3. 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

9.1. 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.

9.2. 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".*

9.3. 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.

Appendix 1

Local Government and Communities Directorate
Sean Neill, Director

Scottish Government
Riaghaltas na h-Alba
gov.scot

T: 0131-244 7933
E: DirectorforLocalGovernment&Communities@gov.scot

To All Chairs of Further Education Colleges

5 January 2022

Dear Board Chair

CODE OF CONDUCT FOR MEMBERS OF DEVOLVED PUBLIC BODIES

I am writing to you given my responsibility for oversight of the Public Bodies landscape in Scotland. The Ethical Standards in Public life etc. (Scotland) Act 2000 provides for Codes of Conduct for local authority councillors and members of relevant Public Bodies. The Act requires the Scottish Ministers to lay before Parliament a Model Code for Members of Devolved Public Bodies. Public Bodies listed in schedule 3 of the Act are required to produce a Code of Conduct in line with the Model Code. Further Education College Boards constituted under section 36 of the Further and Higher Education (Scotland) Act 1992 are listed in schedule 3.

The revised Model Code takes into account changes which where appropriate are consistent with the revised Councillors' Code and also suggestions submitted to the public consultation.

The revised Model Code was scrutinised and approved by the Scottish Parliament in October 2021 and we now require that a new Code is produced by your Further Education College and approved by Scottish Ministers.

The revised Model Code highlights the need for Board members to take personal responsibility for their behaviour and to have an awareness of the organisation's policies in relation to a number of areas e.g. social media, equality, diversity and bullying and harassment.

We have attached a template Code which you may wish to use to help in producing a revised Code for your organisation. Whilst it is expected that your organisation implements the revisions to the Model Code in full we appreciate that some amendments might be required to your Code to reflect the individual circumstances of the Board. If you do have any amendments or additions to make we would ask that you refer these in the first instance to your Sponsor Team contact with an explanation why the changes are deemed necessary. The relevant Sponsor Team contact for Further Education Colleges is Claire Jamieson,

Team Leader: Further & Higher Education Governance, Workforce & Union Engagement – Advanced Learning and Science Directorate, Claire.Jamieson@gov.scot. The Sponsor Team will consider any amendments requested and provide Public Bodies Unit with their views. This will allow us to make an informed decision on approving any amendments being sought.

When you have completed your revisions please send a copy of the Code that your organisation is seeking to be approved to your relevant Sponsor Team contact. We are providing a six month period to complete this exercise and require all actions to be completed by **10 June 2022**.

Once the Code is formally approved by Scottish Government we will provide you with an approval letter which will advise that a copy of the approved Code has also been passed to the Standards Commission and the Ethical Standards Commission for their records. We will also ask that once you publish the approved Code on your organisations website that you provide us with the web-link to both the revised Code and Register of Interests. Board members should note that the body's Code currently in place will continue to apply to the conduct of members until such time as the revisions have been approved.

The SSI/438 setting out the requirements for Registration came into effect on 7 December and can be viewed at https://www.legislation.gov.uk/ssi/2021/438/contents/made

You should also note that The Standards Commission are providing guidance and individual Advice Notes on their website which will be available at Home | The Standards Commission for Scotland (standardscommissionscotland.org.uk)

If you require any further information about the Model Code please do not hesitate to contact the Public Bodies Unit at mmccreview@gov.scot.

Yours sincerely

Sean Neill
Director for Local Government and Communities

Appendix 2

STANDARDS COMMISSION FOR SCOTLAND

INTEGRITY IN PUBLIC LIFE

REVISED MODEL CODE OF CONDUCT

KEY PROVISIONS

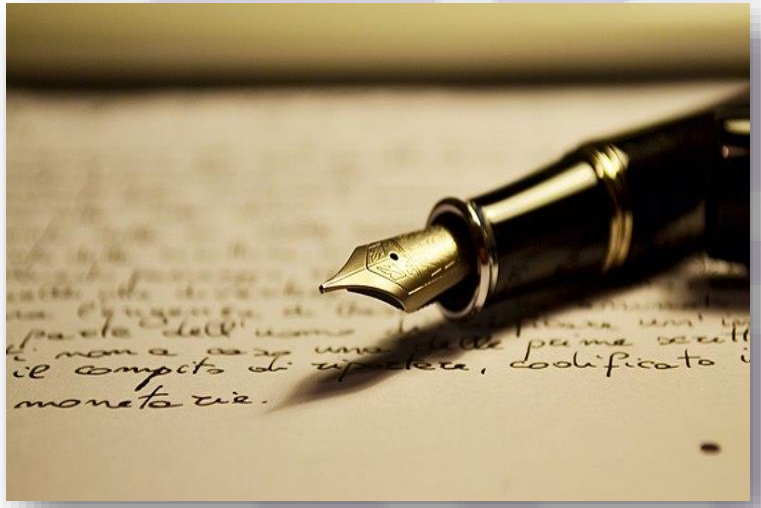
AGENDA

1. Section 1: Introduction
2. Section 2: Key Principles
3. Section 3: General Conduct
4. Section 4: Registration of Interests
5. Section 5: Declaration of Interests
6. Section 6: Lobbying & Access
7. Annexes
8. Guidance and Advice Notes
9. Further Information

SECTION 1: INTRODUCTION

My Responsibilities

- Compliance with substantive sections
- Applicability
- Personal Responsibility
- Not to advocate or encourage any action contrary to the Code
- Advice



SECTION 1: INTRODUCTION cont.

Applicability

- Acting as a member
- Identified self as a member
- Reasonably be regarded as acting as a member (objective test)
- Not prevented from expressing views provided do so in way that is compatible with Code

SECTION 2: KEY PRINCIPLES

Duty	Selflessness	Integrity
Objectivity	Accountability and Stewardship	Openness
Honesty	Leadership	Respect

Breach of one or more of the key principles does not in itself constitute evidence of a breach of the Code

SECTION 3: GENERAL CONDUCT

Respect & Courtesy, Bullying & Harassment

- Treat everyone with courtesy and respect
- Should not engage in conduct that could amount to bullying or harassment

Relations with Officers

- Must not undermine employees or raise concerns about their performance, conduct or capability in public
- Must not become involved in operational management

SECTION 3: GENERAL CONDUCT cont.

Collective Responsibility (does not apply to members of Health & Social Care IJBs)

Gifts & Hospitality

- General rule is you must never ask for or seek gifts and hospitality
- When offered, can only accept in very limited circumstances and need to consider **objective test**
- Requirement to advise Standards Officer of significant or repeated offers

SECTION 3: GENERAL CONDUCT cont.

Confidentiality

- Information marked as confidential
- Also discussions, documents and information not yet public / never intended to be public
- Should assume no consent to disclose, unless express permission provided
- Confidential information not to be used:
  - for personal advantage
  - to discredit the public body

SECTION 3: GENERAL CONDUCT cont.

Use of Public Body Resources

- Not to use a) imprudently; b) unlawfully; c) for any political activities or matters relating to these; or d) improperly

Preferential Treatment

- Not to use, or attempt to use, position or influence to secure an advantage or avoid a disadvantage for yourself or others

SECTION 4: REGISTRATION OF INTERESTS

Entries must be updated within **one month** of circumstances changing

- Category 1: Remuneration
- Category 2: Other Roles
- Category 3: Contracts
- Category 4: Election Expenses
- Category 5: Houses, Land & Buildings

4. Registration of Interests cont.

- Category 6: Interest in Shares and Securities
- Category 7: Gifts & Hospitality
- Category 8: Non-Financial Interests
- Category 9: Close Family Members

SECTION 5: DECLARATIONS OF INTEREST

1. CONNECTION

↓

2. INTEREST

↓

3. PARTICIPATION

SECTION 5: DECLARATIONS OF INTEREST cont.

1. **Connection** - exceptions:
   - Simply having previous knowledge of experience of a matter
   - When nominated or appointed as a representative of the public body on an outside body unless:
     - matter quasi-judicial / regulatory and outside body has involvement
     - personal conflict

SECTION 5: DECLARATIONS OF INTEREST cont.

2. Interest

- Application of **objective test**. If test met, the connection is a declarable interest
- Requirement to disclose/declare personal interests both in formal and informal dealings with employees and other members, not just in formal board or committee meetings

3. Participation

- Declare as early as possible and leave room (or online meeting)

Transparency Statements

SECTION 6: LOBBYING & ACCESS

Distinguishes and explains what is allowed in respect of:

1. A representative / assistance role in helping service users and dealing with their enquiries
2. Community engagement
3. Lobbying

8. Annex

Annex A: Breaches of the Code

- Investigation and adjudication of complaints
- Sanctions and interim suspensions

Annex B: Definitions

GUIDANCE AND ADVICE NOTES

Guidance

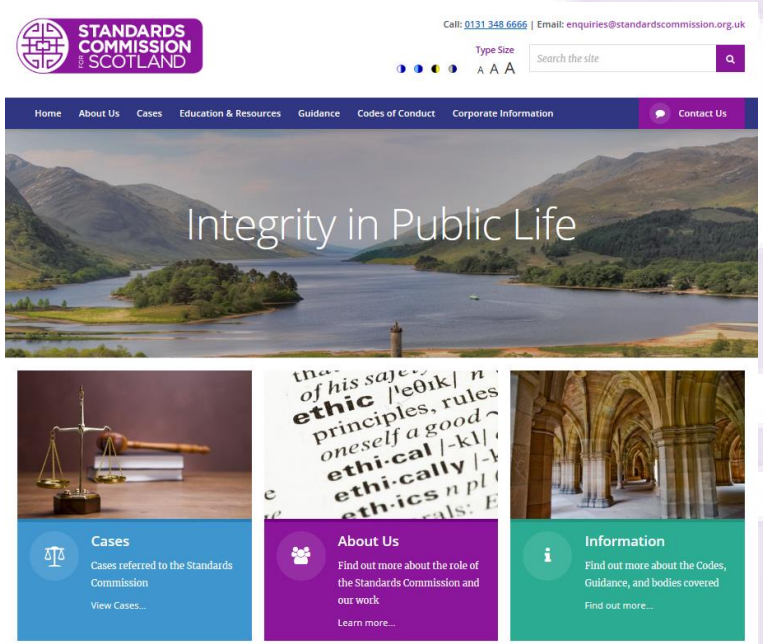
Advice Notes

- Strategic vs Operational
- Bullying & Harassment
- Role of a Standards Officer
- Article 10 ECHR (Freedom of Expression)
- Gifts & Hospitality
- How to Declare Interests
- Guide to the Code for Members of the Public
- Social Media
- Relations between members and employees
- For Members of IJBs

FURTHER INFORMATION

Standards Commission's website:

- Hearings Decisions
- Codes of Conduct
- Guidance and Advice Notes
- Standards Updates



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