



**CODE OF CONDUCT**  
**for**  
**MEMBERS**  
**of**  
**THE BOARD OF DIRECTORS OF**  
**NEWBATTLE ABBEY COLLEGE**

**Approved by: Board of Directors**

**Date: 31 March 2022**

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## SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

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1.1 The Scottish public has a high expectation of those who serve on the boards of bodies funded through public money and the way in which they should conduct themselves in undertaking their duties.

1.2 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 based on the Nine Principles of Public Life. While Newbattle Abbey College, unlike almost all colleges in Scotland, is not legally subject to the provisions of this Act, it is required to abide by the Nine Principles of Public Life. It is also required to have a Code and abide by the Code of Good Governance for Scotland's Colleges which states *"Every board member must ensure that they are familiar with and their actions comply with the provisions of their board's Code of Conduct"*.

1.3 The Principles of Public Life are:

### **Duty**

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

### **Selflessness**

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

### **Integrity**

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

### **Objectivity**

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

### **Accountability and Stewardship**

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

### **Openness**

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

**Honesty**

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

**Leadership**

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

**Respect**

You must respect all other board members and all employees of Newbattle Abbey College and the role they play, treating them with courtesy at all times. Similarly, you must respect members of the public when performing duties as a board member.

1.4 As a member of the Board of Directors of Newbattle Abbey College, it is your responsibility to make sure that you are familiar with, and that your actions comply with, these Principles and the provisions of this Code of Conduct which has been made by the Board. Please ensure you apply the principles of this Code to your dealings with fellow members of the College Board, its employees and other stakeholders. Similarly you should also observe the principles of this Code in dealings with the public and when performing duties as a member of the College Board.

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## **SECTION 2: GENERAL CONDUCT**

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2.1 The rules of good conduct in this section must be observed in all situations where you act as a member of Newbattle Abbey College Board.

### **Conduct at Meetings**

2.2 You must respect the chair, your colleagues and employees of Newbattle Abbey College in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings.

### **Relationship with Board Members and Employees of Newbattle Abbey College (including those employed by contractors providing services)**

2.3 You will treat your fellow board members and any staff employed by Newbattle Abbey College with courtesy and respect. It is expected that fellow board members and employees will show you the same consideration in return. It is good practice for employers to provide examples of what is acceptable behaviour in their organisation. Public bodies should promote a safe, healthy and fair working environment for all. As a board member you should be familiar with the policies of Newbattle Abbey College in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

### **Remuneration, Allowances and Expenses**

2.4 You must comply with the rules, and the policies of Newbattle Abbey College, on the payment of remuneration, allowances and expenses.

### **Gifts and Hospitality**

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

2.6 You must never ask for gifts or hospitality.

2.7 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in Newbattle Abbey College. As a general guide, it is usually appropriate to refuse offers except:

- (i) isolated gifts of a trivial character, the value of which must not exceed £50;
- (ii) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or

(iii) gifts received on behalf of the public body.

- 2.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision Newbattle Abbey College Board may be involved in determining, or who is seeking to do business with your organisation, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of Newbattle Abbey College Board then, as a general rule, you should ensure that Newbattle Abbey College pays for the cost of the visit.
- 2.9 You must not accept repeated hospitality or repeated gifts from the same source.
- 2.10 Board members should familiarise themselves with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

### **Confidentiality**

2.11 You must 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. If you cannot obtain such express consent, you should assume it is not given.

2.12 You 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.

2.13 You must only use confidential information to undertake your duties as a board member. You must not use it in any way for personal advantage or to discredit Newbattle Abbey College (even if your personal view is that the information should be publicly available).

2.14 You accept that these confidentiality requirements do not apply to protected whistleblowing disclosures made to the prescribed persons and bodies as identified in statute.

### **Use of College Resources**

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

## **Appointments to Partner Organisations**

2.16 You may be appointed, or nominated by Newbattle Abbey College, as a member of another body or organisation, you must 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. You will also continue to observe the rules of this Code when carrying out the duties of that body or organisation.

2.17 You accept that if you are a director of a company or a charity, you will be responsible for identifying, and taking advice on, any conflicts of interest that may arise between the company or charity and Newbattle Abbey College.

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## **SECTION 3: REGISTRATION OF INTERESTS**

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3.1 The following paragraphs set out what you have to register when appointed and whenever your circumstances change. The register covers your current term of appointment.

3.2 As a board member you must register your 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.

3.3 The interests which you are required to register are those set out in the following paragraphs. Other than as required by paragraph 4.23, It is not necessary to register the interests of my spouse or cohabitee.

### **Category One: Remuneration**

3.4 You have a Registerable Interest where you 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.

3.5 In relation to 3.4 above, the amount of remuneration does not require to be registered. Any remuneration received as a board member of Newbattle Abbey College does not have to be registered.

3.6 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".

4.1 3.7 You must register any allowances received in relation to membership of any organisation under Category One.

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

3.9 When registering remuneration from the categories listed in paragraph 3.4 (b) to (g) above, you must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. Some other employments may be incompatible with your role as board member of Newbattle Abbey College.



3.10 Where you 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.

3.11 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.

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

### **Category Two: Other Roles**

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

3.14 You 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 you are a director and from which you receive remuneration.

### **Category Three: Contracts**

3.15 You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with Newbattle Abbey College:

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

3.16 You register a description of the contract, including its duration, but excluding the value.

### **Category Four: Houses, Land and Buildings**

3.17 You have a registrable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of Newbattle Abbey College.

3.18 You accept that, when deciding whether or not you need to register any interest you 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 your responsibilities to Newbattle Abbey College and to the public, or could influence your actions, speeches or decision-making.

### **Category Five: Interest in Shares and Securities**

3.19 You have a registerable interest where:

- a) You 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 you own or have an interest in is greater than £25,000.

### **Category Six: Gifts and Hospitality**

3.20 You understand the requirements regarding gifts and hospitality and will not accept any gifts or hospitality, other than under the limited circumstances allowed. You understand there is no longer the need to register any.

### **Category Seven: Non-Financial Interests**

3.21 You may also have other interests and 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, you understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence your actions, speeches, votes or decision-making in Newbattle Abbey College (this includes its Committees and memberships of other organisations to which you have been appointed or nominated by Newbattle Abbey College).

### **Category Eight: Close Family Members**

3.22 You must register the interests of any close family member who has transactions with Newbattle Abbey College or is likely to have transactions or do business with it.

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## **SECTION 4: DECLARATION OF INTERESTS**

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### **Stage 1: Connection**

4.1 For each particular matter you are involved in as a board member, you will first consider whether you have a connection to that matter.

4.2 You understand that a connection is any link between the matter being considered and you, or a person or body you are associated with. This could be a family relationship or a social or professional contact.

4.3 A connection includes anything that you have registered as an interest.

4.4 A connection does not include being a member of a body to which you have been appointed or nominated by Newbattle Abbey College as a representative of Newbattle Abbey College, unless:

- a) The matter being considered by Newbattle Abbey College is quasi-judicial or regulatory; or
- b) You have a personal conflict by reason of your actions, connections or your legal obligations.

### **Stage 2: Interest**

4.5 You understand your 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 your 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**

4.6 You must declare your interest as early as possible in meetings. You will not remain in the meeting nor participate in any way in those parts of meetings where you have declared an interest.

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

4.8 Public confidence in Newbattle Abbey College Board is damaged by the perception that decisions taken by that body are substantially influenced by factors other than the public interest. You will not accept a role or appointment if doing so means having to declare interests frequently at meetings in respect of your role as a board member. Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you will not accept the appointment or nomination.

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## **SECTION 5: LOBBYING AND ACCESS**

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5.1 A wide range of people will seek access to you as a board member and will try to lobby you, including individuals, organisations and companies. You must distinguish between:

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

5.2 In deciding whether, and if so how, to respond to such lobbying, you 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 your conduct as being likely to influence you, or Newbattle Abbey College's, decision-making role.

5.3 You must not, in relation to contact with any person or organisation that lobbies, do anything which contravenes this Code or any other relevant rule of Newbattle Abbey College or any statutory provision.

5.4 You must not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon Newbattle Abbey College.

5.5 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you will seek the guidance of the Chair, Principal, Senior Independent Member or Board Secretary.

5.6 The public must be assured that no person or organisation will gain better access to, or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You 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 you accord any other person or organisation who lobbies or approaches you. You 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.

5.7 Before taking any action as a result of being lobbied, you will seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of clients but it is important that you understand the basis on which you are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code and the Lobbying (Scotland) Act 2016.

5.8 You must not accept any paid work:

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