NHS Education for Scotland

GOVERNANCE HANDBOOK

Contents

• Board Membership List
• Board Members’ Biographies
• Board and Committees Chart
• Board and Committee Meeting Dates
• Board Standing Orders
• Role of a Board Member
• Roles of Chair and Chief Executive
• Code of Conduct
• Bribery Act - Guidance
• “On Board” Training: Briefing Note
• Scheme of Delegation
• Standing Financial Instructions (SFIs): Contents
NHS Education for Scotland

Board Members (as at 1st April 2014)

- **Non-Executive Members**

  **Professor Alice Belcher**
  Professor of Law
  University of Dundee

  **Dr Lindsay Burley CBE (Chair)**
  Business Coach and Consultant, Musselburgh

  **Ms Susan Douglas-Scott**
  Consultant, Glasgow

  **Mr Murray Duncanson**
  Business Coach and Consultant, North Berwick

  **Ms Liz Ford**
  Employee Director
  NHS Education for Scotland

  **Dr Liz Robertson**
  Retired Medical Director – Clinical Governance (Acute)
  Aberdeen

  **Dr Doreen Steele**
  Independent Human Resources and Strategic Planning Consultant

  **Dr Andrew Tannahill**
  Retired Public Health Specialist

  **Ms Carole Wilkinson**
  Consultant, Edinburgh

- **Executive Members**

  **Mr Malcolm Wright OBE**
  Chief Executive

  **Ms Caroline Lamb**
  Director of Finance and Corporate Resources & Deputy Chief Executive

  **Dr Colette Ferguson**
  Director of Nursing, Midwifery and Allied Health Professions
NHS Education for Scotland

Board Members’ Biographies

Non-Executive Board Members

Professor Alice Belcher
Alice Belcher holds a personal chair in Law at the University of Dundee. She researches in the fields of corporate governance, company law and sex discrimination law. Her recent publications include articles on teamwork within boards of directors and whether sex discrimination law can help bring about a gender balance on private sector boards of directors.

On leaving school Alice Belcher trained as a chartered accountant with Peat, Marwick, Mitchell and Co (now KPMG) and she is now a Fellow of the Institute of Chartered Accountants in England and Wales.

Alice holds a 5 year appointment to the SDO (Service Delivery and Organisation) Studies Panel. This brings automatic honorary membership of the National Institute for Health Research Faculty. Alice has 6 children.

Dr Lindsay Burley CBE - Chair of NES
Lindsay Burley was appointed Chair of NES in April 2010, having served on the Board since 2002. In 2003, after a thirty year career as a doctor and senior manager in the Scottish Health Service, she became the first Chair of the National Waiting Times Centre Board, with responsibility for the Golden Jubilee Hospital and Beardmore Conference Centre at Clydebank. Lindsay chairs the Scottish Association for Mental Health. She lives in Musselburgh and runs a coaching and mediation business with her husband, Robin. She is a Fellow of the Royal College of Physicians of Edinburgh, the Royal College of General Practitioners, the Royal Society for the Encouragement of the Arts, Manufactures and Commerce and was appointed a Commander of the British Empire in December 2010.

Ms Susan Douglas-Scott
Susan stepped down as the Chief Executive of the Long Term Conditions Alliance for Scotland (LTCAS) in May 2010. She continues her involvement with LTCAS as an external consultant. As a founding LTCAS Board member and as its first Chief Executive, Susan was pivotal in developing the organisation to where it is today. Her previous voluntary sector roles include Chief Executive of Epilepsy Scotland, Chief Executive of PHACE (Promoting Health and Challenging Exclusion) Scotland, Director of FPA (Family Planning Association) Scotland and Head of Services for Sense Scotland.

Before this, Susan enjoyed a 16 year career within local authorities, initially as an occupational therapist. Susan’s professional experience in the disability and equalities field, along with her personal experience as a disabled woman, has given her the opportunity to develop her thoughts on disability and the impact of long term...
conditions on the individual and society. She is committed to continuing to challenge services to ensure all people are supported to live well.

Mr Murray Duncanson
Murray Duncanson left the NHS in 2007 after many years service. For the previous 16 years Murray was Chief Executive of NHS Trusts in Essex, London and, from 2002 to 2007, was Chief Executive of Lothian Primary Care NHS Trust and its successor bodies.

Prior to moving back to Scotland in 2002, Murray spent a year at the Department of Health Task Force focusing on prison health issues.

In addition to his role as Vice Chairman of NHS Education for Scotland, Murray runs his own Executive Coaching Consultancy and is Chairman of the Company of Chemists Association, which is a UK Trade Association representing the large community pharmacy retail outlets. In addition, Murray was a Trustee of Elizabeth Fitzroy Support for many years, which supports people with a learning disability. He is currently a Trustee of Sue Ryder, with a particular interest in improving health services in Malawi and Albania.

He is married with two adult children and lives in North Berwick, where he supports a number of community services including Chairing The Friends of the Edington Hospital.

Ms Liz Ford
Liz has worked at SCPMDE and now NES for over 10 years, starting out in Corporate Services before moving to the Medical Directorate. She is the Lead Unison Officer and was elected as the Staff Side Chair of the NES Partnership Forum in 2008. Liz now works full time as the NES Employee Director/Staff Side Chair and has a key role in taking forward the Partnership and Staff Governance agenda for staff/trade unions.

Dr Liz Robertson
Dr Liz Robertson was a consultant radiologist at Aberdeen Royal Infirmary from 1982 to 2011 having spent time as a junior doctor in London. Her consultant career commenced with the installation of the first Body CT Scanner in Aberdeen Royal Infirmary and evolved with the ever expanding specialty of Imaging. Service Change was a constant companion throughout her career.

She spent some time as Clinical Director in Radiology and found an interest in medical management. She was, for the last 10 years of her consultant's role, and Associated Medical Director in NHS Grampian most recently with responsibility for clinical leadership for Clinical Governance in the Acute Sector.

Her professional interests included Clinical Governance, Patient Safety and Clinical leadership. She was involved with large national service change projects including the Diagnostic Collaborative and the Scottish Patient Safety Programme. She was interested in appropriate role development in the context of clinical governance, training and education. She is pleased to have a Non Executive role on the NES
Board recognising that, as the NHS service transforms to be fit for future purpose, there will be challenges in ensuring workforce, training, skills and knowledge are matched to service and patient need.

Away from work, her mission is to keep the house up and the garden down. She enjoys escaping on small travel adventures. Whilst at home, she enjoys cooking. Opera and art galleries are great pulls in an observer capacity

**Dr Doreen Steele**

Dr Doreen Steele brings over 30 years of experience in the NHS and Local Government as a Chief Executive, Director of Human Resources, Director of Learning and Development and Chair of a College of Further Education. She is a Chartered member of the Chartered Institute of Personnel & Development; a member of the Institute of Directors and of the Institute of Healthcare Management. She is also educated and trained in group and family therapy which she practised in the USA.

Doreen is currently an independent Human Resources and Strategic Planning Consultant, a Director of a Registered Social Landlord and a non-executive director of a social care partnership.

Doreen was appointed as a Non Executive Director of NHS Borders in 2009 and became Vice Chair in 2013.

**Dr Andrew Tannahill**

Dr Andrew Tannahill has extensive and varied experience in the fields of health and health-related education, gained as a doctor and public health specialist, as chief executive of a special health board (the former Health Education Board for Scotland), and as an academic. He has served as an executive NHS Board Member at both national and local levels, and has had considerable involvement in policy, strategy and service development, in education and training for a range of health professionals, and in organisational governance. Since retiring from public health medicine in 2011, Andrew has maintained an interest in applying ethical principles and evidence in decision-making.

**Ms Carole Wilkinson**

Carole Wilkinson was the Chief Executive of the Scottish Social Services (SSSC) from 2001-2009. She was responsible for establishing the organisation and overseeing the implementation of the regulation and registration of social services workers. The SSSC was also responsible for regulating education and training for the care sector and establishing the qualifications required by the workforce. Before moving to the SSSC Carole held the post of Director of Housing and Social Work for Falkirk Council.

During her career she has held a number of senior management posts in England and spent a period in higher education teaching social workers and social care staff. She has served on a number of Scottish Government working groups advising on
workforce development matters and on future workforce needs. This has included looking at how health and social care staff could be supported to work and learn together.

Her current interests include ensuring the workforce are supported and developed to deliver integrated services and that individuals and families are at the centre of service delivery.

**Executive Board Members**

**Dr Colette Ferguson – Director of Nursing, Midwifery and AHPs**

Colette had a long-standing career in Nursing practice and education before taking up a national post with NHS Education for Scotland in 2003. She is a graduate of the University of Edinburgh, where she was awarded an Msc in nursing and education in 1992 and a PhD in 2000. Colette’s specific area of interest and expertise is in practice-based learning and she has led and implemented a national network of Practice Education Facilitation and an education support system of nurses and midwives across Scotland.

More recently, Colette's leadership has focussed on strengthening access to education for Nurses, Midwives, Allied Health Professionals and their support workers across a range of settings including the health and social care workforce.

**Professor Stewart Irvine – Director of Medicine**

Graduated from the University of Edinburgh, and completed postgraduate training in obstetrics and gynaecology in Edinburgh and Aberdeen. Held academic training posts in the University of Edinburgh and Aberdeen, followed by a clinical consultant post within the MRC Human Reproductive Sciences unit in Edinburgh, with clinical and research interests in the field of reproductive medicine - particularly issues affecting male reproductive health.

Held posts as RCOG College Tutor and Regional College Advisor, before assuming the responsibility of Associate Postgraduate Dean in South-East Scotland Deanery, responsible for training in the 'surgical' specialties.

From 2008, was Deputy Director of Medicine for NHS Education for Scotland - a special health board responsible for the education and training needs of all staff within NHSScotland. With respect to postgraduate medical education, the 4 Scottish postgraduate deaneries are an integral part of NES. Dr Irvine had particular responsibility for quality management of PGME across Scotland, and for the performance management of the Medical ACT funding used to support undergraduate medical students in clinical placements.

As a General Medical Council (GMC) Associate, he sits on the GMC Quality Scrutiny Group, and has been extensively involved as a GMC Visitor to medical schools and postgraduate deaneries elsewhere in the UK.

Appointed Director of Medicine for NES from April 2012 and awarded an Honorary Professorship by the University of Edinburgh in August 2013.
Ms Caroline Lamb – Director of Finance & Corporate Resources/Deputy Chief Executive

Caroline took up her post with NES on 1 November 2004, joining the organisation from Abertay University where she was University Secretary and Director of Operations. Before joining Abertay University, Caroline was Head of Finance for the Edinburgh Housing Association. She moved to Abertay University as Director of Finance and then, two years later, became University Secretary and Director of Operations, with a remit covering Finance, Estates and Human Resources. Caroline is a native of Yorkshire, a graduate and a Chartered Accountant.

Dr Rose Marie Parr – Director of Pharmacy

Rose Marie undertook her pharmacy undergraduate degree and postgraduate degrees at the School of Pharmacy at Strathclyde University, Glasgow and her Doctorate in Education at Glasgow University. She worked in hospital pharmacy in the 1980-1990s in various posts in the Lanarkshire Health Board and Forth Valley Health Board areas. Rose Marie is designated a National Specialist in post qualification pharmaceutical education and is a member of the SGHD National Pharmaceutical Forum. She is also immediate past Chair of the Scottish Pharmacy Board of the Royal Pharmaceutical Society of Great Britain (RPSGB) and a designated Fellow of the RPSGB.

Mr Malcolm Wright OBE – Chief Executive of NES

Appointed Chief Executive of NHS Education for Scotland in April 2004, Malcolm has spent his career in the National Health Service, mainly in Scotland, but also at the Hospital for Sick Children in Great Ormond Street, London. Malcolm has been Chief Executive of two NHS Trusts, both Edinburgh Sick Children’s and Dumfries and Galloway Acute Trust, as well as being Chief Executive of Dumfries and Galloway Health Board. He led the Ministerial Support Team to the Western Isles Health Board in 2006.

He was appointed as Chair of the Ministerial Children and Young Peoples Support Group, a role that he has undertaken since 2000 and in 2008 chaired the National Review of Specialist Children’s Services in Scotland. He contributed as a member of the Strategy Group which produced the Early Years Framework and was a member of the UK Review of Midwifery 2020. He was Chair of the Institute of Healthcare Management from 2010 to 2013 and is a trustee of the Royal Society for Public Health. He was awarded an Honorary Fellowship of the Royal College of General Practitioners, an Honorary Doctorate from the University of Paisley, an Honorary Fellowship of the Royal College of Physicians of Edinburgh, and is a Fellow of the Royal Society of Arts. Malcolm was awarded an OBE in the New Years Honours List in 2008.

Last updated in June 2014
NHS Education for Scotland (NES)

Board and Standing Committees

- **Educational and Research Governance Committee**
  
  **Remit:** To ensure that educational and research activities are governed to standards of best practice in order to ensure compliance with external regulation.

- **Audit Committee**
  
  **Remit:** To deal with issues relating to internal control and corporate governance; internal and external audit; Standing Orders and Standing Financial Instructions; and Annual Accounts.

- **Finance and Performance Management Committee**
  
  **Remit:** To provide additional scrutiny of financial reports, performance management reports and other appropriate matters delegated to it by the Board, including estimates of income and expenditure; budget reports; and all matters relating to the financial management of NES.

- **Staff Governance Committee**
  
  **Remit:** To deal with all staff governance issues, including delivery against the Staff Governance Standard; preparation of staff governance information and data for the Performance Assessment Framework; and approval of HR policies on behalf of the Board.

- **Remuneration Committee**

  **Remit:** To oversee the performance management and remuneration of NES Directors and Senior Managers.
# NHS Education for Scotland

## Calendar of Board and Committee Meetings for period April 2014 – March 2015

### 2014

#### April 2014

<table>
<thead>
<tr>
<th>Date</th>
<th>Time</th>
<th>Committee</th>
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<tbody>
<tr>
<td>Thursday 17(^{th}) April</td>
<td>10.15 a.m.</td>
<td>Audit Committee</td>
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<tr>
<td>Thursday 24(^{th}) April</td>
<td>10.15 a.m.</td>
<td>Board Meeting</td>
</tr>
<tr>
<td>Thursday 24(^{th}) April</td>
<td>2.00 p.m.</td>
<td>Remuneration Committee</td>
</tr>
<tr>
<td>Wednesday 30(^{th}) April</td>
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<td>E&amp;RGC</td>
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#### May 2014

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<td>Staff Governance Committee</td>
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<tr>
<td>Thursday 22(^{nd}) May</td>
<td>10.15 a.m.</td>
<td>Board Planning/Development Day</td>
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<tr>
<td>Thursday 29(^{th}) May</td>
<td>10.15 a.m.</td>
<td>F&amp;PM Committee</td>
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#### June 2014

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<tr>
<td>Thursday 12(^{nd}) June</td>
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<td>Audit Committee</td>
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<td>Thursday 26(^{th}) June</td>
<td>10.15 a.m.</td>
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<td>Remuneration Committee</td>
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<tr>
<td>Thursday 24(^{th}) July</td>
<td>10.45 a.m.</td>
<td>Staff Governance Committee</td>
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<tr>
<td>Thursday 31(^{st}) July</td>
<td>10.15 a.m.</td>
<td>Board Meeting</td>
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#### August 2014

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<tr>
<td>Wednesday 13(^{rd}) August</td>
<td>10.15 a.m.</td>
<td>E&amp;RGC</td>
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<tr>
<td>Thursday 28(^{th}) August</td>
<td>10.15 a.m.</td>
<td>F&amp;PM Committee</td>
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#### September 2014

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<tr>
<td>Thursday 11(^{th}) September</td>
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#### October 2014

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<tr>
<td>Thursday 2(^{nd}) October</td>
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<td>Audit Committee</td>
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<tr>
<td>Thursday 9(^{th}) October</td>
<td>10.15 a.m.</td>
<td>Board Planning/Development Day</td>
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<tr>
<td>Wednesday 22(^{nd}) October</td>
<td>10.15 a.m.</td>
<td>E&amp;RGC</td>
</tr>
<tr>
<td>Date</td>
<td>Time</td>
<td>Committee</td>
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<tr>
<td>Thursday 23rd October</td>
<td>(10.15 a.m.)</td>
<td><strong>Board Meeting</strong></td>
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<tr>
<td>Thursday 30th October</td>
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<td>Staff Governance Committee</td>
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**November 2014**

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<tr>
<td>Thursday 6th November</td>
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<td>Remuneration Committee</td>
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<td>Thursday 27th November</td>
<td>(10.15 a.m)</td>
<td>F&amp;PM Committee</td>
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**December 2014**

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<tr>
<td>Thursday 4th December</td>
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<td><strong>Board Meeting</strong></td>
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**2015**

**January 2015**

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<td>Audit Committee</td>
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<tr>
<td>Thursday 22nd January</td>
<td>(10.15 a.m.)</td>
<td><strong>Board Meeting</strong></td>
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<tr>
<td>Thursday 29th January</td>
<td>(10.45a.m.)</td>
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**February 2015**

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<tbody>
<tr>
<td>Thursday 12th February</td>
<td>(2.00 p.m.)</td>
<td>Remuneration Committee</td>
</tr>
<tr>
<td>Tuesday 17th February</td>
<td>(10.15 a.m.)</td>
<td>E&amp;RGC</td>
</tr>
<tr>
<td>Thursday 26th February</td>
<td>(10.15am)</td>
<td>F&amp;PM Committee</td>
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**March 2015**

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<tr>
<th>Date</th>
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<th>Committee</th>
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<tr>
<td>Thursday 12th March</td>
<td>(10.15 a.m.)</td>
<td><strong>Board Meeting</strong></td>
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APPENDIX

KEY

E&RGc = Educational and Research Governance Committee
F&PM Committee = Finance and Performance Management Committee

Approximate Frequency of Board and Committee Meetings (per calendar year)

- Board : 8
- Audit Committee : 4
- E&RGc : 4
- F&PM Committee : 4
- Remuneration Committee : 4
- Staff Governance Committee : 4
NHS Education for Scotland

STANDING ORDERS AND INSTRUCTIONS
FOR THE
REGULATION OF THE BUSINESS OF THE BOARD
(IN ACCORDANCE WITH THE NHS EDUCATION FOR SCOTLAND ORDER 2006 No. 79)

JUNE 2010
<table>
<thead>
<tr>
<th>CONTENTS</th>
<th>Page</th>
</tr>
</thead>
<tbody>
<tr>
<td>Constitution and Standing Orders</td>
<td>1</td>
</tr>
<tr>
<td>Functions of the Board</td>
<td>1</td>
</tr>
<tr>
<td>Membership</td>
<td>2</td>
</tr>
<tr>
<td>Arrangements for Board Meetings</td>
<td>3</td>
</tr>
<tr>
<td>Order of Business</td>
<td>4</td>
</tr>
<tr>
<td>Conduct of Business</td>
<td>5</td>
</tr>
<tr>
<td>Press and Public</td>
<td>9</td>
</tr>
<tr>
<td>Board Minutes</td>
<td>10</td>
</tr>
<tr>
<td>Committees of the Board</td>
<td>10</td>
</tr>
<tr>
<td>Amendment or Suspension of Standing Orders</td>
<td>11</td>
</tr>
<tr>
<td>Schedule of Decisions Reserved for the Board</td>
<td>12</td>
</tr>
<tr>
<td>Schemes of Delegation</td>
<td>12</td>
</tr>
<tr>
<td>Exclusion from Delegations</td>
<td>13</td>
</tr>
</tbody>
</table>
NHS Education for Scotland

1. Constitution and Standing Orders

NHS Education for Scotland (NES) was constituted as a Special Health Board on 1st April 2002 under the terms of The NHS Education for Scotland Order 2002 (Scottish Statutory Instrument 2002 No. 103), as amended by The NHS Education for Scotland Order 2006 (Scottish Statutory Instrument 2006 No. 79).

2. Functions of the Board

The Board has key functions for which it is held accountable by the Scottish Government Health Directorates on behalf of the Scottish Ministers:

- To set strategic direction of the organisation within the overall policies and priorities of the Government and NHSScotland, define its annual and longer term objectives and agree plans to achieve them;
- To oversee the delivery of planned results by monitoring performance against objectives and ensuring corrective action is taken when necessary;
- To ensure that there is effective dialogue within the organisation and between the organisation and key stakeholders on its plans and performance and that these are responsive to stakeholders’ needs
- To ensure effective financial stewardship through value for money, financial control and financial planning and strategy;
- To ensure that high standards of corporate governance and personal behaviour are maintained in the conduct of the business of the whole organisation; and
- To appoint, appraise and remunerate senior executives.

In fulfilling these functions the Board should:

- Specify its requirements in organising and presenting financial and other information succinctly and efficiently to ensure the Board can fully understand its responsibilities;
- Be clear what decisions and information are appropriate to the Board and draw up standing orders, a schedule of decisions reserved to the Board and standing financial instructions to reflect this;
- Establish performance and quality targets that maintain the effective use of resources and provide for money;
- Ensure that management arrangements are in place to enable responsibility to be clearly delegated to senior officers for the main programmes of action and for performances against programmes to be monitored and senior officers held to account;
- Establish committees, including audit and remuneration committees, on the basis of formally agreed terms of reference which set the membership of the committees, the limit to their powers, and the arrangements for reporting back to the Board; and
- Act within statutory, financial and other resource constraints.

3. **Membership**

The Board shall consist of a Chair and such members as are appointed by Scottish Ministers.

3.1 **Chair of the Board**

The Chair is responsible for leading the Board and for ensuring that it discharges successfully its overall responsibility for the organisation as a whole.

It is the Chair’s role to:
- Provide leadership to the Board;
- Ensure that the Board acts as a team and enable all Board members to make a full contribution to the Board’s affairs;
- Ensure that key and appropriate issues are discussed by the Board in a timely manner;
- Ensure that the Board has adequate support and is provided with all the necessary data on which to base informed decisions; and
- Advise the Cabinet Secretary for Health and Wellbeing, through the Head of the Scottish Government Health Department, on the performance of non-executive directors.

3.2 **Deputy Chair**

The Board shall appoint a non-executive member to be the Deputy Chair. Any person so appointed shall hold office for such period as the Board may determine, not exceeding the term of office as a non-executive member.

3.3 **Resignation and Removal**

A member who wishes to resign his/her membership shall give written intimation of their resignation to Scottish Ministers and the Chair of the Board.

3.3.1 Where a member has not attended any meeting of the Board or of any committee of the Board for a period of six consecutive months, Scottish Ministers shall, unless satisfied that her/his absence was due to illness or other reasonable cause, declare that her/his seat on the Board has become vacant and that person shall cease to be a member.
3.4 Co-opted Members

3.4.1 NHS Education for Scotland may co-opt for any of the meetings of its committees and sub-committees, representatives of organisations having a special interest in a particular matter, or persons not being members of the Board who may serve the purpose of the Board.

3.4.2 Co-opted members shall not have voting rights and shall serve for a specified period of time, not exceeding 3 years, in the first instance.

3.5 Appointment of Additional Members to Board Committees

The procedure for making such appointments shall be as follows:

The proposed nomination of an additional member shall be considered by the relevant committee. The Chair of the relevant committee shall discuss the proposed appointment with both the Chair and the Chief Executive. Consequently, the Chair of the relevant committee shall submit a short paper to the Board seeking authorisation for the proposed appointment.

3.6 Observers

Observers from the Scottish Government shall be invited to attend ordinary meetings of the Board. Observers may participate in discussion if invited to do so by the Chair, but shall not have the right to vote. If requested to do so, they shall retire from the meeting. They must withdraw from the meeting while any issue concerning remuneration is being considered.

3.7 Members of Staff In Attendance

It shall be the right of the Chair to determine the members of staff of the Board, other than the executive members, who shall be in attendance, and the nature of their participation.

3.8 Suspension or Disqualification

A member may be suspended from or disqualified by the Chair from taking part in any business of the Board on reasonable cause being shown.

3.9 Directions by Scottish Ministers

The foregoing provisions relating to membership shall be subject to such orders and directions which may be given and/or changes made by Scottish Ministers from time to time.

4. Arrangements for Board Meetings

4.1 The Chair shall preside, or, in her/his absence, the Deputy Chair. In the event of neither being present, the Board shall appoint a Chair, from the non-executive members present, to preside at that meeting.
4.2 Ordinary meetings of the Board shall be held on a regular basis, at a frequency agreed by the Board from time to time, with a minimum of six meetings per year.

4.3 An extraordinary meeting of the Board may be convened at any time. The Chair shall, within fourteen days of receipt of a written request from three members, convene an extraordinary meeting of the Board. In each case, the business they desire to be considered should be clearly stated and must fall within the remit of the Board.

4.4 The Chief Executive shall cause notices and agendas for all ordinary meetings of the Board, together with any supporting papers to reach members not less than three clear working days before the date of the meeting. The business of the Board shall not be invalidated where any member fails to receive notification.

4.5 Requests for inclusion of any item on the agenda of meetings shall be sent to the Chief Executive so as to be received not less than fourteen days before the date of that meeting.

4.6 The quorum of the Board shall be six members, of whom at least three shall be non-executive members.

5. **Order of Business**

5.1 The business shall be dealt with in the order specified in the agenda, unless the Board agrees otherwise.

5.2 At ordinary meetings, the business shall be transacted as nearly as may be practical in the following order:-

5.2.1 The Chair shall open the meeting.

5.2.2 Apologies for absence shall be intimated.

5.2.3 Names of members present shall be recorded. Where a member is not present for the whole of the meeting, this shall also be recorded.

5.2.4 The minutes of the previous ordinary meeting and any special or additional meetings shall be submitted for approval. Any amendments which are approved to previous minutes shall be duly recorded. The Chair shall subsequently sign the final approved minutes.

5.2.5 Any matter arising from previous meetings, and which requires to be progressed further at the current meeting.

5.2.6 Matters and business of which prior notice has been submitted to the Chief Executive for inclusion in the agenda.
5.2.7 Consideration of recommendations and reports of Committees and other items properly submitted.

5.2.8 Any other business of a competent and urgent nature raised by members of the Board.

6. **Conduct of Business**

6.1 **Conduct and Accountability**

6.1.1 The business of the Board will be conducted in accordance with the NHS Code of Conduct and Accountability for NHS Boards published by the Scottish Government Health Department. The principles underlying the Code are reflected in these Standing Orders.

6.1.2 The Scottish Government has identified the following nine key principles underpinning public life in Scotland. These incorporate the seven Nolan Principles and introduce two further principles (see *).

*Public Service* Holders of public office have a duty to act in the interests of the public body of which they are a Board member and to act in accordance with the core tasks of the body.

Leadership Holders of public office should promote and support these principles by leadership and example.

Selflessness Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or other friends.

Integrity Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
Honesty  Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Accountability  Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

*Respect  Holders of public office must respect fellow members of their public body and employees of the body and the role they play, treating them with courtesy at all times.

Openness  Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

6.1.3 All Board members are required, on appointment, to subscribe to the Code of Conduct and Accountability.

6.1.4 All staff should subscribe to the principles in the Code of Conduct and Chairmen, Directors and their staff should be judged upon the way the Code is observed.

6.2 No business other than that specified on the agenda shall be conducted at any meeting, unless with the consent of the majority of members present.

6.3 Any member unable to attend a meeting of the Board may submit written comments on any item of the agenda, provided these are received no later than the day prior to the relevant meeting of the Board. These comments shall be copied to members or read out in their entirety by the Chair.

6.4 The normal practice of the Board shall be to reach agreement by consensus. Following discussion of each item on the agenda, the Chair shall summarise the decision or other conclusion reached. If agreement cannot be reached by this means, then the following formal procedure shall be invoked:

6.4.1 Every motion or amendment shall be moved and seconded, and shall, if the Chair so requests, be given to her/him in written form, and shall be read out by the Chair before it is further discussed or put to the meeting.
6.4.2 Items raised by members (notice of motions) shall be in writing, signed by the member concerned, and shall be given or sent to the Chief Executive.

6.5 Declaration of Interest

6.5.1 During the course of a meeting, if a conflict of interest is declared the member shall withdraw and take no part in the relevant discussion or decision, or vote on any question relating to that matter. Such declarations of interest shall be recorded in the minutes of Board meetings.

6.5.2 At the discretion of the Chair, with the agreement of the Board, the requirement to withdraw or not to participate in the discussion may be waived.

6.6 Voting

Where the Board cannot reach a decision by consensus, the question shall be decided on a show of hands by a majority of members present and voting. Any member can call for a division, in which case the names of members for and against, and those who abstained from voting, shall be recorded and entered in the minutes. The Chair shall have a second or casting vote in the case of equality of votes.

6.7 If the Chair so rules, a ballot shall be taken of those Board members present at the meeting.

6.8 If a Board member so proposes, and if the proposal is seconded and supported by a simple majority, voting shall be by ballot.

6.9 The Chair shall decide upon any point of order or procedure, and her/his decision shall be final.

6.10 Closed Session

The Chair may propose, or may accept a member’s proposal, that any item on the agenda be taken in closed session, and, if this proposal is agreed by the Board members present, those persons who are not members of the Board shall withdraw, unless invited by the Chair to remain.

6.11 Adjournment of Meetings

6.11.1 During any meeting of the Board, it shall be competent for a member, at any time, except in the course of a speech by another member, to move that the meeting be adjourned, but no motion for adjournment may be made within thirty minutes of a motion for adjournment having previously been rejected if the Board is still considering the same item of business.
6.11.2 A motion for adjournment shall have precedence over all other motions and, if moved and seconded, shall be put to the meeting without discussion or amendment.

6.11.3 If the motion is carried, the meeting shall be adjourned until the date and time, and at the venue specified in the motion. Unless the time and place are specified in the motion for adjournment, the adjournment shall be until the next ordinary meeting of the Board or relevant committee.

6.11.4 Where a meeting is adjourned without a time for its resumption having been fixed, it shall be resumed at such other time as may be fixed by the Chair.

6.11.5 When an adjourned meeting is resumed, the proceedings shall be commenced at the point at which they were interrupted by the adjournment.

6.11.6 The Chair may adjourn any meeting of the Board if he/she is of the opinion that the conduct of the meeting cannot properly be conducted by reason of disorder. Such adjournment shall be signified by the Chair rising and quitting the Chair and shall be for one hour or such shorter period as may be specified by the Chair at that time.

6.12 Duration of Meetings

6.12.1 Every meeting of the Board shall end not later than five hours after the time at which the Board commenced.

6.12.2 It shall, however, be competent, before the expiry of the time limit, for any member to move that the meeting be continued for such further period as deemed appropriate.

6.13 Questions

6.13.1 At any ordinary meeting of the Board, a member may put a question to the Chair or to the Chair of any standing committee relating to the functions of that committee, irrespective of whether the subject matter of the question relates to the business which would otherwise fall to be discussed at that meeting, provided that notice in writing of the question, duly signed, has been delivered to the Board Secretary (Board Services Manager), not later than ten working days before the meeting.

6.13.2 The original questioner may ask a supplementary question, limited to seeking clarity on an answer given.

6.13.3 No discussion shall be permitted on any question or answer which does not relate to an item of business otherwise falling to be considered at that meeting.
6.13.4 Questions of which notice has been given in terms of 6.13.1 above and the answers thereto, shall be recorded in the minutes of the meeting only if the questioner so requests, but any supplementary questions and answers thereto shall not be recorded.

6.14 **Alteration or Revocation of Previous Decision**

6.14.1 A decision shall not be altered or revoked within a period of six months from the date of such decision being taken.

6.14.2 Where the Chair rules that a material change of circumstances has occurred to such extent that it is appropriate for the issue to be reconsidered, a decision may be altered or revoked within six months by a subsequent decision arising from:-

- A recommendation to that effect, by an executive member or other officer in a formal report; or
- A motion to that effect of which prior notice has been given in terms of notice of motions' requirements.

6.14.3 This Standing Order shall not apply to the ongoing progression or development of an issue on which a decision is required.

7. **Press and Public**

7.1 Business meetings of the Board shall be open to the press and public, to the extent to which accommodation permits.

7.2 It shall be open to the Chief Executive, with the consent of the Chair, to show, on a separate agenda, any items which it is considered should be taken in closed session.

7.3 The Board shall reserve the right, at any time during a business meeting, to take an agenda item, or part of an item, in closed session.

7.4 Representatives of the press and members of the public admitted to meetings of the Board shall not be permitted to make use of photographic or recording apparatus of any kind.

7.5 Except as provided for above, no communications, pronouncements or information shall be made or released on behalf of or in the name of the Board and/or any of its committees to any person, other body or bodies, press or other media except by or through the Chair, Chief Executive or other officer authorised to so do by the Chief Executive.
8. **Board Minutes**

8.1 The minutes of the proceedings of each Board meeting shall be drawn up on behalf of the Chief Executive and kept as a permanent record. The names of members present shall be recorded in the minutes.

8.2 Where a member attends part of a meeting only, the minutes shall show, under the list of those attending, the items for which that member was present.

8.3 Copies of the minutes shall be sent to members prior to the next meeting at which the minutes are submitted for approval.

8.4 The minutes shall be submitted for approval at the following Board meeting and, subject to any agreed amendments, shall be signed by the Chair as a true record.

8.5 Approved minutes of Board meetings may be made available to interested parties, on request, at the discretion of the Chief Executive.

9. **Committees of the Board**

9.1 The Board has established the following five standing committees:

- Audit Committee
- Educational and Research Governance Committee
- Finance and Performance Management Committee
- Remuneration Committee
- Staff Governance Committee

9.2 All of the standing committees shall consist of, or have a majority of, non-executive Board members.

9.3 Board members will normally be appointed to committees for an initial period of 3 years, which may be extended following review. The remits of the standing committees are included as an Appendix to the Standing Orders.

9.4 The Board shall establish such other standing committees as it deems necessary.

9.5 The Board shall appoint or re-appoint the members of any committees constituted by the Board at its discretion.

9.6 Any vacancy which occurs on any of these committees may be filled by the Board at such future meeting of the Board as may be convenient, and the person appointed to the vacancy shall hold
office for the remainder of the term of the person in whose place she/he was appointed.

9.7 When a vacancy on a committee requires to be filled, the Board Chair shall formulate a proposal for the Board’s consideration, following consultation with the Chair of the committee concerned.

9.8 The Board shall appoint the Chairs of its committees, except where the authority is delegated to a committee to select a Chair from its members.

9.9 Minutes of the proceedings of a meeting of a committee shall be drawn up by or on behalf of the Chief Executive and, whenever practical, be submitted for adoption by the appropriate standing committee at the first ordinary meeting of the standing committee held after the date of the meeting of the committee.

9.10 The Board may delegate aspects of its functions to its standing committees. Any delegation shall be specified clearly in the remit approved by the Board for the standing committee and may include the authority to appoint a sub-committee and to authorise Board officers to exercise specified responsibilities on behalf of the standing committee.

9.11 Notwithstanding any delegation of authority, the Board reserves the right to review and, if necessary, alter decisions made by its standing committees, in appropriate circumstances. A schedule of decisions reserved for the Board is included under Section 11 of these Standing Orders.

9.12 No expenditure shall be incurred by a committee without the consent of the Chief Executive.

9.13 The quorum of a standing committee of the Board shall normally be two non-executive members.

9.14 Orders relating to procedures for business of the Board shall apply, as appropriate, to committees of the Board.

10. **Amendment or Suspension of Standing Orders**

10.1 Any one or more of these Standing Orders may be suspended at any meeting of the Board, by the agreement of the Board, whether by consensus or by invoking formal voting procedures.

10.2 These Standing Orders may be amended at any time by a decision of the Board.
11. **Schedule of Decisions Reserved for the Board**

The Board shall reserve to itself decisions on all matters of and pertaining to its powers, responsibilities and functions and the making, application and execution of its policies, except where explicitly delegated, including:-

- Strategy, business plans and budgets
- Standing Orders
- Standing Financial Instructions
- The establishment of terms of reference and reporting arrangements for all sub-committees acting on behalf of the Board
- Approval of Annual Report and Accounts
- Financial and performance reporting arrangements
- The foregoing list shall not be held as exhaustive and may be altered or extended at any time as the Board may deem necessary.

12. **Schemes of Delegation**

12.1 Without prejudice to its overall authority, the Board delegates to its Chief Executive all matters not particularly reserved by the Board for its own decision and in particular the Chief Executive shall have overall responsibility for the effective management, commissioning and purchasing functions of the Board.

12.2 The Board may delegate its responsibilities for the conduct of its business to committees, to individual directors, or to senior officers.

12.3 The Board may also delegate the responsibility for certain matters to the Chair for her/his action. In such circumstances, the Chair’s action should be homologated at the next ensuing ordinary meeting of the Board.

12.4 The Board has a responsibility to prepare and submit corporate and financial plans in accordance with the requirements of the Scottish Government.

12.5 The Board’s Scheme of Delegation is to be found within the Standing Financial Instructions.

13. **Exclusion from Delegations**

There shall be excluded from any delegation:

- The incurring of expenditure for which no provision or insufficient provision has been made in the budget of NES;
- The dismissal of executive members of the Board, and other senior members of staff, where the filling of the posts concerned requires the involvement of non-executive members of the Board;
• The making, alteration and revocation of the Code of Corporate Governance;
• Any matter involving the determination of differences between committees.
Remits of Standing Committees

1. **Audit Committee**
   
   (a) Internal Control, Risk Management and Corporate Governance
   
   - to assess the scope and effectiveness of the risk management processes;
   - to review the system of internal control and to evaluate the control environment and decision-making processes;
   - to receive reports from management on the effectiveness of internal controls;
   - to review and recommend for approval by the Board, the corporate governance disclosures on audit and risk management in the annual accounts; and
   - to review internal arrangements by which staff may raise concerns about possible improprieties.

   (b) Internal Audit
   
   - to approve the appointment and termination of Internal Audit and to ensure that appropriate resources are devoted to Internal Audit;
   - to review and approve Internal Audit’s remit, including liaison with external audit;
   - to review and approve the Internal Audit annual work plan;
   - to receive regular Internal Audit reports and to review management responsiveness to recommendations and findings; and
   - to review the annual Internal Audit report.

   (c) External Audit
   
   - to review the External Audit strategy and plan;
   - to hold discussions with External audit;
   - to review the External Audit management letters; and
   - to ensure co-ordination between Internal and External Auditors.

   (d) Standing Orders (SOs) and Standing Financial Instructions (SFIs)
   
   - to review changes to the SOs and SFIs;
   - to examine the circumstances associated with each occasion when SOs are waived; and
   - to review the Scheme of Delegation.
(e) Annual Accounts

• to review the Financial Statements including significant financial reporting issues and judgements;
• to review the clarity and completeness of disclosures in the financial statements;
• to approve changes in accounting policies; and
• to report its views on the Financial Statements to the Board.

2. Educational and Research Governance Committee

Purpose
The Educational and Research Governance Committee (E&RGC) is established as a standing committee of the NES Board with delegated authority for quality improvement in core areas of business. It is responsible for ensuring that educational and research activities are governed to standards of best practice to ensure compliance with external regulation. The Committee is also accountable for putting in place arrangements for monitoring educational and research initiatives against agreed criteria as well as ensuring educational and research activities are aligned with NES' values and strategic aims. Its governance responsibilities include scrutiny of NES compliance with statutory requirements, NHSScotland policy and good practice in equality and diversity as it affects education and training. On behalf of the Board, the Committee also develops a NES strategy for effective patient focus and public involvement in NES workstreams and monitors compliance with statutory requirements and NHSScotland standards in this regard.

Remit

• to advise the Board on matters relating to educational research and the management of educational quality;
• to oversee the development and implementation of strategies, policies, structures and processes governing educational research and the management of educational quality;
• to be assured of the effective management of educational and educational research programmes, including the identification and management of risk;
• to monitor compliance of educational activities with statutory duties, NHSScotland policy and NES priorities in relation to equality and diversity;
• to promote collaboration within NES and with external agencies in relation to educational governance, educational research, development and evaluation;
• to promote education and training in relation to research and quality management within NES to monitor capacity and capability in these areas;
to develop effective strategy for patient focus and the involvement of service users in NES workstreams, and monitor compliance with statutory requirements and NHSScotland standards in this regard;

to monitor approval processes for disbursement of educational research funds;

to work collaboratively with other Board standing committees in relation to educational quality and educational research;

to encourage innovative and creative approaches in all aspects of educational research and educational governance;

to report to the Board on the outcomes of NES educational governance activity and research and development programmes.

The remit of the Educational & Research Governance Committee will be reviewed annually.

3. **Finance and Performance Management Committee**

The Finance and Performance Management Committee is a governance committee of the Board, responsible for providing additional scrutiny of financial reports and other reports and proposals delegated to it by the Board and for reporting the results of its deliberations, together with recommendations as to decisions, back to the board. This shall include specifically the following areas of work:

- providing detailed scrutiny and oversight of the annual budgets and longer term Financial Plans for NHS Education for Scotland (NES) and making recommendations on these to the Board;
- providing detailed scrutiny of the estimates of income and expenditure associated with significant new developments;
- providing detailed consideration of quarterly reports concerning expenditure against budgets and the reasons for variances and making recommendations concerning these reports to the Board;
- monitoring compliance of finance and performance management activities with statutory duties, NHSScotland policy and NES priorities in relation to equality and diversity;
- providing detailed consideration of quarterly reports covering key performance indicators for the Board;
- considering the annual financial statements and in particular the financial performance analysed therein, and making recommendations to the Board;
- considering and making recommendations to the Board on matters relating to the financial management of NES, including purchasing and procurement, efficiency programmes and resource allocation and the financial arrangements governing relationships with other organisations;
• considering and making recommendations to the Board on policy regarding organisational and administrative matters other than in relation to staffing;

• considering and making recommendations to the Board on matters relating to NES infrastructure support services, including IM&T, Properties and Facilities Management; and monitoring developments relating to the NHS Shared Services agenda; and

• dealing with any such matters as may be assigned to the Committee by the Board and making recommendations to the Board thereon.

4. **Remuneration Committee**

(a) to agree all terms and conditions of employment for Senior Managers of the Board, including job description, job evaluation, terms of employment, basic pay, performance pay and bonuses and benefits;

(b) to agree objectives for Senior Managers of NES, normally before the start of the year in which performance is assessed;

(c) to monitor the performance of Senior Managers of NES, in accordance with their performance plans;

(d) to conduct regular reviews of NES policy for the remuneration and performance management of Senior Managers, in the light of any guidance issued by NHS Scotland;

(e) to delegate responsibility to a sub-group of the committee to act as the Appeals body for Senior Managers and Directors of NES who have a grievance concerning their terms and conditions of service; and

(f) together with the Chief Executive of NES, make recommendations regarding the citation of doctors and dentists to the Scottish Advisory Committee on Distinction Awards.

5. **Staff Governance Committee**

The Staff Governance Committee is a standing committee of the Board, with the primary purpose to monitor the development and maintenance of a culture throughout NHS Education for Scotland (NES) where delivery of the highest possible standard of staff management is understood to be the responsibility of everyone working within the organisation, built on partnership and collaboration.

The specific responsibilities of the Staff Governance Committee are:

• to monitor and evaluate strategies and implementation plans relating to people management;

• to review the implementation of policies, procedures and practices through regular and routine scrutiny of statistics in relation to Gender, Race, Disability and other diversity strands and ensure that the outcomes of these reviews are published;
• to monitor the operation of processes and progress against agreed action plans to ensure that momentum of delivery against the national Staff Governance Standard is maintained;
• to propose and/or support any policy amendment, funding or resource submission to achieve the full Staff Governance Standard;
• to monitor NES compliance with all staff governance information required for national and statutory obligations for monitoring;
• to monitor compliance of staff governance activities with statutory duties, NHSScotland policies and NES priorities in relation to equality and diversity;
• to monitor benefit realisation processes of major initiatives, e.g. pay modernisation;
• to monitor trends and performance in relation to sickness absence management, recruitment and staff turnover and recommend actions as appropriate;
• to receive an Annual Report on the work of the Remuneration Committee at the last meeting in the calendar year, in order to give the Board assurance that systems and procedures are in place for the proper operation of performance management;
• to receive the minutes of the NES Health, Safety and Welfare Committee;
• to receive any recommendations from the Partnership Forum;
• to provide staff governance information for any internal control purposes; and
• to ratify NES HR policies and procedures on behalf of the Board.
The Role of a Board Member

The role of the Board member focuses on four key areas:

**Strategy**
To contribute to strategic development and decision-making.

**Performance**
To ensure that effective management arrangements and an effective team are in place at the top level of the organisation.

To help to clarify which decisions are reserved for the Board and then ensure that the rest are clearly delegated.

To hold management to account for its performance in meeting agreed goals and objectives through purposeful challenge and scrutiny; and to monitor the reporting of performance.

**Risk**
To ensure that financial information is accurate and that financial controls and systems of risk management are robust and defensible.

**Behaviour**
To live up to the highest ethical standards and comply fully with the Code of Conduct. Board members should also demonstrate through their behaviour that they are focusing on their responsibilities to the Minister, the organisation and its stakeholders.

NHS Education for Scotland

The Roles of the Chair and Chief Executive

Chair

- Leads the Board;
- Ensures that the Board sets the strategic direction for the organisation; and
- Ensures that the Board holds the management to account for the delivery of the organisation’s objectives.

Chief Executive

- Leads the organisation and its staff;
- Runs the organisation on a day-to-day basis;
- Implements the Board’s decisions;
- Delivers the organisation’s objectives; and
- Is personally accountable to the Scottish Parliament.

(Source: “The role of boards”, Audit Scotland, September 2010).
NHS Education for Scotland

Code of Conduct for Board Members

April 2014

(Based on the Model Code of Conduct for Members of Devolved Public Bodies, Scottish Government, February 2014)
NHS Education for Scotland

CODE OF CONDUCT FOR BOARD MEMBERS

CONTENTS

Section 1: Introduction to the Code of Conduct 3
Appointments to the Boards of Public Bodies 3
Guidance on the Code of Conduct 4
Enforcement 4

Section 2: Key Principles of the Code of Conduct 4

Section 3: General Conduct 5

Conduct at Meetings 6

Relationship with Board Members and Employees of NHS Education for Scotland (NES) 6

Remuneration, Allowances and Expenses 6

Gifts and Hospitality 6

Confidentiality Requirements 7

Use of NES Facilities 7

Appointment to Partner Organisations 7

Section 4: Registration of Interests 8

Category One: Remuneration 8

Category Two: Related Undertakings 9

Category Three: Contracts 9

Category Four: Houses, Land and Buildings 10

Category Five: Interest in Shares and Securities 10

Category Six: Gifts and Hospitality 10

Category Seven: Non-Financial Interests 10
Section 5: Declaration of Interests

General

Interests which Require Declaration

Your Financial Interests

Your Non-Financial Interests

The Financial Interests of Other Persons

The Non-Financial Interests of Other Persons

Making a Declaration

Frequent Declaration of Interests

Dispensations

Section 6: Lobbying and Access to Members of Public Bodies

Introduction

Rules and Guidance

Annexes


Annex B: Definitions
SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

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

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

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

1.4 As a member of the Board of NHS Education for Scotland (NES), it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct.

Appointments to the Boards of Public Bodies

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

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

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

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

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

Enforcement

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

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

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

Duty
You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of NES and in accordance with its core functions and duties.

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 NES when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

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

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

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

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

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

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

**SECTION 3: GENERAL CONDUCT**

3.1 The rules of good conduct in this section must be observed in all situations where you act as a member of the NES Board.
Conduct at Meetings

3.2 You must respect the Chair, your Board colleagues and employees of NES in meetings. You must comply with rulings from the Chair in the conduct of the business of these meetings.

Relationship with Board Members and Employees of the Public Body (including those employed by contractors providing services)

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

Remuneration, Allowances and Expenses

3.4 You must comply with any rules of NES regarding remuneration, allowances and expenses.

Gifts and Hospitality

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

3.6 You must never ask for gifts or hospitality.

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

(a) isolated gifts of a trivial character, the value of which must not exceed £50;

(b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or

(c) gifts received on behalf of NES.
3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision NES may be involved in determining, or who is seeking to do business with NES, 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 the NES Board then, as a general rule, you should ensure that NES pays for the cost of the visit.

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

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

Confidentiality Requirements

3.11 There may be times when you will be required to treat discussions, documents or other information relating to the work of NES in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. You must always respect the confidential nature of such information and comply with the requirement to keep such information private.

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

Use of Public Body Facilities

3.13 Members of the NES Board must not misuse NES 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 NES’s policy and rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the NES Board.

Appointment to Partner Organisations

3.14 You may be appointed, or nominated by NES, as a member of another body or organisation. If so, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.
3.15 Members who become directors of companies as nominees of NES will assume personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and NES. It is your responsibility to take advice on your responsibilities to NES and to the company. This will include questions of declarations of interest.

SECTION 4: REGISTRATION OF INTERESTS

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

4.2 The Regulations¹ as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. Annex B contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

Category One: Remuneration

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

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

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

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

4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.

¹ SSI - The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended.
4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

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

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

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

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

Category Two: Related Undertakings

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

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

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

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

Category Three: Contracts

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

(i) under which goods or services are to be provided, or works are to be executed; and

(ii) which has not been fully discharged.
4.16 You must register a description of the contract, including its duration, but excluding the consideration.

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

4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of NES.

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

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

4.19 You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) NES and (b) the nominal value of the shares is:

(i) greater than 1% of the issued share capital of the company or other body; or

(ii) greater than £25,000.

Where you are required to register the interest, you should provide the registered name of the company in which you hold shares; the amount or value of the shares does not have to be registered.

**Category Six: Gifts and Hospitality**

4.20 You must register with the NES Standards Officer (currently the Board Services Manager) the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in paragraph 3.7 (a) to (c) of this Code.

**Category Seven: Non-Financial Interests**

4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of NES. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.
4.22 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to NES and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

General

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

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

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

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

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

**Interests which Require Declaration**

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

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

**Your Financial Interests**

5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code).

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.
Your Non-Financial Interests

5.9 You must declare, if it is known to you, any non-financial interest if:

(i) that interest has been registered under category seven (Non Financial Interests) of Section 4 of the Code; or

(ii) that interest would fall within the terms of the objective test.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

The Financial Interests of Other Persons

5.10 The Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.

You must declare if it is known to you any financial interest of:-

(i) a spouse, a civil partner or a co-habitee;
(ii) a close relative, close friend or close associate;
(iii) an employer or a partner in a firm;
(iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
(v) a person from whom you have received a registerable gift or registerable hospitality;
(vi) a person from whom you have received registerable expenses.

There is no need to declare an interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

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

5.12 You must declare if it is known to you any non-financial interest of:

(i) a spouse, a civil partner or a co-habitee;
(ii) a close relative, close friend or close associate;
(iii) an employer or a partner in a firm;
(iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
(v) a person from whom you have received a registerable gift or registerable hospitality;
(vi) a person from whom you have received registerable election expenses.

There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

There is only a need to withdraw from the meeting if the interest is clear and substantial.

Making a Declaration

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

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

Frequent Declarations of Interest

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

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

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

SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

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

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

Rules and Guidance

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

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

6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that
preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of the NES Board.

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

6.7 You should not accept any paid work:-

(a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.

(b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence NES and its Board members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the NES Board, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

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

SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

(a) Censure – the Commission may reprimand the member but otherwise take no action against them;

(b) Suspension – of the member for a maximum period of one year from attending one or more, but not all, of the following:
   
   i) all meetings of the NES Board;

   ii) all meetings of one or more committees or sub-committees of the NES Board;

   (iii) all meetings of any other public body on which that member is a representative or nominee of the NES Board.

(c) Suspension – for a period not exceeding one year, of the member's entitlement to attend all of the meetings referred to in (b) above;

(d) Disqualification – removing the member from membership of the NES Board for a period of no more than five years.

Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of the NES Board be reduced, or not paid.

Where the Standards Commission disqualifies a member of a public body, it may go on to impose the following further sanctions:

(a) Where the member of a public body is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from their public body and terminating membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.

(b) Direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members’ code applicable to that body is then in force) and may disqualify that person from office as the Water Industry Commissioner.

In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer.

Full details of the sanctions are set out in Section 19 of the Act.
ANNEX B

DEFINITIONS

“Chair” includes Board Convener or any person discharging similar functions under alternative decision making structures.

“Code” code of conduct for members of devolved public bodies

“Cohabitee” includes a person, whether of the opposite sex or not, who is living with you in a relationship similar to that of husband and wife.

“Group of companies” has the same meaning as “group” in section 262(1) of the Companies Act 1985. A “group”, within s262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.

“Parent Undertaking” is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking’s memorandum or articles or (ii) by virtue of a control contract; or d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the rights in the undertaking.

“A person” means a single individual or legal person and includes a group of companies.

“Any person” includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.

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

“Related Undertaking” is a parent or subsidiary company of a principal undertaking of which you are also a director. You will receive remuneration for the principal undertaking though you will not receive remuneration as director of the related undertaking.

“Remuneration” includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer.

“Spouse” does not include a former spouse or a spouse who is living separately and apart from you.

“Undertaking” means:

a) a body corporate or partnership; or
b) an unincorporated association carrying on a trade or business, with or
without a view to a profit.
Bribery Act 2010 - Guidance

The Bribery Act 2010 came into force on 1st July 2011 and makes it a criminal offence to take part in active bribery (making a bribe) or passive bribery (receiving a bribe) (see definitions (a) and (b) below).

(a) Active Bribery: Section 1 of the Act makes it an offence for a person to offer, give or promise to give a financial or other advantage to another individual in exchange for improperly performing a relevant function or activity.

(b) Passive Bribery: Section 2 of the Act makes it an offence for a person to request, accept or agree to accept a financial or other advantage in exchange for improperly performing a relevant function or activity.

You must be committed to the prevention of bribery and all forms of corruption. You should note that NES operates a zero tolerance approach to bribery committed by any person working at NES and any person who provides services for or on behalf of NES and that any allegation of bribery by a Board member or NES employee will be investigated in accordance with relevant processes and procedures and may be reported to the authorities, as appropriate.

NES has a justified reputation for acting with integrity, transparency and honesty. You must be committed to the prevention of bribery, in recognition of the importance of maintaining the reputation of NES and the confidence of the public, partner organisations and other stakeholders.

You should note that NES will not work with other organisations who it considers do not share its commitment to preventing bribery and corruption.
“On Board” Training: Briefing Note

1. “On Board” training courses are run around 3 times per year by CIPFA Scotland, taking place in different parts of Scotland. The courses are based on the Scottish Government publication “On Board: A Guide for Board Members of Public Bodies in Scotland”. The courses cover the following topics in some depth:

   - Governance and Accountability in Context
   - Roles and Responsibilities
   - Managing Relationships
   - Scandal and how to avoid it : Ethical Standards in Practice
   - Accountability : Practical Case Studies

2. The Standards Commission for Scotland’s “Guidance Note to Devolved Public Bodies in Scotland and their Members” states, at paragraph 26, that:

   “Public bodies should also make arrangements to hold or attend training and induction sessions on ethical standards and they should strongly encourage attendance by all of their members and senior officers at such sessions.”

3. The “On Board” courses are fully endorsed by the Scottish Government as highly suitable training in ethical standards for Board members of public bodies in Scotland.

N.B. The CIPFA Scotland “On Board” course is now called “Essential Skills for Board Members”

David Ferguson
Board Services Manager
Updated February 2013
## Scheme of Delegation

<table>
<thead>
<tr>
<th>Delegated Issue and Scope of Delegation</th>
<th>Responsible Officer</th>
<th>Deputy</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chair all Board meetings and associated responsibilities</td>
<td>Chair</td>
<td>Vice Chair</td>
</tr>
<tr>
<td>Risk Management</td>
<td>Chief Executive</td>
<td>Director of Finance and Corporate Resources</td>
</tr>
<tr>
<td>Demonstrate best value for money for all services</td>
<td>Chief Executive</td>
<td>Director of Finance and Corporate Resources</td>
</tr>
<tr>
<td>Disciplinary and Grievance arrangements</td>
<td>Chief Executive</td>
<td>Director of HR and OD</td>
</tr>
<tr>
<td>Standards of business conduct for staff</td>
<td>Chief Executive</td>
<td>Director of HR and OD</td>
</tr>
<tr>
<td>Register of Interests - Members - Staff</td>
<td>Chief Executive</td>
<td>Director of Finance and Corporate Resources</td>
</tr>
<tr>
<td>Approve and sign all documents which will be necessary in legal proceedings</td>
<td>Chief Executive</td>
<td>Director of HR and OD</td>
</tr>
<tr>
<td>Complaints</td>
<td>Chief Executive</td>
<td>Director of Finance and Corporate Resources</td>
</tr>
<tr>
<td>Freedom of Information</td>
<td>Chief Executive</td>
<td>Director of Finance and Corporate Resources</td>
</tr>
<tr>
<td>Educational Quality Assurance Systems</td>
<td>Chief Executive</td>
<td>Director of Educational Development</td>
</tr>
<tr>
<td>Operation of all detailed financial matters including bank accounts and banking procedures.</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Implementing the Board’s financial policies and coordinating corrective action and ensuring detailed financial procedures and systems are prepared and documented</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Delegation of budgets and approval to spend funds within delegated limits</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Recording and monitoring of payments under the losses and compensation regulations</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Procedure</td>
<td>Responsible Authority</td>
<td>Signatory Authority</td>
</tr>
<tr>
<td>---------------------------------------------------------------------------</td>
<td>---------------------------------------------</td>
<td>----------------------------------------</td>
</tr>
<tr>
<td>Procedures for the procurement, ordering and receipt of goods</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Payment of staff</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Procedures for the payment of travel, subsistence, study course and other expenses</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Procedures for the payment of accounts</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Management of Non-Exchequer funds</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Liaison with Internal Audit service</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Issuing Tenders</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Receiving and Opening of Tenders</td>
<td>Director of Finance and Corporate Resources</td>
<td>Authorised personnel</td>
</tr>
<tr>
<td>Devise and maintain systems of budgetary control</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Annual Accounts and reports</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Banking Arrangements</td>
<td>Director of Finance and Corporate Resources</td>
<td>Deputy Director of Finance</td>
</tr>
<tr>
<td>Risk Management Processes</td>
<td>Director of Finance and Corporate Resources</td>
<td>Head of Planning and Performance</td>
</tr>
<tr>
<td>---------------------------</td>
<td>---------------------------------------------</td>
<td>----------------------------------</td>
</tr>
<tr>
<td>Management and control of computer systems and facilities including data protection</td>
<td>Director of Finance and Corporate Resources</td>
<td>Head of IM&amp;T</td>
</tr>
<tr>
<td>Investigate any suspected cases of fraud and other irregularity</td>
<td>Director of Finance and Corporate Resources</td>
<td>Counter Fraud Services</td>
</tr>
<tr>
<td>Review, appraise and report in accordance with NHS Internal Audit Manual and best practice</td>
<td>Chief Internal Auditor</td>
<td></td>
</tr>
<tr>
<td>Information Governance</td>
<td>Director of Finance and Corporate Resources</td>
<td>Head of IM&amp;T</td>
</tr>
<tr>
<td>Caldicott Guardianship</td>
<td>Director of Medicine</td>
<td>Deputy Director of Medicine</td>
</tr>
<tr>
<td>HR Management</td>
<td>Director of Human Resources and OD</td>
<td>Deputy Director of HR and OD</td>
</tr>
<tr>
<td>Procedures for employment of staff</td>
<td>Director of Human Resources and OD</td>
<td>Deputy Director of HR and OD</td>
</tr>
<tr>
<td>Leave: annual, compassionate, special leave and leave without pay.</td>
<td>Director of Human Resources and OD</td>
<td>Deputy Director of HR and OD</td>
</tr>
<tr>
<td>Grievance and disciplinary procedures for staff</td>
<td>Director of Human Resources and OD</td>
<td>Deputy Director of HR and OD</td>
</tr>
<tr>
<td>Health and Safety arrangements</td>
<td>Director of Human Resources and OD</td>
<td>Deputy Director of HR and OD</td>
</tr>
<tr>
<td>Responsible for security of the Board's property, avoiding loss, exercising economy and efficiency in using resources and conforming Standing Orders, Financial Instructions and Procedures.</td>
<td>All members and employees of NES.</td>
<td></td>
</tr>
</tbody>
</table>
NHS Education for Scotland

STANDING FINANCIAL INSTRUCTIONS (SFIs) : January 2011

CONTENTS

1. INTRODUCTION........................................................................................................................................
2. RESPONSIBILITIES OF THE CHIEF EXECUTIVE AS ACCOUNTABLE OFFICER......................
3. RESPONSIBILITIES OF THE BOARD......................................................................................................
4. RESPONSIBILITIES OF SENIOR MANAGERS AND OFFICERS......................................................
5. REVENUE RESOURCE LIMIT...................................................................................................................
6. PLANNING AND BUDGETING...................................................................................................................
7. ANNUAL ACCOUNTS AND REPORTS.........................................................................................................
8. BANKING ARRANGEMENTS AND OPERATION......................................................................................
9. FINANCIAL ARRANGEMENTS...................................................................................................................
10. TRAVEL, SUBSISTENCE AND OTHER ALLOWANCES...........................................................................
11. CONTRACTING AND PURCHASING...........................................................................................................
12. LOSSES AND SPECIAL PAYMENTS........................................................................................................
13. STANDING COMMITTEES..........................................................................................................................
14. INFORMATION TECHNOLOGY..................................................................................................................
15. FIXED ASSETS...........................................................................................................................................
16. FINANCIAL IRREGULARITIES....................................................................................................................
17. AUTHORISATION LIMITS..........................................................................................................................
18. ENDOWMENT FUNDS AND GENERAL NURSING COUNCIL (GNC) FUND..............................

APPENDIX 1 - SCHEME OF DELEGATION

APPENDIX 2 - RECORDS RETENTION SCHEDULE

APPENDIX 2B - GENERAL RECORDS RETENTION SCHEDULE

N.B. The Scheme of Delegation (Appendix 1 of the SFIs) is included in the Governance Handbook. The full SFIs are on the NES intranet and copies can be made available to Board members, on request.