

# Standing Orders

May 2023

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## Version control

Reviewed and approved

Version	Purpose	Date
1.0	1 April (6 months after vesting date)	30 July 2021
1.1	Update at 7.9 to clarify handling of Committee minutes.	27 August 2021
1.2	Addition of agreed terms of office for Audit and Risk Committee members at 7.8.	21 October 2021
1.3	Update to standing agenda items at 5.2. Update to process of publishing draft minutes at 6.2. Addition of Registration of Interests categories and update to remuneration items within Annex C. New Code of Conduct attached. General formatting and logo updates.	May 2022
2.0	Approved by ESS Board	20 May 2022
	Updates at paragraphs 5.4, 7.10 and 7.11 to update the approval process for Committee minutes. Minor textual and formatting updates throughout.	May 2023
2.2	Reviewed by Audit and Risk Committee	24 March 2023
3.0	Approved by ESS Board	25 May 2023

## 1. General

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1.1 Environmental Standards Scotland (ESS) (in Gaelic, Ìrean Àrainneachdail na h-Alba) is a body corporate established under Schedule 1 of the UK Withdrawal from the European Union (Continuity) (Scotland) Act 2021 (“the Continuity Act”). ESS is the holder of a non-ministerial office within the Scottish Administration.

1.2 These standing orders, for regulation of the conduct and proceedings of ESS, are made under sections 2 to 10 of Schedule 1 of the Continuity Act.

1.3 No standing order is to be made, read, applied or suspended in such a manner that contravenes any rule of law, legislative provision, or the terms of the ESS Framework Agreement.

1.4 These standing orders are made by and can be altered or suspended, in whole or in part, by a majority of the ESS Board members.

1.5 These standing orders and their Annexes should be reviewed at least every three years.

1.6 Where these standing orders do not make specific provision, the Chair of ESS, in consultation with the Chief Executive, will have discretion to determine all questions of procedure for the conduct and proceedings of ESS. The Chair and Chief Executive are obliged to inform the Board of any determination of questions that has taken place.

## 2. Membership

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2.1 ESS Board members are appointed to and hold office in ESS in accordance with the provisions of section 2 (1) of the Continuity Act. The collective membership of ESS will be known as, and may be referred to as, “ESS”.

2.2 The ESS Secretariat will maintain a register of ESS Board members and ensure appropriate public access to information regarding membership is provided.

2.3 Membership is not representational of any personal or professional group or any professional body. ESS Board members are expected to subscribe to and comply with the code of conduct set out at Annex A.

2.4 ESS Board members will require to register their interests as defined in Annex A, within one month of the date of their appointment to ESS, in a register kept by ESS Secretariat for that purpose. This register will be available for public inspection.

2.5 Where there is any dispute as to whether a conflict of interest arises in respect of any member, the following procedure will apply:

- a) in the event of the potential conflict arising during the course of a meeting, the Chair of ESS will have the power to rule as to whether such a conflict exists. In the event of a positive ruling, the member concerned will not be permitted to be further involved in that part of the meeting affected by the conflict
- b) in the event that the potential conflict arises outwith a meeting, then the Chair of ESS will have power to rule as to whether such a conflict exists. In the event of a positive ruling, the member concerned will not be permitted to be further involved in the business affected by the conflict
- c) before ruling in either of the circumstances set out in (a) or (b) above, the Chair of ESS may take views of other ESS Board members, as he or she deems necessary
- d) a record of the area of potential conflict, the ruling reached and by whom will be retained

2.6 The Chair has personal responsibility to identify and declare conflicts of interest.

### **3. Chair of ESS**

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3.1 The Chair of ESS, or in the Chair's absence their nominated deputy, will preside at meetings of the Board in accordance with these standing orders. Any power or duty assigned to the Chair in relation to the conduct of a Board meeting may be exercised by the nominated deputy presiding at the meeting.

3.2 In the event that the Chair is unable to attend a meeting, and no deputy has been nominated or any nominated deputy is also unable to attend, a temporary deputy

will be selected by the ESS Board members present. Any power or duty assigned to the Chair in relation to the conduct of a Board meeting may be exercised by the temporary deputy at the meeting.

3.3 The Chair will regulate discussion and debate at Board meetings and will ensure that all have an equal opportunity to express their views.

3.4 If in the opinion of the Chair any person present at a meeting is incapacitated, behaving inappropriately or without due consideration for other members or persons present, the Chair may require that person to leave the meeting.

3.5 The Chair is bound, in the same way as all other ESS Board members, by the provisions of the Code of Conduct and of standing orders 2.3 and 2.4 in respect of the registration and declaration of interests. Where a conflict of interest arises during the course of a meeting, the Chair will not be further involved in that part of the meeting affected by the conflict, and his or her nominated deputy will preside at that part of the meeting until conclusion of the relevant business. Where a conflict of interest for the Chair arises outwith a Board meeting, the Chair will not be involved in the business affected by the conflict, whether in discussion, in secure electronic communication, or by any other means. Before reaching a conclusion in either of these circumstances, the Chair may consult other ESS Board members as he or she considers necessary and appropriate. The Chair can be challenged on their interpretation of their conflict of interest by the Chair of the Audit and Risk Committee. A record of the area of potential conflict and of the action taken will be retained by the ESS Secretariat.

## **4. Ordinary Meetings**

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4.1 The Board will meet at least four times in each financial year on dates and at times and places determined by ESS Board members and specified in the notice calling the meeting. Meetings may be via teleconference or videoconference. No period longer than three months should elapse between ordinary meetings.

4.2 Provisional dates for ordinary meetings will usually be set at least three months ahead of the proposed meeting date to assist with diary planning.

4.3 Not less than seven calendar days prior to the date of a Board meeting the following documents will be issued electronically by the ESS Secretariat to each ESS Board member:

- a) a notice convening the meeting (detailing final confirmed date, time and location)
- b) an agenda detailing the business to be transacted (with each item clearly indicating whether the matter is for decision, or for scrutiny)
- c) reports and other documents referred to in, or to be read with, the agenda (specifying whether documents are for decision, scrutiny or information)

4.4 Late papers will be issued or tabled only in exceptional circumstances and at the discretion of the Chair or his or her nominated deputy.

4.5 Papers for Board and Committee meetings will usually be issued by secure electronic transfer. Any ESS Board member who wishes to receive notice of all or any meetings and/or the agenda and papers for those meetings in paper copy, must ensure that this is agreed with the ESS Secretariat in time for the ESS Secretariat to meet the requirements of standing order 4.3.

4.6 Subject to the agreement of the Board, failure to comply with standing order 4.3 above will not affect the validity of a meeting.

4.7 Where business to be transacted has not been completed within the time allotted for a Board meeting:

- a) those present may resolve to continue the meeting in order to deal with the business; or
- b) the Board may adjourn any meeting to another date, time and place by majority agreement of Board members present; or
- c) any business not completed may become part of the agenda for a subsequent Board meeting

4.8 All decisions will be made by the Board, unless the issues concerned are delegated to another individual, group or Committee in line with the provisions of paragraph 8 of Schedule 1 of the Continuity Act. Where issues are delegated, the Board retains overall responsibility and will put appropriate arrangements in place for scrutiny of performance.

4.9 Decisions of the Board will normally be by consensus of those present at Board meetings.

4.10 If consensus cannot be reached on a particular issue by ESS Board members attending, the Chair or another ESS Board member may ask for a vote to be taken. Any matter put to the vote is decided by a simple majority of ESS Board members present. In the event of a tie, the Chair, or in his or her absence a nominated deputy, has a second or casting vote. Voting will be by a show of hands. Only ESS Board members present at a meeting may vote and proxy voting is not allowed.

4.11 ESS Board members departing early will be treated as non-attending for the purpose of any decision taken after the time of departure.

4.12 Decisions of the Board are binding on all ESS Board members and staff.

4.13 A member may have their dissent to a decision of the Board recorded provided they have attended for the whole of the discussion and decision, and ask to record their dissent immediately after the decision is concluded. The recording of any such dissent shall not affect standing order 4.12.

4.14 As paragraph 2(1) of schedule 1 of the Continuity Act provides for some variation in the number of members, and as vacancies will from time to time arise, the number of members for a quorum at a meeting of the ESS Board will be  $\left\lceil \frac{n+1}{2} \right\rceil$ , where  $n$  is the number of currently serving Board members (including the Chair, if not vacant) and “[ ]” indicates that the number should be rounded up to the nearest whole number.

4.15 Apologies for absence should be tendered to the ESS Secretariat and will be noted.

4.16 Should an ESS Board member fail to attend two consecutive meetings of the Board without reasonable excuse, or miss three meetings of the Board in a twelve-month period, the Chair may discuss with the ESS Board member the circumstances surrounding their absence and whether the ESS Board member will be likely to have sufficient time available to carry out their Board role in future. If there is doubt about the Board member’s future ability to meet the expectations of the role, the Chair may raise with the Scottish Ministers the potential removal of that member. Paragraph 2(a) of



Schedule 1 of the Continuity Act gives Scottish Ministers power to remove a member who has been absent, without permission or reasonable excuse, from Board meetings of ESS for a period of longer than three consecutive months.

4.17 The Chair, or in his or her absence a nominated deputy, may agree to hold a Board meeting by way of either tele- or video-conferencing, or permit one or more ESS Board members to join a meeting in this way when the Board is meeting in person. Where an ESS Board member attends a meeting in this way, he or she will be regarded as being present for the purposes of constituting a quorum and will be entitled to vote.

4.18 The Board (or its Committees) may invite individuals, bodies or organisations to attend its meetings or parts of its meetings, provide information and/or make representations to it about particular issues. The ESS Board (or its Committees) may also invite individuals, bodies or organisations to provide written submissions for consideration in advance of meetings of the Board (or its Committees).

4.19 All members of the ESS Executive Team will normally attend Board meetings. Any other ESS staff and/or substitutes may attend at the discretion of the Chief Executive.

4.20 The Chief Executive will ensure that the work of all Board and Committees is supported and serviced by appropriate staff.

## **5. Agenda**

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5.1 Advised by the Chief Executive (or any officer acting on behalf of the Chief Executive) and the Secretariat to the Board, the agenda for a meeting shall be agreed by the Chair of the Board, or Committee, at least ten working days in advance of the meeting. It will be circulated to ESS Board members by post and/or e-mail at least five working days prior to the meeting.

5.2 The following will be standing items on the agenda of Ordinary meetings of ESS:

- a) declarations of interest
- b) apologies for absence

- c) minutes of last meeting and issues arising
- d) ESS Board Decision/Milestone Tracker
- e) verbal report by the Chair
- f) verbal or written report by the Chief Executive
- g) corporate/Business Plan reports, reports on matters under investigation and highlight reports of any major change projects or programmes.

5.3 The following will be items on the agenda of ordinary meetings of the ESS at least twice a year, or whenever there are significant developments which need to be brought to the attention of the Board:

- a) finance report
- b) corporate risk register
- c) staffing update

5.4 Following meetings of Board Committees, the Board will consider oral and/or written updates from the Committee on the areas of the Committee's delegated responsibility at the next Ordinary Board meeting. The Committee will refer any recommendations arising from its meetings to the Board for approval. Minutes of meetings of Committees will also be circulated to the Board for information, and the Board will receive an annual written report from each Committee.

5.5 Any ESS Board member may propose an item for the Agenda of an ordinary Board meeting by contacting the ESS Secretariat, copying the proposal to the Chair, not less than 14 calendar days before the date of the meeting. The Chair of the meeting will consider the request, taking advice from the Chief Executive (or any officer acting on behalf of the Chief Executive) and the secretariat to the Board. If the Chair decides not to include the item on the Agenda, the member will be advised and the Board, or Committee, informed during the Chair's opening remarks.

5.6 Exceptionally and only with the agreement of the Board, changes may be made to the Agenda to deal with urgent business. Where an agenda changes, a revised agenda should be circulated to members or, if not practicable, tabled at the beginning of the meeting.

## Special Meetings of the Board and Board decisions outwith meetings

5.7 The Chair, an ESS Board member or ESS Board members, or the Chief Executive may at any time propose a special meeting of the Board to deal with urgent business. The Chair or Chief Executive will call a special meeting of the Board on receipt of a formal request which specifies the business to be transacted at the meeting and which has the support of no fewer than three members of the Board. Formal requests under this standing order will be sent to the ESS Secretariat.

5.8 Where a formal request is received in accordance with standing order 5.7, the meeting shall be held within 14 calendar days of receipt of the request and no business shall be transacted at that meeting other than that specified in the request.

5.9 Special meetings may be held by tele- or video-conference, or individual ESS Board members may with the permission of the Chair or their nominated deputy use tele- or video- conferencing to attend an in-person Special meeting of the Board, in line with arrangements for Ordinary meetings (standing order 4.17).

5.10 Decisions of the Board and transaction of business at Special meetings will be subject to the same quorum requirements (standing order 4.14) as Ordinary meetings.

5.11 When there is urgent business that does not require a Special meeting of the Board, or when holding a Special meeting is not practical, the Chair or their nominated deputy may agree to transact Board business by secure electronic communication (e.g. secure email). Decisions made by the Board in this way will only be valid if explicitly supported in the electronic correspondence by a majority of ESS Board members.

5.12 On every occasion on which any of standing orders 5.7 to 5.11 is invoked, the circumstances will be reported to all ESS Board Members and the ESS Secretariat at the earliest opportunity. All such actions will be reported at the next Ordinary meeting of the Board.

5.13 The Board or its Committees may organise, as appropriate, discussions on longer-term issues or in-depth explorations of particular topics. Such meetings will be discursive rather than decision-taking. Decisions on whether it is appropriate to take minutes of such discussions will be made on a case-by-case basis. Decisions will also be taken on a case-by-case basis on whether to publish any minutes or output of the

discussion. Output from any such discussions will be referred to the Board or to the appropriate Committee for consideration or decision.

## **6. Minutes**

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6.1 Minutes will be kept of each ESS Board and Committee meeting, recording the members present, staff in attendance, apologies tendered and accepted for non-attendance, issues considered, decisions reached and actions agreed.

6.2 Within 15 working days of a meeting, draft minutes will be approved by the Chair and published on the ESS website as draft copy. These draft minutes will then be included on the agenda at the next Ordinary meeting for final approval.

6.3 Where those present at a meeting of ESS or any of its committees determine that any part of the business conducted is confidential, that part of the proceedings will be minuted separately and will not be published under standing order 6.4.

6.4 Minutes will be published on the ESS website in final form within seven calendar days of the meeting at which they were approved. Minutes will be made available on the ESS website for two years following the date of the meeting after which time they will be removed and placed in an electronic archive by the ESS Secretariat.

6.5 Decisions on issues of immediate importance to operational staff may be disseminated to them, in advance of the minutes of the meeting recording the decision being approved or published, but only with approval of the person chairing the meeting.

## **7. Committees**

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7.1 Committees are established under paragraph 7 of Schedule 1 to the Continuity Act and will operate strictly in accordance with the terms of their remit.

7.2 When establishing Committees, ESS will:

- a) determine the chair, membership and period(s) of appointment
- b) in consultation with the Committee, establish the terms of reference and the frequency of meetings

- c) determine procedures, including the Committee's quorum and which of these standing orders will apply to the conduct of the Committee

7.3 Committees may comprise ESS Board members and individuals who are not ESS Board members. The membership of each Committee must include at least two ESS Board members. The quorum for the Committee must require at least one ESS Board member to be present for any Committee business to be transacted.

7.4 Members of a Committee who are not ESS Board members are not entitled to vote at meetings of the Committee.

7.5 Members of a Committee who are not ESS Board members are nevertheless bound by the provisions of the Environmental Standards Scotland Code of Conduct.

7.6 The Board may delegate to its Committees such of its functions as it considers appropriate. The Board, however, remains responsible for the performance of its functions.

7.7 The following will be standing committees of ESS:

- a) Audit and Risk Committee

7.8 All members of the Audit and Risk Committee will be appointed for a term of four years (subject to their continued membership of the Board if they are ESS Board members), with membership reviewed and reconfirmed annually by the Board.

7.9 ESS will review its Committee structure at least once every three years.

7.10 The minutes of Committees will be reviewed at each subsequent Board meeting. Minutes will be published on the ESS website in final form within seven calendar days of the Committee meeting at which they were approved.

7.11 Recommendations arising from meetings of the Board's Committees will be reviewed and approved at each subsequent Board meeting.

## **8. Decisions Reserved for ESS and Scheme of Delegation**

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8.1 The following matters are reserved for the ESS Board:

- a) approval of a strategy that sets out how ESS intends to exercise its functions under section 22 and Schedule 2 of the Continuity Act
- b) the decision to issue an improvement report under section 29 of the Continuity Act, and the content of any improvement report
- c) the decision to issue a compliance notice under section 31 of the Continuity Act, and the content of any compliance notice
- d) the decision to apply for or participate in judicial review under section 38 of the Continuity Act
- e) the decision to establish any Committee acting on behalf of ESS, and the remit and reporting arrangements for such a Committee
- f) corporate financial and audit reporting arrangements
- g) corporate performance management reporting arrangements
- h) approval of annual accounts
- i) standing orders, including a scheme of delegation

8.2 The Board has agreed a scheme of delegation setting out responsibility for other matters, which is included at Annex B. The scheme of delegation will be reviewed by the Board at least once per year.

## **9. Correspondence**

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9.1 It is essential that ESS as a body corporate has an overview of all correspondence, including any correspondence with individual members. The ESS Secretariat will receive and log all official correspondence to and from ESS body corporate. Any such correspondence received or sent by an individual member in relation to ESS will be copied to the ESS Secretariat for this purpose. The Chief Executive will, as part of their delegated responsibilities, ensure that any important or contentious issues arising from correspondence are highlighted to the Board as appropriate.

## **10. Urgent actions**

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10.1 The Chief Executive will usually deal with all matters that are not reserved exclusively to the Board under standing order 9.1, including any urgent matters, and will keep the Board informed as required.

10.2 Where urgent action is required on any matter that is reserved exclusively to the ESS Board under standing order 9.1, the Chair has the authority to deal with the issue. The Chair will in such circumstances inform the Board of the action taken at the earliest opportunity, and certainly no later than at the next meeting of the Board.

## **11. Public statements**

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11.1 Public statements concerning ESS will normally be made by the Chair, another ESS Board member, the Chief Executive or by another member of staff authorised by the Chair or the Chief Executive.

## **12. Signing of Documents**

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12.1 Where any documents are required to be executed on behalf of ESS, they shall be signed:

- a) by the Chair (or their nominated deputy), plus one other ESS Board member; or
- b) by any person operating within their remit under the scheme of delegation

## **13. Confidentiality**

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13.1 All ESS Board members, the ESS Secretariat and any other person present at a meeting of the ESS Board have a duty:

- a) not to discuss items of business agreed under standing order 6.3 to be confidential with any person who was not present at that meeting unless authorised to do so by the Chair of ESS or the Chief Executive
- b) not to comment on any matter in any way that undermines the principle of collective responsibility for decisions reached at such meetings

13.2 The duty set out in standing order 14.1 is in addition to the statutory obligation on confidentiality of proceedings under section 40 of the Continuity Act.

13.3 This standing order is without prejudice to the terms of the Public Interest Disclosure Act 1998.

## **14. Security of documents**

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14.1 ESS Board members will be held personally responsible for the safe custody of any papers or documents which have been received by or entrusted to them in the course of their duties. The loss of any such documents must be reported immediately to the Chief Executive, the Senior Information Risk Owner (SIRO) and, in the absence of either the Chief Executive or the SIRO, the ESS Secretariat.

## **15. Members' remuneration and expenses**

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15.1 ESS will remunerate ESS Board members, and any other persons appointed to any Committee established by the Board, in accordance with the scales set out in Annex C, provided that the person is not already in receipt of a publicly-funded salary or payment for the time they expend on ESS business.

15.2 ESS will reimburse expenses incurred by ESS Board members, and any other persons appointed to any Committee established by the Board, in accordance with the scales set out in Annex C.

15.3 The scales for remuneration and reimbursement of expenses will be reviewed annually by ESS, and any proposed changes will be agreed with Scottish Ministers as required by paragraph 4 of Schedule 1 of the Continuity Act.

## **16. Interpretation**

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16.1 In these standing orders and accompanying annexes:



“a non-ministerial office holder within the Scottish Administration” means a body named as such in Section 126 (8)(a) of the Scotland Act 1998 as amended by an Order of Council made by Her Majesty under subsection (b) of that section

“ESS Secretariat” means any officer or officers appointed by the CEO of ESS to act in this capacity

“financial year” means the period beginning with the establishment of ESS and ending on 31 March next occurring and each subsequent period of a year ending on 31 March

“ESS website” means [www.environmentalstandards.scot](http://www.environmentalstandards.scot).

## **ANNEX A: MEMBERS' CODE OF CONDUCT**

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The Board has agreed a Mission Statement, a Vision and a set of values and principles that demonstrate what we hope to achieve and will guide the way that we will work.

### **Our Mission Statement is that:**

We ensure that Scotland's environmental laws and standards are complied with, and their effectiveness improved – to achieve Scotland's ambitions for the environment and climate change.

### **Our Vision is that:**

Scotland's communities benefit from a high quality environment and are protected from harm through the consistent application of effective environmental laws, which are recognised internationally as setting high standards.

### **Our Values – that we will strive to be judged by are:**

We are independent

We are transparent

We are trusted

We are effective

### **Our Principles – that will guide the way we work are:**

We will target our efforts and resources where we can add most value – focusing where our contribution is needed most or will make most difference.

We will seek to resolve issues through agreement wherever possible – having recourse to our formal powers where we judge it is necessary to deliver the outcome expected.

We will be evidence driven – seeking a wide range of inputs and expertise to inform our work and to support our decisions and advice.

We will be open and transparent – keeping people informed about the progress of our work and providing opportunities to input to and influence it.

We will seek opportunities to work in partnership with others – working closely with all relevant stakeholders to ensure that our collective efforts deliver benefits for environmental protection and enhancement

## **Section 1: Introduction to the Code of Conduct**

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

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

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

### **My Responsibilities**

1.4 I understand that the public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. I will always seek to meet those expectations by ensuring that I conduct myself in accordance with the Code.

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

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

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

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

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

## **Enforcement**

1.10 Part 2 of the Act sets out the provisions for dealing with alleged breaches of the Code, including the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. More information on how complaints are dealt with and the sanctions available can be found at **Annex A1**.

## **Section 2: Key Principles of the Code of Conduct**

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

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

The key principles are:

### **Duty**

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

### **Selflessness**

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

### **Integrity**

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

### **Objectivity**

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

## **Accountability and Stewardship**

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

## **Openness**

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

## **Honesty**

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

## **Leadership**

I have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of my public body and its members in conducting public business.

## **Respect**

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

## **Section 3: General Conduct**

### **Respect and Courtesy**

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

3.2 I will not discriminate unlawfully on the basis of race, age, sex, sexual orientation, gender reassignment, disability, religion or belief, marital status or

pregnancy/maternity; I will advance equality of opportunity and seek to foster good relations between different people.

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

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

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

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

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

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

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

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

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

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

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

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

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

### **Gifts and Hospitality**

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

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

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

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

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

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

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



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

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

3.21 I will familiarise myself with the terms of the [Bribery Act 2010](#), which provides for offences of bribing another person and offences relating to being bribed.

### **Confidentiality**

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

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

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

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

### **Use of Public Body Resources**

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

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

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

### **Dealing with my Public Body and Preferential Treatment**

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

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

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

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

### **Appointments to Outside Organisations**

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

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

## **Section 4: Registration of Interests**

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

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

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

### **Category One: Remuneration**

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

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

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

4.6 I understand that if a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under Category Two, "Other Roles".

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

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

4.9 When registering remuneration from the categories listed in paragraph 4.4 (b) to (g) above, I must provide the full name and give details of the nature of the business, organisation, undertaking, partnership or other body, as appropriate. I recognise that some other employments may be incompatible with my role as board member of my public body in terms of paragraph 6.8 of this Code.

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

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

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

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

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

4.14 I will register the registered name and registered number of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which I am a director and from which I receive remuneration.

### **Category Three: Contracts**

4.15 I have a registerable interest where I (or a firm in which I am a partner, or an undertaking in which I am a director or in which I have shares of a value as described in paragraph 4.20 below) have made a contract with my public body:

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

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

#### **Category Four: Election Expenses**

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

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

4.18 I have a registrable interest where I own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of my public body.

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

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

4.20 I have a registerable interest where:

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

#### **Category Seven: Gifts and Hospitality**

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

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

4.22 I may also have other interests and I understand it is equally important that relevant interests such as membership or holding office in other public bodies, companies, clubs, societies and organisations such as trades unions

and voluntary organisations, are registered and described. In this context, I understand non-financial interests are those which members of the public with knowledge of the relevant facts might reasonably think could influence my actions, speeches, votes or decision-making in my public body (this includes its Committees and memberships of other organisations to which I have been appointed or nominated by my public body).

### **Category Nine: Close Family Members**

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

## **Section 5: Declaration of Interests**

### **Stage 1: Connection**

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

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

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

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

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

### **Stage 2: Interest**

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

### **Stage 3: Participation**

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

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

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

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

### **Section 6: Lobbying and Access**

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

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

6.2 In deciding whether, and if so how, to respond to such lobbying, I will always have regard to the objective test, which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard my

conduct as being likely to influence my, or my public body's, decision-making role.

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

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

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

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

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

6.8 I will not accept any paid work:

- a) which would involve me lobbying on behalf of any person or organisation or any clients of a person or organisation.
- b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence my public body and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of my public body, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.



## **Annex A1: Breaches of The Code Introduction**

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

## **Investigation of Complaints**

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

## **Hearings**

8. On receipt of a report from the ESC, the Standards Commission can choose to:
  - Do nothing;

- Direct the ESC to carry out further investigations; or
  - Hold a Hearing.
9. Hearings are held (usually in public) to determine whether the member concerned has breached their public body's Code of Conduct. The Hearing Panel comprises of three members of the Standards Commission. The ESC will present evidence and/or make submissions at the Hearing about the investigation and any conclusions as to whether the member has contravened the Code. The member is entitled to attend or be represented at the Hearing and can also present evidence and make submissions. Both parties can call witnesses. Once it has heard all the evidence and submissions, the Hearing Panel will make a determination about whether or not it is satisfied, on the balance of probabilities, that there has been a contravention of the Code by the member. If the Hearing Panel decides that a member has breached their public body's Code, it is obliged to impose a sanction.

## Sanctions

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

## Interim Suspensions

11. Section 21 of the Act provides the Standards Commission with the power to impose an interim suspension on a member on receipt of an interim report from the ESC about an ongoing investigation. In making a decision about whether or not to impose an interim suspension, a Panel comprising of three

Members of the Standards Commission will review the interim report and any representations received from the member and will consider whether it is satisfied:

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

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

## **Annex A2: Definitions**

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

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

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

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

**"Confidential Information"** includes:

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

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

**"Employee"** includes individuals employed:

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

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

**"Harassment"** is any unwelcome behaviour or conduct which makes someone feel offended, humiliated, intimidated, frightened and/ or uncomfortable.

Harassment can be experienced directly or indirectly and can occur as an isolated incident or as a course of persistent behaviour. **"Hospitality"** includes the offer or promise of food, drink, accommodation, entertainment or the opportunity to attend any cultural or sporting event on terms not available to the general public.

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

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

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

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

**"Undertaking"** means:

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

## ANNEX B: SCHEME OF INTERNAL DELEGATION

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### Introduction

1.1 Section 9 of the Standing Orders sets out the functions which are reserved to the Board. Other functions are delegated to Committees or to the Chief Executive as set out in the following table, but the Board remains ultimately responsible for performance of all functions in line with the provisions of paragraph 8 of Schedule 1 of the Continuity Act.

1.2 Where this scheme delegates responsibility to the Chief Executive, that responsibility may be delivered by or with the support of other members of the ESS staff, but the Chief Executive will remain accountable to the Board for effective delivery.

ESS Responsibility	Delegated Responsibility	Delegated to
<b>1. Governance, Scrutiny and Risk</b>		
<i>The Chief Executive, as Accountable Officer, has responsibilities that are set out in the 'Memorandum to Accountable Officers for parts of the Scottish Administration' in the Scottish Public Finance Manual. These responsibilities are outlined in the ESS Framework Document and are not delegated by the ESS Board.</i>		

ESS Responsibility	Delegated Responsibility	Delegated to
1.1 Ensure effective governance and scrutiny of all aspects of ESS business.	1.1.1 Ensure that ESS internal governance and control arrangements are sound and that issues which raise any concern to the Chief Executive as Accountable Officer and/or which may have reputational consequences for ESS are presented to the Board for thorough scrutiny. This includes any issues of regularity or propriety in the use of public funds, protection of ESS assets and/or any proposals which are novel or contentious.	Chief Executive
	1.1.2 Lead the staff of ESS, supporting their wellbeing and skills development while ensuring their effective engagement and delivery of business. Ensure that plans are in place for succession and continuity of core business in the event of vacancies or significant unavoidable absence.	Chief Executive

ESS Responsibility	Delegated Responsibility	Delegated to
1.2 Establish and maintain the overall framework for risk management and assurance.	1.2.1 Scrutinise and approve overall approach to risk identification and risk management.	Audit and Risk Committee
	1.2.2 Approve audit plans and review of sources of assurance on all aspects of ESS governance.	Chief Executive
	1.2.3 Oversee drafting of risk management documents for Audit and Risk Committee. Implement agreed approach to risk management, ensure identified risks are documented and action is taken where required to manage these and provide regular updates on risk to the Board and Audit and Risk Committee.	Chief Executive
<b>2. Strategy, Planning and Performance</b>		
2.1 Set strategic direction of the organisation including: approving the strategy required under section 18 of the Continuity Act, approving the corporate plan and annual business plans and setting the performance framework.	2.1.1 Oversee drafting of strategy, corporate plans and business plans to timetables agreed with the Board and provide robust analysis and advice on resource implications of all proposed commitments, targets and deliverables to support Board decision-taking.	Chief Executive



<b>ESS Responsibility</b>	<b>Delegated Responsibility</b>	<b>Delegated to</b>
2.2 Ensure delivery of statutory functions and meet agreed plans and targets, approving remedial action where required.	2.2.1 Lead the staff of ESS to deliver the statutory functions of ESS, to meet agreed plans and targets and provide regular monitoring reports on performance to the Board. Highlight any emerging risks or issues that may prevent or are preventing successful delivery and offer advice on options for remedial action. Ensure remedial actions agreed with the Board are implemented effectively.	Chief Executive
2.3 Ensure ESS meets its responsibilities on performance reporting to the Scottish Parliament and the general public.	2.3.1 Oversee drafting of the annual report and any other agreed reports and/or performance data in good time for the Board to scrutinise the drafts. Ensure that final reports and data are published to the agreed timetable.	Chief Executive
2.4 Ensure that ESS meets its commitments to effective working with Scottish Government, stakeholders and other national and international environmental governance organisations.	2.4.1 Establish and maintain working relationships with relevant staff in Scottish Government, other stakeholder bodies in Scotland and with staff in national and international environmental governance organisations. Advise and support the Board on its engagement with these other bodies.	Chief Executive

ESS Responsibility	Delegated Responsibility	Delegated to
<b>3. Resources and Expenditure</b>		
3.1 Ensure that ESS has the necessary people and services in place to deliver its strategy and deliver statutory, corporate plan and business plan requirements.	3.1.1 Advise the Board on resource requirements in each Spending Review or Scottish Budget process and support the Chair in engagement with Ministers as necessary. Oversee analysis to be provided to Scottish Government during the Spending Review or Scottish Budget process and engage directly with Scottish Government staff on the implications of any proposals under consideration.	Chief Executive
3.2 Agree the internal allocation of revenue and capital expenditure to support delivery of ESS functions within budgets approved each year by the Scottish Parliament.	3.2.1 Provide analysis and advice to the Board on the allocation of revenue and capital budgets within the totals approved and manage ESS expenditure during the financial year to ensure that ESS does not breach its overall revenue or capital budget. Within this constraint, approve adjustments to spending allocations in-year up to 5% of total revenue or capital budgets respectively where necessary to ensure value for money and effective performance of ESS functions, in line with the agreed strategy, corporate plan and business plan. Report financial performance regularly to the Board, highlighting any changes within delegated limits. Where changes in spending plans above the delegated limit appear necessary, present these to the ESS Board for scrutiny in good time for decisions to be taken.	Chief Executive

ESS Responsibility	Delegated Responsibility	Delegated to
3.3 Establish medium-term financial plans to ensure the financial sustainability of ESS	3.3.1 Oversee work to analyse future financial requirements alongside the overall public funding outlook and bring draft medium-term financial plans to the Board for scrutiny.	Chief Executive
3.4 Ensure that ESS provides a proper account of its use of public funds.	3.4.1 Scrutinise annual accounts and governance statement, and review accounting policies as required. Final annual accounts will be signed off by the Board.	Audit and Risk Committee
<b>4. Procurement</b>		
4.1 Ensure that procurement of all goods and services required for the effective functioning of ESS is carried out in line with legislation and relevant guidance, and represents good value for money.	4.1.1 Procure goods and services necessary for ESS operations, using established shared or collaborative contracts accessible by ESS wherever possible, or oversee individual procurements for ESS in line with guidance and legislation for goods or services up to £25,000. Anything over this limit will be signed off by the Board.	Chief Executive
	4.1.2 Bring a business case, including benefits and appropriate contingency allowance, to the Board for any necessary goods or services above the £25,000 threshold and carry out procurement, in line with guidance and legislation, within the agreed limits including contingency allowance and ensuring delivery of the benefits. Any revisions to the business case benefits or costs must be approved by the Board.	Chief Executive

ESS Responsibility	Delegated Responsibility	Delegated to
<b>5. Statutory Compliance</b>		
5.1 Ensure that ESS meets all statutory obligations, including in relation to health and safety, employment, data protection, freedom of information and equality.	5.1.1 Monitor ESS compliance with statutory obligations, keeping records as required and taking actions wherever possible within delegated responsibility to ensure full statutory compliance as soon as is practicable after the establishment of ESS.	Chief Executive
	5.1.2 Identify any significant risks or issues of non-compliance with statutory requirements which may have a negative impact on the reputation or finances of ESS or may lead to legal challenge – and ensure these are highlighted to the Board at the earliest opportunity.	Chief Executive

ESS Responsibility	Delegated Responsibility	Delegated to
<b>6. Communications</b>		
6.1 Establish the ESS approach to communications and ensure that both proactive and reactive communications are handled effectively.	6.1.1 Oversee preparation of a draft media and communications strategy (covering both proactive and reactive communications) for consideration by the Board and support the Board on reviewing and updating the strategy to an agreed timetable.	Chief Executive
	6.1.2 Deliver and maintain an effective ESS website and social media accounts, in line with the agreed strategy.	Chief Executive
	6.1.3 Oversee the issuing of proactive media statements and announcements, cleared in advance with the Chair of ESS.	Chief Executive
	6.1.4 Authorise reactive media statements on a day-to-day basis, consulting the Chair or nominated Deputy in advance if possible.	Chief Executive

## ANNEX C: REMUNERATION AND EXPENSES

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### 1. Remuneration

1.1 In line with paragraph 4(1) of the Continuity Act, ESS will pay ESS Board members and members of any ESS Committee a daily fee at a rate approved by the Scottish Ministers. The current rate of daily fee is £301.92 per day for the Chair of ESS and £201.92 per day for ESS Board members, including Committee Chairs.

1.2 Daily fees will not be paid to any Board or Committee member who is already receiving a salary from the public purse that covers the time being spent on ESS business.

### 2. Expenses

2.1 Travel and subsistence expenses necessarily incurred on ESS business will be refunded. Board and Committee members, in common with ESS staff, must ensure that any travel costs reflect good value to the public purse and that any mode(s) of travel reflect environmental guidelines on minimising carbon emissions.

2.2 The rates in the table below are the current rates for the most commonly incurred travel and subsistence costs. Claims for any travel or subsistence costs not included in the table below should be discussed with the Chief Executive, in advance of incurring the expense if at all possible. The Chief Executive may consult the Chair if necessary.

## Rates in force on 1 January 2021

Expense type	Rate or limit	Receipt required?
Bed and breakfast	London £100 per night. Elsewhere £75 per night	Yes
Overnight staying with friends	£36 per night	No
Day subsistence over 5 hours	£4.90 per day	Yes
Day subsistence over 10 hrs	£10.70 per day	Yes
24-hour subsistence	London £24.10 per 24 hrs. Elsewhere £23.50 per 24 hrs.	Yes
Personal incidental expenses	£5 per night	Yes
Motor mileage rate	£0.45 per mile	No
Motorcycle mileage rate	£0.24 per mile	No
Passenger supplement	£0.05 per mile	No
Pedal cycle allowance	£0.20 per mile	No
Car parking	–	Yes
Toll charges	–	No
Public transport (air, rail, bus, ferry, taxi, Tube)	-	Yes
Foreign travel (air, rail, taxi)	-	Yes
Overnight travel by train or boat	£24.10 per night	Yes
Foreign travel night and day subsistence	Variable (contact Scottish Government Travel and Subsistence team)	Yes

This table reflects Scottish Government Travel and Subsistence rates. Paragraph 2 of Schedule 1 of the Continuity Bill makes provision for ESS to agree appropriate rates with Scottish Ministers as required.

## Annex D - Register of Appointed Member Interests

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### Category One: Remuneration

Environmental Standards Scotland Code of Conduct, Section 4, paras 4.4 – 4.12 refer.

<b>Member</b>	<b>Organisation</b>	<b>Role</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Organisation</b>	<b>Role</b>

### Category Two: Other Roles

Environmental Standards Scotland Code of Conduct, Section 4, paras 4.13 – 4.14 refer.

<b>Member</b>	<b>Name of Organisation</b>	<b>Nature of Business</b>	<b>Relationship to company where you hold a remuneration position</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Name of Organisation</b>	<b>Nature of Business</b>	<b>Relationship to company where you hold a remuneration position</b>



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### Category Three: Contracts

Environmental Standards Scotland Code of Conduct, Section 4, paras 4.15 – 4.16 refer.

<b>Member</b>	<b>Description of the contract and its duration</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Description of the contract and its duration</b>

### Category Four: Election Expenses

Environmental Standards Scotland Code of Conduct, Section 4, para 4.17 refers.

<b>Member</b>	<b>Description of the contract and its duration</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Description of the contract and its duration</b>

### Category Five: Houses, Land and Buildings

Environmental Standards Scotland Code of Conduct, Section 4, paras 4.18 – 4.19 refer.

<b>Member</b>	<b>Registerable House, Land or Building</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Registerable House, Land or Building</b>

### Category Six: Interest in Shares and Securities

Environmental Standards Scotland Code of Conduct, Section 4, para 4.20 refers.

<b>Member</b>	<b>Registered name of company in which you hold shares</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Registered name of company in which you hold shares</b>

### Category Seven: Gifts and Hospitality

Environmental Standards Scotland Code of Conduct, Section 4, para 4.21 refers.

<b>Member</b>	<b>Gifts received</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Organisation</b>

### Category Eight: Non-Financial Interests

Environmental Standards Scotland Code of Conduct, Section 4, para 4.22 refers.

<b>Member</b>	<b>Details of non-financial interests</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Details of non-financial interests</b>

### Category Nine: Close Family Members

Environmental Standards Scotland Code of Conduct, Section 4, para 4.23 refers.

<b>Member</b>	<b>Family member</b>	<b>Relevant interests</b>
<b>Appointed Member to Audit and Risk Committee</b>	<b>Family member</b>	<b>Relevant interests</b>

## CONTACT

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Environmental Standards Scotland  
Thistle House  
91 Haymarket Terrace  
Edinburgh  
Scotland  
EH12 5HD

E-mail: [enquiries@environmentalstandards.scot](mailto:enquiries@environmentalstandards.scot)

Telephone: 0808 1964000

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