



# **CODE OF CONDUCT FOR COMMISSION BOARD MEMBERS**

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# **SCOTTISH CRIMINAL CASES REVIEW COMMISSION**

## **CODE OF CONDUCT FOR**

### **COMMISSION BOARD MEMBERS**

This document sets out a Code of Conduct for the Chairman and other Board Members of the Scottish Criminal Cases Review Commission (hereinafter referred to as the Commission).

#### **SECTION 1: INTRODUCTION**

- 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 for the public body. As a Member of the Scottish Criminal Cases Review Commission, 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 provides for new Codes of Conduct for members of relevant public bodies; imposes on relevant public bodies a duty to help their members to comply with the code; and establishes a Standards Commission for Scotland to oversee the new framework and deal with alleged breaches of the code.
- 1.3 As a Member of the Scottish Criminal Cases Review Commission, 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.

#### **Guidance on the Code of Conduct**

- 1.4 It is your personal responsibility to comply with the rules of conduct contained in this Code. The Commission's Director of Corporate Services will, on an annual basis, request that you complete a Registration of Interests proforma. However, you must ensure that you complete a new proforma should your circumstances change during a year. You must not at any time advocate or encourage any action contrary to this Code of Conduct.
- 1.5 This 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 the Commission. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

#### **Enforcement**

- 1.6 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 the sanctions that can be applied if the Standards Commission finds that there has been a breach of the Code. Those sanctions are outlined in Annex A to this Code of Conduct.

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

2.1 The general principles upon which this Code of Conduct are based are:

### **Public Service**

You have a duty to act in the interests of the Commission and in accordance with the core tasks of the Commission.

### **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 when carrying out the Commission's business.

### **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 the Commission 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 restrict information only when the wider public interest clearly demands or if disclosure of information would be in contravention of the Commission's founding legislation.

### **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, to maintain and strengthen the public's trust and confidence in the integrity of the Commission and its members in conducting public business.

## **Respect**

You must respect fellow members of the Commission and employees of the Commission and the role they play, treating them with courtesy at all times.

- 2.2 You should apply the principles of this Code to your dealings with fellow members of the Commission and its employees.

## **SECTION 3: GENERAL CONDUCT**

### **Relationship with Employees of the Commission**

- 3.1 You will treat any staff employed by the Commission with courtesy and respect. It is expected that employees will show you the same consideration in return.

### **Allowances**

- 3.2 You must comply with any rules of the Commission regarding remuneration, allowances and expenses. When giving talks on behalf of the Commission you must not accept payment from any external organisation.

### **Gifts and Hospitality**

- 3.3 You must never canvass or seek gifts or hospitality.
- 3.4 You are responsible for your decisions connected with the offer or acceptance of gifts or hospitality and for avoiding the risk of damage to public confidence in the Commission. As a general rule it is usually appropriate to refuse offers except:
- (a) isolated gifts of a trivial character or inexpensive seasonal gifts such as a calendar or diary, or other simple items of office equipment of a modest value;
  - (b) normal hospitality associated with your duties and which should reasonably be regarded as inappropriate to refuse; or
  - (c) gifts received on behalf of the Commission.
- 3.5 You must not accept any offer by way of gift or hospitality which could give rise to 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 any partnership of which you are a partner, can or would

influence your judgment. 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. You must not accept repeated hospitality from the same source.

- 3.6 You must inform the Commission of details of any gifts and hospitality received. The Director of Corporate Services will maintain a record of such gifts and hospitality which will be made available for public inspection.
- 3.7 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain benefit from a decision the Commission may be involved in determining, or who seek to do business with the Commission, and which a person might reasonably consider could have a bearing on your judgment.

### **Confidentiality Requirements**

- 3.8 In relation to non-disclosure of information, you are bound by the provisions of sections 194 J and K of the Criminal Procedure (Scotland) Act 1995 (as inserted by section 25 of the Crime and Punishment (Scotland) Act 1997). Outwith the terms of the before mentioned legislative provision, it is unacceptable for you 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 judgment 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 purpose of personal or financial gain, or used in such a way as to bring the Commission into disrepute. Board Members will need to act consistently with the nature of the Commission’s business and the need for confidentiality, always subject to the rights of Scottish Parliament and the Auditor General for Scotland to obtain information.

### **Use of the Commission’s Facilities**

- 3.9 You must not misuse facilities, equipment, stationery, telephony and services or use them for party political or campaigning activities. Use of such equipment and services, etc must be in accordance with the Commission’s rules on their usage.

### **Appointment to Partner Organisations**

- 3.10 You may be appointed, or nominated by the Commission, 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.
- 3.11 Members who become directors of companies as nominees of their public body will assume personal responsibilities under the Companies Act. It is possible that conflicts of interest can arise for such members between the company and the public body. It is your responsibility to take advice on your

responsibilities to the public body 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 addition to your entry in the Commission’s register. For this purpose, the Commission’s Director of Corporate Services will issue you with a proforma, on an annual basis, which you must complete. However, if your circumstances change during a year, you must inform the Director of Corporate Services. The Director of Corporate Services will maintain the Commission’s register based on completed proformas.
- 4.2 This Code sets out the categories of interest which you must register. Annex B contains key definitions to help you decide what is required when registering your interests under any particular category. These categories are listed below with explanatory notes designed to help you decide what is required when registering your interests under any particular category.

### **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.
- 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 this 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 5.8 below) have made a contract with the Commission:
- (i) under which goods and 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 the body to which you are appointed.

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 the Commission and to the public, or could influence your actions, speeches or decisionmaking. If in doubt, you may consult with the Standards Commission.

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

4.19 You have a registerable interest where you have an interest in shares which constitute a holding in a company or organisation which may be significant to, of relevance to, or bear upon, the work and operation of the Commission. You are not required to register the value of such interests.

4.20 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 shares and securities could potentially affect your responsibilities to the Commission and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Standards Commission.

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

4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, or of relevance to, or bear upon, the work and operation of the Commission. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trade unions and voluntary organisations, are registered and described.

4.22 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any non-financial interest could potentially affect your responsibilities to the Commission and to the public, or could influence your actions, speeches or decision-making. If in doubt you may consult with the Standards Commission.

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

- 5.1 The key principles of this 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 the Commission. 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 the public body and its 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 by the interest. You must keep in mind that the test is whether a member of the public, acting reasonably, might think that a particular interest could influence you.
- 5.4 If you feel that and the Board of the Commission, having regard to the test as set out in paragraph 5.3 agrees, 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 as soon as you become aware of it. In particular, at the start of every Committee and Board meeting members will be asked to declare any relevant interest, which will be noted and recorded. If you have declared an interest in any matter and the Board of the Commission, again having regard to the test as set out in para 5.3, decides that your interest is such that it requires you to be excluded from any discussion or voting on the matter then you will abide by the Board's decision. 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. You may also seek advice from the Standards Commission.

### **Interests which Require Declaration**

- 5.5 Interests which require to be declared may be financial or non-financial or may involve a conflict of interests. They may or may not be interests which are registerable under 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. If you are in any doubt as to whether an interest is declarable this should be raised for clarification.

### **Financial Interests**

- 5.6 Any financial interest which is registerable must be declared. If under section 4 of this Code, you have registered an interest as an advocate or solicitor, or as a person having knowledge or experience of the criminal justice system, and you have been appointed to the Commission due to that interest you do not, for that reason alone, have to declare that interest.

### **Shares and Securities**

- 5.7 You may have to declare interests in shares and securities, over and above those registerable under category 5 of Section 4 of this Code. You may, for example, in the course of employment or self-employment, be engaged in providing professional advice to a person whose interests are a component of a matter to be dealt with by the Commission.
- 5.8 You have a declarable interest where an interest becomes of direct relevance to a matter before the Commission and you have shares comprised in the share capital of a company or other body and 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.
- 5.9 You are required to declare the name of the company only, not the size or nature of the holding.

### **Houses, Land and Buildings**

- 5.10 Any interest in houses, land and buildings which is registerable under category four of Section 4 of this Code must be declared, as well as any similar interests which arise as a result of specific discussions or operations of the Commission.

### **Non-financial interests**

- 5.11 If you have a registered non-financial interest under category six of Section 4 of this Code you have recognised that it is significant. There is therefore a very strong presumption that this interest will be declared where there is any link between a matter which requires your attention as a member of the Commission and the registered interest. Non financial interests include membership or holding office in other bodies, clubs, societies, trade unions and organisations including voluntary organisations. They become declarable if and when members of the public might reasonably think they could influence your actions, speeches or voting in the decisions of the Commission.
- 5.12 You may serve on other bodies as a result of express nomination or appointment by the Commission or otherwise by virtue of being a member of a public body. You must always remember the public interest points towards transparency particularly where there is a possible divergence of interest between different public authorities.

- 5.13 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 a public body. In the context of any particular matter you will have to decide whether to declare a non-financial interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is irrelevant or without significance. In reaching a view you should consider whether the 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 as opposed to the interest of an ordinary member of the public.

### **Interests of Other Persons**

- 5.14 The Code requires only your interests to be registered. However, you may have to consider whether you should declare an interest in regard to the financial interests of your spouse or cohabitee which are known to you. You may have to give similar consideration to any known non-financial interest of a spouse or cohabitee. You have to ask yourself whether a member of the public acting reasonably would regard these interests as effectively the same as your interests in the sense of potential effect on your responsibilities as a member of the Commission.
- 5.15 The interests known to you, both financial and non-financial, of relatives and close friends may have to be declared. This Code does not attempt the task of defining “relative” or “friend”. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of the relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the Commission.

### **Making a Declaration**

- 5.16 The Commission’s founding legislation requires that “at least one third of the Members of the Commission shall be persons who are legally qualified”, and that “at least two thirds of the Members of the Commission shall be persons who appear to have knowledge or experience of any aspect of the criminal justice system”. Having such experience within the Commission means that there may be times when a potential conflict of interest will arise in relation to the Commission’s review of cases. Such a conflict could arise in relation to a Board Member’s past involvement in a particular case.
- 5.17 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 by the Commission. 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. 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.

### **Effect of Declaration**

- 5.18 Declaring a financial interest has the effect of prohibiting any participation in discussion and voting. A declaration of a non-financial interest, excluding declaring an interest in respect of cases received at the Commission, involves a further exercise of judgment on your part. You must consider the relationship between the interests which have been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter.
- 5.19 In the final analysis the conclusive test, excluding where an interest has been declared in respect of cases received at the Commission, is whether, in the particular circumstances of the item of business, and knowing all the relevant facts, a member of the public acting reasonably would consider that you might be influenced by the interest in your role as a member of the Commission and that it would therefore be wrong to take part in any discussion or decision-making. If you, in conscience, believe that your continued presence would not fall foul of this objective test, then declaring an interest will not preclude your involvement in discussion or voting. If you are not confident about the application of this objective yardstick, you must play no part in discussion and must leave the meeting room until discussion of the particular item is concluded.
- 5.20 If you have declared an interest in a particular case received at the Commission, the Board of the Commission will decide, having regard to the test as set out in paragraph 5.19 above, whether the interest is such that it requires you to be excluded from discussions of or decisions made on the case. If the Board of the Commission decides that your interest is such that you require to be excluded from discussions of or decisions made on the case, you will leave the meeting of the Board where the case is being discussed for the duration of the discussions and you will take no part in the decision making process in the case.

### **Conflict of Interests**

5.21 Any conflict of interest which is registerable must be declared. Conflicts of interest, actual or potential may arise at any time, particularly in relation to an advocate or solicitor, or any other person, who has operated or who continues to operate in any capacity, either employed or self employed, within the justice system. Members should be conscious at all times of the potential which exists for conflicts of interest to arise between their private work, and their role as a member of the Commission.

### **Dispensations**

5.22 In 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 Commission. 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**

- 6.1 In order for the Commission to fulfil its commitment to being open and accessible, it will encourage participation by organisations and individuals in the policy making process. However, this will not relate to decisions taken on whether or not a case should be referred by the Commission to the High Court and it will not relate to any aspect of the actual review of the Commission's cases. This will relate to policy and general workings of the Commission.
- 6.2 In undertaking your work as a Member of the Commission, 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 may make their views known directly to individual members. The rules of 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 the Commission, those they represent and interest groups.

### **Rules and Guidance**

- 6.3 You must not, in relation to contact with any person or organisation who lobbies, do anything which contravenes this Code of Conduct or any other relevant rule of the Commission 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 the Commission.
- 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 Commission.
- 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 who 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 the Commission and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the Commission, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events. However, where you give a talk or presentation to an organisation on behalf of the Commission, you must not accept payment from the organisation.

### **Personal liability of Commission members**

- 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 the Commission.

## **SECTION 7: POLITICAL ACTIVITY**

- 7.1 As a Member of the Commission you are expected not to occupy paid party political posts or hold particularly sensitive or high roles in a political party. Subject to the foregoing, you are free to engage in political activities provided that you are conscious of your general public responsibilities and exercise a proper discretion, particularly with regard to the work of the Scottish Criminal Cases Review Commission.
- 7.2 You are expected to inform the Minister of any intention to accept a prominent position in any political party and to understand that your appointment may be terminated if the Minister feels that the positions are incompatible.
- 7.3 If you accept nomination for the House of Commons, the Scottish Parliament or the European Assembly then you must resign from your appointment.
- 7.4 Any Member of the Commission who is doubtful about the propriety of any political activity should seek guidance from the Director of Corporate Services, who will consult with the Scottish Government Criminal Justice Directorate.

### **Policy Review Details**

Date of last review: 29 May 2009

## SANCTIONS AVAILABLE TO HER MAJESTY FOR BREACH OF THE CODE

The following sanctions are available to Her Majesty, on advice from the First Minister acting on a recommendation from the Standards Commission.

- (a) Censure – Her Majesty 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 public body;
  - (ii) all meetings of one or more committees or sub-committees of the public body;
  - (iii) all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member.
- (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 that public body for a period of no more than five years.

Where a member has been suspended, Her Majesty may direct that any remuneration or allowance received from membership of that public body be reduced, or not paid.

Where Her Majesty has disqualified a member of a public body, the following further sanctions may be imposed:

- (a) where the member of a public body is also a councillor, the member may be disqualified (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.

Full details of the sanctions are set out in section 23 of the Act.

## DEFINITIONS

## Annex B

1. **“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.
2. **“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.
3. **“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.
4. **“Parent Undertaking”** is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the voting 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 voting rights in the undertaking.
5. **“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.
6. **“Public body”** means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000.
7. **“A person”** means a single individual or legal person and includes a group of companies;
8. **“Any person”** includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.
9. **“Spouse”** does not include a former spouse or a spouse who is living separately and apart from you.
10. **“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.