

CODE OF CONDUCT FOR

MEMBERS OF THE BOARD OF GOVERNORS

**THE MACAULAY LAND USE
RESEARCH INSTITUTE**

CODE OF CONDUCT FOR MEMBERS OF THE BOARD OF GOVERNORS OF THE MACAULAY LAND USE RESEARCH INSTITUTE

Introduction

The Macaulay Land Use Research Institute (the Institute) was established in 1987 as a Non Departmental Public Body. On 1 April 2003, the Institute's status was changed to that of a Sponsored Body of the Scottish Executive Environment and Rural Affairs Department (SEERAD). SEERAD is the principal sponsor of the Institute and the Institute is required to conform with SEERAD's Conditions of Grant, Management Statement and Financial Memorandum, as a condition of funding.

To reflect the predominantly altruistic research aims of the Institute, it is established as a company limited by guarantee and a registered charity. The Institute's charitable objects and powers are set out in the Institute's Memorandum of Association, and its internal regulation is governed by the Institute's Articles of Association, whereby a Board of Governors oversees the Institute's activities. The procedure for the appointment of the Members of the Board of Governors (the Members) is set out in the Institute's Appointments Code of Practice.

The Board of Governors also has responsibility for the appointment of the Trustees of the Macaulay Development Trust, which has the objective of supporting the work of the Institute and which has set up subsidiary companies to facilitate the transfer of knowledge generated through the Institute's research programme and to commercially exploit the Institute's resources and expertise.

As a publicly funded body, the Scottish public has a high expectation of those who serve on the Boards of such bodies as the Institute, and the way in which they should conduct themselves in undertaking their duties. Members of the Board of Governors must meet those expectations by ensuring that their conduct is above reproach.

This Code of Conduct sets out the standards of conduct and probity that Members are expected to meet in all areas of the Institute's work. It is the responsibility of individual Members to make sure that they are familiar with, and that their actions comply with, the provisions of this Code of Conduct

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

No Code can provide for all circumstances and if Members are uncertain about how the rules apply, they should seek advice from the Chairman or the Institute Secretary. Members may also choose to consult their own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals

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Standards in Public Life

All Members must:

- follow the **Key Principles of Public Life** set out by the Standards Commission for Scotland (Annex 1). Members have corporate responsibility for ensuring that the Board of Governors complies with any statutory and administrative requirements for the use of public funds;
- observe the highest standards of **impartiality, integrity and objectivity** in relation to the advice they provide and in the management of the Institute;
- act in accordance with the principles of the **Ethical Standards in Public Life etc. (Scotland) Act 2000** in so far as they relate to the requirements of the Governing Body;
- comply with this Code, and ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of the Institute. New Members should consider attending relevant training or induction courses;
- act in an open and transparent manner and, where relevant, in accordance with the Code of Practice on Access to Scottish Executive Information and with other legislation on the release of information to the public, including the Freedom of Information Act and the Data Protection Act.
- not misuse information gained in the course of their public service for personal gain or for political purpose, nor seek to use the opportunity of public service to promote their private interests or those of connected persons, firms, businesses or other organisations; and
- not hold any paid or high-profile unpaid posts in a political party, and not engage in specific political activities on matters directly affecting the work of the Institute. When engaging in other political activities, Members should be conscious of their public role and exercise proper discretion.
- Members must respect fellow Members of the Board of Governors and staff of the Institute and the role they play, treating them with courtesy at all times. Members should apply the principles of this Code to their dealings with fellow members of the Institute and its staff

Role of Governing Body members

Members of the Board of Governors have collective responsibility for the operation of the Institute. They must:

- be mindful that they are acting as Directors of a company limited by guarantee and a registered charity, and must therefore act in accordance with the legal requirements of such a company, as laid down in the various Companies Acts and regulations;
- ensure that the highest standards of corporate governance are observed at all times;
- establish the overall strategic direction of the organisation within the policy and resources framework agreed with SEERAD;
- play an effective part in the collective consideration of the issues, by preparing appropriately for discussions, maintaining a strategic perspective by taking account of the full range of relevant factors, including any guidance issued by SEERAD, actively promoting and contributing to debate, including contributing personal expertise and experience, basing conclusions on evidence and acting proportionately;
- ensure that the Board of Governors does not exceed its powers or functions and acts in accordance with any other conditions relating to the use of public funds;
- respect both collective responsibility in relation to Board decisions and confidentiality where necessary;
- ensure that the Board of Governors operates sound environmental policies and practices; and
- respond appropriately to complaints, if necessary with reference to SEERAD

Communications between the Board of Governors, SEERAD and the Scottish Ministers will generally be through the Chairman except where the Board of Governors has agreed that another individual member should act on its behalf. Nevertheless, any Member has the right of access to the Scottish Ministers on any matter that he or she believes raises important issues relating to his or her duties as a Member. In such cases the agreement of the rest of the Board of Governors should normally be sought.

Individual Members can be removed from office if they fail to perform the duties required of them in line with the standards expected in public office.

The role of the Chairman

The Chairman has particular responsibility in relation to strategic leadership and the conduct of Board business. The Chairman has particular responsibilities to:

- act on behalf of the Board, within the policy framework agreed by the Board;
- as agreed with the Board and the Chief Executive, represent the Board and the Institute in its dealings with the Scottish Executive and externally;
- ensure that the Board and its Committees address the issues of significance facing the Institute;

- ensure a strategy is formulated for discharging the Board's responsibilities within the policy and resources framework agreed with SEERAD;
- ensure that the Board as a whole follows good practice in corporate governance and acts consistently with its formal responsibilities and accountabilities, particularly regarding the Institute's charitable status;
- ensure that Board members have a proper knowledge and understanding of their corporate roles and responsibilities;
- ensure adherence to the Institute's Code of Conduct and encourage high standards of propriety;
- provide effective leadership to the Board in Board meetings and otherwise;
- agree a division of responsibilities with the Deputy Chair, where necessary;
- undertake the responsibilities set out in the Appointments Code of Practice of the Institute;
- approve agendas and papers for Board meetings;
- develop a constructive working relationships with the Chief Executive and other senior staff;

The Chairman is accountable to the Board for actions he or she takes on its behalf.

The Chairman and other Members of the Board of Governors should each have a copy of the Institute Code of Conduct; other relevant background material such as the Institute's Management Statement and Financial Memorandum; its latest Corporate Plan and Annual Reports and Accounts; notes describing the Institute's organisational structure and statutory basis of operation; and the rules and procedures of the Board of Governors. The Chairman should encourage new Members to attend an induction course on the duties of board members of public bodies or some other suitable form of induction programme

General conduct of Members

Members will treat any Institute staff with courtesy and respect. It is expected that staff will show Members the same consideration in return.

Members must comply with any rules of the Institute regarding remuneration, allowances and expenses.

Guidelines on External Communication are provided at **Annex 2**

Gifts and Hospitality

- Members must never canvass or seek gifts or hospitality.
- Members are responsible for their decisions connected with the offer or acceptance of gifts or hospitality and for avoiding the risk of damage to public confidence in the Institute. As a general guide, it is usually appropriate to refuse offers except normal hospitality associated with their duties and which would reasonably be regarded as inappropriate to refuse; or gifts received on behalf of the Institute.

- Members must not accept any offer by way of gift or hospitality that could give rise to a reasonable suspicion of influence on their part to show favour, or disadvantage, to any individual or organisation. Members should also consider whether there might be any reasonable perception that any gift received by their spouse or cohabitee or by any company in which Members have a controlling interest, or by a partnership of which Members are a partner, can or would influence their judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions, or provision of services at a cost below that generally charged to members of the public.
- Members must not accept repeated hospitality from the same source. Members must record details of any gifts and hospitality received and the record must be made available for public inspection.
- Members must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision their body may be involved in determining, or who is seeking to do business with their organisation, and which a person might reasonably consider could have a bearing on their judgement. If Members are making a visit to inspect equipment, vehicles, land or property, then as a general rule Members should ensure that their body pays for the costs of these visits.

Confidentiality Requirements

There may be times when Members will be required to treat discussions, documents or other information relating to the work of the body in a confidential manner. Members will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. There are provisions in legislation on the categories of confidential and exempt information and Members must always respect and comply with the requirement to keep such information private.

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

Members must ensure that papers are disposed of appropriately. Members should dispose of confidential papers and other confidential material circulated between meetings, either by shredding or by returning them to the Institute Secretary.

Use of the Institute Facilities

Members 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 Institute's policy and rules on their usage.

Appointment to Partner Organisations

Members may be appointed, or nominated by the Institute, as a member of another body or organisation. If so, Members 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.

Members who become directors of companies as nominees of the Institute will assume

personal responsibilities under the Companies Acts. It is possible that conflicts of interest can arise for such members between the company and the Institute. It is their responsibility to take advice on their responsibilities to the Institute and to the company. This will include questions of declarations of interest.

Handling conflicts of interests

The purpose of these provisions is to avoid any danger of Members being influenced, or appearing to be influenced, by their private interests in the exercise of their public duties. All Members should therefore declare any personal or business interest, which may, or may be perceived (by a reasonable member of the public) to, influence their judgement. This should include, as a minimum, personal direct and indirect pecuniary interests and Members should consider whether they should declare an interest in regard to both the financial and non-financial interests of their spouse or cohabitee, or of relatives or close friends, which are known to the Member. This Code does not attempt to define "relative" or "friend", as the key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting the Members responsibilities to the Institute.

On appointment Members are required to complete a Register of Members' Interests. The register of interests should be kept up-to-date and be open to the public.

A declaration of any interest should also be made at any Board of Governors meeting if it relates specifically to a particular issue under consideration, for recording in the minutes (whether or not a Member also withdraws from the meeting).

Members should not participate in the discussion or determination of matters in which they have an interest, and should normally withdraw from the meeting (even if held in public) if:

- their interest is direct and pecuniary; or
- their interest is covered in specific guidance issued by the Board of Governors or SEERAD which requires them not to participate and/or to withdraw from the meeting.

Wherever possible, the interest should also be declared in advance of the meeting.

In declaring a non-financial interest, Members must consider the relationship between the interests that have been declared and the particular matter to be considered, and the relevant individual circumstances surrounding it. If the Member believes that their continued presence would not, in the particular circumstances of the item of business, cause a member of the public, knowing all the relevant facts and acting reasonably, to consider that the Member might be influenced by the interest in their role as a Member of the Institute, then declaring an interest will not preclude the Member's involvement in discussion or voting. If the Member is not confident about the perception of a member of the public, they must play no part in such discussions and must leave the meeting until discussion of the particular item is concluded.

If there is any debate by the Board of Governors concerning any potential conflict of interest and the right of a Member to participate in the discussion or determination of matters in which it may be perceived that they have an interest, the decision of the Chairman (or the Vice Chairman in the case of a matter affecting the Chairman) shall be final.

Where the Chairman has a relevant interest and does not participate in the discussion the Deputy Chairman will chair the discussion of the relevant agenda item. Minutes of formal meetings will record declarations by Members and the extent of their participation in discussions.

¹ Indirect pecuniary interests arise from connections with bodies, which have a direct pecuniary interest, or from being a business partner of, or being employed by, a person with such an interest. Non-pecuniary interests include those arising from membership of clubs and other organisation

Guidance

Guidance concerning the Registration and Declaration of Interests is contained in **Annexes 3 to 5**, and a copy of the form for updating the Register of Interests is contained in **Annex 6**

Personal liability of Governing Body members

Legal proceedings by a third party against individual Members of a sponsored body are very exceptional. A Member may be personally liable if he or she makes a fraudulent or negligent statement which results in a loss to a third party; or may commit a breach of confidence under common law or a criminal offence under insider dealing legislation, if he or she misuses information gained through their position. However, as stated in the Scottish Public Finance Manual, individual board members of sponsored bodies appointed by or with the approval of the Scottish Ministers who have acted honestly and in good faith should not have to meet out of their own personal resources any personal civil liability which is incurred in the execution or purported execution of their board functions, save where the person has acted recklessly. Relevant claims established against a board member will therefore be met from funds provided to the sponsored body by the Scottish Ministers. Additions to grant or grant in aid and/or adjustments to targets may be considered by sponsor Departments on a case by case basis.

As Members are also Directors of the Institute, the Institute has put in place Directors and Officers Liability Insurance to provide further cover for Members.

Lobbying and access to Governing Body Members

In order for the Institute to fulfil its commitment to disseminate knowledge and to be open and accessible, it needs to encourage participation by organisations and individuals. This process must take account of the need to ensure transparency and probity in the way in which the Institute conducts its business.

Members may need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals, who may make their views known directly to individual Members. In their contact with any person or organisation Members should not do anything which contravenes this Code of Conduct, any other relevant rule of the Institute, any statutory provision or act in any way which could bring discredit upon the Institute.

Members must not offer or accord any preferential access or treatment to any person or organization and Members should seek to satisfy themselves about the identity of the person or organisation who is lobbying and the motive for lobbying

Members should not accept any paid work

(a) which would involve Members 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 Institute and its members.

This does not prohibit Members from being remunerated for activities that may arise because of, or relate to, membership of the Institute, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

If Members have concerns about the approach or methods used by any person or organisation in their contacts with Members, they must seek the guidance of the Chairman or the Institute Secretary.

Failure to observe Code of Conduct

Any Member failing to perform the duties required of them in line with the general standards expected in public life or the specific provisions of this Code of Conduct, or being unfit to perform these duties, will be judged as failing to carry out the duties of their office. Such failure may result in their removal from office as set out in section 32 of the Institute's Articles of Association.

Links to other publications and sources of information can be found in Annex 7

The Key Principles of Public Life

- **Public Service** – You have a duty to act in the interests of the public body of which you are a member and in accordance with the core tasks of that body.
- **Selflessness** – You have a duty to take decisions solely in terms of the public interest. You must not act in order to gain financial or other material benefits for yourself, family or friends.
- **Integrity** – You must not place yourself under any financial or other obligation to any individual or organisation that might be reasonably thought to influence you in the performance of your duties.
- **Objectivity** – You must make decisions solely on merit when carrying out public 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 others and must ensure that the public body uses its resources prudently and in accordance with the law.
- **Openness** – You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider public interest clearly demands.
- **Honesty** – You have a duty to act honestly. You must declare any private interests relating to your public duties and to 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 public body and its members in conducting public business.
- **Respect** – You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times.

(from the Standards Commission for Scotland – Standards in Public Life, Model Code of Conduct for members of Devolved Public Bodies (2002))

GUIDELINES ON EXTERNAL COMMUNICATIONS

General Principles

It is in the nature of their appointments that the Chairman, in conjunction with the Chief Executive, acts as the main public voice of the Institute. However, Members may find themselves making statements in public, where they may:

- speak as individual Board members
- speak in another professional capacity about matters within the Institute's remit
- speak as private individuals about issues related to the Institute

All Board members will wish to act as an advocate of the Institute when the occasion demands. The Institute's position may, however, be put at risk if there is confusion about the capacity in which a Board member is speaking. These guidelines aim to give appropriate advice and support to Board members to minimise that risk, therefore, unless specifically agreed by the Board, Members should not present themselves as representing the Board or the Institute.

Speaking as individual Board Members

The media and the general public may not recognise the distinction between the personal views of an individual Board member and the views of the Board as a whole. For this reason any member who receives a request from the media to speak or write, as an individual board member, about matters within the Institute's remit must, wherever possible:

- seek advice from the Chairman or the Chief Executive before agreeing
- declare in any speech or article any personal or professional involvement that might constitute a conflict of interest
- make explicitly clear that they are speaking as individuals, not on behalf of the Board
- avoid suggesting or implying that they can persuade the Institute to respond favourably to lobbying by a particular sector, or that they have authority to negotiate on behalf of the Institute
- observe the principle of collective responsibility when speaking about decisions the Board has taken

Collective responsibility means that it is not appropriate (outside meetings of the Board) for any member to argue against an agreed Board policy even where that member might be on record as having argued against the decision before it was taken.

Members who receive personal invitations to attend events or join groups organised by external bodies, in their Board capacity, must seek advice from the Chairman or the Chief Executive before accepting.

Speaking in another professional capacity

Some Board members have other professional commitments which may result in their expressing views about the Institute's work. When members intend to speak or write in public in some other capacity they should:

- inform the Chairman or the Chief Executive in advance if they intend to say anything which would be inappropriate for them to say when speaking as individual Board members
- make explicitly clear the capacity in which they are speaking
- avoid creating any perception of a conflict of interest with their role as a Board member
- ensure, to the best of their ability, that they are not billed or promoted in their Board capacity, and if so billed make a corrective statement at the beginning of their speech
- decline to be drawn into speaking in their Board capacity

Even where a Member is clearly speaking in another professional capacity it will be necessary to observe the principle of **collective responsibility** when expressing a personal view about matters on which the Board has an agreed policy.

Membership of groups organised by other bodies

Through their other professional capacities Board members may be invited to join working parties, stakeholder groups and other informal associations organised by external bodies. Board members may freely join such groups provided membership would not compromise their independence as a Board member. If in any doubt about any invitation to join such a group Board members should seek advice from the Chairman or the Chief Executive before agreeing.

Speaking as private individuals

Board members are chosen partly for the breadth of their collective experience and the range of their interests. Some may hold positions or have professional commitments that may put them in the public eye for reasons entirely unrelated to the work of the Institute.

All Board members are free to express their personal views in public on matters outside the Institute's remit. However, they should:

- advise the Chairman or the Chief Executive if they intend to make statements which are likely to be given public prominence
- avoid making reference to their association with the Institute
- ensure, to the best of their ability, that they are not billed or promoted in their Institute capacity

Members who expect to be present on public platforms or to take part in media interviews in a non-Institute capacity are also advised to seek advice from the Chairman or the Chief Executive about how to respond to unforeseen questions about the Institute's work. Members must not allow themselves to be bounced into appearing to speak on behalf of the Board without prior agreement.

REGISTRATION OF INTERESTS

Members must observe the rules of conduct contained in the Institute Code of Conduct and it is a Member's personal responsibility to comply with these rules. As such, they should review regularly, and at least annually, their personal circumstances with this in mind, particularly when their circumstances change.

1.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called "Registerable Interests". You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the body's Register.

1.2 This Code sets out the categories of interests which you must register. **Annex 5** (below) 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

1.3 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.

1.4 In relation to 1.3 above, the amount of remuneration does not require to be registered and remuneration received as a Member does not have to be registered.

1.5 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".

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

1.7 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.

1.8 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.

1.9 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.

1.10 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

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

Category Two: Related Undertakings

1.12 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.

1.13 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.

1.14 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

1.15 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 5.7 below) have made a contract with the Institute:

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

1.16 You must register a description of the contract, including its duration, but excluding the consideration.

Category Four: Houses, Land and Buildings

1.17 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 Institute.

1.18 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 Institute and to the public, or could influence your actions, speeches or decision making. If in doubt, you may consult with the Chairman, the Institute Secretary or the Standards Commission.

Category Five: Shares and Securities

1.19 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 Institute. You are not required to register the value of such interests.

1.20 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 Institute and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Chairman, the Institute Secretary or the Standards Commission.

Category Six: Non - Financial Interests

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

1.22 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 Institute and to the public, or could influence your actions, speeches or decision-making. If in doubt, you may consult with the Chairman, the Institute Secretary or the Standards Commission.

DECLARATION OF INTERESTS

Introduction

1.1 The key principles of the Code of Conduct, 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 Institute. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.

1.2 The Institute inevitably has 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 Institute and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.

1.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must keep in mind that the test is whether a member of the public, acting reasonably, might think that a particular interest could influence you.

1.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. You may also seek advice from the Chairman, the Institute Secretary or the Standards Commission.

Interests which Require Declaration

1.5 Interests which require to be declared may be financial or non-financial. 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.

Shares and Securities

1.6 Any financial interest which is registerable must be declared. You may have to declare interests in shares and securities, over and above those registerable under category five of Annex 3 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 a board.

1.7 You have a declarable interest where an interest becomes of direct relevance to a matter before the Institute 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.

1.8 You are required to declare the name of the company only, not the size or nature of the holding.

Houses, Land and Buildings

1.9 Any interest in houses, land and buildings which is registerable under category four of Annex 3 of this Code must be declared, as well as any similar interests that arise as a result of specific discussions or operations of the Institute.

Non-Financial Interests

1.10 If you have a registered non-financial interest under category six of Annex 3 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 Institute and the registered interest. Non-financial interests include membership or holding office in other public 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 votes in the decisions of the Institute.

1.11 You may serve on other bodies as a result of express nomination or appointment by the Institute or otherwise by virtue of being a member of the Institute. You must always remember the public interest points towards transparency particularly where there is a possible divergence of interest between different public authorities.

1.12 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of the Institute. 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

1.13 The Code requires only your interests to be registered. You may, however, 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 Institute.

1.14 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 relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the Institute.

Making a Declaration

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

1.16 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

1.17 Declaring a financial interest has the effect of prohibiting any participation in discussion and voting. A declaration of a non-financial interest involves a further exercise of judgement 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.

1.18 In the final analysis the conclusive test 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 a public body 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.

Dispensations

1.19 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 Institute and its committees. 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.

DEFINITIONS

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.
11. "**Chair**" includes Board Convener or any person discharging similar functions under alternative decision making structures.

THE MACAULAY LAND USE RESEARCH INSTITUTE

Board of Governors

Register of Members Interests

Name:

Address:

.....

Board Directorships of other UK registered companies (required for completion of Annual Return to Companies House).

Category 1 - Remuneration

A registerable interest is established where you receive remuneration by virtue of being employed, self employed, the holder of an office, the director of an undertaking, a partner in a firm or undertaking a trade, profession or vocation.

The amount of remuneration does not require to be registered.

Employer:

Nature of Business:

Nature of post held:

Allowances received from any organization

Organisation:

Category 2 - Related Undertaking

Board Directorships - noted above.

For companies in which you are a director but do not receive any remuneration and which are a subsidiary or parent companies of an company declared under Category 1 - Remuneration, please provide the name of the company, the nature of its business and its relationship to the company from which you receive remuneration.

Company:
Nature of Business:
Relationship:

Category 3 - Contracts

A registerable interest is established where you (or an undertaking in which you are a director or a partner, or in which you have shares of a value which requires registration) have a contract with the Institute under which goods or services are provided and which is not fully discharged.

You must register a description of the contract, including its duration but not the consideration.

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Category 4 - Interest in Houses, Land and Buildings

The Code of Conduct requires declaration of ownership or any other right or interest houses, land and buildings which may be significant to, of relevance to, or bear upon, the work or operation of the Institute.

Interest in relevant Houses, Land or Buildings
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Category 5 - Interest in Shares and Securities

A registerable interest is established where you have an interest in shares which constitute a holding in a company or organisation which may be significant to, or relevant to, or bear upon, the work and operation of the Institute. **There is no requirement to register the value or the size of such interests.**

The declarable interest is any holding where you have an interest in the share capital of a company or body and the nominal value of the shares is either:

- a) Greater than 1% of the issued share capital or body;
- b) Greater than £25,000

Interests in Shares and Securities

Category 6 - Non Financial Interests

The Code of Conduct requires declaration of any non-financial interests which may be significant to, of relevance to, or bear upon the work and operation of the Institute. They are declarable if, and when, members of the public might reasonably think they could influence your actions, speeches or votes in the decisions of the Institute. Such interests may include other private and personal interests, including memberships of holding office in other public bodies, clubs, societies and organizations such as trade unions and voluntary organisations.

Non Financial Interests of relevance to the Institute

I agree to the inclusion this declaration of interests in the Institute's Register of Interests.

Signed:

Date:

Links to other publications and sources of information

The Standards Commission for Scotland

(<http://www.standardcommissionscotland.org.uk/>) has issued a *Guidance Note to Devolved Public Bodies*, to help with the interpretation of such Codes of Conduct. This guidance is available at

http://www.standardcommissionscotland.org.uk/code_of_conduct.html and includes a link to the *Model Code of Conduct for Members of Devolved Bodies*, issued by the Scottish Ministers, at <http://www.scotland.gov.uk/library5/localgov/mcoc-00.asp>

The Ethical Standards in Public Life etc. (Scotland) Act 2000

<http://www.scotland-legislation.hmsso.gov.uk/legislation/scotland/acts2000/00007--a.htm>

The Scottish Executive provides information and guidance for Members of public bodies and information can be found at

<http://www.scotland.gov.uk/government/publicbodies/publicappoint.asp>

A copy of the Scottish Executive publication '*ON BOARD - A Guide for Board Members of Public Bodies in Scotland*' can be found at

<http://www.scotland.gov.uk/library5/social/obgbm-00.asp>

This provides useful checklists and links to further reading and other websites

The Office of the Commissioner for Public Appointments can be found at

<http://www.ocpa.gov.uk/>

The website of the Committee on Standards in Public Life is at

<http://www.public-standards.gov.uk/>

SEERAD The Agricultural and Biological Research Group (ABRG)

<http://www.scotland.gov.uk/Topics/Research/ABRG>

Freedom of Information – the Scottish Information Commissioner:

<http://www.itspublicknowledge.info/>

Code of Practice on Access to Scottish Executive Information

<http://www.scotland.gov.uk/library2/doc01/code.pdf>