



Scottish Public  
Pensions Agency

Buidheann Peinnseanan  
Poblach na h-Alba

## **Corporate Governance**

### **Board Members: Code of Conduct**

# CONTENTS

<b>BACKGROUND</b>	3
<b>POLICY</b>	4
<b>1 Introduction to the Code of Conduct</b>	4
My Responsibilities	4
Enforcement	5
<b>2 Key Principles Of The Model Code Of Conduct</b>	5
<b>3 General Conduct</b>	7
Respect and Courtesy	7
Remuneration, Allowances and Expenses	8
Gifts and Hospitality	8
Confidentiality	9
Use of SPPA Resources	10
Dealing with SPPA and Preferential Treatment	10
Appointments to Outside Organisations	10
Media	11
Social Media	11
Freedom of Information Requests	11
<b>4 Registration Of Interests</b>	12
<b>5 Lobbying And Access</b>	12
<b>6 Annex A: Definitions</b>	14

## BACKGROUND

The Scottish Government has a high expectation of the conduct of those who undertake public appointments. The Scottish Public Pensions Agency (SPPA) holds this same high expectation for all appointments to its Governance Boards. To that end, this Code of Conduct is constructed from Scottish Government's [Model Code of Conduct for Board Members of Devolved Public Bodies](#).

Board members are responsible for familiarising themselves with, and ensuring their actions comply with, the provisions of this Code of Conduct. It is a member's personal responsibility to comply with these provisions and review regularly their personal circumstances with these in mind. This is expected at least annually but particularly when circumstances change.

Board member conduct should be above reproach and must not at any time advocate or encourage any action contrary to the Code of Conduct. As a member on an SPPA board, conduct should be consistent with the Agency's vision and values, which are contained within the [Agency's Framework Document](#).

Where in doubt as to how the code of conduct applies, a board member should always seek guidance from the SPPA Corporate Governance Team via [SPPAGovernance@gov.scot](mailto:SPPAGovernance@gov.scot).

## POLICY

### 1 Introduction to the Code of Conduct

- 1.1 This Code is based on the Model Code of Conduct which 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. This Code is for members of SPPA Pension Boards, Scheme Advisory Boards, Management Advisory Board and Audit and Risk Committee.
- 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.
- 1.4 The Code is written in the first person to reflect the individual Board member’s responsibilities. After reading the Code, Board members will be asked to sign a declaration to confirm that they agree to act within the Code at all times.

### My Responsibilities

- 1.5 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.
- 1.6 I will comply with the substantive provisions of this Code, being sections 3 to 5 inclusive, in all situations and at all times where I am acting as a board member, have referred to myself as a board member or could objectively be considered to be acting as a board member.
- 1.7 I will comply with the substantive provisions of this Code, being sections 3 to 5 inclusive, in all my dealings with the public, employees and fellow board members, whether formal or informal.
- 1.8 I understand that it is my personal responsibility to be familiar with the provisions of this Code and that I must comply with the law and SPPA’s rules, standing orders and regulations. I will also ensure that I am familiar with any

Guidance or Advice Notes issued by SPPA, and endeavour to take part in any training offered on the Code.

- 1.9 I will not, at any time, advocate or encourage any action contrary to this Code.
- 1.10 I understand that no written information, whether in the Code itself or the associated Guidance or Advice Notes can provide for all circumstances. If I am uncertain about how the Code applies, I will seek advice from the SPPA Corporate Governance team or the Chair or Chief Executive of SPPA.

## Enforcement

- 1.11 I understand that the responsibility for handling complaints and alleged breaches of the Code lies with SPPA's Chief Executive, and where appropriate in consultation with the Chair and Vice Chair of the Board/s.
- 1.12 I will undertake an annual discussion with the Chair of the Board and/or the Chief Executive with the aim to:
- Consider my impact on the performance of the board
  - Provide a formal opportunity to recognise and discuss my contribution
  - Provide a formal opportunity to address any concerns relating to the Board
  - Provide information, if appropriate, to assist with re-appointment
- 1.13 I understand that any noncompliance with behaviours and principles outlined in this code of conduct will be raised with me and as a result of this noncompliance my position as a Board Member could be reconsidered.
- 1.14 I understand that if SPPA or the Chair of the Board have concerns regarding any noncompliance, this could be raised outside of the annual discussion cycle.

## 2 Key Principles of the Model 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 5 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 SPPA Board 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 the SPPA 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 the SPPA 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 the SPPA and its members in conducting public business.

## **Respect**

I must respect all other board members and all employees of the SPPA 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.

## **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, the SPPA'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 the SPPA. 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 the SPPA 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) SPPA, its boards/committees; and
  - b) any outside organisations that I have been appointed or nominated to by the SPPA or on which I represent the SPPA.
- 3.11 I will respect the principle of collective decision-making and corporate responsibility. This means that once the Board has decided, 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 the SPPA, 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 (<£15) offered on an infrequent basis
  - b) a gift being offered to the SPPA
  - c) hospitality which would reasonably be associated with my duties as a board member; or
  - d) hospitality which has been approved in advance by the SPPA.



- 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, the SPPA.
- 3.19 If I consider that declining an offer of a gift would cause offence, I will accept it and hand it over to SPPA at the earliest possible opportunity and ask for it to be registered.
- 3.20 I will promptly advise SPPA if I am offered any gift or hospitality of any value.
- 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. This includes during my term as a board member and also after the end of my tenure.
- 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 SPPA (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 SPPA Resources**

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

3.27 I will not use, or in any way enable others to use, SPPA 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 SPPA 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 4, 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 SPPA, 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 SPPA.

- 3.33 I will inform the SPPA Chief Executive of any engagements which are likely to make reference to my position as a board member.
- 3.34 I will not claim to speak, or give the impression of speaking on behalf of SPPA, unless authorised to do so by the Chief Executive.
- 3.35 I understand that I may be removed from office if the SPPA is satisfied that the acceptance or holding of any other office, role, position or interest means that it is not appropriate to remain on a SPPA board.

## Media

- 3.36 I will notify the SPPA Chief Executive **as soon as possible** if I undertake media interviews, provide any information or comment to the media on matters relating to SPPA, or my role as a Board member.
- 3.37 I will not provide information or do anything which could lead to the disclosure of confidential SPPA business. Public business will be made available via the [SPPA's website](#).
- 3.38 I will report any media approaches or requests relating to SPPA matters or my role as a Board member to the Chief Executive who will ensure that SPPA is prepared for any subsequent requests.

## Social Media

- 3.39 I will comply with the substantive provisions of the Scottish Government [social media policy](#) in all my dealings on social media, whether formal or informal.
- 3.40 I understand that it is my personal responsibility to be familiar with the provisions of this policy and that I must also comply with the law and SPPA rules, standing orders and regulations.
- 3.41 I understand that any information I post on social media cannot be isolated from my role. I will not compromise my position as a board member when expressing views on social media, acting professionally and respectfully at all times.

## Freedom of Information Requests

- 3.42 I will promptly report any Freedom of Information requests I receive to the SPPA Freedom of Information Team via [SPPAFOI@gov.scot](mailto:SPPAFOI@gov.scot).



## 4 Registration Of Interests

- 4.1 I will comply with the substantive provisions of the SPPA Conflict of Interest policy, which includes codes of conduct in the following areas:
- Remuneration
  - Other roles
  - Contracts
  - Election expenses
  - Houses, land and buildings
  - Interest in shares and securities
  - Gifts and hospitality
  - Non-Financial interests
  - Close family members
- 4.2 I understand that it is my personal responsibility to be familiar with the provisions of this policy and that I must also comply with the law and SPPA's rules, standing orders and regulations.

## 5 Lobbying And Access

- 5.1 I understand that a wide range of people may seek access to me as a board member and may 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
  - c) organisations to encourage their participation and involvement, and;
  - d) 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 SPPA (for example contracts/procurement).
- 5.2 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 SPPA's, decision-making role.
- 5.3 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 SPPA or any statutory provision.
- 5.4 I will not, in relation to contact with any person or organisation that lobbies, act in any way which could bring discredit upon SPPA.

- 5.5 If I have concerns about the approach or methods used by any person or organisation in their contacts with me, I will seek advice from the SPPA Corporate Governance team or the Chair or Chief Executive of SPPA.
- 5.6 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 any other person or organisation, might be forthcoming.
- 5.7 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 a 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](#).
- 5.8 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 SPPA and its members. This does not prohibit me from being remunerated for activity which may arise because of, or relate to, membership of SPPA, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

## 6 Annex A: Definitions

- 6.1 **“Bullying”** is inappropriate and unwelcome behaviour which is offensive and intimidating, and which makes an individual or group feel undermined, humiliated or insulted.
- 6.2 **“Chair”** includes Board Convener or any other individual discharging a similar function to that of a Chair or Convener under alternative decision-making structures.
- 6.3 **“Code”** is the code of conduct for members of SPPA, which is based on the Model Code of Conduct for members of devolved public bodies in Scotland.
- 6.4 **“Cohabitee”** includes any person who is living with you in a relationship similar to that of a partner, civil partner, or spouse.
- 6.5 **“Confidential Information”** includes:
- any information passed on to the SPPA 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 SPPA; or
  - any other information which would reasonably be considered a breach of confidence should it be made public.
- 6.6 **“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.
- 6.7 **“Employee”** includes individuals employed:
- directly by the SPPA;
  - as contractors by the SPPA, or
  - by a contractor to work on the SPPA’s premises.
- 6.8 **“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.

- 6.9 **“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.
- 6.10 **“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.
- 6.11 **“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.
- 6.12 **“Public body”** means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.
- 6.13 **“Remuneration”** includes any salary, wage, share of profits, fee, other monetary benefit or benefit in kind.
- 6.14 **“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.
- 6.15 **“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.

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