

MEDICAL RESEARCH SCOTLAND
Scottish Hospital Endowments Research Trust (SHERT)
Scottish Charity No. SC014959

CODE OF CONDUCT FOR MEMBERS

2008

CODE OF CONDUCT

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SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

This Code of Conduct is a development of that which applied while Medical Research Scotland (the operational name of the Scottish Hospital Endowments Research Trust (SHERT)) was a non-departmental public body. Trustees of Medical Research Scotland agreed to retain an adapted version of their earlier Code, following the Trust's change of status to a fully independent charity.

As a member of Medical Research Scotland, 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

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

The Code has been developed in line with the key principles listed in Section 2 of the Ethical Statutes in Public Life etc (Scotland) Act 2000 and provides additional information on how the principles should be interpreted and applied in practice. Section 2 applied when Medical Research Scotland was a non-departmental public body and although it no longer applies it has been agreed to retain a Code broadly in line with the provisions of that section. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the Secretaries.

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

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

Public Service

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

Selflessness

You have a duty to take decisions solely in terms of the interests of the charity. 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 charity 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 Medical Research Scotland 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 duties as a Member and take steps to resolve any conflicts arising in a way that protects the charity's interests.

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 Medical Research Scotland and its members in conducting charity business.

Respect

You must respect fellow members of Medical Research Scotland and its employees 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 Medical Research Scotland and its employees.

SECTION 3: GENERAL CONDUCT

Relationships with Employees of Medical Research Scotland

- 3.1 You will treat any staff employed by Medical Research Scotland, or those who provide services to Medical Research Scotland with courtesy and respect. It is expected that they will show you the same consideration in return.

Allowances

- 3.2 You must comply with any rules of Medical Research Scotland regarding remuneration, allowances and expenses.

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 Medical Research Scotland. As a general guide, 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 modest value;
 - (b) normal hospitality associated with your duties and which would reasonably be regarded as inappropriate to refuse; or
 - (c) gifts received on behalf of Medical Research Scotland.
- 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, civil partner or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term “gift” includes benefits such as relief from indebtedness, loan concessions, or provision of services at a cost below that generally charged to members of the public.
- 3.6 You must not accept repeated hospitality from the same source. You must record details of any gifts and hospitality received with the Secretaries.
- 3.7 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision Medical Research Scotland may be involved in determining, or who is seeking to do business with Medical Research Scotland, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit to inspect equipment, vehicles, land or property, then as a general rule you should ensure that Medical Research Scotland pays for the costs of these visits.

Confidentiality Requirements

- 3.8 There may be times when you will be required to treat discussions, documents or other information relating to the work of Medical Research Scotland in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. You must always respect and comply with the requirement to keep such information private.
- 3.9 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purpose of personal or financial gain, or used in such a way as to bring Medical Research Scotland into disrepute.

Appointment to Partner Organisations

- 3.11 You may be appointed, or nominated by Medical Research Scotland 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.
- 3.12 Members who become directors of companies as nominees of their public body 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 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 interest, 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. There will be an annual review of the Register of Interests.
- 4.2 This Code sets out the categories of interest which you must register. Annex A contains key definitions to help you decide what is required when registering your interests under any particular category. These categories are listed below your 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 the category.

Category Two: Related Undertakings

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

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

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

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

Category Three: Contracts

4.15 You have a Registerable Interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with the charity of which you are a member:

- (i) under which goods or service 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 relevant to, or bear upon, the work and operation of the charity 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 organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

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 maybe significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed. 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 organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

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, of relevance to, or bear upon, the work and operation of the body to which you are appointed. It is important that relevant interests such as membership or holding office in 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 organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

Introduction

- 5.1 The key principles of the Code, especially those in relation to integrity, honesty and openness are given further practical effect by the requirement for you to declare certain interests in proceedings of the charity. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions. It is the duty of charity trustees in terms of Section 66 of the Charities and Trustee Investment (Scotland) Act 2005, to disclose conflicts and refrain from participating in any such deliberations or decisions.
- 5.2 Medical Research Scotland 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 charity and its members depends on it being clearly understood that decisions are taken in the charity's interest and not for any other reasons.
- 5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must keep in mind that the test is whether a member of the public, acting reasonably, might think that a particular interest could influence you. If such a declaration is made you will be required to leave the meeting while the discussion on that item takes place.
- 5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution.

Interests which Require Declaration

- 5.5 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

- 5.6 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 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 a board.
- 5.7 You have a declarable interest where an interest becomes of direct relevance to a matter before the body on which you serve 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.
- 5.8 You are required to declare the name of the company only, not the size or nature of the holding.

Houses, Land and Buildings

- 5.9 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 charity.

Non-Financial Interests

- 5.10 If you have a registerable 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 charity and the registered interest. Non-financial interests include membership or holding office in 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 charity.
- 5.11 You may serve on other bodies as a result of express nomination or appointment by your charity or otherwise by virtue of being a member of a charity. You must always remember the public interest points towards transparency particularly where there is a possible divergence of interest between different charities.
- 5.12 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 a charity. 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

- 5.13 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, civil partner or cohabitee which are known to you. You may have to give similar consideration to any known non-financial interest of a spouse, civil partner 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 a charity.

- 5.14 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 a charity.

Making a Declaration

- 5.15 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.
- 5.16 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

- 5.17 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.
- 5.18 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 charity 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 the discussion and must leave the meeting room until discussion of the particular item is concluded.

DEFINITIONS

- 1 **“Remuneration”** includes any salary, wages, 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 shareholdings 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 **“A person”** means a single individual or legal person and includes a group of companies.
- 7 **“Any person”** includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations.
- 8 **“Spouse”** does not include a former spouse or a spouse who is living separately and apart from you.
- 9 **“Civil Partner”** does not include a former civil partner or a civil partner 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 or of civil partner.
- 11 **“Chair”** includes Board Convenor or any person discharging similar functions under alternative decision-making structures.

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