Code of Conduct For Board Directors

The Code is based on the seven principles which are recognised as providing a framework for good governance.

The Principles
4.1 The seven principles and what they mean for the purposes of this Code are:
A. Selflessness
B. Openness
C. Honesty
D. Objectivity
E. Integrity
F. Accountability
G. Leadership

A. Selflessness: You must act in the best interests of Scottish Land & Estates at all times and must take decisions that support and promote our strategic plan, aims and objectives. Members of the Board should not promote the interests of a particular group or body of opinion to the exclusion of others.

A.1 You must always uphold and promote our aims, objectives and values and act to ensure their successful achievement.

A.2 You should exercise the authority that comes with your role as a Board member responsibly and not seek to use your influence inappropriately or for personal gain or advantage.

A.3 You must accept responsibility for all decisions properly reached by the Board (or a sub-committee or working group with appropriately delegated responsibility) and support them at all times, even if you did not agree with the decision when it was made.

A.4 If you are unable to support in public a decision that has been properly reached by the Board, you should resign.

A.5 You must consider the views of others and be tolerant of differences.

A.6 You must not seek to use your position to influence decisions that are the responsibility of staff

A.7 You must not seek to use your influence for the benefit of yourself or your business interests, or the benefit of someone to whom you are closely connected or their business interests.

A.8 Mobile phones should be switched off during meetings, seminars, training courses etc.

B. Openness: You must be transparent in all of your actions; you must declare and record all relevant personal and business interests and must be able to explain your actions.

B.1 You should exercise reasonable skill and care in the conduct of your duties.

B.2 You should avoid any situation that could give rise to suspicion or suggest improper conduct.

B.3 You must declare any personal interest(s) and manage openly and appropriately any conflicts of interest and observe the requirements of our policy on the matter.

B.4 You must not accept any offers of gifts or hospitality from individuals or organisations which might reasonably create – or be capable of creating – an impression of impropriety, influence or place you under an obligation to these individuals or organisations. You must comply with our policy on the matter.

B.5 You must ensure that you are informed about the views, needs and demands of members and that your decisions are informed by this understanding.

B.6 You must ensure that the organisation is open about the way in which it conducts its affairs and positive about how it responds to requests for information.

B.7 You must not prevent people or bodies from being provided with information that they are entitled to receive.

C. Honesty: You must ensure that you always act in the best interests of the organisation and that all activities are transparent and accountable.

C.1 You should always act in good faith when undertaking your responsibilities as a member of our Board.

C.2 You should use your skills, knowledge and judgement effectively to support our activities.

C.3 You should ensure that decisions are always taken and recorded in accordance with our rules and procedures.

C.4 You must ensure that the organisation has an effective policy and procedures to enable, encourage and support any staff or Board member to report any concerns they have about possible fraud, corruption or other wrongdoing.

C.5 You must report any concerns or suspicions about possible fraud, corruption or other wrongdoing to the appropriate senior person within the organisation in accordance with our whistleblowing policy.

C.6 You must not misuse, or contribute to or condone the misuse of our resources and must comply with our policies and procedures regarding the use of its funds and resources.

D. Objectivity: You must consider all matters on their merits; you must base your decisions on the information and advice available and reach your decisions independently.

D.1 You must ensure that the decisions that you take are consistent with our aims and objectives and with the relevant legal and regulatory requirements

D.2 You must prepare effectively for meetings and ensure you have access to all necessary information to enable you to make well-informed decisions.

D.3 You must monitor performance carefully to ensure that the organisation's purpose and objectives are achieved, and take timely and effective action to identify and address any weaknesses or failures.

D.4 You should use your skills, knowledge and experience to review information critically and always take decisions in the best interests of the organisation and its members

D.5 You should ensure that the Board seeks and takes account of additional information and external/independent advice where necessary and/or appropriate.

D.6 You should ensure that effective policies and procedures are implemented so that all decisions are based on an adequate assessment of risk, deliver value for money, and ensure the financial well-being of the organisation.

D.7 You should contribute to the identification of training needs, keep your knowledge up to date, and participate in training that is organised or supported by us.

E. Integrity: You must actively support and promote our values; you must not be influenced by personal interest in exercising your role and responsibilities.

E.1 You must always treat your Board colleagues, our staff and their opinions with respect.

E.2 You must always conduct yourself in a courteous and professional manner; you must not, by your actions or behaviour, cause distress, alarm or offence.

E.3 You must declare any personal interests. In the event that you have a continuing personal interest which conflicts with our activities, values, aims or objectives, you should resign.

E.4 You must ensure that you fulfil your responsibilities as they are set out in the Description of the role of Board Directors; that you maintain relationships that are professional, constructive and that do not conflict with your role as a member of the Board.

E.5 You must uphold our HR related policies, including those related to social media.

E.6 You must respect confidentiality and ensure that you do not disclose information to anyone who is not entitled to receive it, both whilst you are a member of the Board and after you have left.

E.7 You must observe and uphold the legal requirements and our policies in respect of the storage and handling of information, including personal and financial information.

E.8 You must not make inappropriate or improper use of, or otherwise abuse, our resources or facilities and must comply with our policies and procedures regarding the use of its funds and resources.

E.9 You must not seek or accept benefits, gifts, hospitality or inducements in connection with your role as a member of our Board, or anything that could reasonably be regarded as likely to influence your judgement. You must not benefit, or be perceived to benefit, inappropriately from your involvement with the organisation and must comply with our policies on the matter.

F. Accountability: You must take responsibility for and be able to explain your actions, and demonstrate that your contribution to our governance is effective.

F.1 You must ensure that Scottish Land & Estates' legal obligations are fulfilled.

F.2 You must ensure that we have effective systems in place to monitor and report its performance and that corrective action is taken as soon as the need is identified.

F.3 You should contribute positively to our activities by regularly attending and participating constructively in meetings of the Board, its committees and working groups.

F.4 You should always be courteous and polite and behave appropriately when acting on our behalf.

F.5 You must ensure that there is an appropriate system in place for the support and appraisal of our Executive Director and that it is implemented effectively.

F.6 You must not speak or comment in public on our behalf without specific authority to do so.

F.7 You must co-operate with any investigations or inquiries instructed in connection with this Code.

F.8 You recognise that the Board as a whole is accountable to its members, and you reflect this in your actions as an individual.

G. Leadership: You must uphold our principles and commitment to delivering good outcomes for members, and lead the organisation by example.

G.1 You must ensure that our strategic aims, objectives and activities deliver good outcomes for members. You must ensure that you make an effective contribution to our strategic leadership.

G.2 You must ensure that our aims and objectives reflect and are informed by the views of members.

G.3 You must always be a positive ambassador for the organisation.

G.4 You must participate in and contribute to ongoing review of the Board's effectiveness and help to identify and attain the range of skills that we need to meet our strategic objectives.

G.5 You must not criticise the organisation or our actions in public.

G.6 You must not criticise staff in public; any staffing related matters should be discussed privately with Executive Director and/or Chairman.

G.7 You must not use social media to criticise or make inappropriate comments about the organisation, its actions or any member of the Board, staff or other partners.

G.8 You must not act in a way that could jeopardise our reputation or bring us into disrepute.7

Breach of this Code

Each member of the Board has a personal and individual responsibility to promote and uphold the requirements of this Code. If any member of the Board believes that they may have breached the Code, or has witnessed or has become aware of a potential breach by another member, they should immediately bring the matter to the attention of the Chair.

Alleged breaches of the Code of Conduct will be dealt with by the Chair, with the support of the Executive Director where appropriate. Where the allegation of a breach is against the Chair, the Vice-Chair will be responsible for leading the investigation.

The procedure for dealing with alleged breaches is described in Appendix 1.

Each member of the Board has a duty to co-operate with and contribute to any investigation relating to the Code of Conduct.

Review

7.1 This Code of Conduct was adopted by the Board on 31 January 2018. It will be reviewed no later than June 2020