

**SEIRBHEIS NAM MEADHANAN  
GÀIDHLIG**

**GAELIC MEDIA SERVICE**

**Members' Code of Conduct**

**Adopted at meeting of the Board on 24 April 2008**

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## 1 **Section 1: Introduction to the Code of Conduct**

- 1.1 The purpose of this Code is to provide information relating to the standard of service and conduct expected of Gaelic Media Service (GMS) Members. This Code should be read in conjunction with the GMS Standing Orders [*and the GMS Financial Memorandum*]. [*This Code should also be read and understood by any individual co-opted onto any GMS committee or sub-committee*].
- 1.2 The public has a high expectation of those who serve on the boards of public bodies and in the manner in which they should conduct themselves when undertaking their duties for that public body. Members are expected to meet those expectations by ensuring that their conduct is above reproach.
- 1.3 It is the personal responsibility of GMS Members to be familiar with, and to fully comply with, the provisions of this Code. All Members must act in good faith and in the best interests of GMS. No Member at any time is permitted to advocate or encourage any action contrary to this Code.
- 1.4 The Code has been developed in line with the key Public Service values outlined in Annex A. The Code also provides additional information on how the principles should be interpreted and operationally applied.
- 1.5 No Code can provide for all circumstances and if a Member is uncertain about how the rules apply, they should seek advice. Members may choose to consult their own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.

## 2 **Section 2: Principles of the Code - Standards in Public Life**

- 2.1 When undertaking duties relating to GMS Members are expected to adhere to the *Seven Principles of Public Life* as set out by the Committee on Standards in Public Life. The principles are printed at Annex A. In adhering to these principles Board Members must ensure that they:
- 2.1.1 observe the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds and the management of GMS;
- 2.1.2 do 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;

- 2.1.3 act in accordance with the law, the public interest, and specific interests of the community served by GMS;
- 2.1.4 avoid conflict between Member's personal interests and the discharge of their public duties;
- 2.1.5 make decisions solely on merit and not seek through the performance of their duties to gain material benefits for themselves, their families or their friends;
- 2.1.6 any decision, or opinion, made whilst undertaking GMS duties was not undertaken in the hope or expectation of future employment with a particular firm or organisation or of financial gain to any organisation with which they are associated;
- 2.1.7 ensure they are not under any financial or other obligation to any individual or organisation that might reasonably be thought to influence the performance of their duties;
- 2.1.8 maximise value for money through ensuring that services are delivered in the most economical, efficient and effective way within available resources with, whenever practicable, independent validation of performance. Members should regard value for money as not the lowest price but the optimum combination of whole life costs and quality to meet the user requirements;
- 2.1.9 declare any private interests in relation to their public duties;
- 2.1.10 be accountable to Ofcom, Parliament, users of services, individual citizens and staff for the activities of GMS, their stewardship of public funds and the extent to which key performance targets and objectives have been met;
- 2.1.11 endorse and operate within GMS Policy on openness and transparency and seek to lead by best practice at all times;
- 2.1.12 ensure that they comply with the Board's rules on the acceptance of gifts and hospitality; and
- 2.2 Members should apply the principles of this Code when representing GMS.

### 3 **Section 3 – Operational Issues**

- 3.1 Members serve on a part-time basis and should not become directly involved with the day-to-day management of GMS which should be delegated to the Chief Executive and his or her staff so far as is practicable within a clearly understood strategic control framework.

### 4 **Section 4 - Committees and Sub-committees**

- 4.1 The Board, through the appropriate GMS Standing Order, may decide to delegate responsibility for specified matters to Committees or Sub-committees. Decisions taken by Committees or Sub-committees should be recorded in written minutes which are available to all Board Members.

### 5 **Section 5 – Political Activities**

- 5.1 To comply with the status of GMS as a provider of Government funding, it would be inappropriate for any Member to engage in active politics. This includes membership of the House of Commons, of the Scottish or of the European Parliament; seeking adoption or selection as candidates or prospective candidates for those bodies; membership of local authorities; or being candidates for election to local authorities other than community councils. There are other situations which merit special consideration. For instance, in the case of a person holding office in a party political organisation, the main consideration would be whether this was regarded as a step towards selection as a candidate. Members are asked in case of doubt to consult the Chairman.

### 6 **Section 6 - Confidentiality**

- 6.1 Members will abide by the Ofcom policy on confidentiality which is based on Clause 393 of the Communications Act 2003. This clause sets out restrictions on the disclosure of information without the consent of the person who provided the information. Any disclosure of information in contravention of that provision is a criminal offence subject to up to two years imprisonment and/or a fine. These restrictions continue to apply once Members have ceased being Members of GMS in relation to information received while they held office.

### 7 **Section 7 - Relationship with the sponsor department**

- 7.1 Appointments to the Board are made by Ofcom, subject to the approval of the Secretary of State. Ofcom is responsible for appointing up to 12 Members to GMS.

- 7.2 Communications between GMS, the Ofcom Board, Secretaries of State and Scottish Ministers will normally be through the Chairperson of GMS, or the Chairperson's nominee.
- 7.3 The main operational point of contact between GMS and Ofcom staff will normally be the Chief Executive or other members of staff who are authorised to act on behalf of GMS.
- 7.4 The GMS Chairman and Chief Executive will have an annual meeting with Ofcom. GMS will submit its annual Operational Plan to Ofcom for approval before the beginning of each financial year.

## 8 **Section 8 - Role of the GMS Chairperson**

- 8.1 The GMS Chairperson has particular responsibility for providing effective strategic leadership on matters such as:
- 8.1.1 formulating the Board's strategy for discharging its duties in line with the Communications Act 2003 and any supplementary legislation or Order thereto;
  - 8.1.2 encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources throughout the organisation;
  - 8.1.3 ensuring that the Board, in reaching decisions, takes proper account of guidance provided by Ofcom and when appropriate the responsible Minister;
  - 8.1.4 representing the views of GMS to the general public; and
  - 8.1.5 providing an assessment of the performance of individual Board Members, on request, when they are being considered for re-appointment to the Board or for appointment to the board of some other public body.
- 8.2 The Chairperson should ensure that the GMS Board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Board Members.
- 8.3 Communications between the Board and Ofcom, Secretaries of State and Scottish Ministers will normally be through the Chairperson or Chief Executive except where the board has agreed that an individual member should act on its behalf. Nevertheless, an individual Member has the right of access to Ofcom or to Ministers on any matter which they believe raises important issues relating to their duties as a

Member of the Board. In such cases the agreement of the rest of the Board should normally be sought. The main point of contact between GMS body and Ofcom on day-to-day matters will normally be the Chief Executive or another member of staff who is authorised to act on behalf of GMS.

8.4 The Chairperson should ensure that all Members of the Board, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. The Chairperson and other Members of the Board should each be provided with a copy of this Code as well as other relevant background material such as the GMS's Annual Report, Operational Plan, Annual Accounts and organisational structure charts.

8.5 The GMS Chairperson should encourage new Board Members to attend an induction course on the duties of Board Members to GMS.

## 9 **Section 9 – Board Members' Corporate responsibilities**

9.1 Members have corporate responsibility for ensuring that GMS complies with any statutory or administrative requirements for the use of public funds. Board Members' other responsibilities include:

9.1.1 assisting in formulating the Board's strategy for discharging its duties in line with the Communications Act 2003 and any supplementary legislation or Order thereto;

9.1.2 ensuring that high standards of corporate governance are observed at all times;

9.2 establishing the policy and resource framework for the operation of GMS and the overall strategic direction of the organisation within that framework;

9.3 ensuring that the Board operates within the limits of its statutory authority and any delegated authority and that staff also operate within the limits of delegated authority; and

9.4 ensuring that, in reaching decisions, the Board had taken into account any guidance issued by Ofcom.

## 10 **Section 10 - Registration of Interests**

- 10.1 A Member with an interest in an issue to be discussed must not take part in any relevant discussion unless a majority of the other members present decide that the interest is to be discharged.
- 10.2 The following paragraphs set out the kinds of interests, financial and otherwise which Members have to register. These are called “Registerable Interests”. Members must, at all times, ensure that these interests are registered, when Members are appointed and whenever their circumstances change in such a way as to require change or an addition to their entry in the GMS Register.
- 10.3 This Code sets out the categories of interests which Members must register. Annex B contains key definitions to help Members decide what is required when registering interests under any particular category. These categories are listed below with explanatory notes designed to help Members decide what is required when registering interests under any particular category.

10.3.1 **Category 1: Remuneration**

10.3.1.1 A Member has a registerable interest where they receive remuneration by virtue of being:

- (a) employed;
- (b) self-employed;
- (c) the holder of an office;
- (d) a director of an undertaking;
- (e) a partner in a firm; or
- (f) undertaking a trade, profession or vocation or any other work.

10.3.1.2 In relation to 10.3.1.1, the amount of remuneration does not require to be registered and remuneration received as a Member does not have to be registered.

10.3.1.3 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 2, “Related Undertakings”.

- 10.3.1.4 If a Member receives any allowances in relation to membership of any organisation, the fact that they receive such an allowance must be registered.
- 10.3.1.5 When registering employment, a Member must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.
- 10.3.1.6 When registering self-employment, a Member must provide the name and give details of the nature of the business. When registering an interest in a partnership, a Member must give the name of the partnership and the nature of its business.
- 10.3.1.7 Where a Member undertakes 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 a Member writes for a newspaper, he or she must give the name of the publication, and the frequency of articles for which payment is made.
- 10.3.1.8 When registering a directorship, it is necessary for a Member to provide the registered name of the undertaking in which the directorship is held and the nature of its business.
- 10.3.1.9 Registration of a pension is not required as this falls outside the scope of the category.
- 10.3.1.10 As Members generally have strong media links and may earn a living within the media sector, certain paid employment may be permissible so long as it is open and accounted for, and so long as any conflict of interest is declared and discussed before each relevant agenda item. Perceptions of conflict of interest must be avoided and all cases of paid employment in organisations that stand to benefit from GMS funding must be transparent and disclosed in the public register of interests. Members will not participate in discussions or decisions where they might be perceived to be acting on behalf of their own organisation to the disadvantage of others.

### 10.3.2 **Category 2: Related Undertakings**

- 10.3.2.1 Members 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 the Member holds a remunerated directorship.
- 10.3.2.2 Members 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 they are a director and from which remuneration is received.

10.3.2.3 The situations to which 10.3.2.1 and 10.3.2.3 apply are as follows:

- (a) a Member is a director of a Board of an undertaking and receives remuneration – declared under category one; and
- (b) a Member is a director of a **parent or subsidiary undertaking** but does not receive remuneration in that capacity.

### 10.3.3 **Category 3: Contracts**

10.3.3.1 A Member has a registerable interest where he or she (or a firm in which the Member is a partner, or an undertaking in which they are a director or in which they have shares of a value as described in clause 11.4.7) has made a contract with the GMS:

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

10.3.3.2 The Member must register a description of the contract, including its duration, but excluding the consideration.

### 10.3.4 **Category 4: Houses, Land and Buildings**

10.3.4.1 A Member has a registerable interest where he or she 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 GMS.

10.3.4.2 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider that any interests in houses, land and buildings could potentially affect a Member's responsibilities to GMS and to the public, or could influence a Member's actions, speeches or decision-making.

### 10.3.5 **Category 5: Shares and Securities**

10.3.6 A Member has a registerable interest where he or she has 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 GMS. A Member is not required to register the value of such interests.

10.3.7 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider that any interests in shares and securities could potentially affect a Member's responsibilities to the GMS and to the public, or could influence the Member's actions, speeches or decision-making.

10.3.8 Members should not retain any investments (nor their partners or dependent children) or undertake any work which GMS determines amounts to an unacceptable conflict of interest. However, rules only extend to interests in those companies whose core business activities (and hence share price) could be affected by GMS decisions. Otherwise unacceptable interests may be held as part of unit trusts only where there is no question of Members exercising any discretion over investment policy, and where the holding represents only a small proportion of the overall investment.

#### 10.3.9 **Category 6: Non-Financial Interests**

10.3.10 Members may also have a registerable interest if they have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of GMS. 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.

10.3.11 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider that any non-financial interest could potentially affect a Member's responsibilities to GMS and to the public, or could they materially influence the Member's actions, speeches or decision-making.

### 11 **Section 11: Declaration of Interests**

11.1 The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for Members to declare certain interests in the proceedings of GMS. Together with the rules on registration of interests, this ensures the transparency of Members' interests which might influence, or be thought to influence, their actions.

11.2 Members will inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or

personal interest must be declared. Public confidence in GMS and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.

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

11.4 If a Member feels that, in the context of the matter being considered, his or her 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, he or she may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is a Member's responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and Members are advised to err on the side of caution. The Chairperson however has ultimate sanction as to who can talk and vote at meetings regardless of Member self declarations.

#### 11.4.1 **Interests which Require Declaration**

11.4.2 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 Members' personal interests but, on occasion, a Member will have to consider whether the interests of other person require a declaration to be made.

#### 11.4.3 **Financial Interests**

11.4.4 Any financial interest which is registerable must be declared. If, under category 1 (or category 6 in respect of non-financial interest) of section 10 of this Code, a Member has registered an interest as a Councillor or as a Member of a Devolved Public Body where the Council or Devolved Public Body, as the case may be, has nominated or appointed the Member as a Member of the GMS this has to be declared.

#### 11.4.5 **Shares and Securities**

11.4.6 Members may have to declare interests in shares and securities, over and above those registerable under category 5 of Section 10 of this Code. Members may, for example, in the course of employment or self-employment, be engaged in providing professional advice to a person whose interests are a component of a matter to be dealt with by the GMS Board.

11.4.7 Members have a declarable interest where an interest becomes of direct relevance to a matter which comes before the GMS Board in which they have shares comprised in the share capital of a company or other body and the nominal value of the shares is:

- (a) greater than 1 percent of the issued share capital of the company or other body; or
- (b) greater than £25,000.

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

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

11.4.10 Any interest in houses, land and buildings which is registerable under category 4 section 10 of this Code must be declared, as well as any similar interests which arise as a result of specific discussions or operations of the GMS.

#### 11.4.11 **Non-Financial Interests**

11.4.12 If a Member has a registered non-financial interest under category 6 of section 10 of this Code he or she 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 a Member's attention as a member of the GMS 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 a Member's actions, speeches or votes in the decisions of the Gaelic Media Service.

11.4.13 Members may serve on other bodies as a result of express nomination or appointment by the GMS or otherwise by virtue of being a Member of the Gaelic Media Service. Members must always remember the public interest points towards transparency particularly where there is a possible divergence of interest between different public authorities.

11.4.14 Members will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of a Member's private and personal interests and not because of a Member's role as a member of the GMS. In the context of any particular matter a Member will have to decide whether to declare a non-financial interest. A Member should declare an interest unless they believe that, in the particular circumstances, the interest is irrelevant or without

significance. In reaching a view a Member should consider whether the interest (whether taking the form of association or the holding of office) would be seen differently by a member of the public acting reasonably.

#### 11.4.15 **Interests of Other Persons**

11.4.16 This Code requires only a Member's interests to be registered. A Member may, however, have to consider whether he or she should declare an interest in regard to the financial interests of their spouse or cohabitee which are known to them. A Member may have to give similar consideration to any known non-financial interest of a spouse or cohabitee. A Member has to ask himself or herself whether a member of the public acting reasonably would regard these interests as effectively the same as the Member's interests in the sense of the potential effect on a Member's responsibilities to GMS.

11.4.17 The interests known to a Member, 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 a Member's responsibilities as a member of GMS.

### 12 **Section 12 - Making a Declaration**

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

12.2 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 the Member's interest but need not give a detailed description of the interest.

### 13 **Section 13 - Effect of Declaration**

13.1 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 a Member's part. A Member 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.

- 13.2 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 a Member might be influenced in their role as a member of GMS and that it would therefore be wrong to take part in any discussion or decision-making. If a Member, in conscience, believes that their continued presence would not fall foul of this objective test, then they should declare this to the Chairperson who will make the decision as to whether this person should take any part on the relevant discussion or leave the meeting for the duration of the relevant discussion.

#### 14 **Section 14 - Gifts and Hospitality**

- 14.1 Members must never canvass or seek gifts or hospitality.
- 14.2 Members are responsible for deciding whether to accept the offer of gifts or hospitality and whether in accepting there is a risk of damaging the public confidence in GMS. As a general guide, it is usually appropriate to refuse offers except:
- 14.2.1 isolated gifts of up to £10 in value of a trivial character or inexpensive seasonal gifts such as a calendar or diary, or other simple items of office equipment of modest value;
- 14.2.2 normal hospitality associated with a Member's duties and which would reasonably be regarded as inappropriate to refuse such as networking opportunities with GMS stakeholders or a working lunch with a single stakeholder so long as it is clearly linked to the GMS operational plan; or
- 14.2.3 gifts received on behalf of GMS.
- 14.3 Gifts or hospitality of a value over £200 generally should not be accepted.
- 14.4 Members must not accept any offer by way of gift or hospitality that could give rise to a reasonable suspicion of influence on the Members' 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 they have a controlling interest, or by a partnership, of which they are a partner, can or would influence their judgment. The term "gift" includes benefits such as relief from indebtedness, loan concessions,

or provision of services at a cost below that generally charged to members of the public.

- 14.5 Members must not accept repeated hospitality from the same source unless it is preapproved by the Chairman as being for a legitimate business reason.
- 14.6 Members must record details of any gifts and hospitality received other than those referred to in 14.2.1 to 14.2.3 and the record must be made available for public inspection.
- 14.7 Beyond the principle of mandatory disclosure, the decision to accept hospitality is a matter of judgment and personal integrity. Members may wish to seek the advice from the Chairman or Chief Executive before accepting any offer of a gift or hospitality particularly if it is from any individual or organisation which stands to gain or benefit from a decision that GMS may be involved in determining, or who is seeking to do business with GMS.

## 15 **Section 15 - Expenses and Travel**

- 15.1 Members must comply with any GMS rules regarding enumeration of allowances and expenses.
- 15.2 Expenses are only recoverable if the expenditure is reasonably and necessarily incurred on behalf of GMS. Receipts must, wherever practicable, accompany claim forms. Claims should be submitted as soon as possible after they have been incurred.
- 15.3 When on GMS business, Members are entitled to reasonable travel and accommodation expenses. Travel and accommodation should be arranged through the GMS Secretariat.

## 16 **Section 16 - Confidentiality Requirements**

- 16.1 There may be times when a Member will be required to treat discussions, documents or other information relating to the work of GMS 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. Members must always respect and comply with the requirement to keep such information private.

- 16.2 It is unacceptable to disclose any information to which a Member has 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 judgment as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purpose of personal or financial gain, or used in such a way as to bring GMS into disrepute.

## 17 **Section 17 - Use of GMS Facilities**

- 17.1 Members of GMS 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 GMS policy and rules on their usage.
- 17.2 On termination of office, Members must return to all property belonging to GMS.

## 18 **Section 18 - Appointment to Partner Organisations**

- 18.1 Members may be appointed, or nominated by the GMS, as a member of another body or organisation. If so, Members are bound by the rules of conduct of that organisation and should observe the rules of this Code in carrying out the duties of that body.
- 18.2 Members who may become directors of companies as nominees of GMS 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 GMS. It is the Member's responsibility to take advice on their responsibilities to the public body and to the company. This will include questions of declarations of interest.

## 19 **Section 19 – Lobbying and access to members of GMS**

- 19.1 In order for GMS to fulfill its commitment to being open and accessible, it needs to encourage participation by organisations and individuals in the decision-making process. Clearly however, the desire to involve the public and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which GMS conducts its business.

19.2 Members need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform their duties effectively. Some of these organisations and individuals will make their views known directly to individual Members. The rules in this Code set out how Members should conduct themselves when in contact with those who would seek to influence them.

19.2.1 **Rules and Guidance**

19.2.2 Members must not, in relation to contact with any person or organisation who lobbies, do anything that contravenes this Code or any other relevant rule of GMS or any statutory provision.

19.2.3 Members must not, in relation to contact with any person or organisation who lobbies, act in any way that could bring discredit upon GMS.

19.2.4 The public must be assured that no person or organisation will gain better access to, or treatment by, Members as a result of employing a company or individual to lobby on a fee basis on their behalf. Members must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which is accorded to any other person or organisation who lobbies or approaches them. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of GMS.

19.2.5 Before taking any action as a result of being lobbied, a Member should seek to satisfy themselves about the identity of the person or organisation who is lobbying and the motive for lobbying. Members 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 Members know the basis on which they are being lobbied in order to ensure that any action taken in connection with the lobbyist complies with the standards set out in this Code.

19.2.6 Members should not accept any paid work:

19.2.6.1 which would involve them lobbying on behalf of any person or organisation or any clients of a person or organisation;

19.2.6.2 to provide services as a strategist, adviser or consultant, for example, advising on how to influence GMS and its Members. This does not prohibit a Member from being remunerated for activity that may arise because of, or relate to, membership of GMS, such as journalism or broadcasting, or involvement in representative or

presentational work, such as participation in delegations, conferences or other events.

- 19.2.7 If a Member has concerns about the approach or methods used by any person or organisation in their contacts with them, the Member must seek the guidance of GMS.

## 20 **Section 20 - Data Protection**

- 20.1 For the purposes of the Data Protection Act 1988 (as amended) Members give their consent for all purposes to the holding, processing and accessing of personal data about them held by GMS.

## 21 **Section 21 - Liability of Members**

- 21.1 Although any legal proceedings initiated by a third party are likely to be brought against the Board, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the chair or other individual Board Members. For example, a Board Member may be personally liable if he or she makes a fraudulent or negligent statement which results in loss to a third party. Board Members who misuse information gained by virtue of their position may be liable under common law or may commit a criminal offence under insider dealing legislation.

- 21.2 However, the Government has indicated that individual Board Members who have acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their board functions, save where the person has acted recklessly.

- 21.3 Should a Member have concerns regarding this issue they should raise the matter with the Chairperson with a view to obtaining advice from GMS's legal advisers.

## 22 **Section 22 - Accountability for public funds**

- 22.1 Board Members have a duty to ensure the safeguarding of public funds - which for this purpose should be taken to include all forms of receipts from fees, charges and grants etc together with the proper custody of assets which have been publicly funded. Board Members must take appropriate measures to ensure that GMS at all times conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant Accounting guidance.

22.2 Members of the Board are responsible for ensuring that GMS does not exceed its powers or functions, whether defined in statute or otherwise, or through any limitations on its authority to incur expenditure. Members are normally advised on these matters by the Chief Executive.

## 23 **Section 23 - Annual Report and Accounts**

23.1 As part of its responsibility for the stewardship of public funds Members must ensure that GMS includes a full statement on the use of such resources in its Annual Report and Accounts.

23.2 Members should ensure that the Annual Report and Accounts provide:

23.2.1 a full description of GMS's activities;

23.2.2 state the extent to which key strategic objectives and agreed financial and other performance targets have been met;

23.2.3 list the names of the current Members of the Board and senior staff; and provide details of remuneration of Board Members and senior staff; and.

23.3 information on access to Members' registers of interests.

## 24 **Section 24 - The Chief Executive**

24.1 For the purposes of clarity Members should be aware that the Chief Executive has responsibility for the overall organisation, management, and staffing of GMS and for its procedures in financial and other matters, including conduct and discipline. This involves the promotion by leadership and the use of the values embodied in the *Seven Principles of Public Life* (Annex A). Board Members should support the Chief Executive in undertaking these responsibilities.

24.2 The Chief Executive is also designated as the GMS Accounting Officer. As Accounting Officer the Chief Executive is responsible for reporting and managing the resources under GMS's control. The essence of this role is that the Chief Executive is responsible for the propriety and regularity of the public finances for which GMS are answerable; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; and for the efficient and effective use of all the resources in GMS's charge. The Accounting Officer has a responsibility to see that appropriate advice is tendered to the Board on all these matters. Satisfactory performance of these responsibilities is fundamental to the role of the Chief Executive.

24.3 The Board has a responsibility to monitor the performance of the Chief Executive.

## 25 **Section 25 - The Board as Employer**

25.1 Members of the GMS Board have a corporate responsibility to ensure that GMS:

25.1.1 complies with all relevant employment legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected by GMS. All staff should be familiar with GMS's main aims and objectives;

25.1.2 adopts management practices which use resources in the most economical, efficient and effective manner;

25.1.3 has rules for the recruitment and management of staff which provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff. In filling senior staff appointments, the Board should satisfy itself that an adequate field of qualified candidates is considered, and should always consider the merits of full and open competition; and

25.1.4 that its staff, and the Board's own members, have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively.

## **THE SEVEN PRINCIPLES OF PUBLIC LIFE**

### **Selflessness**

Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merits.

### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

### **Leadership**

Holders of public office should promote and support these principles by leadership and example.

## DEFINITIONS

**“Any person”** includes individuals, incorporated and unincorporated bodies, trade unions, charities and voluntary organisations. “

**"Board"** means the members of Seirbheis nam Meadhanan Gàidhlig (the Gaelic Media Service) appointed by Ofcom under section 190 of the Broadcasting Act 1990.

**“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.

**"Committee"** means a forum established by the Board which reports directly to the Board on certain predetermined topics.

**"GMS"** means the body established under section 183 of the Broadcasting Act 1990 and renamed under the section 208 of the Communications Act 2003 and known as Seirbheis nam Meadhanan Gàidhlig (the Gaelic Media Service).

**"Member"** means an individual appointed by Ofcom under section 183 of the Broadcasting Act 1990 to serve on the GMS Board.

**"Ofcom"** means Office of Communications as established by section 1 of the Office of Communications Act 2002.

**“Remuneration”** includes any salary, wage, share of profits, fee, expenses, and other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or traveling expenses by an employer.

**“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.

**Spouse”** does not include a former spouse or a spouse who is living separately and apart from you

**"the Board"** means the Seirbheis nam Meadhanan Gàidhlig (the Gaelic Media Service) Board as appointed by Ofcom

**“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.