

## Board Members

*The information that follows is taken from “On Board: A Guide for Board Members of Public Bodies in Scotland” produced by the Scottish Executive and from the website of the Office of the Commissioner for Public Appointments in Scotland. We are grateful for their permission to reproduce this material.*

### How they are appointed

Board members are appointed by Scottish Ministers following a fair, open and transparent appointments process that is regulated by the Commissioner for Public Appointments in Scotland. OCPAS was established to create and regulate the process by which people are appointed to the boards of many of Scotland’s public bodies. Appointments are made in accordance with the requirements of the Commissioner’s Code of Practice.

All public appointments are governed by the overriding principle of selection based on merit. Individuals selected are those who have demonstrated that they best match the skills, knowledge and personal qualities required for the appointment in question. All appointments are advertised and it is open to anyone who considers they have the appropriate skills and knowledge to apply

### The Role of the Board

The role of the Board of any public body is to provide strategic leadership, direction, support and guidance for the body and promote commitment to its core values, policies and objectives.

Boards are appointed by, and are accountable to, Scottish Ministers and are required to work within the policy framework set by the Scottish Executive. In addition to the special responsibilities set out in the statute that established the public body, the basic tasks of the Board are:

- to establish the corporate mission, aims and objectives of the body -
- to oversee the development (and review) of strategies, plans and policies;
- to oversee the development (and review) of performance targets, including key financial targets;
- to provide continuity of direction and management by making appropriate arrangements for delegation; and
- to establish and promote the body’s role in the community by:
  - developing mechanisms for gathering and responding to the views of stakeholders, including customers;
  - keeping people informed;
  - representing the body within the community; and
  - ensuring that the body operates in an open, accountable and responsive way.

### Roles And Responsibilities Of Board Members

A Board Member is expected to:

- contribute to decision-making and share responsibility for the Board’s decisions;
- attend Board meetings on a regular basis and be well prepared by reading relevant papers in advance;
- attend training events and keep up to date with subjects relevant to the body’s work;
- contribute to the work of any committees that have been established by the Board; and
- represent the Board at meetings and events when required.

Each public body has a Code of Conduct that sets out the standards that Board Members must apply in everything they do. The Codes were developed in response to the Ethical Standards in Public Life etc. (Scotland) Act 2000 which incorporated the seven Nolan Principles of Public Life and added ‘public service’ and ‘respect’.

### Additional Roles of the Chair

The Chair has some additional responsibilities over and above those of ordinary Board members, particularly in relation to strategic leadership and the conduct of Board business. These include:

- taking lead responsibility in representing the body in links with Ministers and the Scottish Parliament (other members may also be involved from time to time);
- advising the sponsor Department and Minister about Board appointments and the performance of individual members;
- ensuring that Board members have a proper knowledge and understanding of their corporate roles and responsibilities;
- ensuring that the Board carries out its essential functions efficiently and effectively so that:
  - all planned business is dealt with and a conclusion is reached in each case;
  - all decisions by the Board are clearly and accurately minuted;
  - the Board delegates sufficient authority to its committees and to the Chief Executive;
  - all members are given the opportunity to express their views before any important decision is taken; and
  - the Board receives professional advice when needed.
- developing an effective working relationship with the Chief Executive and other senior staff and:
  - agreeing their annual targets;
  - overseeing the way they implement Board decisions;
  - undertaking performance assessment of the Chief Executive; and
  - advising the Board, and where appropriate the Board member, on annual performance pay.

### Fundamental Principles Of Board Life

There are a number of fundamental principles of Board life that all Board members (including the Chair) must adhere to:

#### Corporate Responsibility

While Board members must be capable of constructive challenge, they must also share corporate responsibility for decisions taken by the Board as a whole. If A Board Member fundamentally disagrees with the decision taken by the Board, they have the option of recording their disagreement in the minutes. However, ultimately, they must either accept (and support) the collective decision of the Board or resign. Board decisions should, however, always comply with statute, directions, guidance and objectives of the sponsor Department.

#### Confidentiality

It is essential that all Board members respect the confidentiality of sensitive information held by the body. This includes commercially sensitive information, personal information and information received in confidence by the organisation.

#### Conduct

Board Members have a responsibility to be loyal to the organisation, the Board and fellow Board members and to be fully committed to all its activities. They should never publicly criticise the organisation or fellow Board members nor attempt to undermine Board decisions or distance themselves from them outside of the Boardroom. It is important that whatever they do or say, whether acting in their capacity as a Board member or in a business or private capacity, should not in any way tarnish the reputation of the organisation or the Board. If a Board member has specific concerns about the manner in which the public body is being run, these concerns should be raised with the Chair, sponsor Department and/or other appropriate authorities.

#### Wearing the “Board Member Hat”

As a Board member, they must be aware that, when writing or speaking on any matter that is within the remit of the body, they may be perceived as representing the Board or the Board’s position even when they are writing or speaking as a citizen, academic, professional etc. Any (mis)perception that they are speaking with their Board member ‘hat’ on, can lead to embarrassment and distress for both you and your organisation.

Being a Board member does impose certain restrictions on what you can say and to whom. It is good practice to clear articles or speeches on subject matter relevant to the body with the Chair or Chief Executive in advance. If approached by the media, it is good practice to inform the Chair and, where appropriate, the press officer(s) in the organisation before responding. A Board member of an advisory body may wish to contact an official in the sponsor Department.

### Key Principles Of The Members’ Model Code Of Conduct

The Scottish Model Code for Members of Devolved Public Bodies is based around (and expands upon) the seven Principles of Public Life set out in the first Nolan Committee Report (1995).]

The Model Code of Conduct sets out the following principles that Board members are expected to uphold in carrying out their duties:

- Public Service;
- Leadership;
- Selflessness;
- Integrity;
- Objectivity;
- Honesty;
- Accountability and Stewardship;
- Respect; and
- Openness.