



SEIRBHEIS NAM MEADHANAN GÀIDHLIG

**Gaelic Media Service,
Operating as
MG ALBA**

Members' Code of Conduct

1.	SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT	3
2	SECTION 2: PRINCIPLES OF THE CODE - STANDARDS IN PUBLIC LIFE	3
3	SECTION 3 – OPERATIONAL ISSUES	4
4	SECTION 4 - COMMITTEES	4
5	SECTION 5 – POLITICAL ACTIVITIES	5
6	SECTION 6 - CONFIDENTIALITY	5
7	SECTION 7 - RELATIONSHIP WITH THE SPONSOR DEPARTMENT	5
8	SECTION 8 - ROLE OF THE MG ALBA CHAIRPERSON	6
9	SECTION 9 – BOARD MEMBERS' CORPORATE RESPONSIBILITIES	7
10	SECTION 10 - REGISTRATION OF INTERESTS	7
11	SECTION 11: DECLARATION OF INTERESTS	10
12	SECTION 12 - MAKING A DECLARATION	13
13	SECTION 13 - EFFECT OF DECLARATION	13
14	SECTION 14 – BRIBERY ACT COMPLIANCE, GIFTS AND HOSPITALITY	13
15	SECTION 15 - EXPENSES AND TRAVEL	16
16	SECTION 16 - USE OF MG ALBA FACILITIES	16
17	SECTION 17 - APPOINTMENT TO PARTNER ORGANISATIONS	16
18	SECTION 18 – LOBBYING AND ACCESS TO MEMBERS OF MG ALBA	16
19	SECTION 19 - DATA PROTECTION	18
20	SECTION 20 - LIABILITY OF MEMBERS	18
21	SECTION 21 - ACCOUNTABILITY FOR PUBLIC FUNDS	18
22	SECTION 22 - ANNUAL REPORT AND ACCOUNTS	18
23	SECTION 23 - THE CHIEF EXECUTIVE	19
24	SECTION 24 - THE BOARD AS EMPLOYER	19
	ANNEX A	21
	ANNEX B	22

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 MG ALBA Members. This Code should be read in conjunction with MG ALBA Standing Orders and the MG ALBA Financial Memorandum. This Code should also be read and understood by any individual co-opted onto any MG ALBA 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 MG ALBA 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 MG ALBA. 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.
 - 1.6 Annex B contains definitions of a number of key words and phrases used in this Code. Unless the context requires otherwise, when used in this Code these words and phrases have the meaning ascribed to them respectively in Annex B.
 - 1.7 In this Code, reference to a “Section” is to the relevant section of this Code.
- 2 **Section 2: Principles of the Code - Standards in Public Life**
 - 2.1 When undertaking duties relating to MG ALBA Members are expected to adhere to the *Scottish Government’s Key Principles of the Model Code of Conduct* 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 MG ALBA;
 - 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 MG ALBA;

- 2.1.4 avoid conflict between Member's personal interests and the discharge of their public duties;
 - 2.1.5 avoid situations both within and without their work as Members which could be in breach of the criminal law, or may call into question their fitness to be Members;
 - 2.1.6 uphold standards of personal and professional conduct, honesty and integrity such that the public have confidence in them;
 - 2.1.7 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;
 - 2.1.8 do not make any decision, or reach any opinion, whilst undertaking MG ALBA duties 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;
 - 2.1.9 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;
 - 2.1.10 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;
 - 2.1.11 declare any private interests in relation to their public duties;
 - 2.1.12 are accountable to Ofcom, Parliament, users of services, individual citizens and staff for the activities of MG ALBA, their stewardship of public funds and the extent to which key performance targets and objectives have been met;
 - 2.1.13 endorse and operate within MG ALBA Policy on openness and transparency and seek to lead by best practice at all times; and
 - 2.1.14 comply with the Board's rules on the acceptance of gifts and hospitality and compliance with the Bribery Act 2010.
- 2.2 Members should apply the principles of this Code when representing MG ALBA.

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 MG ALBA 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**

- 4.1 The Board, through the appropriate MG ALBA Standing Order, may decide to delegate responsibility for specified matters to Committees. Decisions taken by

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 MG ALBA 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 Chairperson.

6 Section 6 - Confidentiality

- 6.1 Members will abide by the Ofcom policy on confidentiality which is based on Section 393 of the Communications Act 2003. This Section 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. Any disclosure of such information may also damage MG ALBA and impair its ability to fulfil its objectives, to the detriment of the public interest.
- 6.2 There may be times when a Member will be required to treat discussions, documents or other information relating to the work of MG ALBA 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.
- 6.3 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 MG ALBA into disrepute.
- 6.4 These restrictions continue to apply once Members have ceased being Members of MG ALBA 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 Scottish Government Ministers. Ofcom is responsible for appointing up to 12 Members to MG ALBA.

7.2 Communications between MG ALBA, the Ofcom Board, Secretaries of State and Scottish Ministers will normally be through the Chairperson of MG ALBA, or the Chairperson's nominee. Please also refer to section 8.3.

7.3 The main operational point of contact between MG ALBA and Ofcom staff will normally be the Chief Executive or other members of staff who are authorised to act on behalf of MG ALBA.

8 **Section 8 - Role of the MG ALBA Chairperson**

8.1 The MG ALBA 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 exemplifying the high standards of ethical behaviour expected of Members;

8.1.3 promoting the efficient and effective use of staff and other resources throughout the organisation;

8.1.4 ensuring that the Board, in reaching decisions, takes proper account of guidance provided by Ofcom and when appropriate the responsible Minister;

8.1.5 representing the views of MG ALBA to the general public; and

8.1.6 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 MG ALBA 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 MG ALBA 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 MG ALBA.

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 MG ALBA's Annual Report, Operational Plan, Annual Accounts and organisational structure charts.

8.5 The MG ALBA Chairperson should encourage new Board Members to attend an induction course on the duties of Board Members to MG ALBA, and to take up opportunities for additional or refresher training relevant to their work as Members.

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

9.1 Members have corporate responsibility for ensuring that MG ALBA 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 and ethical behaviour are observed at all times;

9.1.3 establishing the policy and resource framework for the operation of MG ALBA and the overall strategic direction of the organisation within that framework;

9.1.4 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

9.1.5 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 at a meeting of the Board or any committee of the Board must not take part in any relevant discussion unless a majority of the other Members present decide that the interest is to be disregarded.

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 register of such interests maintained by MG ALBA (the "Interests Register"). In addition, Members must at least once each year check their entry in the Interests Register and change or add to it as necessary to ensure it is complete, accurate and up to date. Members acknowledge that the Interests Register and its contents will be made available to the public for inspection, including by means of publishing it on MG ALBA's website.

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 Section 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 or other offices 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 MG ALBA 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 or offices 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 or office.

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 or officeholder and from which remuneration is received.

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

- (a) a Member is a director or officeholder of an Undertaking and receives remuneration – declared under category one; and
- (b) a Member is a director or officeholder 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 Section 11.4.4) has made a contract with MG ALBA:

- (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 or price.

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

10.3.4.1 A Member has a registerable interest where he or she owns or has 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 MG ALBA.

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 MG ALBA 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 MG ALBA. 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 MG ALBA 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 should their partners or dependent children) or undertake any work which MG ALBA determines amounts to an unacceptable conflict of interest. However, these rules only extend to interests in those companies whose core business activities (and hence share price) could be affected by MG ALBA decisions. Otherwise unacceptable interests may be held as part of unit trusts or other collective investment vehicles 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 MG ALBA. 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 MG ALBA 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 MG ALBA. 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 MG ALBA 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.

Interests which Require Declaration

- 11.4.1 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 another person require a declaration to be made.

Financial Interests

- 11.4.2 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, a Member has registered an interest as a member of a Devolved Public Body where the Devolved Public Body, as the case may be, has nominated or appointed the Member as a Member of MG ALBA this has to be declared.

Shares and Securities

- 11.4.3 Members may have to declare interests in shares and securities, over and above those registerable under category 5 of Section 10. 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 MG ALBA Board.
- 11.4.4 Members have a declarable interest where an interest becomes of direct relevance to a matter which comes before the MG ALBA Board in relation to an Undertaking 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 per cent of the issued share capital of the company or other body; or
 - (b) greater than £25,000.
- 11.4.5 Members are required to declare the name of the company only, not the size or nature of the holding.

- 11.4.6 []

Houses, Land and Buildings

- 11.4.7 Any interest in houses, land and buildings which is registerable under category 4 of Section 10 must be declared, as well as any similar interests which arise as a result of specific discussions or operations of MG ALBA.

Non-Financial Interests

- 11.4.8 If a Member has a registered non-financial interest under category 6 of Section 10 he or she has 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 MG ALBA 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 MG ALBA.
- 11.4.9 Members may serve on other bodies as a result of express nomination or appointment by MG ALBA or otherwise by virtue of being a Member of MG ALBA. Members must always remember the public interest points towards transparency particularly where there is a possible divergence of interest between different public authorities. Members must also consider the terms of Section 17.
- 11.4.10 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 MG ALBA. 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.

Interests of Other Persons

- 11.4.11 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 MG ALBA.
- 11.4.12 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 MG ALBA.

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 MG ALBA 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 – Bribery Act compliance, Gifts and Hospitality**

14.1 It is MG ALBA's policy to conduct all of its activities in an honest and ethical manner.

14.2 MG ALBA takes a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its dealings and relationships wherever it operates, and to implementing and enforcing effective systems to counter bribery and corruption.

14.3 MG ALBA will uphold all laws relevant to countering bribery and corruption, and is bound by UK laws, including the Bribery Act 2010, in respect of conduct both at home and abroad.

14.4 It is a criminal offence to offer, promise, give, request, or accept a bribe. Individuals found guilty can be punished by up to ten years' imprisonment and/or a fine. If MG ALBA fails to prevent bribery it can face an unlimited fine and damage to its reputation.

14.5 What are bribery and corruption?

Bribery is offering, promising, giving or accepting any financial or other advantage, to induce the recipient or any other person to act improperly in the performance of their functions, or to reward them for acting improperly, or where the recipient would act improperly by accepting the advantage.

An **advantage** includes money, gifts, loans, fees, hospitality, services, discounts, the award of a contract or anything else of value.

A person acts **improperly** where they act illegally, unethically, or contrary to an expectation of good faith or impartiality, or where they abuse a position of trust. The improper acts may be in relation to any business or professional activities, public functions, acts in the course of employment, or other activities by or on behalf of any organisation of any kind.

Corruption is the abuse of entrusted power or position for private gain.

14.6 It is not acceptable for Members (or someone on their behalf) to:

- (i) give, promise to give, or offer, a payment, gift or hospitality with the expectation or hope that a business advantage will be received, or to reward a business advantage already given;
- (ii) give or accept a gift or hospitality during any commercial negotiations or tender process, if this could be perceived as intended or likely to influence the outcome;
- (iii) accept a payment, gift or hospitality from a third party that they know or suspect is offered with the expectation that the Board will provide a business advantage for them or anyone else in return;
- (iv) accept hospitality from a third party that is unduly lavish or extravagant under the circumstances;
- (v) offer or accept a gift to or from government officials or representatives, or politicians or political parties; or
- (vi) engage in any other activity that might lead to a breach of this Section 14.

14.7 Members are encouraged to raise concerns about any issue or suspicion of breach of this Section 14 at the earliest possible stage, by speaking to the Chairperson and/or Chief Executive.

14.8 Members must never canvass or seek gifts or hospitality or other advantages.

- 14.9 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 MG ALBA or of infringing the Bribery Act 2010. As a general guide, it is usually appropriate to refuse offers except:
- 14.9.1 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;
 - 14.9.2 normal hospitality associated with a Member's duties and which would reasonably be regarded as inappropriate to refuse such as networking opportunities with MG ALBA stakeholders or a working lunch with a single stakeholder so long as it is clearly linked to the business of MG ALBA; or
 - 14.9.3 gifts received on behalf of MG ALBA, which are promptly passed on to MG ALBA for its use or other disposal at its discretion.
- 14.10 The exceptions listed in Sections 14.9.1 to 14.9.3 are not absolute: offers listed as exceptions will still be prohibited if they contravene the principles set forth in Section 14.6. In addition, for the purposes of Section 14.9:
- 14.10.1 “normal” hospitality means hospitality which is not unduly lavish or extravagant in the circumstances; and
 - 14.10.2 Members must not accept a series of connected gifts, or repeated gifts from the same donor (or group of donors connected with each other), which although individually below the threshold stated in Section 14.9.1 would in aggregate exceed the threshold stated in Section 14.11.
- 14.11 Gifts or hospitality of a value over £200 generally should not be accepted.
- 14.12 Members must not accept any offer by way of gift or hospitality or other advantage 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 or hospitality or other advantage 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. The term “advantage” is explained in Section 14.5 above.
- 14.13 Members must not accept repeated hospitality from the same source unless it is preapproved by the Chairperson as being for a legitimate business reason.
- 14.14 Members must record details of any gifts, hospitality and other advantages received other than those referred to in Sections 14.9.1 to 14.9.3 and the record must be made available for public inspection.
- 14.15 Beyond the principles of mandatory disclosure and compliance with this Code and applicable laws, the decision to accept a gift or hospitality or other advantage is a matter of judgment and personal integrity. Members may wish to seek the advice

from the Chairperson or Chief Executive before accepting any offer of a gift or hospitality or any other advantage particularly if it is from any individual or organisation which stands to gain or benefit from a decision that MG ALBA may be involved in determining, or who is seeking to do business with MG ALBA.

- 14.16 Members having any concern about any breach of this Section 14 or the principles set forth in the Bribery Act 2010 are encouraged to raise these concerns with the Chairperson and/or Chief Executive at the earliest possible opportunity.

15 **Section 15 - Expenses and Travel**

- 15.1 Members must comply with any MG ALBA rules regarding remuneration and reimbursement of allowances and expenses.

- 15.2 Expenses are only recoverable if the expenditure is reasonably and necessarily incurred on behalf of MG ALBA. Receipts must, wherever practicable, accompany claim forms. Claims should be submitted as soon as possible after they have been incurred.

- 15.3 When on MG ALBA business, Members are entitled to reasonable travel and accommodation expenses. Travel and accommodation should normally be arranged through the MG ALBA Secretariat.

16 **Section 16 - Use of MG ALBA Facilities**

- 16.1 Members of MG ALBA 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 MG ALBA policy and rules on their usage.

- 16.2 On termination of office, members shall return to MG ALBA all property in the Member's possession or under the Member's control which belongs to MG ALBA;

17 **Section 17 - Appointment to Partner Organisations**

- 17.1 Members may be appointed, or nominated by MG ALBA, 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.

- 17.2 Members who may become directors of companies as nominees of MG ALBA 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 MG ALBA. 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.

18 **Section 18 – Lobbying and access to members of MG ALBA**

- 18.1 In order for MG ALBA 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, probity and equality of access in the way in which MG ALBA conducts its business.

18.2 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.

18.2.1 **Rules and Guidance**

18.2.2 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 MG ALBA or any statutory provision.

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

18.2.4 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 MG ALBA.

18.2.5 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.

18.2.6 Members should not accept any paid work:

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

18.2.6.2 to provide services as a strategist, adviser or consultant, for example, advising on how to influence MG ALBA and its Members. This does not prohibit a Member from being remunerated for activity that may arise because of, or relate to, membership of MG ALBA, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

18.2.7 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 the Chairperson or Chief Executive.

19 **Section 19 - Data Protection**

19.1 For the purposes of Data Protection legislation Members give their consent for all purposes to the holding, processing and accessing of personal data about them held by MG ALBA.

20 **Section 20 - Liability of Members**

20.1 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 or the Communications Act 2003 (as explained in Section 6.1).

20.2 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.

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

21 **Section 21 - Accountability for public funds**

21.1 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 MG ALBA 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.

21.2 Members of the Board are responsible for ensuring that MG ALBA 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.

22 **Section 22 - Annual Report and Accounts**

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

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

22.2.1 a full description of MG ALBA's activities;

- 22.2.2 state the extent to which key strategic objectives and agreed financial and other performance targets have been met;
- 22.2.3 list the names of the current Members of the Board and senior staff;
- 22.2.4 provide details of remuneration of Board Members and senior staff; and.
- 22.2.5 information on access to Members' registers of interests.

23 **Section 23 - The Chief Executive**

- 23.1 For the purposes of clarity Members should be aware that the Chief Executive has responsibility for the overall organisation, management, and staffing of MG ALBA 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 *Key Principles of the Model Code of Conduct* (Annex A). Board Members should support the Chief Executive in undertaking these responsibilities.
- 23.2 The Chief Executive is also designated as the MG ALBA Accountable Officer. As Accountable Officer, the Chief Executive is responsible for reporting and managing the resources under MG ALBA'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 MG ALBA 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 MG ALBA's charge. The Accountable 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.
- 23.3 The Board has a responsibility to monitor the performance of the Chief Executive.

24 **Section 24 - The Board as Employer**

- 24.1 Members of the MG ALBA Board have a corporate responsibility to ensure that MG ALBA:
 - 24.1.1 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 MG ALBA. All staff should be familiar with MG ALBA's main aims and objectives;
 - 24.1.2 adopts management practices which use resources in the most economical, efficient and effective manner;
 - 24.1.3 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;

- 24.1.4 has a strategy to make sure that there are staff members in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively; and
- 24.1.5 provides its staff, and the Board's own Members, with appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively.

ANNEX A

KEY PRINCIPLES OF THE MODEL CODE OF CONDUCT

The general principles upon which this Model Code is based should be used for guidance and interpretation only. These general principles are:

Duty

You have a duty to uphold the law and act in accordance with the law and the public trust placed in you. You have a duty to act in the interests of the public body of which you are a member and in accordance with the core functions and duties of that body.

Selflessness

You have a duty to take decisions solely in terms of public interest. 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 and in a way that is consistent with the functions of the public body when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

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 the public body 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 public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You 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 public body and its members in conducting public business.

Respect

You must respect fellow members of your public body and employees of the body and the role they play, treating them with courtesy at all times. Similarly, you must respect members of the public when performing duties as a member of your public body.

You should apply the principles of this Model Code to your dealings with fellow members of the public body, its employees and other stakeholders. Similarly, you should also observe the principles of this Model Code in dealings with the public when performing duties as a member of a public body.

ANNEX B

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 (operating as MG ALBA) appointed by Ofcom under section 183A of the Broadcasting Act 1990.

"Cohabitee" includes a person, whether of the opposite sex or not, who is living with you as if you were husband and wife or civil partners.

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

"Devolved Public Body" means a body entitled under section 183A of the Broadcasting Act 1990 to nominate a member of the Board.

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

"MG ALBA" is the operating name for Seirbheis nam Meadhanan Gàidhlig (the Gaelic Media Service) and means the body established under section 183 of the Broadcasting Act 1990 and renamed under the section 208 of the Communications Act 2003.

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

“Operational Plan” means the operational plan for MG ALBA’s activities as approved from time-to-time by the Board and Ofcom, (and, as the context requires, means in particular the Operational Plan in effect for the then-current period);

“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.

“Secretariat” means the Operations and Finance team of MG ALBA (or such other staff or contractor as may be nominated by the Chief Executive from time to time).

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

“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.