



Report

Code of Conduct and Standing Orders – May 2016 Edinburgh Integration Joint Board

13 May 2016

Executive Summary

1. The Scottish Government wrote to the Chair of all Integration Joint Boards (IJBs) in April 2016 informing them that a template code of conduct for members had been prepared and requested that a draft code of conduct be approved by the IJB and submitted to the Scottish Government by 21 June 2016.
2. The IJB's Standing Orders currently stipulate that much of it applies to committees as well as the IJB but does not apply to working groups. However, concern has been raised that this is too formal an arrangement and the committee would be able to operate more effectively without the restrictions of standing orders. This is would align the committee with the other sub-groups of the IJB.

Recommendations

3. To agree to submit the draft Code of Conduct at appendix one to the Scottish Government for approval.
4. To delete Standing Order 14.5.

Background

5. In July 2015 the IJB agreed a Members' Code of Conduct based on the Standards Commission's Model Code for Devolved Public Bodies. This was to ensure there was an agreed code of conduct for the IJB commencing.
6. A code of conduct is a requirement of the Ethical Standards in Public Life etc (Scotland) Act 2000.

Main report

7. The Scottish Government has, in co-operation with the Commissioner for Ethical Standards and the Standards Commission, prepared a template for an IJB Code of Conduct. The government are expecting the code to be implemented in full but will consider amendments in exceptional circumstances.

8. The Scottish Government's Code of Conduct is broadly similar to the current IJB Code of Conduct. The code previously approved by the IJB includes additional paragraphs to aid understanding but is not significantly different and the loss of these paragraphs would not change the ethos of the Code. Due to the instruction by the Scottish Government that they would only consider amendments in exceptional circumstances it is not recommended that the draft code is amended.
9. The template code of conduct is attached at appendix one and the IJB is asked to approve the draft code for submission to the Scottish Government by 21 June 2016.

Key risks

10. The IJB is required to submit a draft code of conduct to the Scottish Government for approval by 21 June 2016. The Code is expected to be implemented in full.

Financial implications

11. There are no financial implications arising from this report.

Involving people

12. The Scottish Government consulted with all IJBs on the template Code of Conduct.

Impact on plans of other parties

13. There is no known impact on the plans of other parties.

Background reading/references

Ethical Standards in Public Life etc (Scotland) Act 2000.

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CODE of CONDUCT

for

MEMBERS

of

The Edinburgh Integration Joint Board

CODE OF CONDUCT for MEMBERS of the *Edinburgh Integration Joint Board*

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SECTION 1: INTRODUCTION TO THE CODE OF CONDUCT

- 1.1 The Scottish public has a high expectation of those who serve on the boards of public bodies and the way in which they should conduct themselves in undertaking their duties. You must meet those expectations by ensuring that your conduct is above reproach.
- 1.2 The Ethical Standards in Public Life etc. (Scotland) Act 2000, “the 2000 Act”, provides for Codes of Conduct for local authority Councillors and members of relevant public bodies; imposes on councils and relevant public bodies a duty to help their members to comply with the relevant Code; and establishes a Standards Commission for Scotland, “The Standards Commission” to oversee the new framework and deal with alleged breaches of the Codes.
- 1.3 The 2000 Act requires the Scottish Ministers to lay before Parliament a Code of Conduct for Councillors and a Model Code for Members of Devolved Public Bodies. The Model Code for members was first introduced in 2002 and has now been revised in December 2013 following consultation and the approval of the Scottish Parliament. These revisions will make it consistent with the relevant parts of the Code of Conduct for Councillors, which was revised in 2010 following the approval of the Scottish Parliament.

The Public Bodies (Joint Working) (Scotland) Act 2014 (Consequential Amendments & Savings) Order 2015 has determined that Integration Joint Boards are “devolved public bodies” for the purposes of the 2000 Act.

- 1.4 This Code for Integration Joint Boards has been specifically developed using the Model Code and the statutory requirements of the 2000 Act. As a member of the Edinburgh Integration Joint Board, “the IJB”, it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct which has now been made by the IJB.

This Code applies when you are acting as a member of the Edinburgh IJB and you may also be subject to another Code of Conduct.

Appointments to the Boards of Public Bodies

- 1.5 Whilst your appointment as a member of an Integration Joint Board sits outside the Ministerial appointment process, you should have an awareness of the system surrounding public appointments in Scotland. Further information can be found in the public appointment section of the Scottish Government website at <http://www.appointed-for-scotland.org/>.

Details of IJB membership requirements are set out in the Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014 and further helpful information is contained in the “Roles, Responsibilities and Membership of the Integration Joint Board” guidance, which also includes information on Equality Duties and Diversity.

Public bodies in Scotland are required to deliver effective services to meet the needs of an increasingly diverse population. In addition, the Scottish Government's equality outcome on public appointments is to ensure that Ministerial appointments are more diverse than at present. In order to meet both of these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of public bodies that they attract the best people for the job and therefore it is essential that a board's appointments process should encourage as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the IJB on which you serve and of wider diversity and equality issues.

- 1.6 You should also familiarise yourself with how the Edinburgh IJB policy operates in relation to succession planning, which should ensure that the IJB has a strategy to make sure they have the members in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

Guidance on the Code of Conduct

- 1.7 You must observe the rules of conduct contained in this Code. It is your personal responsibility to comply with these and review regularly, and at least annually, your personal circumstances with this in mind, particularly when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.
- 1.8 The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. The Standards Commission may also issue guidance. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should in the first instance seek advice from the Chair of the IJB. You may also choose to consult your own legal advisers and, on detailed financial and commercial matters, seek advice from other relevant professionals.
- 1.9 You should familiarise yourself with the Scottish Government publication "On Board – a guide for board members of public bodies in Scotland" and the "Roles, Responsibilities and Membership of the Integration Joint Board" guidance. These publications will provide you with information to help you in your role as a member of an Integration Joint Board, and can be viewed on the Scottish Government website.

Enforcement

- 1.10 Part 2 of the 2000 Act sets out the provisions for dealing with alleged breaches of this Code of Conduct and where appropriate the sanctions that will be applied if the Standards Commission finds that there has been a breach of the Code. Those sanctions are outlined in **Annex A**.

SECTION 2: KEY PRINCIPLES OF THE CODE OF CONDUCT

2.1 The general principles upon which this 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 Edinburgh IJB and in accordance with the core functions and duties of the IJB.

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 Edinburgh IJB 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 Edinburgh IJB 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 Edinburgh IJB and its members in conducting public business.

Respect

You must respect fellow members of the Edinburgh IJB and employees of related organisations supporting the operation of the IJB 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 the Edinburgh IJB.

- 2.2 You should apply the principles of this Code to your dealings with fellow members of the Edinburgh IJB, employees of related organisations supporting the operation of the IJB and other stakeholders. Similarly you should also observe the principles of this Code in dealings with the public when performing duties as a member of the Edinburgh IJB.

SECTION 3: GENERAL CONDUCT

- 3.1 The rules of good conduct in this section must be observed in all situations where you act as a member of the IJB.

Conduct at Meetings

- 3.2 You must respect the chair, your colleagues and employees of related organisations supporting the operation of the IJB in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings. You should familiarise yourself with the Standing Orders for the Edinburgh IJB, which govern the Board's proceedings and business. The "Roles, Responsibilities and Membership of the Integration Joint Board" guidance, will also provide you with further helpful information.

Relationship with IJB Members and Employees of Related Organisations

- 3.3 You will treat your fellow IJB members and employees of related organisations supporting the operation of the IJB with courtesy and respect. It is expected that fellow IJB members and employees of related organisations supporting the operation of the IJB will show you the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behaviour in their organisation and the Health Board or local authority of the IJB should be able to provide this information to any IJB member on request.

Public bodies should promote a safe, healthy and fair working environment for all. As a member of the Edinburgh IJB you should be familiar with any policies of the Health Board and local authority of the IJB as a minimum in relation to bullying and harassment in the workplace, and also lead by exemplar behaviour.

Remuneration, Allowances and Expenses

- 3.4 You must comply with any rules applying to the IJB regarding remuneration, allowances and expenses.

Gifts and Hospitality

- 3.5 You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by your spouse or cohabitee or by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term “gift” includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.
- 3.6 You must never ask for gifts or hospitality.
- 3.7 You are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to you and for avoiding the risk of damage to public confidence in your IJB. As a general guide, it is usually appropriate to refuse offers except:
- (a) isolated gifts of a trivial character, the value of which must not exceed £50;
 - (b) normal hospitality associated with your duties and which would reasonably be regarded as appropriate; or
 - (c) gifts received on behalf of the IJB.
- 3.8 You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision that the Edinburgh IJB may be involved in determining, or who is seeking to do business with your *IJB*, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of the Edinburgh IJB then, as a general rule, you should ensure that your IJB pays for the cost of the visit.
- 3.9 You must not accept repeated hospitality or repeated gifts from the same source.
- 3.10 As a member of a devolved public body, you should familiarise yourself with the terms of the Bribery Act 2010 which provides for offences of bribing another person and offences relating to being bribed.

Confidentiality Requirements

- 3.11 There may be times when you will be required to treat discussions, documents or other information relating to the work of the Edinburgh IJB in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public.

You must always respect the confidential nature of such information and comply with the requirement to keep such information private.

- 3.12 It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain or for political purposes or used in such a way as to bring the Edinburgh IJB into disrepute.

Use of Health Board or Local Authority Facilities by Members of the IJB

- 3.13 Members of the Edinburgh IJB must not misuse facilities, equipment, stationery, telephony, computer, information technology equipment and services, or use them for party political or campaigning activities. Use of such equipment and services etc. must be in accordance with the Health Board or local authority policy and rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the Edinburgh IJB.

Appointment to Partner Organisations

- 3.14 In the unlikely circumstances that you may be appointed, or nominated by the Edinburgh IJB, as a member of another body or organisation, you are bound by the rules of conduct of these organisations and should observe the rules of this Code in carrying out the duties of that body.
- 3.15 Members who become directors of companies as nominees of their IJB 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 IJB. It is your responsibility to take advice on your responsibilities to the IJB and to the company. This will include questions of declarations of interest.

SECTION 4: REGISTRATION OF INTERESTS

- 4.1 The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called “Registerable Interests”. You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the IJB’s Register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.
- 4.2 The Regulations¹ as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your

¹ SSI - The Ethical Standards in Public Life etc. (Scotland) Act 2000 (Register of Interests) Regulations 2003 Number 135, as amended.

personal circumstances. Annex B contains key definitions and explanatory notes to help you decide what is required when registering your interests under any particular category. The interests which require to be registered are those set out in the following paragraphs and relate to you. It is not necessary to register the interests of your spouse or cohabitee.

Category One: Remuneration

4.3 You have a Registerable Interest where you receive remuneration by virtue of being:

- employed;
- self-employed;
- the holder of an office;
- a director of an undertaking;
- a partner in a firm; or
- undertaking a trade, profession or vocation or any other work.

This requirement also applies where, by virtue of your employment in a particular post, you are required to be a member of the IJB.

4.4 In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.

4.5 If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, "Related Undertakings".

4.6 If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.

4.7 When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.

4.8 When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.

4.9 Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.

4.10 When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.

4.11 Registration of a pension is not required as this falls outside the scope of the category.

Category Two: Related Undertakings

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

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

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

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

Category Three: Contracts

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

(i) under which goods or services are to be provided, or works are to be executed; and

(ii) which has not been fully discharged.

4.16 You must register a description of the contract, including its duration, but excluding the consideration.

Category Four: Houses, Land and Buildings

4.17 You have a registerable interest where you own or have any other right or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of the body to which you are appointed.

4.18 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision making.

Category Five: Interest in Shares and Securities

4.19 You have a registerable interest where you have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) the body to which you are appointed and (b) the **nominal value** of the shares is:

- (i) greater than 1% of the issued share capital of the company or other body; or
- (ii) greater than £25,000.

Where you are required to register the interest, you should provide the registered name of the company in which you hold shares; the amount or value of the shares does not have to be registered.

Category Six: Gifts and Hospitality

4.20 You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection. It is not however necessary to record any gifts or hospitality as described in paragraph 3.7 (a) to (c) of this Code.

Category Seven: Non-Financial Interests

4.21 You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of the IJB to which you are appointed. 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. This requirement also applies where, by virtue of your membership of a particular group, you have been appointed to the IJB.

4.22 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the public, or could influence your actions, speeches or decision-making.

SECTION 5: DECLARATION OF INTERESTS

General

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

further detail on the declaration requirements of the Edinburgh IJB, you can refer to the IJB's Standing Orders.

- 5.2 IJBs 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 the Edinburgh IJB and its members depends on it being clearly understood that decisions are taken in the public interest and not for any other reason.
- 5.3 In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the **objective test** ("the objective test") which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of the Edinburgh IJB. You will wish to familiarise yourself with your IJB's standing orders and the "Roles, Responsibilities and Membership of the Integration Joint Board" guidance.
- 5.4 If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public, nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to particular proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the board chair in the first instance.
- 5.5 As a member of the Edinburgh IJB you might *also* serve on other bodies. In relation to service on the boards and management committees of limited liability companies, public bodies, societies and other organisations, you must decide, in the particular circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the particular circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between your IJB and another body. Keep particularly in mind the advice in paragraph 3.15 of this Code about your legal responsibilities to any limited company of which you are a director.

Interests which Require Declaration

- 5.6 Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you will have to consider whether the interests of other persons require you to make a declaration. The paragraphs

which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.

- 5.7 You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations as a result of your private and personal interests and not because of your role as a member of an IJB. In the context of any particular matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the particular circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of an IJB as opposed to the interest of an ordinary member of the public.

Your Financial Interests

- 5.8 You must declare, if it is known to you, any financial interest (including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code). If, under category one (or category seven in respect of non-financial interests) of section 4 of this Code, you have registered an interest as a

- Councillor or a Member of another Devolved Public Body where the Council or other Devolved Public Body, as the case may be, has nominated or appointed you as a Member of the IJB, or you have been appointed to the IJB by virtue of your position under the Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014;

you do not, for that reason alone, have to declare that interest.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

A member must disclose any direct or indirect pecuniary or other interest in relation to an item of business to be transacted at a meeting of the integration joint board, or a committee of the integration joint board, before taking part in any discussion on that item.

Where an interest is disclosed under the above terms the onus is on the member declaring the interest to decide whether, in the circumstances, it is appropriate for that member to take part in the discussion of, or voting on the item of business.

You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

Your Non-Financial Interests

5.9 You must declare, if it is known to you, any non-financial interest if:

- (i) that interest has been registered under category seven (Non-Financial Interests) of Section 4 of the Code; or
- (ii) that interest would fall within the terms of the objective test.

There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You do not have to declare an interest solely because you are a Councillor or Member of another Devolved Public Body or you have been appointed to the IJB by virtue of your position under the Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014.

A member must disclose any direct or indirect pecuniary or other interest in relation to an item of business to be transacted at a meeting of the integration joint board, or a committee of the integration joint board, before taking part in any discussion on that item.

Where an interest is disclosed under the above terms the onus is on the member declaring the interest to decide whether, in the circumstances, it is appropriate for that member to take part in the discussion of, or voting on the item of business.

You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

The Financial Interests of Other Persons

5.10 The Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.

You must declare if it is known to you any financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;
- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable expenses.

There is no need to declare an interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

- 5.11 This Code does not attempt the task of defining “relative” or “friend” or “associate”. Not only is such a task fraught with difficulty but is also unlikely that such definitions would reflect the intention of this part of the Code. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the IJB and, as such, would be covered by the objective test.

The Non-Financial Interests of Other Persons

- 5.12 You must declare if it is known to you any non-financial interest of:-

- (i) a spouse, a civil partner or a co-habitee;
- (ii) a close relative, close friend or close associate;
- (iii) an employer or a partner in a firm;
- (iv) a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
- (v) a person from whom you have received a registerable gift or registerable hospitality;
- (vi) a person from whom you have received registerable election expenses.

There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

There is only a need to withdraw from the meeting if the interest is clear and substantial.

Making a Declaration

- 5.13 You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a particular matter is being discussed you must declare the interest as soon as you realise it is necessary.

- 5.14 The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words “I declare an interest”. The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Frequent Declarations of Interest

- 5.15 Public confidence in an IJB is damaged by perception that decisions taken by that body are substantially influenced by factors other than the public interest. If members are frequently declaring interests at meetings then they should consider whether they can carry out their role effectively and discuss this at the earliest opportunity with their chair.

Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

Dispensations

- 5.16 In some very limited circumstances dispensations can be granted by the Standards Commission in relation to the existence of financial and non-financial interests which would otherwise prohibit you from taking part and voting on matters coming before your IJB and its committees.
- 5.17 Applications for dispensations will be considered by the Standards Commission and should be made as soon as possible in order to allow proper consideration of the application in advance of meetings where dispensation is sought. You should not take part in the consideration of the matter in question until the application has been granted.

SECTION 6: LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES

Introduction

- 6.1 In order for the Edinburgh IJB to fulfil 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 the Edinburgh IJB conducts its business.
- 6.2 You will need to be able to consider evidence and arguments advanced by a wide range of organisations and individuals in order to perform your 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 you should conduct yourself in your contacts with those who would seek to influence you. They are designed to encourage proper interaction between members of public bodies, those they represent and interest groups. You

should also familiarise yourself with the “Roles, Responsibilities and Membership” guidance for members of an Integration Joint Board.

Rules and Guidance

- 6.3 You must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Code or any other relevant rule of the Edinburgh IJB or any statutory provision.
- 6.4 You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon the Edinburgh IJB.
- 6.5 The public must be assured that no person or organisation will gain better access to or treatment by, you as a result of employing a company or individual to lobby on a fee basis on their behalf. You 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 you accord any other person or organisation who lobbies or approaches you. 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 the Edinburgh IJB.
- 6.6 Before taking any action as a result of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You 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 you know the basis on which you 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.
- 6.7 You should not accept any paid work relating to health and social care:-
- (a) which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.
 - (b) to provide services as a strategist, adviser or consultant, for example, advising on how to influence the IJB and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of the IJB, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

Members of Integration Joint Boards are appointed because of the skills, knowledge and experience they possess. The onus will be on the individual member to consider their position under paragraph 6.7.

- 6.8 If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the chair of the Edinburgh IJB in the first instance.

ANNEX A

SANCTIONS AVAILABLE TO THE STANDARDS COMMISSION FOR BREACH OF THE CODE

- (a) Censure – the Commission may reprimand the member but otherwise take no action against them;
- (b) Suspension – of the member for a maximum period of one year from attending one or more, but not all, of the following:
 - i) all meetings of the public body;
 - ii) all meetings of one or more committees or sub-committees of the public body;
 - (iii) all meetings of any other public body on which that member is a representative or nominee of the public body of which they are a member.
- (c) Suspension – for a period not exceeding one year, of the member's entitlement to attend all of the meetings referred to in (b) above;
- (d) Disqualification – removing the member from membership of that public body for a period of no more than five years.

Where a member has been suspended, the Standards Commission may direct that any remuneration or allowance received from membership of that public body be reduced, or not paid.

Where the Standards Commission disqualifies a member of a public body, it may go on to impose the following further sanctions:

- (a) Where the member of a public body is also a councillor, the Standards Commission may disqualify that member (for a period of no more than five years) from being nominated for election as, or from being elected, a councillor. Disqualification of a councillor has the effect of disqualifying that member from their public body and terminating membership of any committee, sub-committee, joint committee, joint board or any other body on which that member sits as a representative of their local authority.
- (b) Direct that the member be removed from membership, and disqualified in respect of membership, of any other devolved public body (provided the members' code applicable to that body is then in force) and may disqualify that person from office as the Water Industry Commissioner.

In some cases the Standards Commission do not have the legislative powers to deal with sanctions, for example if the respondent is an executive member of the board or appointed by the Queen. Sections 23 and 24 of the Ethical Standards in Public Life etc. (Scotland) Act 2000 refer.

Full details of the sanctions are set out in Section 19 of the Act.

ANNEX B

DEFINITIONS AND EXPLANATORY NOTES

“**Chair**” includes Board Convener or any person discharging similar functions under alternative decision making structures.

“**Code**” code of conduct for members of devolved public bodies

“**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.

“**Group of companies**” has the same meaning as “group” in section 262(1) of the Companies Act 1985. A “group”, within s262 (1) of the Companies Act 1985, means a parent undertaking and its subsidiary undertakings.

“**Parent Undertaking**” is an undertaking in relation to another undertaking, a subsidiary undertaking, if a) it holds a majority of the rights in the undertaking; or b) it is a member of the undertaking and has the right to appoint or remove a majority of its board of directors; or c) it has the right to exercise a dominant influence over the undertaking (i) by virtue of provisions contained in the undertaking’s memorandum or articles or (ii) by virtue of a control contract; or d) it is a councillor of the undertaking and controls alone, pursuant to an agreement with other shareholders or councillors, a majority of the rights in the undertaking.

“**A person**” means a single individual or legal person and includes a group of companies.

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

“**Public body**” means a devolved public body listed in Schedule 3 of the Ethical Standards in Public Life etc. (Scotland) Act 2000, as amended.

“**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.

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

“**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.

**STANDING ORDERS FOR THE PROCEEDINGS
AND BUSINESS OF THE INTEGRATION JOINT BOARD**

1 General

- 1.1 These Standing Orders regulate the conduct and proceedings of the Edinburgh Integration Joint Board and its committees and sub-committees. The Integration Joint Board is the governing body for what is commonly referred to as the Health & Social Care Partnership. These Standing Orders are made under the Public Bodies (Joint Working) (Scotland) Act 2014 and the Public Bodies (Joint Working) (Integration Joint Boards) (Scotland) Order 2014 (No 285) (“the Order”). The Integration Joint Board approved these Standing Orders on 15 January 2016 to take effect from 1 February 2016.

Membership of the Integration Joint Board

- 1.2 The Integration Joint Board shall have two categories of members:
- (i) Voting Members; and
 - (ii) Non-Voting Members
- 1.3 The City of Edinburgh Council and Lothian NHS Board have elected to nominate 5 members each to the Integration Joint Board, who shall be the voting members.
- 1.4 The Order prescribes a list of non-voting members who are to be included in the membership, and these members shall be appointed as described by the Order. The Integration Joint Board may appoint additional non-voting members as it sees fit.
- 1.5 The City of Edinburgh Council and the Lothian NHS Board shall also attend to any issues relating to the resignation, removal and disqualification of members in line with the Order. If and when a voting member ceases to be a councillor or a member of the NHS Board for any reason, either on a permanent or temporary basis, then that individual ceases to be a member of the Integration Joint Board.
- 1.6 If a voting member is unable to attend a meeting of the Integration Joint Board, the relevant constituent authority is to use its best endeavours to arrange for a suitably experienced substitute, who is either a councillor, or as the case may be, a member of the health board. The substitute voting member may vote on decisions put to that meeting, but may not preside over the meeting. If a non-voting member is unable to attend a meeting of the Integration Joint Board, that member may arrange for a suitably experienced substitute to attend the meeting.

2 Varying, Revoking or Suspending Standing Orders

- 2.1 Any statutory provision, regulation or direction by Scottish Ministers shall have precedence if they are in conflict with these Standing Orders.
- 2.2 Any one or more of these Standing Orders may be varied, suspended or revoked at a meeting of the Integration Joint Board following a motion moved and seconded and with the consent of the majority of voting members present and voting, provided the notice for the meeting at which the proposal is to be considered clearly indicates that there is a proposal to amend the standing orders, and the proposal itself does not result in the Integration Joint Board not complying with any statutory provision or regulation.

3 Chair

- 3.1 The Chair of the Integration Joint Board will be appointed in line with the terms agreed within the Integration Scheme and the Order. The Chair will preside at every meeting of the Integration Joint Board that he or she attends.
- 3.2 If both the Chair and Vice Chair are absent, the voting members present at the meeting shall choose a voting Integration Joint Board member to preside.

4 Vice-Chair

- 4.1 The Vice-Chair of the Integration Joint Board will be appointed in line with the terms agreed within the Integration Scheme and the Order.
- 4.2 In the absence of the Chair the Vice-Chair shall preside at the meeting of the Integration Joint Board.

5 Calling and Notice of Integration Joint Board Meetings

- 5.1 The first meeting of an Integration Joint Board is to be convened at a time and place determined by the Chair.
- 5.2 The Chair may call a meeting of the Integration Joint Board at any time. The Integration Joint Board shall meet at least 4 times in the year and will annually approve a forward schedule of meeting dates.
- 5.3 A request for an Integration Joint Board meeting to be called may be made in the form of a requisition specifying the business to be transacted, and signed by at least two thirds of the number of voting members, and presented to the chair. If the Chair refuses to call a meeting, or does not do so within 7 days of receiving the requisition, the members who signed the requisition may call a meeting. They must also sign the notice calling the meeting. However no business shall be transacted at the meeting other than that specified in the requisition.

Standing Orders for the IJB – 15 January 2016

5.4 Before each meeting of the Integration Joint Board, a notice of the meeting (in the form of an agenda), specifying the date, time, place and business to be transacted and approved by the Chair, or by a member authorised by the Chair to approve on that person’s behalf, shall be delivered electronically to every member (e.g. sent by email) or sent by post to the members’ usual place of residence so as to be available to them at least five clear days before the meeting. The notice shall be distributed along with any papers for the meeting that are available at that point.

5.5 With regard to calculating clear days for the purpose of notice:

Delivery of the Notice	<p>Days excluded from the calculation of clear days:</p> <ul style="list-style-type: none"> ✓ The day the notice is sent ✓ The day of the meeting ✓ Weekends ✓ Public holidays <p>Example: If a meeting is to be held on a Tuesday, the notice must be sent on the preceding Monday. The clear days will be Tuesday, Wednesday, Thursday, Friday, and Monday. If the notice is sent by post it must be sent out a day earlier.</p>
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5.6 Lack of service of the notice on any member shall not affect the validity of a meeting.

5.7 Integration Joint Board meetings shall be held in public. The Clerk shall place a public notice of the time and place of the meeting at the designated office of the Integration Joint Board at least five clear days before the meeting is held.

5.8 While the meeting is in public the Integration Joint Board may not exclude members of the public and the press (for the purpose of reporting the proceedings) from attending the meeting.

5.9 The Integration Joint Board may pass a resolution to meet in private in order to consider certain items of business, and may decide to do so for the following reasons:

5.9.1 The Integration Joint Board is still in the process of developing proposals or its position on certain matters, and needs time for private deliberation.

5.9.2 The business relates to the commercial interests of any person and confidentiality is required, e.g. when there is an ongoing tendering process

or contract negotiation.

- 5.9.3 The business necessarily involves reference to personal information, and requires to be discussed in private in order to uphold the Data Protection Principles.
- 5.9.4 The business necessarily involves reference to exempt information, as determined by Schedule 7A of the Local Government (Scotland) Act 1973.
- 5.9.5 The Integration Joint Board is otherwise legally obliged to respect the confidentiality of the information being discussed.
- 5.10 The minutes of the meeting will reflect the reason(s) why the Integration Joint Board resolved to meet in private.
- 5.11 A member may be regarded as being present at a meeting of the Integration Joint Board if he or she is able to participate from a remote location by a video link or other communication link. A member participating in a meeting in this way will be counted for the purposes of deciding if a quorum is present.

6 Quorum

- 6.1 No business shall be transacted at a meeting of the Integration Joint Board unless there are present at least one half of the voting members of the Integration Joint Board.
- 6.2 If a quorum is not present, the meeting will stand adjourned to such date and time as may be fixed by the Chair.

7 Authority of the Chair at meetings of the IJB and its Committees

- 7.1 The duty of the person presiding is to ensure that the Standing Orders or the Committee's terms of reference are observed, to preserve order, to ensure fairness between members, and to determine all questions of order and competence. The ruling of the person presiding shall be final and shall not be open to question or discussion.
- 7.2 Any member who disregards the authority of the Chair, obstructs the meeting, or conducts himself/herself offensively shall be suspended for the remainder of the meeting, if a motion (which shall be determined without discussion) for his/her suspension is carried. Any person so suspended shall leave the meeting immediately and shall not return without the consent of the meeting.

- 7.3 The Chair has the right to adjourn a meeting in the event of disorderly conduct or other misbehaviour at the meeting.
- 7.4 No business shall be transacted at any meeting of the Integration Joint Board other than that specified in the notice of the meeting except on grounds of urgency. Any request for the consideration of an additional item of business must be made to the Chair at the start of the meeting and the majority of voting members present must agree to the item being included on the agenda.

8 Adjournment

- 8.1 If it is necessary or expedient to do so for any reason, a meeting may be adjourned to another day, time and place. A meeting of the Integration Joint Board, or of a committee of the Integration Joint Board, may be adjourned by a motion, which shall be moved and seconded and be put to the meeting without discussion. If such a motion is carried, the meeting shall be adjourned to such day, time and place as may be specified in the motion.

9 Voting and Debate

- 9.1 The Board may reach consensus on an item of business without taking a formal vote and the formal voting process outlined in paragraphs 9.2-9.10 would not need to be used.
- 9.2 Where a vote is taken, every question at a meeting shall be determined by a majority of votes of the members present and voting on the question. A vote may be taken by members by a show of hands, or by ballot, or any other method determined by the Chair. In the case of an equality of votes, the person presiding at the meeting does not have a second or casting vote.
- 9.3 Any voting member may move a motion or an amendment to a motion and it is expected that members will notify the Chair in advance of the meeting. The Chair may require the motion to be in writing and that the mover states the terms of the motion. Every motion or amendment is required to be moved and seconded.
- 9.4 Any voting member may second the motion and may reserve his/her speech for a later period of the debate.
- 9.5 Once a motion has been seconded it shall not be withdrawn or amended without the leave of the Integration Joint Board.
- 9.6 Where a vote is being taken, except for the mover of the original motion, no other speaker may speak more than once in the same discussion.
- 9.7 After debate, the mover of any original motion shall have the right to reply. In replying he/she shall not introduce any new matter, but shall confine

himself/herself strictly to answering previous observations and, immediately after his/her reply, the question shall be put by the Chair without further debate.

- 9.8 A motion to adjourn any debate on any question or for the closure of a debate shall be moved and seconded and put to the meeting without discussion. Unless otherwise specified in the motion, an adjournment of any debate shall be to the next meeting.
- 9.9 Where there has been an equality of votes, the Chair of the Integration Joint Board on reflection of the discussion, will bring consideration of the matter to a close for that meeting, and give direction to the Chief Officer on how the matter should be taken forward. The Chief Officer will then be obliged to review the matter, with the aim of addressing any concerns, and developing a proposal which the integration joint board can reach a decision upon in line with Standing Order 9.
- 9.10 Where the matter remains unresolved, and the Chair concludes that the equality of votes is effectively a representation of a dispute between the two constituent parties, then the dispute resolution process which is set out in the integration scheme shall take effect. If the unresolved equality of votes is not a representation of a dispute between the two constituent parties, then the Chair and the Chief Officer must work together to arrive at an acceptable position for the integration joint board.

10 Changing a Decision

- 10.1 A decision of the Integration Joint Board can not be changed by the Integration Joint Board within six months unless notice has been given in the notice of meeting and:
- 10.1.1 The Chair rules there has been a material change of circumstance: or
- 10.1.2 The Integration Joint Board agrees the decision was based on incorrect or incomplete information.

11 Minutes

- 11.1 The names of members present at a meeting of the Integration Joint Board, or of a committee of the Integration Joint Board, shall be recorded. The names of any officers in attendance shall also be recorded.
- 11.2 The Clerk (or his/her authorised nominee) shall prepare the minutes of meetings of the Integration Joint Board and its committees. The Integration Joint Board or the committee shall receive and review its minutes for agreement at its following meeting.

12 Matters Reserved for the Integration Joint Board

Standing Orders

12.1 The Integration Joint Board shall approve its Standing Orders.

Committees

12.2 The Integration Joint Board shall approve the establishment of, and terms of reference of all of its committees.

12.3 The Integration Joint Board shall appoint all committee members, as well as the chair of any committees.

Values

12.4 The Integration Joint Board shall approve organisational values, should it elect to formally define these.

Strategic Planning

12.5 The Integration Joint Board shall establish a Strategic Planning Group ([Section 32](#) of Public Bodies (Joint Working) Scotland Act 2014), and appoint its membership (except for the members nominated by each constituent party).

12.6 The Integration Joint Board shall approve its Strategic Plan ([Section 33](#)) and any other strategies that it may need to develop for all the functions which have been delegated to it. The Integration Joint Board will also review the effectiveness of its Strategic Plan ([Section 37](#)).

12.7 The Integration Joint Board shall review and approve its contribution to the Community Planning Partnership for the local authority area. The Integration Joint Board shall also appoint its representative(s) at Community Planning Partnership meetings.

Risk Management

12.8 The Integration Joint Board shall approve its Risk Management Policy.

12.9 The Integration Joint Board shall define its risk appetite and associated risk tolerance levels.

Health & Safety

12.10 In the event that the Integration Joint Board employs five or more people, it shall approve its Health & Safety Policy.

Finance

- 12.11 The Integration Joint Board shall approve its annual financial statement ([Section 39](#)).
- 12.12 The Integration Joint Board shall approve Standing Financial Instructions and a Scheme of Delegation.
- 12.13 The Integration Joint Board shall approve its annual accounts.
- 12.14 The Integration Joint Board shall approve the total payments to the constituent bodies on an annual basis, to implement its agreed Strategic Plan.

Performance Management

- 12.15 The Integration Joint Board shall approve the content, format, and frequency of performance reporting.
- 12.16 The Integration Joint Board shall approve its performance report ([Section 43](#)) for the reporting year.

13 Integration Joint Board Members – Ethical Conduct

- 13.1 Voting and non-voting members of the Integration Joint Board are required to subscribe to and comply with the Code of Conduct which is made under the [Ethical Standards in Public Life etc \(Scotland\) Act 2000](#). The Commissioner for Public Standards can investigate complaints about members who are alleged to have breached their Code of Conduct. The Clerk shall maintain the Integration Joint Board's Register of Interests. When a member needs to update or amend his or her entry in the Register, he or she must notify the Clerk of the need to change the entry within one month after the date the matter required to be registered.
- 13.2 The Clerk shall ensure the Register is available for public inspection at the principal offices of the Integration Joint Board at all reasonable times.
- 13.3 Members must always consider the relevance of any interests they may have to any business presented to the Integration Joint Board or one of its committees and disclose any direct or indirect pecuniary and non-pecuniary interests in relation to such business, before determining whether to take part in any discussion or decision on the matter.
- 13.4

- 13.4 Members shall make a declaration of any gifts or hospitality received in their capacity as an Integration Joint Board member. Such declarations shall be made to the Clerk who shall make them available for public inspection at all reasonable times at the principal offices of the Integration Joint Board.

14 Committees and Working Groups

- 14.1 The Integration Joint Board shall appoint such committees, and working groups as it thinks fit. The Integration Joint Board shall appoint the chairs of these committees. The Board shall approve the terms of reference and membership of the committees and shall review these as and when required.

- 14.2 The committee must include voting members, and must include an equal number of voting members appointed by the Health Board and local authority.

- 14.3 The Integration Joint Board shall appoint committee members to fill any vacancy in the membership as and when required.

- 14.4 Any Integration Joint Board member may substitute for a committee member who is also an Integration Joint Board member.

~~14.5 The Standing Orders relating to the calling and notice of Integration Joint Board meetings, conduct of meetings, and conduct of Integration Joint Board members shall also be applied to committee meetings but not working groups.~~

- 14.65 The Integration Joint Board shall approve a calendar of meeting dates for its committees. The committee chair may call a meeting any time, and shall call a meeting when requested to do so by the Integration Joint Board.

- 14.76 The Integration Joint Board may authorise committees to co-opt members for a period up to one year. A committee may decide this is necessary to enhance the knowledge, skills and experience within its membership to address a particular element of the committee's business. A co-opted member is one who is not a member of the Integration Joint Board, cannot vote and is not to be counted when determining the committee's quorum.

- 14.87 A member may be regarded as being present at a meeting of a committee if he or she is able to participate from a remote location by a video link or other communication link. A member participating in a meeting in this way will be counted for the purposes of deciding if a quorum is present.