

Document Pack



sirgar.llyw.cymru
carmarthenshire.gov.wales

MONDAY 18 JULY 2022

TO: ALL MEMBERS OF THE MEMBER APPOINTMENTS COMMITTEE

I HEREBY SUMMON YOU TO ATTEND A MEETING OF THE **MEMBER APPOINTMENTS COMMITTEE** WHICH WILL BE HELD IN THE **CHAMBER - COUNTY HALL, CARMARTHEN. SA31 1JP AND REMOTELY AT 2.00 PM ON FRIDAY, 22ND JULY, 2022** FOR THE TRANSACTION OF THE BUSINESS OUTLINED ON THE ATTACHED AGENDA

Wendy Walters

CHIEF EXECUTIVE

Democratic Officer:	Michelle Evans Thomas
Telephone (direct line):	01267 224470
E-Mail:	MEEvansThomas@carmarthenshire.gov.uk
This is a multi-location meeting. Committee members can attend in person at the venue detailed above or remotely via the Zoom link which is provided separately.	
The meeting can be viewed on the Authority's website via the following link:- https://carmarthenshire.public-i.tv/core/portal/home	

Wendy Walters Prif Weithredwr, *Chief Executive*,
Neuadd y Sir, Caerfyrddin. SA31 1JP
County Hall, Carmarthen. SA31 1JP

MEMBER APPOINTMENTS COMMITTEE

PLAID CYMRU GROUP - 3 Members

Cllr. Jean Lewis (Chair)
Cllr. Mansel Charles
Cllr. Tyssul Evans

LABOUR GROUP - 2 Members

Cllr. Deryk Cundy
Cllr. Tina Higgins

INDEPENDENT GROUP - 1 Members

Cllr. Anthony Davies

UNAFFILIATED 1 Member

Cllr. Sean Rees

A G E N D A

1. **APOLOGIES FOR ABSENCE.**
2. **DECLARATIONS OF PERSONAL INTERESTS.**
3. **TO SIGN AS A CORRECT RECORD THE MINUTES OF THE MEETING HELD ON THE 14TH JULY 2021** 5 - 6
4. **OUTSIDE BODY REPRESENTATION** 7 - 34

This page is intentionally left blank

Agenda Item 3

Member Appointments Committee

Wednesday, 14 July 2021

PRESENT: Councillor J.M. Charles (Chair)

Councillors:

S.A. Curry, W.R.A. Davies, J.S. Edmunds, W.T. Evans, S.J.G. Gilasbey and A.D.T. Speake

The following Officers were in attendance:

M.S. Davies, Democratic Services Officer

Virtual Meeting: 2.00 pm - 2.05 pm

1. APOLOGIES FOR ABSENCE

There were no apologies of absence.

2. DECLARATIONS OF PERSONAL INTERESTS

There were no declarations of interest.

3. ORIEL MYRDDIN ART GALLERY TRUST

It was reported that the terms of office of Councillors E. Schiavone and K. Lloyd on the Oriel Myrddin Art Gallery Trust would expire on the 23rd August, 2021.

It was reported that the Plaid Cymru Group had re-nominated Councillor Schiavone for a further term and that the Labour Group had re-nominated Councillor Lloyd for a further term.

UNANIMOUSLY RESOLVED that Councillors E. Schiavone and K. Lloyd be re-appointed as Trustees of Oriel Myrddin Art Gallery for a term of 4 years with effect from the 24th August, 2021.

4. MINUTES - 17TH JUNE, 2021

UNANIMOUSLY RESOLVED that the minutes of the meeting held on 17th June, 2021 be signed as a correct record.

CHAIR

DATE

This page is intentionally left blank

MEMBER APPOINTMENTS COMMITTEE

22ND JULY 2022

OUTSIDE BODY REPRESENTATION

Recommendations / key decisions required:

To appoint members to outside bodies following the 2022 Local Government Elections and to introduce a 'reporting back' requirement.

Reasons:-

To put in place a list of those Outside Bodies (including partnerships) where Carmarthenshire County Council appoints a representative.

Relevant scrutiny committee to be consulted	NO
Cabinet Decision Required	NO
Council Decision Required	NO – Member Appointments Committee decision

CABINET MEMBER PORTFOLIO HOLDER:- N/A

Directorate Name of Head of Service: Linda Rees Jones Report Author: Gaynor Morgan	Designations: Head of Administration & Law Democratic Services Manager	Phone/E Mail Address: 01267 224010 lrjones@carmarthenshire.gov.uk 01267 224026 gmorgan@carmarthenshire.gov.uk
--	--	---

EXECUTIVE SUMMARY

MEMBER APPOINTMENTS COMMITTEE

22ND JULY 2022

OUTSIDE BODY REPRESENTATION

In view of the Local Government Elections, it is pertinent to review the list of notified Outside Bodies and determine whether the Council should make/continue to make an appointment to those bodies.

An initial review of the list of outside bodies had been undertaken to ascertain the current status of the organisations and to in order to seek nominations from the political groups.

Appointments to serve on outside bodies are currently made by :-

- The Council where political balance rules apply, namely Dyfed Powys Police & Crime Panel, Brecon Beacons National Park Authority and Mid and West Wales Fire and Rescue Authority (nominations are submitted by the Political Group Leaders for Council's consideration)
- the Cabinet where the work of the body relates to the functions of the Executive
- by Members' Appointments Committee for all remaining outside bodies.

Appointments to the existing list of outside bodies have historically been made following the election of a new council, with changes made as and when the terms of office expire, or members resign.

Nominations from the Political groups together with guidance documents produced by the Welsh Local Government Association and a draft reporting back form are included within the report.

REPORT ATTACHED?

Appendix A - Nominations to Outside bodies (those not appointed by Council or Cabinet)
Appendix B – WLGA Appointments to Outside Bodies: The Councillor's Role
Appendix C - WLGA Members' Tool Kit
Appendix D – Reporting Back draft form

IMPLICATIONS

I confirm that other than those implications which have been agreed with the appropriate Directors / Heads of Service and are referred to in detail below, there are no other implications associated with this report :

Signed: **Linda Rees Jones** **Head of Administration and Law**

Policy, Crime & Disorder and Equalities	Legal	Finance	ICT	Risk Management Issues	Staffing Implications	Physical Assets
YES	YES	YES	NONE	YES	NONE	NONE

Policy

- Outside bodies are external organisations and partnerships which have requested that the County Council appoint an Elected Member to them.
- Contributes to the County Council's strategic functions, priorities or community leadership roles.
- Supports partnership and joint working.
- Enables Members to gain and share knowledge and expertise.

Legal

Appointments are made in accordance with the Council Constitution and requirements of Section 15 of the Local Government and Housing Act 1989

Finance

The Councillors' and Co-opted Members' Salaries and Allowances Scheme lists attendance by a Councillor at meetings of outside bodies to which the Councillor has been formally appointed or nominated by the Council as an approved duty,

Outside bodies may pay for Members' attendance at their meetings, in this case, the nominated Council representative may not claim from the Council.

Risk Management Issues

It is a matter for each outside body to ensure that suitable indemnity arrangements are in place for their representatives on all outside bodies.

CONSULTATIONS

I confirm that the appropriate consultations have taken in place and the outcomes are as detailed below

Signed: Linda Rees Jones

Head of Administration and Law

1. Scrutiny Committee - Not applicable
2. Local Member(s) - Not applicable
3. Community / Town Council - Not Applicable
4. Relevant Partners - Not applicable
5. Staff Side Representatives and other Organisations - Not Applicable

**CABINET MEMBER PORTFOLIO
HOLDER AWARE/CONSULTED**

YES

**Section 100D Local Government Act, 1972 – Access to Information
List of Background Papers used in the preparation of this report:
THERE ARE NONE**

APPOINTMENT BY MEMBER APPOINTMENTS COMMITTEE

FILE REF.	OUTSIDE BODY TO BE APPOINTED BY THE MEMBER APPOINTMENTS	NUMBER OF REPRESENTATIVES	MEMBERS NOMINATED
Chief Executive			
AD032 - 236	Alltwalis Community Benefits Trust Fund	1	Linda Evans (Plaid Cymru)
AD032-178	Carms Association of Voluntary Services (CAVS)	1	Ann Davies (Plaid Cymru)
AD032 - 35-4	Hywel Dda Community Health Council	3	Hazel Evans (Plaid Cymru) Tina Higgins (Labour) Louvain Roberts (Independent)
AD032-065	Hywel Dda Centre Management Committee, Whitland	1	Sue Allen (Independent)
Communities			
	Bro Myrddin Housing Association Board of Management	1 observer	Russell Sparks (Plaid Cymru)
AD032-032-4	Carmarthenshire Citizens Advice Bureau - Management Board	1 observer	Linda Evans (Plaid Cymru)
	Family Housing Association Board of Management	1 observer	Louvain Roberts (Independent)
AD032-118	St Paul's Family Centre, Llanelli	1	Suzy Curry (Labour)
AD032-079	Ty Bryngwyn Hospice Trust Fundraising Committee, Llanelli	1	Tina Higgins (Labour)
AD032-072	Llandysul Paddlers, Llandysul	2	Ken Howells(Plaid Cymru) Linda Evans (Plaid Cymru)
AD032-182	Newcastle Emlyn Swimming Pool Management Committee	2	Hazel Evans (Plaid Cymru) Ken Howell (Plaid Cymru)
AD032 - 183	Powerhouse Arts Centre, Llandysul	1	Linda Evans (Plaid Cymru)
AD032-180	Sportlot/Community Chest	3	Anthony Davies (Independent) . Dai Thomas (Plaid Cymru) Lewis Davies (Labour)
AD032-117	St. John's Council for Carmarthenshire	1	Philip Hughes (Independent)
Corporate Services			
AD032-195-5	Llanycrwys School House Board of Trustees - Cynwyl Gaeo Ward	2 - Cabinet Member & Local Member	Glynog Davies (Cabinet Member) Arwel Davies Local Member
AD032-195-3	Minnie Morgans Scholarship Fund Llanelli Based Scheme	Cabinet Member Education & + 3 Members	Glynog Davies (Plaid Cymru) Carys Jones Giles Morgan Michelle Donoghue
AD032-195-1	Robert Peel Foundation - LLANDEILO FAWR	1	Edward Thomas (Local Member)
AD032-195-8	The Carmarthenshire Intermediate and Technical Educational Fund	1	Deryk Cundy (Labour)

AD032-195-7	The Dorothy May Edwards Charity (Ysgol Pantycelyn area)	1	Handel Davies (Local Member)	
AD032-195-9	The Mary Elizabeth Morris Charity, Ysgol Pantycelyn, Llandovery	1	Handel Davies (Local Member)	
AD032-195-6	The May Price SRN Award	1	Louvain Roberts (Independent)	
AD032-195-4	Thomas & Elizabeth Williams Scholarship Committee Scholarship Area Kidwelly	Cabinet Member plus 6 Members	Glynog Davies (Cabinet Member) Tyssul Evans (Plaid Cymru) Kim Broom (Plaid Cymru) Meinir James (Plaid Cymru, Hugh Shepardson (Independent) John James (Labour) Crish Davies (Labour)	
Education and Children Services				
AD032-028	Carmarthen Federation of Young Farmers' Clubs Executive Committee	1	Hefin Jones (Plaid Cymru)	
AD032 - 248	Llwynhendy Pupil Referral Unit - Management Committee	1	Deryk Cundy (Labour)	
AD032-115	Standing Advisory Council on Religious Education (SACRE)	4 + subs	Mansel Charles (Plaid Cymru) Jean Lewis (Plaid Cymru) Martyn Palfreman (Labour) Dot Jones (Labour)	Betsan Jones & Ann Davies (Subs) Edward Thomas (Sub)
Environment				
AD032 - 247	Cambrian Mountains Initiative Partnership Board	1	Handel Davies (Local Member)	
AD032-064	Heart of Wales Line Forum	3	Handel Davies (Plaid Cymru) , Arwel Davies (Plaid Cymru) Deryk Cundy (Labour)	
AD032 - 220	Llanelli Town Council - Traffic Management Working Group	4	John Jenkins (Unaffiliated) , Louvain Roberts (Independent) , Janet Williams (Labour) Terry Davies (Plaid Cymru)	
AD032 - 218	Neath Port Talbot CBC Joint Working Party - Animal Trespass Fence Line	1	Glynog Davies (Local Member)	
	Egni Sir Gar	1	Aled Vaughan Owen (Plaid Cymru)	
	Nutrient management board (New)	1	Ann Davies (Plaid Cymru)	
	Carmarthenshire nature partnership (New)	1	Aled Vaughan Owen (Plaid Cymru)	



Appointment to outside bodies

The Councillor's Role

March 2022

**Cymdeithas Llywodraeth Leol Cymru
Welsh Local Government Association**

Un Rhodfa'r Gamlas
Heol Dumballs
Caerdydd
CF10 5BF
Ffôn: 029 2046 8600

wlga.cymru

One Canal Parade
Dumballs Road
Cardiff
CF10 5BF
Tel: 029 2046 8600

wlga.wales

Welsh Local Government Association - The Voice of Welsh Councils

We are The Welsh Local Government Association (WLGA); a politically led cross-party organisation that seeks to give local government a strong voice at a national level. We represent the interests of local government and promote local democracy in Wales.

The 22 councils in Wales are our members and the 3 fire and rescue authorities and 3 national park authorities are associate members.

We believe that the ideas that change people's lives, happen locally.

Communities are at their best when they feel connected to their council through local democracy. By championing, facilitating, and achieving these connections, we can build a vibrant local democracy that allows communities to thrive.

Our ultimate goal is to promote, protect, support and develop democratic local government and the interests of councils in Wales.

We'll achieve our vision by

- Promoting the role and prominence of councillors and council leaders
- Ensuring maximum local discretion in legislation or statutory guidance
- Championing and securing long-term and sustainable funding for councils
- Promoting sector-led improvement
- Encouraging a vibrant local democracy, promoting greater diversity
- Supporting councils to effectively manage their workforce

Leaflet for Members

Appointments to Outside Bodies: The Councillor's Role

As a councillor you may be nominated by your council to sit on various types of outside bodies such as community organisations, housing associations and local companies. An appointment to an outside body doesn't necessarily mean that you will be representing the council's interest there. This can lead to conflicts of interests between your role as a councillor and your representative role on the outside body. This leaflet and the more detailed Members' Toolkit document which accompanies it, is designed to try and help you understand your role and resolve any conflicts.

Getting started

Your council may have adopted a policy on involvement in partnerships and outside bodies explaining the benefits that flow from the involvement. There will always be a formal resolution (whether of a committee, by a member or officer) of the appointment. You should discuss the reason for your appointment with the organisation and with the relevant officer in the council.

Your council may also have adopted a policy on how and when reports are to be presented on what the organisation is doing. You should ensure that you know what is expected of you in terms of reporting back. However, you should also ensure that any reports that you present to the council do not breach any duty of confidentiality you may have to the outside body.

General Duties of a Representative on an Outside Body

Being a council representative on an outside body does not necessarily mean that you will be representing the council's interests on the organisation. You will be expected to act in the interests of the outside body and exercise independent judgement in making decisions, in accordance with your duty of care to the body. You may have regard to the interests of the council, but this should not be the overriding consideration. In some cases (e.g. if you are the director of a company or a trustee of a charity – see below) voting in the council's interests could be a breach of your duty to the body.

Particular Duties and Responsibilities of Directors and Trustees

If you are appointed a director of a company then you must always act in the best interests of the company. The main duties of a director are:

- to act honestly and in good faith and in the best interests of the company as a whole;
- not to make a personal profit and to take proper care of the company's assets;
- to attend board meetings and follow the rules on the declaration of interests;
- to exercise reasonable skill and care (a subjective test based upon the individual's own knowledge and experience) and act with due diligence;
- to comply with statutory obligations imposed by the Companies Acts, other legislation and any procedural rules set out in the constitution.

The duties of a trustee of a charity are generally the same as for a director but in addition you must make sure the trust acts in accordance with its aims and objectives and you should make sure that you have a clear understanding of what these are (there is normally a trust deed which sets these out).

Managing Conflicts of Interest

The purposes of the outside body and what it wants to do will often coincide with your Council's interests and so conflicts may be rare. However, they may arise in some circumstances, for example, if the organisation:

- is not complying with the terms of a council funding agreement
- wishes to appeal against a decision of the council
- wishes to pursue activities which would conflict with council policy.

You will need to manage the conflicts that will arise appropriately (for example by withdrawing from certain decisions or, in circumstances where the conflict may be so great, by resigning from the company or body).

Similarly, the council may conclude that the purpose of having a representative on the body has been fulfilled and decide to terminate the appointment. Or in some instances the council may choose to change its representation on the outside body.

Declarations of Interest and Duties of Confidentiality

You should ensure that details of your appointment onto the outside body are included on the register of interests kept by the Monitoring Officer. The outside body may also have its own register of interest, which you should complete.

When the outside body considers issues related to your council you should declare a personal interest. The specific rules adopted by each body will vary and you should ask for advice and guidance from the secretary of the organisation and/or the Monitoring Officer, as appropriate.

If the outside body has a code of conduct you should observe it – if it does not you should follow the Members' Code of Conduct.

When the council considers issues relating to or affecting the outside body you must declare a personal interest in accordance with the Members' Code of Conduct. If this is your only interest, it will not be considered a prejudicial interest unless the matter relates to an approval, consent, licence, permission or registration and therefore you will be allowed to take part in the debate and vote. Confidential information must be treated with care and if you have any doubt over the status of any information then you should keep it confidential and check with the relevant officer.

You must always observe duties of confidentiality – both to the council and the outside body. Deliberate leaking or disclosing of confidential information will be a breach of the Members' Code of Conduct.

Allowances and expenses

Your council may have authorised attendance at meetings of outside bodies as an approved duty for members which attracts travelling and/or subsistence allowances. Alternatively, any expenses may be defrayed by the body itself, in accordance with its own rules. If the body does pay expenses, you may not claim from the council. For further information on allowances contact the relevant officer in the council.

Indemnity and insurance

In some instances members who represent the council on outside bodies may carry

personal liability for decisions they make and actions which they take in their representative capacity. This is most likely to arise if you have been appointed as director of a company or a trustee of a charity or you hold an office on the management board of an organisation. The outside body may have insurance to cover your liability in these cases (sometimes referred to as directors' liability insurance) and you should check with the secretary of the organisation. Alternatively, your council may have agreed to provide an indemnity to cover any liabilities incurred by members acting in a representative capacity. The Monitoring Officer will be able to provide further information on this.

If you are unsure about your role or how to carry it out please contact the Monitoring Officer

This document is based on the document *Members' Toolkit Appointments to Outside Bodies: The Councillors' Roles – General Guidance and Potential Pitfalls and Conflicts* produced by Nottinghamshire County Council and published by ACSeS and *Members on Outside Bodies Briefing* WLGA

We are indebted to Dilys Phillips of Gwynedd Council for amendments and additions to reflect the requirements of members in Wales.

This page is intentionally left blank



Appointments to Outside Bodies: The role of Councillors

Members' toolkit

March 2022

**Cymdeithas Llywodraeth Leol Cymru
Welsh Local Government Association**

Un Rhodfa'r Gamlas
Heol Dumballs
Caerdydd
CF10 5BF
Ffôn: 029 2046 8600

wlga.cymru

One Canal Parade
Dumballs Road
Cardiff
CF10 5BF
Tel: 029 2046 8600

wlga.wales

Welsh Local Government Association - The Voice of Welsh Councils

We are The Welsh Local Government Association (WLGA); a politically led cross-party organisation that seeks to give local government a strong voice at a national level. We represent the interests of local government and promote local democracy in Wales.

The 22 councils in Wales are our members and the 3 fire and rescue authorities and 3 national park authorities are associate members.

We believe that the ideas that change people's lives, happen locally.

Communities are at their best when they feel connected to their council through local democracy. By championing, facilitating, and achieving these connections, we can build a vibrant local democracy that allows communities to thrive.

Our ultimate goal is to promote, protect, support and develop democratic local government and the interests of councils in Wales.

We'll achieve our vision by

- Promoting the role and prominence of councillors and council leaders
- Ensuring maximum local discretion in legislation or statutory guidance
- Championing and securing long-term and sustainable funding for councils
- Promoting sector-led improvement
- Encouraging a vibrant local democracy, promoting greater diversity
- Supporting councils to effectively manage their workforce

Members' Toolkit

Appointments to Outside Bodies:

1. Introduction

Alongside their involvement in the council itself, it is possible for members to be involved in a wide range of outside bodies, including community organisations, sports and recreation clubs, housing associations and companies.

Sometimes members will be appointed to sit on these organisations by the council itself, for example to discharge council duties through formal partnerships, or as formal appointments to national or regional 'representative' roles such as on the Welsh Joint Education Committee (WJEC) or one of the National Parks Authorities in Wales. In other cases, the member may be appointed independently of any council involvement. This guidance deals only with those instances in which the councillor has been nominated or appointed onto the outside body by the council.

Councils can gain a number of benefits from their members being involved in outside bodies:

- To provide knowledge, skills and expertise which may not otherwise be available
- To provide local accountability or democratic legitimacy through the appointment of an elected representative
- To ensure that good relationships can be maintained with the body
- To deliver a partnership project that requires the input of other organisations or community groups
- To protect the council's investment or assets, ie, if the council has provided grant funding or provides funding for service delivery
- To lever in external funding which would not be available to the council on its own

There are a number of types of outside bodies in which members may become involved as a representative appointed by the council. Some common examples are:

- National or regional body Charitable Trust
- Company limited by shares Company limited by guarantee

- Unincorporated association
- Industrial and provident society (mainly housing associations)

The structure of each type of organisation, the management, and the rules which govern the organisation, vary. The following table shows how each type is set up and managed:

Legal status of the organisation	Governing document	Management	Possible Member involvement	Common types of organisations
A public authority	Constitution usually based on legislation	Authority	Member	National Parks Authority Fire & Rescue Authority
Charitable Trust	Trust Deed	Trustee meetings	Trustee	Playing field trusts
Company limited by guarantee	Memorandum and Articles	a) Board of Directors b) Meetings of members	Director	Charitable organisations, stock transfer housing companies, community associations
Company limited by shares	Memorandum and Articles	a) Board of directors b) Meetings of members	Director	Commercial organisations (e.g. joint ventures or companies providing contractual services)
Unincorporated association	Constitution	Management Committee Members meeting	Management Committee member	Community associations

Adapted from: 'Guidance regarding serving on outside bodies', Winchester City Council

Regardless of how the appointment is made, the law lays down many requirements with which members must comply. These may include duties to the council, as well as duties to the outside body and its members.

An appointment to an outside body does not, therefore, necessarily mean that you will be representing the council's interests on that outside body. Indeed, there are a number of cases, for example if you are a trustee or a company director, where you must always act in the interests of the outside body and not in the council's interests.

This can lead to conflicts of interests between your role as a Councillor and your representative role on the outside body. You will only be considered a representative of your council on an outside body if you have been formally appointed or nominated by the council to this role. You should not purport to act as council representative on an outside body unless a formal appointment has been made.

Set out below are a number of matters that you should take into account if you act on one or more outside body.

2. Appointment and reporting back

Your appointment should be within any policy your council has adopted for involvement in partnerships and outside bodies. This policy may explain some of the reasons why the council may wish to appoint a representative e.g. in order to provide skills or democratic legitimacy, or to protect the council's assets, or for other reasons.

You must ensure that your appointment has been made in accordance with the council's constitution. This can be done either by resolution of the Board/Cabinet or another committee or by a member or officer exercising delegated powers.

It is important that anyone who is appointed to an outside body provides information and reports periodically to the council on what the organisation is doing. Your council may have adopted a policy on how and when such reports are to be presented. You should ensure that the outside body provides you with sufficient information to enable you to make this report back. BUT - you are not required to disclose anything which is commercially confidential as this may be in breach of:

- the Members' Code of Conduct;
- your duties of confidentiality to the outside body (whether as director, trustee or more generally); or
- may be a breach of confidence in the general sense.

3. General Advice and Guidance to Members Appointed to Outside Bodies

- Ensure that you know the legal status of the organisation – refer to the table above and read the governing document to understand your responsibilities
- Ensure that if you are appointed a director of a company the relevant form (form 288) is filed at Companies' House upon your appointment and resignation
- Make any general declarations of interest at the first meeting (see section 7 below). Ask if there is any personal liability insurance or indemnity in place – sometimes referred to as directors' liability insurance (see section 8 below)
- Clarify whether the organisation will pay allowances or expenses (see section 8 below)
- Ensure the board or management committee has regular financial and other reports which detail the current financial situation of the organisation and any liabilities - take an interest in the business plan
- Discuss with relevant officers any new activities that the outside body undertakes (you may need to provide them with copy papers) and ensure that risks are properly identified in reports (consistent with local authority decision making - ensure that all relevant information is presented)
- Observe duties of confidentiality (in both directions) (see section 7 below)
- Carefully consider any conflicts of interest, declare interests, and if appropriate, leave the room for consideration of the business (see section 6 below)
- Take advice from the Monitoring Officer, the Finance Department and your lead officer contact as appropriate - not just when the organisation is likely to become insolvent, but generally. Occasionally, that advice may be to seek external advice on your position, especially if there is a conflict between the organisation and the council
- Manage conflict - usually issues can be balanced but ensure that when in meetings

of the body you act in the body's best interests which may not necessarily be those of the council - if all else fails, resign. Do not just remain a director and fail to attend meetings or you may find that you are in breach of your duty to act in the best interests of that organisation (see section 6 below)

- Finally, question the need for future council involvement! Has the organisation come of age, or has it changed direction from when the council first became involved - what useful purpose would ongoing representation serve?

4. Particular Duties and Responsibilities of Directors and Trustees

If you are appointed a director of a company then you must act in the best interests of the company. The main duties of a director are:

- to act honestly and in good faith and in the best interests of the company as a whole; a duty not to make a personal profit and to take proper care of the company's assets; to attend board meetings and follow the rules on the declaration of interests
- to exercise reasonable skill and care (this is a subjective test based upon the individual's own knowledge and experience and involves due diligence in the performance of his/her duties as a director) and
- to comply with statutory obligations imposed by the Companies Acts, other legislation and any procedural rules set out in the governing document.

If you are appointed as a trustee of a charity then the duties of trustees are generally the same as for a director but in addition you must make sure the trust acts in accordance with the aims and objectives of the trust and you should make sure that you have a clear understanding of what these are (there is normally a trust deed which sets these out).

5. General Duties of a Representative on an Outside Body

In carrying out your duties as a Trustee or Director of an outside body you must take decisions without being influenced by the fact that you are a councillor. Your primary duty in acting as a representative making management decisions for the outside body is to make these decisions in the interests of the organisation. Members should always ensure that their fellow directors/trustees are aware of the fact that they are councillors.

In these cases, you must act in the interests of that body and exercise independent judgement in making decisions, in accordance with your duty of care to the body. You are not there just to vote in accordance with the council's wishes. You may have regard to the interests of the council, but this should not be the overriding consideration. In some cases voting in the council's interests could be a breach of a director's duty to a company.

In other cases the council may have expressed a view or formulated a policy and would expect you to convey that view or policy to the outside body. It is acceptable for you to do this as your council's representative provided that it does not conflict with your particular duties as director or trustee or where it is clearly not contrary to the interests of the organisation.

The overriding responsibility is to seek to avoid a situation where duty and interest conflict and therefore if you are unsure about declaring an interest, it would be wise to declare and leave the meeting during consideration of the business.

6. Managing Conflicts of Interest

In general terms the purposes of the outside body and what it wants to do often coincide with your council's interest and so conflicts may be rare. However, there may be difficulty in some circumstances, for example if the body is not complying with the terms and conditions of a funding agreement between the council and the body; or the organisation wishes to appeal against a planning decision made by the council; or where the organisation has wider objects than the reason behind the council's appointment and wishes to pursue activities which would conflict with council policy.

You will need to manage the conflicts that will arise appropriately and in certain circumstances may feel that your only option is to resign from the company or body. Similarly, if the council does not feel that a representative on an outside body is properly fulfilling their role and responsibilities, e.g. the person is not attending meetings or is voting in ways which may be inappropriate, then the council could choose to change its representation on the outside body. Clearly there is a greater scope for conflicts to arise where you hold an office in the outside body, e.g. Chair, Vice-Chair, Secretary or Treasurer, than if you are a general member.

7. Declarations of Interest and Duties of Confidentiality - the Members' Code of Conduct

When outside bodies consider issues related to your council or where you may have a personal interest in relation to the body's activities, these need to be declared in line with the rules of the outside body and the Members Code of Conduct. The specific rules adopted by each body will vary and therefore you should ask for advice and guidance from the secretary of the organisation and/or the Monitoring Officer, as appropriate.

When the council considers issues relating to or affecting the outside body to which you have been appointed as council representative you must declare your personal interest in the matter in accordance with the Members' Code of Conduct. If this is your only interest then it will not be considered a prejudicial interest unless the matter relates to an approval, consent, licence, permission or registration. You will also need to ensure details of your appointment are included on the Register of interests kept by the Monitoring Officer.

Confidential information must be treated with care and if you have any doubt over the status of any information then you should keep that confidential and check with the relevant officer, whether or not it is something which is already in the public domain or which may be disclosed.

The legal position is that someone who has received information in confidence is not allowed to take improper advantage of it. Deliberate leaking of confidential information will also be a breach of the Members Code of Conduct.

Where you act as a representative of the council on an outside body, you must comply with the Code of Conduct of that body, if it has one. If it does not, you must comply with the Members' Code of Conduct unless observance of the Code would conflict with any other obligations (i.e. the duty to act in the best interests of the outside body).

Under the Code you must not:

- disclose information given to you in confidence by anyone, or information acquired which you believe is of a confidential nature, without the consent of a person authorised to give it, or unless you are required by law to do so;
- prevent another person from gaining access to information to which that person is entitled by law.

Disclosing confidential information may also contravene other parts of the Code e.g. it may be regarded as bringing the office of councillor or the council into disrepute; may compromise the impartiality of people who work for the council; may improperly confer or secure an advantage or disadvantage for you or any other person.

8. Allowances, insurances and indemnities

Your council may have authorised attendance at meetings of outside bodies as an approved duty for Members, allowing travelling and/or subsistence allowances in connection with meetings of the body. Alternatively, any expenses may be defrayed by the body itself, in accordance with its own rules. If the body does pay expenses, you may not claim from the council. For further information on allowances contact the relevant officer in the council.

In some instances members who represent the council on outside bodies may carry personal liability for decisions they make and actions which they take in their representative capacity. This is most likely to arise if you have been appointed as director of a company, or a trustee of a charity or onto the management board of an organisation. The outside body may have insurance to cover your liability in these cases and you should check with the organisation. Alternatively, your council may have agreed to provide an indemnity to cover any liabilities incurred by members acting in a representative capacity. The Monitoring Officer will be able to provide further information on this.

This document is based on the document *Members' Toolkit Appointments to Outside Bodies: The Councillors' Roles – General Guidance and Potential Pitfalls and Conflicts* produced by Nottinghamshire County Council and published by ACSeS and *Members on Outside Bodies Briefing WLGA*

We are indebted to Dilys Phillips of Gwynedd Council for amendments and additions to reflect the requirements of members in Wales

This page is intentionally left blank

OUTSIDE BODIES COUNCILLORS' ANNUAL REPORT 2022/23

COUNCILLOR _____

NAME OF OUTSIDE BODY: _____

It is important that anyone who is appointed to represent the Council on an outside body provides information and reports periodically to the Council or its Officers on what the organisation is doing. Councillors should therefore ensure that the outside body provides you with sufficient information to enable you to submit reports to the Council, as and when necessary

You are not required to disclose anything which is commercially confidential to the outside body as this may be in breach of:

- the Members' Code of Conduct;
- councillors' duties of confidentiality to the outside body (whether as director, trustee or more generally); or
- may be a breach of confidence in the general sense.

Your Role and benefits of being a representative

How many times has the outside body met during the year	
How many meetings did you attend during the year?	
What benefits does the organisation bring to the county?	
What benefits does the Council derive from being represented on the organisation?	

<p>Organisation's activities during the year:</p>	
<p>Does the organisation provide financial assistance to organisations in the county or bring in grant monies to the County? If it does please provide details.</p>	
<p><u>ABOUT THE ORGANISATION</u></p>	
<p>Does the organisation have a Memorandum of Understanding or Articles of Association? – if so please provide copy for our records.</p>	
<p>Does the organisation produce an Annual Report and Financial Statement? If so please provide a copy for our records.</p>	
<p>Signed</p> <p>Councillor _____</p>	