



## Wick Harbour Authority

### Duties of Members

The Board should familiarise themselves with the 'Modern Trust Ports for Scotland, Guidance for Good Governance' (available at <https://www.transport.gov.scot/media/29818/j249946.pdf>) ("**Guide**") and note that the board of Wick Harbour Authority is committed to incorporating the standards and objectives set out within the Guide.

As set out in the Guide, all board members of Wick Harbour Authority should adhere to the following guiding principles in the conduct of Wick Harbour Authority business.

#### **Independence**

A trust port is an independent statutory body. All board members are appointed to act independently in the best interests of the trust port and all of its stakeholders both present and future.

#### **Accountability**

Board members are accountable for their decisions and actions to all stakeholders of the trust port, and should submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Board members should be as open as possible with all with all stakeholders about the decisions and actions they take. They should publicise the reasons for their decisions and restrict information only to the extent that matters of commercial or personal (personnel) confidentiality are involved.

#### **Selflessness**

Board members should take decisions solely in terms of the interest of stakeholders of the trust port. They should not do so in order to gain financial or other material benefits for themselves, their family and friends or any group or organisation with whom they are associated.

#### **Integrity**

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

#### **Objectivity**

In carrying out trust port business, including making appointments, awarding contracts, or recommending individuals for rewards and benefits, board members should make choices on merit.

#### **Honesty**

Board members have a duty to declare any private interests which might influence their trust port duties, and to take steps to resolve any conflict arising, in a way that protects the interests of stakeholders of the trust port.

#### **Leadership**

Board members should promote and support these principles (and ensure that they are adopted by fellow board members) by leadership and through example.

Board members are accountable to the stakeholders of Wick Harbour Authority.

In general terms, board members **should**:

- act independently and in good faith in the best interests of the trust port and all its stakeholders.
- ensure that all their actions and the operation of the port are undertaken within the statutory framework. They must not knowingly allow the port to breach or fail to discharge legal or fiduciary obligations.
- have a duty of care to the trust port and its current and future stakeholders.
- forge strong working relationships with other members of the board and executive.
- attend all board meetings unless, exceptionally, excused by the chairperson.
- send a letter explaining their views on major issues if they cannot attend.
- declare any outside interests, hospitality, gifts etc, which might conceivably be seen to be in conflict with the duties and responsibilities of an impartial, independent board member.
- ensure they have all of the information they need to fulfil their obligations to the trust port.
- participate in the appointment of the executive.
- actively participate in board discussions - be testing - be prepared to be challenging and to act independently (in a constructive manner).
- ensure that they receive adequate training for the discharge of their responsibilities.
- acquire a proper understanding of the business including - delegated authorities, the strategic plan, budget, structure and relationships, financial controls and systems, customers, competition and markets (e.g. rights and responsibilities).
- always respond appropriately to complaints from stakeholders.
- ensure that the executive is managing the port honestly, efficiently, effectively and acting within its powers.
- be prepared to submit a paper to the board on their views.
- read the board papers and ensure that all their decisions are properly informed.
- be honest in their dealings with no hidden agenda and respect the confidentiality of information obtained as a board member, and of board discussions.
- be team players sharing knowledge and views with fellow board members and abiding by the view of the majority.
- place their skills at the disposal of the port and its executive.
- declare an interest in any board discussion at the outset but be prepared to contribute factually to the debate

In general terms, board members **should not**:

- represent specific interests when acting as a board member.
- use information obtained as a board member for personal gain, the gain of any third party, or misuse it in any other way.
- allow the executive to exercise undue control over the port and board.
- cast a vote or attempt to influence or persuade the board on any item in which they have an interest.
- attempt to influence the decisions or direct the activities of the trust port servants without recourse to the board.
- ignore or unreasonably oppose the views of the majority.
- allow membership of any other organisation, club or society to influence his/her decisions or actions as a board member.
- become complacent or stagnant.
- enter into contracts or other arrangements for personal gain with the port.
- interfere or participate in operational matters unless specifically requested by the chairperson and executive.