

**SELECTION AND MEMBER SERVICES COMMITTEE**

**Thursday, 7th May 2026**

**2:30pm**

**Council Chamber, Sessions House, County Hall,  
Maidstone**









## AGENDA

### SELECTION AND MEMBER SERVICES COMMITTEE

**Thursday, 7th May 2026 at 2:30pm**  
**Council Chamber, Sessions House, County**  
**Hall, Maidstone**

Ask for: **Ruth Emberley**  
Telephone:

#### **Membership (13)**

- Reform UK (8): Ms L Kemkaran, Mr M Harrison, Ms G Foster, Mr W Chapman, Mr M Brown, Mr M Paul and Mr S Dixon + 1 vacancy
- Liberal Democrat (2): Mr T Prater and Mr J Moreland
- Conservative(1): Mr A Kennedy
- Green and Independent Group (1): Rich Lehmann
- Restore Britain (1) Ms M Fothergill

#### **Webcasting Notice**

Please note: this meeting may be filmed for live or subsequent broadcast via the Council's internet site or by any member of the public or press present. The Chairman will confirm if all or part of the meeting is to be filmed by the Council.

By entering the meeting room you are consenting to being filmed. If you do not wish to have your image captured please let the Clerk know immediately.

#### **UNRESTRICTED ITEMS**

*(During these items the meeting is likely to be open to the public)*

- 1 Election of Chair of the Committee
- 2 Election of Vice Chair of the Committee

- 3 Apologies and Substitutes
- 4 Declarations of Interests by Members in items on the Agenda for this meeting.
- 5 Minutes of the Meeting held on the 5 March 2026 (Pages 1 - 4)
- 6 Election Spending Returns Update (Pages 5 - 6)
- 7 Outside Bodies Update (Pages 7 - 18)
- 8 Proposal for Constitutional Changes - ***To Follow***

### **EXEMPT ITEMS**

*(At the time of preparing the agenda there were no exempt items. During any such items which may arise the meeting is likely NOT to be open to the public)*

Benjamin Watts  
Deputy Chief Executive  
03000 416814

**Tuesday, 28 April 2026**

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**KENT COUNTY COUNCIL**

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**SELECTION AND MEMBER SERVICES COMMITTEE**

MINUTES of a meeting of the Selection and Member Services Committee held in the Council Chamber, Sessions House, County Hall, Maidstone on Thursday, 5 March 2026.

PRESENT: Mr T Prater, Mr A Kennedy, Mr B Collins (Chair), Ms L Kemkaran, Mrs G Foster, Mr M Brown, Mr W Chapman, Mr J Moreland and Mr S Dixon

IN ATTENDANCE: Ben Watts (Deputy Chief Executive), Joel Cook (Democratic Services Manager), Lizzy Adam (Operations & Client Relationship Manager), Tristan Godfrey (Senior Governance Manager), Sian Connelly (Operational Delivery Team Manager)

**UNRESTRICTED ITEMS****24. Apologies and Substitutes**

*(Item 1)*

Apologies were received from Mr R Lehmann and Mr M Harrison. Mr S Dixon was in attendance as substitute for Mr Harrison.

**25. Declarations of Interests by Members in items on the Agenda for this meeting.**

*(Item 2)*

RESOLVED there were no Member declarations of interest.

**26. Minutes of the Meeting held on the 16 December 2025**

*(Item 3)*

RESOLVED that the minutes of the meeting held on 16 December 2025 were approved as a correct and accurate record and a paper be signed by the Chair.

**27. 2026-27 County Scale of Election Fees and Expenses**

*(Item 4)*

1. The item was presented by Lizzy Adam, Deputy Returning Officer and Operations and Client Relations Manager.
2. Ms Adam explained that, following the transfer of functions from the former Electoral Boundary Review Committee, the Committee was now responsible for annually approving the Kent County Council election fees scale. She advised that this was time-sensitive due to an upcoming by-election. The proposal was to adopt, in full, the Ministry of Housing, Communities and Local Government 2026–27 pay bands, with two exceptions: fees for poll clerks and presiding officers would be capped at the midpoint.

3. Appendix 1 covered items outside the pay bands but within the Ministry's expenses guidance; these would generally be reimbursed at actual cost, with specified exceptions. The Deputy Returning Officer cost section was proposed to be increased by 3.8%, in line with the general increase to pay grades in the Kent Scheme.
4. There were no Member questions or comments.
5. RESOLVED that Members APPROVED the proposed County Scale of Election Fees and Expenses for 2026/2027.

## **28. 2025 Election Review**

*(Item 5)*

1. The item was presented by Ben Watts, the County Returning Officer and Deputy Chief Executive.
2. The report provided oversight and assurance on the conduct of the election and acknowledged the considerable work undertaken across Kent County Council and in the District, Borough and City Councils.
3. Mr Watts expressed appreciation for the Deputy Returning Officers and the teams in the District and Borough Councils, highlighting the collaborative working arrangements during the electoral period. Thanks to colleagues across Kent County Council who supported delivery, including staff who served in polling stations and provided technical, mapping, communications and operational support, were gratefully expressed.
4. Special tribute was paid to Lizzy Adam, Deputy Returning Officer, for leading the Internal Elections Team and for innovations in the use of technology and tools that supported the timely handling of enquiries and information flows. It was highlighted to Members that media coverage contributed to the transparency of the process.
5. Members would receive information about pre-election period rules concerning the forthcoming by-election in due course.
6. In response to Member comments and questions, the following was said:
  - a) As set out at paragraph 13(b) of the report, 16 spending returns were incomplete or outstanding out of a total of 427 received. Mr Watts advised that this represented a smaller number than had been reported at a similar point in the previous cycle.
  - b) It was stated that an updating report on the status of returns and follow-up actions would be brought to the next meeting. Mr Watts noted that the role of the Returning Officer in receiving returns was distinct from any separate enforcement considerations.
7. RESOLVED that Members noted the report and ENDORSED the actions of the County Returning Officer in conducting the 2025 Kent County Council election, as set out in the report.

## **29. Outside Bodies Update**

*(Item 6)*

1. The report was presented by the Democratic Services Manager, Joel Cook.
2. Members were reminded that in September 2025 the Committee had delegated responsibility for making appointments to outside bodies and for liaising with members.
3. Members had been written to seeking expressions of interest, but several vacancies remained, and in some cases multiple members had expressed interest in a single seat.
4. Mr Cook proposed to write again to all Members highlighting current vacancies and sought the Committee's endorsement to address overlaps in consultation with the Chair of the Committee and Group Leaders, then bring a detailed report to the next meeting either confirming appointments made or seeking the Committee's decision where overlaps remained.
5. In answer to Member comments and questions, the following was said:
  - a) An all Member email requesting expressions of interest was sent the previous week to provide an update at the meeting.
  - b) There were approximately 12 vacancies across the programme of Outside Body appointments.
6. RESOLVED that Members noted the Outside Bodies update.

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From: Ben Watts, County Returning Officer

To: Selection & Member Services Committee, 7 May 2026

Subject: KCC 2025 Election – Candidate Spending Returns

Status: Unrestricted

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## 1. Introduction

1.1 In accordance with The Representation of the People Act 1983, agents for candidates standing at local government elections are required to submit a spending return and declaration to the Returning Officer within 35 calendar days of the election results being declared. This deadline was 6 June 2025. A separate declaration by each candidate must be submitted within 7 working days of the spending return being submitted.

## 2. Outstanding Spending Returns

2.1 Following a discussion about the incomplete or outstanding candidate spending returns at this Committee on 5 March 2026, it was noted that an update report on the status of the returns and potential follow-up actions would be brought to the next meeting.

2.2 On 10 April 2026, the KCC Election Team wrote to all candidates and/or agents, with incomplete or outstanding spending returns, to ask that they submit the required documents as soon as possible.

2.3 As of 28 April 2026, 11 are still incomplete or outstanding of a total of 427 candidates:

Issue	Count
Missing Spending Return, Agent Declaration & Candidate Declaration	3
Missing Agent Declaration	2
Missing Candidate Declaration	6
<b>Total</b>	<b>11</b>

## 3. Follow-Up Actions

3.1 Failure to submit a spending return or declaration by the deadline without an authorised excuse is a criminal offence.

3.2 In 2017 and 2021, KCC wrote to the Electoral Commission to advise that 3 spending returns out of 339 candidates in 2017 and 22 spending returns out of 343 candidates in 2021 were incomplete or outstanding. We were not informed of any further action having been taken.

3.3 Whilst the Electoral Commission has a legal remit to secure compliance with the rules on candidates' spending and donations, it has no sanctioning

powers in respect of breaches. It now advises that suspected breaches of the rules should be referred directly to the police.

#### **4. Recommendation**

The Selection & Member Services Committee is asked to note the report and asks the Monitoring Officer to consider potential follow-up actions relating to outstanding spending returns.

#### **5. Background Documents**

Electoral & Boundary Review Committee, 11 December 2017

[Agenda for Electoral and Boundary Review Committee on Monday, 11th December, 2017, 3.30 pm](#)

Electoral & Boundary Review Committee, 29 March 2022

[Agenda for Electoral and Boundary Review Committee on Tuesday, 29th March, 2022, 10.30 am](#)

Electoral Commission (2026) 'What happens if a spending return or declaration isn't submitted?', <https://www.electoralcommission.org.uk/guidance-candidates-and-agents-local-government-elections-england/after-election/completing-your-return/what-happens-if-a-spending-return-or-declaration-isnt-submitted>

Selection & Member Services Committee, 5 March 2026

[Agenda for Selection and Member Services Committee on Thursday, 5th March, 2026, 2.30 pm](#)

#### **6. Report Author and Relevant Director**

Ben Watts, County Returning Officer

03000 416814

[benjamin.watts@kent.gov.uk](mailto:benjamin.watts@kent.gov.uk)

Lizzy Adam, Deputy County Returning Officer

03000 412775

[lizzy.adam@kent.gov.uk](mailto:lizzy.adam@kent.gov.uk)

From: Joel Cook – Democratic Services Manager  
To: Selection and Member Service Committee – 7 May 2026  
Subject: Outside Bodies: Appointments  
Status: Unrestricted

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## 1. Introduction

- a) This report provides an update on the current position regarding appointments to Outside Bodies, building on decisions and updates provided at the meetings which took place in Autumn 2025 and March 2026.
- b) Selection and Member Services Committee is charged with making appointments to specific Outside Bodies on behalf of the County Council. The Local Government and Housing Act 1989 political proportionality principles do not apply to these appointments in most cases, but in recent years it has been the County Council's convention that appointments should be shared between the Political Groups on, so far as possible, a proportional basis.
- c) The Committee has previously been supplied with the Outside Body Protocol – this sets out the framework for Outside Body appointments and the Committee's role. A copy of the protocol is appended for reference.
- d) The Protocol and this Committee's powers of appointment do not extend to the appointments made by the Leader.

## 2. Appointments Update

- a) At the previous meeting in 2025, the Committee agreed to delegate authority to Officers to make appointments where the requisite number of Members expressed an interest. At the meeting in March 2026, it was confirmed that expressions of interest had been sought but more time was required to fill all vacancies and to resolve any situations where there were more expressions of interest than positions on particular Outside Bodies.
- b) Following the meeting in March, Democratic Services wrote to all Members seeking expressions of interest for those Outside Body opportunities yet to be filled. The deadline for expressions of interest was Monday 27 April.
- c) At the time of writing, expressions of interest have been received for all bar one Outside Body. Officers are undertaking the necessary checks and review work to process the interests and make the arrangements for confirming appointments.
- d) Where viable, appointments are being made under the agreed Delegation from this Committee, and a full list of confirmed appointments will be shared in advance of the meeting on 7 May. Due to the nature of the various Outside Bodies, Democratic

Services will liaise with the relevant Members to ensure the requirements of the appointment are fully understood and to advise of any potential conflicts of interest.

- e) In the relatively small number of cases where multiple expressions of interest have been received for individual appointments, Democratic Services will be engaging with Group Leaders in advance of the upcoming Committee meeting to resolve these. Where this is managed through the engagement phase, the appointments will be confirmed and reported to the Committee. Resolution of this will take account of the point 1b of this report, noting the convention to seek to make appointments on a broadly proportionate basis where possible.
- f) In the event it is not possible to resolve any outstanding appointments, the Committee will be asked to determine the appointment. Relevant papers for any necessary decision on this element will be provided in advance of the meeting if required.

### **3. Recommendation**

The Selection and Member Services Committee is asked to:

- Note the update on appointments
- Determine the approach for any outstanding appointments if required

### **4. Appendices**

Appendix 1 – Outside Bodies Protocol.

*Appendices to follow:*

- Appointments progressing
- Appointments outstanding

### **5. Background Documents**

None.

### **6. Report Author and Relevant Director**

Joel Cook – Democratic Services Manager

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[Joel.cook@kent.gov.uk](mailto:Joel.cook@kent.gov.uk)

Ben Watts – Deputy Chief Executive

03000 416814

[benjamin.watts@kent.gov.uk](mailto:benjamin.watts@kent.gov.uk)

# Outside Bodies Protocol for Kent County Council

## Part One - General

### 1. Introduction

- a) This protocol has been produced to support the Selection and Member Services (SMS) Committee in its responsibility for “making appointments and nominations on behalf of the Council to serve on outside bodies (except those needing to be made by the Leader in connection with a delegation by them of their functions, the list of those appointments to be agreed between the Leader and the Committee from time to time)” (section 17.39 (j) of the Constitution).
- b) The list of outside bodies to which this responsibility applies, and covered by this protocol, are set out in the Appendix. This list will change from time to time and the Clerk of the SMS Committee should be contacted for the current list.
- c) The nature of the role, responsibilities and potential liabilities of appointees will depend upon the legal nature of the outside body concerned, as well as the role to which they have been appointed. Failure to act in a proper manner may give rise to personal liability or liability for the Council.
- d) It is not meant to be a comprehensive guide. If Members or Officers have queries, then they should contact the Monitoring Officer for advice.

### 2. The List of Outside Bodies

- a) There are different reasons an organisation may be on the outside bodies list, including:
  - The organisation has made the request for a nomination or appointment.
  - There is a requirement under statute for the Council to make an appointment.
  - The Council is a member of the organisation and has the power to make appointments.
  - The organisation is under a duty to consult/engage with the Council.
  - The outside body was established as a means for undertaking a statutory duty involving the Council.
- b) It is not necessarily the case that the Council knows in detail the organisation of the outside bodies to which the Committee makes appointment/nominations, as these are independent bodies of varied types.
- c) Each year the SMS Committee will review the list of outside bodies and the appointments. Where appointments are made annually to an outside body, this will provide the opportunity to confirm/change these appointments.

- d) Where the Council has discretion in adding or removing an organisation from the list of outside bodies, the SMS Committee will consider the following before making a final determination:
- i. Whether the proposed appointment would be consistent with the Council's strategic objectives.
  - ii. Whether the proposed appointment would add value to the Council's activities.
  - iii. The time commitment of the proposed appointment.
  - iv. The cumulative impact of the number of outside bodies on Member time and Council resources.

### **3. Appointments and Nominations**

- a) Depending on the organisation, the SMS Committee may be asked to appoint the following:
1. A currently elected Member.
  2. An Officer of KCC.
  3. An individual who is neither an elected Member, nor a KCC Officer.
- b) Where there is to be an Officer appointment, the relevant Director or Corporate Director will make a recommendation to the Committee.
- c) An individual who is neither an elected Member nor a KCC Officer may only be nominated/appointed when the following all apply:
- i. The role is to represent the best interests of the outside body solely and is in no way a representative of the Council.
  - ii. There is no bar to such an appointment, i.e., through statute, articles of association, etc.
  - iii. The outside body has been contacted prior to the nomination/appointment and they have confirmed that they are content.
- d) With both elected Member and Officer appointments, the appointment will cease as soon as the appointee ceases to be an elected member or employed as an Officer as applicable. An Honorary Alderman may not be nominated in place of a Member.
- e) All nominations/appointments are subject to confirmation of acceptance by the appointee/nominee and are only provisional until this is received.
- f) Where an appointed individual chooses to resign from an outside body appointment, they will notify the relevant outside body and also inform the Clerk of the SMS Committee. The Committee will then be able to make a replacement

appointment where there is a vacancy at the next appropriate meeting of the Committee (unless a delegation is in place – see section 4).

- g) Before accepting any appointment, all individuals are responsible for ensuring they are fully aware of the nature and role of the organisation and understand the obligations and responsibilities they are being asked to take on.

#### **4. Authority and Delegations**

- a) The authority for making these nominations/appointments rests with the Committee. This includes making changes to appointments. In other words, while a Member is entitled to resign from any appointed position, a replacement cannot be appointed without a decision from the Committee, unless there is a delegation in place.
- b) The Committee may choose to delegate the authority to make one or more nominations/appointments to the Monitoring Officer, or another appropriate Officer, including replacements where there is a vacancy. All instances of this delegated authority being exercised should involve relevant consultation with the Chair of Selection and Member Services Committee and will be reported to the Committee at the following meeting.

### **Part Two – Responsibilities and Indemnity**

#### **5. Introduction**

- a) It should not be assumed by any appointee that their involvement with an outside body will be covered by the indemnity offered by KCC to Members and Officers. The liability offered is subject to limitations and will only apply in some circumstances. See section 7 for more on indemnity.
- b) Individuals who are appointed to outside bodies may be indemnified in relation to liabilities they incur in that capacity by that body, though this is subject to certain limitations, depending on the nature of the organisation and the role. See section 7 for more on indemnity.
- c) Where the appointed individual is neither a Member nor an Officer, they will not be covered in any way by the indemnity offered by KCC to Members and Officers.

#### **6. Duties and Responsibilities**

- a) The following is a summary of the main duties and responsibilities of Councillors who are nominated by the Council to the most common types of outside body. The main principles of the obligations applying to company directors also apply to trustees and members of management committees. If a nominee is in doubt about their duties and responsibilities, they may seek advice from the Monitoring

Officer. In many cases, however, it will be more appropriate to seek advice from the advisers to the body involved, as they will have access to the rules and protocols of the body.

## **6a. Companies**

- a) A company is a separate legal entity which can hold property in its own right, enter into contracts, employ staff and sue and be sued in its own name. The company is distinct from its members, who may be either shareholders or guarantors. The Council itself may be a member of the company, either a shareholder or guarantor.
- b) The duties of a company director are set out in the Companies Act 2006, which codifies the existing common law and equitable principles. The management of a company is usually the responsibility of the Board of Directors. Directors' powers are usually set out in the company's Articles of Association. Another important document is the Memorandum of Association, which sets out the Company's objectives and powers.
- c) The duties of a company director are not the same as the responsibilities as a Member or Officer. Basically, when involved in company business, the company must come first. Directors must act in the interests of the company, and not in the interests of other parties, including shareholders.
- d) Directors' Responsibilities are:
  - i. To promote the success of the company, A director's primary duty is to act in good faith, in the best interests of the organisation and its objects. All directors owe a fiduciary duty to their company, which means they owe loyalty to the company and a duty of care to act in the best interests of the company, having regard to the interests of the members or shareholders of the company, the company's employees, and creditors. This includes having regard to the likely long-term consequences of decisions, the interests of employees, fostering relationships with suppliers and customers and others, the impact of operations on the community and environment, maintaining a reputation for high standards of business conduct, and acting fairly between members of the company.
  - ii. To exercise care, diligence, and skill, using one's own knowledge, skill and experience, together with the care, skill and diligence which may reasonably be expected of a person who is carrying out the functions of a director. So, a director with significant experience must exercise the appropriate level of diligence in exercising their duties in line with their higher level of expertise. Although directors are not bound to attend all meetings of directors, attendance should be as frequent as possible, and directors should ensure that they are reasonably informed at all times.

- iii. Not to exceed powers. A company director must act in accordance with the company's constitution, and exercise powers for the purposes for which they were given.
  - iv. To comply with the Companies Acts in relation to the keeping of accounts and ensure that the relevant returns are made to the Registrar of Companies. Failure to do so will incur fines and persistent default can lead to disqualification as a director.
  - v. To avoid conflicts of interest. A director must avoid a situation in which they have, or may have, a direct or indirect interest which conflicts, or could conflict, with the interests of the company. This duty applies particularly to transactions between a director and a third party in relation to the exploitation of any property, information, or opportunity.
  - vi. To exercise independent judgement. A director nominated by the Council cannot, for example, simply vote in accordance with the Council's instructions. To do so would be a breach of duty. The director must act in the company's interests.
  - vii. Not to accept benefits from third parties. A company director must not accept any benefit from a third party (whether monetary or otherwise) which has been conferred because they are a director. This is based on the established principle that a director must not make a secret profit as a result of being a director. This duty applies unless the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.
  - viii. To declare an interest in a proposed transaction or arrangement with the company. A company director who has either a direct or an indirect interest in a proposed transaction or arrangement with the company must declare the 'nature and extent' of that interest to the other directors before the company enters into the transaction.
- e) Directors' Liabilities: If a director fails to carry out their duties, action can be brought for breach of duty, either by the company itself, or by a liquidator if the company goes into liquidation, or with the consent of the court, by a shareholder. Such actions are unlikely where the company is properly controlled by the directors.

## **6b. Unincorporated Associations**

- f) "Unincorporated associations" have no separate identity from their members. The rules governing the members' duties and liability will be set out in a constitution, which is simply an agreement between the members as to how the organisation will operate. Usually, the constitution will provide for a management committee to be responsible for the everyday running of the organisation. Management committee members must act within the constitution and must take reasonable care in exercising their powers. An unincorporated organisation may be charitable and may register as a charity.
- g) If an appointee is involved in a decision-making capacity or have a position of general control or management on an unincorporated body, as the body has no

separate corporate status, any liabilities will fall upon them personally. Councillors appointed to such bodies should familiarise themselves with the association's constitution to understand the nature of their role, responsibilities, and liabilities, and should assess the risk of personal liability, and the extent to which it has been covered by insurance.

## **6c. Charities**

- a) A charity is an organisation which operates for the public benefit and exclusively charitable purposes, either:
- the relief of poverty and human suffering,
  - the advancement of education,
  - the advancement of religion, or
  - another purpose for the benefit of the community.
- b) Those who are responsible for the control and administration of a charity are referred to as its trustees, even where the organisation is a company limited by guarantee and even though they are not strictly trustees. A charity may also be unincorporated.
- c) Trustees of a charity retain personal liability and can only delegate to the extent that the charity's constitution authorises them so to do.
- d) Charitable Trustees' Responsibilities are:
- i. To act in accordance with the charity's trust deed or governing document.
  - ii. To protect the charity's assets.
  - iii. To comply with the Charities Acts, and the Trustee Act 2000.
  - iv. Trustees must not make a private profit from their position. They cannot receive remuneration without the sanction of the Charity Commission.
  - v. To perform their duty with the standard of care which an ordinary, prudent business person would show. Higher standards are required of professionals, and in relation to investment matters.
  - vi. Charitable trustees must ensure that the information relating to the charity and trustees is registered with the Charity Commissioners and that annual accounts, reports and returns are completed and sent.
  - vii. Trustees are under a duty to ensure compliance with all relevant legislation (e.g., in relation to tax and land matters).
- e) Charitable Trustees' Liabilities: Generally, a trustee may incur personal liability if they:
- act outside the scope of the trust deed,
  - fall below the required standard of care,
  - act otherwise than in the best interests of the charity, in a way which causes loss to the charity fund, or

- makes a personal profit from the trust assets.
- f) In such circumstances the trustee will be in breach of trust and will incur personal liability for losses incurred. If in doubt, trustees should always consult the Charity Commissioners.
- g) Trustees can incur personal liabilities for contracts they enter into in the name of the charity. They will normally be entitled to be reimbursed from charitable funds for liabilities and expenses properly incurred by them. If the charity is a company, the trustees will be protected from liabilities incurred in the day-to-day running of the charity in the normal course of events but will be personally liable if they commit a breach of trust, as stated above.

## 7. Indemnity

- a) Councillors who participate in external bodies may be indemnified in relation to liabilities they incur in that capacity, though this is subject to certain limitations.
- b) Indemnity by the outside body:
1. **Directors:** Directors cannot be indemnified by the company against liability for negligence, default, breach of duty and trust. Companies can however purchase insurance to protect directors against claims of negligence, default, breach of duty and trust. Those appointed as directors should ensure that appropriate insurance is in place. Companies can, if their Articles of Association allow, provide for directors to be indemnified for the costs of defending such a claim if they are granted relief by the court or acquitted.
  2. **Trustees:** Provided a charitable trustee acts properly, and within their powers, indemnity can be given from the trust fund. Trustees can take out insurance to protect themselves from personal liabilities, but not for criminal acts such as fraud. If the premiums are to be paid out of the charitable funds, the consent of the Charity Commissioners will be needed.
  3. **Unincorporated Associations:** Members may be entitled to an indemnity if they act in accordance with the constitution of the association, and are not at fault. However, regard must be had to the terms of the constitution. The constitution will determine whether insurance can be paid for by the organisation.
- c) Indemnity by the Council: The Council may provide an indemnity where Members or Officers are acting on an outside body at the request of the Council, subject to d below.
- d) The indemnity the Council can provide is subject to limitations. In general terms, if a Member or Officer is acting properly, within their powers and in good faith,

the Council will consider on a case by case basis giving an indemnity, providing that Member has complied with this protocol and undertaken the relevant training offered by the Council. However, the Council cannot, for example, provide an indemnity in relation to any action or failure by any Member/Officer which constitutes a criminal offence, or for any action or failure by any Member/Officer which is the result of fraud, or other deliberate wrongdoing or recklessness on the part of the Member or where they have not acted reasonably or in the Council's best interests. When a Member or Officer is serving on an outside body, the Council's indemnity will only apply after any indemnity or insurance from the body itself. There are further limitations and it is advisable to be clear about the scope of the Council indemnity that may be available.

- e) Each case is different, and all individuals are strongly advised to understand their potential liabilities before accepting any appointment to an outside body.
- f) Training in relation to the different types of role and the resulting liabilities is essential and before appointment, Members are strongly advised to obtain bespoke training organised by the Monitoring Officer to inform their decision who will also clarify the likelihood and extent of any indemnity in writing.

## **8. Conflicts of Interest and Codes of Conduct**

- a) Members and Officers are reminded of the requirements of their respective Codes of Conduct.
- b) A Member appointed to an outside body is likely to have a declarable interest if they attend a council meeting where a matter relating to that body is included or arises. In that situation, they should disclose to that meeting the existence and nature of their interest at the commencement of the consideration of the matter; or as soon as the existence of the interest becomes apparent to them. Depending on the nature of the matter, the Member's interest may require them in addition to leave the meeting room without further participating in the discussion or in voting.
- c) Where there is no prejudicial interest in a matter, a Member's duties as a director or trustee or a member of a management committee may still mean that they should not participate in a decision because of a legitimate fear of lack of impartiality, or bias, which could potentially invalidate the decision. Bias will not be assumed merely on the basis of the Member's membership of an outside body. However, where the outside body has an approach which is being advocated by the Member, it is quite possible that, in the context of a legal challenge to the council's decision, the Court would find the Member had been biased on the issue. Therefore, the Member should consider very carefully whether to take part in a discussion or decision at a Council meeting on that matter. In such circumstances, it would be appropriate to seek advice from the Monitoring Officer, or other appropriate/legal governance Officer.

- d) Where an Officer has been appointed to an outside body by the Council and a conflict of interest arises, this should always be disclosed to the officer's immediate manager who should, in appropriate cases, seek advice from the Council's Monitoring Officer, or other appropriate /legal governance Officer.

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