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## Personal

Mr Andrew Thin

Our ref: A1558823

October 2016

### Invitation to Accept Reappointment as Chair of Scottish Canals

I was very pleased to hear that you wish to be reappointed as Chair of Scottish Canals. I now have great pleasure in inviting you to accept formally re-appointment to the office of Chair of Scottish Canals from 1 April 2017 and ending on 31 March 2020 subject to the provisions of the Transport Act 1962 and the terms and conditions set out in Annex A to this letter. The enclosed terms and conditions will only relate to this re-appointment.

I should be grateful if you would confirm in writing your willingness to accept this re-appointment on the above terms by signing and dating the box provided on the final page of **Annex A**. Please also complete **Annex B** and return both originals to:

[Redacted]  
Scottish Government: Transport Scotland  
Aviation, Maritime, Freight and Canals Directorate  
Area 2-F North  
Victoria Quay  
Edinburgh  
EH6 6QQ

Duplicates of Annexes A and B are also enclosed which you may wish to keep for your records. If you have any questions, please contact Brian Spence by telephone on 0131 244 0260 or by email to [Redacted]

The Scottish Government may wish to publicise your re-appointment by way of a press release and may draw from the information you provide in Annex B.

I would like to take this opportunity to thank you for your efforts and achievements to date. I am confident that you will continue to play an important role in assisting Scottish Canals to achieve their aims and objectives.

**HUMZA YOUSAF**

**CHAIR OF SCOTTISH CANALS****TERMS AND CONDITIONS OF RE-APPOINTMENT****1 Status**

- 1.1 You are appointed to hold the office of chair of the British Waterways Board (known hereafter as Scottish Canals). In these terms and conditions, except where stated, “you” and related expressions refer to the holder of that office.
- 1.2 You are one of a number of office-holders that constitute the Scottish Canals board.
- 1.3 You are not a servant or agent of the Crown or a civil servant, and do not have any status, immunity or privilege of the Crown.

**2 Interpretation**

- 2.1 Where relevant, statutory terms, conditions and other requirements of office also apply to you.
- 2.2 The terms and conditions contained in this Annex (‘the terms’) are to be read in a way that is consistent with any enactment. If such reading is not possible, the terms do not apply to the extent that they are inconsistent with any such enactment.
- 2.3 The terms are not to be construed as constituting a contract of employment or service, or a contract for services between you and the Scottish Ministers or the Crown.

**3 Functions**

- 3.1 The main functions (including powers and duties) of Scottish Canals are those set out in the Transport Act 1962.
- 3.2 You will provide active and effective leadership, direction, support and guidance to ensure that Scottish Canals delivers, and is committed to delivering, its functions effectively and efficiently and in accordance with the aims, policies and priorities of the Scottish Ministers.
- 3.3 You will provide a strong ‘challenge function’, carefully scrutinising planned and underlying assumptions before decisions are taken. In exercising this function, you will, where necessary, challenge other members and senior officials of Scottish Canals.
- 3.4 Specific functions may vary but, unless otherwise agreed, you will:
  - prepare for, and chair the board meetings of Scottish Canals and attend its committees;
  - attend other meetings and seminars on behalf of Scottish Canals (as required);
  - assist in the development, approval and monitoring of Scottish Canals corporate plans which demonstrate how the Scottish Canals contributes to National Outcomes;

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- approve, where appropriate, a statement of accounts for each financial year on the basis determined by the Scottish Ministers;
- monitor the financial position against budget allocations and key financial targets and ensure corrective action is taken where required;
- establish good partnership working with other organisations and participate in reference groups, discussion forums and open meetings (as required);
- lead the strategic direction of Scottish Canals within the context of Ministerial expectations and the regulated environment;
- agree and drive delivery against challenging operational and financial targets and performance indicators;
- maintain high standards of corporate governance and financial probity in line with your duties as a Director under the Companies Acts and as a Ministerial appointee to a public body;
- communicate effectively both within Scottish Canals and on behalf of Scottish Canals externally to a variety of stakeholders;
- develop and maintain an appreciation of the political and policy context and of the needs and interests of canal users and local communities;
- be the principal spokesperson and public face of Scottish Canals, representing it at meetings with other bodies, the Scottish Ministers and other Members of the Scottish Parliament, and at conferences and in the media;
- appraise the performance of other members of the board of Scottish Canals against the individual objectives applying to those offices and also the extent to which these office-holders contribute to ensuring that Scottish Canals as a whole delivers its functions effectively and efficiently, and in accordance with Ministerial aims, policies and priorities;
- arrange an annual appraisal interview to discuss and review the performance of each such member and prepare a short annual written appraisal of each; and refer reports of unsatisfactory performance to the Scottish Government's sponsor directorate for Scottish Canals, and refer other reports on its request;
- carry out other tasks that may reasonably be required.

#### 4 Accountability

- 4.1 You must act within and in accordance with the policy framework assigned to Scottish Canals by the Scottish Ministers. You are individually accountable to the Scottish Ministers for your actions and decisions of office. You are also jointly

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accountable with other members of Scottish Canals to the Scottish Ministers for the actions and decisions of Scottish Canals.

**5 Period in Office**

- 5.1 You are entitled to hold office from 1 April 2017 to 31 March 2020 (inclusive) or to such earlier date as is specified in or by virtue of paragraph 5.2 or to your date of resignation or removal (whichever date comes first). You vacate office when your period in office ends (whatever the reason).
- 5.2 If Scottish Canals is to be dissolved, or wound up while you are in office, your period in office ends on the date that Scottish Canals is dissolved or wound up, or such other date as may be specified in any enactment.
- 5.3 If any other change is made to Scottish Canals which the Scottish Ministers consider requires your period in office to end, your period in office ends on such earlier date as the Scottish Ministers may, by one month's written notice, specify.
- 5.4 If a future administration decides on a change of policy on how Scottish Canals should operate and considers that an alternative office-holder should be appointed, your period in office ends on such earlier date as the Scottish Ministers may, by one month's written notice, specify.
- 5.5 You may resign office by giving three month's written notice to the Scottish Ministers.

**6 Time Commitment**

- 6.1 You will devote up to 42 days per year to performing your functions as and when required. You will attend meetings of Scottish Canals regularly, and contribute fully at these and in performing your other functions.

**7 Remuneration**

- 7.1 You are entitled to receive from Scottish Canals a fee of £335 per day devoted to performing your functions (as required or requested by Scottish Canals) on a pro rata basis, per financial year.
- 7.2 You will receive no fee for any time devoted to performing your functions which exceeds 42 days in any financial year. However, the Scottish Ministers may, exceptionally, approve additional remuneration if they consider it necessary or expedient that you devote significantly more time to performing your functions during a particular financial year.
- 7.3 You are not entitled to a pension in respect of your office, and you will generally not be entitled to any gratuity, allowance or compensation when your period in office ends (whatever the reason). You are not entitled to remuneration for any period during which you are disqualified from holding office.

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7.4 Remuneration is taxable. PAYE deductions in respect of income tax and National Insurance will be made unless required otherwise.

**8 Expenses**

8.1 You are entitled to be reimbursed by Scottish Canals for expenses that appear to Scottish Canals to be necessary or expedient for the proper discharge of your functions.

8.2 In performing your functions, you are also entitled to receive from Scottish Canals such reasonable allowances as approved by Scottish Canals.

8.3 Reimbursement will be at Scottish Canals agreed rates, which are set centrally by Scottish Canals and may be reviewed periodically.

**9 Removal From Office**

9.1 The Scottish Ministers may, by one month's written notice, remove you from office if they are satisfied that you:

- have had your estate sequestrated or have made a trust deed for the benefit or use of your creditors or a composition contract;
- have been absent from three consecutive meetings of Scottish Canals other than for a reason approved by the Scottish Ministers
- are otherwise unable or unfit to discharge your functions of office. or
- no longer suitable to hold office, having failed to perform satisfactorily.

9.2 You will vacate office immediately on being disqualified from holding office.

**10 Changes to the Terms**

10.1 The Scottish Ministers may notify you of any proposed change to the terms which they deem necessary or expedient, including relevant fees, by giving you three month's written notice of the proposed change. In that event you would have the option to accept the change or to give one month's written notice to end your period in office and to leave office within that period.

**11 Conduct**

11.1 You will comply with any conduct rules that apply to you including the requirements of any code that applies to you by virtue of Part 1 of the Ethical Standards in Public Life etc. (Scotland) Act 2000.

11.2 You will observe the following principles of public life:

**Duty** You have a duty to uphold the law and act in accordance with the law and the

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public trust placed in you. You have a duty to act in the interests of Scottish Canals and in accordance with the core functions and duties of that body.

**Selflessness** You have a duty to take decisions solely in terms of public interest. You must not act in order to gain financial or other material benefit for yourself, family or friends.

**Integrity** You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

**Objectivity** You must make decisions solely on merit and in a way that is consistent with the functions of Scottish Canals 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 Scottish Canals 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 Scottish Canals and its members in conducting public business.

**Respect** You must respect fellow members of Scottish Canals and employees of Scottish Canals 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 Scottish Canals.

11.3 You will not accept gifts, hospitality and entertainment in performing your functions and in consequence of your office (unless wholly trivial and of minimal value) and will report any such offers to Scottish Canals.

## 12 Liability

12.1 If legal proceedings are brought against you by a third party, the Scottish Ministers will meet any civil liability incurred in performing your functions, provided that you acted honestly and in good faith, and did not act recklessly or negligently.

**CHAIR OF SCOTTISH CANALS****TERMS AND CONDITIONS OF RE-APPOINTMENT****13 Confidentiality**

- 13.1 You will exercise due care in the use of information to which you have access in the course of performing your functions or in consequence of your office, and you will protect information that you receive in confidence from unauthorised disclosure.
- 13.2 When your period in office ends (whatever the reason) you will continue to owe a duty of confidentiality to Scottish Canals and to the Scottish Ministers in relation to information of a confidential nature to which you had access during your period in office.
- 13.3 You may be removed from office if the Scottish Ministers are satisfied that you disclosed information, without authority (statutory or otherwise), that you received in the course of performing your functions or in consequence of your office, or used it for personal gain or advancement.

**14 Conflicts of Interest**

- 14.1 You will not take part in activities which conflict with the interests of Scottish Canals and, in particular, you must not misuse your office, or any information acquired in the course of your office, to further your private interests or those of others.
- 14.2 You will declare any personal or business interest which might be perceived to influence your judgement in performing your functions. If any such interest arises in relation to a matter under consideration by Scottish Canals, you will declare that interest at the relevant meeting for recording in the minutes. You will ensure that such interests are recorded in a register held by Scottish Canals.
- 14.3 You will not participate in any discussion or determination by Scottish Canals of a matter in which you have a relevant personal or business interest and will withdraw from any such discussion or determination if your interest is direct and pecuniary. If the matter under consideration gives rise to a potential conflict of interest you will inform Scottish Canals.

**15 Political Activity**

- 15.1 You may be removed from office if the Scottish Ministers are satisfied that the acceptance or holding of any other office, role, position or interest means that it is not appropriate for you to hold office.

**16 Performance Appraisal**

- 16.1 Your performance will be appraised by the Director of the Aviation, Maritime, Freight and Canals Directorate ('the appraiser') against the individual objectives applying to your office and also the extent to which you contribute to ensuring that Scottish Canals as a whole delivers its functions effectively and efficiently, and in accordance with Ministerial aims, policies and priorities.
- 16.2 The appraiser will arrange an annual appraisal interview with you to discuss and review your performance. A short annual appraisal of your performance will be



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prepared and signed by the appraiser, and you will have the opportunity to comment on and sign it.

- 16.3 Your appraisal reports may be disclosed by the appraiser to the Scottish Ministers.
- 16.4 You may be removed from office if the Scottish Ministers are satisfied that your performance means that you are no longer suitable to hold office. Where applicable your appraisal reports may also be used by Scottish Ministers in assessing your suitability for reappointment.

**I accept Reappointment to the office of Chair of Scottish Canals on the terms set out in Annex A.**

Signature:

Date:

Full name (in block capitals):

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**Declaration Form****Political Activity, Other Public Appointments and Biography**

All board members must complete this form following new appointment, re-appointment or extension. The information provided will be published with the announcement of your new appointment/re-appointment or extension.

**Political Activity**

Please tick any that you have undertaken in the last 5 years:

Obtained office as a local Councillor, MSP, MP, MEP etc.	
Stood as a candidate for one of the above offices	
Spoke on behalf of a party or candidate	
Acted as a political agent	
Held office such as chair, treasurer or secretary of a local branch of a party	
Canvassed on behalf of a party or helped at elections	
Undertook any other political activity which you consider relevant	
Made a recordable donation to a political party (see note overleaf)	
None of the above	

Please name relevant parties/bodies and describe your involvement (if any):

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**Recordable Donations**

The Political Parties, Elections and Referendums Act 2000 requires the Electoral Commission to maintain a register of all recorded donations reported to them. Currently, the following donations are recordable:

- Where no previous relevant donation has been recorded, one of more than £5,000, or an aggregate amount of more than £7,500;
- Where there has been a previous recording of a donation, donations that in individually or in aggregate are more than £1,500;
- Where donations of more than £1,500 have been made to a subsidiary accounting unit (such as a constituency association, local branch, or youth organisation).

The register records the political party receiving the donation, the name of the donor, the amount of the donation, the type of donation and the date on which it was accepted.

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Information on the Electoral Commission and the register of donations to political parties can be found on its website at: [www.electoralcommission.org.uk](http://www.electoralcommission.org.uk).

**Public Appointments and Non-Executive Directorships**

Please detail other public appointments that you hold which were made by, or on the recommendation of Ministers. If you do not hold any, please enter 'Nil'.

Name of body or office	Position (chair, member, etc.)	Remuneration (£ per day / per annum)	Time commitment (days per week / month)

**Biography**

For possible inclusion in a press release, please supply a short biography (up to six sentences) **ensuring you outline the particular skills that you bring to the board of Scottish Canals:**

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Please print name: \_\_\_\_\_