Human Resources Policy Review

1. INTRODUCTION

1.1 The purpose of this report is to provide the Committee with an update on the review of SEStran's employment and governance-related policies and to seek approval of the revised Anti-Bribery and Corruption Policy, Anti-Fraud Policy, Public Interest Disclosure (Whistleblowing) Policy and new Conflict of Interest Policy.

2. BACKGROUND

2.1 SEStran is committed to maintaining a suite of up-to-date policies that support good governance, transparency, accountability and compliance with relevant legislative and regulatory requirements.

2.2 As part of the rolling policy review programme, officers have undertaken a review of a number of key policies relating to standards of conduct, fraud prevention, bribery and corruption, whistleblowing, and conflicts of interest. Legal support was provided by Anderson Strathern to ensure the policies reflect current good practice and provide appropriate guidance for employees and office holders.

2.3 The review also responds to recommendations arising from recent Internal Audit work relating to governance arrangements and the organisation's policy framework.

3. POLICY REVIEW FINDINGS

3.1 Following review, four policies are presented for consideration.

3.1.1 Anti-Bribery and Corruption Policy

The policy has been updated and renamed from the former Anti-Bribery Policy to better reflect its broader scope. Key changes include:

- Inclusion of corruption provisions within the policy
- Removal of conflict of interest provisions, which now form a standalone policy
- Removal of the section on adequate procedures to improve clarity and focus
- Extension of the review cycle from annual to biennial

3.1.2 Anti-Fraud Policy

The policy has been updated to improve clarity and alignment with current arrangements. Changes include:

- Removal of corruption-related provisions which are now addressed through the Anti-Bribery and Corruption Policy
- Updated definition of fraud

3.1.3 **Public Interest Disclosure Policy**

The policy has been updated to strengthen protections for individuals raising concerns and to reflect current terminology and legislative good practice. Changes include:

- Additional information on the scope of the policy
- Enhanced provisions regarding protection for whistleblowers
- Updating references from the Scottish Executive to the Scottish Government
- Extension of the review cycle from annual to biennial

3.1.4 **Conflicts of Interest Policy**

A new standalone Conflict of Interest Policy has been developed to provide a clear framework for identifying, declaring and managing conflicts of interest. The policy consolidates provisions previously contained within the Anti-Bribery Policy and includes a declaration process for relevant interests. The policy is intended to complement the separate arrangements already in place for Partnership Board Members.

4. GOVERNANCE AND RISK IMPLICATIONS

4.1 The reviewed policies support SEStran's commitment to high standards of governance, integrity and ethical conduct. They provide clearer guidance for employees and support the organisation's arrangements for preventing fraud, bribery and corruption, managing conflicts of interest, and encouraging the reporting of concerns.

4.2 The implementation of these policies will contribute to mitigating governance and compliance risks identified within the corporate risk register and supports the organisation's wider assurance framework.

5. CONSULTATION

5.1 The policies have been reviewed by Anderson Strathern and considered by officers. Following Committee approval, arrangements will be made for staff awareness and training to support implementation. Correspondence from Anderson Strathern confirmed that no specific legislative updates were required beyond the revisions incorporated through the review process.

6. RECOMMENDATIONS

SEStran
South East of Scotland
Transport Partnership

It is recommended that the Performance and Audit Committee:

6.1
1. Notes the outcome of the policy review exercise
2. Approves the revised Anti-Bribery and Corruption Policy
3. Approves the revised Anti-Fraud Policy
4. Approves the revised Public Interest Disclosure Policy
5. Approves the new Conflict of Interest Policy
6. Notes that staff awareness and training will be undertaken following approval

Angela Chambers
Business Manager
4 September 2026

Appendices:
1 Anti-Bribery and Corruption Policy
2 Anti-Fraud Policy
3 Public Interest Disclosure Policy
4 Conflict of Interest Policy

Policy Implications	The recommendations in this report support SEStran's commitment to maintaining an effective and up-to-date policy framework and strengthen the organisation's governance arrangements.
Financial Implications	There are no direct financial implications arising from approval of the revised policies. Any staff training requirements will be met from existing budgets.
Equalities Implications	The revised policies support fair and transparent organisational practices and provide appropriate protections for employees who raise concerns in the public interest.
Climate Change Implications	There are no direct climate change implications arising from this report.

Appx 1

ANTI-BRIBERY AND CORRUPTION POLICY

(covering all employees)

DOCUMENT VERSION CONTROL

Date	Author	Version	Status	Reason for Change
Oct 2012	SEStran	1.0	FINAL	Policy Adopted
Oct 2017	SEStran	1.1	FINAL	Adoption of version control
March 2023	SEStran	1.2	FINAL	Inclusion of Conflicts of Interests section
Sept 2026	Anderson Strathern	1.3	DRAFT	Full review and update

CONTENTS

1. Introduction
2. Scope
3. Compliance
4. What is Bribery?
5. What is SEStran's Position on Bribery?
6. Employee Responsibilities
7. Consequences of Improper Behaviour
8. Gifts & Hospitality
9. Review

Appendices:

A. Agreement Form

1 Introduction

1.1 SEStran is wholly committed to preventing bribery and corruption in all our dealings and relationships, and upholding all relevant laws, including the Bribery Act 2010 (**"the Act"**).

1.2 Bribery and corruption in any form are unacceptable and will lead to disciplinary action where allegations are substantiated. SEStran operates a zero-tolerance approach to these matters.

1.3 This Policy sets out key principles to achieve these aims, and details SEStran's corporate and employee responsibilities required to ensure compliance with the Act.

1.4 This Policy should be read in conjunction with SEStran's Anti-Policy, Conflict of Interest Policy and HR policies.

1.5 This Policy also provide information and guidance for employees on how to prevent, recognise and deal with bribery and corruption issues.

2 Scope

2.1 This Policy applies to all persons working on our behalf in any capacity, including all employees, Partnership Board Members, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, and covers all activities undertaken by SEStran.

2.2 In our dealings with third parties[1], we will promote the adoption of practices and arrangements consistent with the principles set out in this Policy.

3 Compliance

3.1 In order to ensure all employees are aware of their responsibilities under this Policy, each employee will be required, at the point of commencing employment with SEStran, and annually thereafter to confirm that they have read and understood the requirements of this Policy.

3.2 Failure to adhere to this Policy may result in disciplinary action being taken against you, up to and including dismissal.

3.3 Bribery is also a criminal offence. The maximum penalty for individuals under the Act is 10 years imprisonment and/or unlimited fines. Failure by an organisation to prevent bribery carries an unlimited fine.

3.4 SEStran's Monitoring Officer has overall corporate responsibility for ensuring that SEStran complies with the Act.

[1] A "third party" is an individual or organisation that engages for business with SEStran e.g. external service providers, suppliers and contractors.

4 What is Bribery?

4.1 Bribery is an inducement or a reward offered, promised or provided to gain personal, commercial, regulatory or contractual advantage and includes offering, promising or giving a bribe to another individual or organisation, and seeking or accepting a bribe from an individual or organisation.

4.2 Bribes may not always be monetary and may include gifts, hospitality, loans, services, discounts, the award of a contract or any other advantage or benefit.

4.3 All forms of bribery are strictly prohibited. If you are unsure about whether a particular act constitutes bribery, please raise it with your line manager or the Partnership Director.

5 What is SEStran's position on Bribery?

5.1 SEStran expressly forbids employees or associated persons[2] from offering or accepting bribes or unlawful inducements to or from anyone for any purpose.

5.2 The use of an associated person or third party as a 'go-between' to channel bribes to others is also unacceptable.

5.3 SEStran is committed to the prevention, deterrence and detections of bribery by:

- ensuring procedures are in place to prevent bribery;
- making all employees aware of their responsibilities through this Policy and HR policies;
- training all employees so that they can recognise bribery and corruption and enable them to take any subsequent action that may be required;
- ensuring training on this policy forms part of the induction process for all new employees, and that all employees are reminded annually of their responsibilities regarding bribery as part of the Performance Review and Development process;
- encouraging employees to be vigilant and to report any reasonably held suspicions of bribery or corruption, using SEStran's Public Interest Disclosure (whistleblowing) policy if necessary;
- investigating instances of alleged bribery and assisting police and any other appropriate authorities in any resultant prosecution;
- taking disciplinary action up to and including dismissal against any individual involved in bribery or other corrupt activity;
- including appropriate clauses in employment and commercial contracts to prevent bribery.

[2] An "associated person" is a person who performs services for or on behalf of SEStran, and can therefore include agents, suppliers and contractors.

6 Employee Responsibilities

6.1 The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all employees working for SEStran.

6.2 Employees must:

- Read and understand this Policy and HR policies;
- Complete and sign the Agreement Form set out at Appendix A of this Policy. The Agreement Form must also be countersigned by each employee's Manager;
- Comply with this Policy;
- Avoid any activity that breaches this Policy or could be seen as a breach of this Policy;
- Seek advice before accepting gifts or hospitality;
- Ensure that all gifts and hospitality received are recorded in the register of gifts and hospitality;
- If offered a bribe, or asked to make one, report this fact to your line manager or the Partnership Director as soon as possible;
- Raise any concerns with your line manager or the Partnership Director as soon as possible if you believe or suspect that a breach of this Policy has occurred or may occur in the future.

6.3 Employees must not:

- Give or promise to give, or offer a payment, gift or hospitality with the expectation or hope that a personal, commercial, regulatory or contractual advantage will be received, or to reward any such advantage already given;
- Give or promise to give, or offer a payment, gift or hospitality to a government official, agent or representative to facilitate or speed up a routine procedure;
- Accept payment from a third party that you know or suspect is offered with the expectation that it will obtain a business advantage for them;
- Accept a gift or hospitality from a third party if you know or suspect that it is offered or provided with an expectation that a business advantage will be provided by SEStran in return;
- Retaliate against, threaten or victimise anyone who has refused to be involved in bribery or corrupt practices, or who has raised concerns under this Policy.

6.4 The list above is not exhaustive but is intended to provide examples of conduct likely to breach this Policy.

6.5 If employees have any doubt at all about circumstances that they find themselves in, advice should be sought from their line manager before it becomes an issue to be dealt with.

7 Consequences of Improper Behaviour

7.1 All allegations relating to bribery or corrupt practices will be investigated.

7.2 Where an investigation concludes that improper behaviour may have occurred, SEStran's Disciplinary procedures will be applied. This may result in dismissal.

7.3 In all circumstances where a criminal offence may have been committed, SEStran will notify the Police.

7.4 SEStran will seek, where possible, to recover any losses suffered as a result of an act of bribery or corruption.

8 Gifts & Hospitality

8.1 Gifts, offers of hospitality or favours from or to a third party, a contractor, client or partner organisation of SEStran are capable of being perceived as constituting a bribe.

8.2 Therefore, you should never accept or offer a gift, hospitality, favour or any other form of inducement which may influence or be perceived as influencing actions or decisions related to your job.

8.3 In certain limited circumstances, and in connection with your official duties, it may be appropriate for you to offer or receive gifts of low value or small tokens of gratitude, such as merchandise/branded items which have been designated for the purpose of being given away e.g. pens, post-its etc. Similarly, small gifts such as sweets etc give to a team at Christmas will be acceptable.

8.4 Gifts of alcohol or offers of hospitality, however small, should not be automatically accepted by SEStran employees. Similarly, such gifts or offers should not be made by SEStran employees.

8.5 Advice should be sought from your manager on the appropriateness of offering or accepting any such hospitality or gifts. Other than in circumstances similar to those set out in paragraph 8.3, you should not accept a gift unless you are satisfied, following discussion with your manager, that to do so would not lead to your actions as a SEStran employee being called into question.

8.6 Other than the small gifts indicated in paragraph 8.3, all gifts and hospitality received should be recorded in the register of gifts and hospitality, in accordance with the relevant arrangements.

9 Review

This Policy will be reviewed by SEStran every two years to reflect organisational changes, best practice, operational experience and legislative updates, in order to maintain its effectiveness.

Appendix A

Agreement Form

I have read and understand SEStran's Anti-Bribery Policy and agree to comply with these guidelines. I understand that any deliberate breach of these will be viewed seriously and may result in action being taken under SEStran's disciplinary procedures.

Please complete the details on this form and return to the **Business Manager, SEStran**

Name:________________

Job Title:__________________

Signature:______________________________

Manager's Signature:_____________________

Date: __________________________________

Appx 2

ANTI-FRAUD POLICY

DOCUMENT VERSION CONTROL

Date	Author	Version	Status	Reason for Change
Nov 2007	SEStran	1.0	FINAL	Policy Adopted
Oct 2017	SEStran	1.1	FINAL	Version control added
Sept 2026	Anderson Strathern	1.2	DRAFT	Full review and update

1. Statement of Intent

SEStran aims to provide excellent public service and needs to ensure propriety and accountability in all matters. SEStran is determined to protect itself and the public from fraud and is committed to the rigorous maintenance of a strategy for the prevention and detection of fraud, which will provide a framework for:

- Encouraging fraud deterrence and prevention
- Raising awareness of fraud and promoting their detection
- Performing investigations and facilitating recovery
- Invoking disciplinary proceedings and referral to Police and/or Procurator Fiscal
- Monitoring, publishing and updating this Policy and its related procedures and performance

2. Scope

This Policy applies to all persons working on our behalf in any capacity, including all employees, board members, officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, and covers all activities undertaken by SEStran.

In our dealings with third parties[1], we will promote the adoption of practices and arrangements consistent with the principles set out in this Policy.

3. Definition of fraud

SEStran regards "fraud" as being when someone achieves a practical result by the means of an intentional false pretence or dishonest misrepresentation. This may involve:

- Falsification or alteration of accounting records or other documents including expense claim forms
- Misappropriation of assets or theft
- Suppression or omission of the effects of transactions from records or documents
- Recording transactions which have no substance
- Wilful misrepresentations of transactions or of SEStran's state of affairs

[1] A "third party" is an individual or organisation that engages for business with SEStran e.g. external service providers, suppliers and contractors.

4. Elements of the Anti-Fraud Strategy

SEStran's Anti-Fraud Strategy is based on a series of comprehensive and related elements designed to frustrate any fraudulent act. These elements are: -

1. Operating Culture
2. Deterrent and Preventative Measures
3. Fraud Response Policy and Detection & Investigation Procedure

4.1 Operating Culture

4.1.1 SEStran is determined that the culture and tone of the organisation meets the expectations of the Committee on Standards of Public Life and is committed to the 7 Nolan Principles of objectivity, openness, leadership, accountability, honesty, selflessness and integrity.

4.1.2 SEStran expects Partnership Board Members and employees to lead by example in ensuring opposition to fraud and corruption, and in ensuring adherence to rules and regulations, and to National and Local Codes of Conduct, and that all procedures and practices are beyond reproach.

4.1.3 SEStran requires all individuals and organisations with which it deals in any capacity to behave towards SEStran with integrity and without intent or actions involving fraud.

4.1.4 Partnership Board Members, employees and members of the public are important elements in the stance against fraud and are positively encouraged to raise any concerns they may have on these issues which impact on SEStran activities, using the guidance in SEStran’s Fraud response plan.

4.1.5 Training and guidance are vital in maintaining the effectiveness of the Strategy for the Prevention and Detection of Fraud and its general credibility. SEStran supports induction and work-related training, particularly for employees involved in internal control systems, to ensure that their responsibilities and duties are regularly highlighted and reinforced and best practice is followed.

4.1.6 Where appropriate, SEStran co-operates with other local authorities and public sector bodies in the prevention, detection and investigation of fraud.

4.2 Deterrent and Preventative Measures

4.2.1 SEStran's Standing Orders, Financial Rules and Scheme of Delegation set out a framework for dealing with the affairs of SEStran and all employees have a duty to comply with their provisions.

4.2.2 Thorough documentation, including working manuals and operating procedures, is expected of all financial and operational systems and these must be issued to relevant staff. Every effort must be made to continually review and develop these systems in line with best practice to ensure efficient and effective internal controls, including the effective segregation of duties, and to deter fraudulent activity and detect error.

4.2.3 The adequacy and appropriateness of SEStran's financial systems is independently monitored and assessed by External Audit and the control and operating systems by Internal Audit. Senior Management is committed to continuously improving the systems for which it is responsible, both through their own self-assessments and by positive response to audit recommendations.

4.2.4 Partnership Board Members must have regard to the National Code of Local Government Conduct and acceptance of their appointment includes an undertaking to be guided by the National Code.

4.2.5 Employee recruitment is required to be in accordance with SEStran's recruitment procedures and, in particular, written references must be obtained, and other appropriate checks made, to confirm the honesty and integrity of potential employees before appointments are made.

4.2.6 SEStran employees are required to and are also expected to follow any Code of Conduct related to any relevant personal professional qualifications related to their employment.

4.3 Fraud Response Policy and Detection & Investigation Procedure

4.3.1 SEStran will be robust in dealing with any financial malpractice, and can be expected to deal timeously and thoroughly with any person(s) who attempts to defraud SEStran, whether they are Partnership Board Members, employees, suppliers or unrelated third parties.

4.3.2 If Partnership Board Members or SEStran staff suspect or discover any fraud or irregularity that affects the affairs of SEStran, they must immediately tell the Director, or alternatively, follow the procedures in the SEStran Public Interest Disclosure Statement of Policy. The Director will arrange for an investigation to be carried out where appropriate in accordance with the relevant SEStran disciplinary procedures.

4.3.3 The detailed arrangements for the investigations of any suspected fraud or irregularity are contained in the Internal Audit Service

Investigation procedures guide. Any investigations will also comply with the relevant SEStran disciplinary procedures.

4.3.4 The relevant SEStran Disciplinary Procedures will be used where the outcome of the investigation indicates improper behaviour on the part of employees.

4.3.5 Where loss has been suffered through fraudulent activity, SEStran will pursue the perpetrator for recovery, including taking appropriate legal action.

4.3.6 The Director will ensure that matters are reported to the Police if there are reasonable grounds for believing that a criminal offence has been committed.

4.3.7 The Director is responsible for the smooth running of this protocol and clarification where necessary.

5. Review

5.1 SEStran has in place a clear framework of systems and procedures to deter and investigate fraud. It will ensure that these arrangements are fair and are monitored, and that procedures and this Policy are updated on a two-year basis, to keep pace with future developments in preventative, deterrent and detection techniques regarding fraudulent activity.

5.2 To this end, SEStran maintains a continuous review of these arrangements through, in particular, the Performance and Audit Committee, the Director and Audit Scotland.

Appx 3

PUBLIC INTEREST DISCLOSURE STATEMENT OF POLICY

DOCUMENT VERSION CONTROL

Date	Author	Version	Status	Reason for Change
2007	SEStran	1.0	FINAL	Implementation
Oct 2017	SEStran	1.1	FINAL	Adoption of version control
Sept 2026	Anderson Strathern	1.2	DRAFT	Full review and update

1. STATEMENT OF INTENT

1.1. SEStran endorses the principles of Public Life endorsed by the Nolan Committee. A statement of these principles is attached as Appendix 1 to this policy for information.

1.2. SEStran undertakes to investigate fully any substantive material allegation of a breach of these standards in its corporate governance or in SEStran's strategic, operational or financial management.

1.3. SEStran will normally place in the public domain any formal report into any allegations which are substantiated. It will also advise the individual making an allegation of the action that will be taken to investigate it and of the outcome of such an enquiry.

1.4. SEStran recognises the need for an effective means for members of staff, external members of the board, and members of the public to raise matters of public interest related to the quality of the RTPs management and governance. Nevertheless it is also aware that such facilities can be abused and used for potentially malicious purposes.

1.5. SEStran also accepts that it has a duty of care to protect members and staff against the potential impact of vexatious or malicious allegations made against them for malicious reasons. Similarly it accepts that it also has a responsibility in these circumstances to protect the RTP's reputation and its interests against such allegations. It may seek redress against any allegations, substantiated to be false, made against members and staff of SEStran.

1.6. Issues raised under the terms of SEStran's Public Interest Disclosure Policy shall be investigated as outlined in this document. However, if, at the conclusion of any investigation there is evidence that the allegations have been raised for vexatious or malicious purposes the Partnership Director may consider if appropriate steps should be taken for disciplinary action to deal with the individual(s) involved. Vexatious or malicious allegations to deliberately damage the interests of SEStran or its members and staff will be considered gross misconduct.

2. PURPOSE OF THE PUBLIC INTEREST DISCLOSURE POLICY

2.1. SEStran's Public Interest Disclosure Policy is designed to enable concerned individuals to indicate their concerns about malpractice related to its governance and management.

2.2. SEStran assumes that all of its employees and members will exercise both a duty and responsibility to bring any impropriety to the attention of the appropriate individuals in its structures.

2.3. These procedures have not, however, been put in place to hear either individual or collective grievances. SEStran has separate policies and procedures in this respect which must be used for these purposes. Similarly these procedures are not for use to resolve complaints about SEStran services. A Complaints Procedure exists for this purpose. Additionally they may not be used to question policy decisions which have been properly made by its Board which are related to financial, business, academic matters or others issues which arise in the pursuit of its statutory duties.

2.4. They are, however, designed to ensure that a member of the public, a member of staff or a member of the Board can raise an issue which they reasonably believe shows:

- material breaches of the Board's policies, financial regulations and associated procedures;
- corruption on behalf of SEStran's staff or a member of its Board;
- the commission or the likely commission of a criminal offence;
- a failure or likely failure to comply with legal or statutory obligations;
- a failure to adhere to policy directives issued by the Scottish Government or other funding bodies;
- the occurrence or likely occurrence of a miscarriage of justice;
- a serious danger to the health and safety of any individual;
- damage or likely damage to the environment;
- the improper use of SEStran resources for personal gain or in the interests of relations or associates; and
- the deliberate concealment of information showing any of the above.

2.5. Employees and members are reminded of their obligations to assist SEStran to maintain a healthy and safe working environment. It is expected that they will comply with SEStran's policies and their statutory responsibility in these respects and bring to the Board's attention, within the terms of these policies, any potential hazards to the public, staff or members. Furthermore the Policy may not be used to re-open disciplinary or grievance cases which have been considered fully within the terms of SEStran's Policies in this respect.

3. SCOPE OF THE PUBLIC INTEREST DISCLOSURE POLICY

3.1. This policy applies to:

- employees;
- workers;
- agency staff
- secondees;
- consultants;
- Board members;
- temporary staff;
- volunteers; and
- former workers.

3.2. References to "worker" should be interpreted broadly and consistently with the protections available under the Public Interest Disclosure Act 1998.

4. PROTECTION FOR INDIVIDUALS RAISING CONCERNS

4.1. No individual will suffer detriment, victimisation, retaliation, dismissal or disadvantage for raising a genuine concern under this Policy.

4.2. SEStran will take all reasonable steps to protect individuals who raise concerns appropriately.

4.3. Confidentiality will be respected so far as possible, although there may be circumstances where disclosure is necessary for investigation, legal compliance, safeguarding or other regulatory reasons.

4.4. Knowingly making a malicious or deliberately false allegation may result in disciplinary action.

5. RAISING MATTERS OF CONCERN

5.1. All matters of concern in respect of this Policy should be forwarded in writing, on a private and confidential basis, to the SEStran Business Manager. These concerns may be made in confidence until such time as SEStran begins to investigate formally any allegations made within the terms of this policy.

5.2. In the event that the concern or malpractice relates to the activities or conduct of the Business Manager matters should be raised formally with the Partnership Director.

5.3. In the event that the concern involves the collective actions and/or conduct of the Partnership Director and the Business Manager matters should be raised with the Chair.

5.4. These procedures do not preclude the reference of any competent matter to the Standards Commissioner appointed under the terms of the Ethical Standards legislation. However, it should be noted that these statutory provisions do not relate to the conduct of any of the employees or members of SEStran.

6. ADMISSIBILITY OF CONCERNS

6.1. SEStran will, within the terms of this Policy, investigate fully any concerns which are raised formally and in writing. The receipt of all formal allegations will normally be acknowledged in writing by recorded delivery letter or other secure delivery system by the Business Manager. The Business Manager shall advise any individual making an allegation within the terms of this Policy of the steps which have been or will be taken to address it. In all cases they shall apprise them, in writing, of the outcome of any investigation at the earliest opportunity.

6.2. The Business Manager shall, on receipt of any formal allegation of malpractice:

6.2.1. decide whether or not the matter raised should be dealt with within the terms of this Policy; and

6.2.2. decide whether or not there is a prima facie case to be investigated.

6.3. The Business Manager may direct an individual or group to raise more appropriately an allegation within the terms of SEStran's grievance or its complaints procedures. The Partnership Director's decision on all these matters is final.

6.4. The Business Manager shall advise the complainant(s) of the reasons for any such decision made in these respects. This should normally be undertaken in no more than ten working days. Individuals may, of course, raise concerns about the appropriateness of decisions made in this respect with Partnership Director

6.5. SEStran will not automatically investigate anonymous allegations. The Public Interest Disclosure Act 1998 affords staff and members bringing matters of concern to the attention of the Board considerable legal protection and, in these circumstances, it is expected that all allegations will be attributable. However, the receipt of all anonymous allegations will be formally recorded by the Business Manager and considered by them and the Partnership Director normally within five working days. If in their joint opinion the allegations are credible, material and within the scope of this policy they may authorise a formal investigation within the terms outlined below.

6.6. SEStran will take a very serious view about false and malicious allegations made within the terms of this Policy. Such allegations made by a member or an employee will be regarded as gross misconduct and dealt with by means of the existing Code of Conduct for Members and disciplinary procedures. If substantiated such action will normally lead to the dismissal from SEStran.

7. INVESTIGATION OF MATTERS OF CONCERN

7.1. On receipt of a formal and competent allegation of impropriety which is within the scope of this Policy or an anonymous allegation which both the Business Manager and the Partnership Director (or, if appropriate, the Chair of the Board if a conflict of interest prohibits the Partnership Director's involvement) believe is worthy of formal consideration the Business Manager will take appropriate action to investigate the matter.

7.2. At this stage the Business Manager shall formally advise the individual(s) concerned of any allegation made against them within the terms of this Policy about their conduct.

7.3. The Business Manager shall, after consulting the Partnership Director (or Chair of the Board if an allegation is related to the Partnership Director), instigate one of the undernoted actions:

7.3.1. notify the Police if there is evidence that a criminal act has or may have been or might be committed;

7.3.2. notify SEStran's Internal Auditors if there is evidence of fraud, financial misconduct or other related matters. They shall also normally inform the Chair of the Board's Audit Committee of such a decision;

7.3.3. seek to establish an Ad Hoc committee of the senior Managers (normally excluding the Partnership Director and staff or member representatives on the grounds of conflict of interest) to hold hearings to investigate the matters of concern. This committee shall normally comprise the Chair of the Audit Committee (acting as Chair), 3 Board members and the Business Manager. The Executive Committee (excluding those with potential conflicts of interest) will determine the Committee's remit. Any Ad Hoc Committee shall have the right to seek advice from external sources;

7.3.4. make other appropriate arrangements to establish an independent or external investigation if potential internal conflicts of interest require such action; or

7.3.5. notify the Head of Transport of the Scottish Government if all of the above are precluded.

7.4. The Partnership Director shall normally be advised, in their capacity as Accountable Officer, of any allegation of financial impropriety investigated under paragraph 7.3.2 unless the allegations directly concern their conduct or actions. If such an allegation directly concerns the Partnership Director's conduct or actions, consideration should, instead, be given by the Business Manager to advising the Head of Transport of the Scottish Government or the Scottish Government Accounting Officer.

7.5. If an allegation is made against the Partnership Director, the Chair of the Board may, after discussion with the Business Manager, suspend the Partnership Director on full pay during any investigation if, in the circumstances, such action is appropriate. If allegations are made against members of the Board the Chair may, with the agreement of the Shadow Board, exclude these members from participation in any deliberations of the Board and its standing and ad hoc committees. If an allegation is made against the Chair or the Business Manager the Shadow Board shall make a decision on behalf of SEStran to suspend him/her from all meetings of the Board and its related committees until such time as the matter is resolved.

7.6. The Partnership Director shall have the authority to suspend any member of SEStran against whom a competent allegation has been made normally having first discussed the issue and the appropriateness of such action with the Chair of the Board (or in his absence the Vice Chair) and the Business Manager.

7.7. The suspension of any individual will be a neutral act and will not, in any way, impute any presumption of any wrongdoing by that individual. All suspended individuals shall make themselves available at all times during normal working hours to assist SEStran in the conduct of any investigation arranged by the Business Manager or the Scottish Government.

7.8. The Business Manager will, after having initiated such an investigation, bring any formal report (except those relating to financial impropriety) to the attention of the Board. If the matter relates to financial impropriety and SEStran's internal auditors have been involved the report should, instead, be included on the agenda of an appropriate meeting of the Audit Committee for its consideration.

7.9. The Partnership Director (as the Accountable Officer) shall, as required by the Scottish Government's Financial Memorandum and related guidance bring any findings related to financial impropriety to the attention of its Chief Executive**.**

7.10. Once a report has been considered the Board (or the Audit Committee in cases of financial impropriety) shall decide what further action might be required within the Board's existing policies. In this respect it shall decide whether or not SEStran should invoke its disciplinary policy or, at this stage, whether it should involve the Police if evidence of a crime has been discovered or if a criminal act is suspended.

7.11. Both the Ad Hoc and the Audit Committee shall also be able to initiate further investigations on behalf of SEStran into matters related to issues investigated if appropriate.

7.12. In line with SEStran's custom and practice all such reports considered by the Board shall be a matter of public record and be placed in the public domain (unless its members decide otherwise – however any decision *not* to make a report public shall be explained to the entire Board which may, if it does not accept the justification, overturn such a decision at its next scheduled meeting or at a meeting called for this purpose if more than half of the members wish an earlier meeting). Normally only issues of personal confidentiality or a judgement that the publication of such a report would not be in the public interest can be used to justify the non-publication of a report.

7.13. SEStran shall retain all documentation related to investigations initiated under this Policy for a minimum period of three years from the date of the conclusion of any investigation.

8. REVIEW

8.1. This document will be reviewed by SEStran every two years.

Appendix 1

1. **THE SEVEN PRINCIPLES OF PUBLIC LIFE**

1.1. Selflessness
Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family or their friends.

1.2. Integrity
Holders of public office 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.

1.3. Objectivity
In carrying out public business, including making public appointments, awarding contracts or recommending individuals for rewards and benefits, holder of public office should make choices on merit.

1.4. Accountability
Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

1.5. Openness
Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

1.6. Honesty
Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

1.7. Leadership
Holders of public office should promote and support these principles by leadership and example.

2. **These principles apply to all aspects of public life. The Nolan Committee has set them out here for the benefit of all who serve the public in any way.**

Appx 4

CONFLICT OF INTEREST POLICY

(covering all employees)

DOCUMENT VERSION CONTROL

Date	Author	Version	Status	Reason for Change
Sept 2026	Anderson Strathern	1.1	DRAFT	New standalone policy created as previously included in Anti-Bribery Policy

CONTENTS

1. Introduction
2. Scope
3. What is a Conflict of Interest?
4. Managing Conflicts
5. Breaches of Policy
6. Review

Appendices:

A. Conflict of Interest Declaration Form

1 Introduction

The purpose of this Policy is to protect the integrity, impartiality and reputation of SEStran by ensuring that actual, potential and perceived conflicts of interest are identified, declared and managed appropriately.

This Policy supports public confidence that decisions are taken solely in the public interest and are not influenced, or seen to be influenced, by personal interests or relationships.

2 Scope

2.1 This Policy applies to all persons working on our behalf in any capacity, including all employees, [Partnership Board Members], officers, agency workers, seconded workers, volunteers, interns, agents, contractors, external consultants, third-party representatives and business partners, and covers all activities undertaken by SEStran.

2.2 In our dealings with third parties1, we will promote the adoption of practices and arrangements consistent with the principles set out in this Policy.

2.3 All individuals covered by this Policy must:

- Act with integrity, honesty, objectivity and impartiality.
- Avoid situations where personal interests conflict, or appear to conflict, with their official duties.
- Declare interests promptly and fully.
- Cooperate with any measures required to manage conflicts.
- Place the public interest above personal, professional, financial or organisational interests.

2.4 Failure to comply with this Policy may result in disciplinary action or removal from a role, as appropriate.

[1] A “third party” is an individual or organisation that engages for business with SEStran e.g. external service providers, suppliers and contractors.

3 What is a Conflict of Interest?

3.1 A conflict of interest arises where an individual's private interests could improperly influence, or could reasonably be perceived to influence, the exercise of their official responsibilities.

3.2 It can occur when a person has a duty to more than one person or organisation but cannot do justice to the interests of both parties. This includes when an employee’s personal interests are contrary to their loyalty to public service/business.

3.3 Conflicts may be:

- actual – direct conflict exists between official duties and personal interests
- potential – a personal interest could develop into a conflict in the future
- perceived – reasonable member of the public could conclude that personal interests might influence decision-making, even where no actual conflict exists.

3.4 Examples of Conflicts of Interest include:

- Having a financial interest (e.g. holding shares or options in a potential supplier or any entity involved in any tendering consortium)
- Having a financial or any personal interest in the outcome of the evaluation process
- Being employed by (as a staff member, official officer or volunteer) or providing services to any potential tenderer

- Being a member of a potential tenderer's management/executive board

- Receiving any kind of monetary payment or non-monetary gift or incentive (including hospitality) from any tenderer or its representatives

- Canvassing, or negotiating with, any person with a view to entering into any of the arrangements outlined above

- Having a close member of your family (which includes unmarried partners) or personal friends who falls into any categories outlined above

- Having any other close relationship (current or historical) with any other potential supplier or member of staff

4 Declaration of Interests

4.1 Individuals must declare interests:

- On appointment;

- When circumstances change; and

- Before participating in any decision, discussion or process where a conflict may arise.

4.2 Declarations should be made as soon as the conflict becomes known and should be made using the Conflicts of Interest declaration form at Annex A.

4.3 In addition, all employees who engage with external suppliers as part of their work or responsibilities are required to complete the Conflicts of Interest declaration form at Annex A annually or for specific procurement exercises.

4.4 If you are unsure whether you have a Conflict of Interest, or you have reason to believe a Conflict of Interest has not been declared by someone else, please contact the Partnership Director.

5 Managing Conflicts

5.1 If a Conflict of Interest is present, employees are required to update the Conflicts of Interest declaration form explaining the nature of the conflict to protect themselves and the organisation. This will then be assessed by the Partnership Director.

5.2 The decision as to whether the identified conflict is material, and whether any mitigating arrangements are required, is to be made by the Partnership Director.

6 Breaches of Policy

6.1 A failure to declare or properly manage a Conflict of Interest may constitute misconduct and will be dealt with in accordance with the Disciplinary Policy.

6.2 Deliberate concealment of a Conflict of Interest will be construed as unethical, will be treated very seriously and may constitute a matter of gross misconduct under the Disciplinary Policy. Such a breach of this Policy may also be dealt with as a criminal offence and lead to legal action.

7 Review

This Policy will be reviewed every two years by SEStran to reflect organisational changes, best practice, operational experience and legislative updates, in order to maintain its effectiveness.

Appendix A

Conflict of Interest Declaration Form

Name:	Job Title:
Tel:	Appointment / One-off / Annual / Specific Procurement

Conflict of Interests
A conflict of interest is where an individual's private interests could improperly influence, or could reasonably be perceived to influence, the exercise of their official responsibilities. This includes when a public official's personal interests are contrary to their loyalty to public business. Examples of conflicts of interest include: • Having a financial interest (e.g. holding shares or options in a potential supplier or any entity involved in any tendering consortium • Having a financial or any other personal interest in the outcome of the evaluation of any tender evaluation process • Being employed by (as staff member or volunteer) or providing services to any potential tenderer. • Being a member of a potential tenderer's management/executive board • Receiving any kind of monetary payment or non-monetary gift or incentive (including hospitality) from any tenderer or its representatives • Canvassing, or negotiating with, any person with a view to entering into any of the arrangements outlined above • Having a close member of your family (which includes unmarried partners) or personal friends who falls into any of the categories outlined above • Having any other close relationship (current or historical) with any potential supplier or member of staff It is the employee's responsibility to ensure that any and all actual, potential or perceived conflicts of interest are disclosed to the Partnership Director, in writing, on an annual basis AND prior to them becoming involved in any procurement process. Individuals will be excluded from the procurement process where the identified conflict is material and cannot be mitigated. The decision as to whether the identified conflict is material, and whether any mitigating arrangements are required, is to be made by the Partnership Director.

You must complete at least two of the following sections INCLUDING Section 3:

1. **No Conflict of Interest Exists**

   I do not have any Conflicts of Interest that prevent my full and unprejudiced participation in my duties, including any reason why I should not participate in any procurement exercises.

Signature:
Date:

2a. A Conflict of Interest Exists (about me)

I do have a conflict of interest that may prevent my full and unprejudiced participation in a procurement exercise or my duties. The nature of this conflict of interest is described below.

2b. A Conflict of Interest exists (not directly related to me)

I want to declare where I believe a conflict to exist that is not directly linked to me. The nature of this Conflict of Interest is described below:

3. **I also declare that** I will inform the Partnership Director and my Line Manager should my/any circumstances change in a way that affects this declaration.

Signature:
Date: