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ICAS – Code of Conduct for Council Members



Contents.....**Error! Bookmark not defined.**

- 1. Introduction to the Council Code of Conduct..... 3
- 2. Core Principles..... 3
- 3. Conduct Requirements 4
- 4. ICAS staff..... 7
- 5. Removal from Office 8

1. Introduction to the Council Code of Conduct

ICAS is committed to the maintenance of ethical standards and high standards of professional conduct.

Members of ICAS and the wider public are entitled to have confidence that those who have been elected, co-opted or appointed to Council and its committees, boards and panels act with integrity and always conduct themselves appropriately. For Council to command that confidence, it is important that members of Council comply with appropriate standards of conduct.

The Code applies to all members of Council ("Members"), both Chartered Accountant Members and Public Interest Members, and defines what is expected of them in the exercise of their duties to ensure that they act in the best interests of ICAS. On appointment and annually thereafter, all Members are required to confirm their commitment to act in accordance with the Council Code of Conduct ("the Code").

2. Core Principles

The fundamental principles of the [ICAS Code of Ethics](#) apply to all members of ICAS. These are (a) integrity; (b) objectivity; (c) professional competence and due care; (d) confidentiality and (e) professional behaviour; and have equal application to those engaged in the conduct of the Council's affairs.

In addition, Members should be mindful of the principles governing public life (identified by the Nolan Committee)¹:

Integrity

To be straightforward and honest in all professional and business relationships.

Objectivity

To not allow bias, conflict of interest or undue influence of others to override professional or business judgements.

Selflessness

Members should act and take decisions within the confines of ICAS' Objects. Furthermore, Members must not seek to gain any financial or other benefit for themselves or people closely connected with them, by virtue of their position on Council.

Accountability

Members are accountable for their conduct and should be prepared to justify their actions and submit themselves to whatever scrutiny is appropriate.

Openness

Members should be open and transparent about their decisions and give reasons on how they are reached.

Honesty

Members must declare and record their relevant financial and other interests in accordance with the guidance on the Register of Interests. In addition, Members should declare any private interests in relation to Council business.

Leadership

Members should actively promote these principles and lead by example, challenging poor behaviour where it occurs

¹ [The Seven Principles of Public Life - GOV.UK](#)

3. Conduct Requirements

3.1 Induction

All Members are expected to undertake appropriate induction which will be arranged by the ICAS Secretary.

3.2 Confidentiality

Members must take all reasonable steps to safeguard the confidentiality of information about ICAS which is either shared with them in confidence or otherwise comes into their possession in circumstances where confidentiality arises and ensure that all such information is appropriately marked, kept safely, securely disposed of or effectively protected against loss and/or unauthorised disclosure. This requirement remains in force after their term of office comes to an end.

Members must ensure that they are aware of their duties under GDPR² and abide by ICAS policies on data handling and security³. Members must not use any information for personal gain or corporate advantage. Information provided to Members must not be used to the detriment of ICAS

3.3 Conflicts of interest

A conflict of interest occurs where a Member has an interest, in either a personal or professional capacity, in an ICAS-related matter which could lead them to be influenced, or to be reasonably seen to be influenced, by the real possibility of significant personal gain (or loss) of a financial or non-financial nature. Such interest will be deemed to be prejudicial to the interests of ICAS. Discussion and approval of fee levels shall not normally constitute a conflict of interest that has to be declared.

It is the responsibility of each Member to decide whether they should declare an interest or make a judgment as to whether a declared interest should prevent them from receiving detailed information, taking part in any discussions or voting on a particular issue. Members may however seek advice from the Secretary, Chief Executive, or any member of the Executive Team.

If a Member has a clear and substantial interest in a matter, such interest should be declared whenever that matter is the subject of discussion. Where a declaration of interest has been made the Member may, at the option of the Chair, withdraw from the meeting, not take part in any discussion, or not take part in any vote called on the matter.

ICAS maintains a register of interests and all Members must complete and return a Register of Interests form when they join Council and update it on an annual basis when requested to do so by or on behalf of the Secretary, or sooner if the form requires to be updated.

3.4 Representation of members

Electoral area Members are representatives of the ICAS Members residing or working in those areas. Members should strive to represent their constituents' interests and keep them informed through their local area network and they should be reasonably accessible to their constituents. Members should take steps to pursue issues that have been raised by constituents, either through Council meetings or through direct meetings or correspondence with ICAS staff.

3.5 Responsibility to Support Boards and Committees

In addition to being members of Council, Members may also be asked to join other ICAS committees, boards, panels or working groups. It is accepted that Members may have professional or other commitments, or there may be circumstances that will make this difficult, but otherwise, Members have a general duty to make themselves available for service on Council committees, boards, panels and working groups and to regularly

² General Data Protection Regulation or equivalent

³ Copies of the current policies can be requested from the Secretary

attend meetings of those bodies so that Council's responsibility for ensuring that high standards of governance are maintained can be shared fairly.

3.6 Council Meetings

Members should commit themselves to attending all Council meetings unless prevented by compelling personal or other professional reasons. While ICAS recognises that a Member's professional commitments need to take precedence, any Member who misses 3 consecutive Council meetings without leave of absence from the President is deemed to have vacated their seat (ICAS General Regulation 5.36.1). Steps will then be taken to fill that seat using the most appropriate method of appointment, co-option or election in line with ICAS Rules and General Regulations.

In addition, where Members have been appointed to other boards or committees, they should also endeavour to attend those meetings in addition to their Council commitment. Where a Council or committee member is unable to attend a scheduled meeting, they should submit their apologies to the Secretary in advance. Where a Council member expects to miss a number of meetings because of illness or other good reason, they should seek a leave of absence from the President. Such a request can be made to the President directly, or through the Secretary.

3.7 Conduct at Meetings

Members are expected to respect the chair of the meeting, their fellow Members, and any other attendees during meetings and remain courteous and respectful to others during Council discussions. Members must not engage in any behaviour towards others which might reasonably be interpreted as discriminatory, bullying or harassment or is intentionally disruptive or antagonistic.

Members are expected to meet ICAS' health and safety and other relevant policies when attending meetings at its offices or other locations.

3.8 Decision-making and accountability

Members accept collective responsibility for enabling Council to meet its strategic aims and objectives and for decisions taken by Council. Members are expected to contribute to discussion and debate freely to enable robust decisions to be made. Members should recognise that decisions with which they disagree may be made by a majority vote in favour. Members must not actively oppose the implementation of decisions that have completed ICAS' due process.

Members must take decisions on the basis of furthering the objects of ICAS. They must not do so in order to gain financial or other material benefits for themselves, their family, or any third party.

Members of ICAS and the public are entitled to expect that a Member will make a decision based on their conscientious assessment of what is in the interests of the profession and public, without regard to their own interests or those of other organisations or individuals.

Members will be required to vote on a variety of matters that form part of Council business. It is the responsibility of each Member to ensure that decisions are made on an informed basis. In reaching a decision, Members should only take into account relevant and material considerations. In addition, Members must not only avoid acting improperly but must also avoid acting in a way that might give grounds for suspicion that they are acting improperly.

3.9 Representing ICAS

Members are required to implement the policies and decisions made by Council. In doing so they must avoid making any statement critical of those policies and decisions in any dealings with external parties.

Members must not represent themselves as speaking officially for ICAS when this is not the case, and they should take care to ensure they are not placed in a position where they might be misrepresented as speaking for ICAS.

Members must take account of their potential audience and choose their method of communication carefully. Members should be wary of using social media. Any comments, social media posts, should be balanced and not misleading or an attempt to mislead. Members should follow the [ICAS policy on social media use](#).

3.10 Integrity, Equality, Diversity and Inclusion

Members must act in good faith and in the interests of ICAS and must seek to ensure that ICAS' reputation is not damaged by their personal activities whilst acting as a Council member.

Members must also follow the principles of mutual respect in all their dealings with others and accept that they may have equally strong or opposing views from their own.

The adoption, promotion and embedding of a culture of equality, diversity and inclusion is a priority for ICAS see [Equality, Diversity & Inclusion - ICAS](#). Members are expected to follow the same approach which is summarised in the ICAS statement on diversity "ICAS is committed to placing equality, diversity and inclusion at the heart of all that we do. With our partner organisations, we are committed to building a diverse membership and workforce that reflects and advances the communities we serve. We aspire to lead our profession in addressing these challenges, to empower trusted professionals to create a better tomorrow."

3.11 Gifts and Hospitality

Members must not use their position on Council to solicit gifts or hospitality personally or for family or business interests.

Members should be aware that the acceptance of any gift or hospitality could compromise their integrity or independence and cause their position on Council or as an ICAS Member to be questioned. Before accepting any gifts or hospitality, Members should consider the implications of the Bribery Act 2010 and comply with any guidance issued by ICAS.

Any gifts or hospitality with a value greater than £50 should be reported to the ICAS Secretary within 14 days of receipt. Gifts must be handed to the ICAS Secretary (who will ensure they are donated to a good cause). Before accepting hospitality, Members should consider the appropriateness of doing so, particularly if the invitation is from a service provider to ICAS, or potential service providers.

3.12 Travel & Subsistence

Members of Council, boards, committees, panels and working groups are entitled to reimbursement of reasonable expenses incurred in connection with their work on behalf of ICAS. By way of general guidance, they should adopt the same approach to incurring expense as they would if they were representing a client or acting on their employers' behalf. If Members are in doubt as to what constitutes reasonable expenses, then they should consult with the ICAS Secretary.

Expense claim forms can be requested by emailing the Executive Office (secretariat@icas.com). Completed expense claim forms and supporting receipts should also be submitted to the same address for processing.

Travel

Members have a responsibility to the wider ICAS Membership to secure the most cost-effective travel arrangements. Travel should be booked as far as possible in advance to secure the best prices and changes in travel arrangements should be minimised to avoid cancellation charges. Travel bookings may be made by Members directly or through the Executive Office (secretariat@icas.com)

Members are expected to book economy or standard class travel (other than for long-haul flights i.e. flights of a duration that exceeds 5 hours), or where advance booking permits a cost-effective alternative.

Members of Council, boards committees, panels and working groups are also expected to exercise their judgement in deciding when taxi travel is necessary and make use of public transport wherever practical.

ICAS will reimburse mileage costs incurred while on ICAS business – details of the current rates can be obtained by emailing secretariat@icas.com

Accommodation

Wherever possible, Members should ask for accommodation used in connection with ICAS business to be booked through the secretariat office. When booking direct, Members should seek the best price available for accommodation. The rate should not exceed £240 per night for London and £140 per night outside London.

Subsistence (not entertaining)

Members are entitled to reimbursement of reasonable personal expenses incurred in connection with their work on behalf of ICAS.

Any costs incurred on meals must be supported by a receipt. The cost of any alcoholic beverages will only be reimbursed if they are taken with a meal and are at a reasonable level, in the discretion of the ICAS Secretary.

Business Meals and Entertainment

The following principles should be applied when considering making a claim for business entertainment:

- Meals and entertainment necessary for the conduct of ICAS business should not be extravagant or unreasonably expensive.
- Business meals are reimbursable only when their purpose is aimed at furthering ICAS business objectives. Entertainment preceding or following a business discussion must be for a business purpose and not solely general goodwill.

3.13 Lobbying Activity

Any lobbying activity undertaken on behalf of ICAS or the accountancy profession will be conducted by members of staff and registered in the ICAS Lobbying Register. Members must not participate in any activity which falls under the provisions of the Lobbying (Scotland) Act 2016 unless requested to do so by Council and must submit the details required to complete the Lobbying Register.

3.14 Appointments to third party organisations

Members may be appointed or nominated by Council to act as a member of another body or organisation. Where this occurs, the Member shall be bound by the rules of conduct of the organisation and the Member's responsibility for any actions taken as a member of such an organisation will be to the organisation in question.

4. ICAS staff

4.1 Dealings with ICAS staff

Members should recognise that ICAS staff are part of the organisational structure that is led by the Chief Executive who is ultimately responsible for the implementation of corporate decisions. Members must not place staff in a position where this principle might be compromised.

When dealing with ICAS staff, Members must work in a professional manner to develop a relationship which is underpinned by mutual understanding and respect for one another. Members must also treat ICAS staff with respect and not engage in any behaviour towards them which could be perceived as discriminatory, bullying or harassment.

4.2 Complaints about ICAS staff

Members of staff are expected to show equivalent consideration and respect to Members however, there may be occasions where Members receive complaints about ICAS staff, or they may wish to raise an issue of concern themselves. Complaints about ICAS staff

should be raised in the first instance with the Chief Executive. If a Member has a concern about the Chief Executive, this should be raised in the first instance with the President.

5. Removal from Office

5.1 Breach of the Council Code of Conduct

Council may, in terms of Rule 11.7 make Regulations to govern the resignation, removal and suspension of Members, including a breach of this Code. Members should refer to General Regulations 5.34 – 5.46 for further details.

An allegation that a Member has breached the Code should be referred to the President in writing, and supported by five Members, including one Public Interest Member in accordance with General Regulation 5.40.2 Full details of the process for handling alleged breaches of the Code are available from the Secretary.

Enforcement of the Code is separate to any professional misconduct complaint that may be made to ICAS in terms of the Investigation Regulations.

5.2 Other Grounds for Vacation of Office

Members shall also be required to vacate office in terms of General Regulation 5.36 if any of the following circumstances apply:

- being absent without leave for three consecutive Council meetings
- being declared insolvent (as defined in the Rules)
- being subject to any disciplinary order under Rule 13.16, or subject to a disciplinary sanction by a statutory body, another accountancy body, or other professional body
- being subject to one or more of the provisions of Rule 13.6
- convicted in the United Kingdom of an indictable offence
- sentenced to imprisonment on summary complaint
- convicted by the criminal courts of any other country of an offence which if committed in the United Kingdom would be an indictable offence or an offence which could result in a sentence of imprisonment
- an order of disqualification from acting as a director has been made against that person or
- a disqualification undertaking under applicable legislation in the UK has been accepted.

5.3 Suspension from Office

Members shall be automatically suspended from office, if they are subject to:

- an Interim Order applied by ICAS under Rule 13.18 or
- a suspension order by a statutory body, another accountancy body, or other professional body.



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 ICAS – The Professional Body of CAS

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