

## MP012: Issue 3

# Code of Conduct for Members of Council

Approved by Council

Date: August 2013

Review:

August 2015

## Introduction

The Royal Photographic Society of Great Britain is a registered educational charity. Members of the Council are trustees. The trustees have duties under charity law.

The most important legal duties and responsibilities of charity trustees are summarised in the Charity Commission's leaflet 'Responsibilities of Charity Trustees'.

This Code of Conduct is not a list of trustees' legal duties, although many of the elements of the code are based on legal principles. The conduct and practices recommended in this Code go beyond what the law requires in some respects, but they are nevertheless intended to be fully consistent with the law.

## Purpose of the Code

To set out the relevant standards expected by trustees in order to maintain the highest standards of integrity and stewardship; to ensure that The Society is effective, open and accountable; and to ensure a good working relationship with the Director General and his/her senior team.

## The Code

### 1. General

- 1.1 Trustees must act with probity, due prudence and should take and consider professional advice on anything in which the trustees do not have expertise themselves.
- 1.2 A trustee must administer The Society and all its assets in the interest of current, potential and future beneficiaries.
- 1.3 Trustees should hold themselves accountable to The Society's stakeholders, including the public, for the Council's decisions, the performance of the Council and the performance of The Society.
- 1.4 Except where legally authorised, trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship of The Society. Nor must a trustee attempt to use his/her status as trustee to gain customer advantage within The Society, e.g. queue jump. The Council should ensure that there are clear written policies on claiming of expenses by trustees.
- 1.5 Trustees must not place themselves under any financial or other obligation to any individual or organisation that might influence them in their performance of their official duties. Should Trustees have any concerns in respect of this clause, they should make a declaration under Trustees' Vested Interests.

- 1.6 Trustees should conduct themselves in a manner which does not damage or undermine the reputation of The Society or its staff, individually or collectively. They should not take part in any activity which is in conflict with the objectives of The Society or which might damage its reputation.
- 1.7 Trustees must make decisions together and take joint responsibility for them. The extent to which any one trustee or a small group of trustees is empowered to speak for or take action on behalf of The Society or the Council must (subject to any specific constitutional rules) be a matter for all trustees to decide together. Such decisions must be recorded.
- 1.8 Trustees must, with the help of the Director General, formulate and review regularly The Society's vision, values and long-term strategy as well as policies for its fulfilment.
- 1.9 With the assistance of the Director General and appropriate professional advisers, trustees must ensure that The Society complies with regulatory and statutory requirements and must exercise overall control over The Society's financial affairs. In addition to compliance with statutory requirements, trustees should have a commitment to the development and implementation of good practice.
- 1.10 Trustees must be familiar with and keep under regular review the rules and constitution of The Society. Any changes must be made in accordance with constitutional and legal requirements.
- 1.11 In order to develop a working knowledge of The Society and to give themselves credibility, trustees should endeavour to maintain links and keep in touch with The Society by regular visits to headquarters and, where practicable, to front line services. Groups and Regions in the U.K. Unless there is a good reason to believe that the Director General's actions are threatening the probity of The Society, all such visits should be notified to the Director General and President.

## **2. Meetings of the Council (Board of Trustees)**

- 2.1 Trustees must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.
- 2.2 Trustees should bring a fair and open-minded view to all discussions of the Council and should ensure that all decisions are made in The Society's best interests.
- 2.3 Trustees must aim to foresee and avoid any conflict of interest. Where one arises, a trustee must at once declare the interest and absent him/herself from any discussion or vote taken on the matter by the other trustees. Any transaction under which the trustee will benefit either directly or indirectly must have proper legal authority.
- 2.4 Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc.) provided to, or discussed at a Council meeting, must remain confidential and within the confines of the Council and must not be discussed outside the trustee body.
- 2.5 Trustees have a responsibility to develop and ensure the maintenance of a properly constituted, balanced and competent Council, including clear procedures for selection, election, training, retirement and, if necessary, removal of trustees, and to ensure arrangements are followed for recruiting the Chair, Vice Chair and other Honorary Officers.
- 2.6 It is important that trustees speak with one voice to administer the affairs of The Society effectively. Council meetings provide the forum for trustees to debate issues and argue their views. Decisions will be made in a democratic manner and where there is not a unanimous consensus of opinion the majority view will prevail. Once this majority view has been decided trustees are required to endorse and support it irrespective of their original personal position on the issue.

### 3. Staff

- 3.1 Trustees must ensure there is a clear understanding of the scope of authority delegated to the Director General.
- 3.2 Policies and strategies agreed by trustees should be expressed in unambiguous and practical terms, so that the Director General and staff responsible for implementing those policies are clear what they need to do. Directions given to the Director General and the staff should come from the Council as a whole.
- 3.3 Trustees should act fairly and in accordance with good employment and equal opportunities principles in making decisions affecting the appointment, recruitment, professional development, appraisal, remuneration and discipline of the Director General and other staff.
- 3.4 Trustees must understand, accept and respect the difference in roles between the Council, the Director General and senior staff, ensuring that the Honorary Officers, the Council, the Director General and his/her senior team work effectively and cohesively for the benefit of The Society and develop a mutually supportive and loyal relationship.
- 3.5 Having given the Director General delegated authority, trustees should be careful - individually and collectively - not to undermine it by word or action.

### 4. Individual Member Guidelines

When responsibilities are delegated by the President or Council to individual Council members, then the following guidelines shall be observed:

- 4.1 Such Council members will be a point of contact for Members who wish issues to be raised with Council or the Advisory Board concerning the delegated area of responsibility.
- 4.2 Such Council members will make themselves familiar with Headquarters and the voluntary structures for the delegated area.
- 4.3 Such members may be asked to prepare proposals for discussions/decision by Council or the Advisory Board.
- 4.4 Such Council members will report back to Council and liaise with the President, Hon. Treasurer or Director General or his staff where appropriate.
- 4.5 Such members must not directly criticise members of staff nor give them orders. They may ask staff to provide information that is relevant to their work. All other instructions must come through the Director General.
- 4.6 Such members may not enter into or sign agreements or contracts with third parties without the express permission of the Treasurer or Director General and then only within the agreed regulations - Finance: Delegation & Control - General.

**Acknowledgement** - This code of conduct is based upon the model developed by ACEVO (the Association of Chief Executives of Voluntary Organisations) which was produced after two extensive rounds of consultation with chairs of trustees, trustees and chief executives. The Charity Commission have welcomed this initiative and have lent support in the preparation of this code.