

## Code of Conduct for members of the Board of Trustees, the Council and their committees

If you have any questions about this code, please contact The Secretary, The National Trust, Heelis, Kemble Drive, Swindon, SN2 2NA, or email [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk).

You can find more information about governance in the [Governance Handbook](#)

The roles of the Board of Trustees and the Council are described in clauses 1.7 and 1.13, respectively of the Governance Handbook, and the roles of the other Governance bodies are described in the relevant sections of the Handbook.

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# Code of Conduct for members of the Board of Trustees, the Council and their committees and panels

## 1. Definitions

In this Code the following words have the following meanings:

<b>‘the Board’</b>	The Board of Trustees of the National Trust as defined in clause 3 of the Scheme
<b>‘Committee’</b>	<ul style="list-style-type: none"><li>(i) Any committee established by the Board in accordance with its powers under clause 12 of the Scheme</li><li>(ii) Any Nominations Committee established by the Council in accordance with its powers under clause 27 of the Scheme and any Committee of Inquiry which may be established by the Council under clause 28 of the Scheme, and</li><li>(iii) Any sub-committee validly set up by a Committee.</li></ul>
<b>‘the Council’</b>	The Council of The National Trust as defined in clause 14 of the Scheme
<b>‘Governance Body’</b>	The Board or any of its committees or the Council or any of its committees
<b>‘the Governance Handbook’</b>	the National Trust’s Governance Handbook as approved by the Board and the Council including those amendments from time to time made to it
<b>‘the Governance Team’</b>	The National Trust staff who assist and are accountable to The Secretary
<b>‘Meeting’</b>	A meeting of the Governance Body in question
<b>‘Member’</b>	A member of the Governance Body in question

<b>‘the Scheme’</b>	The scheme set out in the appendix to The Charities (National Trust) Order 2005 (SI 2005 No. 712), incorporating any amendments made from time to time to that scheme
<b>‘The Secretary’</b>	The officer of the National Trust holding the post of The Secretary or, in his or her absence, such person (including himself or herself) as the National Trust’s Director-General may specify

## **2. The Scheme and the Governance Handbook**

- (1) The National Trust is committed to ensuring that it operates good governance arrangements for carrying out its work. To this end, this Code of Conduct has been prepared for use by volunteer members of the various Governance Bodies of the Trust to assist and guide them in undertaking their governance duties.
- (2) To the extent that this Code conflicts with the express provisions of the Scheme or the Governance Handbook the Scheme or the Governance Handbook, as the case may be, shall prevail.

## **3. Core principles**

In their dealings with and on behalf of the National Trust Members of Governance Bodies should be guided by the following principles:

*Prudence:* Members should deal responsibly and prudently with matters entrusted to them or to the Governance Body on which they sit.

*Selflessness:* Members must act in the best interests of the National Trust and must not improperly seek or accept any financial or other advantage for themselves or people closely connected with them.

*Integrity:* Members must not allow themselves to be placed in a situation where their integrity or independence could justifiably be called into question.

*Accountability:* Members are accountable for their conduct, and should be prepared to justify their conduct.

*Openness:* Members should be open about their decisions.

*Honesty:* Members should be open about their relevant financial and other interests.

*Leadership:* Members should promote these principles and lead by example.

*Equality and diversity:* Members must comply with good practice on equality and diversity issues and promote compliance by others. In this context, 'good practice' includes, but is not limited to, relevant legislation and the National Trust's Equality and Diversity instruction.

*Respect:* Members should follow the principles of mutual respect in all their dealings and be prepared to accept that others may have equally strong views in good faith that differ from their own.

### ***Application of the principles***

#### **4. Role of Members of Governance Bodies**

Members of Governance Bodies, however they are appointed, sit on those bodies not as representatives of any group, but as individuals whose responsibility is to work together to further the interests of the National Trust.

#### **5. Commitment**

- (1) Members should ensure that they have sufficient time to attend meetings and to discharge effectively the other duties properly expected of them.
- (2) Members should commit themselves to preparing fully for and attending Meetings of their Governance Body. Members should seek leave of absence from Meetings only when prevented from attending by compelling personal or professional reasons, which they should relay to the chair before the meeting.

#### **6. Standards of conduct and debate**

- (1) Members must uphold high standards of courtesy and respect in the business, including Meetings, of the Governance Body to which they belong.
- (2) Members should not engage in any behaviour towards other Members or staff which might reasonably be interpreted as discriminatory, bullying or harassment.

#### **7. Collegiality**

Members of a Governance Body should recognise that the Governance Body may make a decision with which they disagree. Members may dissent, but

should not seek to frustrate the implementation of decisions which are properly reached. Nor should Members seek to challenge or undermine, through the media or otherwise than at a meeting of the Governance Body, the decisions reached by the Governance Body.

## **8. Confidentiality**

- (1) Members should assume that, unless the person providing the information says otherwise, any information which Members receive through their membership of the Governance Body is not to be communicated other than to members of that or other Governance Bodies and the staff of the National Trust.
- (2) Members must take all appropriate steps to safeguard information given to them in confidence or which otherwise comes into their possession in circumstances where confidentiality arises. Members may give such information to another Member of the same Governance Body (unless that Member has a conflict of interest which makes it inappropriate for him or her to have access to the information).
- (3) If a Member is put under pressure to disclose information beyond that envisaged in (1) and (2) they should report this straightaway to The Secretary.
- (4) Members are reminded that the Procedures for Meetings set out the arrangements for sharing information between different Governance Bodies.

## **9. Public comment about the National Trust**

- (1) Members must not represent themselves as speaking officially for the National Trust to the media or otherwise when this is not the case, and should take care to avoid as far as possible being placed in a position where they might be misrepresented as speaking for the National Trust.
- (2) Where a Member proposes to make comments to the media relating to the National Trust the Member should before doing so discuss the matter with the chair of the Governance Body on which the Member sits or (if the Member is the chair) with the Chair of the National Trust.

## **10. Accountabilities and communications**

- (1) Members must recognise that National Trust staff are part of a line management structure responsible to the Director-General, and not to any Governance Body other than the Board, nor to individual Members

of any Governance Body. Members must not place staff in any position where this principle might be compromised nor should they make onerous or repetitious requests for information.

- (2) On governance matters directly relating to Members' work on a Governance Body, they should normally communicate in the first instance with the Governance Team. When members visit properties they may wish to introduce themselves to General Managers who will be happy to provide general information.
- (3) Before seeking information directly from staff, Members of Governance Bodies may wish to consider whether it would be more appropriate to route their queries through the Governance Team.

## **11. Preferential treatment**

Members must not seek any preferential treatment regarding the delivery by the National Trust of its services.

## **12. Declaration of interests**

Members must observe the provisions on declaration of interests set out in the annex to this Code.

## **13. Gifts and hospitality**

Members must not accept gifts or hospitality where this might cause their integrity or independence to be questioned.

## **14. Interpretation**

- (1) If a member of a Governance Body needs help interpreting these provisions, or is concerned about how they are being applied, they should in the first instance contact The Secretary.
- (2) If that does not resolve the matter for the Member they should contact the chair of the Governance Body to which they belong or, if they are themselves the chair of that body they should contact the Chair of the National Trust. Members of the Council may, as an alternative, contact the Senior Member if they consider that to be more appropriate.

## **15. Bribery Act**

The Bribery Act ('the Act') was introduced in 2010. The Ministry of Justice sets out the offences of the Act for charitable organisations of offering or receiving bribes, bribery of foreign public officials and of failure to prevent a

bribe being paid on an organisation's behalf. The guidance considers charitable donations to be high risk. For example, if a company tendering to provide services to an organisation with which a National Trust governance volunteer was connected, and offered a large donation to the National Trust in return for the contract or service being awarded, this would be considered an offence under the terms of the Act. Governance volunteers must not commit any act of bribery in relation to their role with the National Trust and should report any bribery proposition made to them in connection with the Trust that may warrant investigation.

## **16. Censure**

- (1) All members of Governance Bodies are expected to work in a way that is consistent with the Code of Conduct. If the Chair considers that a member may have failed to do so the Chair may ask the Council to consider whether that individual(s) should be censured.
- (2) In such rare situations the Council will discuss the situation and the individual(s) concerned will be provided with an opportunity to explain their action or behaviour. After such debate the Council will consider whether the individual(s) have failed to adhere to the Code of Conduct. If it concludes that they have, the Council will determine whether that individual(s) should be censured. A majority will be required to carry both decisions.
- (3) If the Council determines that an individual(s) should be censured the Chair will write to him or her doing so. The Chair's letter will be available to all members of the Council and to Trustees. The Council will also reserve the right to share the letter more widely.

# **Annex: Conflicts of interests and declarations of interests**

## **General points**

- A. The provisions in this Annex may be lawfully waived by simple majority of the members present. It may, for instance, sometimes be useful to have particular individuals present at a discussion notwithstanding their declared interest. However, in general, these provisions should be followed.
- B. Members must declare all relevant interests at the time the matter concerned arises, whether or not those interests have been included in the register of members' interests (see below). In case of doubt, an interest should always be declared.
- C. If a member has an interest which could lead him or her 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, the interest will be deemed to be prejudicial and the Member should not speak or vote on that matter, and may also need to withdraw from the room.
- D. If a member has an interest in a matter where no significant personal gain (or loss) could arise, but has a personal connection or previous involvement in an issue, it will be a matter for the member's discretion (having declared the interest) whether to take part in the proceedings, based on whether he or she feels he or she can bring an open mind to the question.
- E. A member who has identified a potential area of conflict of interest should consult The Secretary.

## **Register of interests**

- F. The following interests (which are not an exhaustive list) on the part of members should be declared in a register of interests to be kept by The Secretary:
  - 1. Posts held in the course of employment or practice, including partnerships and directorships.
  - 2. Any contract for goods, services or works between the National Trust and the member or any firm or organisation in which the member is a partner, director or employee.
  - 3. Any office held in a public or professional body (other than the National Trust).

4. Any position in an organisation which might be affected by decisions taken by the National Trust.
  5. Membership of a body whose principal purposes include influencing public opinion or policy in areas relevant to the National Trust's work.
  6. Any significant financial interest relevant to the National Trust's work.
  7. Membership of a private society or club (other than a religious body), whose activities are likely to be relevant to the activities of the National Trust, provided the body has substantive entry requirements for membership.
  8. The interests of a relative or related-party, where:
    - the member is aware of the interest; and
    - a fair-minded observer might reasonably perceive a conflict of interest.
  9. Registration of an interest does not obviate the need to declare the interest in debate when the need arises.
- G. To register an interest with The Secretary members should use the form which is available on request by emailing [thesecretary@nationaltrust.org.uk](mailto:thesecretary@nationaltrust.org.uk) or by contacting The Secretary.
- H. The register of interests is available via the intranet. The following members of Governance Bodies are entitled to be provided, on written request to The Secretary, with details of entries in the register of interests:
- any member of a Governance Body may be provided with details of the entries relating to other members of that Governance Body
  - Members of a Governance Body may be provided with details of the entries relating to the members of any committee or working group of that Governance Body
  - any member of the Board of Trustees may be provided with details of the entries relating to any member of any Governance Body.
- I. Occasionally governance volunteers may be a director of or employed by an organisation tendering for work with the National Trust. In these circumstances the individual should follow the procurement rules in place at any time. In particular he or she should:

- ensure the chair of their governance body is aware of their intention to tender at the earliest opportunity
- not use their position on that governance body to obtain information that may advantage their tender
- absent themselves from any discussion about the award of the tender
- not be involved any discussions about the award of the tender.
- not be involved in developing the tender specification