

# RSA

## Trustee Code of Conduct (Revised and approved by the Board in November 2011)

As a charity trustee of the RSA, I promise to abide by the fundamental values that underpin all the activity of this organisation. These are:

### **Accountability**

Everything the RSA does will be able to stand the test of scrutiny by its members, the public, the media, charity regulators, stakeholders, funders, Parliament and the courts.

### **Integrity and honesty**

These will be the hallmarks of all conduct when dealing with colleagues within the RSA and equally when dealing with individuals and institutions outside it.

### **Transparency**

The RSA strives to maintain an atmosphere of openness throughout the organisation to promote confidence of its members, the public, stakeholders, staff, charity regulators and Parliament.

In my capacity as a Fellow, member of the Fellowship Council or Regional Committee (if applicable) and as a Trustee I agree to the following which underpin the legal and fiduciary duties of Trustees as follows:

### **Law, policies, mission**

- I will act in accordance with charity law and any other relevant legislation or regulations that impact on any aspect of my role of trustee.
- I will act within the governing document of the RSA and abide by the policies and procedures of the RSA. This includes having knowledge of the contents of the RSA's Royal Charter and Bye-Laws, and relevant policies and procedures.
- I will support the RSA's mission and consider myself its guardian.
- I will not break the law, breach charity regulations or act in disregard of the RSA's policies in my relationship with fellow trustees, staff, volunteers, members, contractors or anyone I come into contact with in my role as trustee.
- I will be respectful, collegial and courteous with all I come into contact with in my role as trustee.

## **Protecting the RSA's reputation**

- My public comments (whether as a Fellow, Fellowship Councillor/Regional committee member, if applicable, and Trustee) will reflect current RSA policy even when these do not agree with my personal views. I will not speak, write or disseminate information to or in the media (whether print, broadcast or social media) on RSA matters that the Board is ultimately responsible for (including but not limited to strategy, management, research, public affairs, publications, programming, governance and relations with Fellows) without the prior knowledge and approval of the CEO or Chair.
- When prior consent has not been obtained, I will inform the Chair or CEO at once when I have spoken to the media or in a public forum.
- When speaking as a private citizen, I will strive to uphold the reputation of the RSA and those who work in it.
- I will at all times strictly maintain organisational, trustee board and individual confidentiality.

## **Personal gain**

- Unless specifically and lawfully authorised to do so, I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.
- If I decide to make any claim for expenses, I will document expenses and seek reimbursement according to procedure.
- I will not accept substantial gifts or hospitality without prior consent of the Chair.
- I will use the resources of the RSA responsibly, when authorised, in accordance with procedure.

## **Relations with employees of the RSA**

- I will treat all employees of the RSA with dignity and respect and behave in a responsible and courteous manner at all times.
- I understand that individual trustees do not hold the staff to account, rather the staff are held to account through the CEO.
- I understand that complaints about employee performance should be made to the CEO, rather than to the employee in question. Similarly I understand that under employment law, the Board of the RSA is the employer and that employees can lodge grievances about Trustee behaviour, as well as claiming a number of statutory remedies against the RSA: for example, constructive or unfair dismissal. If requested by the CEO, I will not deal directly with a member of staff/ or staff members.
- I understand that in accordance with employment law, I can be sued personally for discrimination, by an employee of the RSA in respect of race, sex, age, sexual orientation, disability and religion/belief.

## **Conflicts of Interest**

- I will always strive to act in the best interests of the RSA and its present and future members.
- Unless lawfully authorised, I will not put myself in a position where my personal interests conflict with my duty to act in the interests of the RSA.
- I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.

- I will submit to the judgment of the trustee board and do as it requires regarding potential conflicts of interest.

#### **In the boardroom**

- I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by the RSA.
- I will abide by trustee board governance procedures and practices.
- I will strive to attend all trustee board meetings, giving apologies ahead of time to the Secretary to the Board (Chair) if unable to attend.
- I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting.
- I will honour the authority of the Chair and respect his or her role as meeting leader.
- I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- I will accept a majority board vote on an issue as decisive and final and will support the Board's decision publicly.
- I will maintain confidentiality about what goes on in the boardroom unless authorised by the RSA or trustee board to speak of it.

#### **Enhancing governance**

- I will participate in induction, training and development activities for trustees.
- I will continually seek ways to improve trustee board governance practice.
- I will support the Chair in his/her efforts to improve his/her leadership skills.
- I will support the CEO in his/her executive role and, with my fellow board members, seek development opportunities for him/her.

#### **Breach of this Code**

- I understand that as a Charity Trustee I can be personally liable for a breach of trust which falls outside the RSA's Trustee Indemnity policy eg recklessness.
- I understand that a breach of Trustee Code of Conduct may result in my conduct being referred to the Trustee Board and under Bye-Law 9b (vii) could lead to my removal as a Trustee.
- I understand that a breach of Trustee Code of Conduct may result in my conduct being referred to the Nominations Panel under Bye-law 13.8. The Nominations Panel will consider whether my conduct has materially disrupted the working of the RSA or has brought or, on a reasonable view, has risked bringing the RSA into disrepute or is otherwise inimical to the best interests of the RSA. This could lead to my expulsion as a Fellow, which would lead to my automatic removal as a Trustee.

#### **Cessation of Office**

- I will, if at all possible, give three months' notice of my intention to resign.
- If I am disqualified to act as a Trustee under the Charities Act 1993, I will immediately notify the Chair of the RSA.

Signature.....Date .....