

THE BRITISH DEER SOCIETY

Code of Conduct for Trustee/Directors

THE BRITISH DEER SOCIETY

ROLE OF TRUSTEES/DIRECTORS

- 1 Trustees/Directors are nominated by members of THE BRITISH DEER SOCIETY (the Company) in accordance with the Company's Articles of Association. While nominations are at the discretion of the nominating members, it is important that Trustees/Directors can demonstrate certain qualities, skills and experience. While all Trustees/Directors need to have certain qualities, such as integrity and commitment, not every Trustee/Director will need to have the full range of experience needed by the Board as a whole. While all Trustees/Directors need to have a broad understanding of the principles of wild deer management, they do not all need to be technical experts: the Company also needs individuals with experience of business management or relevant professional skills.

The Trustees may at any time co-opt any person duly qualified to be appointed as a Trustee subject to approval at the next AGM.

- 2 Each Trustee/Director must have:
 - a commitment to the success of the British Deer Society
 - a willingness to devote the necessary time and effort
 - a commitment to promote the BDS
 - a willingness to effectively communicate
 - integrity
 - strategic vision
 - good, independent judgement
 - an ability to think creatively
 - a willingness to speak their mind
 - an understanding and acceptance of the legal duties, responsibilities and liabilities of trusteeship
 - an ability to work effectively as a member of a team.
- 3 The Board need continuing skills and experience particularly in the following areas:
 - strategic planning
 - conservation/land management
 - business and financial management
 - major fundraising
 - marketing
 - an understanding of the workings of government and the wider public sector
 - public affairs, public relations and communications
 - a general understanding of the law as it applies to charities
 - personnel management
 - information technology

4 Skills/Time required of Trustees/Directors:

Trusteeship is a serious responsibility, and requires an active role in its governance. New Trustee/Directors need to appreciate that reading papers, attending meetings, and remaining informed about the charity's activities and the environment in which it operates requires time and self-sacrifice.

5 All Trustee/Directors are required to be guided by the Code of Conduct appended to this document.

CODE OF CONDUCT FOR TRUSTEE/DIRECTORS

1. Introduction

1.1 Trustee/Directors have legal duties and responsibilities. The most important of these are summarised in the Charity Commission's leaflet **The Essential Trustee: What you need to know** (CC3). The Directors of a charitable company are charity Trustees and have duties under company law as well as charity law.

1.2 This Code of Conduct is not a list of Trustee/Directors' 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 fully consistent with the law.

2. Purpose of a Code of Conduct

2.1 To set out the relevant standards expected by Trustee/Directors in order to maintain the highest standards of integrity and stewardship; to ensure that the British Deer Society is effective, open and accountable; and to ensure a good working relationship with the General Manager and the Management Team.

3. The Code

General

3.1 Trustee/Directors must act with probity, due prudence and should consider taking professional advice on any matter of significance to the Company where they do not have expertise themselves.

3.2 Trustee/Directors must administer the organisation and all its assets in accordance with the Memorandum and Articles of Association of the Company as approved by the Charity Commission

3.3 Trustee/Directors should hold themselves accountable to the Company's members, including the public, for the Board's decisions, the performance of the Board and the performance of the Company.

3.4 Except where legally authorised, Trustee/Directors must not gain financial or other material benefit for themselves, their families or their friends from their Trustee/Directorship of the charity.

3.5 A Trustee/Director must not place him/herself under any financial or other obligation to outside individual organisations that might influence him/her in the performance of his/her official duties.

3.6 Trustee/Directors should not conduct themselves in a manner which would damage or undermine the reputation of the British Deer Society, or its staff individually or collectively.

- 3.7 Trustee/Directors should make decisions together and take joint responsibility for them. The extent to which any one Trustee/Director or a small group of Trustee/Directors is empowered to speak for or take action on behalf of the Company or the Board must (subject to any specific constitutional rules) be a matter for all Trustee/Directors to decide together. Such decisions must be recorded.

Responsibilities

- 3.8 The Board of Trustee/Directors is responsible, with the help of the General Manager and Management Team for formulating and reviewing regularly the Company's vision, values and long-term strategy as well as policies for its fulfilment. They should also set and agree targets and evaluate performance against them.

- 3.9 With the guidance of the General Manager and appropriate professional advisors, Trustee/Directors must ensure that the Company complies with regulatory and statutory requirements and must exercise overall control over its financial affairs to ensure the financial stability of the Trust. In addition to compliance with statutory requirements, Trustee/Directors should have a commitment to the development and implementation of good practice.

- 3.10 Trustee/Directors must be familiar with and keep under regular review the Memorandum and Articles of Association of the Company. Any changes can only be made in accordance with constitutional and legal requirements.

- 3.11 Trustee/Directors should safeguard the Company's good name, its assets and ensure the proper investment of its funds.

- 3.12 In order to develop a working knowledge of the Company, Trustee/Directors should endeavour to maintain links and keep in touch by regular visits to its headquarters and, where practicable, to regional operations in the UK. Unless there is a good reason to believe that the General Manager's actions are threatening the probity of the organisation, all such visits should be made by arrangement with the General Manager.

Meetings of the Board of Trustee/Directors

- 3.13 Trustee/Directors must strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively.
- 3.14 Trustee/Directors should bring a fair and open-minded view to all discussions of the Board and should endeavour to ensure that all decisions are made in the charity's best interests.
- 3.15 Trustee/Directors must aim to foresee and avoid any conflict of interest. Where one arises, a Trustee/Director must at once declare the interest and absent

him/herself from any discussion or vote taken on the matter by the other Trustee/Directors. Any transaction under which the Trustee/Director will benefit either directly or indirectly must have proper legal authority.

- 3.16 Confidential information or material (relating to users, beneficiaries, members, staff, commercial business, etc) provided to, or discussed at a Board meeting must remain confidential and must not be discussed outside the Board of Trustee/Directors.

Staff

- 3.17 Trustee/Directors must ensure there is a clear understanding of the scope of the authority they have delegated to the General Manager and Management Team.
- 3.18 Policies and strategies agreed by Trustee/Directors should be expressed in unambiguous and practical terms, so that the General Manager and staff responsible for implementing those policies are clear what they need to do. Directions given to the General Manager and the staff should come from, or on behalf of, the Board as a whole and should be in writing.
- 3.19 The Board of Trustee/Directors is responsible for appointing the General Manager and must 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 General Manager and other staff.
- 3.20 Trustee/Directors must understand, accept and respect the difference in roles between the Board, the General Manager and Management Team, ensuring that the Board, the General Manager and Management team work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship.
- 3.21 Having given the General Manager and Management Team delegated authority, Trustee/Directors should be careful – individually and collectively – not to undermine it by work or action.

THE BRITISH DEER SOCIETY
TRUSTEE/DIRECTORS - OTHER MATTERS

1. Induction and Training

1.2 An appropriate programme of induction will be created for each Trustee/Director.

2. Payments to Trustee/Directors

2.1 It is a basic principle of charity law that Trustee/Directors should not be placed in a position where there could be a conflict between trusteeship and their own personal interests, nor should they derive any personal benefit from their work as Trustee/Directors.

2.2 Trustee/Directors are not, however, expected to contribute at their own expense. Trustee/Directors can reclaim reasonable out of pocket expenses to cover necessary travel, accommodation, telephone, postal costs, and authorised attendance at conferences, seminars or training events. Normally, payment will only be made against receipts.

3. Personal Liability

3.1 As the Company is limited by guarantee, its Trustee/Directors, as the members of the company, are only liable to the sum of £10 each in most instances. However, the benefits of limited liability are not comprehensive and Trustee/Directors can still be personally liable for such things as:

- breaches of trust under charity law
- breaches of their fiduciary and statutory duties as company directors
- fraudulent trading.

3.2 As an additional safeguard, the Company carries Charity Indemnity (formerly known as Directors' and Officers' Liability) insurance.

3.3 Although their responsibilities may seem onerous, it is important that potential Trustee/Directors have a balanced perspective of the risk of personal liability. It is most unlikely that a Trustee/Director who has behaved honestly and reasonably will suffer financial loss as a result of their trusteeship.