

The Role of RSPB Council Members

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The RSPB is the UK's largest nature conservation charity with a history going back to 1889, inspiring everyone to give nature a home. We protect threatened birds and wildlife so our towns, coast and countryside will teem with life once again. We also play a leading role in a worldwide partnership of nature conservation organisations.

RSPB Council is the governing body of the RSPB. This document describes the role of RSPB Council and their position within the charity. It also covers the role of individual Council Members, who are the charity trustees.

1. The RSPB's Legal Structure

The RSPB is a non-statutory corporation, incorporated by Royal Charter. As a chartered corporation, the RSPB can do anything that an ordinary individual can do unless it is restricted explicitly or implicitly by the RSPB's Charter and Statutes (its governing document) or by law.

The RSPB's Charter was originally granted in 1904 and, together with the Statutes, provides the rules under which the RSPB operates. Supplemental Charters were granted by Her Majesty the Queen in 1957 and 1996. Amendments to the statutes were approved by the Privy Council in 2010. A new Supplemental Charter and amendments to the statutes were granted by Her Majesty the Queen in Council in July 2014.

The RSPB does not 'belong' to the members in the sense that a company with a share capital belongs to its members. The financial and other contributions from members are donations freely made to a charity and do not confer on the membership any rights of 'ownership'.

The RSPB is also a registered charity, which brings it within the orbit of legislation that regulates the activities of charities. Its charitable status is conditional upon the Society acting for the public benefit. Our principal charity regulator is the Charity Commission for England and Wales (registration number: 207076), but, as charity law is devolved, we must also comply with charity legislation in Scotland and Northern Ireland and with the requirements of the Office of the Scottish Charity Regulator (OSCR) (registration number: SCO37654) and the Charity Commission for Northern Ireland. The charity is also subject to various other regulators, including HMRC.

The RSPB's commercial activities are undertaken by its wholly-owned trading subsidiary, RSPB Sales Limited, and all profits are donated under Gift Aid to the RSPB. The principal activity of the company is the sale of goods by mail order and through retail outlets. The RSPB also has a number of other subsidiaries established for specific purposes, as shown in its accounts, which are publicly available on the RSPB website or via the Charity Commission.

The RSPB has global operations with nature reserves located across all four countries of the UK, programmes of work in UK Overseas Territories, and species and habitat recovery work around the world. The RSPB's main headquarters is in Sandy, Bedfordshire, with country headquarters for Scotland, Northern Ireland and Wales in Edinburgh, Belfast and Cardiff; and regional offices in England, Scotland and Wales.

The RSPB is the UK Partner organisation of BirdLife International, which is a charity and a company limited by guarantee, of which the RSPB is a director. BirdLife International is the global partnership of conservation organisations that strive to conserve birds, their habitats and global biodiversity, working with people towards sustainability in the use of natural resources.

2. Purpose of the RSPB's Council

The Council is the ultimate controlling body of the RSPB. Council has responsibility for directing the affairs of the organisation, ensuring it is solvent, well-run, compliant with the law and its governing document, and delivering the outcomes for which it was set up.

Members of RSPB Council are the RSPB's "charity trustees", defined in the Charities Act 2011 as "the persons having the general control and management of the administration of the charity", which makes them subject to the legal duties assigned to charity trustees by law. Throughout this document the members of the Council are referred to as "the Trustees".

The Trustees are answerable to the charity regulators and the High Court in regard to the conduct of the RSPB's affairs in accordance with charity law. This includes ensuring that the RSPB's funds are raised and applied for its charitable purposes for the public benefit, wisely used and not squandered or wasted.

The RSPB is a membership charity - its members play a role in the governance of the charity and certain decisions are subject to the approval of the membership. The powers of the membership are specified in the Statutes.

It is important to note that the RSPB, like all registered charities, exists to deliver “public benefit”, and therefore the responsibility of Council for the general management and conduct of the RSPB is to the public and not the members. The judge as to whether the Council has properly conducted its affairs is the Attorney General who has the ultimate sanction of withdrawing the RSPB’s Charter.

3. Composition of Council

Council comprises a maximum of eighteen persons broadly made up of two categories of Trustees. The first category are those who tend to have specific portfolio responsibilities, and includes the Chairman of Council, the Treasurer, and the Chairmen of the Council Sub-Committees: these trustees are nominated by the Council. The second category, the majority, is comprised of ten trustees nominated either by the membership or else by the Council.

Ideally, the Trustees should come from backgrounds which together cover the range of Council functions and from a geographic and demographic spread. Collectively, the Trustees’ contributions include a very wide range of expertise, and emerging requirements are kept under review by the Nominations Committee. In recruiting Trustees the RSPB takes account of whether a person has legal capacity to act as a charity trustee (see Appendix 1).

The Trustees are appointed in accordance with the Statutes. They are nominated either by Council itself or else by members, and formally appointed at the charity’s AGM. Council also has the power to co-opt trustees in between AGMs where a vacancy on Council has arisen.

A Trustee holds office from the close of the AGM at which he/she is appointed until the close of the AGM in the fifth year following that of his/her appointment. A person will not normally be eligible to be nominated for a further period in the same office but in exceptional circumstances the Council may resolve that a person may be nominated for a further period not exceeding five years.

4. The Role of Council

Council has a primary duty to ensure the RSPB’s effective delivery of its charitable objects for the benefit of the public. Council members do not act in a capacity defined by geography, in ensuring that the Society’s charitable resources are deployed most effectively at a global scale. They act as trustees of a charity that operates worldwide, and which derives its legitimacy within UK civil society and within an international, federated partnership for nature conservation. The role of Council is defined in the RSPB Charter and Statutes and its operations reflect the principles of good governance set out in the Charity Governance Code published in July 2017, which can be found online here: <https://www.charitygovernancecode.org/en/>

Council is responsible:

- for the charity’s mission, purpose and values;
- for its legal responsibilities of oversight and stewardship;
- for major decisions about resources, programs, policies and services,
- for ensuring that the impact of the RSPB activities on all its stakeholders is considered and managed.

We see our stakeholders as:

- our beneficiaries in the natural world as evidenced through conservation science;
- our supporters (and particularly our members);
- the public;
- special interest groups of all sorts;
- partners;

- funders;
- our workforce (past, present and future).

4.1 Modes of operation

Council operates in three modes: fiduciary mode (monitoring, review and assurance), strategic mode (contribution to and approval of strategies), and generative mode (consideration of long term trends and developments). The arrangement of its committees reflects these modes: committees with defined membership and quorum requirements (Finance and Audit, Nominations) tend to assist with fiduciary matters; committees with more open membership (including non-trustees) and quorum requirements tend to consider strategic and generative questions.

4.2 Delegation

While Council manages the business of the RSPB, it may (and does)

- delegate to the Chief Executive the exercise of all the powers of the Society except for those that are reserved to the Council. ... The Chief Executive may delegate any of his/her duties, functions or tasks to Officers or staff of the Society (statute 4.2.4)
- delegate any of its functions to any [formally established] committee (statute 4.2.2.1).

4.3 Practical responsibilities and duties:

- Compliance with the Charter & Statutes. These are available online and a copy is also provided to all Trustees.
- Awareness of the Charity Commission's core guidance on the legal duties of Trustees ("*CC3: The Essential Trustee: what you need to know, what you need to do*"). This is available online and a copy is also provided to all Trustees.
- Participation in the regular business of RSPB Council, which:
 - Determines the medium/long term strategy for the RSPB as a whole and for the key components of the RSPB's work.
 - Agrees the annual budget and work priorities, as informed by the RSPB's Strategies, in consideration of the solvency, financial strength and efficiency of the organization.
 - Considers and approves policies.
 - Approves the positioning of the RSPB, where this influences the external image and perception of the RSPB by the public and its other audiences.
 - Takes decisions where long term legal commitments are made, e.g. land purchase.
 - Monitors performance against strategic goals and annual objectives.

See Section 6 below for how this work is done.

- Dealing with the appointment (and if necessary the dismissal) of the organisation's Chief Executive:
 - Supervision of the CEO is overseen by the Trustees but is delegated to the Chairman of Council. Arrangements are in place covering all normal aspects of a staff/manager relationship i.e. objectives, performance appraisal, remuneration, support & development. The remunerations procedure, discharged by the Chairman and the Treasurer, reviews the Chief Executive's remuneration taking into account factors such as performance and salaries paid in comparable organisations. Arising from this, Council is responsible for setting and reviewing the salary of the Chief Executive, who in turn is responsible for setting and reviewing the salaries of the Management Board.
- Setting and maintaining a framework of delegation and internal control:
 - Council must monitor what it has delegated to sub-committees and to management, both formally through annual review of work programmes, and through the Chairman's review of the performance of the Chief Executive and informally through individual Trustees' observation and contacts.
- Agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation - financial, reputational or otherwise:

- Management Board maintains a comprehensive register of all risks that have the potential to undermine RSPB's capacity to deliver its objectives. This is reviewed annually and Council is invited to consider whether it is satisfied that all significant risks have been identified and are being managed satisfactorily.

5. Support and Delegation

It is recognised that the Trustees generously give significant time and their expertise without financial benefit to themselves. Given the scale and scope of the RSPB, Council is supported in its role by various sub-committees and a range of specialists who are retained either permanently or on an 'as required' basis. Many tasks are of course also delegated to the Chief Executive and to other staff. Notwithstanding the reliance on such persons, ultimate accountability cannot be delegated so it is important that Council satisfies itself as to the efficacy of these arrangements.

5.1 Sub-Committees

The Statutes allow Council to give to sub-committees "the power to resolve any matter that is not reserved to Council ...". Some powers of Council cannot be delegated and in practice the committees will not usually make decisions but will make recommendations for Council to decide. Council is currently supported by three main sub-committees, each reporting directly to Council: Finance and Audit, Conservation, and Communications. There is also a Pensions advisory subcommittee, a Nominations Committee and a remuneration procedure, each accountable directly to Council. Policy and strategy are also influenced by the Country Advisory Committees.

The role of the Finance and Audit Committee is to review financial performance, the financial plan and the internal and external audit processes, to act as the conscience of the RSPB in probity terms, and to report on these to Council. It oversees contracted-out financial functions such as pensions and investment.

Conservation Committee formulates and approves the Society's conservation policy; considers and approves the annual conservation objectives, and monitors progress; considers and approves the land acquisition strategy and recommends to Council individual acquisitions and disposals.

The role of the Communications Committee is to consider and recommend to Council policies and strategies concerning the public reputation of the RSPB, its education activities and its communications, including the role and development of adult and junior membership, and to monitor progress.

There is also a Board of Pension Trustees which comprises Council members together with management and staff representation.

5.2 Staff

Day-to-day running of the organisation is delegated to the Chief Executive who is in turn supported by a Management Board appointed by him/her, who are in turn supported by the rest of the RSPB's staff. Three key mechanisms enable Council to delegate in this way whilst retaining effective control:

- In brief, Council approves the corporate strategy. Work programmes and budgets are informed by this strategy and approved by Council. Outcomes are reported regularly to Council and in turn, used to inform subsequent work programmes, budgets and ultimately strategies.
- Terms of staff authority for entering into financial transactions are approved in principle by Council and operated within the RSPB Operating Framework, with relevant control measures in place (such as budgetary and expenditure control). The levels are reviewed annually and strike a balance between control and pragmatic delegation.

- Internal and external audit functions have formal reporting lines to Chairs of Council and of Finance and Audit. Their activities are steered by Council (in practice, Finance & Audit) to ensure the control mechanisms operate satisfactorily.

6. How the work of Council is done

The Council's working methods have the aim of striking a suitable and productive balance between discussion of important issues of policy and monitoring of the RSPB's work.

Regular meetings

Council and its committees operate to a schedule of quarterly meetings. All trustees are automatically members of both the Conservation and Communications committees, which currently meet on the same day as each other. As such, including Council meetings, all Trustees are expected to attend c.12 meetings (i.e. comprised in eight days) a year, along with the RSPB's Annual General Meeting and Members' day/weekend. They are also expected to attend an Induction Day when first appointed and relevant trustee training. If a Trustee sits on additional sub-committees, there will be additional meetings to attend.

Keeping informed

Following initial induction, Council papers and periodic pre-meeting briefings are the most important means of Council members keeping up to date. Trustees are expected to read the papers provided for their meetings. Should a Trustee wish to know more, follow-up visits can be made to any part of the organisation – the Council Coordinator will make the necessary arrangements. There is also an annual Council Weekend hosted by one of the Country or Regional offices during which Council is able to meet staff on the ground and be briefed on a wide range of RSPB work. All Council members are invited (partners may also attend, charged on a cost-covering basis).

6.1 Decision making by Council

The Statutes provide that decisions can be made by Council either:

- (i) in face to face meetings; or
- (ii) by conference call if all participants can hear each other; or
- (iii) by resolution in writing signed by all the trustees.

Decisions that fall to be taken by Council will normally be progressed in one of two ways:

- (i) Either staff will identify the need for a Council decision and will prepare a paper containing facts, background and choices together with a recommendation
- or
- (ii) Council will identify a need and ask the Chief Executive to have a paper prepared.

In their decision making, Council and Country Committee members have a duty to avoid, declare and manage any conflicts of interest in any matters being considered by Council. See Appendix 2 for the RSPB's "Guidance on conflicts of interests and the acceptance of gifts and hospitality".

Decisions made by Council tend to include: changes to the corporate structure or the composition of committees; strategic direction, annual strategy, financial strategy, annual financial plan, fundraising strategy, subscription rates, risk appetite; policy on ethics and values, remuneration, corporate social responsibility, fundraising, investment, financial reserves, pensions, conservation policy, positioning and matters of sensitivity, appointment of investment advisors and lawyers; the scheme of delegation; statutory filing, property disposals and acquisitions, litigation, and major campaigns. Conservation policy decisions are normally taken at Conservation Committee provided they are reported to the next Council meeting.

Policy formulation

Where key policies and strategies are concerned, appropriate committees, and in particular the Country Advisory Committees, are usually asked to consider and give views on the overall broad principles at an early stage, with the staff then working up the policy in detail for final consideration. Timescales and the nature of particular policy areas may mean getting early views is not always possible.

Monitoring

Reports which present information in a concise format will permit Council or Committees to monitor how the Society is doing in achieving the objectives set for the year as part of the work programme process, internal and external volatility that might change the work programme, and any failures of process and control.

Structure of papers

To help the Trustees in their reading and to enable discussion to be focused, papers provided to the Trustees will be structured to be as concise as the subject matter will permit, to begin with a summary of the content, and to have a clear statement of what Council is asked to note/discuss/decide/approve.

7. Financial benefits to Trustees

Council Members do not receive remuneration for performance of their duties. Expenses such as travel and accommodation costs arising from the RSPB's business will be reimbursed, and Directors' and Officers' Liability Insurance will be purchased on their behalf (a summary of this policy can be requested).

8. Using Council Members' Skills

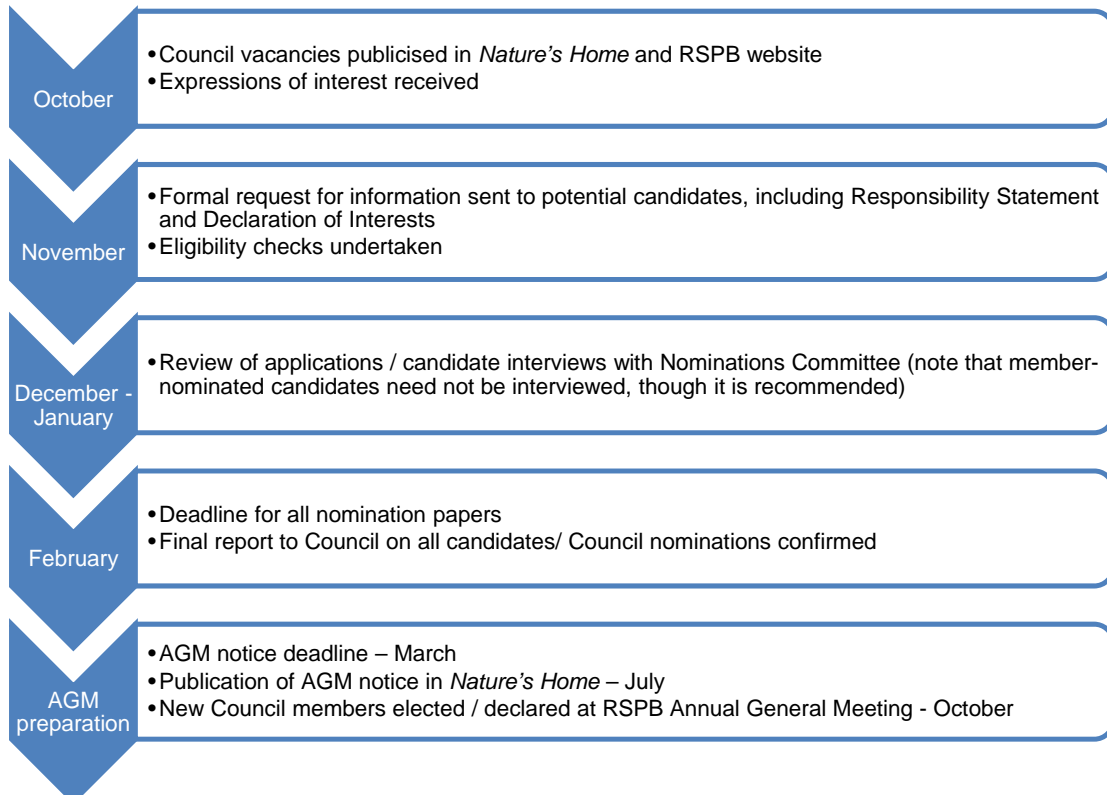
Apart from the contribution that Council Members can make through the Committees, the RSPB welcomes the active engagement of Council members with particular skills beyond the scope of formal meetings in a voluntary capacity: for the avoidance of doubt, Trustees should make it clear when they are acting in the capacity of a Trustee, and when as another type of volunteer.

Appendix 1 RSPB Governance Model

<p>The operation of Council reflects a hybrid structure (where ultimate control rests with Council working in concert with the membership as defined in the constitution), aiming to deliver the RSPB's charitable objects, manage the impact of the RSPB in support of those objects and on all its stakeholders by setting out the charity's broad goals and operating guidelines (within the context of external law and regulation), paying attention to stewardship of the charity's assets, major decisions about the deployment of resources, and deeper inquiry into the wider operating environment, while ensuring accountability to the public, to members, and to other interested groups.</p>		
<p>Council should be regarded as the RSPB's 'ultimate' third line of defence.</p>		
<p>In fiduciary mode</p>	<p>In strategic mode</p>	<p>In generative mode</p>
<p>Aside from reserved matters, Council should have four thematic areas for monitoring and review: strategic outcomes; risk, opportunity and appetite, culture and values, significant failures of process and control (by exception).</p>	<p>Council should contribute to strategy by agreeing the method RSPB uses to develop strategy; by contributing knowledge about the external operating environment (including at a local level); by acting as a wise counsellor and a 'critical friend'; and by final approval of the strategy.</p>	
<p>Approval of policies should normally be limited to positioning, ethics and values, conservation policy and matters of sensitivity.</p>		
<p>Appropriate committees oversee financial and investment performance, fundraising profitability and conduct, contribution to public benefit, audit, health and safety, environmental performance, and financial reports. Committees report on their proceedings to Council.</p>		<p>Council committees should participate in generative thinking, jointly with the officers of the charity, engaging in deeper inquiry, exploring values, optional courses, new ideas and root causes (for long term external and internal trends).</p>
<p>Council delegates the development of strategy and the day-to-day running of the organization to the Chief Executive and in turn to the Directors via the Management Board, and to the workforce.</p>	<p>Council delegates the assessment of the impact of its proposed policies on its stakeholders to its committees, jointly with officers.</p>	
<p>Council will use formal and informal visits, conversations with staff, volunteers and members and formal papers and presentations to keep itself informed. Such papers will be appropriately flagged and tabled so as to help identify their purpose.</p>		

Appendix 2 stages

Appointment process for RSPB Council: key stages



Appendix 3 Capacity to Serve as a Trustee of the RSPB

The following circumstances either will or could prevent a person from legally being able to act as a Trustee. Not all of these circumstances will be an absolute legal bar to appointment, but would need to be considered carefully to protect the RSPB and the prospective Trustee. As such, all prospective Trustees are required to notify the Council Coordinator if any of the following circumstances apply.

1. You have been convicted of any of the following offences, unless that conviction is a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974.
 - Any offence involving dishonesty or deception
 - An offence to which Part 4 of the Counter-Terrorism Act 2008 applies (see sections 41 to 43 of that Act).
 - An offence under section 13 or 19 of the Terrorism Act 2000 (wearing of uniform etc, and failure to disclose information).
 - A money laundering offence within the meaning of s.415 of the Proceeds of Crime Act 2002.
 - An offence under any of the following provisions of the Bribery Act 2010—
 - section 1 (bribing another person)
 - section 2 (offences relating to being bribed),
 - section 6 (bribery of foreign public officials),
 - section 7 (failure of commercial organisations to prevent bribery).
 - An offence under section 77 of the Charities Act 2011 (contraventions of orders relating to the suspension of trustees etc. and appointment of interim managers).
 - An offence of—
 - misconduct in public office,
 - perjury,
 - perverting the course of justice.
 - An offence which has been superseded (directly or indirectly) by an offence specified above.
 - In relation to any of the above offences:
 - an offence of attempt, conspiracy or incitement to commit the offence;
 - an offence of aiding, abetting, counselling or procuring the commission of the offence;
 - an offence under Part 2 of the Serious Crime Act 2007 (encouraging or assisting) in relation to the offence.
2. You have been made bankrupt or sequestration of your estate has been awarded and (in either case)—
 - You have not been discharged, or
 - You are the subject of a bankruptcy restrictions order or an interim order.
3. You have made a composition or arrangement with, or granted a trust deed for, creditors and have not been discharged in respect of it.
4. You have been removed as a trustee, charity trustee, officer, agent or employee of a charity by an order made by the Charity Commission for England and Wales under section 79(4) or by the Charity Commission for England and Wales or the Charity Commissioners for England and Wales under a relevant earlier enactment (as defined by section 179(5)), or by the High Court, on the ground of any misconduct or mismanagement in the administration of the charity for which you were responsible or which you knew of and failed to take any reasonable step to oppose, or which your conduct contributed to or facilitated.
5. You have been removed, under s.34(5)(e) of the Charities and Trustee Investment (Scotland) Act 2005 (asp 10) (powers of the Court of Session) or the relevant earlier legislation (as defined by s.179(6) of Charities Act 2011), from being concerned in the management or control of any body.
6. You are subject to
 - a disqualification order or disqualification undertaking under the Company Directors Disqualification Act 1986 or the Company Directors Disqualification (Northern Ireland) Order 2002 (S.I. 2002/ 3150 (N.I.4)), or
 - an order made under section 429(2) of the Insolvency Act 1986 (disabilities on revocation of county court administration order).

7. You are subject to
 - (a) a moratorium period under a debt relief order under Part 7A of the Insolvency Act 1986;
 - or (b) a debt relief restrictions order or interim order under Schedule 4ZB to that Act.
8. You have been found to be in contempt of court under Civil Procedure Rules for—
 - (a) making a false disclosure statement, or causing one to be made, or
 - (b) making a false statement in a document verified by a statement of truth, or causing one to be made
 (Unless, if it had been a conviction for which you were dealt with in the same way, would be a spent conviction for the purposes of the Rehabilitation of Offenders Act 1974)
9. You have been found guilty of disobedience to an order or direction of the Charity Commission of England and Wales on an application to the High Court under s. 336(1) of the Charities Act 2011.
10. You are a designated person for the purposes of—
 - Article 1 of the Terrorist Asset-Freezing etc Act 2010, or
 - the Al-Qaida (Asset-Freezing) Regulations 2011.
11. You are subject to the notification requirements of Part 2 of the Sexual Offences Act 2003.
12. You have been disqualified by the Charity Commission of England and Wales under Section 181A of the Charities Act 2011.
13. You have been cautioned for a disqualifying offence against a charity or involving the administration of a charity.
14. Under the law of a country or territory outside the United Kingdom you have been convicted in respect of an offence against a charity or involving the administration of a charity, and the act which constituted the offence would have constituted a disqualifying offence if it had been done in any part of the United Kingdom.
15. You have been found by Her Majesty's Revenue and Customs not to be a fit and proper person to be a manager of a body or trust, for the purposes of paragraph 4 of Schedule 6 to the Finance Act 2010 (definition of charity for tax purposes), and the finding has not been overturned.
16. You do not satisfy HMRC's "Fit and Proper Persons Test" (see [HMRC help sheet](#))
17. You were a trustee, charity trustee, officer, agent or employee of a charity at a time when there was misconduct or mismanagement in the administration of the charity, and—
 - You were responsible for the misconduct or mismanagement,
 - You knew of the misconduct or mismanagement and failed to take any reasonable step to oppose it, or
 - your conduct contributed to or facilitated the misconduct or mismanagement.
18. You were an officer or employee of a body corporate at a time when the body was a trustee or charity trustee for a charity and when there was misconduct or mismanagement by it in the administration of the charity, and
 - you were responsible for the misconduct or mismanagement,
 - you knew of the misconduct or mismanagement and failed to take any reasonable step to oppose it, or
 - your conduct contributed to or facilitated the misconduct or mismanagement.
19. You lack the mental capacity to manage your own affairs.
20. You consider that any other past or continuing conduct of yours, whether or not in relation to a charity, is damaging or likely to be damaging to public trust and confidence in charities generally or in the RSPB.

Appendix 4 Guidance on Conflicts of Interest, the Registration of Interests and the Acceptance of Gifts and Hospitality

Conflicts of Interest

Trustees have a legal obligation to act in the best interests of the RSPB and in accordance with the RSPB's Charter and Statutes. Therefore they have a duty to declare and manage "conflicts of interest". In law, trustees must avoid putting themselves in a position where their duty to act only in the best interests of the charity could conflict with any personal interest they may have.

A "Conflict of interest" is any situation in which a Trustee's personal interests or loyalties could, or could be seen to, prevent them from making a decision in the best interests of the Charity. Such conflicts may create problems as they can:

- Inhibit free discussion
- Result in decisions or actions that are not in the interest of the RSPB
- Risk the impression that the RSPB has acted improperly

The existence of a conflict of interest does not indicate that anyone is at fault. However, it is important to identify conflicts so that they can be managed appropriately and do not prevent decisions being made in the best interests of the charity.

In some circumstances a conflict of interest will be so significant that the RSPB may determine it is not in the best interests of the charity to appoint a particular prospective Trustee.

Registration of interests

One key way that conflicts are identified is by the Trustees and prospective Trustees completing the Declaration of Interests form.

To protect both the RSPB and the individuals from the appearance of impropriety, all the Trustees must register their interests using this Declaration. Likewise, non-Council Committee members and senior staff members are asked to register their interests because they will influence decisions on important issues.

What constitutes an interest?

Details of the types of interests to be registered are shown on the attached form. Interests can be those that result in both financial and non-financial benefit, and also where no benefit arises to a Trustee but there is a loyalty (for instance to a trustee's employer or another charity of which they are a trustee).

For the purposes of identifying conflicts or potential conflicts of interest, the interests of a "connected person" are treated as your own. This is because it could be argued that you will receive indirect benefit from the arrangement. The law defines a "connected person" as including:

- an immediate member of your family (a child, stepchild, parent, grandchild, grandparent, sibling, spouse, civil partner or any person living with you as your partner);
- a business partner of you or your family;
- an institution including a trust, controlled by you, your family or your business partner or a combination of those people;
- a corporate body, including a company, in which you, your family or your business partner or a combination of those people have a "substantial interest" – i.e. one fifth or more of the nominal value of the share capital or voting rights;
- In relation to some transactions the romantic or business partners of your family.

A contract to supply goods and services to an RSPB subsidiary should be treated as if it were directly with the RSPB.

If you are not sure what to declare, or whether/when your declaration needs to be updated, please err on the side of caution. As a guide, consider whether the public or members of the RSPB might consider that your judgement on an issue would be affected by your interest. If you would like to discuss the matter further, please contact the Council Coordinator on 01767 693208 for guidance.

The information that you provide will be recorded on a Register of Interests, which is maintained by the Council Coordinator.

To be effective, the Register of Interests needs to be updated at least annually and when any changes occur. It is the responsibility of the individual trustee to notify the Council Coordinator when changes occur and to review their interests annually when reminded by the Council Coordinator.

Further guidance is provided by the Charity Commission in their document "[Conflicts of Interest: a guide for charity trustees](#)" (May 2014).

Data Protection

The information that you provide on the Declaration of Interests Form will be processed in accordance with the data protection principles set out in the Data Protection Act 1998. The information will be copied onto a Register of Interests, which will need to be updated as changes in your circumstances occur and also reviewed on an annual basis. The purpose of the RSPB collecting this information is to assess whether potential conflicts of interest could affect the suitability of candidates for trusteeship and, for those who are appointed, to identify, monitor and manage conflicts of interest and potential conflicts of interest so that Council and committee members demonstrably act in the best interests of the RSPB. The information will be shared only as required for those purposes, including but not limited to the RSPB's legal advisors and auditors, the Council Coordinator and the Chairs of Council and its committees as required. The information will not be used for any other purpose unless your consent is obtained, except as required by law, where the RSPB can pass on personal data without consent for example for the purpose to prevent and detect crime, and as required by appropriate regulators of the RSPB. The information will be held securely and if you are not appointed will be deleted unless required for the RSPB's records.

If you have any questions about how the information you provide on the Declaration of Interest Form will be used please contact the Council Coordinator in first instance.

What to do if you face a conflict of interest

Even if you have registered an interest, you are still obliged to declare any interest that you have in a matter under discussion at a meeting at which you are or will be present, or for which you might see the papers. You should do this as soon as you become aware of a potential conflict, ideally before the meeting. An opportunity to declare and note an interest in specific areas is provided at the start of each Council and committee meeting. If another trustee or the Council Coordinator are aware of your interest and you do not declare it, they must raise the issue.

In any matter in which it is possible that a conflict of interest will arise, you are not permitted to vote on such a matter or to influence any decision or count towards the quorum of that decision. You should also leave the room during the discussion of that item of business, unless invited to remain for such a part of the meeting as, in the view of the other Council Members, is necessary to inform the discussion (Statute 4.9.6).

However, the requirement to declare an interest does not prevent you from participating in discussions where the benefit you might receive is enjoyed by all members of the RSPB or a significant number of others.

The Council Coordinator or Committee Secretary will record all declarations of interest made at a meeting within the minutes of that meeting together with the actions taken to manage the conflict of interest.

Interests in matters determined outside of a meeting of Council

Decisions about matters in which you have an interest will often be taken outside of a meeting of Council. Clearly, it would be inappropriate to attempt to influence those decisions.

Gifts and Hospitality

It is rare for Council Members to accept a gift or hospitality in connection with their role with the RSPB save for that received in direct connection with their work for the RSPB (e.g. attending a dinner with the objective of promoting specific RSPB interests to fellow diners). Where the actual or estimated value is in excess of £75, details should be provided in writing to the Council Coordinator who will maintain a record of these.

Other benefits

Trustees are not legally permitted to obtain a benefit from their charity, directly or indirectly, unless they have adequate legal authority to do so either through the RSPB's Statutes or through general charity legislation such as the Charities Act 2011 or through express Charity Commission consent. The RSPB's Statutes permit trustees to benefit in limited circumstances, for instance through sale of assets to the charity, but only if specific conditions are met. One such condition is that the trustee's interest is properly declared and managed in accordance with the Statutes. Relevant provisions of the Charities Act 2011 would also have to be complied with. For these purposes, a "trustee benefit" is considered by the Charity Commission for England and Wales to be "any instance where money, or other property, goods or services, which have a monetary value, are received by a trustee from the charity." Benefits to connected persons such as family members and connected businesses should be treated as a benefit to the trustee.

Trustees are reminded that payments or other benefits granted to them, including those to connected persons need the specific approval of Council before they are made or any contract giving rise to such payment is entered into. The trustee should inform the Council Coordinator promptly of such an issue, so that the RSPB will be able to ensure that any conflicts of interest are dealt with appropriately and consider whether the benefit meets the conditions to be legally authorised.

Recording of Trustee interests in the Annual Report and Financial Statements

The RSPB is legally required to record in its annual report and financial statements the details of any payment or benefit that a trustee receives from a contract to supply goods or services to the RSPB or its trading companies. Other material benefits that a trustee receives from the RSPB will also usually need to be recorded.



Appendix 5 RSPB Declaration of Interests/Related Party Transactions

Name (please print)

As a Trustee/non-Council committee member of the RSPB, I disclose the following **interests**:

<i>Category of Interest</i>	<i>Details of your interest</i>
<i>Current employment and any previous employment (including consultancies) in which you continue to have a financial interest.</i>	
<i>Appointments (voluntary or otherwise) e.g. trusteeships, directorships, local authority memberships, tribunals etc.</i>	
<i>Membership of any professional bodies, special interest groups or mutual support organisations.</i>	

<p><i>Investments in unlisted companies, partnerships or other forms of business, shareholdings exceeding 5% of the issued share capital, and beneficial interests.</i></p>	
<p><i>Any contractual relationship with the RSPB or its trading company since last declaration (or currently in place, if this is the first). Please provide itemised details of each contract, the date that this was (or will be) entered into and its value, including VAT.</i></p>	
<p><i>Interests of a connected person (as defined in the RSPB's guidance) in relation to the above categories that may be relevant to your role with the RSPB.</i></p>	
<p><i>Any other interests that are not covered by the above.</i></p>	
<p><i>Gifts or hospitality offered to you or a connected person in the last 12 months by external persons or bodies in connection with your role as a trustee of the RSPB and whether they were declined or accepted.</i></p>	

I undertake to update as necessary the information provided.

I consent for this information to be used for the purposes stated in the RSPB's Guidance on Conflicts of Interest, the Registration of Interests and the Acceptance of Gifts and Hospitality, revised 2016.

Signed:

Date: