

RSPB Statement of Governance

The RSPB's purpose

The objects of the RSPB as set out in its Royal Charter are to:

- 1) promote the conservation of biological diversity and the natural environment for the public benefit, in particular but not exclusively by:
 - a. conserving wild birds and other wildlife, and the environment on which they depend; and
 - b. protecting, restoring and recreating habitats. This includes raising public understanding and awareness of, and providing information on, such matters.
- 2) advance education of the public in conservation of the natural environment.

We exist to save the home we share with nature, and seek to achieve this in three main ways:

- We act to save birds and other threatened wildlife, guided by science.
- We protect, restore and create habitats on land and at sea, benefitting wildlife, our climate and people.
- We connect people with, and inspire and empower them to act for, nature.

We know that birds, other wildlife and the habitats on which these depend are interconnected – all part of the web of life, or biological diversity. We recognise that the health and resilience of our society and economy is dependent on the health and sustainability of the planet's ecosystems.

Our purpose is to make things better for the public good, by tackling the causes of harm and restoring nature. We believe that we will have the greatest impact if our strategy is informed by the values of our supporters, but also by our understanding of the state of species and ecosystems.

We fulfil our purpose through scientific research, direct conservation delivery, public and political advocacy and education. The Society believes that in delivering a public benefit, we are effective because we bring the breadth of our capabilities to bear on the complex challenges facing species and ecosystems.

Legal structure

The RSPB is a non-statutory body incorporated by Royal Charter. The charity originated in 1889. Our Charter was originally granted in 1904 and, together with the Statutes, it provides the rules and guidelines under which the RSPB operates. The most recent revision followed a thorough constitutional review process, leading to the current Charter and Statutes and the new Bye-Laws. The Privy Council approved our new Charter and Statutes in February 2019. The new Bye-Laws were first introduced by Council in March 2019 and will be updated from time to time.

The RSPB is a globally based, unitary charity working on its own behalf in England, Wales, Scotland, Northern Ireland and the UK Overseas Territories, and throughout the world in collaboration with BirdLife International and others. The headquarters are in England with

country headquarters in Cardiff (RSPB Cymru), Edinburgh (RSPB Scotland), Belfast (RSPB NI) and Birmingham (RSPB England), with a network of local offices, and with nature reserves throughout the United Kingdom.

The RSPB's membership stands at well over one million members, making it one of the largest voluntary wildlife conservation organisations in the world.

The RSPB is the UK Partner of BirdLife International (registered charity number 1042125), the global partnership of conservation organisations that strives to conserve birds, their habitats and global biodiversity and works with people towards sustainability in the use of natural resources.

Scale of RSPB's operation

The RSPB is the UK's largest nature conservation charity, inspiring everyone to give nature a home. With the support of more than one million members, and together with our partners, we protect threatened birds and wildlife so our towns, coast and countryside will teem with wildlife once again. Our vision is a world richer in nature.

The RSPB has:

- More than a million members, including over 200,000 youth members
- A workforce of c.2,000 established staff and more than 17,000 registered volunteers
- More than 210 nature reserves covering over 150,000 hectares, home to 80% of the most rare or threatened bird species in the UK; our nature reserves receive in excess of 2.5m visits a year
- A UK headquarters, three national offices and a network of regional offices
- Expenditure approaching £100m per year for charitable purposes
- Financial reserves that meet the requirements of the organisation's operating strategy
- Multi-million pound (£) conservation projects overseas, in Belarus, Sierra Leone, Sumatra and the Ukraine
- A network of more than 155 community-based local groups, more than 300 youth groups

The RSPB's commercial activities are undertaken by its wholly-owned trading subsidiary, RSPB Sales Limited, and all distributable profits are donated under Gift Aid to the RSPB. RSPB Sales Limited was incorporated as a company limited by shares in 1992 to conduct trading activities in support of the RSPB's charitable objectives. The principal activities are the sale of goods by mail order and through retail outlets, consulting and advice, farming, publications, trade and catering, lottery, commercial and direct fundraising. The company is registered under company number 02693778.

March Farmers (Washland) Limited, a company limited by shares (registration number 01039814). This entity is a wholly-owned subsidiary acquired in 2008 to secure the leasehold interest in land adjacent to the Nene Washes reserve in Cambridgeshire. Through the March Farmers Habitat Restoration project, the former arable land is being restored to floodplain grazing marsh.

Farming for Nature, a company limited by guarantee (registration number 07982175), incorporated in 2012. This entity is being used in collaboration with United Utilities, from whom the company leases land on the Haweswater Estate in Cumbria, to deliver habitat

restoration, drive improvements to water quality and benefit a range of upland wildlife while maintaining a viable farming enterprise.

RSPB Oronsay, a Scottish Limited Partnership of which the RSPB is the General Partner. This entity was established in 1996 to carry out the business of farming and nature conservation on the island of Oronsay.

RSPB Cayman Islands Nature Limited, a wholly-owned subsidiary and a non-profit company limited by shares, registered in the Cayman Islands (registration number 304647). This entity was established in 2015 to promote the conservation of biological diversity and the natural environment through the acquisition of land to create or extend nature reserves in the Cayman Islands.

The RSPB holds a 33% joint venture interest in Yayasan Konservasi Ekosistem Hutan, a non-profit organisation registered in Indonesia established to facilitate the acquisition and management of the Harapan Rainforest in Sumatra. The results have not been included in these accounts; to do so would not materially alter them.

The RSPB holds a 33% interest in Gola Rainforest Conservation LG, a non-profit company limited by guarantee registered in Sierra Leone and established to conserve and help fund the Gola Rainforest National Park.

Governing body

The governing body is the RSPB Council, which comprises up to 18 Council members). Current members are listed overleaf. These include the Chair of Council, the Treasurer and other committee chairs. The Council may nominate any person to the honorary office of President and appoint any person as Vice President. The President and Vice Presidents are not Council members and take no part in making or influencing decisions of the Council.

Council sets policy and is responsible for the conduct of the RSPB's affairs and for ensuring that the Charity operates in accordance with the Royal Charter, the Statutes, the Bye-laws and the law.

Members of RSPB Council are the charity's trustees. These are defined in the Charities Act as 'the persons having the general control and management of the administration of the charity'.

RSPB Trustees have, and must accept, ultimate responsibility for directing the affairs of the organisation, ensuring it is solvent, well-run, and delivering the outcomes for which it was set up. This encompasses:

- Ensuring compliance with the objects, purposes and values of the RSPB and with our governing documents, the RSPB's Royal Charter and Statutes.
- Setting or approving policies, plans and budgets to achieve those objectives, and monitoring performance against them.
- Ensuring the solvency, financial strength and good performance of the organisation.
- Ensuring the RSPB complies with all relevant laws, regulations and requirements of its regulators.
- Setting and maintaining a framework of delegation and internal control.
- Agreeing or ratifying all policies and decisions on matters which might create significant risk to the organisation, financial or otherwise.

- Consideration and mitigation of risks to the reputation and effective operation of the organisation.
- Dealing with the appointment (and if necessary the dismissal) of the Chief Executive.

Council is currently supported by several committees with specific roles, each reporting directly to Council, each of which meets four times each year. Other subcommittees are established from time to time, in every case accountable directly to Council.

- Finance, Audit and Risk Committee reviews financial performance, the financial plan, the internal and external audit processes and the approach to risk management, and reports on these to Council.
- Nominations Committee reviews the pattern of trustee retirement, identifying the skills and experience required to ensure Council's effectiveness, oversees the checks to be conducted prior to nomination and scrutinises the applications and nominations received.
- 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.
- Fundraising and Communications Committee considers and recommends to Council policies and strategies for insuring public support for conservation as well as for the public reputation of the RSPB, its education activities and its communications. This includes the role and development of adult and junior membership, and monitors progress and the conduct of fundraising.
- Country Advisory Committees for Scotland, Northern Ireland, Wales and England advise on RSPB policy, review the impact the charity has locally, and take on any duties specifically delegated to them from time to time. These committees consist of a majority of non-trustees and are chaired by a Council member.

Separately a Board of Pension Trustees comprises Council members together with management and staff representation.

Council and its committees operate to a schedule of quarterly meetings. All trustees are automatically members of both the Conservation and Fundraising and Communications committees, which currently meet on the same day. Including Council meetings, trustees are expected to attend c.12 meetings a year, along with the RSPB's Annual General Meeting, Members Weekend, periodic corporate events, and activities arranged specially for trustees.

The day-to-day management of the Charity is delegated by Council to the Chief Executive and carried out by directors within the Management Board

Approach to governance

Unlike the majority of commercial bodies, which operate what is known as the 'agency' or 'shareholder model', RSPB, like many large charities, operates the 'stakeholder model' or governance in which the long term impact of major decisions is evaluated in a way that reflects the interests of a wide range of stakeholders, primarily the charity's beneficiaries, but also the members, partners, workforce, regulators etc. To do this effectively, the Council needs to operate in three modes: fiduciary (stewardship), strategic (implementation of a theory of change in support of public benefit) and generative (the needs of the further future).

The RSPB is committed to the highest standards of governance, and we use the Charity Governance Code to check our ways of working. The principles of the code concern:

1. Organisational purpose
2. Leadership
3. Integrity
4. Decision-making, risk and control
5. Board effectiveness
6. Diversity
7. Openness and accountability

Leadership

The Council Members Trustees (Council Members) are elected or declared elected by the membership at the Annual General Meeting, and normally serve for a period of five years, retiring on a rotational basis. Ten Council Members are nominated by the membership or Council. Council nominates the Trustees who are the Chair, Treasurer, the Country Committee chairs for Northern Ireland, Scotland, Wales and England and the two other Council Members, normally the chairs of the Conservation and the Fundraising and Communications Committee.

Prospective trustees are given information about the RSPB and the duties of trustees, and make a formal confirmation of their willingness to serve. Following their election to Council, each trustee receives an in-depth briefing pack outlining their role, duties and accountabilities, together with information about the RSPB, its policies, structures and work. Each trustee completes a register of interests and related party transactions: this register is updated annually and whenever any changes occur. An induction day, taking a strategic look at the roles and responsibilities of trustees and management, is provided to each new trustee. They are also offered opportunities to learn more about specialist areas of our work, through individual meetings with employees and site visits to nature reserves throughout the UK, and specific training on important areas of work. A special weekend event is held each year in an area of high nature conservation importance, focusing on species and habitat management work being undertaken. Similar events are held for the Country Advisory Committees.

The RSPB has developed frameworks to guide and describe how we want to work:

- Our ethical principles describe how we want to engage with the world: more information about these principles follows.
- Our brand values are how we want to be thought of, by our supporters, stakeholders and the wider public.
- Our cultural values underpin how we go about our work and how we relate to each other.
- Our code of conduct describes how each member of the workforce behaves.
- Our competency framework describes the behaviours we expect from our workforce when performing their roles.

These form part of the induction for our whole workforce and are included as part of everyone's annual Career Performance and Development Plan (CPDP).

Integrity

Trustees, and the Council collectively, have ultimate responsibility for the charity's funds and assets, including its reputation.

Our first ethical principle is Beneficiaries First. The interests of our beneficiaries and the cause we work for are at the heart of everything we do. To ensure we have the greatest impact, we:

- Carry out our purpose to provide the greatest impact for universal public benefit and for our cause with integrity, regardless of whether this might initially be deemed to have a negative impact on the RSPB's reputation, operation or leadership.
- Enhance trust in the RSPB by considering scientific evidence as part of how we operate and by listening and responding to our beneficiaries, facilitating engagement and communication.
- Ensure that all relevant policies and procedures are drawn up with the interests of our beneficiaries in mind.
- Promote and seek support from, or collaboration with, organisations and individuals with goals and values that are consistent with those of the RSPB, while exercising due diligence in understanding the ethical standards of partners and individuals.

Our second ethical principle is Environment. Nature needs us now more than ever. This means we continually need to adapt and change the way we work to achieve our vision of a world richer in nature.

Our conservation work has a huge and positive environmental impact by preserving and restoring natural habitats for people and wildlife. To ensure we have the greatest positive impact for nature, we are working to reduce the footprint of all our operations through our environmental management systems and policies. In this we are guided by our alignment with the 10 principles of the UN Global Compact, the world's largest corporate sustainability initiative, covering human rights, labour, environment and anti-corruption principles. For environmental management we:

- support a precautionary approach to environmental challenges (principle 7);
- undertake initiatives to promote greater environmental responsibility (principle 8); and
- encourage the development and diffusion of environmentally friendly technologies (principle 9).

Decision-making, risk and control

The RSPB is a large and complicated organization. We strive for decision-making processes that are rigorous and efficient, incorporate effective delegation, and are informed by assessments of risk and control. This builds on our approach to integrity, which is our third ethical principle.

This builds on our approach to integrity, which we treat as an ethical principle in its own right. For us upholding the highest level of institutional integrity and personal conduct includes:

- Ensuring appropriate systems are in place to help guarantee that all decisions are well-considered and free from conflict of interest, such as our delegation, decision-making, assurance and project management frameworks.
- Ensuring our resources are managed responsibly and our funds are properly protected, applied and accounted for, including policies and procedures to combat the risk of bribery, fraud, corruption and extortion; systems and processes to enable auditing of expenditure, enabling money, funding and grants to be tracked from receipt to expenditure.

Decision-making

RSPB Council delegates authority to the Chief Executive Officer and to the staff. There is a detailed schedule of delegation in place which is re-confirmed annually. We have systems and policies in place to monitor these delegations. Major strategic, financial and policy decisions are reserved to Council and its committees, all of which have formal terms of reference. Our approach to integrity includes alignment with a key part of the UN Global Compact:

- Businesses should work against corruption in all its forms, including extortion and bribery (principle 10)

In support of this we have developed anti-bribery and anti-money laundering policies which are built into our procurement processes.

Risk management

The trustees are responsible for identifying and managing the major risks facing the charity. Risk management is considered in every aspect of the RSPB's work: managing large areas of countryside, much of it visited by many people, entails risk and demands constant attention. In response to the recommendations set out in the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102), the trustees consider risk management in a broad and strategic manner, considering all relevant internal and external factors that might alter or undermine the capacity of the charity to fulfil its charitable objectives, its mission and its strategy. Risk registers, risk mapping and internal audit provide assurance of the following areas of risk and control:

- delivery of our strategy and projects within risk appetite,
- our responsibility to staff, volunteers, supporters, and visitors, and in particular to safeguard the well-being of vulnerable individuals
- our reputation, including our environmental credentials
- our compliance with relevant law and regulation;
- our physical assets, including land, buildings, data, technological and financial assets
- retaining and building know-how;
- protecting and growing our sources of income

Reviews assess each of the major risks and the effectiveness of the arrangements for managing them. The resulting report is scrutinised by Council. The trustees confirmed that they are satisfied with such arrangements and identified a number of strategic risks for the year ahead that represent, by their nature, both opportunity and challenge, which are described elsewhere in this report. The RSPB will work to limit any possible negative impact on the delivery of our charitable objects and to secure all possible positive outcomes in line with our overall risk appetite.

Control

We have a clear framework for monitoring our effectiveness, we have risk registers that cover the full range of financial and non-financial risks and we operate the 'three lines of defence' model for risk control and monitoring, which separates execution from control policies and from audit; and maps and rates the control framework. We use both internal and external auditors. Council approves a plan for internal audits, and a full review of external audit service provisions is undertaken periodically with the active involvement of suitably experience trustees.

Board effectiveness

The board of a charity has a key impact on whether the charity thrives. The tone it sets through its leadership, behaviour, culture and overall performance is critical to success. What does RSPB do to ensure that its Council works as an effective team, using the appropriate balance of skills, experience, backgrounds and knowledge to make informed decisions

Trustee vacancies are advertised via the RSPB website and the members' magazine. The appointment process is rigorous, including interviews and due diligence checks, and the involvement of Council's Nominations Committee, and each Council member adheres to a formal Code of Conduct. Every year we conduct a review of the skills our trustees bring to the Council, and an overall review of Council's effectiveness. We conduct an appraisal for the Chair of Council every year. We also check our ways of working to ensure full alignment with the Charity Governance Code.

Equality, diversity and inclusion

Diversity, in the widest sense, is essential for boards to stay informed and responsive and to navigate the fast-paced and complex changes facing the voluntary sector. Boards whose trustees have different backgrounds and experience are more likely to encourage debate and to make better decisions. The term 'diversity' includes the nine protected characteristics of the Equality Act 2010 as well as different backgrounds, life experiences, career paths and diversity of thought.

Council's Nominations Committee pays particular attention to diversity. Unconscious bias training has been made available to all Council members, and Council has received briefings on equality, diversity and inclusion. Annually, Council reviews a report on diversity at the RSPB which includes specific targets, including for Council's own diversity. Council has made and continues to make changes to its ways of working to support growing diversity and ensuring a wider range of views can be heard through reports from the four Country Advisory Committees.

Openness and accountability

Trust that we deliver public benefit is fundamental to our reputation and success, and by extension, the success of the wider charitable sector. Making accountability real, through genuine and open two-way communication that celebrates successes and demonstrates willingness to learn from mistakes, helps to build this trust and confidence and earn legitimacy.

Our fourth ethical principle is openness. We try to create a culture where donors and supporters, our workforce of staff and volunteers, our institutional partners, as well as the wider public, can see and understand how we work, how we deal with problems when they arise and how we spend our funds. This means we:

- Operate a presumption of openness and transparency; subject to complying with existing legal and regulatory requirements, be willing to share information about how we work, ensuring it is easily accessible.

- Publish (predominantly on our website):
 - our annual reports: this includes a section explaining how our purpose, mission and values are being fulfilled
 - our reports, briefings and position statements relating to the delivery of our purpose
 - our approach to safeguarding, bullying and harassment
 - our approach to modern slavery
 - our complaints procedure
 - our ‘Speak up’ policy
 - information on any gender pay gap
 - our approach to equality, diversity and inclusion
 - our policies on reserves, investments, fundraising, remuneration and conflicts of interest

The right to be safe

Every person who volunteers with, works for, or comes into contact with us, should be treated with dignity and respect and feel that they are in a safe and supportive environment.

This is our fifth ethical principle. It means we:

- Stand against and have a clear approach to prevent abuse of trust and power including bullying, intimidation, harassment, discrimination or victimisation in all our activities.
- Create a culture that supports the reporting and resolution of allegations, suspicions or concerns about abuse of any kind or inappropriate behaviour.
- Ensure that anyone working or volunteering for us understands the expectations placed upon them, and provide the relevant training to support them in meeting their responsibilities.
- Ensure that anyone who works or volunteers for us has access to proper support and advice if they experience or witness unacceptable behaviour, raise a concern or make an allegation. about the actions of others, don't feel safe.
- Stand against all forms of forced and compulsory labour and for the effective abolition of child labour.

Main responsibilities of RSPB trustees

As defined in the Statutes, and further detailed in the table below, the powers reserved to Council are:

- Approval of RSPB policies¹ and the amendment thereof
- Approval of the corporate strategy
- Adoption of the annual budget, the annual report and the annual accounts
- Approval of the remuneration policy (including pensions) for RSPB staff
- Purchase and sale of land and property in excess of £250,000 (figure determined by Council)
- Various matters specifically reserved to Council in the Charter and Statutes.

Management	
Manage the business of the Society	Section 6 Charter
Make and amend Statutes	Section 10 Charter
Make, amend and suspend Bye-Laws	Section 11 Charter
Exercise all powers of the Society	Cl. 4.1 Statutes
Delegate any of its functions	Cl. 4.2.1 Statutes
Delegate management of investments to Financial Expert	Section 5.e Charter

¹ Defined further in the Scheme of Delegation

Membership	
Prescribe different classes of members	Cl.2.3 Statutes
Terminate a membership	Cl. 2.4.5 Statutes
Elect Honorary Members	Cl. 2.3.2 Statutes
Members' meetings	
Convene members' meetings	Cl.3.3 Statutes
Consider requests for general meeting by members	Cl. 3.3.2 Statutes
Determine form of general meeting	Cl. 3.4.1 Statutes
Appoint Chair of general meeting	Cl. 3.7 Statutes
Permit proxy votes at general meeting	Cl. 3.10.1 Statutes
Appointments	
Nominate Category A and B Council Members	Cl. 5.3.2 Statutes
Determine to hold ballot on election of Council Members	Cl. 5.4.4 Statutes
Fill casual Council vacancy	Cl.5.5 Statutes
Remove Council Member (including the Chair)	Cl. 5.8.1 (v) Statutes
Approve the remuneration of Council Members ²	Cl. 5.10 Statutes
Allow conflicted Council Member to receive benefit (subject to conditions)	Cl.5.11.2 Statutes
Appoint, appraise and remove Chair of Council	Cl. 4 Bye-Laws
Appoint, appraise and remove Chief Executive	Cl. 5.1 Bye-Laws
Nominate President and appoint Vice President(s)	Cl. 6.1 Statutes
Appoint Life Vice President	Cl. 6.2 Statutes
Remove President, Vice President or Life Vice President	Cl. 6.3.2 Statutes
Approve the appointment of and dismiss members of Advisory Committees	Bye-Laws
Corporate governance	
Establish and dissolve Committees	Cl. 3.1 Bye-Laws
Delegate any of its functions to committees	Cl. 3.1. Bye-Laws
Prescribe terms of committees	Cl. 3.4 Bye-Laws
Approve volunteer or local groups	Cl. 7 Bye-Laws

Role of RSPB Members

Members also play a role in the governance of the RSPB. In general, members have a duty to act in the best interests of the purposes for which the RSPB exists. The specific role of members of the RSPB in governance is shown in the table below:

Elect Council Members ³ (in general meeting)	Section 6 Charter
Approve a revised/new Charter (in general meeting requiring $\frac{3}{4}$ majority vote)	Section 9 Charter
At an Annual General Meeting, receive a report from the Council, to receive the accounts for the previous financial year, to elect or declare as elected the new Council Members from those nominated in accordance with the Statutes and Bye-Laws, to elect auditors and to conduct any other business as the Council may decide.	Cl. 3.2.2 Statutes
Request an EGM (signed by $\frac{1}{2}\%$ of Members entitled to vote)	Cl. 3.3 Statutes
Vote for or against Council Members	Cl. 5.4.1b Statutes

² Anticipated to be very rare in practice

³ Note that while the Chair of Council is a position determined by the Council Members, the Chair's status as a Council Member remains dependent on election by RSPB members

Demand ballot on a resolution at general meeting (at least 50 members) and vote on ballot	Cl. 3.13.1. Statutes
Nominate Category B Council Members (not less than 14 members for a nomination)	Cl. 5.3.4 Statutes

General requirements of RSPB trustees

Charity trustees have the ultimate responsibility for directing the affairs of a charity and ensuring that it is solvent, well-run, and delivering the charitable outcomes for the benefit of the public for which it has been set up. Their duties include running the charity in compliance with legislation and regulations, exercising their duty of prudence and their duty of care. Charity trustees may be personally liable for any debts or losses that the charity faces in the event of breach of those duties. The Charity Commission's guidance is that trustees must:

1. ensure your charity is carrying out its purposes for the public benefit;
2. comply with your charity's governing document and the law;
3. act in your charity's best interests;
4. manage your charity's resources responsibly;
5. act with reasonable care and skill;
6. ensure your charity is accountable.

Collectively, RSPB Council should have the skills, knowledge and experience to govern the charity economically and effectively. Trustees are expected to be able to think creatively, probe facts, challenge assumptions, monitor activities and display good independent judgement.

In order to fulfil their duties and ensure proper governance of the organisation, potential trustees will be able to demonstrate the following (proportionate to the scale and complexity of the organisation as set out in 'Scale of RSPB's operation' above). This includes:

- An ability to assess financial information to ensure the organisation's finances and financial reserves are managed in accordance with its charitable objectives
- An understanding of the legal and regulatory framework governing charities
- An ability to think strategically and analytically
- Knowledge of risk management and compliance issues
- An understanding of the devolution processes/administrations within the UK
- The necessary time to be an effective trustee
- They are not disqualified by law from serving as a charity trustee

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