

# NATIONAL RIFLE ASSOCIATION

## Code of Conduct for Trustees

Adopted by Council on 10<sup>th</sup> December 2022

### 1. Introduction

1.1. In this Code:

‘Association’	means the National Rifle Association;
‘Bylaw’s	means the Bylaws of Council;
‘Commission’	means the Charity Commission for England and Wales;
‘Guidance’	means guidance published from time to time by the Commission;
‘Group’	means the Association and NSC;
‘NSC’	means The National Shooting Centre Limited;
‘Royal Charter’	means the Royal Charter that incorporated the Association;
‘Second Schedule’	means the Second Schedule to the Royal Charter

1.2. All Trustees have legal duties and responsibilities which are summarised in the Guidance *The essential trustee: what you need to know, what you need to do* (CC3).

1.3. The Council, as the governing body of the Association, is responsible for the entire management of the Association and the direction of all its affairs in accordance with the Second Schedule.

1.4. Trustees must:

1.4.1. comply with the Association’s governing document and the law;

1.4.2. act in the Association’s best interests;

1.4.3. manage the Association’s resources responsibly;

1.4.4. act with reasonable care and skill; and

1.4.5. ensure the Association is accountable.

1.5. Trustees who act in breach of their legal duties can be held responsible for the consequences that flow from such a breach and for any loss the charity incurs as a result.

1.6. The Association is only permitted to carry out charitable activities that fall within the scope of its charitable objects. Commercial activities are carried out by NSC.

1.7. New Trustees must attend an induction in accordance with the Guidance.

## 2. General

- 2.1. The Council is constituted and operates for the purpose and in the manner described in the Second Schedule.
- 2.2. Trustees must act with regard to Guidance and in accordance with the law and the Royal Charter. Trustees should also take professional advice as appropriate.
- 2.3. As a charity, the Association exists to serve the public within the scope of its charitable objects. The Trustees must administer the Association and all its assets in the interest of current, potential and future beneficiaries. In particular, the Trustees must ensure that:
  - 2.3.1. the Association operates within the scope of its charitable objects;
  - 2.3.2. the Association's property is protected and where appropriate invested in accordance with its investment powers;
  - 2.3.3. the Association does not engage in political activities beyond the scope permitted by law and Guidance;
  - 2.3.4. the Association complies with all requirements in relation to holding meetings, filing accounts, maintaining books and records and all requirements in relation to property transactions;
  - 2.3.5. they comply with the duty to keep proper accounting records for the Association to ensure that the Association complies with the relevant Statement of Recommended Practice (SORP) when preparing its annual report and accounts;
  - 2.3.6. the Group complies with relevant legislation regarding, for example, health and safety, employment, equal opportunities and disability discrimination;
  - 2.3.7. they concern themselves with the governing of the Association as a whole and avoid bias towards any sectional interest (including avoiding personal conflicts of interest);
  - 2.3.8. they set the overall budget plans for the Group; and
  - 2.3.9. they co-operate and support the collective decisions of the Council.
- 2.4. Trustees are collectively and individually responsible for their actions as Trustees. It is important for all Trustees to be kept informed and to be involved in decisions affecting the Association.

- 2.5. The general principle is that all matters for Council shall be communicated to all Trustees and not as between groups. This shall apply other than when between one Trustee and another or others in relation to a matter concerning the other or others by virtue of a particular function or office of the Trustee or where Council has established a committee or working group for a particular matter.
- 2.6. The decisions of Council are binding on all Trustees. Dissenting Trustees have the right to have their views recorded in the minutes of the relevant Council meeting.
- 2.7. Except as permitted by law, Trustees must not gain financial or other material benefit for themselves, their families or their friends from their trusteeship. Nor may a Trustee attempt to use his status as Trustee to gain advantage within the Group e.g. queue jump or as a preferred supplier or customer. Trustees may claim expenses only to the extent and in the manner allowed by law.
- 2.8. No Trustee shall trade with the Group without the consent of the Council.
- 2.9. A Trustee must not place themselves under any financial or other obligation that might influence them in the performance of their duty as Trustee.
- 2.10. Trustees must conduct themselves in a manner which does not damage or undermine the reputation of the Association, or its staff individually or collectively and must not take part in any activity which is in conflict with the objects or which might damage the reputation of the Group.
- 2.11. It is the duty of the Secretary General to implement the decisions of the Trustees. Trustees do not have the authority to issue orders or instructions to any staff, including to the Secretary General. They must act collectively. Where there is urgency, the Chairman or Vice Chairman may make decisions, but in doing so shall ordinarily consult at least one other Trustee and in any event subsequently report as soon as possible to the Trustees as a whole.
- 2.12. Trustees who sit on the General Council as the nominee or representative of a group or body must recognise that their sole responsibility is to the Association of which they are Trustees, not to their nominating group or body.
- 2.13. Trustees must, with the help of the Secretary General, formulate and review regularly the Association's vision, values and long-term strategy as well as policies for its fulfilment.

- 2.14. With the assistance of the Secretary General and appropriate advisers, Trustees must ensure that the Association complies with regulatory and statutory requirements and must exercise overall control over the Group's financial affairs. In addition to compliance with statutory requirements, Trustees should develop and implement good practice.
- 2.15. Trustees must be familiar with and keep under regular review the Second Schedule and the Bylaws. Any changes must be made in accordance with constitutional and legal requirements.

### **3. Meetings**

- 3.1. Trustees are expected to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively. It is the Chairman's responsibility to seek to maintain an effective Council, delivering first-class governance. The Chairman should have regular contact with the Vice Chairman and both of them should have regular contact with the Secretary General and Treasurer.
- 3.2. The Chairman must endeavour to ensure that decisions of Trustees are reached by consensus view, but may accept a majority decision.
- 3.3. Trustees must bring a fair and open-minded view to all discussions of the Council and ensure that all decisions are made in the best interests of the Association.
- 3.4. Trustees must declare and where possible avoid any conflict of interest. Where one arises, a Trustee must declare that interest and the meeting will then decide whether that Trustee should be entitled to remain, speak or vote on the matter. Any transaction under which a Trustee will benefit either directly or indirectly must be authorised in such a manner as may be required by law or Guidance.
- 3.5. Trustees must provide such information as they consider relevant or as the Council lays down from time to time to the Secretary General for recording in the Register of Interests of Trustees.
- 3.6. Confidential information provided to, or discussed at a Council meeting must remain confidential and within the confines of the Council and must not be discussed outside Council.
- 3.7. Trustees must promote the maintenance of a properly constituted, balanced and competent Council, including clear procedures for selection, election, training, retirement and removal of Trustees. Trustees must promote the use of a skills audit to assist in the selection of Trustees.

- 3.8. Policies and strategies agreed by the Trustees should be expressed in unambiguous and practical terms, so that the Secretary General and staff responsible for implementing those policies are clear what they need to do. Directions given to the Secretary General should come from, or be as directed by, Council. Individual Trustees have no authority to direct the Secretary General.
- 3.9. The Trustees must respect the difference in roles between the Council, the Secretary General and the Board of NSC, ensuring that they together work effectively and cohesively for the benefit of the Group.
- 3.10. The Secretary General may act only within his powers defined by the Council. The Secretary General has full authority to act within the Association in accordance with the decisions of and powers granted by the Council.
- 3.11. Trustees must support the decisions and actions of the Secretary General made within the terms of reference and expressly delegated to others.
- 3.12. The Trustees must, therefore:
  - 3.12.1. clearly define the boundaries within which the Association and Secretary General must operate;
  - 3.12.2. establish what information they require to monitor operations within those boundaries;
  - 3.12.3. have an appropriate procedure for recruiting, inducting and monitoring the performance of the Secretary General; and
  - 3.12.4. provide the Secretary General with the necessary support, training and resources.
- 3.13. Having given the Secretary General delegated authority, Trustees must not individually or collectively undermine that authority.

#### **4. Confidentiality**

- 4.1. Confidentiality is essential because:
  - 4.1.1. it promotes frank and open discussions between Trustees;
  - 4.1.2. Trustees deal with sensitive information relating to third parties; and
  - 4.1.3. in relation to disputes between the Association and third parties, disclosure of information could significantly prejudice the position of the Association in relation to that dispute.

- 4.2. Trustees must treat all information obtained in the performance of their duties as confidential except to the extent Council designates such information as not confidential.
- 4.3. Trustees may view the minutes of each meeting of Council and of General Council at the office of the Association by prior arrangements with the Secretary General.
- 4.4. All enquiries from the press or media must be direct to the Secretary General. No Trustee shall make any statement or comment to the press or on social media purporting to represent the views of the Association without approval of the Chairman or the Secretary General.
- 4.5. The obligation of confidentiality continues after the expiry of a Trustee's term of office and is not subject to any time limit. The obligation of confidentiality under this Code does not apply to disclosure of information:
  - 4.5.1. required by law or regulation;
  - 4.5.2. to the Commission or other regulator; or
  - 4.5.3. that has come into the public domain other than as a result of a breach of the obligation of confidentiality by any Trustee.

**Statement of Acceptance**

I have read and understood the above Code of Conduct for Trustees and agree to abide by the standards set out therein.

Signed: .....

Name: .....

Date: .....