

## **Royal Society for Public Health**

### **Annexes to the Rules for the Governance of the Society**

- 1. Terms of Reference for:**
  - a. Nomination and Governance Committee**
  - b. Audit and Risk Committee**
  - c. Qualifications Governance Committee**
  - d. Public Health Workforce Committee**
  - e. Policy and Impact Committee**
- 2. Meetings of the Council**
- 3. General meetings of the Society**
- 4. Grades of membership and post-nominal letters**
- 5. Council appointments within the Society**
- 6. Scheme of Delegation**
- 7. Conflict of Interest Policy**
- 8. Anti-Bribery and Corruption Policy**
- 9. Whistleblowing Policy**
- 10. Code of Conduct**

## **ANNEX 1. Terms of Reference for Committees**

### **(a) Nomination and Governance Committee (NGC)**

#### **Role and Responsibilities**

1. The Nominations and Governance Committee is a sub-committee of the Council of the RSPH. The main aims of this committee are:
  - a. On behalf of the Council, it maintains an overview of the composition of the Council of Trustees and ensures that the Trustees collectively provide the expertise and experience required for the governance of the Council, as determined by the Council and the Royal Charter. It also leads recruitment of Trustees.
  - b. On behalf of the Council, it reviews the governance arrangements and processes.
2. The Committee's responsibilities are:
  - Nomination
    - a. To identify and take action to fill any gaps in numbers, skills, or profile of the Council of Trustees through initiating and directing a recruitment process.
    - b. To ensure that all Trustee and CEO recruitment is undertaken in accordance with the current appointments policy and processes of the Council and keep abreast of best practice on appointments in the public sector.
    - c. To receive and make recommendations to the Council on the appointments of the President and Vice Presidents
    - d. To act as the selection panel for appointment of Trustees and Chief Executive.
    - e. To ensure a suitably diverse and qualified field of candidates for all appointments and measure performance against an agreed target.
    - f. To recommend individuals to the Council of Trustees, for appointment.
  - Governance
    - g. To make proposals to the Council on the need to amend the current appointments policy and processes as required.
    - h. To make proposals to the Council on the need to amend the Rules of Governance, By-Laws, and Royal Charter provisions as necessary in view of any governance review.
    - i. To undertake an annual review of Council performance against agreed aspects of governance arising from any governance review.

#### **Authorities**

3. The Committee may, as they consider appropriate:
  - a. Co-opt additional Trustees or independent external persons to the Committee on an ad hoc basis to assist with individual appointments and in particular to sit on selection panels.
  - b. Appoint recruitment consultants to assist with identification of candidates, short-listing and administration of selection processes.
  - c. Delegate identification of candidates and administration of selection processes to the executives.
  - d. Appoint an independent assessor to monitor the appointments process.

## Reporting

4. The Nominations and Governance Committee will report to the Council following its meetings and make recommendations. The Committee will report to the Council annually on the overall profile of the Council of Trustees and on the work of the Committee.

## Constitution

5. The Nominations and Governance Committee will consist of at least three Trustees selected by the Council. One Trustee will be nominated as Chair of the Committee. The Chair of the Committee should be nominated by the Council.
6. The quorum will be two Trustees. The Chair may call a meeting, either in person or by video conference, of the Committee at any time.
7. The Secretary to the Committee is the Director of Finance and Corporate Resources for the RSPH.

## Membership

8. Members shall be selected by the Council such that the Committee has a broad range of experience appropriate to its responsibilities and including experience of recruitment and selection for large organisations and the governance of charitable, public sector and revenue earning organisations.
9. Where possible, the composition of the Committee should be such as to achieve a reasonable balance in terms of protected characteristics.

## (b) Audit and Risk Committee (ARC)

### Role and responsibilities

1. The Audit and Risk Committee is a sub-committee of the Council of the RSPH. The main aims of this committee are to aid the Council in oversight of the finances and to review the risk oversight responsibilities on behalf of the Council.
2. The Committee's responsibilities are:
  - a) Review the budget, assess the risk associated with the budget assumptions and make any necessary recommendations to the Council.
  - b) Review the management accounts, annual financial, and Governance statements and Trustees report.
  - c) Assess the adequacy and effectiveness of our financial and non-financial internal control and risk management activities.
  - d) To act as an investment committee for RSPH to:
    - i. agree, monitor, and review appropriate investment policies for RSPH;
    - ii. approve the engagement of investment managers and review their performance;
    - iii. monitor the performance of the RSPH investment portfolio by meeting regularly with the investment managers.
  - e) Assess the performance and value for money of our IT systems and infrastructure.

- f) Monitor any instances of fraud, theft, bribery, or breaches in health and safety, cyber security, or information security.
- g) Recommend the appointment of the auditors, reviewing progress of their work and management's responses to any recommendations.
- h) Approve and regular review of the Risk Register.
- i) Regular reviews of its own performance and training needs.
- j) To advise the Council on matters of concern arising from the above as appropriate.
- k) To review and advise the Council generally on remuneration matters and staff pay awards.
- l) The following matters are to be monitored by this Committee as per the Scheme of Delegation:
  - i. A rolling business plan for the Society, together with recommended key performance indicators (KPIs) will be derived annually from the current Strategic Plan by the Chief Executive with the help of the senior management team, to be approved by the Audit and Risk Committee for adoption by the Council.
  - ii. The annual budget plan to be agreed with budget holders will be drafted from the current business plan by the Chief Executive and senior management team for submission via the Audit and Risk Committee for Council approval prior to the start of the new financial year in order to ensure that the Society's aims, strategies, objectives and longer-term projections remain relevant to the contemporary operating conditions.
  - iii. The Chief Executive will circulate to the Council via the Audit and Risk Committee a Quarterly Management Report reporting on progress against the year's Budget Plan and commenting on any major variances in outturn figures and their implications for future operational performance.
  - iv. The Chief Executive is required to seek approval from the Audit and Risk Committee prior to committing the charity to expenditure on any item or set of items per supplier between £50,000 and £100,000 which is not within the approved budget plan for the year.
  - v. The Chief Executive is required to seek approval from the Council, via the Audit and Risk Committee, prior to committing the charity to expenditure on any item or set of items per supplier that is in excess of £100,000 and is not within the approved budget plan for the year.
  - vi. Anti-Bribery and Corruption Policy: RSPH will formally monitor the register of entertainment, hospitality, and gifts on an annual basis through its Audit and Risk Committee. RSPH has appointed the Director of Finance and Corporate Resources as its Compliance Officer with responsibility for maintaining the register and monitoring the activities of RSPH to ensure that the policy is adhered to.

### **Authority**

- 3. The Committee may, as they consider appropriate, co-opt additional Trustees or independent external persons to the Committee on an ad hoc basis to assist with its responsibilities.
- 4. The Committee will report to the Council following its meetings to make recommendations to the Council. The Committee will report to the Council annually on the work of the Committee.

## **Constitution**

5. The Committee will consist of at least three Trustees selected by the Council. One Trustee will be nominated as Chair of the Committee. The Chair of the Committee should be nominated by the Council.
6. The Committee will meet a minimum of three times per year and further meetings can be convened as required. The quorum will be three Trustees. The Chair may call a meeting of the Committee, either in person or by video conference, at any time.
7. The Secretary to the Committee is the Director of Finance and Corporate Resources for the RSPH.

## **Membership**

8. Members shall be selected by the Council such that the Committee has a broad range of experience appropriate to its responsibilities and including experience of finance and risk management.
9. Where possible, the composition of the Committee should be such as to achieve a reasonable balance in terms of protected characteristics.

## **(c) Qualifications Governance Committee (QGC)**

### **Roles and responsibilities**

1. On behalf of the Council of The Royal Society for Public Health (RSPH), to ensure that the operation of qualifications is in line with The Society's objectives and to ensure that the activities of RSPH comply with the requirements for nationally regulated qualifications in the United Kingdom (e.g., General Conditions of Recognition). Its functions are:
  - a. Maintain an awareness of the activities of RSPH qualifications and of the wider organisation with regard to qualifications, governance and validity.
  - b. Maintain an awareness of the requirements of the regulator(s) for the qualifications provided by RSPH.
  - c. Identify risks to compliance with regulators' requirements and ensure that measures are in place to mitigate them.
  - d. Consider whether resources are adequate to enable maintained compliance with regulatory and operational requirements.
  - e. Report to Council following each meeting of the Committee, highlighting any required actions.
  - f. Scrutinise the annual self-assessment report, ensuring that it is accurate and that risks are appropriately managed.
  - g. Provide regulators with statements of compliance as required and ensure that regulators' requests are responded to.
  - h. Establish and maintain an up-to-date record of the conflicts of interest which relate to RSPH as an awarding body.
  - i. Oversee the management of any conflicts of interest which may arise.

## **Constitution**

2. The Committee will meet twice per year as a minimum, usually ahead of meetings of The Council. The Chair may call a meeting of the Committee, either in person or by

video conference, at any time. The quorum will be three of the members entitled to vote, with at least two of those being members of Council. Voting will be by simple majority of the voting members present, with the Chair of the meeting having a second, casting vote in the event that the first vote is tied.

3. The Chair of the Qualifications Governance Committee will be appointed by the Council of RSPH and will serve for up to three years.
4. The Secretary to the Committee is the Director of Qualifications for the RSPH.

## Membership

5. Voting members:
  - a. Two members of the Council of RSPH, appointed by Council.
  - b. Two members appointed by Council, who may or may not be members of Council.
  - c. Three members from centres providing RSPH qualifications each member representing a different portfolio of qualifications.
  - d. One member who has had no formal connection with RSPH (or its predecessors) within the preceding ten years.
  - e. The Chair of RSPH (*ex officio*).

Voting members (except the Chair of Council) will serve for an initial period of up to three years and may be re-appointed for one further term of up to three years. In the event that a member of this committee who is also a member of the Council of RSPH ceases to be a member of Council they will also cease to be a member of this committee, unless otherwise decided by Council.

Non-voting members: Members of the Qualifications Quality Assurance Group.

## (d) Public Health Workforce Committee (PHWC)

### Role and Responsibilities

1. The Public Health Workforce Committee is a sub-committee of the Council of the RSPH. Main aims of this committee are:
  - a. To provide Trustees the opportunity to offer insight and guidance that will support increased impact of the public health workforce and enable evaluation of the work of the organisation in this area.
  - b. On behalf of the Council, it will provide security and support to the development of Public Health Workforce pathways.
2. The Committee's responsibilities are:
  - a. Provide guidance and oversight to RSPH plans to develop the wider public health workforce to take action to reduce health inequalities in line with delivering the RSPH strategy.
  - b. Review and assure the delivery of the RSPH Public Health Workforce Pathway (a specific package of membership, educational and qualifications resources).
  - c. Oversee and assess the impact of RSPH workforce development activity on public health and ensure commercial sustainability.
  - d. Advise on the strategic development of new and existing qualification pathways.
  - e. Oversee the development of an integrated suite of high-quality educational offers.

- f. Assure the linking of policy and strategy with the growth plans for educational services at RSPH.

### **Authorities**

3. The Committee may, as they consider appropriate:
  - a. Co-opt additional Trustees or independent external persons to the Committee on an ad hoc basis to assist with specific workforce groups or targeting/methodologies.

### **Reporting**

4. The Committee will report to the Council following its meetings and make recommendations. The Committee will report to the Council annually on the work of the Committee.

### **Constitution**

5. The Committee will consist of at least three Trustees selected by the Council, at least one of whom should also sit on Qualifications Governance Committee to ensure links and consistency. One Trustee will be nominated as Chair of the Committee. The Chair of the Committee should be nominated by the Council.
6. The quorum will be two Trustees. The Chair may call a meeting of the Committee, either in person or by video conference, at any time.
7. The Secretary to the Committee is the Director of Educational Services for the RSPH.

### **Membership**

8. Members shall be selected by the Council such that the Committee has a broad range of experience appropriate to its responsibilities and including experience of workforce development and education.
9. Where possible, the composition of the Committee should be such as to achieve a reasonable balance in terms of protected characteristics.

## **(e) Policy and Impact Committee (PIC)**

### **Role and Responsibilities**

1. The Policy and Impact Committee is a sub-committee of the Council of the RSPH. Main aims of this committee are:
  - a. On behalf of the Council, it will provide guidance and insight into the work of the Policy and Communications, and Programmes Teams where we are developing and amplifying our “voice”, scaling transformation work and as needed expanding cross organisational working.
  - b. On behalf of the Council, it will provide expert scrutiny and support around the implementation of the strategy and amplification of our voice areas and in particular our planned campaigns work mainly, but not exclusively, through the Policy and Communications, and National and Regional Programmes teams.

2. The Committee's responsibilities are to:
  - a. Monitor performance in the light of the charity's strategic aims.
  - b. Provide oversight into the approach taken to amplify our voice externally in particular providing guidance on areas/activities considered to present a high level of risk and/or possible reputational damage to the charity, including conflicts of interest.
  - c. Promote and maximise the impact of RSPH through its outward facing policy, programmes, and service delivery.
  - d. Review the communications planner quarterly, providing updates and, where required, recommendations to the Council.

### **Authorities**

3. The Committee may, as they consider appropriate:
  - a. Co-opt additional Trustees or independent external persons to the Committee on an ad hoc basis to assist with committee work.

### **Reporting**

4. The Committee will report to the Council following its meetings and make recommendations. The Committee will report to the Council annually on the work of the Committee.

### **Constitution**

5. The Committee will consist of at least three Trustees selected by the Council. One Trustee will be nominated as Chair of the Committee. The Chair of the Committee should be nominated by the Council.
6. The quorum will be three members of which two must be Trustees. The Committee will meet quarterly, and meetings will be called by the Chair.
7. The Secretary to the Committee is the Director of Policy and Communications for the RSPH.

### **Membership**

8. Members shall be selected by the Council such that the Committee has a broad range of experience appropriate to its responsibilities and including experience of national policy, communications, and impact at population level.
9. Where possible, the composition of the Committee should be such as to achieve a reasonable balance in terms of protected characteristics.



## **ANNEX 2. Meetings of the Council**

### **1. Procedure for calling meetings**

Dates of scheduled Council meetings shall be agreed by the Trustees in advance. Where additional meetings are needed for whatever reason, these shall be called by the Chief Executive following consultation with the Chair. Prior to the meeting Trustees will receive a notice of the date, time, and venue of the meeting together with an agenda.

### **2. Date and time of the meeting**

Meetings shall be held at times convenient to the majority of the Trustees, with sufficient time being provided for the business to be dealt with in an effective way.

### **3. Quorum**

- a. The quorum for meetings of the Council shall be five Trustees. This number of Trustees must be present throughout the meeting.
- b. If a meeting is non-quorate no decisions can be taken at that meeting, but subject to the ruling of the Chair, business can be conducted and the meeting adjourned to another date when, if a quorum of Trustees is present, a decision can be taken on any previous business discussed.

### **4. Venue**

The venues for meetings will normally be John Snow House. Any other venue must be suitable for the needs of all Trustees and be reasonably accessible. Meetings may be held via video conference.

### **5. Agenda**

The agendas for meetings will be sent out by e-mail or post at least one week in advance and will specify all the business to be conducted, the name of the main presenter, an indication of the length of time each item will take, and whether the item is for information, discussion, or decision.

### **6. Documentation**

- a. Wherever possible, all documentation will be sent out to by e-mail or post at least one week in advance. Where this is not possible, this will be stated on the agenda. Where papers are tabled at a meeting, Trustees must be given sufficient time to digest the main points in the contents.
- b. All documents will be clearly identified against the relevant agenda item.
- c. The Chair will check that the notice, agenda, and supporting papers have been sent out in good time or in accordance with any agreed timetable.

### **7. The role of the Chair**

- a. The Chair will ensure that the items on the agenda are covered within the timescale set for the meeting.
- b. The minutes of the previous meeting will usually be the first item on the agenda.
- c. The Chair will approve the minutes after checking with those present that the minutes are a true and accurate record.

- d. The Chair will offer all those attending and voting at the meeting an equal opportunity to speak on each item and encourage them to participate fully in the meeting.
- e. All Trustees need to be active in the meeting and take part fully in the decision-making process.
- f. If the meeting needs to come to a decision, the Chair will make sure that all Trustees understand what the decision means to the Society, e.g. agreeing to a grant of money or establishing an investment policy.

## **8. During the meeting**

- a. Apologies for absence will be formally recorded.
- b. Minutes of all business conducted will be formally kept by an authorised staff member.
- c. The Chair will be responsible for enforcing procedural rules and exercising control over the meeting. This will include:
  - i. ensuring that any conflicts of interest are recorded and acted upon, and
  - ii. allowing individuals to speak uninterrupted, and
  - iii. permitting points of order or information from Trustees where these are relevant, and
  - iv. allowing a vote to take place, and
  - v. ensuring that voting records are kept, and
  - vi. having the right to conclude discussion on any item, either on his/her own judgment or by a majority proposal from the Trustees, and
  - vii. having the right to disallow any items of business not on the agenda, and
  - viii. adjourning any or all business to a later meeting of the Trustees.
- d. The number of votes required to pass resolutions at Council meetings will be by a simple majority of Trustees or members voting, providing there is a quorum present.
- e. Trustees are responsible for declaring any conflict of interest in the business conducted. It shall be for the Trustees to determine whether an individual should be asked to leave the room during any part of that discussion.

*NB (In the case of any dispute or the need for further clarification about the conduct of business by Trustees, the RSPH will accept the guidance of the Charity Commissioners as its first point of reference.)*

## **ANNEX 3. General meetings of the Society**

### **1. Annual General Meetings**

- a. The RSPH will hold an Annual General Meeting (AGM) each year to allow Ordinary Members, Honorary Members, Fellows, and Honorary Fellows (The Voting Members of The Society) the opportunity to receive and adopt the report of the Trustees.
- b. Other members of the Society and of the public may attend the meeting in a non-voting capacity.
- c. The Chief Executive of the RSPH will give due notice in writing in a relevant membership journal or online at RSPH website of the AGM to all Voting Members at least 21 calendar days prior to the date of the meeting.
- d. Voting Members will be invited to raise any matters that they wish to have included under Any Other Business on the agenda. Any request for resolutions to be put at the AGM will need to have the support of at least five Voting Members of the Society.
- e. Prior to the AGM the Chief Executive of the RSPH will make sure that the Annual Report of the Society together with the Minutes of the previous AGM, and the agenda and venue for the meeting itself are available online at RSPH website.
- f. Where any resolutions requiring decisions at the meeting are known beforehand, the necessary arrangements for Voting Members to record their vote by email, post, or by proxy through the Chair of the meeting, will be made.
- g. The Trustees will ensure that the venue is accessible for all those attending. Trustees may also decide to conduct these meetings via video conference.
- h. The AGM will usually be chaired by the Chair of Council.
- i. The Quorum for the AGM will be twelve voting members. In the case of a non-quorate meeting, subject to the decision of the Chair the discussion can be minuted and referred to a future meeting.
- j. During the meeting at least the following items will be put forward for discussion:
  - i. the Minutes of the previous AGM, and
  - ii. the Annual Report of the Society, and
  - iii. the Treasurer's report for the previous financial year.
- k. The Chair of the meeting will ensure that:
  - i. apologies are recorded, and
  - ii. a record of all those present is made, and
  - iii. minutes of the previous AGM are referred to and voted upon, and
  - iv. a full record of the proceedings of the meeting is made, and
  - v. all voting members present have the opportunity to ask questions about any of the business being conducted, and
  - vi. all matters requiring ratification are properly proposed and seconded and voted upon by the voting members present, and
  - vii. a record of the numbers voting for, against or abstaining any resolution is made.

- I. The Chair will:
  - i. have sole discretion as to whether discussion on any matter not on the agenda should be allowed, and
  - ii. decide whether any matter not on the agenda which is subsequently discussed should be put to a vote, by seeking the view of all the Voting Members present, and
  - iii. have the right to adjourn the meeting should the need arise.

## **2. Extraordinary General Meetings**

- a. An Extraordinary General Meeting (EGM) can be called by a majority resolution of the Trustees.
- b. The RSPH will give due notice in writing in a relevant membership journal or online at RSPH website of the date of the EGM to all Voting Members at least 21 calendar days prior to the date of the meeting.
- c. Prior to the EGM, the Chief Executive of the RSPH will make sure that the agenda and venue for the meeting are available online via the RSPH website.
- d. Where any resolutions requiring decisions at the meeting are known beforehand, the necessary arrangements for Voting Members to record their vote by email, post, or by proxy through the Chair of the meeting, will be made.
- e. The Trustees will ensure that the venue is suitable for meeting the needs of all those attending. Trustees may also decide to conduct these meetings via video conference.
- f. An EGM will usually be chaired by the Chair of Council.
- g. The Quorum for the EGM will be twelve voting members. In the case of a non-quorate meeting, subject to the decision of the Chair the discussion can be minuted and referred to a future meeting.
- h. The Chair of the meeting will ensure that:
  - i. apologies are recorded, and
  - ii. a record of all those present is made, and
  - iii. a full record of the proceedings of the meeting is made, and
  - iv. all voting members present have the opportunity to ask questions about any of the business being conducted, and
  - v. all matters requiring ratification are properly proposed and seconded and voted upon by the voting members present, and
  - vi. a record of the numbers voting for, against or abstaining any resolution is made.
- i. The Chair will have the right to adjourn the meeting should the need arise.

*NB (In the case of any dispute or the need for further clarification about the conduct of business by Trustees, the RSPH will accept the guidance of the Charity Commissioners as its first point of reference.)*

#### **ANNEX 4. Grades of membership and post-nominal letters**

1. In accordance with the By-Laws and Rules of the Society, the following grades of membership will be available to applicants who meet the eligibility criteria laid down by the Council.
2. Only those members who remain in good standing with the Society will be entitled to use the appropriate post nominal letters as detailed below. The Society may seek redress against anyone making a false claim to the use of these post nominal letters.
  - a. Honorary Fellow of the Royal Society for Public Health      Hon FRSPH
  - b. Honorary Member of the Royal Society for Public Health      Hon MRSPH
  - c. Fellow of the Royal Society for Public Health      FRSPH
  - d. Member of the Royal Society for Public Health      MRSPH
  - e. Associate of the Royal Society for Public Health      AMRSPH
3. Student Membership is deemed as a subgroup of Associate Membership and will not be eligible to use post nominal letters.
4. Details concerning the conditions of continuing membership of the Society will be provided to all members.
5. For grades of membership other than Hon FRSPH, members will be required, as a condition of membership, to pay each year the annual subscription agreed by the Society.
6. Only Fellows (Hon FRSPH and FRSPH) and Ordinary Members (Hon MRSPH and MRSPH) are entitled to vote at General Meetings of the Society.
7. In line with By-laws 1.2 and 1.3, those individuals who were Honorary Fellows, Honorary Members, Fellows, Ordinary Members, or Associate Members, of either the Royal Society for the Promotion of Health or the Royal Institute of Public Health, at the time of merger will automatically transfer to the corresponding grade of membership of the Royal Society for Public Health.

## **ANNEX 5. Council appointments within the Society**

### **1. The President**

- a. The Council will elect a President to serve for a period of up five years, which can, with the agreement of the Council and the Office holder, be extended for a further two years.
- b. The President will be a person who has made an outstanding contribution to society in a field related to public health.
- c. The President's overall role will be to:
  - i. promote and represent the Society's interests at high profile events, and
  - ii. enhance the Society's links with organisations involved in public health in this country and overseas.
- d. More specifically the President will:
  - i. chair awards meetings, and
  - ii. act as scrutineer for internal elections in the Society, and
  - iii. be entitled to attend meetings of the Council in a non-voting capacity.
- e. They:
  - i. will not necessarily be a member of the Society at the time of election, and
  - ii. will be awarded Honorary Fellowship of the Society upon appointment.

### **2. Honorary Positions**

#### **a) Vice-Presidents**

- i. The Council may elect up to a total of three Honorary Vice-Presidents at any one time, each for a period of up to five years.
- ii. External Honorary Vice-Presidents will normally be individuals with considerable experience in any area of work relevant to the objects of the Society.
- iii. Each of these Vice-Presidents' roles will be to:
  - a. promote the work of the Society through their dealings with public, private and/or voluntary organisations in this country and overseas, and
  - b. foster effective links and joint working arrangements with organisations that impact upon the work of the Society, and
  - c. deputise for the President in undertaking the tasks listed under Section 1 above.

#### **b) Honorary Fellows and Members**

- i. The Council may elect an unlimited number of Honorary Fellows and Members. Honorary Fellowship and Membership will be for life, except in the case of any of the circumstances detailed in the Rules.
- ii. Honorary Fellows and Members will be selected on the basis of the quality of their contributions to:
  - a. promoting or protecting the health and wellbeing of people in the UK or overseas, and
  - b. the specific work of the Society.
- iii. Honorary Fellows and Members will:
  - a. not need to be members of the Society prior to their appointment, and
  - b. receive all the benefits granted to ordinary Fellows of the Society, and
  - c. not be required to pay annual subscriptions.
- iv. The Council will determine whether an individual is given Honorary Fellowship or Honorary Membership on the basis of their contribution to Public Health.

## **ANNEX 6. Scheme of Delegation**

### **1. Introduction**

A Scheme of Delegation sets out the decision-making authority allocated to the Council of Trustees or delegated to other levels of administration within RSPH including the Chief Executive. It supplements the job description for the Chief Executive and addresses a number of areas more specific to delegation in order to facilitate accountable, effective, and efficient management of the Society.

### **2. Policy Framework**

- a. Within the constraints of the Society's Charter and By-Laws, the strategic direction of the charity, including its relationships with members, the community and other stakeholders, its policies and public benefit aims, the setting of key objectives for achieving those aims, and the handling of exceptional situations and circumstances are matters reserved to the Council of Trustees, as the framework within which the Chief Executive is required to manage the charity's day-to-day operational activities for optimal performance, drawing to the attention of the Council any perceived need to update the framework from time to time.
- b. A rolling business plan for the Society, together with recommended key performance indicators (KPIs), will be derived annually from the Council's current strategic plan by the Chief Executive with the help of the senior management team, to be approved by the Audit and Risk Committee, for adoption by the Council.
- c. The annual budget plan to be agreed with budget holders will be drafted from the current business plan by the Chief Executive and senior management team, for submission via the Audit and Risk Committee, for Council approval prior to the start of the new financial year in order to ensure that the Society's aims, strategies, objectives, and longer-term projections remain relevant to the contemporary operating conditions.
- d. The Chief Executive will circulate to the Council, via the Audit and Risk Committee, a quarterly management report reporting on progress against the year's budget plan and commenting on any major variances in outturn figures and their implications for future operational performance.

### **3. Delegation of Management Decisions (Financial Approvals)**

The Chief Executive is delegated to manage the proper use of the operational, budgetary, property, staffing, and other resources of the charity within the above policy framework.

- a. Subject to the limits and conditions outlined below, the Chief Executive is authorised to commit the charity to incur expenditure within the approved annual budget plan.
- b. The Chief Executive is specifically:
  - i. Delegated the authority, subject to prior consultation with relevant budget holders in each case, to commit the charity to any expenditure for which there is provision in the approved budget plan for the year; and
  - ii. delegated the authority, subject to prior consultation with relevant budget holders in each case, to commit the charity to expenditure on any one item or set of items per external supplier that does not exceed a threshold of £50,000 and for which there is no provision in the approved budget plan for the year.
  - iii. required to seek approval from the Audit and Risk Committee prior to committing the charity to expenditure on any item or set of items per supplier between £50,000 and £100,000 which is not within the approved budget plan for the year; and

- iv. required to seek approval from the Council, via the Audit and Risk Committee, prior to committing the charity to expenditure on any item or set of items per supplier that is in excess of £100,000 and is not within the approved budget plan for the year.

#### **4. Recruitment and management of staff**

- a. Staffing changes and recruitment within the approved budget plan may be made during the year by the Chief Executive.
- b. The recruitment of the Chief Executive will be the responsibility of the Council or delegated Committee. Support and development of the Chief Executive will be the responsibility of the Chair. With input from the Council, the appraisal of the Chief Executive will be undertaken by the Chair annually and reported as appropriate to the Council.
- c. Subject to the policies and procedures detailed in the staff handbook, the Chief Executive will be responsible for the guidance, support, and supervision of staff employed by the Society, and jointly with relevant budget holders in respect of any volunteers working on projects undertaken by the Society.

#### **5. Public relations**

The Chief Executive shall consult with the Chair on who is to act as spokesperson for the RSPH in any particular instance in line with the agreed delegations.

#### **6. Further Delegation**

The Chief Executive may, for the efficient management and proper operation of the RSPH, delegate, at their sole discretion, any of the individual responsibilities contained within this Scheme of Delegation to other employees. This further delegation of responsibilities does not release the Chief Executive from overall responsibility to the Council.

#### **7. Term**

- a. This Scheme of Delegation will be reviewed at least every three years to ensure it remains relevant to the current circumstances.
- b. The Board of Trustees, at its sole discretion, may revoke this Scheme of Delegation or any part thereof, subject to due process, at any time.

#### **8. Matters reserved for the Council**

An effective Council of Trustees controls the business strategically, but delegates day to day operational responsibility to executive management. However, there are a number of matters which are legally required to be decided by the Council, or which should be so decided in the interests of the organisation, for example in order to satisfy the “duty of care” that is imposed by charity law on all charity Trustees. It is therefore incumbent upon the Council to be clear on what matters it reserves to itself.

This following list of matters reserved for the Council (or Committee of the Council) is a working document, not a statement of policy, and is provided for information and general guidance only.



<b>Matters reserved for the Council or Committee of the Council</b>	<b>Matters delegated to the Chief Executive</b>
<b>1. Strategy and management</b>	
1.1 Ultimate responsibility for the overall governance and setting of the charity's mission, vision, values, and standards.	Internal responsibility to the Council for the day-to-day management of the charity's operations.
1.2 Approval of the charity's strategic aims and objectives.	Drafting of the charity's strategic aims and objectives for Council approval.
1.3 Approval of all annual operating and capital expenditure budgets and any material changes to them.	Preparation and presentation of the annual operating and capital expenditure budgets for Council approval.
1.4 Oversight of the charity's operations ensuring: <ul style="list-style-type: none"> <li>• competent and prudent management;</li> <li>• sound planning;</li> <li>• maintenance of sound management and internal control systems;</li> <li>• adequate accounting and other records;</li> <li>• compliance with statutory and regulatory obligations.</li> </ul>	Management of the charity's day-to-day operations on behalf of the Council and ensuring: <ul style="list-style-type: none"> <li>• competent and prudent management;</li> <li>• sound planning;</li> <li>• maintenance of sound management and internal control systems;</li> <li>• adequate accounting and other records;</li> <li>• compliance with statutory and regulatory obligations.</li> </ul>
1.5 Review of performance in the light of the charity's strategic aims, objectives, business plans and budgets, and quarterly financial management reports, ensuring that any necessary corrective action is taken.	Management and reporting of performance, including quarterly financial management reports, in the light of the charity's strategic aims, objectives, business plans and budgets, including collection of any necessary data.
1.6 Extension of the charity's activities into significant new business or geographic areas.	Reviewing current, and proposing new, business activities to the Council.
1.7 Any decision to cease to operate all or any material part of the charity's business.	
<b>2. Structure</b>	
2.1 Major changes to the charity's legal structure.	
2.2 Major changes to the charity's scheme of delegation.	Operational changes to the charity's staff line-management structure.
<b>3. Financial reporting and controls</b>	
3.1 Approval of the annual report and audited accounts.	Preparation and presentation of the annual report and accounts for approval by the Council and of quarterly financial management reports and their implications for the Council.

<b>Matters reserved for the Council or Committee of the Council</b>	<b>Matters delegated to the Chief Executive</b>
3.2 Approval of the business plan and budget.	Preparation and presentation of the business plan and budget for approval by the Council.
3.3 Approval of any significant changes in accounting policies or practices.	
3.4 Approval (through delegated Committee as may be agreed from time to time) of unbudgeted expenditure on any one item or set of items that exceeds a threshold of £50,000.	Approval of unbudgeted expenditure on any one item or set of items that does not exceed a threshold of £50,000 within a budget year.
<b>4. Internal controls</b>	
4.1 Ensuring maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> <li>• approving the charity’s risk appetite and mitigation policy;</li> <li>• receiving reports on, and reviewing the effectiveness of, the charity’s risk and control processes to support its strategy and objectives;</li> <li>• approving procedures for the detection of fraud and the prevention of bribery;</li> <li>• undertaking an annual assessment of these processes;</li> <li>• approving an appropriate statement for inclusion in the annual report.</li> </ul>	Ensuring maintenance of a sound system of internal control and risk management on the Council’s behalf, including: <ul style="list-style-type: none"> <li>• preparation of the charity’s policy on risk management;</li> <li>• producing reports on, and reviewing the effectiveness of, the charity’s risk and control processes to support its strategy and objectives;</li> <li>• drafting procedures for the detection of fraud and the prevention of bribery;</li> <li>• drafting an appropriate statement for inclusion in the annual report.</li> </ul>
<b>5. Contracts</b>	
5.1 Approval of all major capital projects (above a value of £100,000) and oversight of execution and delivery.	Execution and delivery of capital projects.
5.2 Approval of all loans and acquisitions or disposals of major fixed assets.	Management of loans and acquisitions or disposals of fixed assets.
5.3 Approval of all financial investment strategy.	Management of approved financial investments.
<b>6. Communication</b>	
6.1 Approval of proposed membership resolutions and corresponding documentation to be put to the membership at all general meetings.	
6.2 Periodically review the approach taken to external communication on matters considered to present a high level of risk or possible reputational damage to the charity, including criminal activity or conflicts of interest.	Manage all press releases, media appearances, blogs, social media output and other communications on the Council’s behalf and in liaison with the Chair.

Matters reserved for the Council or Committee of the Council	Matters delegated to the Chief Executive
<b>7. Council membership and other appointments</b>	
7.1 Changes to the structure, size, and composition of the Council.	
7.2 Appointments by co-option to the Council.	
7.3 Selection of the Chair of the Council and other non-executive Council positions (such as Vice-Chair, Treasurer); appointment of the Chief Executive.	Responsible for all staff recruitment and dismissals.
7.4 Membership of Council committees, appointment of their Chairs, and approval of Observers on those committees.	
7.5 Appointment, reappointment, or removal of the external auditor to be put to members for approval at the annual general meeting, following the recommendation of the Council.	
7.6 Approval of staff policies.	Responsibility for the production of the employment contract, staff handbook, guidance, support and supervision of staff employed by the charity, contractors, and volunteers working on projects undertaken by the charity; responsibility for staff appraisals (other than that of the Chief Executive).
<b>8. Remuneration</b>	
8.1 Determining the remuneration of the Chief Executive.	Determining and implementing the staff remuneration policy.
<b>9. Delegation of authority</b>	
9.1 Roles of the Chair of the Council and other non-executive Council positions.	
9.2 Approval of the Chief Executive's authority limits, as set out in the Scheme of Delegation.	
9.3 Establishing Council committees, approving their terms of reference, and approving material changes thereto.	
9.4 Approval of attendance of Trustees at national and international conferences.	
9.5 Receiving reports from Council committees on their activities.	

Matters reserved for the Council or Committee of the Council	Matters delegated to the Chief Executive
<b>10. Corporate governance matters</b>	
10.1 Undertaking reviews of its own performance, that of its committees and individual Trustees.	
10.2 Review of the charity's overall corporate governance arrangements.	
10.3 Annual appraisal of the Chief Executive (undertaken on behalf of the Council by the Chair).	
10.4 Overseeing the management and functioning of the RSPH policy on conflicts of interest.	
<b>11. Policies</b>	
11.1 Approval of the charity's main strategic policies including Rules or By-Laws.	Implementing and reporting on the effectiveness of the charity's operational policies and its main strategic policies.
<b>12. Other</b>	
12.1 Approval of the appointment of the charity's principal professional advisers.	Advising on the appointment of professional advisers.
12.2 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism.	
12.3 Approval of the overall levels of insurance for the charity including Trustees' and officers' liability insurance.	Advising on appropriate levels of insurance.
12.4 Major changes to the rules of the charity's pension scheme.	
12.5 Any decision likely to have a significant impact on the charity, including but not limited to financial, legal, or reputational.	

## **ANNEX 7. Conflict of Interest Policy**

### **Introduction**

A conflict of interest is any situation in which a Trustee's personal interests, or interests that they owe to another body, may (or may appear to) influence or affect the Trustee's decision making.

It is inevitable that conflicts of interest occur. The issue is not the integrity of the Trustee concerned, but the management of any potential to profit from a person's position as Trustee, or for a Trustee to be influenced by conflicting loyalties. Even the appearance of a conflict of interest can damage the charity's reputation, so conflicts need to be managed carefully.

The law states that Trustees cannot receive any benefit from their charity in return for any service they provide to the charity unless they have express legal authority to do so. "Benefit" includes any property, goods or services which have a monetary value, as well as money. This legal authority will come either from a clause in the charity's governing document or, where there is no adequate clause in the governing document, from the Charity Commission or the Court.

Any complaint relating to conflict of interest could damage the reputation of RSPH and of any Trustee involved. The adoption of a formal policy and procedures has been recommended by legal advisors and would conform with best practice in the voluntary sector, helping to protect RSPH against any risks which may arise to its reputation for integrity and propriety, whilst also protecting Trustees in the event that any questions may arise.

Such a policy needs to provide for the establishment of procedures for actual or potential conflicts to be declared and recorded, needs to define the scope of such declarations, and procedures for the management of any potential conflicts which may arise, and needs to address issues of transparency of both the policy and the declaration of interests consistent with Data Protection principles.

### **1. Declaration of Interests**

The present policy relates to interest issues affecting Trustees and Officers of RSPH who are in decision-making or influential roles. However, the Council needs also to be aware of, and to consider, the potential for conflicts relating to other office holders, staff, and volunteers, e.g. President, Vice Presidents, Consultants, and others. It is not proposed that these individuals be requested to complete a Declaration of Interest, but the Chair may write to them requesting them to be aware of the issue and to mention any potential conflicts which may arise.

There are four occasions when it is recommended that potential conflicts be declared via the relevant form:

**a) pre-selection:** any prospective Trustee should be requested to complete a Declaration of Interests form prior to confirmation of appointment, in order that any relevant issues may be taken into account in confirming their appointment. This would be confidential and would be erased from the record if the prospective Trustee were in the end not to become a Trustee.

**b) on arrival:** every new Trustee should complete a Declaration (or amend the above declaration) at the time of appointment if this is not at the time of the annual declaration. This information, and any subsequent updates (see below) would be held confidentially by RSPH.

It would necessarily be made available to fellow Trustees in order that relevant matters could be taken into account for the avoidance of conflicts of interest but would otherwise be released only with the permission of the relevant Trustee or Officer.

**c) when anything significant changes:** new matters should not await an annual declaration before being notified.

**d) verbally at any meeting:** it is good practice at the beginning of a meeting for every Trustee to declare any private interest which they have in an item to be discussed, and certainly before any discussion of the item itself.

Forms, and subsequent declarations should be addressed to the Chief Executive and would be held securely under the conditions of confidentiality described in this policy.

## 2. What type of interest needs to be declared?

According to the Charity Commission “A conflict of interest is any situation in which a Trustee's personal interests, or interests that they owe to another body, may (or may appear to) influence or affect the Trustee's decision making”.

Relevant interests may be financial or non-financial; direct or indirect.

Direct financial benefits or interests include, for example, employment of the Trustee by the Charity, as employee, consultant or advisor, or the situation where a company of which the Trustee is a director or shareholder may be considered for a contract by the Charity. Other matters of financial interest include the sale of land or the use of the Trustee's property by the charity or granting of loans by the Trustee to the charity. Conflicts of interest in such cases are particularly serious and any financial benefit requires authorisation, usually by the Commission. Such matters will generally be considered relevant conflicts of interest even if a Trustee resigns prior to seeking such a contract or employment.

Indirect financial interests may arise where such potential financial benefits accrue to a close member of the Trustee's family, or even a friend, business partner, or colleague, where their finances are interdependent (e.g. joint bank accounts, mortgages, or property held in joint names, one party financially dependent on the other, employer/employee/contractual relationship), or where it could otherwise be perceived that such benefits could lead to a conflict of interest, i.e. by influencing the Trustee's decisions other than in the best interest of the Charity.

However, it is the responsibility of the Trustee or Officer to determine whether they feel a matter relating to a third party represents a potential conflict of interest and should therefore be declared. Some personal information about third parties can only be held with their agreement. Generally, the limited information needed to declare a potential conflict will not require such consent. If consent was needed it would be the responsibility of the Trustee or Officer providing the information to ensure that this consent is given. Should a third-party decline to consent, then it is the responsibility of the Trustee or Officer to ensure that a conflict is declared (even if without a prior written declaration) should any potential conflict of interest arise. Any written declaration where data is held in relation to a third party would be dealt with in a manner consistent with Data Protection legislation.

Non-financial interests, direct or indirect, may arise where the Trustee is also a user of the Charity's services, particularly if the Trustee is benefiting from those services in a manner which is exceptional. There are also issues associated with “conflict of loyalties” where another appointment or employment or association (of the Trustee or of a relative or friend) may be felt to influence the decisions of the Trustee in directions which may not be in the

best interest of RSPH. In particular, in this context, it is expected that other charity roles, as Trustee or employee, or through other significant relationships, should be declared.

Ultimately, it is not possible to define all the circumstances which may lead to a potential Conflict of Interest. It is therefore the responsibility of each individual Trustee to declare any matters which they feel may present actual or potential conflicts, or the perception of such conflicts. In exercising their judgement about which matters to declare, Trustees may seek the advice of the Chair of Council, who may consult the executive directors and seek legal advice as appropriate. If in doubt about any matter, it is always better to make a declaration.

It is not necessary to declare benefits from the charity which are available to all (e.g., the provision of information on the work of the Charity), or which are inconsequential (of such limited value as to be unlikely to influence the decisions of the Trustee), or which are recognised by this policy as legitimate, i.e. payment of relevant and reasonable out-of-pocket expenses incurred during the performance of the role of Trustee.

The Declaration of Interests Form lists the categories of matter which should be declared in advance in case they may become sources of potential conflict of interest. These categories should also be declared for financially interdependent relatives or associates, as indicated above. The results should be compiled into a Register of Interests along the lines of Charity Commission recommendations. The Register as a whole would generally be available only to Trustees and Officers of RSPH and, where necessary and appropriate, to regulatory advisory bodies.

If it could be perceived that a matter could lead to a conflict of interest, the following matters need to be declared whether included in the form or not:

- all significant sources of income for the Trustee;
- all significant business interests including property holdings;
- membership or board positions in other bodies;
- other employment, voluntary work and/or Trusteeships;
- significant participation in any form of campaigning or political body;
- details of any relationship with any staff or potential staff members suppliers of services or funders or other Trustees;
- details of any relationships with any third party with whom you deal on a regular basis.

These declarations would need to be expressed in such terms and contain sufficient information to enable Trustees to determine whether a conflict is likely to occur in any instance, e.g. actual levels of income are not necessary but the name of the company or organisation which is a source of income would need to be declared.

### **3. Procedures in the event of a conflict**

In the event of a declaration of a matter of material financial benefit or interest arising from the Charity itself, authorisation must be sought for this benefit to be provided by the Charity. Such authorisation may arise from guidance approved by the Charity in its Constitution or approved policy (e.g. the RSPH policy on payment of Trustees), but it is likely also to require the explicit authorisation of the Charity Commission. In the event that such an interest is fundamental and regular, the Trustee should consider whether it is consistent with the best interests of RSPH that they continue as a Trustee.

In the case of indirect or non-financial benefits, or where there may be a perception of impropriety, or where a financial benefit has been authorised, a declaration of interest should

also be made at the start of any meeting of Trustees at which relevant matters are on the agenda, and the Trustee should offer to withdraw from any discussion or decision-making in respect of any matter in which a conflict of interest may arise. The minutes of the meeting should record any such declaration and the action taken in response.

Should any Trustee become aware of any potential undeclared conflict of interest, it is their duty to inform the Chair in the first instance and, if they do not feel the matter is being addressed, to raise it at a Council meeting. If they feel it has still not been addressed, they may seek guidance from the Charity Commission. They should generally notify the Chair before doing so.

#### **4. Transparency**

All relevant declarations and actions should be recorded in the minutes of relevant meetings, which are generally available on request. In addition, the Charity Commission recommends that Trustees give serious consideration to the publication (e.g. on the Charity's website) of the Conflict of Interest Policy.

The Register of Interests itself would not be published and would be confidential to the immediate "need to know" group of Trustees, and Officers. Individual items from the register would be made available only to third parties where they are a data subject or to others with the written consent of the relevant Trustee or Officer.

It is a legal requirement that the Charity's Annual Report and Accounts must include disclosure of any properly authorised payments or financial benefits to Trustees.



## **ANNEX 8. Anti-Bribery and Corruption Policy**

### **Introduction and Overview**

RSPH recognises that as a charitable organisation based in the UK it has a legal duty, under the Bribery Act 2010 Section 7, to put in place adequate measures to prevent any person or body associated with RSPH from undertaking bribery and corruption. This policy explains our commitment to the prevention of such conduct, and how we shall implement measures to put that commitment into practical effect.

Dishonest and fraudulent acts may reflect adversely on the Society, damaging its public image and reputation. Instances of fraud and corruption gain media attention and are portrayed as evidence of inefficiency and weakness.

We are committed to carry on our business anywhere in the world fairly, honestly, and openly. We have a zero tolerance of bribery or corruption of any kind. We require all our employees to share our commitment, and anyone found to have paid or been party to the payment of a bribe or who has received a bribe will be subjected to disciplinary action for gross misconduct, usually resulting in dismissal. Anyone convicted of an offence under the Bribery Act 2010 will be subjected to disciplinary action for gross misconduct, usually resulting in dismissal.

Our commitment extends to all those with whom our organisation is associated in the carrying on of business and the terms upon which they are engaged. We require a similar commitment to zero tolerance of bribery and corruption from all those with whom we are associated and the implementation of appropriate measures to prevent it.

The Trustees and the senior management of RSPH are fully committed to the prevention of bribery and corruption and will be expected to conduct themselves, to display and uphold the principles of this policy. We will monitor and review the operation of this policy on a regular basis.

### **What is “bribery”?**

The essence of the UK law offence of bribery is that a person offers promises or gives another person a financial or other advantage intended to induce the other person to improperly perform a function or activity or to reward that person for such improper performance or where it is known that the acceptance of the advantage by that person is itself improper performance of a function or activity, provided that a person performing the function or activity is expected to perform it in good faith, impartially, or by performing it in a position of trust. A function or activity is performed improperly when it is performed in breach of what a reasonable person in the UK would expect in relation to the performance of the type of function or activity involved.

It is both an offence to bribe or to ask for or receive a bribe. The Bribery Act 2010 creates four offences:

1. bribing another person;
2. being bribed;
3. bribing a foreign public official;
4. failing to prevent bribery (this offence can only be committed by corporate bodies).

Reasonable and proportionate hospitality, promotional business expenditure, and other bona fide promotional activities that form part of an established way of doing business and are not motivated by an intention to induce the recipient to do something improper are not prohibited by the Bribery Act 2010.

## Policy Statement

RSPH expects that both Trustees and staff will demonstrate the highest standards of behaviour in the conduct of its business. In undertaking its functions and activities, the Society will not tolerate any form of fraud, corruption, bribery, abuse of position, or other malpractice, whether it is attempted by persons or organisations within, or external to, the Society.

RSPH is committed to working in an open, honest, and fair way and will:

- a. maintain a policy and culture characterised by zero tolerance of fraud and malpractice;
- b. encourage the prevention of fraud, bribery, and corruption or other malpractice;
- c. promote the detection of fraud, bribery, corruption, or other malpractice; and
- d. Maintain clear procedures for investigation and further action where necessary.

It is expected that Trustees and staff at all levels in the organisation will lead by example in ensuring adherence to legal requirements, rules, procedures, and practices. The Society also expects that individuals and organisations with which it comes into contact, will act towards RSPH with honesty and integrity.

## Assessment of the risk of bribery

In order to implement effective and adequate procedures to prevent bribery it is necessary to assess the risk of bribery within the work of RSPH. The Council of Trustees have considered bribery as part of their overall risk management assessment.

This has identified that there is a risk of bribery in the following areas of our business:

- a. in awarding contracts to suppliers of services to RSPH (e.g., for office services, journal publication, computer/web/database support);
- b. in bidding for contract work (e.g., to building maintenance, IT contracts, Special projects);
- c. in giving or receiving hospitality (e.g., when attending dinners, events etc).

Although bribery is identified as a potential risk in the context of RSPH's activities, as a relatively small organisation with a low level of commercial and contract activity, the risks involved have been assessed as low.

## Risk management procedures:

- a. RSPH will not tolerate bribery in any form.
- b. Entertainment or hospitality offered or provided by, or on behalf of, RSPH should be accepted only on the basis that there is absolutely no expectation or implication by RSPH or by any other party that anyone who is in receipt of such entertainment or hospitality will perform a function or activity other than in good faith, impartially, or in a position of trust and to the standard of what a reasonable person in the UK would expect in relation to the performance of the type of function or activity involved.
- c. Entertainment or hospitality offered or provided to RSPH or any employee or agent or contractor on behalf of RSPH can be only be accepted on the basis that there is absolutely no expectation or implication by RSPH or by any other party that anyone who is in receipt of such entertainment or hospitality will perform a function or activity other than in good faith, impartially, or in a position of trust and to the standard of what a reasonable person in the UK would expect in relation to the performance of the type of function or activity involved.
- d. RSPH will maintain a register of entertainment, hospitality, and gifts, and all entertainment, hospitality, and gifts shall be recorded in this hospitality register. This

includes all permitted acts of entertainment, hospitality, and gifts by or on behalf of RSPH and all entertainment, hospitality and gifts received by RSPH, its Trustees or its employees, contractors, and agents.

Any breach of these anti-bribery and corruption policy and procedures shall be treated as gross misconduct under RSPH's disciplinary procedure.

### **Monitoring**

RSPH will formally monitor the register of entertainment, hospitality, and gifts on an annual basis through its Audit and Risk Committee. RSPH has appointed the Director of Finance and Corporate Resources as its Compliance Officer with responsibility for maintaining the Register and monitoring the activities of RSPH, to ensure that the policy is adhered to.

### **What to do if you suspect bribery or corruption**

Any employee, or anyone associated with RSPH, who suspects that there is bribery or corruption must report it to the Compliance Officer. If you are offered a bribe or asked to make a bribe you must report this. We are committed to ensure that no one suffers any detriment as a result of refusing to accept or take part in bribery or corruption or reporting their concerns or suspicions of bribery or corruption in good faith. Any member of staff who believes they have suffered such a detriment should raise it through the Whistleblowing Policy.

### **Donations to charity, political donations, and sponsorships.**

Payments made as donations to charity or political organisations, or parties and sponsorships, may be used as a subterfuge to hide bribery. Staff and Trustees should be aware of this possibility and should conduct their business accordingly.

### **Summary and conclusions.**

RSPH has a zero policy on bribery. It has assessed the risk of bribery in the conduct of its business and implemented preventative measures to prevent bribery.

### **Policy for the provision of gifts, entertainment, or hospitality by staff of the charity**

This policy does not prohibit normal and appropriate hospitality (given and received) to or from people outside the business.

### **Gifts**

The giving or receipt of gifts is only permitted if the following requirements are met:

- a. it is not made with the intention of influencing someone to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours, benefits or money;
- b. it complies with the law;
- c. it does not include cash or a cash equivalent (such as gift certificates or vouchers);
- d. taking into account the reason for the gift, it is of an appropriate type and value and given at an appropriate time in the circumstances; for example, it is customary for small gifts to be given at Christmas time;
- e. it is not given secretly.

Gifts should not be offered to, or accepted from, government officials or representatives, or politicians or political parties, without the prior approval of your line manager and the Chief Executive.

RSPH appreciates that the business practice of giving gifts, or the provision of entertainment or hospitality, varies between countries and regions, and what may be normal and acceptable in one region may not be in another. The test to be applied is whether in all the circumstances the gift or hospitality is reasonable and justifiable. The intention behind the gift should always be considered.

### **Entertainment and hospitality**

Any entertainment or hospitality provided by, or on behalf of, RSPH must be approved by the Chief Executive. Entertaining of clients/customers, business partners, suppliers or contractors, or of potential clients/customers, or of anyone in the promotion of the business is only permitted, if the following requirements are met:

- a. it is not provided with the intention of influencing someone to obtain or retain business or a business advantage, or to reward the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours, benefits, or money.
- b. it complies with the law.
- c. it does not include payment of cash or a cash equivalent (such as gift certificates or vouchers).
- d. taking into account the reason for the entertainment or hospitality, it is of an appropriate type and value and provided at an appropriate time in the circumstances; for example, it is customary for parties and dinners to be held at Christmas time.
- e. it is not given secretly.
- f. the purpose of the entertainment or hospitality is to meet people, introduce RSPH staff to clients/customers, contractors or potential clients/customers, business partners or suppliers in the interests of promoting the activities of RSPH and raising the profile of RSPH.
- g. it is within the boundaries of normal and appropriate hospitality in the industry, and in the area where it is provided.

### **Trivial gifts, or entertainment or hospitality (with a value of less than £50.00)**

Nothing in this policy or the anti-bribery and corruption policy shall prohibit the giving or receiving of trivial gifts of a promotional nature (for example mugs, pens, or diaries) or provision of entertainment or hospitality of a trivial nature (for example buying someone a cup of coffee or a glass of wine or a sandwich for lunch on a social occasion or event).

## **ANNEX 9. Whistleblowing Policy**

### **1. Introduction**

- 1.1 Employees are often the first to realise that there may be something wrong with how policies and procedures are being implemented in any organisation. However, they may be afraid to express their concerns because they are unsure how the matter will be treated or because they fear harassment or victimisation from managers or colleagues. In these circumstances they may feel it is easier to ignore the matter rather than report what may just be a suspicion of malpractice.
- 1.2 The RSPH is committed to the highest possible standards of openness, integrity, and accountability. In line with that commitment, employees, and others whom we deal with, who have concerns about any aspect of the RSPH's work, are encouraged to voice their concerns. It is recognised that in most cases these concerns will need to be dealt with sensitively and confidentially.
- 1.3 This policy document makes it clear that any staff may raise concerns without fear of victimisation, subsequent discrimination, or disadvantage. This Whistleblowing Policy is intended to encourage and enable staff to raise concerns within the RSPH, rather than to ignore a problem, or "blow the whistle" outside the organisation.
- 1.4 The policy applies to all employees and to any partner organisations or contractors working for RSPH, on RSPH premises.

### **2. Aim and scope of the policy**

- 2.1 This policy aims to:
- encourage staff to feel confident in raising concerns and to question and act upon concerns about practice;
  - provide staff with the means to raise concerns and receive feedback on any action taken;
  - ensure that staff receive a response to concerns raised and that everyone is aware of how to take the matter further if dissatisfied with the RSPH's response;
  - reassure staff that they will be protected from possible reprisals, harassment, or victimisation when they have acted in good faith.
- 2.2 There are existing procedures in the Staff Handbook to enable staff to lodge a grievance about their own employment with the RSPH, namely:
- Grievance Procedure
  - Harassment and Bullying at Work Policy
  - Equal Opportunities and Diversity Policy
- 2.3 This Whistleblowing Policy is intended to cover significant concerns that fall outside the scope of those procedures identified above. These include concerns about possible:
- conduct which is an offence, or a breach of the law;
  - health and safety risks, including risks to the public as well as other employees;
  - damage to the environment;
  - unauthorised use of charity funds;
  - fraud and corruption;

- sexual or physical abuse of staff or visitors;
  - other unethical conduct.
- 2.4 Any serious concerns staff may have about any aspect of service provision or the conduct of officers, Trustees, or members of the RSPH, or others acting on behalf of the RSPH, can be reported under the Whistleblowing Policy. This may be something that:
- makes you feel uncomfortable in terms of known standards, your experience of the standards you believe the RSPH subscribes to; or
  - is against the purpose of the RSPH's Standing Orders, Financial Regulations, and other policies; or
  - falls below established standards of practice; or
  - amounts to improper conduct.

## **Safeguards**

### **3. Harassment or Victimisation**

- 3.1 The RSPH is committed to good practice and high standards and wants to support its employees.
- 3.2 The RSPH recognises that the decision to report a concern can be a difficult one for staff to make. However, if what you are saying is true, you should have nothing to fear because you will be doing your duty to the RSPH and to those for whom you are providing a service.
- 3.3 The RSPH will not tolerate harassment or victimisation (including any informal pressures) and will take action to protect you when you raise a concern in good faith.
- 3.4 Any investigation into allegations of potential malpractice will not influence, or be influenced by, any disciplinary or redundancy procedures that already affect you.

### **4. Confidentiality**

- 4.1 This policy encourages you to put your name to your allegation whenever possible.
- 4.2 All concerns will be treated in confidence and every effort will be made not to reveal your identity without your permission. However, if you agree, you may be called as a witness at the appropriate time, in order to prove the case.
- 4.3 If a whistleblowing complaint warrants disciplinary action or is brought before a court of law, however, your evidence may prove crucial. Whilst the RSPH will take reasonable steps to conceal your identity, there is the possibility it may have to be disclosed for the purposes of criminal investigation or to provide evidence in court.
- 4.4 At some stage it is likely that the person against whom you are making a complaint will be spoken to. Every effort will be made to ensure your confidentiality. However, the circumstances of the case may unavoidably infer your identity. In such cases, wherever practicable, you will be consulted beforehand.

**5. Anonymous allegations**

5.1 Concerns expressed anonymously are much less powerful. They may be considered at the discretion of the RSPH, taking into account the seriousness of the issues raised.

**6. Untrue allegations**

6.1 If you make an allegation in good faith, but it is not confirmed by the investigation, no action will be taken against you. If, however, you make an allegation frivolously, maliciously, or for personal gain, disciplinary action may be taken against you.

**7. How to raise a concern**

7.1 As a first step you should normally raise concerns with your immediate manager or your Head of Department. This depends, however, on the seriousness and sensitivity of the issues involved and who is suspected of the malpractice. For example, if you believe that management within your department is involved, you should approach one of the following:

- Chief Executive;
- Director of Finance and Corporate Resources.

If you believe that the top management is involved, you should approach one of the following:

- Chair of Council;
- one of the Trustees.

7.2 Concerns may be raised verbally or in writing. Staff who wish to make a written report should use the following format:

- the background and history of the concern (giving relevant dates);
- details of any evidence you may have or may be able to point to;
- the reason why you are particularly concerned about the situation.

7.3 The earlier you express your concern, the easier it is to take action.

7.4 Although you are not expected to prove beyond doubt the truth of the allegation, you will need to demonstrate to the person contacted that there are reasonable grounds for your concern.

7.5 You can seek confidential advice and guidance on how to pursue matters of concern by contacting one of the officers in paragraph 7.1 above.

7.6 You may wish to consider discussing your concern with a colleague first and you find it easier to raise the matter if there are two (or more) of you who have had the same experience or concerns.

7.7 You may invite a colleague to be present during any meetings or interviews in connection with the concerns you have raised.

**8. How RSPH will respond**

8.1 RSPH will respond to your concerns. Do not forget that testing out your concerns is not the same as either accepting or rejecting them.

- 8.2 The action taken by the RSPH will depend on the nature of the concern. The matters raised may be:
- investigated internally by the Chief Executive, or the Director of Finance as appropriate, but no one else would be delegated this task;
  - referred to the Trustees;
  - referred to the Police;
  - referred to the External Auditor.
- 8.3 In order to protect individuals and those accused of an offence or possible malpractice, initial discreet enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. Concerns or allegations which fall within the scope of specific procedures (e.g., fraud or discrimination issues) will normally be considered under those procedures.
- 8.4 Some concerns may be resolved by agreed action without the need for investigation. If urgent action is required, this will be taken before any investigation is conducted.
- 8.5 Within ten working days of a concern being raised the officer you have contacted will write to you acknowledging that your concern has been received and:
- indicating how the matter will be dealt with
  - giving an estimate of how long it will take to provide a final response.
  - telling you whether any initial enquiries have been made.
  - telling you whether further investigations will take place, and if not, why not, and
  - giving you information on the support available to you
- 8.6 The amount of contact between the officers considering the issues and you will depend on the nature of the matters raised, the potential difficulties involved, and the clarity of the information provided. You may be asked to provide further information.
- 8.7 When any meeting is arranged, you have the right, if you so wish, to be accompanied by a representative of your choice.
- 8.8 The RSPH will take steps to minimise any difficulties which you may experience as a result of raising a concern. For instance, if you are required to give evidence in criminal or disciplinary proceedings, the RSPH will arrange for you to receive advice about the procedure.
- 8.9 The RSPH accepts that you need to be assured that the matter has been properly addressed. Therefore, subject to legal constraints, you will be given information about the outcomes of any investigation.
9. **The Responsible Officer**
- 9.1 The Chief Executive has overall responsibility for the maintenance and operation of this policy. They will keep a record of concerns raised and the outcomes. The records will be kept in such a way that they will not endanger your confidentiality. They will report as necessary to the Council of RSPH or to one of its committees.
10. **How the matter can be taken further**
- 10.1 This policy is intended to provide you with an avenue within the RSPH to raise concerns. The RSPH hopes that you will be satisfied with any action taken. If you are not, and you feel it is right to take the matter outside the RSPH management, the following are possible contact points:



- the Chair of Council;
- the members of the Nominations and Governance committee;
- the External Auditors;
- the Police.

10.2 If you do take the matter outside the RSPH you should ensure that you do not disclose confidential information. You should check this with the person you contact.

## **ANNEX 10. Code of Conduct**

By reading this document and accepting the role of a charity Trustee of Royal Society for Public Health (RSPH), all Trustees agree to the following responsibilities:

### **10.1 General Conduct**

- a. Trustees are required to act with honesty and integrity and exercise good judgement which may include seeking professional advice on appropriate matters on which Trustees do not have relevant expertise.
- b. Trustees are required to always act in the best interests of the RSPH.
- c. Ensure that claims for out-of-pocket expenses are made in accordance with agreed policy.

### **10.2 Protecting the RSPH's reputation.**

Trustees should:

- a. Not make public comments about RSPH unless authorised to do so.
- b. Any public comments made about RSPH will be considered, and in line with organisational policy, whether made as an individual or as a Trustee.
- c. When speaking as a Trustee of RSPH, their comments will reflect current organisational policy, even when these do not agree with their personal views.
- d. When speaking as a private citizen, they will strive to uphold the reputation of RSPH and those who work in it and make it clear that they are speaking in a personal capacity.

### **10.3 Trustee Roles**

Trustees should:

- a. Always understand and perform their roles and responsibilities to the best of their abilities.
- b. Be prepared to provide adequate time and commitment as required to fulfil the role of Trustee, adequately preparing for meetings, and participating in committees and special events when required.

### **10.4 Council Meetings**

Trustees should:

- a. Aim to attend all meetings, contribute appropriately and effectively, and avoid dominating the contributions of others.
- b. Bring a fair and open-minded view to all discussions of the Council, maintain a respectful balance between speaking and listening, treating different views with respect, and ensuring that all decisions are made in the best interests of RSPH.
- c. Bring a genuinely independent perspective to enhance decision-making, given that Trustees share responsibility for Council decisions.

- d. Ensure their contributions are informed and impartial when presenting views on topics in meetings while listening to and respecting the input and experience of other Trustees.

### **10.5 Employees within RSPH**

Trustees should:

- a. Aim to support employees in carrying out their duties and always, in terms of their conduct, serve as an example of how everyone in the charity should conduct themselves in order to reflect the values of the charity.
- b. Work considerately and fairly with everyone in a way that respects diversity, different roles and boundaries, and avoids giving offence.
- c. Accept and respect the difference in roles between the Council on the one hand and employees on the other, ensuring that the Council and employees work effectively and cohesively for the benefit of RSPH, and develop a mutually supportive and loyal relationship by:
  - i. respecting management arrangements and avoiding any actions that might undermine such arrangements;
  - ii. not interfering in the performance by employees of duties delegated to them within RSPH while ensuring that employees working for the charity are held to account through the Chief Executive, as appropriate.

### **10.6 Legal Requirements and Policies**

Trustees must:

- a. Act in accordance with the RSPH governing documents and ensure that the charity complies with all applicable laws including charity law, company law, health and safety law, data protection law, and employment law.
- b. Promote and preserve the obligations of confidentiality about sensitive Council matters. However, the requirement for confidentiality may not apply if it becomes necessary for the Trustee to inform the Charities Regulator or any other statutory body about any matter, which could threaten the future of RSPH or could represent a breach of any law with which the charity is required to comply.
- c. Abide by the RSPH Conflict of Interests Policy and ensure the conflict of interest register is completed and updated as required.
- d. Abide by the RSPH Anti-Bribery and Corruption Policy and ensure that any gifts or hospitality received in any connection to RSPH are declared to the Council.
- e. Abide by any equality, diversity, safeguarding, health and safety, bullying and harassment policies, and any other policies agreed by the Council.

Where a Trustee is found to be in breach of the standards outlined by the Council in this Code of Conduct, they will be asked to meet with the Chair of the Council. Consistent breach of the Code of Conduct by a Trustee may result in the Trustee's tenure being terminated. Breach of the legal requirements of the Trustee will result in termination of tenure.