

**BOARD OF TRUSTEES OF THE ROYAL ARMOURIES**

**CODE OF PRACTICE FOR**  
**TRUSTEES**

**October 2022**

This Code is modelled on the revised *Guidance on Codes of Practice for Board Members of Public Bodies* prepared by the Cabinet Office in February 2000. That document has been modified to take account of the powers and the duties of the Board of Trustees, as set out in the National Heritage Act 1983 and amended 2002, of the status and role of the Royal Armouries as a national museum and an exempt charity, and of the organisation and circumstances of the Royal Armouries. This Code has no legal force and is not a prescriptive document detailing the duties of Trustees; rather it has been produced and approved by the Board of Trustees and the Department for Digital, Culture, Media & Sport to provide Trustees with general guidance in the exercise of their responsibilities.

It shall also apply to the directors of Royal Armouries Trading and Enterprises Ltd (RATE), a wholly owned subsidiary, and Royal Armouries Development Trust (RADT). The organisational structure of the Armouries and its governance arrangements is at Annex A.

## **1 Public Service Values**

The Royal Armouries and its Board of Trustees should at all times:

- Observe the highest standards of propriety involving impartiality, integrity and objectivity in relation to the stewardship of public funds and the management of the Royal Armouries;
- Maximize value for money through ensuring that services are delivered in the most economical, efficient and effective way, within available resources, and with independent validation of performance achieved wherever practicable. Value for money is not the lowest price: it is the optimum combination of whole life costs and quality to meet the user's requirement;
- Be accountable to Parliament, users of services, individual citizens and staff for the activities of the Royal Armouries and their stewardship of public funds; and the extent to which key performance targets and objectives have been met;
- In accordance with Government policy on openness and responsiveness, comply fully with the Code of Practice on Access to Government Information, and with the Seven Principles of Public Life which are set out at Annex D.

## **2 Relationship with the Royal Armouries' Sponsor Department**

The Secretary of State for Digital, Culture, Media & Sport is answerable to Parliament for the policies and performance of the Royal Armouries, including its use of resources and the policy framework within which it operates. The respective roles of the Department and the Board of Trustees are set out in the National Heritage Act 1983. This is supplemented by: a Financial Memorandum which specifies the terms on which the Royal Armouries receives and spends funds provided by the Secretary of State; by an annual Funding Agreement signed by both parties; by a Strategic 5 Year Plan prepared by the Royal Armouries and approved by the Department; and by an annual business plan and budget.

### 3 The Role of the Chairman

a) The Chairman has particular responsibility for providing effective strategic leadership on matters such as:

- Formulating the Board's strategy for discharging its statutory duties;
- Ensuring that the Board carries out its corporate responsibilities;
- Ensuring that Trustees fulfil their individual responsibilities;
- Encouraging high standards of propriety and promoting the efficient and effective use of staff and other resources throughout the organisation;
- Ensuring that the Board, in reaching decisions, takes proper account of guidance provided by the Secretary of State, the responsible Minister or the Department for Digital, Culture, Media & Sport;
- Representing the views of the Board to the general public; and
- Providing an assessment of the performance of individual Trustees at appropriate intervals, on request, when they are being considered for re-appointment to the Board or for appointment to the board of some other public body.

b) The Chairman should ensure that the Board meets at regular intervals throughout the year and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individuals.

c) The National Heritage Act specifies that the Board shall consist of not less than 6 nor more than 11 members. Members will be recruited on the basis of a skills matrix, which the Chairman may alter from time to time in line with organisational needs and priorities.

d) Communications between the Board and the Secretary of State for Digital, Culture, Media & Sport, or one of his or her Ministers, should normally be through the Chairman except where the Board has agreed that an individual member should act on its behalf. Nevertheless, an individual Trustee has the right of access to Ministers on any matter which he or she believes raises important issues relating to his or her duties as a member of the Board. In such cases the agreement of the rest of the Board should normally be sought. The main point of contact between the body and the sponsor department on day to day matters will normally be the Director General & Master of the Armouries acting on the Trustees and the Board's behalf.

e) The Chairman should ensure that all Trustees, when taking up office, are fully briefed on the terms of their appointment and on their duties, rights and responsibilities. The Chairman and other Trustees should each have a copy of this Code of Practice and the staff's Code of Conduct, together with: the founding statute; the Financial Memorandum; the current Funding Agreement; the latest 5 Year Plan, Report to Parliament and Annual Accounts; the Treasury's memorandum *The Responsibilities of an NDPB Accounting Officer*, the Treasury's handbook *Regularity and Propriety*; notes describing the body's organisational structure and the rules and procedures of the Board. The Chairman should encourage new Trustees to attend an

induction course on the duties of board members of public bodies or some other suitable form of induction programme.

#### **4 Corporate Responsibilities of Trustees**

Trustees have corporate responsibility for ensuring that the Royal Armouries complies with all statutory and administrative requirements for its use of public funds. Other important responsibilities of Board members include:

- Ensuring that high standards of corporate governance are observed at all times;
- Establishing the overall strategic direction of the organisation within the policy and resources framework agreed with the Secretary of State for Digital, Culture, Media & Sport;
- Ensuring that the Board operates within the limits of its statutory authority and any delegated authority agreed with the Department for Digital, Culture, Media & Sport, and in accordance with any other conditions relating to the use of public funds;
- Ensuring, in reaching decisions the Board had taken into account any guidance issued by the Department for Digital, Culture, Media & Sport;
- Approving key objectives and targets;
- Overseeing the delivery of planned results by monitoring performance;
- Overseeing the Director General & Master of the Armouries in carrying out his or her responsibilities and duties with regard to strategy, targets and achievements; monitoring his or her performance and assessing it in relation to performance-related pay;
- Encouraging, identifying and developing fundraising, philanthropy and sponsorship on behalf of Royal Armouries.

#### **5 Strategic Planning and Control**

One of the main tasks of the Board is oversight of the production of strategic and business plans. The process of preparing such documents provides an opportunity for agreeing, with the Secretary of State, his or her responsible Minister or officials on his or her behalf, the policy and resources framework within which the Royal Armouries will discharge its duties; and for determining its key strategic objectives and targets. Targets should normally cover areas such as: the organisation's financial performance; the efficiency and effectiveness of its operations; and the quality of the services it provides. Where final outputs cannot easily be measured and it is therefore difficult to set suitable performance targets the Board should aim to agree carefully formulated strategic objectives and milestones.

#### **6 Delegation**

a) Trustees serve on a part-time unpaid basis. To the extent permitted by the founding statute, within a clearly understood framework of strategic control, and as far as is practicable, Trustees delegate to the officers of the Royal Armouries responsibility for day to day management.

b) The Board may decide to delegate responsibility for specified matters, where it has power to do so, to individual Trustees or Committees of the Board. Decisions taken by individual Trustees or Committees of the Board under delegated powers should be recorded in written minutes available to the Board as a whole.

## **7 Responsibilities of Individual Trustees**

a) Individual Trustees should be aware of their wider responsibilities as members of the Board. Like others who serve the public, they should follow the Seven Principles of Public Life set out by the Committee on Standards in Public Life. The principles are printed at Annex D. Trustees must:

- Undertake to comply at all times with the Royal Armouries' current *Code of Practice for Trustees* and with rules relating to the use of public funds;
- Act in good faith and in the best interests of the Royal Armouries;
- Ensure that they comply with the Board's rules on the acceptance of gifts and hospitality (see **Guidance** below);
- Not misuse information gained in the course of their public service for personal gain and for political purpose, nor seek to use the opportunity of public service to promote their private interests or those of connected persons, firms, businesses or other organisations; and to declare publicly any private interests which may be perceived to conflict with their public duties; and
- In line with the Bribery Act 2010, not use their official position to receive, agree to accept or attempt to obtain any payment or other consideration for doing, or not doing, anything or showing favour, or disfavour, to any person. They should not receive benefits of any kind from a third party which might reasonably be seen to compromise their personal judgment and integrity. Under the Prevention of Corruption Act 1916, employees of public bodies, of which the Royal Armouries is one, may be required to prove that the receipt of payment or other consideration from someone seeking to obtain a contract is not corrupt.

**Guidance:** *Trustees should never accept a personal gift or favour from any person or organisation that might subsequently be interpreted as an inducement to trade with, or further the purposes of, the person or organisation. Isolated gifts of a trivial character or small seasonal gifts are the only exceptions to this.*

b) Trustees are expected not to occupy paid party political posts or undertake particularly sensitive or high profile unpaid roles in a political party. Subject to that, Trustees are free to engage in political activities, provided that they are conscious of their general public responsibilities and exercise a proper discretion, particularly in regard to the work of the Board. On matters directly affecting that work, they should not make political speeches or engage in other political activities.

c) The restrictions in paragraph 7b do not apply to Trustees who are MPs, to local councillors or to Peers in relation to their conduct in the House of Lords. The position of Peers in this regard is covered by a statement

reproduced as an Annex to *Non Departmental Public Bodies: A Guide for Departments*.

- d) The arrangements for appointing Trustees make it possible to remove any Trustee who fails to perform the duties required of them to the standards expected of persons who hold public office.
- e) Trustees will be accorded reasonable reimbursement of costs for undertaking their unpaid role. Claims should be supported by the production of receipts, which should be sent to the Chief Administrator. Claims will be signed off by the Chairman or Director General & Master. Refer to the Trustees Travel & Expenses Policy for more detail.

## **8 Handling Conflicts of Interests**

a) The Chairman and other Trustees should declare any personal or business interests which may conflict with their responsibilities as Board members. The Board, in consultation with the Department for Digital, Culture, Media & Sport, should draw up rules of conduct for Trustees which ensure that such conflicts are identified at an early stage and that appropriate action can be taken to resolve them.

b) A Register of Interests will be kept and updated bi-annually by the Company Administrator using information provided by Trustees. This register will list direct or indirect pecuniary interests which members of the public might reasonably think could influence Trustees' judgment. Trustees are strongly encouraged also to register non-pecuniary interests which relate closely to the body's activities, and interests of close family members and persons living in the same household as the Trustee. (Note: *Cabinet Office Guidance*, February 2000 defines indirect interest as follows: *Indirect pecuniary interests arise from connections with bodies which have a direct pecuniary interest or from being a business partner, or being employed by, a person with such an interest. Non-pecuniary interests include those arising from membership of clubs and other organisations. Close family members include personal partners, parents, children - adult or minor -, brothers, sisters and the personal partner of any of these.*)

c) This register of interests MUST be made available to the public on request. Details of how access can be obtained must be made widely available and be included in annual and triennial reports to Parliament.

d) In the absence of specific statutory provisions, the common law requires:

- That members of public bodies should not participate in the discussion or determination of matters in which they have a direct pecuniary interest; and
- That when an interest is not of a direct pecuniary kind, members should consider whether participation in the discussion or determination of a related matter would suggest a real danger of bias. This should be interpreted in the sense that Trustees might, either unwittingly or otherwise

unfairly, regard with favour or disfavour the case of a party to the matter under consideration. In considering whether a real danger of bias exists in relation to a particular decision, Trustees should assess whether they, a close family member, a person living in the same household as the Trustee or a firm, business or organisation with which the Trustee is connected are likely to be affected more than the generality of those affected by the decision in question. This would cover, for example, a decision to invite tenders for a contract where a firm with which a Trustee was connected was significantly better placed than others to win it.

e) Where, in accordance with the above, Trustees do not participate in the discussion or determination of a matter, they should normally withdraw from the meeting. This is because the continued presence of someone who had declared an interest might be thought likely to influence the judgment of the other members present.

f) Whether or not Trustees are able in the light of the considerations above to participate in the discussion or determination of a matter, they should declare as soon as practicable after a meeting begins if they have an interest, pecuniary or other, in a matter being considered. They should also disclose any interests in it of which they are aware on the part of close family members and persons living in the same household as the Trustee. In addition, Trustees should give careful consideration to registering non-pecuniary interests of other persons or organisations which members of the public might reasonably think could influence the member's judgment.

g) Because the Royal Armouries is normally required to follow generally accepted accounting practice, Trustees must facilitate compliance with the need under Financial Reporting Standard 8 for material transactions with related parties to be disclosed in financial statements. "Related parties" in FRS 8 include (in addition to business contacts) close members of the family of an individual, who are defined for the purposes of the standard as those family members, or members of the same household, who may be expected to influence, or be influenced by, that person in their dealings with the reporting entity.

h) Trustees should seek to prevent conflicts of interests arising from the acceptance of outside appointments during or after their tenure as a Trustee, taking account of guidance in Chapter 7 of *Non Departmental Public Bodies: A Guide for Departments*. Therefore, all Trustees both during their tenure of office and for three years thereafter, should inform the Chairman in writing of any appointment they have been offered so that due and formal consideration may be given to any implications for the Board. After such due consideration the Trustee or ex-Trustee will be informed of the Board's position in writing by the Chairman.

## **9 Personal Liability of Trustees**

a) Although any legal proceedings initiated by a third party are likely to be brought against the Board, in exceptional cases proceedings (civil or, in certain cases, criminal) may be brought against the Chairman or other

individual Trustees. For example, a Trustee may be personally liable if he or she makes a fraudulent or negligent statement which results in loss to a third party. Trustees who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

b) However the Government has indicated that individual Trustees who have acted honestly and in good faith will not have to meet out of their own personal resources any personal civil liability which is incurred in execution or purported execution of their Board functions, save where the person has acted recklessly.

c) Trustees who need further advice may consult the Board's legal advisers.

## **10 Openness and Responsiveness**

a) Trustees and their staff must conduct all their dealings with the public in an open and responsible way and ensure full compliance with the *Code of Practice on Access to Government Information*. They should take account as far as possible of the Standard of Best Practice for Openness in Executive NDPBs and NHS bodies in the *First Report of the Committee on Standards in Public Life* (Cm 2850-1). They must make publicly available an Annual Report as part of the Annual Accounts laid before parliament (see 12b below), and every three years lay before Parliament a detailed stewardship report. They must consult openly and widely over major changes in policy that will have fundamental effects upon the environments in which the museum works and the communities that it serves. In particular the Royal Armouries seeks to follow best practice in making available information to the public and is fully committed to the Transparency Agenda.

b) Trustees must ensure they can demonstrate that they are using resources to good effect, with propriety, and without grounds for criticism that public funds are being used for private, partisan or party political purposes. They must act consistently with the nature of the Royal Armouries' duties and responsibilities and the possible need for confidentiality on commercial or other grounds, always subject to the rights of Parliament and the Comptroller & Auditor General to obtain information. There should be well-publicised and easy to use complaints procedures which cover both mal-administration and failure to provide access to information (see Annex C).

## **11 Accountability for Public Funds**

a) Trustees have a duty to ensure the safeguarding of public funds – which for this purpose should be taken to include all forms of receipts from fees, charges and other sources – and the proper custody of assets which have been publicly funded. They must take appropriate measures to ensure that the Royal Armouries at all times conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory provisions and to relevant guidance in Government Accounting.



b) Trustees are responsible for ensuring that the body does not exceed its powers or functions as defined in statute, or through any limitations on its authority to incur expenditure. They are normally advised on these matters by the officers and their legal advisers.

## **12 Annual Report and Accounts**

a) As part of its responsibilities for the stewardship of public funds, the Board must ensure that it includes a full statement of the use of such resources in its Annual Report and Accounts. Such accounts should be prepared in accordance with the Accounts Direction issued by the Secretary of State for the Department for Digital, Culture, Media & Sport and such other guidance as may be issued, from time to time, by the Department for Digital, Culture, Media & Sport and the Treasury<sup>1</sup>, including *Executive Non-Departmental Public Bodies: Annual Reports and Accounts Guidance*.

b) Subject to current statutory requirements, the Board should aim to produce an Annual Report and Accounts as a single document and should give it appropriate publicity. A summary of the relevant Annual Accounts should be given in the Triennial Report to Parliament and a statement by the auditors should be included to confirm that it is consistent with the Annual Accounts. It should also state whether the report on any of the relevant Annual Accounts was qualified and provide details if this was the case.

c) The Annual Report and Accounts should include a governance statement which will be a full description of the Board's activities; state the extent to which key strategic objectives and agreed financial and other performance targets have been met; list the names of the current members of the Board and senior staff; and provide details of the remuneration of Trustees and senior staff in accordance with Treasury guidance. The Annual Report should contain information on access to registers of interests in accordance with paragraph 8 above.

## **13 The Role of the Director General & Master of the Armouries**

a) The Director General & Master of the Armouries has responsibility for the overall organisation, management, and staffing of the Royal Armouries and for its procedures in financial and other matters, including conduct and discipline. Board members should support the Director General & Master of the Armouries in undertaking this responsibility. They should note that, as Accounting Officer, the Director-General & Master of the Armouries is personally responsible to Parliament, through the sponsoring departments, for these matters, of which more is said below.

b) The Director General & Master of the Armouries is designated as the Accounting Officer for the Royal Armouries. The Director General & Master of the Armouries and the Accounting Officer of the Department for Digital, Culture, Media & Sport, are responsible to Parliament for the resources under their control. The essence of the role is a personal responsibility for the

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<sup>1</sup> In Northern Ireland, guidance is issued by the Department of Finance and Personnel

propriety and regularity of the public finances for which they are answerable; for the keeping of proper accounts; for prudent and economical administration; for the avoidance of waste and extravagance; for the employment and deployment of staff, whether civil service or contracted; and for the efficient and effective use of all the resources in their charge. The Director General & Master of the Armouries has a responsibility to see that appropriate advice is tendered to the Board on all these matters. Satisfactory performance of these responsibilities is fundamental to the role of the Director General & Master of the Armouries.

c) More detailed guidance on the role of an Accounting Officer is set out in *The Responsibilities of an NDPB Accounting Officer*, which covers appearances before the Committee of Public Accounts of the House of Commons. All Trustees should ensure that they have a copy of this document. The Treasury's handbook, *Regularity and Propriety*, describes what these concepts mean in a financial context. Although the handbook is intended primarily for Accounting Officers, Trustees should also familiarise themselves with it.

d) The Director General & Master of the Armouries has responsibility for developing wider organisation strategy, the day to day management of the organisation and for leading on business planning.

e) The Director General & Master of the Armouries reports to the Board on governance, business strategy, targets and achievements.

## **14 Audit Committee**

The Board shall have an Audit Committee – details in Annex B 2.1.2.

## **15 The Royal Armouries as Employer**

a) The Board should ensure:

- That the officers of the Royal Armouries comply with relevant legislation and that suitably qualified staff are employed who will discharge their responsibilities in accordance with the high standards expected of staff employed by a National Institution. All staff should be familiar with the Royal Armouries' main aims and objectives;
- That the Royal Armouries adopts management practices which use resources in the most economical, efficient and effective manner;
- That the Royal Armouries' rules for the recruitment and management of staff provide for appointment and advancement on merit on the basis of equal opportunity for all applicants and staff;
- In filling senior staff appointments, the Board should satisfy itself that an adequate internal and external field of qualified candidates is considered;
- That both Trustees and officers have appropriate access to expert advice and training opportunities (in line with wider Government commitments on training strategies).

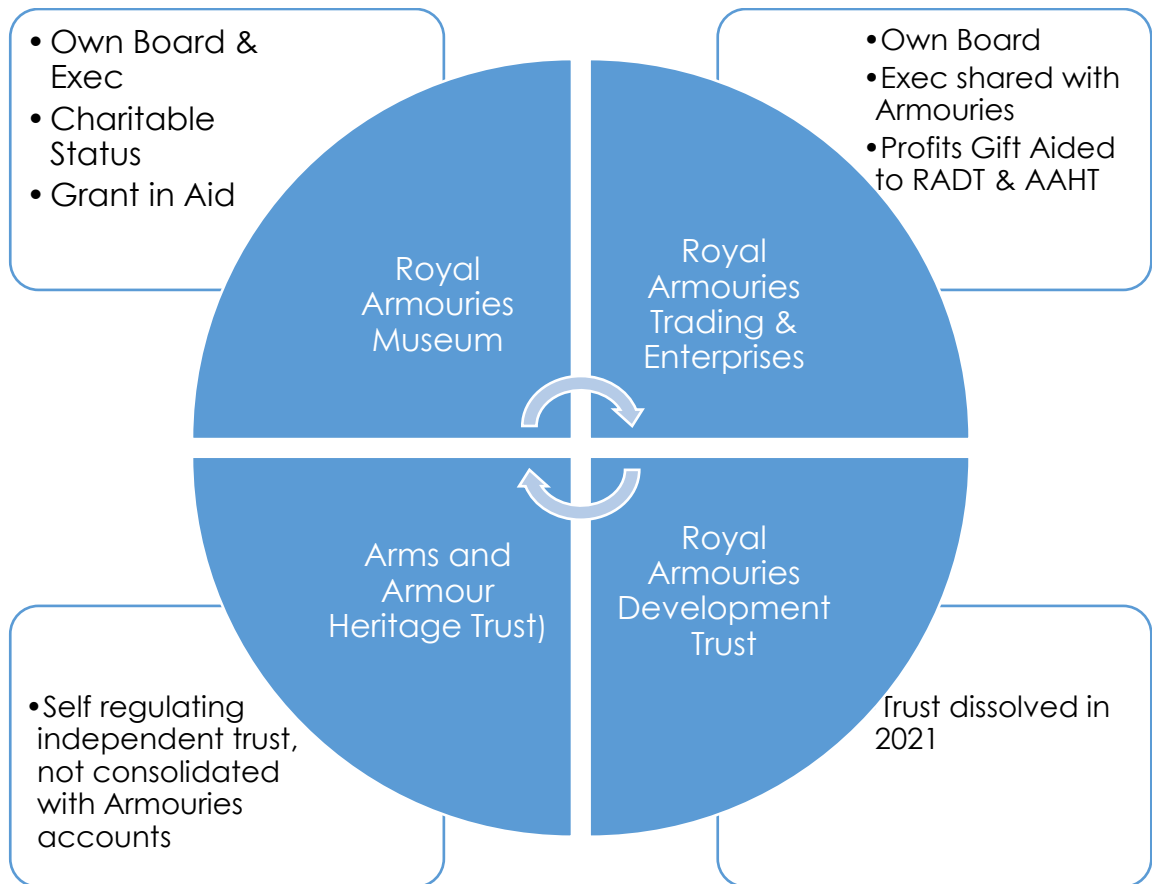
b) The Board should approve a Code of Conduct for the staff using the model issued for executive NDPBs by the Cabinet Office in August 1996, subject to any modifications that may be necessary – and that are agreed with the Department for Digital, Culture, Media & Sport – to take account of the particular characteristics and circumstances of the Royal Armouries and to take proper regard of codes of professional conduct to which staff themselves may have to subscribe.

c) The Board has a responsibility to monitor the performance of the Director General & Master of the Armouries. The Board will appoint a Remuneration Committee. This will advise the Board on the appropriate level of remuneration for the Director General & Master of the Armouries and agree this with the Department for Digital, Culture, Media & Sport; it will assess the entitlement to performance related pay, ensuring that it has access to the information and advice required to make the necessary judgments.

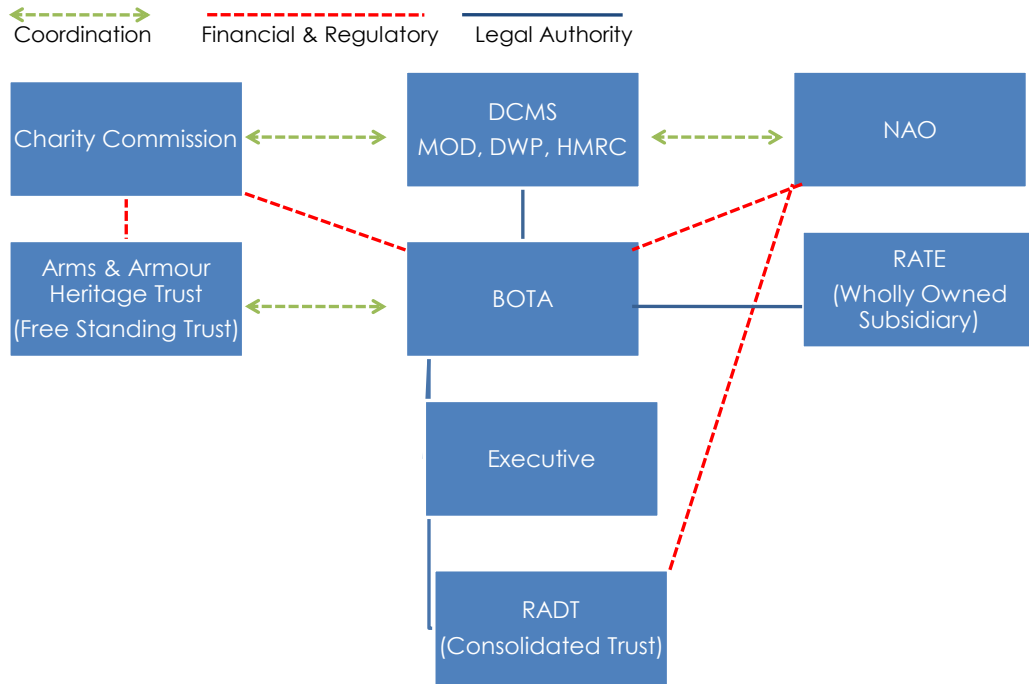
## **Annexes**

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| Annex B | Board Procedures                      |
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## ANNEX A: BUSINESS STRUCTURE OF ROYAL ARMOURIES



# Governance



## **ANNEX B: BOARD PROCEDURES**

### **2. Board of Trustees**

The Board will meet at least four times a year.

Normally these meetings are held on the final Wednesday of appropriate months. Normally one meeting is held at each site, every year. A quorum shall be one third of the current membership or three Trustees whichever is the greater.

In attendance at the Board meetings are:

- Director General & Master of the Armouries
- Director of Brand & Audience
- Finance Director
- Chief Operating Officer
- Collections Director
- Any other relevant officer for particular items

Any officer may be asked to leave the meeting.

Minutes will be sent out no more than 14 days after the meeting.

Board papers will be sent out at least 7 days before a meeting.

#### **2.1 Sub-committees and Advisory Bodies**

The Board may appoint sub-committees.

The current sub-committees are:

- Finance & Capital Development
- Audit
- Masterplan Committee
- Remuneration

The Board may appoint advisory bodies. These include:

- The Honorary Historical Consultants
- An International Advisory Body
- A Research and Scholarship Board

## 2.1.1 Finance and Capital Development Committee

### ROLE OF FINANCE & CAPITAL DEVELOPMENT COMMITTEE

The Board has established the Finance and Capital Development Committee as a sub-committee of the Board to support it in carrying out its responsibilities relating to overseeing the financial affairs of the Royal Armouries.

### RESPONSIBILITIES

- To review and make recommendations concerning the financial management and accounting systems with particular reference to the objectives and targets agreed with the DCMS and specified within the Funding Agreement;
- To review and make recommendations concerning the financial management and accounting systems in line with legislation and associated Financial and Accounting documentation and memoranda;
- To review and to recommend approval of the annual budgets;
- To monitor on behalf of the Board the annual budgets, management accounts and financial performance of the Museum;
- To approve and recommend to the Board the Annual Report and Accounts;
- To evaluate the cost and value projections of any new development projects and recommend approval to the Board of Trustees;
- To monitor the progress of new development projects and other capital projects against their agreed financial milestones;
- To review and monitor fundraising and sponsorship activities;
- To receive and review the accounts of RATE on a quarterly basis, once approved by the RATE Directors.

### MEMBERSHIP AND ATTENDANCE

Membership shall comprise of the Chairman of the Board and at least two other Trustees voted by the Board of whom one will be the Chairman

### CURRENT MEMBERSHIP

Neil Grant –Chairman FCDC  
John Procter – Chairman BOTA  
Paul Kirkman  
Andrew Latchmore  
Monica Turner

#### IN ATTENDANCE

Director General & Master  
Finance Director  
Chief Operating Officer  
Director of Brand & Audience  
Collections Director

#### FREQUENCY OF MEETINGS

The Finance and Capital Development Committee will meet at least four times per year. The Chairman of the Finance and Development Committee may convene additional meetings, as deemed necessary.



## 2.1.2 Audit Committee

### ROLE OF AUDIT COMMITTEE

The Board has established the Audit Committee as a Committee of the Board to support them in their responsibilities for issues of risk control and governance by reviewing the comprehensiveness of assurances in meeting the Board and Accounting Officer's assurance needs and in reviewing the reliability and integrity of these assurances.

### RESPONSIBILITIES

The Audit Committee will advise the Board and Accounting Officer on:

- The strategic processes for risk, control and governance and the Governance Statement;
- The accounting policies, the accounts, and the annual report of the organisation; the review of levels of error identified and management's letter of representation to the external auditors;
- The planned activity and results of both internal and external audit;
- Assurances relating to the corporate governance requirements for the organisation;
- Anti-fraud policies, whistle-blowing policies, bribery and corruption controls, and arrangements for special investigations.

### MEMBERSHIP AND ATTENDANCE

Membership shall comprise of at least two Trustees voted by the Board of whom one will be Chairman. The Chairman of the Board will be invited to be in attendance at the meeting.

### CURRENT MEMBERSHIP

Andrew Burnett – Chairman AC  
Neil Grant  
Andrew Latchmore  
Paul Mancey

One or more Independent External Members

- Andrew Broome (Health & Safety / firearms law)

### IN ATTENDANCE

John Procter - Chairman BOTA  
Director General & Master of the Armouries  
Finance Director  
Chief Operating Officer

Collections Director

The Audit Committee may:

- Co-opt additional members for a period not exceeding a year to provide specialist skills, knowledge and experience;
- Procure specialist ad-hoc advice at the expense of the organisation, subject to budgets.

#### ACCESS

Representatives of both Internal and External Audit will have free and confidential access to the Chairman of the Audit Committee.

#### FREQUENCY OF MEETINGS

The Audit Committee will meet at least four times a year. The Chairman of the Audit Committee may convene additional meetings, as deemed necessary.

### **2.1.3 Masterplan Committee**

#### **ROLE OF THE MASTERPLAN COMMITTEE**

The Board has established the Masterplan Committee as a sub-committee of the Board to support it in carrying out its responsibilities relating to overseeing the preparation and delivery of the museum's Masterplan for the redevelopment of its three sites.

#### **RESPONSIBILITIES**

- To provide advice to the Board of Trustees at or between its scheduled meetings on any aspect of the Masterplan, its development or implementation.
- As necessary, to decide on changes to the annual plan for the development of the Masterplan as set out in the Corporate Plan (CP) and the Annual Development Plan (ADP) but which do not affect the annual budget or the principal outputs for the year.
- As necessary, to recommend to the Board of Trustees changes to the financing and programming of the Masterplan with an impact on its overall and multi-year programme and costs.
- In doing the above, to save time and effort on the part of the full Board of Trustees;
- To review and make recommendations on the goals and ambitions of the Masterplan project ensuring it is ambitious, realistic and likely to command support from organisations and individuals who will help it happen;
- To provide advice to the Executive and Trustees on any aspect of the project within the areas of expertise held by Committee members;
- To review and monitor stakeholder engagement with the Masterplan and advise on how it might be extended and exploited;
- To recommend to the Board the appointment of contractors for Masterplan works;
- To monitor the progress of Masterplan works against their agreed milestones;
- To advise the Board of Trustees and/or the Finance and Capital Development Committee on issues related to expenditure and variances.

## **MEMBERSHIP AND ATTENDANCE**

Membership shall comprise of the Chair of the Board and at least two other Trustees voted by the Board of whom one will be the Chairman. Membership will be reviewed regularly to ensure it continues to meet the changing needs of the project as it develops, and with the approval of the Chair of the Board of Trustees, may include non-Trustee members, by co-option, whose expertise would be of use to the Committee. It is envisaged that the Committee will be wound up when the project is complete.

## **MEMBERSHIP**

*Paul Kirkman – Chairman Masterplan Committee*

*John Procter – Chairman BOTA*

*Monica Turner*

*Jonathan Sands*

*Andrew Latchmore*

*Steven Gunn*

## **IN ATTENDANCE**

Director General & Master

Finance Director

Chief Operating Officer

Director of Brand & Audience

Collections Director

## **DATES OF MEETINGS**

The Masterplan Committee will meet at times dictated by the progress of the project, related to key milestones and junctures in its development and implementation. Dates will be decided by the Executive Board and the Chairman of the Masterplan Committee and will if possible be chosen to precede Board meetings at which the Committee's advice may be presented.

## 2.1.4 Remuneration Committee

### ROLE OF THE COMMITTEE

The remit of the Remuneration Committee covers the remuneration, reward and performance target setting of the Director General and members of the Executive Board.

### RESPONSIBILITIES

- To set targets by which the performance of the Director General & Master of the Armouries ("the Master") will be measured, in consultation with him/her
- To discuss and agree with the Master targets by which the performance of members of the Executive Board will be measured
- To appraise formally the performance of the Master
- To discuss and agree with the Master performance issues for members of the Executive Board prior to their appraisal by the Master.
- To make proposals to the Board regarding the remuneration of the Master and agree these with the Department for Digital, Culture Media & Sport
- To make proposals to the Board regarding the remuneration of members of the Executive Board
- Assess the entitlement of the Master and members of the Executive Board to performance related pay

### MANAGEMENT OF BUSINESS

Meetings may be held in person or virtually. Papers will be issued at least five working days in advance of meetings by the RA Chief Administrator. Minutes will be taken by the RA Chief Administrator, signed off by the Chair of the Board of Trustees and filed. The meeting will be quorate if attended by three members.

### MEMBERSHIP & ATTENDANCE

Membership shall comprise:

Chair of the Board of Trustees  
Chair of the Finance and Capital Development Committee  
Chair of the Audit Committee  
Chair of the Masterplan Committee

#### CURRENT MEMBERSHIP

John Procter – Chair of the Board of Trustees

Neil Grant – Chair of the Finance and Capital Development Committee

Andrew Latchmore – Chair of the Audit Committee

Paul Kirkman – Chair of the Masterplan Committee

#### FREQUENCY OF MEETINGS

The Committee should meet annually and on other occasions if required.

### **2.1.5 Rules of Committees**

- The purpose of the committee to be agreed by the Board;
- Membership to be by appointment of the Board of Trustees only;
- Chairman to be elected by the Board;
- Quorum to be no less than three with a minimum of two Trustees present;
- In the event of a named Trustee not able to attend a committee meeting, another Trustee can be co-opted to any of the committees;
- Formal minutes to be produced and circulated to members of that committee and other Board members;
- All Trustees to be given notice of committee meetings and to be allowed to attend as silent observers;
- Reports from committees to be on the agenda for Board meetings;
- The Chairman may sit "ex officio" on all committees;
- Committees have the power to call upon advisors as necessary to help with their work;
- The Constable to be invited to attend any meeting discussing major issues relating to the Tower;
- Unresolved differences of opinion within committees to be referred to the Board for a decision;
- Relevant officers may be invited to attend to contribute to specific matters;
- If for any reason a sub-committee has no Chairman then the Chairman of the Board shall assume the responsibility for the sub-committee involved.

## **ANNEX C: COMPLAINTS PROCEDURE**

Procedures are in place to ensure a timely response to any complaints the Royal Armouries receives about its products or services. A system of escalation exists to ensure that any unresolved complaints are reviewed by senior management, the Directorate and ultimately, the Director General & Master. Should any complaint or enquiry not be satisfied by the above response from the Director General & Master of the Armouries' Office, information will be forwarded to the Chairman of the Board of Trustees for attention.

Visitor feedback is encouraged by a comment card system operated by the Royal Armouries Visitor Services Department. Cards can either be posted or handed in to the Visitor Services Information Desk. The Visitor Services and Experience Managers review all comments and ensure that a response goes out to complaints that request a reply. All correspondence is kept on file.

Employee grievances are resolved via the Grievance Procedures. Employee complaints can also be made through a number of other procedures, including the Whistle Blowing and the Anti-Harassment and Bullying Policies.



## **ANNEX D: NOLAN PRINCIPLES**

### **THE SEVEN PRINCIPLES OF PUBLIC LIFE**

#### **Selflessness**

Holders of public office should take decision solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

#### **Integrity**

Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

#### **Objectivity**

In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merits.

#### **Accountability**

Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

#### **Openness**

Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

#### **Honesty**

Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

#### **Leadership**

Holders of the public office should promote and support these principles by leadership and example.

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The Government endorsed the Seven Principles of Public Life in *Spending Public Money. Governance and Audit Issues*, Cm 3179, March 1996.

## **ANNEX E: PUBLICATIONS**

**Committee on Standards in Public Life, First Report**, Cm 2850-1 1995, available from the Stationery Office, 0207863 9090, price £11.80 (ISBN 0 10 1285027).

**Executive Non-Departmental Public Bodies: Annual Reports and Accounts Guidance\***, March 1996 (under review), available from Central Accountancy Team, HM Treasury, 0207270 4570

**Government Accounting\***, available from the Stationery Office, 02078739090 (ISBN 0 11 70209 6)

**Government Internal Audit Manual**, May 1996, available from the Stationery Office, 0207873 9090, price £29.95 (ISBN 0 11 702050 8)

**Model Code for Staff of Executive Non-Departmental Public Bodies**, August 1996, available from Central Secretariat, Cabinet Office 0207270 1873.

**Model Code of practice for Board Members of Advisory Non Departmental Public Bodies**, Cabinet Office, September 1998, available from Central Secretariat, Cabinet Office, 0207270 1873.

**Non-Departmental Public Bodies: A Guide for Departments**, March 2000 and subsequent amendments, available from Central Secretariat, Cabinet Office, 0207270 1873.

**Quangos: Opening the Doors**, June 1998, available from Central Secretariat, Cabinet Office, 0207270 1873.

**Regularity and Propriety: A Handbook**, November 1996, available from TOA Team, HM Treasury. 0207270 5524.

**Spending Public Money: Governance and Audit Issues**, Cm 3179, March 1996, available from the Stationery Office, 020 7873 9090, price £8.65 (ISBN 0 10 131792 1)

**The Government's Response to the First Report of the Committee on Standards in Public Life**, Cm 2931, July 1995, available from the Stationery Office, 020 7873 9090, price £7.10 (ISBN 0 10 129312 7).

**The Responsibilities of a NDPB Accounting Officer**, December 1994, available from TOA Team, HM Treasury, 020 7270 5524.

**A better quality of life: a strategy for sustainable development for the United Kingdom**, My 1999, £11.80, Cm 4345. Published by the Stationery Office and available from the Publications Centre: 0345 023474.

[www.environment.detr.gov.uk/sustainable/quality/life/index.htm](http://www.environment.detr.gov.uk/sustainable/quality/life/index.htm)

**Greening Government: First Report of the Green Ministers Committee 1998/99**, July 1999. Product code: 99EP0395, 020 7890 6472

[www.environment.detr.gov.uk/greening/ar9899/index.htm](http://www.environment.detr.gov.uk/greening/ar9899/index.htm)

**Quality of life counts: Indicators for a strategy for sustainable development for the United Kingdom**, December 1999, ISBN 1 85112 343 1, £22, DETR Publications sales Centre, Unit 21, Goldthorpe Industrial Estate, Goldthorpe, Rotherham, S63 9BL, Fax 01709 881673.

[www.environment.detr.gov.uk/sustainable/quality/index/htm](http://www.environment.detr.gov.uk/sustainable/quality/index/htm)