



The role of NSA Trustees (or Trustee Code of Conduct)

As a company limited by guarantee, NSA has Directors. As a registered charity, it has Trustees. These are the same 14 people, who act as Trustee Directors (usually referred to as just Trustees). The NSA Articles of Association outline the role, scope and powers of Trustee Directors. This document outlines the commitment Trustee Directors make in fulfilling their role, over and above the details in the Articles.

NSA Trustees agree to the following

- To act in good faith and in the best interests of the charity.
- To ensure the charity's assets are applied only for its charitable purposes.
- To avoid taking risks that place funds, assets or reputation at undue risk.
- To use powers for the purpose for which they are conferred, and not exceed powers set out in the NSA Articles of Association.
- To not let personal interests conflict with their duty to act in the best interests of NSA.
- To act unpaid and avoid receiving any personal benefit – unless providing separate services for NSA outside of their remit as a Trustee, as provided for in section 6.5 in the NSA Articles.
- To act personally without delegating responsibilities.
- To exercise such care and skill as is reasonable in the circumstances (i.e. make use of skills and experience) and have regard for any special knowledge they hold, including where they act in the course of a business or profession.
- To take appropriate advice where needed.
- To ensure their role is strategic and focuses on core functions rather than being involved in day-to-day management.
- To actively challenge committees and individuals they have devolved responsibility to, in order to satisfy themselves delivery is to an appropriate standard. But to do this in a respectful and constructive way. This includes where responsibility has been delegated to the staff and to other NSA committees (specifically the NSA Finance Scrutiny Committee and the NSA UK Policy & Technical Committee).
- To be collectively and equally responsible
- To ensure the Board is cumulatively responsible for the whole of the NSA, rather than each Trustee being responsible for the NSA region that nominated them to the role.
- To accept collective responsibility for all decisions made. This means not speaking against majority decisions outside Board meetings.
- To respond to individual requests linked to compliance – e.g. completing forms.
- To reflect current NSA policy when formally speaking or writing as an NSA Trustee.
- To be mindful of and uphold the reputation of NSA when communicating privately, including on social media.
- As far as possible, to avoid becoming involved in communication that may lead to a conflict of interest with their role as a Trustee.
- To arrive at meetings fully prepared and ready to make a positive contribution. This includes giving undivided attention when in online meetings and having the camera on where possible.

Chief Executive: Phil Stocker
A company limited by Guarantee. Registered in England. Registration No. 37818.
Registered charity in England and Wales (249255) and in Scotland (SC042853)



National Sheep Association is an organisation which represents the views and interests of sheep producers throughout the UK.
NSA is funded by its membership of sheep farmers and its activities involve it in every aspect of the sheep industry.

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- To communicate key information back to the region that nominated them to the role, while not divulging confidential items. This involves using Board meeting summary notes as information that can be widely shared, versus the confidential detail contained in Board meeting minutes.
- To strive to work as a team in which constructive relationships are actively promoted.
- To create an inclusive environment where everyone's contributions are valued equally.
- To express views openly, courteously and respectfully in all communications, both inside and outside meetings.
- To seek to develop effective working relationships with key NSA staff members.
- To observe the Seven Principles of Public Life (the Nolan Rules of 1994); see additional information at the end of this section.

The Seven Principles of Public Life

- Selflessness. Holders of public office should act solely in terms of the public interest.
- Integrity. Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.
- Objectivity. Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- Accountability. Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- Openness. Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- Honesty. Holders of public office should be truthful.
- Leadership. Holders of public office should exhibit these principles in their own behaviour and treat others with respect. They should actively promote and robustly support the principles and challenge poor behaviour wherever it occurs.