

THE JERSEY HERITAGE TRUST

CODE OF CONDUCT

ADOPTED BY THE TRUSTEES ON 26th NOVEMBER 2018

Contents

1.	Introduction.....	2
2.	Definitions	2
3.	Values and Principles	5
4.	Relationship with the States of Jersey	5
5.	Relationship with Partner Heritage Organisations	6
6.	The Role of the Chairperson.....	6
7.	Communications with State Funding Departments.....	7
8.	Communications with Heritage Partner Organisations and other stakeholders	7
9.	Collective Responsibilities of Trustees.....	8
10.	Responsibilities of Individual Trustees.....	8
11.	Personal Liability of Trustees	11
12.	Conflicts of Interests	11
13.	Delegation.....	13
14.	Strategic Planning and Control	13
15.	Openness and Responsiveness	13
16.	Accountability for Funds.....	14
17.	Annual Report and Accounts	14
18.	Audit & Financial Supervision	14
19.	The Role of the Chief Executive	15
20.	JHT as Employer	15

1. Introduction

This document sets out a Code of Conduct for the Trustees of JHT, its Sub-Committees and Advisory Boards. Failure by any Trustee to following this Code of Conduct may result in removal from the Board of Trustees.

2. Definitions

2.1. In this Code of Conduct:

- 2.1.1. words importing the masculine gender shall include the female and neuter genders;
- 2.1.2. words in the singular shall include words in the plural and words in the plural shall include the singular; and
- 2.1.3. the headings and sub-headings to this Code of Conduct are inserted only for reference to the provisions thereof and shall not affect the construction of such provision.

2.2. In this Code of Conduct, unless the context otherwise requires, the following defined terms in the left hand column below shall have the meaning set out opposite such term in the right hand column below.

Advisory Board	any advisory board or panel appointed by the Board of Trustees under the provisions of the Constitution and governed by the relevant Terms of Reference;
Board Member	a Trustee of the Board of Trustees of JHT and ' Member of the Board ' shall be construed accordingly;
the Board of Trustees or Board	the board of trustees of JHT from time to time (by whatever name so called) acting as a Board;
Chairperson	the person appointed to such position by the Board of Trustees from time to time;
the Chief Executive	the person appointed to such position by the Board of Trustees from time to time;
Co-habitee	includes a person, whether of the opposite sex or not, who is living with the relevant Trustee in a relationship similar to that of husband and wife;
Connected Person	any of the following: (a) a Spouse or Co-habitee; (b) a close relative, close friend or close associate;

- (c) an employer or a partner in a firm;
- (d) an Undertaking on which the Trustee is a Remunerated shareholder, partner or director;
- (e) a person from whom the Trustee has received a gift or hospitality; or
- (f) an Undertaking in which the Trustee has a Controlling Interest;

Constitution	the constitution of JHT as adopted, amended and replaced from time to time by the Board of Trustees;
Controlling Interest	The power of a person (P) to secure: (i) by means of the holding of shares or other ownership interest or share or the possession of voting power; or (ii) as a result of any powers conferred by the articles of association or other constitutional document regulating the Undertaking; that the affairs of the Undertaking are conducted in accordance with P's wishes;
Declaration	a declaration of interest made by a Trustee pursuant to the provisions of this Code of Conduct;
Executive	any member of the SMT or other employee of JHT in attendance at any meeting of the Board of Trustees;
the Honorary Financial Adviser	any person (who may or may not be a Trustee) who may be appointed and hold such position from time to time in accordance with the Constitution;
JHT	The Jersey Heritage Trust; a body corporate incorporated by Act of the States of Jersey on 16 th March 1982 and confirmed by Order of Council dated 18 th May 1983, of Jersey Museum and Art Gallery, Merchants House, Weighbridge Place, St Helier, Jersey, JE2 3NG;
The National Trust for Jersey	The National Trust for Jersey, an association incorporated by Act of the States of Jersey on 11 th February 1937 and confirmed by Order of Council dated 13 th April 1937, of The Elms, La Chevre Rue, St Mary, Jersey, JE3 3EN;
the Objective Test	whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice the Trustee's or Executive's discussion or decision making in the Trustee's role as a Board Member or the Executive's discussions while in attendance at a Board meeting;

the Public of the Island	the Public of the Island of Jersey;
the Purpose	JHT's purpose as set out in the Constitution;
Registerable Interest	means an interest registerable pursuant to the provisions of this Code of Conduct and listed in Schedule 1;
Register of Interests	the register of Registerable Interests maintained by the JHT;
Relevant Contract	the material contracts between JHT and other bodies such as the Departments of the States of Jersey and Société Jersiaise and Relevant Contracts shall be construed accordingly;
Remuneration	includes any salary, wage, share of profits, fee, expenses, other monetary benefit or benefit in kind. This would include, for example, the provision of a company car or travelling expenses by an employer and Remunerated shall be construed accordingly;
Scheme of Delegation	the Scheme of Delegation setting out the delegated powers authorised by the Board of Trustees from time to time in accordance with the Constitution;
SMT	the Senior Management Team of JHT comprising the Chief Executive and the Finance Director and such other senior Staff Member as shall be appointed by the Board of Trustees to the Senior Management Team from time to time;
the Société Jersiaise	an association incorporated by Act of the States of Jersey on 11th August 1879 and confirmed by Order of Council dated 15th December 1879;
the Scheme of Delegation	the Scheme of Delegation setting out the delegated powers authorised by the Board of Trustees from time to time in accordance with the Constitution;
Spouse	includes a civil partner but does not include a former spouse or civil partner or a spouse or civil partner who is living separately and apart from the relevant Trustee;
Sub-Committee	any sub-committee appointed by the Board of Trustees under the provisions of the Constitution and governed by the relevant Terms of Reference;

Terms of Reference	the terms and conditions governing the powers, duties and obligations of any Sub-Committee or Advisory Board as approved by the Board of Trustees and as may be amended from time to time by the Board of Trustees;
Trustee	any person appointed to such position by the Board of Trustees from time to time and Trustees shall be construed accordingly;
Undertaking	means: <ul style="list-style-type: none"> a) a body corporate, company or partnership; or b) an unincorporated association carrying on a trade or business, with or without a view to a profit.

3. Values and Principles

- 3.1. JHT and its Trustees are committed to abide at all times by the following values:
 - 3.1.1. to observe the highest standards of propriety involving **impartiality, integrity objectivity** and **truthfulness** in the management of JHT in fulfilment of its Purpose;
 - 3.1.2. be **accountable** to all of its stakeholders, including the users of services, individual citizens, staff and funders;
 - 3.1.3. be **open and transparent** in all of its decision making; and
 - 3.1.4. promote robust, fair and clear **leadership**.
- 3.2. Trustees must:
 - 3.2.1. undertake on appointment to comply at all times with this Code of Conduct;
 - 3.2.2. act in good faith and in the best interests of JHT;
 - 3.2.3. not misuse information gained in the course of their service as Trustee for personal gain or for political purposes, nor seek to use the opportunity of Trustee service to promote their private interests or those of a Connected Person;
 - 3.2.4. ensure that they comply with JHT's rules on expenses, the acceptance of gifts and hospitality set out in this Code of Conduct; and
 - 3.2.5. ensure that they comply with JHT's rules on handling conflicts of interest set out in this Code of Conduct.

4. Relationship with the States of Jersey

- 4.1. JHT is an independent body corporate incorporated by law and registered in the Royal Court on 3rd June 1983. It is also seeking registration as a charity under the Charities (Jersey)

Law 2014. JHT is accountable to the States of Jersey (the States) in respect of the public funds provided to JHT, whether in the form of grant funding or otherwise. The approval of such funding is the responsibility of the Minister of the States of Jersey of the relevant departmental portfolio. The terms on which JHT receives States funding, manages States assets and the respective roles of JHT and the relevant States funding department are set out in the various documents and the Trustees have a responsibility to understand these various contractual arrangements. Copies are available to all Trustees upon request to the Chief Executive.

5. Relationship with Partner Heritage Organisations

- 5.1. JHT works closely with the Société Jersiaise and The National Trust for Jersey and other heritage organisations in Jersey and further afield.
- 5.2. JHT has various agreements and leases in place with the Société Jersiaise including in respect of the management of certain properties and other assets belonging to the Société Jersiaise. The terms on which JHT manages Société Jersiaise assets and the respective roles of JHT and the Société Jersiaise are set out in the various documents and the Trustees have a responsibility to understand these various contractual arrangements. Copies are available to all Trustees upon request to the Chief Executive.

6. The Role of the Chairperson

- 6.1. The Chairperson has particular responsibility for providing effective strategic leadership on matters such as:
 - 6.1.1. formulating JHT's strategy for discharging its duties;
 - 6.1.2. encouraging high standards of propriety, and promoting the efficient and effective use of staff and other resources throughout the organisation;
 - 6.1.3. ensuring that JHT complies with the terms of all Relevant Contracts and other material contracts;
 - 6.1.4. representing the views of JHT to the general public;
 - 6.1.5. ensuring proper processes for the appointment and re-appointment of Trustees by the Board of Trustees;
 - 6.1.6. ensuring proper processes for the appointment and re-appointment by the Board, of the Honorary Financial Adviser;
 - 6.1.7. ensuring proper processes for the appointment and re-appointment to the Advisory Boards and Sub-Committees;
 - 6.1.8. ensuring appropriate professional advice is taken where relevant and receiving such advice;

- 6.1.9. annually appraising the performance of Trustees with the purpose of maximizing the contribution of Trustees and their relevant skills;
 - 6.1.10. ensuring that the constitution of JHT is complied with by the Trustees and in the day-to-day activities of JHT; and
 - 6.1.11. supporting the SMT by taking decisions in line with the authority granted to the Chairperson under the Constitution and the Scheme of Delegation.
- 6.2. The Chairperson should ensure that the Board of Trustees meets at regular intervals throughout the year in accordance with the requirement of the Constitution and that the minutes of meetings accurately record the decisions taken and, where appropriate, the views of individual Trustees.
- 6.3. The Chairperson should ensure that all Trustees, when taking up office, are briefed fully on the terms of their appointment and on their duties, rights and responsibilities. The Chairperson and other Trustees should each have a copy of the Constitution, Code of Conduct, the Scheme of Delegation and any other relevant background material such as the Business Plan, the Relevant Contracts, notes describing JHT's organisational structure and any relevant rules and procedures of JHT. The Chairperson should ensure new Trustees to attend an induction course on the duties of board members of charitable bodies (or some other suitable form of induction program) as well as an internal induction briefing.

7. Communications with States Funding Departments

- 7.1. Communications between JHT and the Minister(s) for the relevant States funding department(s) will normally be through the Chairperson or Chief Executive, except where the Chairperson has agreed that another Trustee or member of the SMT should act on their behalf. Nevertheless, an individual Trustee has the right of access to Ministers on any other matter which they believe raises important issues relating to their duties as a Trustee. In such circumstances, the individual Trustee should inform the other Trustees of such discussions and, where material, should obtain the prior consent of the Chairperson to having such discussions.
- 7.2. The official point of contact between JHT and the relevant States funding departments on day-to-day matters will normally be the Chief Executive or another member of staff who is authorised to act on their behalf.

8. Communications with Heritage Partner Organisations and other stakeholders

- 8.1. Communications between JHT, its heritage partner organisations and other stakeholders will normally be through the Chairperson or the Chief Executive, except where the Chairperson has agreed that another Trustee or member of the SMT should act on their behalf. Where, an individual Trustee has the right of access to a partner organisation or stakeholder and wishes to raise any matter relating to JHT with that organisation or body, the individual Trustee should inform the other Trustees of such discussions and, where material, should obtain the prior consent of the Chairperson to having such discussions.

- 8.2. The official point of contact between JHT, its heritage partner organisations and other stakeholders on day-to-day matters will normally be through the Chief Executive or another member of staff who is authorised to act on their behalf.

9. Collective Responsibilities of Trustees

- 9.1. In the Constitution the duties of Trustees include the following:

- 9.1.1. to uphold the Purpose and values of JHT;
- 9.1.2. to promote the purposes, objects and interests of JHT; and
- 9.1.3. to act *bona fide* in the best interests of JHT.

- 9.2. The Trustees have collective responsibility for ensuring that JHT complies with any statutory or administrative requirements for the use of its funds. Other important responsibilities of the Trustees include:

- 9.2.1. ensuring that high standards of good governance are observed at all times;
- 9.2.2. establishing the overall strategic direction of the organisation;
- 9.2.3. overseeing the delivery of planned results by monitoring performance against agreed strategic objectives and targets;
- 9.2.4. ensuring that JHT operates within the limits of its authority and in accordance with any other conditions relating to the use of its funds;
- 9.2.5. ensuring that JHT operates appropriate employment policies and practices; and
- 9.2.6. ensuring that JHT operates other appropriate policies and practices for good governance and complies with good practice within the heritage sector.

10. Responsibilities of Individual Trustees

10.1. Compliance and uphold of JHT's values and principles

The Trustees must each commit to complying with and upholding the values set out in Clause 3.1 and the principles described in Clause 3.2 at all times while serving as a Trustee.

10.2. Political Activities

Trustees are free to engage in political activities, provided that this does not create a conflict of interest with JHT, as determined by the Board of Trustees if a concern arises.

10.3. General Conduct

The rules of good conduct in this section must be observed in all situations when a Trustee acts in their capacity as a Trustee.

Conduct at Meetings

- 10.3.1. Trustees must respect the Chairperson, fellow Trustees and employees of JHT and all others in attendance in meetings. All Trustees must comply with rulings from the Chairperson in the conduct of the business of these meetings.

Respect

- 10.3.2. Trustees will treat their fellow Trustees, employees or other persons engaged by JHT, members of the public and other stakeholders with courtesy and respect and in observance with the principles of this Code of Conduct. It is expected that fellow Trustees and employees and other engaged persons will show the same consideration in return. It is good practice for employers to provide examples of what is unacceptable behavior in their organisation. JHT will promote a safe, healthy and fair working environment for all. Trustees should be familiar with JHT's policies in relation to discrimination, bullying and harassment in the workplace and also lead by exemplary behaviour.

Gifts and Hospitality

- 10.3.3. Trustees must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on the Trustee's part to show favour, or disadvantage, to any individual or organisation. Trustees should also consider whether there may be any reasonable perception that any gift received by a Connected Person can or would influence their judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions or the provision of services at a cost below that generally charged to members of the public.
- 10.3.4. Trustees must never ask for gifts or hospitality.
- 10.3.5. Trustees are personally responsible for all decisions connected with the offer or acceptance of gifts or hospitality offered to that Trustee and for avoiding the risk of damage to public confidence in JHT. As a general guide, it is usually appropriate to refuse offers except:
- (a) isolated gifts of a trivial character, the value of which must not exceed £50;
 - (b) normal hospitality associated with Trustee duties and which would reasonably be regarded as appropriate; or
 - (c) gifts received on behalf of JHT.
- 10.3.6. Trustees must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision that JHT may be involved in determining, or who or which is seeking to do business with JHT and which a person might reasonably consider could have a bearing on the Trustee's

judgement. If a Trustee is making a visit in their capacity as a Trustee then, as a general rule, the Trustee may expect that JHT pays for the cost of the visit.

10.3.7. Trustees must not accept repeated hospitality or repeated gifts from the same source.

10.3.8. Trustees should familiarise themselves with the terms of the UK Bribery Act 2010 and the Corruption (Jersey) Law 2006 which provides for offences of bribing another person and offences relating to being bribed.

10.4. **Confidentiality and Information Disclosure Requirements**

10.4.1. All information and documentation received by Trustees in the course of their duties as Trustees is confidential to JHT unless otherwise specifically agreed by the Board of Trustees. Trustees will be required to treat discussions, documents or other information relating to the work of JHT in a confidential manner. Trustees will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. Trustees must always respect the confidential nature of such information and comply with the requirements to keep such information private.

10.4.2. It is unacceptable to disclose any information to which the Trustee has privileged access, either orally or in writing, in their capacity as Trustee. In addition, such information should never be used for the purposes of personal or financial gain, or for political purposes or used in such a way as to bring JHT into disrepute.

10.4.3. Trustees should be aware that JHT upholds principles of public transparency of information and, in that regard, Trustees may be required to disclose information pursuant to States of Jersey Codes of Practice on information transparency or under the Freedom of Information (Jersey) Law 2011 or any regulations under that law.

10.5. **Use of JHT's Facilities**

Trustees must not misuse facilities, equipment, stationary, telephony, computer, information technology equipment and services, or use them for political or campaigning activities. Use of such equipment and services etc. must be in accordance with JHT policies and rules on their usage. Care must also be exercised when using social media networks not to compromise their position as a Trustee.

10.6. **Appointment to Partner Organisations**

Trustees may be appointed, or nominated by JHT, as a member of another body or organisation. If so, the Trustee is bound by the rules of conduct of those organisations and should observe the rules of this Code of Conduct in carrying out the duties of that body.

10.7. **Trustee Removal**

The Constitution states that Trustees may be removed by the Board without the requirement for cause (such as misconduct on the part of the Trustee). The Board of Trustees has a duty in the Constitution to act fairly in exercising this right.

11. Personal Liability of Trustees

- 11.1. The Board of Trustees, any Sub-Committee, Advisory Board and all employees of JHT shall be indemnified by JHT for any liabilities incurred by them acting in good faith in performing their functions on behalf of JHT.
- 11.2. Under the Charities (Jersey) Law 2014, if an offence is proved to have been committed with the consent of a Trustee, the Trustee is guilty of the offence and liable in the same manner as the body corporate to the penalty.
- 11.3. The JHT carries professional indemnity insurance for officers of JHT against claims arising out of wrongful acts. Details of the levels of cover and/or a copy of such policy is available to Trustees from the Finance Director on request.
- 11.4. In the case of any company established by JHT, a Trustee who is a director will be subject to the duties of directors under Jersey company law and the articles of association of that company.

12. Conflicts of Interests

Understanding conflicts of interest

- 12.1. The Chairperson, other Trustees and Executives should declare any personal or business interests, real or perceived, which may conflict with their responsibilities and lead to reputational damage. Trustees and Executives must use their own discretion in determining whether a conflict of interest should be declared. Trustees and Executives each have an individual personal responsibility to declare conflicts of interest which affect them. Declarations should be made in the manner set out below.

Making a Declaration

- 12.2. Trustees and Executives must consider at the earliest stage possible whether they have an interest to declare in relation to any matter which is to be considered. Trustees should consider whether agendas for meetings raise any issue or declaration of interest. An oral declaration of interest must be made as soon as practicable at a meeting where that interest arises. If the Trustee does identify the need for a declaration of interest only when a particular matter is being discussed they must declare the interest as soon as they realise it is necessary.
- 12.3. The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement must be sufficiently informative to enable those at the

meeting to understand the nature of the Trustee's or Executive's interest but need not give a detailed description of the interest.

- 12.4. The Trustees and Executives must declare interests in the categories where they have a Registerable Interest listed in Schedule 1.

Participation in meetings where a Declaration has been made

- 12.5. The Chairperson (or the vice-chairperson or another Trustee if the Chairperson is making the Declaration) will then determine whether the Declaration should result in the Trustee or Executive being excluded from the meeting or not participating in any discussion or vote at a meeting.
- 12.6. Where Trustees or Executives 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 Trustees and persons present.
- 12.7. Because JHT has elected to follow generally accepted accounting practice, Trustees must facilitate compliance with the need under Financial Reporting Standard 8 (FRS 8) for material transactions with related parties to be disclosed in financial statements. "Related parties" in FRS 8 include 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. Statement of Recommended Practice 2005 refers and a Trustee will always be a related party although there are exemptions whereby the Trustee is unlikely to influence the pursuance of the separate independent interests of JHT. The Trustees may seek clarification of these provisions from the Finance Director.

Other relevant matters on conflicts

- 12.8. Trustees should consult the Chairperson before accepting any outside appointment during their tenure as a Trustee where such an appointment may give rise to a conflict of interest and in order that such conflicts are identified at an early stage and that appropriate action can be taken to resolve them.
- 12.9. Public confidence in a charitable body is damaged by perception that decisions taken by that body are substantially influenced by factors other than the public interest. If any particular Trustee would have to declare interests frequently at meetings in respect of their role as a Trustee on the Board, they should not accept a role or appointment with that attendant consequence. If Trustees are frequently declaring interests at meetings then they should consider whether they can carry out their role effectively and discuss the matter with the Chairperson. Similarly, if any appointment or nomination to another body would give rise to objective concern because of the Trustee's existing personal involvement or affiliations, the Trustee should not accept the appointment or nomination.

Registerable Interests

- 12.10. Registerable Interests (listed in Schedule 1) must be declared by Trustees in such manner and on completion of such forms as the Board shall from time to time require.
- 12.11. All Trustees must declare Registerable Interests:
- 12.11.1. on appointment to the Board;
 - 12.11.2. on a change, addition or deletion of a Registerable Interest; and
 - 12.11.3. annually, or as otherwise required by the Board.

13. Delegation

- 13.1. Responsibility for day-to-day management of JHT is delegated to employees so far as is practicable, within a clearly understood framework of strategic control. JHT should keep under review internal guidance covering those matters delegated to staff and those reserved for decision by themselves. The latter should include issues of key strategic objectives and targets; major decisions involving the use of financial and other resources; some personnel issues including key appointments and standards of conduct.
- 13.2. In dealings with employees, Trustees should act at all times in accordance with the Scheme of Delegation and bear in mind the authority delegated to the Chief Executive, and particularly that Trustees do not individually carry the authority of the Board, nor may they waive requirements set by the Board. The Board of Trustees has no power to delegate responsibility for decisions either to individual Trustees, or Sub-Committees save as set out in the Scheme of Delegation or in the relevant Terms of Reference. However, the Board may delegate responsibility for advice to Sub-Committees and where it does so, any proceedings of such Sub-Committees shall be recorded in written minutes available to the Board of Trustees as a whole. Individual Trustees should bear in mind that, as they have no executive or managerial responsibility, it is not appropriate for them to directly instruct staff. Any requests should be channeled through the appropriate senior management and will be actioned by the executive or referred to the Board.

14. Strategic Planning and Control

- 14.1. The Chief Executive will provide a draft strategic and business plan to the Board annually. This should contain such objectives or targets that cover areas such as JHT'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, the aim should be to agree carefully formulated strategic objectives and milestones.
- 14.2. The Chief Executive should consult with the funding departments to the extent that the draft strategic and business plan affects the service provided by JHT to the Public of the Island with States of Jersey funding.

15. Openness and Responsiveness

- 15.1. Trustees and staff should conduct all their dealings with the public in an open and responsible way and ensure full compliance with all applicable laws. Wherever possible, JHT should make provision for access to records of their decisions and should publicise the arrangements made.
- 15.2. The Board should ensure it can demonstrate that it is using resources to good effect, with propriety, and without grounds for criticism that public funds are being used for private or partisan purposes. They will need to act consistently with the nature of JHT's operations and the possible need for confidentiality on commercial or other grounds, always subject to the rights of the States and the Comptroller and Auditor General of the States of Jersey to obtain information. There should be internal procedures available to deal with complaints, including those on failure to provide information.

16. Accountability for Funds

- 16.1. Trustees have a duty to ensure the safeguarding of JHT funds (including compliance with all funding agreements) 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. The Trustees and Chief Executive must take appropriate measures to ensure that JHT at all times conducts its operations as economically, efficiently and effectively as possible, with full regard to the relevant statutory, and contractual terms and to relevant guidance.
- 16.2. Trustees are responsible for ensuring that JHT does not exceed its powers or functions, whether defined in statute or otherwise, or through any limitations on its authority to incur expenditure.

17. Annual Report and Accounts

- 17.1. As part of its responsibilities for the stewardship of its funds, JHT must ensure that a full statement of the use of resources is included in its annual report and accounts.
- 17.2. JHT should produce an annual report and accounts and give these appropriate publicity. If the annual report is published separately from the accounts, the annual report should normally contain at least a summary of the annual accounts and in any case give details of how to obtain copies of the full accounts. A statement by the auditors should be included in the summary of the annual report to confirm that it is consistent with the annual accounts. The annual report should also state whether the report on the annual accounts are qualified and provide details if this is the case.
- 17.3. The annual report should provide a full description of JHT'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 Trustees and senior staff. The annual report should contain information on access to the Register of Interests.

18. Audit & Financial Supervision

- 18.1. The annual accounts of JHT shall be audited by external auditors.

- 18.2. JHT has established a Finance and Audit Sub-Committee. The role of this committee is defined and set out in its Terms of Reference.
- 18.3. To support the work of the Finance and Audit Sub-Committee, the Board may appoint an Honorary Financial Adviser who has experience of financial matters. This person may but does not need to be a Trustee. Terms of Reference will be issued in case of appointment of an Honorary Financial Adviser.
- 18.4. According to the Constitution 'The trustees shall appoint a vice-chairperson from among their number'. The vice-chairperson shall also function as Senior Independent Director, as defined by the UK Corporate Governance Code.

19. The Role of the Chief Executive

The Chief Executive, has responsibility for the overall organisation, management and staffing of JHT and for its procedures in financial management (including compliance with all funding agreements) and other matters, including conduct and discipline. This involves the promotion by leadership and example of the values of JHT and Trustees should support the Chief Executive in undertaking this responsibility.

20. JHT as Employer

- 20.1. JHT, working through the Chief Executive, should ensure:
 - 20.1.1. that it complies with all relevant legislation and that it employs suitably qualified staff who will discharge their responsibilities in accordance with the high standards expected of staff employed by such bodies. All employees should be familiar with JHT's main aims and objectives;
 - 20.1.2. that the organisation adopts management practices which use resources in the most economical and efficient manner;
 - 20.1.3. that JHT 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, JHT should satisfy itself that an adequate field of qualified candidates is considered, and should always consider the merits of full open competition. In recruiting external candidates, this should normally be used;
 - 20.1.4. that the guidelines of the States of Jersey Appointments Commission are complied with when employing staff and Trustees and where appropriate or where there is a legal obligation the States of Jersey Appointment Commission is engaged to support recruitment;
 - 20.1.5. that Trustees and employees have appropriate access to expert advice and training opportunities in order to enable them to exercise their responsibilities effectively; and

- 20.1.6. that appropriate arrangements are in place for the engagement of volunteers to support the organisation's work.
- 20.2. JHT has adopted a code of conduct for staff requiring staff to conduct business with integrity and in accordance with the Museums Association "Code of Ethics for Museums" and/or the "Code of Ethics" issued by the Archives and Records Association. JHT's staff handbook includes procedures enabling staff to raise concerns about propriety with line managers, the Chief Executive or a nominated whistle-blowing officer.
- 20.3. The Board has a responsibility to monitor the performance of the Chief Executive and other members of the SMT.

SCHEDULE 1

Registrable Interests

1 **Category One: Remuneration**

- 1.1 Trustees have a Registrable Interest where they receive Remuneration by virtue of being:
- 1.1.1 employed;
 - 1.1.2 self-employed;
 - 1.1.3 the holder of an office;
 - 1.1.4 a director of an Undertaking;
 - 1.1.5 a partner in a firm; or
 - 1.1.6 undertaking a trade, profession or vocation or any other work.
- 1.2 In relation to 1.1 above, the amount of Remuneration does not require to be registered.
- 1.3 If a position is not Remunerated, it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, "Related Undertakings".
- 1.4 If a Trustee receives any allowances in relation to membership of any organisation, the fact that the Trustee receives such an allowance must be registered.
- 1.5 When registering employment, the Trustee must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.
- 1.6 When registering self-employment, the Trustee must provide the name and give details of the nature of the business. When registering an interest in a partnership, the Trustee must give the name of the partnership and the nature of its business.
- 1.7 Where the Trustee is undertaking a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if the Trustee write for a newspaper, the Trustee must give the name of the publication, and the frequency of articles for which the Trustee are paid.
- 1.8 When registering a directorship, it is necessary to provide the registered name of the Undertaking in which the directorship is held and the nature of its business.
- 1.9 Registration of a pension is not required as this falls outside the scope of the category.

2 **Category Two: Related Undertakings**

- 2.1 Trustees must register any directorships held which are themselves not remunerated but where the company (or other Undertaking) in question is a subsidiary of, or a parent of, a company (or other Undertaking) in which the Trustee holds a remunerated directorship.
- 2.2 The Trustee must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which the Trustee is a director and from which the Trustee receive Remuneration.
- 2.3 The situations to which the above paragraphs apply are as follows:
 - 2.3.1 the Trustee is a director of a board of an Undertaking and receives Remuneration declared under category one: and
 - 2.3.2 the Trustee a director of a parent or subsidiary Undertaking but does not receive Remuneration in that capacity.

3 **Category Three: Contracts**

- 3.1 The Trustee has a Registerable Interest where they (or a firm in which they are a partner, or an Undertaking in which they are a director or in which they have shares of a value as described in paragraph 5.1 below) have made a contract with JHT:
 - 3.1.1 under which goods or services are to be provided, or works are to be executed; and
 - 3.1.2 which has not been fully discharged.
- 3.2 The Trustee must register a description of the contract, including its duration, but excluding the consideration.

4 **Category Four: Houses, Land and Buildings**

- 4.1 The Trustee has a Registerable Interest where the Trustee owns or has any other rights or interest in houses, land and buildings, which may be significant to, of relevance to, or bear upon, the work and operation of JHT.
- 4.2 The test to be applied when considering appropriateness of registration is to ask whether a member of the public acting reasonably might consider any interests in houses, land and buildings could potentially affect the Trustee's responsibilities to JHT and to the public, or could influence their actions, speeches or decision making.

5 **Category Five: Interest in Shares and Securities**

- 5.1 Trustees have a Registerable Interest where they have an interest in shares comprised in the share capital of a company or other body which may be significant to, of relevance to, or bear upon, the work and operation of (a) JHT and (b) the **nominal value** of the shares is:
 - 5.1.1 greater than 5% of the issued share capital of the company or other body; or

5.1.2 greater than £25,000.

Where the Trustee is required to register the interest, they should provide the registered name of the company in which the Trustee holds shares; the amount or value of the shares does not have to be registered.

6 **Category Six: Non-Financial Interests**

- 6.1 Trustees may also have a registerable interest if the Trustee has non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of JHT. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as trades unions and voluntary organisations, are registered and described.
- 6.2 In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect the Trustee's responsibilities to JHT and to the public, or could influence the Trustee's actions, speeches or decision-making.