



### **Code of conduct for board members of Active Life for a healthier you**

This code of conduct provides board members with guidelines as to the standards and behaviours that Active Life for a healthier you (from here on known as A/L) expects from the board of directors and/or board members (individually and collectively) when acting on behalf of, or representing, the organisation.

This code of conduct should be read in conjunction with:

- the duties and responsibilities of board members;
- any role descriptions for board members;
- any statement of expectations issued by the [name of organisation];
- A/L governing document;
- A/L meeting etiquette protocol;
- A/L policy and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality;
- the organisation's mission, vision and values; and
- the Code for Sports Governance or other applicable governance code.

### **Why we have a code of conduct**

The board of A/L has ultimate responsibility for all actions carried out by staff, casual tutors and volunteers throughout the organisation's activities. This responsibility includes the provision of activities and/or services to the community.

The board is therefore determined to ensure the organisation inspires confidence and trust amongst its [members, staff, partners, supporters, funders and suppliers] by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in decision making and in dealings with staff, members, volunteers and other stakeholders.

The governing document of A/L makes provision for the appointment/ election of board members, practice and procedure of board decision making, tenure of office and ultimately the removal of board members. This code of conduct complements the governing document.

## **Appointment and tenure**

The board comprises appointed and elected individuals. The term of office for individual board members is three years, after which period the board member may be able to stand for re-election. A board member must not be disqualified from acting as such in order to stand for election or appointment.

The board of board members should represent the interests of A/L taken as a whole. The board member owes his/her duty to A/L and not to any individual, organisation or constituency that appointed/elected them.

## **Induction and training**

In order for board members to be effective in performing their legal duties and responsibilities, it is essential that individual board members, and the board as a whole, are aware of the nature of the work of the organisation and its operating environment including the roles of staff, casual tutors and volunteers. To prepare and support board members, A/L will provide a comprehensive induction and ongoing development opportunities, in line with the statement of expectations. Individual board members are invited to speak to the chair and/or governance lead about any further information or training needs.

Board members are expected to attend induction and training programmes, given reasonable notice, in line with any individual or collective requirements identified by the board member or the periodic board performance appraisal or the chair.

The board, collectively and/or individually is expected to undertake an annual performance appraisal exercise to assess the skills set and competencies available to the organisation and to identify areas for future development and training. This process will be led by the chair. In line with the Code for Sports Governance, this evaluation will be undertaken by an external reviewer every four years.

## **Role and function of board members**

Board members must act in accordance with the law and regulations affecting their organisation, and must have regard to their legal duties, namely:

Where the organisation is a company,

- act within their powers
- promote the success of the company for the benefit of its members as a whole
- exercise independent judgement
- exercise reasonable care, skill and diligence
- avoid conflicts of interest
- not accept benefits from third parties
- declare an interest in proposed transactions or arrangements
- ensure that the charity is carrying out its purposes for the community
- comply with the organisations governing document and the law;
- act in the organisations best interests;

- manage the organisations resources responsibly; and
- act with reasonable care and skill.

The organisation will provide board members with guidance outlining their specific role and responsibilities.

In fulfilling their general roles and responsibilities individual board members must:

- adhere to the organisation's rules and policies, including the governing document, any standing orders and bye-laws, and support its community objects;
- Always act in the best interests of the organisation, taking professional advice where necessary.
- contribute to the work of the board in order for it to fulfil its role and functions as defined in the governing document and legislation.
- recognise that their role is a collective one and that any task or function delegated to an individual board member or committee of the board does not relieve the other board members of the responsibility for that task or function.

### **Conflicts of interest**

The board has a legal obligation to act in the best interests of A/L, and in accordance with the organisation's governing document, and to avoid situations where there may be a potential, real or perceived conflict of interest.

Board members should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons or organisations. Board members should be aware of, and act in accordance with, the organisation's policy and procedures on identifying and managing conflicts of interest.

Upon appointment, and at least annually, board members are required to complete a declaration of interest form. This document must be updated when a material change occurs. A register of interests will be maintained by the [company secretary/governance lead], and will be made available to the public, in line with the organisation's conflicts of interest policy.

Failure by a board member to declare an interest, real or perceived, could result in the complaints process being instigated by the organisation. Depending on the circumstances and severity of the conflict, this may result in the individual being removed from office in accordance with the governing document.

### **Standards of conduct**

Board members are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life set out by the Nolan Committee and all board members are expected to perform their duties in accordance with them. The seven principles are:

- selflessness;
- integrity;
- objectivity;

- accountability;
- openness;
- honesty; and
- leadership.

In addition, the organisation requires board members to perform their duties in accordance with the vision, mission, and values of the organisation. Board members are encouraged to:

- value fellow board members, even when there are differences in opinion;
- adhere to the organisation's meeting etiquette;
- board members should treat the organisation's directors, employees, casual tutors and volunteers with respect and in accordance with the organisation's policies;
- be mindful of conduct which could be deemed to be unfair or discriminatory; and
- conduct themselves in a manner which reflects positively on the organisation when attending external meetings or any other events.

All board members are expected to understand, agree and promote the organisation's equal opportunities policy in every area of their work. The board's activities should not prejudice any part of the community on the grounds of age, disability, gender, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation. Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure and could result in the individual being removed from office.

### **Stakeholder engagement**

Board members are accountable to a range of interested parties for their actions and as such, decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the organisation's data protection policy.

Board members are accountable to the Chairperson. In order to demonstrate their accountability to the organisation's wider community, board members are encouraged to attend events and provide opportunities to meet, talk and listen to participants and partner organisations and the public, in order to best understand their views and concerns.

Board members should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff. Board members are advised to act as a conduit for forwarding public comments and concerns to the appropriate staff member when presented with a complaint from a participant/casual tutors/volunteers, participants, or the general public.

### **Expenses**

The position of director is unremunerated. Reasonable out-of-pocket expenses are paid. Please refer to A/L financial policy on expenses and how to claim for reimbursement for costs incurred on behalf of the governance lead. Further information about expenses can be gained by speaking directly to governance lead or finance director.

## **Meetings**

Board members have a responsibility to attend meetings of the board. When this is not possible, they should submit an apology to the chair and/or governance lead in advance of the meeting. Board members are expected to attend for the duration of each meeting. Repeated absence from board meetings without good reason established to the satisfaction of the board could result in the individual board member being removed from office, in accordance with the governing document.

Non-attendance at three consecutive board meetings will result in the board member being deemed to have resigned their position unless the grounds for absence are regarded as satisfactory by the board. An appeals process is available for those board members wishing to argue against their removal.

If a board member wants to submit an item for inclusion in the board's agenda, they should forward their request to the organisation governance lead at least 14 working days before the meeting. Late items of an urgent nature may be added to the list of any other business, at the discretion of the chair, in discussion with the governance lead.

Meetings of the board shall be held in private, and in accordance with name of the organisation's meeting etiquette. The board may decide to invite named staff and other individuals to all or part of a meeting to discuss a particular item. All due consideration will be given to ensure that any confidential or sensitive items remain as such. Such invitations will be agreed by the chair and facilitated by the governance lead.

## **Confidentiality**

All board members are required to respect the confidentiality of the information to which they are exposed as a result of their membership of the board. All board members, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.

Board members should only speak to the media with the express permission of the chair and governance lead. In situations concerning potential whistleblowing matters, board members are encouraged to adhere to the organisation's whistleblowing policy to resolve the matter, in the first instance.

Any allegations of breaches of confidentiality will be investigated under the complaints policy and could result in the removal of any board member involved in such a breach, in accordance with the governing document.

## **Ceasing to be a board member**

Board members must continue to comply with the qualifications required to hold a board member position throughout their period of tenure, as defined in the willingness to serve declaration. Any changes that would render the board member ineligible to serve must be forwarded to the governance lead.

As previously mentioned, failure to attend three consecutive meetings will result in the board member being deemed to have resigned their position unless the grounds for absence are deemed to be satisfactory by the board. An appeals process is available for board members wishing to challenge such decisions.

Board members may resign their office ahead of their three-year tenure by writing to the chair and governance lead. Depending on the reasons and circumstances of the resignation, the chair may decide to formally record those particulars in the minutes of the next board meeting.

The confidentiality requirements referred to above continue to apply after the board member leaves office.

### **Code non-compliance**

In addition to this code of conduct, a complaints policy operates to cover allegations made against board members that appear to breach the spirit of the code or specific conditions of service.

Non-compliance with the code of conduct may result in action being taken as follows:

- Where misconduct takes place, the chair may be authorised to take such action as may be immediately required, including the exclusion of the person concerned from a meeting.
- Where such misconduct is alleged, it shall be open to the board to decide, by simple majority of those in attendance, whether to lay a formal charge of misconduct. In such instances it will be the responsibility of the board to:
  - inform the board member in writing of the nature of the allegation of the breach, detailing the specific action or behaviour considered to be detrimental to the organisation, and inviting and considering their response within a defined timescale.
  - inviting the board member to address the board in person if the matter cannot be resolved satisfactorily through correspondence.
  - deciding, by simple majority of those present and voting, whether to uphold the charge of the breach and conduct detrimental to the organisation; and
  - impose such sanctions as shall be deemed appropriate. Sanctions will range from the issuing of a written warning as to the board member's future conduct and consequences, to the removal of the board member from office.
- Where the board cannot agree on a course of action in a situation that is deemed detrimental to the organisation, the organisation has the power to remove the board member.

Further information regarding any aspects of this code of conduct can be requested from the governance lead.