

CODE OF CONDUCT FOR SCOTTISH FENCING DIRECTORS

REVISED MARCH 2021

1. Preamble

- 1.1. The purpose of this document is to provide a code of conduct for Directors on the Board of Scottish Fencing. It is based on **sportscotland's** 'SGB Governance Framework' which in turn reflects the Scottish Government's wider standards for public bodies. These drew on a similar framework developed by Lord Nolan and the Committee on Standards in Public Life.
- 1.2. It provides an opportunity for Directors to reflect upon the standards that are expected of them as well as to inform them of their legal responsibilities as Directors of a Limited Company. It includes a Director's Declaration which all Directors must sign. The annex is a description of behaviours which make an effective Board.

2. The Code of Conduct

2.1. Selflessness:

Directors must take decisions in the best interests of Scottish Fencing. They should not do so to gain financial or other material benefits for themselves, their family, their friends or any other organisation they come from or represent.

2.2. Integrity:

Directors should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their role. As well as avoiding actual impropriety, the appearance of improper behaviour should be avoided. Accepting gifts and hospitality that might reasonably be thought to influence judgment should be avoided.

2.3. Objectivity:

In carrying out the role, including making appointments or selections, awarding contracts, recommending individuals for rewards and benefits, or transacting other business, Directors must make choices solely on merit.

2.4. Accountability:

Board members have a duty to comply with the law on all occasions in accordance with the trust placed in them, and in such a way as to preserve public confidence in Scottish Fencing. They are accountable for their decisions and actions to the members of Scottish Fencing, and in some matters to **sportscotland** and to British Fencing. They must submit to scrutiny appropriate to the role and engage widely and often.

2.5. Openness:

Directors should be as open as possible about their decisions and actions. Reasons should be given for decisions and information should be restricted only when SF's wider interests clearly demands. Nonetheless, they should ensure that confidential material, including and especially material about individuals, is handled with due care. Discussions in Board meetings are confidential until the minutes are agreed and published.

2.6. Honesty:

There is a duty to declare any private interests relating to their role as a Director and to take steps to resolve any conflicts that may arise. Board members should familiarise themselves with the Scottish Fencing Conflict of Interest Policy. Where the private interests of a Board member conflict with the duties of the role, they must resolve this conflict in favour of the Board role. Relevant declarations of interest must be made in the different circumstances and roles played both within and outside Scottish Fencing.

2.7. **Leadership:**

Directors should promote and support these principles by leadership and example. They should act in a way that secures and preserves public confidence. Elected Directors are expected to maintain their membership of Scottish Fencing.

2.8. **Public Service:**

Directors should seek to act in the best interests of sport in Scotland, and of fencing at large as well as those of Scottish Fencing Ltd.

2.9. **Respect:**

Directors must respect fellow members of the Board, employees, volunteers and members of Scottish Fencing and the roles they play. All must be treated with courtesy at all times. Directors must promote equality, regardless of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex, or sexual orientation and not discriminate against any person.

3. **Legal Responsibilities as a Director**

3.1. **Companies Act 2006:**

Scottish Fencing Ltd is a company limited by guarantee. The Companies Act 2006 (sections 170-177) places on Directors individually a series of duties which mean that you must:

- act within SF's constitution, that is the Articles of Association and any Bye-laws and policies agreed by the Board;
- promote the success and interests of SF;
- exercise independent judgement, and reasonable care, skill and diligence in all you do as a Director;
- avoid situations which could lead to you having a direct or indirect interest which may conflict with the interests of SF;
- declare any interest you may have in any proposal, transaction, or arrangement of SF;
- not accept any benefit from anyone as a result of being a Director or for doing, or not doing anything as a Director.

3.2. **Other legislation:**

Directors must understand and comply with other legal and regulatory requirements, and ensure that the company complies with the requirements of other legislation, for example that the accounts are a 'true and fair view' of the its finances, and meeting the General Data Protection Regulations.

4. **Procedure for Conflicts of Interest**

4.1. Scottish Fencing has a Conflict of Interest Policy, which covers potential conflicts in the business of Scottish Fencing. A copy is attached for information.

5. Director's Declaration (January 2021 Revision)

Name:

I hereby declare that:

- I am not an undischarged bankrupt;
- I have not previously been removed from Directorship of an organisation;
- I am not disqualified from acting as a Director;
- I am able and willing to fulfil the responsibilities and duties as a Board member of Scottish Fencing in good faith and in accordance with the law;
- I am willing to complete a conflicts of interest form and that specific notification will be given of any interest impacting on the agenda of a meeting where Board members are required to make a decision which affects personal interests, and that in such instances I will take no part in discussions and decisions on such matters;
- I have read, understood and agree with the terms of this code of conduct and will act in accordance with them whilst fulfilling the responsibilities and duties that I hold with regard to Scottish Fencing;
- I shall use my best endeavours to attend (in person or by other accepted means) all meetings of the Board and I understand that if I fail to attend meetings for a six-month period without permission I may be asked to resign.

Signed:

Date:

BOARD BEHAVIOURS FOR GOOD GOVERNANCE

The way boards behave when implementing actions and carrying out their duties is hugely important. In simple terms, effective board behaviours create the optimum environment for good governance to be implemented.

This is an overview of effective board behaviours, summarised under four headings, from 'The Principles of Good Governance for Sport and Recreation' (Sport & Recreation Alliance 2017).

Protect integrity

As a board member, you have a duty to act objectively, in the best interests of the organisation. You should always exercise independent thought and judgement, and this contributes to better decision making as part of a skilled and carefully recruited board. The directors, collectively and as individuals, must follow the conflict of interest policy, and protect the board and themselves from any potential claims. Integrity is also about communicating openly, honestly and respectfully with others in board meetings and beyond.

Encourage understanding

As a board member, you should understand the roles and responsibilities you and your board colleagues have, as well as understanding how your organisation works. Take the time to keep yourself up to date on the structure and activity of the organisation, as well as any policies and procedures you are expected to follow. The board is most effective when it is united behind the organisation's shared vision and values. Make sure that you understand and implement the vision, strategy and values, and that you demonstrate them. Lead by example.

Create an effective environment

Communication is key to understanding. Make sure the board communicates well during and between board meetings; that lines of communication between board and executive are clear and effective; and that the board receives adequate information to allow them to make informed decisions. You should be prepared to challenge, and be challenged, in a positive and constructive way during board discussions. This creates a culture of rigorous debate, contributing to better decision making. To support this, it's important to create a supportive environment, where everyone can feel comfortable contributing, all contributions are respected, and no individuals dominate discussion or decision making.

Respect the process

Proper preparation contributes to more effective meetings. Make sure to read the board papers and carry out any required actions in advance of meetings. Follow the board agenda. Don't return to items that have already been concluded, and don't lead discussion away from the matter at hand. Resist the temptation to get into the detail of operational issues during board meetings. Respect board decisions. Even if you personally disagree with a decision, you must take collective responsibility for it. Reflect on your own performance, individually and as a board. Ask yourself what you could do better, to improve your contribution to the board, and to improve the performance of the board as a whole and the organisation. Make sure there is a culture of constructive feedback and continuous improvement.