

Letter of welcome to new directors

On behalf of the Board of Scottish Fencing, I write to congratulate you on your election as a Director and to welcome you to the Board.

This letter is the first stage of the induction process. It outlines the responsibilities and duties which you now have, explains how the Board works and describes some further parts of the induction.

Legal framework

Scottish Fencing Ltd (SF) is a company limited by guarantee and is governed by the Companies Act 2006. The Act sets the legal framework within which the Company, the Board and the Directors must operate. It places on you as a Director 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.

These duties are set out in full in Sections 170-177 of the Act.

Directors' conduct and governance

You will be familiar with SF's code of conduct for members, volunteers and staff. Directors are expected to be exemplars of good conduct and to hold members and others to account to that code. There is an additional code of conduct for Directors based on **sportscotland's** 'SGB Governance Framework' (which in turn reflects the Scottish Government's wider standards for public bodies) and 'The Principles of Good Governance for Sport and Recreation' published by the Sport and Recreation Alliance. A copy is attached. There are nine key principles which must guide Directors' behaviour: selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service and respect.

The **sportscotland** and S&RA documents cover all aspects of corporate governance and can be found online:

- <https://sportscotland.org.uk/sport-a-z/governing-bodies-of-sport/sgb-governance-framework/>
- <https://www.sportandrecreation.org.uk/governance/the-principles-of-good-governance/the-principles-of-good-governance-home-page>

Compliance with these principles is essential to be eligible for public funding.

You might also like to read British Fencing's code of conduct for its Directors. (There are many ways of saying the same things).

http://britishfencing.com/uploads/files/bf_board_director_code_of_conduct_v2.0.pdf

The Board

The Board which you are joining is SF's ultimate decision-making body. You will be familiar with the description of its role: determining the strategic direction of fencing in Scotland, overseeing the activities of staff and volunteers in pursuit of the objects of promoting fencing in Scotland, maintaining ethical standards and legal obligations, and safeguarding the well-being of everyone fencing in Scotland. There are seven elected Directors and two Independent Directors, although one of the independent posts is vacant at the moment. The Board has previously appointed an Additional Director to reflect the gender balance of the membership.

There is little on which the Board cannot decide or make policy; the principal exception is changing the Articles, which requires the approval of the membership in a general meeting. It takes decisions collectively, both in meetings or by e-mail, usually by consensus but by a majority vote if necessary. It aims to meet ten times a year. Ultimately the Board is accountable for its actions to the membership, and to **sportscotland** in relation to the public funding we receive.

The Board has hitherto divided areas of responsibility into 'portfolios' which are assigned to individual Directors. Within their portfolio each Director oversees activity and takes decisions on behalf of the Board. The Board has also delegated a number of decision-making powers to the CEO.

Business comes to the Board when the Board says it should, or when an individual Director or the CEO thinks a decision is not within their scope, or that the matter is sufficiently important or controversial to require a formal Board decision. It is also common for a Director or the CEO to seek the Board's advice or opinion in discussion before taking a decision themselves. That is why it is important that when the Board does take a decision, it is clear that it has done so and that it is formally recorded as such. The Board can overrule a Director, but a Director cannot overrule a formal Board decision. No Director is superior to any other.

The role of 'Chair of the Company' is established by the Articles: they are appointed by the Board, normally for a four-year term, to chair general meetings and meetings of the Board. The Articles give the Chair a second, casting vote when the Board or a general meeting is equally divided. The Chair also has the power to rule whether a conflict of interest prevents a Director from voting on a particular decision. They act as the line manager of the CEO and other staff and are the person with whom **sportscotland** expects to deal on matters of significance, principally about their investment in SF. Otherwise the Chair only has whatever additional powers Board decisions or policies give them. The Chair may also have a specific portfolio.

Like the Chair, the President is an additional role conferred on an Elected Director, in this case by a ballot of the membership. They are the public face of Scottish Fencing and lead on matters

conducted in the public domain. As a Director the President may also have a portfolio of other responsibilities.

When the new Board meets, its first task will be to appoint one of its number as Chair of the Company. George Liston's term of office as Chair ended on 17 March. Thereafter, in the light of its new membership the Board will need to decide how it wants to divide responsibilities into portfolios and agree which Directors will take which portfolios, and consider whether it ought to appoint one or two Additional Directors to address any under-representation of any particular group of members.

You will have an @scottish-fencing.com e-mail address and through it access to a variety of applications, including Microsoft Teams for online meetings, as well as our documents. Papers for Board meetings are normally made available a week ahead of meetings.

Further steps

We aim to run some induction sessions before the first meeting of the new Board on 22 April. These will give you an opportunity to hear from the staff, other Directors and the former Board members how we are handling current business and challenges. The office will be in touch about arranging these.

You must sign and return the Director's Declaration included in the attached Code of Conduct. You will also be asked to complete a skills self-appraisal and make a conflict of interest declaration.

Sheila Anderson

HR Director

Scottish Fencing

#ForgingTheFuture