



## **Welsh Athletics Board Code of Conduct**

All Board members sign up to the Code of Conduct as a condition of attending Board meetings.

### **Definitions of terms**

**Members** Executive and Non-Executive Directors of Welsh Athletics Limited

**Observers** An observer is a person who attends meetings of the Welsh Athletics Ltd Board in the capacity as an observer at the invitation of the Board. Observers will be expected to abide by the Code of Conduct. This Code does not apply to persons who are present at a Board meeting for a single agenda item for example to present specific papers or give presentations although any comments made by the Board to such an individual are confidential.

1. Directors of Welsh Athletics Ltd are expected to uphold the duties imposed on them by the Articles of Association by common law, and by statute. They are also expected to act within the powers that the Articles confer. For the avoidance of doubt the final page of this Code of Conduct gives a summary of Director's duties and powers.
2. Members are expected to devote sufficient time and energy to their responsibilities in order that they are fully prepared for and participate in Board meetings.
3. Members shall act on a fully informed basis in good faith with due diligence and care, acting in the best interests of Welsh Athletics at all times. Due consideration will always be given by members to the interests of staff and stakeholder groups.
4. Members shall act with probity and prudence, taking professional advice as needed.
5. Members shall ensure that the requirements set down through statute and by the relevant regulatory bodies are complied with at all times.
6. Members shall ensure that they have a clear understanding of the scope of their authority and will act within this. They are also to clearly understand which matters are reserved for the board.
7. Members shall continually monitor the effectiveness of the board, seeking to act in accordance with established good practice at all times and seeking to continually improve all aspects of the operation of the Board.



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8. Members must conduct themselves and be seen to conduct themselves to the highest professional and ethical standards at all times.
9. Members are expected to conduct full and frank debates, ensuring all opinions and views are aired and given due consideration. These debates are confidential to the meeting in which they were held and are not for discussion with any third parties unless prior agreement has been given by the Board.
10. Minutes of Board meetings, meeting papers and agendas for meetings are confidential to members as are any documents which are provided, presentations which are given. These items are to be circulated in advance on a timely basis and available to members on a confidential basis for use within the meeting to which they pertain. They cannot be used in whole or in part, in any other context unless prior agreement has been given by the Board.
11. Members of the Board are responsible for reaching joint decisions (even if a vote is needed to finalise a matter). All members are jointly responsible for those decisions. Members are expected to fully support the decisions of the board once made, and to reflect only the agreed position to any third party.
12. Should the exceptional position arise that a member is unable to actively support any decision, he/she must remain silent on the matter with third parties or no longer remain a member.
13. Members must make every effort to attend all meetings of the Board. If however, for a good reason, they are not able to attend, they should make every effort to ensure they access the meeting via video conference call, Skype or telephone conference call or review the meeting papers and feed their views and comments to the CEO or to the Chairman prior to the meeting.
14. Members are expected to acknowledge that having accepted the invitation to be a member that it is their responsibility to ensure they act as such, rather than representing any outside body or interest.



## **Directors' Duties**

The Articles of Association describe the powers and duties of the Directors. These are supplemented by a number of general duties imposed by common law, and more detailed statutory duties set by the Companies Acts.

These duties apply equally to Non-Executive Directors:

- Not to exceed the powers which have been (lawfully) conferred upon them.
- To exercise their powers for the purpose for which they were given.
- To exercise the powers for the benefit of the company as a whole.
- To declare any conflict of interest as soon as it becomes apparent.
- To exercise reasonable skill and care in the performance of their duties.
- To keep proper accounting records, producing annual accounts which give a true and fair view.
- To ensure a general meeting is held at least once in every calendar year and ensure the statutory stipulated business is conducted at those meetings.
- To provide information about themselves as required under law.
- To ensure changes in the administrative arrangements of the company are filed in a timely fashion at Companies House.

I agree to abide by the Welsh Athletics Ltd Board Code of Conduct and accept any sanctions imposed should I fail to do so:

name .....

signature .....

date .....