

Code of Conduct for Board Directors

Last Approved by Board: 21/09/2017 (no changes since 2016 review)

Introduction

This Code has been written in order to help Directors simultaneously meet high standards of professionalism and ethics. The Code provides guidance to Directors and lays down the standards that are expected of them.

British Fencing requires its Directors to adhere to this Code as a way of providing tangible evidence of their commitment to professionalism and probity. Directors who breach this Code may be subject to disciplinary action by British Fencing.

A Director shall:

- 1. Exercise leadership, enterprise and judgement in directing British Fencing and act in the best interests of British Fencing as a whole**
 - 1.1. A Director should recognise that, as a member of the Board, he has individual and collective responsibility for the exercise of judgement in British Fencing. Each director should endeavour to ensure that the Board fulfils its key purpose of safeguarding and improving the success of British Fencing.
 - 1.2 A Director should endeavour to make certain that the responsibilities of the Board have been specified clearly and are properly understood. A Director should be diligent in discharging his duties to British Fencing and must acquire a broad knowledge about the organisation of British Fencing and the statutory and regulatory requirements affecting company direction.
 - 1.3 A Director should aim to attend all Board meetings.
- 2. Adhere to the ten governing principles set out in the Annexure**
 - 2.1 A Director should endeavour to ensure that the Board is properly constituted and managed, addresses its key tasks and devotes sufficient time to address each of them properly.

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- 2.2 A Director should always assist the Board in ensuring that the Board establishes vision, mission and values for the company, sets strategy, delegates appropriately to management, is accountable to members and holds itself responsible to relevant stakeholders.
- 2.3 A Director should insist that the Board is provided with sufficient regular and timely information to enable the Directors to discharge their duties of care and diligence. If adequate or timely information is not provided, the Director should make an appropriate objection. Any objection, and the reasons for it, should be included in Board minutes. An internal audit of systems supporting the board should be conducted regularly.
- 2.4 A Director should endeavour to make sure that access between the Board and the auditors is open and unimpeded. A Director should be satisfied that the scope of the audit is adequate and that management and any internal auditors have cooperated fully.

3 Serve the legitimate interests of the members of British Fencing

- 3.1 A Director should endeavour to ensure, acting as a member of the Board, that British Fencing is financially viable and properly managed so as to protect and enhance the interests of British Fencing and its members.
- 3.2 A Director should seek to understand the expectations of members and endeavour to fulfil them when deciding upon the best interests of British Fencing. A Director should seek to ensure that proper communication is made with members on the general strategies being adopted for British Fencing and on other matters of importance.

4. Exercise responsibilities to members, employees and other relevant stakeholders, including the wider community

- 4.1 Whilst the obligations of a Director are primarily owed to British Fencing, it is also necessary to take into account the interests of all individuals and groups which the Board judges have a legitimate interest in the achievement of British Fencing's objectives and the way in which these objectives are achieved.
- 4.2 A Director should ensure that the Board identifies and knows the interests, views and expectations of these stakeholders. He should ensure that communications with such parties are timely, effective and unbiased.
- 4.3 A Director should help his Board to promote goodwill with stakeholders and be prepared to be accountable for British Fencing actions.

5. Comply with relevant laws, regulations and codes of practice and honour obligations and commitments

- 5.1 A Director must at all times comply with the law and should endeavour to ensure that British Fencing at all times comply with the law governing its operations. In evaluating the interests of British Fencing, a Board of Directors is accountable to the membership as a whole, but various

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Acts of Parliament have imposed wider responsibilities on companies and Directors so that Directors must evaluate their actions in a broader social context and must be conscious of the impact of their organisation on society. Particular attention should be paid to questions of occupational health and safety, employee relations, equal opportunity for employees and other legislative initiatives that may arise from time to time.

6. At all times act honestly in the exercise of all his responsibilities as a Director

- 6.1 A Director must be prepared, if necessary, to express disagreement with colleagues, including the President, Chair or CEO.
- 6.2 A Director should accept that resignation or dismissal might sometimes be the ultimate consequence of sustained protest on a matter of conscience or judgement.
- 6.3 However, if there is no need to express disagreement, a Director should be prepared to accept collective responsibility and implement the decisions of the Board as a loyal member of the Board.
- 6.4 If a Director is in doubt whether a proposed course of action is consistent with his fiduciary duties, then he should not support the course of action. Independent advice should be sought as soon as possible to clarify the issue.
- 6.5 When a Director concludes that he is unable to acquiesce in a decision of the Board, some or all of the following steps should be considered:
 - 6.5.1 making his dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
 - 6.5.2 asking for additional legal, accounting or other professional advice;
 - 6.5.3 asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion;
 - 6.5.4 tabling a statement of dissent or writing to the Chair and asking that the statement or letter be minuted;
 - 6.5.5 a special Board meeting to consider the matter;
 - 6.5.6 resigning and considering advising the appropriate regulator, where necessary.
- 6.6 A Director who chooses to resign on a point of principle should consider disclosing the reasons for resignation to members or to the appropriate regulator, though a Director should bear in mind the duty not to disclose confidential information.

7. Avoid conflict between his/her personal interests or the interests of any associated person or company, and his/her duties to British Fencing

- 7.1 A Director must not take improper advantage of the position as Director to gain, directly or indirectly, a personal advantage or an advantage for any person which might cause detriment to British Fencing.

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- 7.2 The personal interests of a Director, and those of associated persons, must not take precedence over those of British Fencing's members generally.
- 7.3 A Director should at all times abide by the British Fencing Conflict of Interest Policy.
- 7.4 A Director must not do anything which compromises or is likely to compromise the impartiality of British Fencing.
- 7.5 Where obligations to other people or bodies may preclude a Director from taking an independent position on an issue, the Director should disclose the position to the Board and it is for the Board to judge whether or not he should take part in the Board's consideration of the issue.
- 8. Not make improper use of information acquired as a Director or disclose, or allow to be disclosed, information confidential to British Fencing**
- 8.1 A Director must not make improper use of information acquired by virtue of his position as a director. This prohibition applies irrespective of whether or not the Director or any associated person would gain directly or indirectly a personal advantage or whether or not British Fencing would be harmed.
- 8.2 A Director must not disclose, or allow to be disclosed, confidential information received in the course of the exercise of his duties as a Director, unless:
- 8.2.1 that disclosure has been authorised by the Board of British Fencing; or
 - 8.2.2 that disclosure is required by a lawyer
 - 8.2.3 that disclosure is made to a third party for the purpose of obtaining professional advice provided that the third party agrees not to disclose the information to any other person.
- 8.3 A Director must not prevent another person from gaining access to information to which that person is either entitled by law or by authorisation by the Board.
- 9. Not recklessly or maliciously injure the professional reputation of another Director nor engage in any practice detrimental to the reputation and interests of British Fencing**
- 9.1 A Director must honour the Code in the spirit as well as in the letter. No Code can be all-embracing. It is not possible to identify every circumstance in which the provisions of this Code need to be applied and undoubtedly there are many other circumstances not mentioned in the Code in which the conduct and integrity of a Director must be of considerable importance. However, the Code is not intended merely to prohibit certain specified kinds of conduct, allowing any kind of actions it does not specifically rule out.

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- 9.2 When questions arise which are not covered explicitly by the Code, personal adherence to the generally accepted principles of honesty, professionalism and justice should determine a Director's behaviour.
- 9.3 A Director is expected to use common sense in applying the spirit of the Code, but the intention of the Code is that Directors should consistently meet a standard higher than basic acceptable requirements.
- 9.4 A Director must not knowingly cause or, where he/she has the power to prevent, permit any other party to be in breach of this Code or be a party to a breach.
- 9.5 A Director must not conduct himself in a manner that could reasonably be regarded as bringing his/her office and/or British Fencing into disrepute.

At a Board meeting of 11.12.14 the Board of BF has delegated authority to the CEO to administer such matters which have not expressly been reserved to be dealt with under the Disciplinary Code by this Code of Conduct. Notwithstanding such authority, the CEO may, in his or her absolute discretion, determine that an allegation of a breach of Code of Conduct is of a nature that it should properly be dealt with under the Disciplinary Code. In such circumstances, the CEO may refer such a matter to be dealt with under the Disciplinary Code.

ANNEXURE - THE TEN GENERAL PRINCIPLES

The general principles governing a Director's conduct are set out below:

1. **Selflessness**

A Director should only serve the interests of British Fencing and should never improperly confer an advantage or disadvantage on any person.

2. **Honesty and Integrity**

A Director should not place himself or herself in situations where his/her honesty and integrity may be questioned, should not behave improperly and should on all occasions avoid the appearance of such behaviour.

3. **Objectivity**

A Director should make decisions on merit, including when making appointments, awarding contracts or recommending individuals for reward or benefit.

4. **Accountability**

A Director should be accountable to the members for his/her actions and the manner in which he/she carries out responsibilities, and should cooperate fully and honestly with any scrutiny appropriate to specific rules or responsibilities.

5. **Openness**

A Director should be as open as possible about his/her actions and those of British Fencing and should be prepared to give reasons for his/her actions.

6. **Personal Judgement**

A Director may take account of the views of others but should reach his/her own conclusions on the issues before him/her and act in accordance with those conclusions.

7. **Respect for Others**

A Director should promote equality by not discriminating unlawfully against any person; and by treating people with respect, regardless of race, age, religion, gender, sexual orientation or disability.

8. **Duty to Uphold the Law**

A Director should do whatever he/she is able to do to ensure that British Fencing uses its resources prudently and in accordance with the law.

9. **Stewardship**

A Director should uphold the law and, on all occasions, act in accordance with the trust that the members of British Fencing and other stakeholders are entitled to place in him/her.

9. **Leadership**

A Director should promote and support these principles by leadership and by example and should act in a way that secures or preserves public confidence.