

## **CODE OF CONDUCT FOR EHA BOARD MEMBERS**

### **Commitment to Board Behaviours**

In carrying out his/her role as a Board Member of EHA, each individual makes a commitment to:

- comply with all his/her obligations as a company director as required by law, by the Company's Memorandum and Articles of Association, and by decisions approved in General Meetings of the Company;
- place on the agenda for meetings of the Board or Committees of the Board any matter relating to the Company's business that the Board Member considers should be discussed;
- challenge and contribute to the development of strategy constructively;
- be willing to take direction and advice from the Chair, whilst also feeling confident enough to challenge and listen to alternative views;
- bring to the meetings a strategic perspective, vision and the ability to work positively within a team;
- ensure that s/he understands the views of major funding partners and sponsors;
- ensure that s/he is consulted upon and receives adequate information in a timely fashion about the finances, proposed strategy plans and activities that may have a material effect on the Company;
- ensure that s/he has access to such key managers and professional advisors of the EHA as may be required to enable the Board Member to perform his/her duties;
- obtain independent professional advice at the EHA's expense if s/he consider that this is required in order to enable him/her to discharge his/her duties as a Director, provided that s/he first obtains the permission (not to be unreasonably withheld) of the Board; and
- disclose immediately any personal interest in any activity of the EHA and take no further part in any Board, Committee and/or Development Group discussion of the matter, in accordance with the EHA Policy on Managing Conflicts of Interest.

### **Commitment to Board Activities**

- attend all Board meetings called during the year, unless prevented by exceptional circumstances;
- attend the Annual General Meeting and other General Meetings of the Company as may be necessary;
- act as a member of such Committees of the Board and/or Development Groups as the Board shall decide;
- carry out, to the best of the individual's abilities, any portfolio of responsibilities allocated by the Board to the Board Member in his/her position as a company director of the EHA;
- undertake, as requested by the Board and to the extent of his/her agreed level of availability, specific tasks inside or outside the Company to further the presentation of the Company and its objectives; and
- notify the Board of outside appointments and interests, in compliance with the EHA's Policy on Declarations of Interests, and (for as long as s/he remains an EHA Board Member) only accept such outside appointments as shall be agreed by the EHA Board to be compatible with the EHA's

demands on the Board Member's time, and not detrimental to the interests of the Company.

## **Commitment to Developing Skills & Experience**

- insist on, and participate in, a comprehensive, formal and tailored induction;
- ensure that s/he understands as fully as possible:
  - the business of the EHA and its services;
  - the sport and territories in which the EHA operates;
  - the roles of EHA staff;
  - the EHA's organisation, structure and methods of working; and
- seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant.

## **General Duties of Company Directors**

Board Members of the EHA will have particular regard to the general duties of directors as set out in Part 10, Chapter 2 of the Companies Act 2006:

"A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -

- (a) the likely consequences of any decision in the long term,
- (b) the interests of the company's employees,
- (c) the need to foster the company's business relationships with suppliers, customers and others,
- (d) the impact of the company's operations on the community and the environment,
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between members of the company."

## **The Seven Principles of Public Life ('Nolan Principles')**

As a body in receipt of substantial public funds, Board Members of the EHA will also be mindful of the Nolan Principles:

### **Selflessness**

- Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

### **Integrity**

- Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

## **Objectivity**

- In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

## **Accountability**

- Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

## **Openness**

- Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

## **Honesty**

- Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

## **Leadership**

- Holders of public office should promote and support these principles by leadership and example.

## **Seven Principles of Good Governance for the Sport and Recreation Sector**

The EHA Board will also have due regard to the following principles which have been identified by the Sports & Recreation Alliance to help sport and recreation boards achieve good governance.

### **FIRST PRINCIPLE: Integrity - Acting as Guardians of the Sport, Recreation, Activity or Area**

- The Board must look to uphold the highest standards of integrity not only in what it does but in the wider environment of its sport, recreation, activity or area.

## **SECOND PRINCIPLE: Defining and Evaluating the Role of the Board**

- The Board needs to understand and evaluate the role it plays and the way it can contribute to the organisation.

## **THIRD PRINCIPLE: Delivery of Vision, Mission and Purpose**

- The Board should set the high level strategy and vision of the organisation and ensure that it is followed without becoming involved in the operational delivery.

## **FOURTH PRINCIPLE: Objectivity: Balanced, Inclusive and Skilled Board**

- The Board should be made up of individuals with the right balance of skills and experience to meet the needs of the organisation. Included in this is a need for independent expertise and for representation of the diversity of the sport and the communities it serves.

## **FIFTH PRINCIPLE: Standards, Systems and Controls**

- The Board needs to be conscious of the standards it should operate to, and its role in exercising appropriate and effective control over the organisation.

## **SIXTH PRINCIPLE: Accountability and Transparency**

- The Board needs to be open and accountable to its membership and participants and its actions should stand up to scrutiny when reasonably questioned.

## **SEVENTH PRINCIPLE: Understanding and Engaging with the Sporting Landscape**

- The Board needs to be aware of the international and domestic sporting worlds and position its organisation appropriately.