

WheelPower

Code of Conduct for Board Members

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1 Introduction

1.1 This Code of Conduct (the Code) applies to all Directors appointed/elected to the Board of WheelPower and to any members appointed to the Board's sub-committees.

1.2 The Code should be read in conjunction with:

- i) WheelPower's Memorandum and Articles of Association and
- ii) the terms of reference of the Board and any sub-committee on which they have been appointed.

1.3 As a member of the Board, your behaviours and actions must be governed by the principles set out in this Code. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code.

2. Key Principles of Public Life

2.1 The key principles upon which this Code of Conduct is based are the Seven Principles of Public Life, which are:

Selflessness

You should take decisions solely in terms of the best interest of WheelPower. You should not do so in order to gain financial or other material benefits for yourself, your family or your friends.

Integrity

You should not place yourself under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence you in the performance of your official duties.

Objectivity

In carrying out your official duties, you should make choices on merit.

Accountability

You are accountable to WheelPower and must exercise your powers as a Director/member of the sub-committee in good faith and for the benefit of WheelPower, its members, employees and the wider sports sector. You have important responsibilities as a Director and as such you will be held accountable for your actions and your part in reaching decisions and must submit yourself to whatever scrutiny is thought to be appropriate by the relevant Board and/or subcommittee and co-operate with any person appointed by that Board or sub-committee.

Openness

You should be as open as possible about the decisions and actions that you take. You should give reasons for your decisions and restrict information only when there is a need for confidentiality.

Honesty

You have a duty to declare any private interests relating to your duties and to take steps to resolve any conflicts arising in a way that protects the interests of WheelPower. [See also Conflicts of Interest Policy]

Leadership

You should promote and support these principles by leadership and example.

2.2 These principles should inform your actions and decisions as a Board member.

3. General Conduct

3.1 Use of WheelPower Funds

You have a duty to ensure the safeguarding of charitable funds, which WheelPower receives as either grant funding or funds raised on behalf of the charity. You also have the duty to ensure the safeguarding of other WheelPower funds obtained from its commercial activities, events and any other income.

3.2 Fiduciary Obligations

You must carry out your fiduciary obligations responsibly – that is, take appropriate measures to ensure that WheelPower uses resources efficiently, economically and effectively, avoiding waste and extravagance. The Finance and Management Committee is the Board's sub-committee which holds the delegated authority to consider the financial information on behalf of the Board.

3.3 Allowances

You must comply with the rules set by the Board regarding remuneration, allowances and expenses. Information is usually provided on induction as a new Director.

3.4 Gifts and Hospitality

(i) You must not accept any gifts or hospitality which might, or might reasonably appear to, compromise your personal judgement or integrity or place you under an improper obligation.

(ii) You must never canvass or seek gifts or hospitality.

(iii) You should inform the Chief Executive or Chairman of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded by the Chief Executive in the gifts and hospitality register in line with WheelPower's policy.

(iv) You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring WheelPower into disrepute.

3.8 Use of WheelPower Resources

You must not misuse WheelPower resources for personal gain or for political purposes. Use of such resources must be in line with WheelPower rules on their usage.

3.9 Use of Official Information

You must not misuse information gained in the course of your role as a Director for personal gain.

3.10 You must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after you have left the Board.

3.11 Subject to the above, you may engage in political activity but should, at all times, remain conscious of your responsibilities as a Board member and exercise proper discretion. You should inform the Chair and/or the Chief Executive before undertaking any significant political activity.

Employment and Appointments

3.12 If you wish to take up new employment or appointments during your term of office, you must inform the Chair and the Chief Executive, who will update the Register of Interests. This

includes facilities, equipment, stationery, telephony, WheelPower logo and other services.

4 Members' Interest

4.1 You must ensure that no conflict arises, or could reasonably be perceived to arise, between your WheelPower duties and your private interests – financial or otherwise.

4.2 You must comply with the rules of WheelPower on handling conflicts of interest. As a minimum, these will require you to declare any interests which may, or may be perceived to, conflict with your WheelPower duties. A Declaration of Interest form is completed annually and sent to you first on appointment and then every November following the Annual General Meeting. This information is added to the Register of Interests [referred to at 3.11].

4.3 The rules may also require you to remove yourself from the discussion at a Board meeting in which you have an interest. In some cases, you may stay for the discussion but be asked to leave for any decision. The Chair of the meeting will make it clear at the time during the meeting as he/she is responsible for managing any conflicts of interest at the meeting.

4.4 It is your responsibility to ensure that you are familiar with WheelPower's rules on conflicts of interest and should read the Conflicts of Interest Policy provided, that you comply with these rules and that your entry in the Register of Interests is accurate and up-to-date.

5 Responsibilities as a Board Member

5.1 You must act in the best interests of WheelPower, and in a manner consistent with your legal duties.

5.2 You will, as a Board Member, adopt policies and practices that:

- (i) foster openness and debate amongst directors; and
- (ii) set out clear expectations with respect to the running of Board meetings and director behaviour.

5.3 You should play a full and active role in the work of WheelPower. You should fulfil your duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of WheelPower.

5.4 You should deal with the membership and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of your ability. You must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.

5.5 You must comply with any statutory or administrative requirements relating to your post as a Director under the Companies Act. You will be subject to the duties of Directors under Company Law.

5.6 You should respect the principle of collective decision-making and corporate responsibility. This means that, once the Board has made a decision, you should support that decision.

5.7 You must not use, or attempt to use, the opportunity of your role at WheelPower to promote your personal interests or those of any connected person, firm, business or other organisations.

5.8 You must comply with this Code of Conduct for Board Members and at all times act with integrity, in a forthright and ethical manner and in accordance with WheelPower's conflicts policy.

6 Responsibilities towards employees

6.1 You will treat any staff employed by WheelPower with courtesy and respect. It is expected that employees will show you the same consideration in return.

6.2 You will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.