

England Athletics Board **Code of Conduct**

All members and observers must sign up to the code of conduct as a condition of attendance at Board meetings.

Definitions of terms

Code	This Code of Conduct
Board	The Board as defined in the Articles of England Athletics
EA	England Athletics
Members	Board members, including the chair and observers

Personal Standards

1. Members will be present and engaged in meeting discussions, put forward well thought through perspectives and not be afraid to contribute to a healthy debate, in a respectful manner.
2. As a member of England Athletics Board, members will treat other board members, council members, staff and volunteers with courtesy and consideration and respect the role that they undertake.
3. Members will remain aware of how their attitude and behaviours affect others so should not behave in a discriminatory, derogatory, bullying or demeaning way.
4. Members will not use any forms of social media or other communication as a platform to discriminate, bully or harass, other Board members, council members, EA staff or volunteers.
5. Members will not bring England Athletics into disrepute and will promote the work England Athletics is undertaking.

Professional Requirements

1. Directors of England Athletics 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 and observers 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 and observers shall act on a fully informed basis in good faith with due diligence and care, acting at all times in the best interests of England Athletics, as well as acting with inclusivity, integrity, in an ethical manner. Due consideration will always be given to the interests of staff and stakeholder groups and the impact that any action or behaviour may cause them.

4. Members and observers will ensure that the requirements set down through statute and by the relevant regulatory bodies are complied with at all times.
5. Members and observers will 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.
6. Members and observers will 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.
7. Members are expected to conduct open and informed discussions, ensuring all reasonable opinions and views are aired and given due consideration while respecting the views of others. These debates, associated minutes and papers, are confidential to the meeting in which they take place and are not for discussion with any third parties unless specifically agreed by the Board.
8. Minutes of Board meetings, meeting papers and agendas for meetings are confidential to members and observers as are any documents which are provided, presentations which are given etc. These items are to be circulated in advance on a timely basis and available to members and observers 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.
9. Members shall ensure that they inform the Chair of any meeting as soon as they become aware that they have any conflict of interest or any other interest that may have the potential to conflict with their duties as a Member. The Chair shall then determine, with the support of the Board how such conflict should be addressed.
10. 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 and observers are expected to fully support the decisions of the board once made, and to reflect only the agreed position to any third party.
11. Should the exceptional position arise that a member or observer is unable to actively support any decision, they must remain silent on the matter with third parties or no longer remain a member or observer.
12. Board members should make every effort to attend all meetings. Where this is not possible, members should explain the valid reason and give suitable notice. They should also review the meeting papers and feed their views and comments to the CEO or to the Chair of the meeting.
13. Members and observers are expected to acknowledge that having accepted the invitation to be a member or observer 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 Executive and 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.
- Ensure that proper accounting records are kept, 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, **insert name**, agree to abide by the England Athletics Board Code of Conduct and accept any sanctions imposed should I fail to do so:

Print
name:.....

Sign:

Date:

Approved by the Board: Sept 2024
Next review: July 2028