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Directors Code of Conduct and Conflict of Interest Policy

SCOTTISH ARCHERY ASSOCIATION

Directors Code of Conduct and Conflict of Interests Policy

1 Introduction

- 1.1 The purpose of this policy is to establish a code of conduct for Directors and a conflict of interest policy, not only for Directors, but also for any member of [Scottish Archery](#) who [are](#) invited to join or [are](#) co-opted on to a committee [or the Board of Scottish Archery](#).
- 1.2 The Directors have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set in law as well as in the Memorandum and Articles of Association. They are entrusted with, and are responsible for, the oversight of the assets and business affairs [of the Association](#) [Organisation](#) in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the [Association](#) [Organisation](#).
- 1.3 The ~~SAA Executive~~ [Board of Scottish Archery](#) carries with it important ethical obligations. Director's serve for the good of the membership. When a Director fails to exercise reasonable care in their oversight of ~~the SAA~~ [Scottish Archery](#) they are not living up to their members' trust.
- 1.4 In addition, the ~~Executive~~ [Board](#) has a legal responsibility to assure the prudent management of ~~the SAA's~~ [Scottish Archery's](#) Policies and Procedures, they can be held legally liable for the ~~SAA~~ actions [of Scottish Archery](#). A 2006 court decision set a precedent by confirming that Executive members, along with any Director who fails in their duties to register a "Conflict of Interest" can be held legally liable, because it constitutes a breach of their fiduciary responsibility.
- 1.5 Along with the legal consequences of an unmanaged conflict of interest, Director's also need to be aware of the effect that an unmanaged conflict of interest can have on the ~~Executive's reputation~~ [reputation of the Board and wider organisation of Scottish Archery](#). If those outside the ~~Executive~~ [Board](#) have the impression that any of the Director's have acted in their own interests rather than those of ~~the SAA~~ [Scottish Archery](#), this could damage the reputation of both ~~the SAA~~ [Scottish Archery](#) and the ~~Executive~~ [Board](#). This could adversely affect the confidence of members and ~~fundraising~~ [external funding agencies](#).
- 1.6 Additionally, if the publicity is widespread, the ~~Executive~~ [Board](#) may need to devote time and resources to defending the decision they have made, which will divert resources away from carrying out the objects of ~~the SAA~~ [Scottish Archery](#).
- 1.7 When dealing with conflicts of interest, Director's should be aware of how the situation may appear to someone from outside ~~the SAA~~ [Scottish Archery](#) and make sure that the policy

and procedures are in place which will allow the ~~Executive Board~~ to demonstrate that such situations have been dealt with properly.

- 1.8 Conflict of interests not only applies to Directors, but to appointed officers such as team managers, and members of committees set up to further the activates or running of the ~~SAA~~ [Scottish Archery](#). Appointed officers and committee members should also be aware that they have an obligation to declare any conflict of interests. This is reinforced by Article ~~23~~ 20 of the ~~SAA's~~ [Scottish Archery's](#) Articles of Association, ~~replicated in Appendix 1.~~ Although the above refers to Directors of the ~~Executive Board~~, it equally applies to appointed officers and committee members.
- 1.9 A simple and reliable test as to whether or not there is a conflict of interest to declare is the tabloid test: *"how would this look if it was ever reported by a tabloid journalist determined to make the story look as bad as possible?"*. Ultimately if you or a close family member or acquaintance are taking personal benefit from a decision being made, or are likely to, you should declare a conflict of interest.

2 Definitions

- 2.1 For the purpose of the policy, the following definitions will apply.
 - 2.1.1 'The Act' means the Companies Act 2006, or any legislation repealing this Act
 - 2.1.2 'Articles' means the Articles of Association of ~~SAA~~ [Scottish Archery](#) as current from time to time
 - 2.1.3 'Committee member' means any member of ~~the SAA~~ [Scottish Archery](#) who has volunteered or been co-opted on to any committee or sub-committee set up to further the activates or running of ~~the SAA~~ [Scottish Archery](#).
 - 2.1.4 'Connected Person' means close family members, persons living in the same household, connected firms, businesses or organisations, etc
 - 2.1.5 'Director' means a person who has been elected in on to the ~~Executive of the SAA~~ [Board of Scottish Archery](#), or a person who has been co-opted on to the ~~Executive Board~~ and assumed the rights and privileges of a Director.
 - 2.1.6 'Member' has the same meaning as defined in the Articles and Bye-laws of ~~the SAA~~ [Scottish Archery](#) as current from time to time
 - 2.1.7 '~~SAA~~ [Scottish Archery](#)' means the Scottish Archery Association, a Company Limited by Guarantee, no. 389745, registered in Scotland.

3 Directors Code of Conduct

- 3.1 Each Director agrees that he/she will:
 - 3.1.1 Act in accordance with ~~SAA's~~ [Scottish Archery's](#) Articles of Association.
 - 3.1.2 Promote the success of ~~SAA~~ [Scottish Archery](#) for the benefit of its members as a whole.

- 3.1.3 Exercise independent judgement.
- 3.1.4 Exercise reasonable care, skill and diligence.
- 3.1.5 Avoid conflicts of interest.
- 3.1.6 Not accept benefits from third parties.
- 3.1.7 Declare interests in proposed transactions or arrangements with ~~SAA~~ [Scottish Archery](#).
- 3.1.8 Not use the name of ~~the SAA~~ [Scottish Archery](#) for personal or for any third-party gain out with agreed partnerships or sponsorships as defined in the Ethical Sponsorship Partnerships and Trusted Suppliers policy
- 3.1.9 Disclose any personal interest, or the interests of a connected person, that they may have regarding any matters that may come before the ~~Executive~~ [Board](#) and abstain from discussion, voting or otherwise influencing a decision on any matter in which the concerned Director has or may have such an interest.
- 3.1.10 Abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the ~~Executive~~ [Board](#) in which they may have a conflict or potential conflict of interest.
- 3.1.11 Make available to and share with fellow Directors information as may be necessary or appropriate to ensure the sound operation of ~~the SAA~~ [Scottish Archery](#) and its ~~Executive~~ [Board](#).
- 3.1.12 Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as a Director, except when authorised or legally required to disclose such information.
- 3.1.13 Respect the confidentiality of information relating to the affairs of the Company acquired in the course of their service as a Director after leaving their position on the Executive.
- 3.1.14 Not use confidential information acquired in the course of his/her service as a Director for personal advantage.
- 3.2 Each Director of the SAA will, on taking office, sign an agreement that they will abide by this code of conduct.
- 3.3 Where it is found that a Director has breached this code of conduct, they will be subject to the SAA discipline policy, and may be required to resign or be removed from the Executive.

4 Conflict of Interest

- 4.1 Every Director is, by virtue of Sections 175, 177 and 182 of the Act, required to avoid a conflict of interest.

- 4.2 Any Director who fails to declare a conflict of interest may be liable to prosecution under the Act.
- 4.3 Every committee member has a duty to declare a conflict of interest under Article 23 of the SAA's Articles of Association, which is replicated in Appendix 3.
- 4.4 Every committee member should also declare potential conflicts of interest relating connected persons with whom the SAA has or may have dealings with.
- 4.5 Where a committee member is found to be in breach of this policy, they will be subject to the SAA discipline policy.

5 Requirements

- 5.1 A Register of Interests will be maintained by the Administrator. Each Director and committee member will register their interests.
- 5.2 Each Director will be required to complete an online Register of Interests form on appointment and annually thereafter. ~~This form, show in Appendix 2, will also include the Directors acknowledgement of the Code of Conduct as described in 3.2.~~
- 5.3 Each committee/~~subgroup~~ member will complete a Register of Interest form when they join a committee, and annually thereafter.
- 5.4 ~~The Safeguarding and Operations Manager or responsible officer~~ ~~Head of Member Services~~ will retain an electronic copy of the interests for each Director. **Directors will also be asked for conflicts of interest at the start of each board meeting.**
- 5.5 ~~Each Committee/~~subgroup~~ Chair~~ ~~The Safeguarding and Operations Manager or responsible officer~~ will retain a copy of the interests for each committee/~~subgroup~~ member. ~~for reference at each committee meeting.~~
- 5.6 The Register of Interests should list direct or indirect pecuniary interests. Directors and committee members are strongly encouraged to register non-pecuniary interests, which relate closely to SAA activities, and interests of close family members and persons living in the same household as they do.
- 5.7 Examples of conflict of interest could be (but are not limited to):
 - 5.7.1 *When a Director or committee member or his/her immediate family or business interests stands to gain financially from any business dealings, programmes or services of the organisation.*
 - 5.7.2 *When a Director or committee member offers a professional service to the organisation.*
 - 5.7.3 *When a Director or committee member stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.*
 - 5.7.4 *Where a Director or committee member or the ex/officio member of the Executive has a role on the governing body of another organisation or commercial business interests,*

where the activities of that other body/business may be in direct conflict or competition with the activities of Scottish Archery Association.

- 5.8 Where the initial committee meeting is held by conference call, members should send an electronic copy of their Register of Interests to the Chair of the committee. The Chair in turn, will forward this to the Administrator.

6 Roles and Responsibilities

- 6.1 Directors, appointed officers and committee members are required to update the register as and when changes occur.
- 6.2 A declaration of interests will be a standing agenda item for each Executive and committee meeting.
- 6.3 Prior to the start of any meeting, the Chair is required to remind Directors and committee members of their responsibility to raise conflicts of interests at all times, especially at times of decision making. This should be recorded in the minutes of the meeting, together with any declared conflicts of interest.
- 6.4 In the instance that a conflict of interest is raised, the Director, appointed officer or committee member should not participate in the discussion or determination of matters in which they have an actual or potential conflict. They should withdraw from the meeting to eliminate any bias or potential influence over those present. Where such a conflict is raised, the Director or committee member is obliged to provide such further information as the Executive may require.
- 6.5 In circumstances where the individual is uncertain, the view of the Chair should be sought. In considering whether a real danger of bias exists in relation to a particular decision, they should assess whether they, a close family member, a person living in the same household as themselves, or a firm, business or organisation with which they are connected, are likely to be affected above others by the decision in question.
- 6.6 Directors and committee members should also ensure that the acceptance of outside appointments during or after tenure as a Executive or committee member does not represent a conflict of interest.
- 6.7 Directors and committee members also consider any potential conflicts of interest a close family member, a person living in the same household as the employee, or a firm, business or organisation with which the employee is connected is likely to represent in terms of bias.

7 Duration and Review

- 7.1 This policy will remain in force for a period of 3 years from the date of publication.
- 7.2 Prior to the end of the 3 year period, or earlier if required by an enactment of law, this policy will be reviewed by the Head of Member Services.

Appendix 1 - Extract from the SAA Articles of Association – Article 23

23 CONFLICTS OF INTEREST

- 22.1 All Directors of the SAA together with any committee members have an obligation to declare any interest which might arise in respect of dealings with the SAA by themselves and/or by parties with whom they are connected or associated and where such arise to avoid conflicts of interest and all Directors shall comply with the provisions of the Act relating to conflicts of interest at all times.
- 22.2 The Executive may, in accordance with the requirements set out in this Article and the Act, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Act to avoid conflicts of interest and Article 14 of the Model Articles shall be modified accordingly. Any authorisation given under this Article will be effective only if:
- 22.2.1 The matter in question shall have been proposed by any Director for consideration at a meeting of the Executive in the same way that any other matter may be proposed to the Executive under the provisions of these Articles or in such other manner as the Executive may determine;
- 22.2.2 Any requirement as to the quorum at the meeting of the Executive at which the matter is considered is met without counting the Director in question; and
- 22.2.3 The matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

APPENDIX 2 – Register of Interest

Conflicts of Interest Register

The online conflict of interest form should be completed by Directors at time of recruitment, and annually thereafter.

Directors should complete the online form to acknowledge they have read and understood the Directors Code of Conduct and Conflict of Interest Policy.