



## **Board of Directors Contract**

### **CODE of CONDUCT**

#### **CONTENTS**

##### **Section 1: Introduction to the Code of Conduct**

- Appointments to the Boards
- Guidance on the Code of Conduct
- Enforcement

##### **Section 2: Key Principles of the Code of Conduct**

##### **Section 3: General Conduct**

- Conduct at Meetings
- Relationship with Board Members and Employees of Volleyball England
- Remuneration, Allowances and Expenses
- Gifts and Hospitality
- Confidentiality Requirements
- Appointment to Partner Organisations

##### **Section 4: Registration of Interests**

- Category One: Remuneration
- Category Two: Related Undertakings
- Category Three: Contracts
- Category Four: Gifts and Hospitality
- Category Five: Non-Financial Interests

## **Section 5: Declaration of Interests**

General

Interests which Require Declaration

Your Financial Interests

Your Non-Financial Interests

The Financial Interests of Other Persons

The Non-Financial Interests of Other Persons

Making a Declaration

Frequent Declaration of Interests

Dispensations

## **Section 6: Lobbying and Access to Members of Public Bodies**

Introduction

Rules and Guidance

### **1. INTRODUCTION TO THE CODE OF CONDUCT**

- 1.1. The Volleyball England membership has a high expectation of those who serve on the board and the way in which they should conduct themselves in undertaking their duties. You must meet those expectations by ensuring that your conduct is above reproach.
- 1.2. As a member of Volleyball England Board (“the Board”), it is your responsibility to make sure that you are familiar with, and that your actions comply with, the provisions of this Code of Conduct which has now been made by the Board.

#### **Appointments to the Board**

- 1.3. Volleyball England is required to deliver effective services to meet the needs of its membership. The board should be selected on the basis of their skill set and ability to deliver the aims and objectives of Volleyball England. In order to meet these aims, a board should ideally be drawn from varied backgrounds with a wide spectrum of characteristics, knowledge and experience. It is crucial to the success of Volleyball England that they attract the best people for the job and therefore it is essential that a board’s appointments process should encourage as many suitable people to apply for positions and be free from unnecessary barriers. You should therefore be aware of the varied roles and functions of the Volleyball England board on which you serve.
- 1.4. You should also familiarise yourself with the policy and procedures of Volleyball England, how it operates in relation to succession planning, which should ensure we have a strategy to make sure they have the staff and board members in place with the skills, knowledge and experience necessary to fulfil their role economically, efficiently and effectively.

#### **Guidance on the Code of Conduct**

- 1.5. Each Non-Executive Director must observe the rules of conduct contained in this Code. It is the responsibility of everyone to comply with these and review regularly, and at least annually, or if and when your circumstances change. You must not at any time advocate or encourage any action contrary to the Code of Conduct.
- 1.6. The Code has been developed in line with the key principles listed in Section 2 and provides additional information on how the principles should be interpreted and applied in practice. No Code can provide for all circumstances and if you are uncertain about how the rules apply, you should seek advice from the Chair.

## **2. KEY PRINCIPLES OF THE CODE OF CONDUCT**

2.1. The general principles upon which this Code is based should be used for guidance and interpretation only. These general principles are:

### **Duty**

You have a duty to uphold the law and act in accordance with the law and the trust the membership have placed in you. You have a duty to act in the interests of Volleyball England and in accordance with the core functions and duties of that body.

### **Selflessness**

You have a duty to take decisions solely in terms of the interest of the organisation and membership. You must not act to gain financial or other material benefit for yourself, family or friends.

### **Integrity**

You must not place yourself under any financial, or other, obligation to any individual or organisation that might reasonably be thought to influence you in the performance of your duties.

### **Objectivity**

You must make decisions solely on merit and in a way, that is consistent with the functions of Volleyball England when carrying out company business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

### **Accountability and Stewardship**

You are accountable for your decisions and actions to the membership. You have a duty to consider issues on their merits, taking account of the views of others and must ensure that Volleyball England uses its resources prudently and in accordance with the law.

### **Openness**

You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider interest clearly demands.

### **Honesty**

You have a duty to act honestly. You must declare any private interests relating to your duties and take steps to resolve any conflicts arising in a way that protects the interest of the membership.

### **Leadership**

You have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the trust of the members and confidence in the integrity of Volleyball England and its members in conducting business.

### **Respect**

You must respect fellow members and employees of Volleyball England and the role they play, treating them with courtesy at all times.

2.2. Board members should apply the principles of this Code to your dealings with fellow members, employees and other stakeholders.

## **3. GENERAL CONDUCT**

3.1. The rules of good conduct in this section must be observed in all situations where individuals act as a member of Volleyball England.

### **Conduct at Meetings**

- 3.2. You must respect the chair, your fellow board members and employees in meetings. You must comply with rulings from the chair in the conduct of the business of these meetings

### **Relationship with Board Members and Employees**

- 3.3. You will treat your fellow board members and any staff employed by Volleyball England with courtesy and respect. It is expected that fellow board members and employees will show you the same consideration in return. Volleyball England will promote a safe, healthy and fair working environment for all. As a board member all should be familiar with the policies and procedures of Volleyball England in relation to bullying and harassment in the workplace and also lead by exemplar behaviour.

### **Expenses**

- 3.4. You must comply with any rules of regarding expenses.

### **Gifts and Hospitality**

- 3.5. You must not accept any offer by way of gift or hospitality which could give rise to real or substantive personal gain or a reasonable suspicion of influence on your part to show favour, or disadvantage, to any individual or organisation. You should also consider whether there may be any reasonable perception that any gift received by any company in which you have a controlling interest, or by a partnership of which you are a partner, can or would influence your judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions or provision of services at a cost below that generally charged to members of the public.
- 3.6. You must never ask for gifts or hospitality.
- 3.7. You must not accept any offer of a gift or hospitality from any individual or organisation which stands to gain or benefit from a decision Volleyball England may be involved in determining, or who is seeking to do business with Volleyball England, and which a person might reasonably consider could have a bearing on your judgement. If you are making a visit in your capacity as a member of the board then, as a rule, you should ensure that Volleyball England pays for the cost of the visit.

### **Confidentiality Requirements**

- 3.8. There may be times when you will be required to treat discussions, documents or other information relating to the work of Volleyball England in a confidential manner. You will often receive information of a private nature which is not yet public, or which perhaps would not be intended to be public. You must always respect the confidential nature of such information and comply with the requirement to keep such information private.
- 3.9. It is unacceptable to disclose any information to which you have privileged access, for example derived from a confidential document, either orally or in writing. In the case of other documents and information, you are requested to exercise your judgement as to what should or should not be made available to outside bodies or individuals. In any event, such information should never be used for the purposes of personal or financial gain, or for political purposes or used in such a way as to bring Volleyball England into disrepute.

### **Use of Public Body Facilities**

- 3.10. Members of Volleyball England must not misuse facilities, equipment, stationery, telephony, computer, information technology equipment and services. Use of such equipment and services etc. must be in accordance with Volleyball England policy and rules on their usage. Care must also be exercised when using social media networks not to compromise your position as a member of the board.

#### **4. REGISTRATION OF INTERESTS**

- 4.1. The following paragraphs set out the kinds of interests, financial and otherwise which you have to register. These are called "Registerable Interests". You must, at all times, ensure that these interests are registered, when you are appointed and whenever your circumstances change in such a way as to require change or an addition to your entry in the body's Register. It is your duty to ensure any changes in circumstances are reported within one month of them changing.
- 4.2. The Regulation as amended describe the detail and timescale for registering interests. It is your personal responsibility to comply with these regulations and you should review regularly and at least once a year your personal circumstances. The interests which require to be registered are those set out in the following paragraphs and relate to you.

##### **Category One: Remuneration**

- 4.3. You have a Registerable Interest where you receive remuneration by being:
- employed;
  - self-employed;
  - the holder of an office;
  - a director of an undertaking;
  - a partner in a firm; or
  - undertaking a trade, profession or vocation or any other work.
- 4.4. In relation to 4.3 above, the amount of remuneration does not require to be registered and remuneration received as a member does not have to be registered.
- 4.5. If a position is not remunerated it does not need to be registered under this category. However, unremunerated directorships may need to be registered under category two, "Related Undertakings".
- 4.6. If you receive any allowances in relation to membership of any organisation, the fact that you receive such an allowance must be registered.
- 4.7. When registering employment, you must give the name of the employer, the nature of its business, and the nature of the post held in the organisation.
- 4.8. When registering self-employment, you must provide the name and give details of the nature of the business. When registering an interest in a partnership, you must give the name of the partnership and the nature of its business.
- 4.9. Where you undertake a trade, profession or vocation, or any other work, the detail to be given is the nature of the work and its regularity. For example, if you write for a newspaper, you must give the name of the publication, and the frequency of articles for which you are paid.
- 4.10. When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and the nature of its business.
- 4.11. Registration of a pension is not required as this falls outside the scope of the category.

##### **Category Two: Related Undertakings**

- 4.12. You must register any directorships held which are themselves not remunerated but where the company (or other undertaking) in question is a subsidiary of, or a parent of, a company (or other undertaking) in which you hold a remunerated directorship.
- 4.13. You must register the name of the subsidiary or parent company or other undertaking and the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.
- 4.14. The situations to which the above paragraphs apply are as follows:

- you are a director of a board of an undertaking and receive remuneration declared under category one – and
- you are a director of a parent or subsidiary undertaking but do not receive remuneration in that capacity.

### **Category Three: Contracts**

4.15. You have a registerable interest where you (or a firm in which you are a partner, or an undertaking in which you are a director or in which you have shares of a value as described in paragraph 4.19 below) have made a contract with Volleyball England.

4.15.1. under which goods or services are to be provided, or works are to be executed

4.15.2. and which has not been fully discharged.

4.16. You must register a description of the contract, including its duration, but excluding the consideration.

### **Category Four: Gifts and Hospitality**

4.17. You must register the details of any gifts or hospitality received within your current term of office. This record will be available for public inspection.

### **Category Five: Non-Financial Interests**

4.18. You may also have a registerable interest if you have non-financial interests which may be significant to, of relevance to, or bear upon, the work and operation of Volleyball England. It is important that relevant interests such as membership or holding office in other public bodies, clubs, societies and organisations such as voluntary organisations, are registered and described.

4.19. In the context of non-financial interests, the test to be applied when considering appropriateness of registration is to ask whether a member of the public might reasonably think that any non-financial interest could potentially affect your responsibilities to the organisation to which you are appointed and to the members, or could influence your actions or decision-making.

## **5. DECLARATION OF INTERESTS**

### **General**

5.1. The key principles of the Code, especially those in relation to integrity, honesty and openness, are given further practical effect by the requirement for you to declare certain interests in proceedings of Volleyball England. Together with the rules on registration of interests, this ensures transparency of your interests which might influence, or be thought to influence, your actions.

5.2. National Governing Bodies of Sport inevitably have dealings with a wide variety of organisations and individuals and this Code indicates the circumstances in which a business or personal interest must be declared. Public confidence in Volleyball England and its members depends on it being clearly understood that decisions are taken in the interest of the organisation and not for any other reason.

5.3. In considering whether to make a declaration in any proceedings, you must consider not only whether you will be influenced but whether anybody else would think that you might be influenced by the interest. You must, however, always comply with the objective test (“the objective test”) which is whether a member of the public, with knowledge of the relevant facts, would reasonably regard the interest as so significant that it is likely to prejudice your discussion or decision making in your role as a member of the Volleyball England Board.

5.4. If you feel that, in the context of the matter being considered, your involvement is neither capable of being viewed as more significant than that of an ordinary member of the public,

nor likely to be perceived by the public as wrong, you may continue to attend the meeting and participate in both discussion and voting. The relevant interest must however be declared. It is your responsibility to judge whether an interest is sufficiently relevant to proceedings to require a declaration and you are advised to err on the side of caution. If a board member is unsure as to whether a conflict of interest exists, they should seek advice from the board chair.

- 5.5. As a member of Volleyball England you might serve on other bodies. In relation to service on the boards and management committees of other companies, public bodies, societies and other organisations, you must decide, in the circumstances surrounding any matter, whether to declare an interest. Only if you believe that, in the circumstances, the nature of the interest is so remote or without significance, should it not be declared. You must always remember the public interest points towards transparency and, in particular, a possible divergence of interest between Volleyball England and any other body.

### **Interests which Require Declaration**

- 5.6. Interests which require to be declared if known to you may be financial or non-financial. They may or may not cover interests which are registerable under the terms of this Code. Most of the interests to be declared will be your personal interests but, on occasion, you must consider whether the interests of other persons require you to make a declaration. The paragraphs which follow deal with (a) your financial interests (b) your non-financial interests and (c) the interests, financial and non-financial, of other persons.
- 5.7. You will also have other private and personal interests and may serve, or be associated with, bodies, societies and organisations because of your private and personal interests and not because of your role as a member of Volleyball England. In the context of any matter you will need to decide whether to declare an interest. You should declare an interest unless you believe that, in the circumstances, the interest is too remote or without significance. In reaching a view on whether the objective test applies to the interest, you should consider whether your interest (whether taking the form of association or the holding of office) would be seen by a member of the public acting reasonably in a different light because it is the interest of a person who is a member of Volleyball England as opposed to the interest of an ordinary member of the public.

### **Your Financial Interests**

- 5.8. You must declare, if it is known to you, any financial interest, including any financial interest which is registerable under any of the categories prescribed in Section 4 of this Code.
- 5.9. You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

### **Your Non-Financial Interests**

- 5.10. You must declare, if it is known to you, any non-financial interest if:
  - 5.10.1. that interest has been registered under category five (Non- Financial Interests) of Section 4 of the Code; or
  - 5.10.2. that interest would fall within the terms of the objective test.
- 5.11. There is no need to declare an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.
- 5.12. You must withdraw from the meeting room until discussion of the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.

### **The Financial Interests of Other Persons**

- 5.13. The Code requires only your financial interests to be registered. You also, however, have to consider whether you should declare any financial interest of certain other persons.
- 5.14. You must declare if it is known to you any financial interest of:-
- 5.14.1. a spouse, a civil partner or a co-habitee;
  - 5.14.2. a close relative, close friend or close associate;
  - 5.14.3. an employer or a partner in a firm;
  - 5.14.4. a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
  - 5.14.5. a person from whom you have received a registerable gift or registerable hospitality;
  - 5.14.6. a person from whom you have received registerable expenses.
- 5.15. There is no need to declare an interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.
- 5.16. You must withdraw from the meeting room until discussion of and voting on the relevant item where you have a declarable interest is concluded. There is no need to withdraw in the case of an interest which is so remote or insignificant that it could not reasonably be taken to fall within the objective test.
- 5.17. This Code does not attempt the task of defining “relative” or “friend” or “associate”. Not only is such a task fraught with difficulty but is also unlikely that such definitions would reflect the intention of this part of the Code. The key principle is the need for transparency in regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by a member of the public, acting reasonably, as potentially affecting your responsibilities as a member of the Volleyball England Board and, as such, would be covered by the objective test.

### **The Non-Financial Interests of Other Persons**

- 5.18. You must declare if it is known to you any non-financial interest of:-
- 5.18.1. a spouse, a civil partner or a co-habitee;
  - 5.18.2. a close relative, close friend or close associate;
  - 5.18.3. an employer or a partner in a firm;
  - 5.18.4. a body (or subsidiary or parent of a body) of which you are a remunerated member or director;
  - 5.18.5. a person from whom you have received a registerable gift or registerable hospitality;
  - 5.18.6. a person from whom you have received registerable election expenses.
- 5.19. There is no need to declare the interest if it is so remote or insignificant that it could not reasonably be taken to fall within the objective test.
- 5.20. There is only a need to withdraw from the meeting if the interest is clear and substantial.

### **Making a Declaration**

- 5.21. You must consider at the earliest stage possible whether you have an interest to declare in relation to any matter which is to be considered. You should consider whether agendas for meetings raise any issue of declaration of interest. Your declaration of interest must



be made as soon as practicable at a meeting where that interest arises. If you do identify the need for a declaration of interest only when a matter is being discussed you must declare the interest as soon as you realise it is necessary.

- 5.22. The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words "I declare an interest". The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

### **Frequent Declarations of Interest**

- 5.23. Confidence in Volleyball England is damaged by perception that decisions taken by the Board are substantially influenced by factors other than the interests of the membership. If you would have to declare interests frequently at meetings in respect of your role as a board member you should not accept a role or appointment with that attendant consequence. If members are frequently declaring interests at meetings, then they should consider whether they can carry out their role effectively and discuss with their chair. Similarly, if any appointment or nomination to another body would give rise to objective concern because of your existing personal involvement or affiliations, you should not accept the appointment or nomination.

## **6. LOBBYING AND ACCESS TO MEMBERS OF PUBLIC BODIES**

### **Introduction**

- 6.1. In order for Volleyball England to fulfil its commitment to being open and accessible, it needs to encourage participation by members and individuals in the decision-making process. Clearly however, the desire to involve the membership and other interest groups in the decision-making process must take account of the need to ensure transparency and probity in the way in which Volleyball England conducts its business.
- 6.2. You will need to be able to consider insight and evidence presented by a wide range of organisations and individuals to perform your duties effectively. Some of these organisations and individuals will make their views known directly to individual members of the board. The rules in this Code set out how you should conduct yourself in your contacts with those who would seek to influence you.

### **Rules and Guidance**

- 6.3. you must not, in relation to contact with any person or organisation that lobbies do anything which contravenes this Code or any other relevant rule of Volleyball England.
- 6.4. You must not, in relation to contact with any person or organisation who lobbies, act in any way which could bring discredit upon Volleyball England.
- 6.5. The membership must be assured that no person or organisation will gain better access to or treatment by, you because of employing a company or individual to lobby on a fee basis on their behalf. You must not, therefore, offer or accord any preferential access or treatment to those lobbying on a fee basis on behalf of clients compared with that which you accord any other person or organisation who lobbies or approaches you. Nor should those lobbying on a fee basis on behalf of clients be given to understand that preferential access or treatment, compared to that accorded to any other person or organisation, might be forthcoming from another member of Volleyball England board.
- 6.6. Before taking any action because of being lobbied, you should seek to satisfy yourself about the identity of the person or organisation that is lobbying and the motive for lobbying. You may choose to act in response to a person or organisation lobbying on a fee basis on behalf of Volleyball England but it is important that you know the basis on which you are being lobbied to ensure that any action taken about the lobbyist complies with the standards set out in this Code.

6.7. You should not accept any paid work:-

6.7.1. which would involve you lobbying on behalf of any person or organisation or any clients of a person or organisation.

6.7.2. to provide services as a strategist, adviser or consultant, for example, advising on how to influence Volleyball England and its members. This does not prohibit you from being remunerated for activity which may arise because of, or relate to, membership of Volleyball England, such as journalism or broadcasting, or involvement in representative or presentational work, such as participation in delegations, conferences or other events.

6.8. If you have concerns about the approach or methods used by any person or organisation in their contacts with you, you must seek the guidance of the chair of the board.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Board Role: \_\_\_\_\_

Date: \_\_\_\_\_

*On Behalf of Volleyball England*

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Board Role: \_\_\_\_\_

Date: \_\_\_\_\_