Board Director Code of Conduct

BowlsWales · BowlsCymru

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Approved by	BowlsWales Board
Owner	General Manager

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Introduction

BowlsWales recognises the huge contribution made by voluntary Board Directors to the organisation. The purpose of this Code is to maintain high standards of conduct, assist Directors in their voluntary role and to protect the best interests of BowlsWales. Conduct is driven by our core values: Visionary, Inclusive, Open, Excellence, Professional.

The Companies Act 2006 sets out seven general duties of Directors:

- To act in accordance with the company's constitution and use powers only for their intended purposes.
- To promote the success of the company for the benefit of its members.
- To exercise independent judgment.
- To exercise reasonable care, skill and diligence.
- To avoid conflicts of interest.
- Not to accept benefits from third parties.
- To declare any interest in a proposed transaction or arrangement with the company.

As a Board Director, I will:

- Promote and embed our values, aims and policies.
- Act only in the interests of BowlsWales and not on behalf of any constituency or interest group.
- Help establish and maintain robust governance processes and regulations that are regularly reviewed.
- Actively contribute to the effective work of the Board by thoroughly preparing for meetings, attending regularly, responding to agreed actions promptly, attending the AGM and BowlsWales events as required, and maintaining a sharp focus on agenda items.
- Attend meetings of Committees and Advisory/Working Groups which I chair or in which I hold membership.
- Attempt to reach decisions by consensus.
- Attend relevant training and take reasonable steps to stay aware of developments affecting my role and BowlsWales.

It is vital that Directors:

- Listen and respect the views of others, and seek constructive resolution where differences exist.
- Respect the office of the Chair to ensure the orderly conduct of meetings.
- Declare conflicts of interest and behave impartially on issues relating to personal or professional matters.
- Observe the highest ethical standards of impartiality, integrity and objectivity in the stewardship of funds and management of BowlsWales.
- Act in good faith, focused on promoting the success of the company for the benefit of its members.
- Maximise value for money, ensuring services are delivered economically, efficiently and effectively.
- Maintain focus on strategic development through planning, prioritising, performance monitoring and evaluation.
- Stay up to date with the organisation's risk register and be proactive in anticipating threats.
- Support fellow Directors and the General Manager in their leadership of the organisation.

- Respect the rights, dignity and worth of all people involved in BowlsWales.
- At all times act as an ambassador for BowlsWales and present the organisation and its people in a positive light.

I will not:

- Attempt to exercise individual authority over BowlsWales or its staff and volunteers except as explicitly set out in Board policies.
- Consume alcoholic drinks or illegal substances, or smoke, during Board meetings.
- Become inflexibly caught up in promoting my own views.
- Gossip or act with bias or prejudice towards others.
- Use offensive or discriminatory language or behaviour.
- Keep quiet if I have concerns about the organisation.
- Publicly disagree with decisions the Board takes as a group, even if I hold a different personal view.

Declarations of Interest

All Board Directors are required to:

- Complete and sign the Declaration of Interests form and comply with the BowlsWales Conflicts of Interest Policy.
- Ensure that private or personal financial interest never influences decisions.
- Ensure that the position as Director is not used for personal gain.
- Disclose to the Chair any direct or indirect interest which could influence judgment or give the impression of personal motives.
- Comply with BowlsWales policy for hospitality and gifts.

In the event that a Director considers that another Board Director has an interest which should be disclosed, they have a duty under the Companies Act 2006 to report that matter immediately to the General Manager or Chair.

Employment

Board Directors must not use their positions to obtain employment within BowlsWales for themselves, family members or close associates. Should a Director be considered for employment, they must temporarily withdraw from relevant Board deliberations, voting and information.

Confidentiality

Directors must not pass confidential information gained through their involvement with BowlsWales to a third party without the approval of the Chair.

Outside Activities

Directors should consider themselves at all times as potential ambassadors of BowlsWales and ensure that none of their other activities brings BowlsWales into disrepute.

Misconduct

Directors' conduct may be considered unsatisfactory where a breach of BowlsWales Regulations, this Code, standing orders or legal obligations has occurred. In such cases:

- The Chair will arrange an investigation and convene a Board Misconduct Panel of three members to consider the facts and determine action.
- In cases of serious misconduct, the Panel will seek a voluntary resignation. If not forthcoming, formal procedures will follow in accordance with BowlsWales Regulations.
- A Director has the right to appeal within 14 days of the Panel's decision by writing to the Chair setting out grounds of appeal.
- The full Board (excluding Panel members and the appellant) will hear any appeal. The appeal panel's decision is final.

Director Grievances

If a Director wishes to raise a grievance, they should write to the Chair setting out the reasons. The Chair will investigate and determine the appropriate course of action. If the grievance relates to the Chair, the Vice Chair receives and investigates.

If the Director is not satisfied with the response (normally within 10 working days), they may appeal in writing to the Chair. Appeals will normally be heard within 15 working days. The appeal panel's decision is final.

I confirm that I have read and understood this Board Code of Conduct.

Signed: _____ Date: _____

Print name: _____

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