

WG Governance Handbook

2018

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Background and Introduction

Welsh Gymnastics Limited (WG or the Company) was incorporated by guarantee on the 1st April 2004. It was previously known as the Welsh Amateur Gymnastics Association which was founded in 1902. WG is recognised by Sport Wales, the Commonwealth Games Council & British Gymnastics as the National Governing Body for gymnastics in Wales.

Gymnasts participate and compete in ten separate disciplines: the Commonwealth Games disciplines of Women's Artistic, Men's Artistic & Rhythmic gymnastics and six others; Acrobatic Gymnastics, Trampoline Gymnastics, Aerobic Gymnastics, Tumbling, Team Gym, Disability & Gymnastics for All. WG has experienced significant and unprecedented growth in performance and development over the last 5 years. Membership has reached over 25,000 which includes 97 affiliated clubs and over 50 individual satellite clubs. We have over 2,500 coaches, almost 1,000 Sport Leaders and 500 officials.

WG has achieved the highest Governance Standards as well as high standards in Equality, Inclusivity and Safeguarding. WG is also delivering ambitious community business and social enterprises breaking down barriers to engage hard to reach groups. WG has created a Gymnastics Family Community in Wales where the whole sport works together to ensure that more children, young people and adults from all backgrounds, abilities and communities have the opportunity to engage with gymnastics to develop their physical literacy skills and enjoy a rewarding, fit and healthy life in sport.

The Board of Directors

Anyone can be a director of a company so long as they are not an undischarged bankrupt and have not been disqualified from being a director. Detailed information about the appointment of directors for WG is contained in the Company's articles of association and agreed director recruitment processes.

WG's directors must manage the Company's affairs in accordance with the articles of association and the law. In very brief terms, the Companies Act 2006 states that a director should act within their powers and promote the success of the Company, exercise independent judgement, reasonable care, skills and diligence while avoiding conflicts of interest and not accepting benefits from third parties. A more detailed explanation of the Companies Act 2006 requirements can be found below.

The board of directors has an essential role in WG governance and setting the strategic direction of the business. The right balance brings specialist knowledge and expertise in key business areas, such as management, finance and legal as well as gymnastics.

The board is a collective decision-making body; the whole board is responsible for the decisions made irrespective of who was part of the decision making process, being absent from a meeting does not absolve a director from their responsibilities. If a decision is made as a majority decision rather than a unanimous one those individuals that disagreed with the decision are bound by it and must support it, even when they voted against. *(If you fundamentally disagree with a decision, the only way to remove yourself from responsibility for it would be by resigning from the board, this would be a last resort and ideally a full discussion with the Chair would take place before resignation).*

Directors must exercise their responsibilities carefully as the penalties for failure to do so can be severe. Directors can be jointly and severally liable if they act collectively in breach of their responsibilities, so knowing these responsibilities is very important.

Directors' duties arise in ways besides the Companies Act 2006 including but not limited to:

- duties imposed by the Company itself – as set out in the articles, rules regulations, byelaws and board decisions;
- obligations to avoid fraudulent or wrongful trading – for example, under the Insolvency Act 1986 a director may be personally liable for wrongful or fraudulent trading in the context of insolvency of the Company;
- common law;
- responsibilities under the Health and Safety at Work Act 1974, breach of which may result in criminal sanctions on a director; and
- employment law in dealings with employees – including payment of National Insurance and requirements under pension auto-enrolment.

This is not a comprehensive list and each director is under a duty to ensure that he or she is fully apprised of current developments in legislation or otherwise that might affect his or her duties.

Despite WG being a company limited by guarantee, in certain circumstances a director might be held personally liable for losses arising from illegal acts such as wrongful or fraudulent trading, or acts undertaken by the board beyond their powers or with insufficient skill and care or negligence.

Directors' Fiduciary Duties: The term 'fiduciary' is often misunderstood. One definition is that a 'fiduciary is someone who exercises powers or holds money or assets on behalf of others'. The term refers to persons in a special kind of relationship with the person or body whom they act for. Directors of a company who exercise control over that company are considered to owe fiduciary duties in law. It means that directors are expected to exercise their functions with reasonable skill and care, and to act competently and honestly within that role.

Note: Copies of WG documents, policies and procedures if not on the website can be obtained from the Chair.

Directors' general duties arising under the Companies Act 2006

The Companies Act 2006 ("the Act") sets out seven general statutory duties of a director as listed below:

1. To act within powers (*section 171 of the Act*). This requires a director to comply with the Company's constitution and decisions made under the constitution and to exercise the powers only for the reasons for which they were given.
2. To act in a way the director considers (in good faith) is most likely to promote the success of the Company for the benefit of its members as a whole (or, if relevant, other purposes specified in the constitution) (*section 172 of the Act*). In performing this duty, a director must have regard to all relevant matters, but the following are specifically identified in legislation:
 - a. the likely consequences of any decision in the long term;
 - b. the interests of the Company's employees;
 - c. the need to foster the Company's business relationships with suppliers, customers and others; the impact of the Company's operations on the community and the environment;
 - d. the desirability of the Company maintaining a reputation for high standard business conduct; and the need to act fairly as between members of the company.

3. To exercise independent judgement (*section 173 of the Act*). That is, not to subordinate the director's power to the will of others. This does not prevent directors from relying on advice, so long as they exercise their own judgement on whether or not to follow it.
4. To exercise reasonable care, skill and diligence (*section 174 of the Act*). This requires a director to be diligent, careful and well informed about the Company's affairs. If a director has particular knowledge, skill or experience relevant to their function (for instance, is a qualified accountant and acting as a finance director), expectations regarding what is 'reasonable' will be judged accordingly.
5. To avoid conflicts (or possible conflicts) between the interests of the director and those of the Company (*section 175 of the Act*). The prohibition will not apply if the Company consents (and consent meets the necessary formal requirements).
6. Not to accept benefits from third parties (i.e. a person other than the Company) by reason of being a director or doing anything as director (*section 176 of the Act*). The Company may authorise acceptance (subject to its constitution), for instance to enable a director to benefit from reasonable corporate hospitality.
7. To declare any interest in a proposed transaction or arrangement (*section 177 of the Act*). The declaration must be made before the transaction is entered into and the prohibition applies to indirect interests as well as direct interests.

In addition to these duties, a director has duties:

- to consider or act in the interests of creditors (particularly in times of threatened insolvency); and
- to maintain confidentiality of the company's affairs (a duty which to a large extent follows from the general duties outlined above).

The Company is a separate legal entity from its directors, members and employees but as the Company acts through the board of directors, the directors are responsible for ensuring compliance by the company. That is, directors are personally responsible for ensuring that the Company complies with relevant law.

These duties cannot be avoided by delegation alone. WG's board **must** ensure that these responsibilities are carried out and satisfy itself that these are being met even where delegated.

Table of requirements set by Companies House on the Company (i.e. the board)

Useful Information for Directors	Additional Information
<p>Confirmation statement (annually)</p> <p>Directors need to check that the information held by Companies House is correct every year. This is called a confirmation statement (previously an annual return). Directors should check the following:</p> <ul style="list-style-type: none"> • the details of the Company’s registered office, directors and the address where records are kept; • the SIC code (the number that identifies what the Company does); • the register of ‘people with significant control’ (PSC). <p>The PSC register must include details of anyone who:</p> <ul style="list-style-type: none"> ○ has more than 25% shares or voting rights in the Company (<i>WG does not have shareholders</i>); or ○ can appoint or remove a majority of directors; or ○ can influence or control the Company. 	<p>Completion of the confirmation statement may be delegated to a director or trusted employee.</p> <p>Under the Companies Act, a director may be liable for failure by the Company to make the required filings at Companies House. Information can be provided by:</p> <ul style="list-style-type: none"> • using the Companies House online service • filling in and sending paper forms <p>Note: A record still needs to be kept if there are no people with significant control.</p>
<p>You must tell Companies House within 14 days if you make changes to:</p> <ul style="list-style-type: none"> • the address where you keep your records, and which records you keep there; • Directors or their personal details, e.g. their address; or • company secretaries (appointing a new one or ending an existing one’s appointment). 	<p>You may set the directors service addresses as the Company Address as this is the only one visible in the public domain.</p>
<p>Changing the registered office address</p> <p>If the Company’s contact details change – e.g. name or trading address Companies House needs to approve the change. [<i>Note:</i> If the Company was registered in England and Wales, the new registered office address must be in England or Wales.]</p>	<p>If the change is approved, Companies House will tell HM Revenue and Customs (HMRC).</p>
<p>The Members need to vote by special resolution to give their agreement if the board (or some Members) propose to:</p> <ul style="list-style-type: none"> • change the company name • remove a director (without the Director consenting) • change the Company’s Articles of Association 	<p>A ‘special resolution’ must be set in the Notice of Meeting, agreement requires 75% majority vote in favour by those Members present at the meeting in person or by proxy</p>
<p>Company records must kept for 10 years, particularly about the company itself, directors’ information and decisions (accurate minutes of meetings) as well as the results of any votes and resolutions.</p>	<p>Records may be kept in hard copy or electronic form, may be arranged as the directors think fit, provided the information is adequately recorded for future reference</p>

Useful Information for Directors	Additional Information
<p>Financial and accounting records must be kept including:</p> <ul style="list-style-type: none"> • all money received and spent by the Company; • details of assets owned by the Company; • debts the Company owes or is owed; • stock the Company owns at the end of the financial year; • all goods bought and sold. <p>The Company must also keep any other financial records, information and calculations needed to prepare and file the annual accounts and Company Tax Return. This includes records of:</p> <ul style="list-style-type: none"> • all money spent by the Company, e.g. receipts, petty cash books, orders and delivery notes; • all money received by the Company, e.g. invoices, contracts, sales books and till rolls; • any other relevant documents, e.g. bank statements and correspondence; • promises for the Company to repay loans at a specific date in the future ('debentures') and who they must be paid back to; • promises the Company makes for payments if something goes wrong and it's the company's fault ('indemnities'); • loans or mortgages secured against the Company's assets. 	<p>If Company accounting records are lost, stolen or destroyed and cannot be replaced directors must:</p> <ul style="list-style-type: none"> • do their best to recreate them; • tell the Company Corporation Tax office straight away; • include this information in the Company Tax Return. <p>Directors can be fined £3,000 by HMRC or disqualified as a company director if accounting records are not kept properly.</p> <p>Note: If the Company appoints an accountant or tax adviser to deal with the Company tax return HMRC must be advised.</p>
<p>Annual Company Accounts must be filed at the latest 9 months after the Company's financial year ends.</p> <p>Usually, small Companies such as WG are allowed to submit abbreviated accounts, do not need to have their accounts audited and as such are not required to appoint an auditor.</p> <p>A director must sign the accounts.</p>	<p>Audit requirements for WG may be decided by the directors or the Members in General Meeting – see articles.</p> <p>Note: By 9 months and 1 day Corporation Tax must be paid (or tell HMRC that the Company doesn't owe any).</p>
<p>Financial records must be kept for 6 years from the end of the last Company Financial Year they relate to, or longer if:</p> <ul style="list-style-type: none"> • they show a transaction that covers more than one of the Company's accounting periods; • the Company has bought something that it expects to last more than 6 years, e.g. equipment; • the Company Tax Return was sent in late; • HMRC has started a compliance check into the Company Tax Return. 	

Useful Information for Directors	Additional Information
<p>Signs</p> <p>A sign showing the Company name must be in place at the registered Company address. The sign must be easy to read and to see at any time.</p>	<p>As WG registered office is Sport Wales National Centre, the Company sign is in the SWNC reception area.</p>
<p>Stationery and promotional material</p> <p>The Company's name must be shown on all Company documents, publicity and letters.</p> <ul style="list-style-type: none"> On business letters, order forms and websites, the Company must show the Company's registered number and registered office address and that the company is a Limited Company registered in Wales 	<p>If you want to include directors' names in letterheads etc. it must list all of them not just one or two.</p>
<p>Electronic communication provisions</p> <ul style="list-style-type: none"> A limited company must include the Company registration number, place of registration and registered office address on all email footers, order forms and websites, in legible characters. A document or information on a website must be made available in a form (cutting edge technology should not be used) and by a means, that the Company reasonably considers will enable the recipient to read it and retain a copy of it. The Company must notify the intended recipient of the presence of a document or information on a website, the address of the website, the place on the website where it may be accessed and how to access the document or information – this is particularly relevant for general meeting notifications, agenda, minutes etc. 	<p>Note: The document or information available on the website must be present throughout the period specified by any applicable provision of the Companies Acts or, if no such period is specified, then 28 days beginning with the date on which the notification that the document is available on the website is sent to the person in question.</p>

The Governance and Leadership Framework for Wales (GLFW)

The GLFW is a voluntary code of good conduct designed specifically for the sports and recreation sector in Wales. The GLFW has 7 Principles of Good Governance each listing "Minimum Expectations", these being the priority areas identified by the Sector. The framework lists "Other" considerations as well as a table containing "Success Indicators" that sets out to aid organisations measure their improvement or identify what success will look like. The final table shows effective/ineffective behaviours expected of board members working within the Sector.

Welsh Gymnastics signed up to the GLFW in 2016 and uses the framework to strengthen the way the board works and makes decisions for the long-term good of the organisation. The board recognises that good governance is key for the success of the organisation and our sport. It accepts that governance is not the management of the day-to-day WG operations, but rather a framework of strategy, risk management, controls and processes, coupled with good leadership in terms of culture, values and integrity, all enabling WG to achieve its goals. Signing up to the GLFW reinforced the board's commitment to good governance. WG will also

look to adjust to 'accepted good practice' identified within the Sector and will encourage sharing of good practice created by WG with other organisations.

PRINCIPLE ONE - INTEGRITY: ACTING AS GUARDIANS OF THE SPORT

The board must uphold the highest standards of integrity not only in what it does but in the wider environment of its sport, recreation, activity or area.

Key to acting as the "Guardians of the Sport" is the way that the board sets and protects the WG vision, mission, values and reputation. The vision, mission, purpose and core values can be found in the WG strategy on the [website](#). Our strategy is a living document that must be agile and flexible in a changing world with volunteers, coaches, officials and the gymnastic community at its heart. The strategy and vision of WG's board is also covered under Principle Three below which has some more detail.

Upholding the highest standards in our sport underlies many of our rules, regulations and policies that fit under this GLFW principle, including:

- **Anti-doping** - British Gymnastics and Welsh Gymnastics abide by the UK Anti-Doping Rules published by the Drug-Free Sport Directorate of UK Sport (or its successor), as amended from time to time. The WG website provides links to the appropriate rules and regulations and guidance for members.
- **Safeguarding** - WG is committed to complying with the National Standards for Safeguarding and Protecting Children in Sport. WG's safeguarding goal is that "all children should enjoy gymnastics in a safe environment in which they are protected from any form of abuse". The policies and guidance ensure best practice is followed at all times; they contain principles that all clubs must adhere to and are designed to support gymnastics clubs meet this safeguarding goal. Further detailed information on the WG website.
- **Bribery Act implications** - Directors must be aware of, and comply with, the requirements of the UK Bribery Act 2010, which has two general offences:-
 - the offering, promising or giving of an advantage, and
 - the requesting, agreeing to receive or accepting of an advantage

[The offence applies to bribery relating to any function of a public nature, connected with a business, performed in the course of a person's employment or performed on behalf of a company or another body of persons. The function or activity may be carried out either in the UK or abroad and need have no connection with the UK. The Bribery Act includes a new form of corporate criminal liability where there is a failure to prevent bribery perpetrated on behalf of a "relevant commercial organisation"].

Further information at <https://www.gov.uk/government/publications/bribery-act-2010-guidance>

- **Betting Integrity** – The WG board should be aware of and consider the risks of illegal betting. Further information at <http://www.sportsbettinggroup.org/code-of-practice/>
- **Equality** - Accountability for equal opportunities is established at board level with an equality strategy delivered across the organisation. Equality of opportunity is important to WG as is the understanding how the protected characteristics must influence decisions. The Equality Act 2010 is a mixture of rights and responsibilities; as "accepted practice" in society keeps evolving, the board will regularly review WG policies with this in mind. Standards of behaviour will be set (often in the forms of codes of conduct) and unlawful discrimination must be avoided at all times. Further information regarding the Equality Standard for Sport at <http://www.equalityinsport.org/equality-standard-for-sport/>

PRINCIPLE TWO - DEFINING AND EVALUATING THE ROLE OF THE BOARD

The board needs to understand and evaluate the role it plays and the way it contributes to the organisation.

The WG board listens, contributes, challenges, and when necessary pushes back against the executive – the Board’s purpose is to **govern** not to comply.

WG will appoint directors by following an agreed recruitment process that is open and transparent. The most important first step after becoming a director of WG, (a sub-group member, or an employee) is full engagement in a comprehensive **induction process** to learn about the organisation, its staff and stakeholders as well as the detailed expectations of the new role. A newly appointed director will receive and be required to sign the WG Board Director Acceptance letter. The letter will briefly outline the role and duties of the position as well as requesting the personal information required by Companies House to report the appointment.

The **General Duties for all Directors** are listed as APPENDIX 1.

A full review of the structure of the board will be undertaken at least every four years. A minimum of 6 and a maximum of 10 Directors will constitute the board, usually the following positions will be included: Chair, Technical Director and Legal Director. In addition to these a minimum of 3 and a maximum of 7 'Portfolio Directors' will be included.

It is not necessary that a Finance Director be appointed, though such an appointment may form one of the Portfolio Directors at any time. However, at any time during which there is not a 'Finance Director' the board shall collectively be responsible for ensuring that the functions of a finance director shall be undertaken by an appropriately qualified person. The 'functions' of ensuring good practice on financial matters shall include:

- guiding the board through financial processes, including but not limited to, budget planning and approval;
- overseeing the production of financial plans, regular management accounts for the board and the annual company accounts;
- ensuring the board undertakes critical monitoring and risk factoring of the finances of the Company;
- undertaking the role of internal auditor as and when required;
- preparing and presenting report(s) for general meetings of the Company;
- guiding the board in the appointment and regular review of accountants and auditors.

The board shall therefore ensure that the appropriate person so appointed shall have the following qualifications:

- an in-depth knowledge and experience of accounting, finance and financial services;
- experience of guiding and supporting others in financial matters;
- experience of investment and investment policy, ideally relating to not-for-profit organisations.

In the event that the board does delegate this function to a non-director, it shall ensure that the appropriate person provides regular (at least quarterly) reports to the board covering each of the above issues.

Each and every director has a responsibility to recognise and perform responsibly his duty of care on the board as guardians of the sport. That shall require each board member to have due regard to the interests of all participants and stakeholders of the sport, as well as the general public. Whilst specific roles may be delegated, each director shall at all times have

regard to key priorities including safeguarding and ensuring he or she takes all reasonable steps keep abreast of all relevant policy and legislative developments affecting WG.

The Chair's primary role is to provide assurance of the board's integrity and the effective management of the organisation. The Chair must act fairly and responsibly at all times; directors must accept that the Chair is required to exercise authority and guide the group. The Chair is the board leader but every director has equal legal liability. The Chair must ensure the board has overall clarity of its role and the various functions it undertakes.

At a secondary level the Chair will publicly represent the board and its policies to members and other stakeholders.

The Chair is bound by a range of formal powers granted by way of the articles of association and any agreed byelaws, governance policies and processes. (*The Chair has no authority to unilaterally alter, amend or ignore the articles of association or these policies or procedures.*)

In addition, informal powers may be granted to the Chair by fellow directors at particular times or linked to particular activities. Any informal powers granted to the Chair or any other person/body must be recorded in the minutes of a board meeting, even if this has to happen retrospectively. Informal delegation may be to a person, committee or employee, the length of time that the delegation is in force and any reporting mechanism must also be minuted.

How the Chair carries out the role goes to the heart of the board's success, the Chair should:

- ensure the board's behaviour is consistent with its own rules and those legitimately imposed upon it from outside the organisation (e.g. HMRC, Sport Wales, British Gymnastics);
- chair meetings with the commonly accepted power of the position;
- ensure all necessary detail, data and support is provided prior to any meeting so that informed decisions can be made;
- ensure meeting discussion focuses on those issues which, according to board policy, clearly belong to the group as opposed to the CEO, executive or another sub-committee;
- ensure board discussions are timely, fair, orderly, thorough, efficient, limited to time and kept to the point and that decisions are clearly stated in the minutes;
- observe a recognised 'rules of order' process for board discussions;
- hold the casting vote in the event of a split decision.

Outside of meetings, the Chair should:

- act consistently within agreed governance policies and processes;
- avoid making independent operational decisions which are the prerogative of the CEO or other employee/key volunteer.

The Technical Director's primary role is to bring high level sport specific expertise to the boardroom and act as the link between the board and the WG technical committees, thereby facilitating two-way communication on technical matters. This role is key to delivery of the strategic plan by:

- defining for board approval, the terms of reference and membership for each Technical Committee including those appointed relating to the 8 gymnastics disciplines as listed:
 - Men's Artistic
 - Women's Artistic
 - Acrobatic Gymnastics
 - Rhythmic Gymnastics
 - Gymnastics for People with Disabilities
 - Aerobic Gymnastics
 - Trampoline Gymnastics

- Tumbling
- chairing the Joint Technical Committee, comprising of the chairs from each of the 8 Technical Committees above and the technical directorate
- Welsh Schools' Gymnastics Association

In the absence of a Portfolio Director delegated with membership responsibilities at any time, the Technical Director shall also report to the board on membership matters arising.

The Legal Director's primary role is to bring knowledge of legal compliance and corporate governance standards to the boardroom and thereby acting as a 'legal guide' to the board. Examples of legal guidance may include:

- contract drafting and/or reviewing for board approval;
- advising the board on necessary changes to procedures when new legislation comes into force;
- ensuring procedural and compliance issues are properly dealt with in a timely manner.

Portfolio Directors' Duties

Duties of any Portfolio Directors may be set by the board from time to time as required. These may differ depending upon the needs of the Company, its strategy and the relevant skills of the board.

WG wishes to ensure that Portfolio Directors provide the relevant skills and balance at all times for the proper performance of the board. The Portfolio Directors must at all times comprise of a balanced selection of skills relevant to the performance of the organisation in the sector. They may (but not necessarily shall) include: Development Director; Education Director, Equality Director.

Further detail as to the board's composition is dealt with in Principle Four below. For the avoidance of doubt, regardless of the identity of the Portfolio Directors the board shall have collective responsibility at all times for ensuring that proper consideration is given to equality and disability representation on the board. This may be achieved by delegation of responsibility to a single director if appropriate, but if at any time the board deems it appropriate it may co-opt a director or appoint external consultants to assist with provision of expertise to support the board to achieve this.

Board Training

Induction of new directors is part of the initial training of a director. However, all directors require on-going training and development to ensure they are adequately informed and effective in their roles. A Director Training Plan will be maintained, it will include new training options for specific individuals as well as regular updates and refresher type sessions. Training may be provided within the board by directors imparting their own knowledge to others to improve the overall success of the board or by external trainers attending board sessions or by attendance on specific courses. Board training will include timely updates on any material legislative or regulatory changes.

Board Annual Evaluation

The board will collectively review and partake in a board evaluation at least once a year. The way the evaluation is undertaken may change year on year, it will however, always consider the effectiveness of the board as a whole as well as the effectiveness of individual directors. The usual format of the evaluation will be as follows:

- Every director will carry out a paper-based self-assessment.
- An annual informal one-to-one meeting with the Chair will follow which will discuss the outcomes of the assessment.
- The Chair's meeting will take the form of a discussion with a maximum of two directors selected by the remaining members of the board.

The board may decide, at regular intervals during the life of any board, to vary the evaluation to include:

- an impartial individual from a similar sized organisation carrying out a more formal evaluation of the board as a whole and/or as individual directors – the evaluation results would then be fed back to WG for discussion; or
- bringing in an external consultant who undertakes a more detailed examination, with options for the results to be delivered to the board in a workshop style session or similar.

Codes of Conduct

WG will maintain up to date codes of conduct throughout the whole organisation, they will be reviewed at least every two years or sooner if circumstances require changes. The codes will form part of the rules, regulations and policies approved by the board and made available via the website. The board Code of Conduct can be found at [APPENDIX 2](#).

Role of CEO

Day to day management of WG is not the board's function and authority for achieving the goals is delegated to the Chief Executive Officer and the professional staff.

The role of the Chief Executive Officer is covered in detail within their job description, but some of the key work areas are listed here:

- Work with the board to formulate strategy and oversee its implementation.
- Ensure continued financial growth and sustainability of WG.
- Work with the board to ensure WG meets all its targets and objectives.
- Inspirationally lead and manage the organisation by providing leadership to the management team and staff of WG and ensuring the effective operation of the governing body.
- Be responsible to the board. and in particular work with the appointed financial controller relating to the overall financial health of WG.
- Promote WG proactively and professionally.
- Strive to recognise the sporting landscape, anticipate challenges and plan accordingly.
- Be a role model to participants and stakeholder.

PRINCIPLE THREE - SETTING VISION, MISSION AND PURPOSE

The board should set the strategy and vision of the organisation and ensure that it is followed without becoming involved in the operational delivery.

In part this Principle links back in to items covered by Principle 1 earlier in the handbook. However Principle Three sets an important proviso on the way the board should work, namely the non-involvement in operational delivery. At times, the directors may need to become involved in a pre-agreed intervention, if this is to be the case the decision must be clearly set out in the board minutes. Such actions should be short-term in nature and are not linked to the more regular ambassadorial role of the directors.

Clear Strategy

WG strategic decisions will always be delivered with accountability, transparency and clarity at their core.

Strategic discussions must look at issues and opportunities from a number of angles and strive to maximise the ambition of WG. Directors need to consider emerging trends, future legislation and sporting developments, as well as member and stakeholder views. These will all influence debate and consideration of alternative strategies on the road towards the final decisions.

Underpinning the main strategy and vision of WG sit specific threads of work, often denoted as 'strategies' including effective communication (supported by innovative technology and social media) elite performance, development, risk etc. Each of these require board approval to enable operational delivery.

Part of the long-term strategic planning discussion should always include an agreement on succession planning for directors and senior executives. Setting a maximum term for directors feeds into this process.

Measuring Goals

The goals set in the strategy must be measurable and lead to sustainable success. The goals, often referred to as Key Performance Indicators (KPIs) or Key Performance Areas (KPIAs), set targets and ownership. Progress will be reported at every board meeting and an annual review will take place.

The board shall require the executive function to provide sufficient reporting in quantitative and qualitative terms. It shall ensure that it is satisfied by the evidence of WG's performance against any KPIs and KPIAs set to confirm the reported performance as appropriate. This shall form part of the board's role to 'check and challenge' the performance of the Company. The review will ensure that reporting focuses on progress against WG vision and strategy. The goals must remain relevant and meet the ambition and needs of gymnastics in Wales.

Forums and Sub-Groups of the Board

The board may set up forums to focus on specific aspects of WG work (for example, membership forum/s to focus on interests of different stakeholders). The terms of reference of such groups will be set by the board and regularly reviewed.

The board may also delegate any particular functions to a sub-group of members of the board, specifying the terms of reference for each. For example, a 'Remunerations & Audit' sub-group may be constituted by the board to delegation (e.g.) a tasks of reviewing salaries and audit tasks.

PRINCIPLE FOUR - OBJECTIVITY: BALANCED, INCLUSIVE AND SKILLED BOARD

The board should be made up of individuals with the right balance of skills, knowledge and experience to meet the needs of the organisation. This includes independent expertise and for representation of the diversity of the sport and the communities they serve.

Skills Required for Board

Directors' roles shall be recruited for according to the appropriate skills needed for the particular role, taking into account the current constitution of the board at the time and the needs of WG.

Board Diversity

Conceiving and delivering strategies that will be ambitious and deliver the best for WG will mean critical analysis and effective problem solving, particularly in times of ever changing fiscal environment. Having a group of volunteer directors that can provide everything required of the board is therefore essential. Putting the right people, of the right calibre, with the right skills and perspective in the WG boardroom, with them having trust in their own abilities is key to developing WG – i.e. having a diverse board.

Points WG will consider when appointing Directors to create diversity:

- Diversity is more than age, ethnic and gender diversity; it is also diversity in skills, competencies, philosophies and life experiences.
- The make-up of the board should reflect membership diversity as well as the real world – ideally a mix of the two.
- A variety of director backgrounds to make WG more adaptable to its ever changing environment.
- An excessive focus on some characteristics (e.g. financial background, previous board experience) as a criterion for selecting directors may have the unintended consequence of appointing directors who are not the most suitable for the organisation's needs.
- Change of mindset of any longstanding directors reluctant to change.

There is no uniform definition of board diversity but diversifying will generally have the following benefits:

- More effective decision making due to a greater range of perspectives.
- Better utilisation of the talent pool available to WG.
- Enhancement of corporate reputation and potential sponsor/funding relations by establishing WG as a responsible corporate organisation.
- Setting an example at the top which will hopefully have a trickle-down effect within the sport leading to more equality throughout.

WG will be mindful of the potential consequences arising from lack of board diversity:

- Board is '**groupthink**', which is described as "*a psychological behaviour of minimising conflicts and reaching a consensus decision without critically evaluating alternative ideas in a cohesive in-group environment.*" This can happen if a group of like-minded people get together but rarely happens if true diversity exists, as people from different backgrounds and with different life experiences are likely to approach similar problems in different ways. Groupthink can also arise with time – hence the need for "fresh blood" and maximum terms of office.
- Subgroups which can reduce group cohesiveness and trust among directors, leading to reluctance to share information within the board (*this does not refer to purposefully set up sub-committees of the Board e.g. board audit committee but cliques or factions*).
- Tokenism – where a person may feel that their presence is only to make up the numbers required leading them towards undervaluing their skills, achievements and experiences which in turn reduces their potential contribution to the board.
- Ignoring underlying attributes of potential directors as a sacrifice to meet the needs of diversity

WG has the following Board Diversity Policy statement:

"Welsh Gymnastics recognises and embraces the benefits of having a diverse board and sees increasing diversity at board level as key to its development. A truly diverse board will include and make good use of differences in the skills, geographical and business experiences, background, race, gender, disability and other distinctions between directors. These

differences that create diversity will be considered in determining the ideal composition of the board and when possible, through director appointments, the board will be balanced appropriately. Welsh Gymnastics will ensure the board composition adequately reflects the community served and the diversity of society.”

WG will resist pressure to appoint unsuitable people to the board just to expand board diversity; skills base and the overall needs of the organisation will always be paramount.

Board Recruitment

A clear and transparent director recruitment process will be followed in all instances. The board shall scrutinise that process from time to time to ensure it meets the needs of the organisation and adequately reflects the objectives within Principle Four. Failure to adhere to this process may leave WG vulnerable to challenge and as such, all persons involved in the recruitment process should be aware of their responsibilities for its proper implementation. To ensure that these aims are achieved training in effective recruitment will be given.

All board appointments will be made on merit, in the context of the skills, experience, independence and knowledge that the Board as a whole requires to be effective.

Effective Relationships

Initial Director Induction will include introductions and brief bio outlines of the other directors and employees. The WG Chair needs to understand what motivates each director to volunteer on the board and create opportunities for the directors to socialise together. Mixing outside of the boardroom will help build effective relationships within the board. Directors are expected to show interest in the backgrounds, experiences and skills of board colleagues; this will assist with the development of trust and understanding.

Directors are also expected to form good working relationships with stakeholders and with WG employees.

Staying informed for Decision Making

WG commits to using strong research and evidence in informing and guiding its decisions and working with relevant organisations and agencies to ensure that the sport of gymnastics contributes positively and effectively in the delivery of physical literacy, health and well-being in Wales. To achieve this the directors, CEO and staff with the support of members, partners, funders, local and national government, leisure providers, volunteers, businesses and communities will all need to work together. The starting point on the road to achieving our goals is the informed decision making of the board.

All board members must take steps to ensure that they have all the information necessary to take decisions about the sport. In practical terms, directors should be provided in a timely manner with all papers for them to consider. Board members should set time aside to read and reflect on board papers and briefing notes before each meeting, meet with senior staff on a regular basis, read publications and websites about the sport and attend a reasonable number of events, competitions and functions with options will meet players and supporters.

PRINCIPLE FIVE - STANDARDS, SYSTEMS AND CONTROLS

The board needs to be conscious of its operational standards, and of its role in exercising appropriate and effective control of the organisation.

Data Protection

WG is committed to compliance with the requirements of the Data Protection Act (DPA) 1998, the General Data Protection Regulations (when in force) and any subsequent amendments

and is registered with the Information Commissioner's Office. All WG policies and procedures will use data management in the manner that is in line with this compliance.

The board will set policies and procedures to ensure that directors, employees, volunteers and agents who have access to personal data held by WG are fully aware of and abide by their responsibilities and duties under the DPA and all other relevant legislation.

Data Protection Principles

WG is required to ensure that your personal data is:

- processed fairly and lawfully;
- gathered and processed only for specific and lawful purposes;
- adequate, relevant and not excessive;
- accurate and kept up to date;
- not kept for any longer than is necessary;
- processed in accordance with your rights under the DPA;
- protected against accidental loss, damage or destruction;
- not transferred outside the European Economic Area unless adequate data protection levels are in place (Note: this clause may change post Brexit)

Delegation

The board will need to delegate parts of its work to others in a clear, practical and legal manner but must remain in ultimate control of all delegations. Delegations may be made to individual directors, sub-committees, the CEO, other staff, volunteers and consultants. Delegations must comply with the terms of WG's articles and any relevant legislation. Delegations to staff and non-director volunteers should normally be through the CEO or as a minimum with CEO knowledge.

In all cases there must be clear written delegated authority which is fully understood by those taking on the delegated "task" and those delegating the authority need to monitor the performance of individuals and/or groups regularly to ensure that the delegated "task" is being performed as agreed.

With regard to delegations agreed by the board:

- Actions taken under delegated authority must always be entirely consistent with the interests of WG and the requirements of the board.
- There must be a process of monitoring the outcomes of the delegation within agreed timescales.
- All delegated authorities must have clear limits relating to budgetary control/impact.
- A process of annual review of all levels of board delegation will take place, this allows the responsibility (which is still held by the board) to be considered in line with the requirements of WG going forward e.g. bank signatories, TOR for committees, specific delegations to directors and the CEO outside of normal work.
- Where the board has delegated specific roles to individual directors ultimate responsibility still rests with the board as a whole. In such situations the board member(s) concerned should separate the specific roles from their wider director role.
- It should be ensured that staff, volunteers and agents have sufficient delegated authority to discharge their duties.

Health & Safety

Rules and regulations particular to gymnastics, especially those around competitions, are in part set to comply with regulations relating to H&S, even though this might not at first be recognisable. These rules will include topics like supervision (coaching staff to gymnast ratios)

and training, emergency procedures and medical provision. Some of these rules and procedures may go beyond the standard requirements of workplace health and safety which in itself is legal requirement. They reflect the duties of care that WG may owe to stakeholders in certain scenarios, and best practice.

WG is an employer and has responsibility for both employees and volunteers. However, anyone (including volunteers) with control of non-domestic premises has legal responsibilities in law to make the premises, and any equipment or substances provided for use there, safe so far as is 'reasonably practicable'. WG will do everything 'reasonably practicable' to protect people from harm. (Reasonably practicable means balancing the level of risk against the measures needed to control the real risk in terms of finance, time, potential danger etc. It does not mean taking every possible precaution and will depend on the facts in each case.) Actions that would be grossly disproportionate to the level of risk are therefore not relevant to H&S management.

Below are some of the usual terms used linked to H&S, more details can be found on the H&S website section on sports activities <http://www.hse.gov.uk/entertainment/leisure/>

- **Hazard** means anything that can cause harm.
- **Risk** is the chance, high or low, that somebody will be harmed by the hazard.
- **Risk control** involves taking steps to reduce the chance, and/or mitigate the consequences, of the hazard causing harm.
- **Risk assessment** evaluates the risks and decides whether precautions are adequate or more should be done.

Human Resources

WG maintains a Staff Handbook that is designed to be read in conjunction with the Statement of Terms and Conditions of Employment issued to employees. Alterations made from time to time will be notified to all concerned. An up-to-date copy of the Handbook is available for reference in the Chief Executive's Office, together with other current HR documents.

Pension Auto-enrolment

As an employer WG is required to auto-enrol employees that meet certain criteria as outlined in legislation. Full details on the WG auto-enrolment and how it is managed can be obtained from the CEO.

Financial Matters

The Financial Principles and Procedures document, approved by the board, summaries the financial framework by which WG is governed. Management accounts are to be prepared for each calendar month, the agreed accounting conventions are used to ensure that income is accurately reported and all expenses included. At board meetings, the management accounts are presented for the preceding period and a comparison to budget made which highlights any significant deviations from the anticipated income and expenditure, allowing board monitoring to be by exception.

All budget holders have an absolute responsibility to bring any concerns about day to day financial operation or potential issues arising from budgetary constraints directly to the CEO who will raise the matter with the board if necessary.

Audit of Annual Accounts

The board should consider WG's audit and accounting requirements on an annual basis and consider appointment of accountants (or external auditors if so decided) for the financial year. The decision as to whether the WG annual accounts shall be audited lies with the board.

Risk Management

The management of risk is a duty of the board. WG has a detailed risk management strategy and risk register that identifies actual and potential risks to the organisation and the successful delivery of its strategic goals. Mitigating actions are set in place to minimize or eliminate the risks, the risk management plan is integrated into and co-ordinates with, the WG annual operational plan.

*[Risk is the **likelihood** of harm from a particular **hazard** occurring and the **likely severity** of the harm (e.g. loss of funding, fraud, doping issue, reputational damage)].*

The CEO on behalf of WG the Board:

- sets the tone and influences the culture of risk management this includes:
 - o communicating WG's approach to risk;
 - o determining what types of risk are acceptable and which are not; and
 - o setting the standards and expectations of staff and volunteers with respect to conduct and probity;
- determines the appropriate risk appetite or level of exposure;
- approves major decisions affecting the risk profile or exposure, identifies risks and monitors the management of fundamental risks to reduce the likelihood of unwelcome surprises;
- considers financial income and expenditure risks alongside reserves management;
- monitors risks, ensuring the risk owners are actively managing their risk areas using appropriate controls and effective working practices.

The board and CEO will, at least annually, review the approach to risk management and approve changes or improvements to key elements of its processes and procedures.

Business Continuity Plan

The WG Business Continuity Plan (BCP) has clear purpose to anticipate crises that could affect WG and planning for them to make sure that the business can continue to function in the event of an emergency, ensuring that a crisis is managed effectively before it escalates to a disaster. It sets out how WG will be prepared if factors outside our control e.g. fire, flood, terrorism, illness, prevent the normal continuance of our business.

WG board and CEO maintains the BCP which has the following aims to:

- define clear roles and responsibilities;
- prioritise the critical functions of the business;
- analyse the emergency risks to the business;
- detail the agreed response to an emergency;
- identify Key Contacts during an emergency.

Cyber Security

WG is alert to the risks presented by information technology and takes appropriate steps to ensure that at all times it maintains adequate protections for its systems and personal data.

Keeping Safe

Safeguarding is critical to WG in all its activities and a priority in everything it does. WG therefore takes steps to ensure that at all times it maintains appropriate safeguarding policies and guidance, available on its website or upon request from its head office. WG

shall maintain appropriate safeguarding policies and procedures which shall be in line with national guidelines and best practice at all times.

Anti-Doping

WG is dedicated to ensuring a clean and fair competition environment for all participants in the sport. WG works with British Gymnastics, UK Anti-Doping and International Gymnastics Federation to ensure it maintains the best practice and guidelines. WG board shall ensure that they are up to date with any material changes to the UK Anti-Doping Rules and take responsibility for ensuring WG policies are up to date at all times.

Anti-Corruption

The WG board shall ensure that it complies with all anti-corruption legislation including the Bribery Act 2010.

Conflicts of Interest

WG seeks to uphold the highest standards of governance in relation to the resources made available by its members, sponsors and the Sport Wales. It is important to avoid actual or potential conflicts arising between the interests of the governing body and the interests of its staff and members. WG therefore maintains a register of interests for all staff and board members which is updated annually. Anyone becoming aware of a potential conflict of interest should immediately inform the Chair or the CEO. See also below at Principle Six.

Insurance

The CEO is responsible for ensuring that all relevant and adequate insurance policies are in place from time to time. The board shall be entitled to have directors' insurance in place at the expense of WG.

PRINCIPLE SIX - ACCOUNTABILITY AND TRANSPARENCY

The board needs to be open and accountable to its athletes, participants and members and its actions should stand up to scrutiny of all stakeholders.

Directors are responsible for decisions as detailed earlier in the Handbook, therefore directors must ask questions about issues which they do not fully understand. Often the most useful word in a board meeting is "Why?".

Matters that require specialist technical knowledge to enable a decision to be made require special treatment. The majority of technical discussions should take place in sub-groups with terms of reference relating to technical matters. Sub-groups of the board are expected to provide recommendations to allow the board to make informed decisions. If the board is required to make a decision that might be very difficult, or controversial, or does not have a clear recommendation from a sub-group, the Chair should obtain appropriate expertise guidance to assist the board with the decision. A board member is not absolved from responsibility of a decision if they abstain merely because you do not understand the issue; discussions should continue as long as possible until the Chair believes that all issues and points of view have been covered, thus enabling a decision to be reached.

Conflict of Interest Policy and Management of Conflict

WG requires that employees conduct their affairs with the highest standard of integrity in order to protect the interests of WG and themselves. Employees and officers should therefore avoid placing themselves in any position which may lead to their interests conflicting with those of WG.

A conflict of interest exists when a person's interests or duties to one person or body conflict with those of another in which they are interested. That may be an 'actual' or merely a 'potential' conflict, but it is vital to recognise and avoid potential conflicts. Such conflicts can arise in a wide range of scenarios and do not need to relate to financial interests or relationships. Directors and employees of WG must therefore at all times familiarise themselves with any relevant legislative provisions and contractual ones relating to conflicts and ensure those are avoided.

It is the responsibility of the employee to advise the CEO if they suspect a conflict of interest may occur. Failure to do so may result disciplinary action.

Whilst best avoided, it is recognised and accepted that occasionally potential conflicts may arise. There is no definitive right or wrong approach to handling potential conflicts of interest. Ultimately, in most cases, the issue is about the application of common sense. WG has a detailed section on conflict within the Staff Handbook that also references directors and sub-committee members. The aim of conflict management is to protect both WG and the individuals concerned from any appearance of improper behaviour.

Hospitality, Gifts and Awards

Individuals, particularly directors, must avoid situations where they, or WG, could be open to suspicion of dishonesty, for that reason hospitality and gifts need careful consideration. Individuals should always have in mind the need not to give the impression to any of their colleagues, or organisations with whom they deal, WG members or the public, that they may be influenced or have been influenced by any gift or consideration to show favour or disfavour to a person or organisation whilst acting in an official WG capacity. To ensure this is the case WG has agreed a policy and process to be followed.

If there is some doubt raised, or a director or committee member has any doubt about the propriety of accepting any gift, benefit or hospitality, the Chair and/or the CEO, must be consulted, whose decision shall be final.

If an individual is approached by an outside organisation about the offer of an award or prize in any way connected with their official WG duty, the Chair and/or the CEO must be consulted.

Retention of the award or prize will normally be allowed, having regard to considerations of propriety and the risk of criticism.

General and Vexatious Complaints and Grievances

WG has a full complement of policies and procedures relating to complaints and grievances which can be found in the Staff Handbook.

Disciplinary Process

The staff handbooks sets out a process for handling disciplinary issues for employees.

Use of Social Networking Sites

WG has adopted the British Gymnastics Good Practice Guidelines on the use of social networking sites. The Board will monitor the number of potential issues around the use of social media, Twitter etc. and review its use by WG.

Confidential Information & Confidentiality

All WG work will be delivered with accountability, transparency and clarity at its core, as we strive to achieve our goals. The board however recognises that some information held may be confidential to the company or to a person, club or organisation associated with the WG. Examples of confidential information may include specific contract or financial information, commercially sensitive information, personal data held for employees and/or athletes, anti-doping results or similar. A Confidentiality Policy shall remain in force at all times, see Appendix 3

Communication Strategy

WG recognises that good communication with members and stakeholders is a fundamental of good marketing practice. It shall therefore maintain a stakeholder map and have in place communication strategies appropriate to all stakeholders as necessary.

Furthermore WG is committed to the communities in which it operates. It therefore recognises the Welsh language equally to the English language within Wales. This bilingual policy sets out the general principles which shall apply to providing Welsh language services in Wales. WG communication strategy will naturally evolve as new services and initiatives become available, it will be subject to regular review by the Board.

PRINCIPLE SEVEN - UNDERSTANDING AND ENGAGING WITH THE SPORTING LANDSCAPE

The board needs to be aware of the international and domestic sporting environment and position its organisation appropriately.

The board needs to appreciate relationships that exist in and around WG. The requirements relating to WG board meetings are outlined below under 'staying informed' however external relationship understanding needs more consideration. The WG website provides information about sponsors and partners and should be kept up to date and relevant, for new directors it should be the first port of call for an insight into how WG fits within the sporting landscape.

The GLFW suggests that the board should understand key relationships particularly with commercial and funding partners; this understanding helps with decision making and allows mutual benefits of partnership to be maximised.

Accordingly the board must be provided with information on or have sight of formal reports received from, or made to, Commonwealth Games Wales and British Gymnastics.

A communications plan, which includes a drive on promotional material to facilitate targeted networking (part of commercial planning/reporting), shall be included in the communications strategy and regularly reviewed to determine value and effectiveness.

Defining the relationship between the organisation and its disciplines, clubs, coaches, members and participants and the responsibilities the sport has to each constituent is another identified point under this principle. WG will continue to work hard on member and stakeholder engagement as it is vital to understanding our sporting landscape.

Understanding the pyramid of competitive sport is critical and the pathways between grassroots and elite level participation for each discipline must be clearly articulated. In part



this will be the role of the Technical Director but the overall responsibility still lies with the board.

APPENDIX 1 The General Duties of a Director include:-

- Defining the WG's Vision, Mission and Purpose, it's direction, goals and priorities, ensuring they are clearly articulated and that there is wide understanding and support for them.
- Agreeing the strategy, plans, policies and the funding required to achieve the aims.
- Ensuring that company operations are in line with the agreed strategy.
- Gaining the members and stakeholders views in determining direction and goals and maintaining communication and engagement with them.
- Specifying Key Performance Indicators (KPIs) and approving the availability of resources to achieve them.
- Monitoring the progress of WG against strategy, plans and goals.
- Setting long term and annual budgets and monitoring financial performance against each.
- Developing a governance policy "umbrella" that ensures compliance with all legal and regulatory requirements, contractual requirements and statements of best practice, whilst ensuring WG conducts its business in an open and transparent manner.
- Guarding and serving the interests of members and other stakeholders, including responsibilities to funding partners, employees, sponsors and the community at large.
- Taking reasonable steps for the prevention and detection of fraud and other irregularities.
- Establishing a framework for assessment and management of risk.
- Safeguarding WG assets and agreeing a Reserves Management process.
- Recruiting, appointing, monitoring and supporting the CEO.
- Setting standards and evaluating the Board's own performance so that it can improve as a collective and as individual Directors within it.
- Ensuring that there is appropriate succession planning.
- Focusing on the future not the past.
- Individual directors taking a lead responsibility for range of duties or a specific project e.g. chairing a subcommittee on behalf of the board, leading a task & finish group etc. An agreed level of delegation will be approved by the board for any such additional duties.

Note: If a director attends a meeting of a sub-group their voting rights at the meeting will depend on the Terms of Reference of the sub-group.

APPENDIX 2 Board Code of Conduct

Welsh Gymnastics (WG) 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 our organisation.

As a Board member I will:

- ✓ promote and embed our values, aims and policies
- ✓ act only in the interests of WG and not on behalf of any constituency or interest group (the knowledge and understanding that each Board member brings from their own experience is highly valued but Board members are not allowed to act as representatives of any constituency or interest group)
- ✓ help establish and maintain robust and comprehensive governance processes and regulations that are regularly reviewed (including a comprehensive list of Board delegated authorities)
- ✓ actively contribute to the effective work of the board by:
 - conducting a detailed review of board papers and any additional organisational data, KPIs and targets, so as to understand our progress, performance and challenges as an organisation;
 - regular attendance, participation and contribution at meetings including constructive challenge;
 - ensuring timely response to agreed actions, requests for information and guidance from fellow directors and the CEO;
 - attending the AGM and any other general meetings as well as WG events (as and when required);
 - deal with issues of clarification “offline” before board meetings if it relates to a board agenda item and maintain a sharp focus on agenda items in meetings, to ensure meetings run to time and that time is utilised to best effect;
- ✓ attempt to reach decisions by consensus
- ✓ attend relevant training events and take reasonable steps to ensure that I am aware of the development of public policy and other issues which may affect my role and the work of WG
- ✓ undertake my role giving consideration to the Governance and Leadership Principles that WG has signed up to including but not limited to:
 - I take a firm position in protecting the principles of good governance agreed in our organisation;
 - I declare any conflicts of interest – and behave in a visibly impartial manner on issues relating; to my own personal/professional matters;
 - I demonstrate the organisation’s values in what I say and how I act;
 - I raise awareness of and champion equality and diversity at every opportunity;
 - I always use appropriate and respectful language and behaviour;
 - I maintain a balanced positive disposition in the face of challenges;
 - I publically support group decisions by the board, even if my personal opinion is different; I champion these decisions in a credible way with all stakeholders;
 - I ensure that I am up-to-date with the organisation’s risk register and am proactive in anticipating any potential threats to the organisation;
 - I offer or encourage creative actions to mitigate potential risks;
 - I actively seek feedback on my own board performance; and ensure we learn and improve as a collective board;

- I seek to understand and actively listen to the needs and perspectives of stakeholder groups in an open and transparent way;
- I demonstrate a high degree of self-awareness and consider others views and opinions before making a decision
- I contribute to robust decision making that concludes with clear actions and ownership
- I respect and support peoples' differing communication preferences
- I take an active part in effectively engaging and networking with our key stakeholders

It is vital that directors:

- seek positive and constructive resolution to those issues where differences in opinion exist and where a vote is taken accept the decision of the majority
- respect the office of the Chairman of the meeting, to ensure the orderly conduct of meetings
- observe the highest ethical standards of impartiality, integrity and objectivity in relation to the stewardship of funds and the management of WG
- act in a way considered to be in good faith and would be most likely to promote the success of the company for the benefit of its members as a whole
- maximise value for money through ensuring that services are delivered in the most economical, efficient and effective way, within available resources
- maintain focus on the strategic development of WG through planning, prioritising, performance monitoring and evaluation - remembering that Directors are not always expected to engage in the day to day operation of the NGB unless it is a planned intervention
- support fellow directors and the CEO in their leadership of the organisation
- seek to work effectively with the CEO to advise, guide, enable and support
- respect the rights, dignity and worth of all people involved in the WG, regardless of gender, race, marital status, colour, disability, sexuality, age, occupation, religion or political opinion
- at all times act as an ambassador and advocate for WG promoting the organisation's key messages and always presenting the organisation and its people in a positive light

I will not

- attempt to exercise individual authority over WG or its staff and volunteers except as explicitly set forth in board policies (including lead responsibility areas) or linked to line management
- consume alcoholic drinks or illegal substances or smoke during board meetings

Declarations of Interest

All board members are required to:

- complete and sign the Declaration of Interests form(s) and comply with the WG conflict of interest policy and procedures as amended from time to time
- ensure that private or personal financial interest never influences decisions
- ensure that the position as a board member is not used for personal gain
- disclose to the chair any direct or indirect pecuniary interest or other interests which are not pecuniary but which could influence judgment or give the impression that the board or board director was acting for personal motives
- note that the chair of board meetings has the right to request that a director withdraws from any meeting or any part of a meeting when any such conflict of interest exists
- comply with WG policy for hospitality and gifts

In the event of a director considering that another board member has an interest which should be disclosed, they have a duty under the 2006 Companies Act to report that matter immediately to the chairman of the meeting.

Employment

Board members must not use their positions to obtain for themselves, family members, or close associates, employment within WG.

Should a director be considered for employment, they must temporarily withdraw from board deliberations, voting and access to applicable board information that might relate to the employment.

Confidentiality

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

UK Bribery Act

Directors must be aware of, and comply with, the requirements of the UK Bribery Act 2010 which has two general offences:-

- the offering, promising or giving of an advantage, and
- the requesting, agreeing to receive or accepting of an advantage

[The offence applies to bribery relating to any function of a public nature, connected with a business, performed in the course of a person's employment or performed on behalf of a company or another body of persons. The function or activity may be carried out either in the UK or abroad and need have no connection with the UK. The Bribery Act includes a new form of corporate criminal liability where there is a failure to prevent bribery perpetrated on behalf of a "relevant commercial organisation"].

Outside Activities

Directors should consider themselves at all times as being potentially regarded as ambassadors of WG and should, therefore, ensure that none of their other activities has the effect of bringing the WG into disrepute.

Print Name: Helen Phillips, Chair
Tracey Singlehurst-Ward, Legal & Policy Director
Barbara Beedham, Independent Director
Dr Lisa Gannon, Education Director
Sally Church, Independent Director
Andrew Morris, Technical Director
Bev Smith, Independent Director

This agreement reflects the hopes and intentions of the WG and the volunteers agreeing to take on this role.

APPENDIX 3 Confidential Information & Confidentiality

Usually information held by the WG (in any form whatsoever, whether written, oral, visual or electronic), unless otherwise stated, shall not be considered as Confidential Information.

Confidential Information shall exclude:

- all information about WG unless identified specifically as being of a confidential nature
- information which is in the public domain other than as a result of a breach of WG confidentiality procedures
- information which can be demonstrated in writing was received from a third party which itself was not under any obligation of confidence in relation to that information

Copies means all reproductions (hard copy or electronic);

Disclosing Person means an Authorised Person required by law to make a disclosure;

Rules and Regulations means the WG rules and regulations in force and as amended from time to time.

Confidentiality Undertakings

The Authorised Persons undertake to:

- Keep all Confidential Information secret
- Only use Confidential Information in connection with the purposes for which it has been granted
- Take all reasonable action to ensure that, within the organisation, the Confidential Information is not made available to any person who is not an Authorised Person; and
- Use all reasonable endeavours to ensure that Confidential Information within their control is kept securely protected against theft or unauthorised access and shall maintain its security, integrity and confidentiality.

Disclosure to Authorised Persons

- Confidential Information may be disclosed to Authorised Persons on a 'need to know' basis only.
- An Authorised Person will immediately notify the CEO if they become aware of any unauthorised use or disclosure by any Authorised Person or other third party.

Mandatory Disclosure

The Authorised Person(s) may disclose any Confidential Information to any regulator, law enforcement agency or third party if it is required to do so by law. In those circumstances the person making the mandatory disclosure is considered to be the Disclosing Person and shall:

- (Provided it is lawful to do so) notify the other Authorised Person(s) in writing as soon as practicable before the disclosure;
- Use all reasonable endeavours to consult with the other Authorised Person(s) with a view to agreeing the timing, manner and extent of the disclosure; and
- In any event use all reasonable endeavours to obtain written confidentiality undertakings in its favour from the third party (where applicable).

If the Disclosing Person is unable to inform the other Authorised Person(s) before Confidential Information is disclosed, it shall (provided that it is lawful to do so) fully inform the other Authorised Person(s) immediately afterwards in writing of the circumstances of the disclosure and nature of the Confidential Information which has been disclosed.

Non Mandatory Disclosure – Breaches of this Procedure

Each person who breaches this confidentiality procedure shall indemnify and hold harmless the WG and other Authorised Person(s) against any and all costs, charges, damages, expenses and losses (including costs incurred in recovering same) that are incurred by the WG or other Authorised Person(s) as a result of any breach of this procedure.

General Provisions

- Nothing in this procedure shall exclude or restrict the liability of any person(s) arising out of fraud, fraudulent misrepresentation or fraudulent concealment.
- No variation of this procedure shall be effective unless it is agreed by the Board of Directors.