

Director and Committee Conduct Policy

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Policy Reviewed by	BASC Committee
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BACKGROUND

The purpose of the British Athletics Supporters Club (BASC) is to assist its members in supporting athletics (able bodied and para-athletics) and, where appropriate, to assist non-members (including athletes, coaches and officials) and relevant organisations (including competition providers and appropriate charities) involved in the sport of athletics. The Club is a not-for profit company and does not undertake commercial activities.

Where BASC holds information in relation to members. It does not pass those details to third party organisations and deals with such information strictly in accordance with the relevant BASC policies.

BASC is run on a voluntary basis and no Director or Committee member receives payment for their work on behalf of BASC other than the payment of expenses incurred in performing their duties as a Director or Committee Member.

This document sets out the manner in which BASC operates and is governed. BASC' objectives are aimed at assisting members in supporting British Athletes and attending athletics events worldwide. This policy will be reviewed annually and updated as appropriate.

BASC is a members' club and is not a charity and the strict rules applying to a charity are considered not to be appropriate. However, the governance principles by which BASC operates are based on the Sport England Code for Sports Governance. The five Principles of good governance of this Code are:

- 1. Structure**
The Code seeks to ensure that organisations shall have a clear and appropriate governance structure, led by a Committee which is collectively responsible for the long-term success of the organisation and exclusively vested with the power to lead it. The Committee shall be properly constituted and shall operate effectively.
- 2. People**
The code seeks to ensure that organisations are managed by people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that further the organisation's goals.
- 3. Communication**
The Code seeks to ensure that organisations shall be transparent and accountable.
- 4. Standards and Conduct**
The Code seeks to ensure that organisations shall uphold high standards of integrity.
- 5. Policies and Processes**
The Code seeks to ensure that organisations shall comply with all applicable laws and regulations, undertake responsible financial strategic planning and have appropriate controls and risk management procedures.

The Club's Memorandum and Articles of Association set out the proceedings and rules for the appointment of Directors and the conduct of meetings. This policy is supplemental to the Memorandum and Articles of Association setting out a policy that applies to BASC Directors, Officers and Committee Members in order to ensure appropriate governance of BASC.

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1. CLUB STRUCTURE

British Athletics Supporters Club Limited (Company Number 07220739) is a private company limited by guarantee without share capital.

Membership is divided in to two categories

- General membership – who enjoy all benefits but have no voting rights at general meetings
- Guarantor membership - who enjoy all benefits but have voting rights at general meetings

By the nature of BASC being a Company Limited by Guarantee, only Guarantor Members are entitled to vote on resolutions at general meetings. Guarantor Members are the subscribers to the memorandum of association of BASC. The liability of any guarantor member is limited to £1. However, all members are entitled to attend general meetings, to ask questions and make proposals.

Membership will be open to all persons without discrimination provided that the annual subscription is up to date and any published terms and conditions of the Club are complied with.

COMMITTEE STRUCTURE

There is no minimum or maximum number of Committee Members. The Committee will comprise the Directors and other Officers co-opted by the Committee from time to time. The Committee will include Directors who are responsible for the following elements of Club business:-

- Chairman
- Company Secretary
- Finance
- Membership

The roles and responsibilities of directors of BASC are legally enshrined and governed by the provisions of the Companies Act. The directors of BASC are legally responsible for the running of and acts carried out by and on behalf of the Club.

Non-director Officers on the Committee do not have legal responsibility for the running of and acts carried out by and on behalf of the Club **and only have authority to act on behalf of the Club when this is specifically agreed by the Directors**. The work carried out by Officers is ultimately the responsibility of the Directors.

Whilst the Directors have legal responsibility for acts carried out by and on behalf of the Club, BASC's everyday affairs are organised by the Committee. However, in the event of any dispute within the committee a vote of Directors is binding.

FREQUENCY OF MEETINGS

Directors' Meeting will be held as necessary with a minimum of one meeting timed to adopt the accounts before they are presented to the AGM

The Committee will hold a minimum of four meetings per year at times to be selected by the Committee. Normally meetings will be held every three months.

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MINUTES OF MEETINGS

Minutes of Directors' meetings and Committee meetings will be taken and circulated to Directors or Committee Members, as appropriate, as soon as possible after the meeting. Minutes of General meetings will be taken and published on the BASC Web Site as soon as possible.

LOCATION OF COMMITTEE MEETINGS

Committee meetings may take place at any UK location that is convenient to Committee members and may also be held by video or audio conference call.

DIRECTORS' MEETING AGENDA

The agenda of Directors' Meetings will be determined dependent on the reason for the meeting but will include:-

- Declarations of Interest
- Approval of the minutes of the previous meeting
- Review of matters arising from the previous meeting
- Any Other Business

COMMITTEE MEETING AGENDA

The agenda for Committee meetings will be determined dependent on the topics relevant at the time of the meeting. However, all Committee meetings will include the following topics:-

- Declarations of Interest
- Approval of the minutes of the previous meeting
- Review of matters arising from the previous meeting
- Treasurer's Report including management accounts
- Membership report
- Any Other Business

Any committee member may request a relevant matter to be included on the agenda of a committee meeting or may raise any relevant matter as Any Other Business. Any member may request that the Committee address a matter of concern to them.

The agenda and any papers to be considered in advance of the committee meeting must be circulated not less than 7 days prior to the meeting.

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PURPOSE OF THE COMMITTEE

The Committee considers all matters in relation to the objectives of the club which are set out in in paragraph 4 of the Memorandum and Articles of Association, summarised as follows:-

1. To carry on activities which benefit supporters of athletics the sport of athletics generally and to support [athletes, coaches officials and appropriate competition providers] with awards and bursaries;
2. Encourage Members to support athletics at all levels;
3. Promote interest in athletics by providing information about the sport to Members including the provision of a regular news magazine;
4. Assist in the development of the sport of athletics in the UK in conjunction with the various organising and governing bodies;
5. To work with UK Athletics and all affiliated organisations to encourage the support of and involvement with athletics at all levels and all ages;
6. To act as a national athletics supporters Company working with partners to assist members to attend athletics events around the world especially assisting athletes' families to be present when their family member is competing;
7. To educate members and non-members to understand and appreciate the sport of athletics and the rules governing each event for them to better appreciate the sport and the achievements of athletes;
8. To provide opportunities for athletes and supporters to meet both formally and socially;
9. To provide financial support in the form of bursaries to those supporting athletics in a voluntary capacity;
10. To recognise athletes' achievements with awards;
11. To encourage the sport of athletics to be free of cheating of all types;
12. To do all such other things as shall be thought fit to further the interests of the Company or to be incidental or conducive to the attainment of any or all of the objects of the Company;

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2. PEOPLE

This document sets out:-

1. The way that Directors and Committee Members are appointed
2. The way that they should undertake their roles as Directors or Committee Members
3. Ensures that the BASC Committee has the skills and experience which it needs to operate effectively
4. The requirement that the interests of members are adequately represented

Whilst it is recognised that Directors and other Committee members are unpaid volunteers, they are expected to conduct the activities of the Club in a professional manner.

APPOINTMENT OF DIRECTORS AND COMMITTEE MEMBERS

APPOINTMENT OF DIRECTORS

The number of Directors of the Company is set out in the Memorandum and Articles of Association, but the following posts will always be directors of the Company:-

Chairman
Company Secretary
Treasurer

Directors must retire by rotation at the next AGM after three years' service as a Director has been completed. Directors will be eligible for re-election at the appropriate AGM (which re-election must take place on an individual basis and not "en-bloc"). There is no limit to the number of times that a Director may be re-elected.

APPOINTMENT OF OFFICERS AND COMMITTEE MEMBERS

The Committee has the authority to co-opt members. Any co-opted Officers must be confirmed by Members at the next Annual General Meeting of the Club.

Each Director or Officer on the Committee should have a defined role and sphere of responsibility agreed by the Directors from time to time and reviewed on a regular basis.

Committee members will normally be elected 'en bloc' at the Annual General Meeting of the Club. Such election will be by a simple show of hands.

The nature of BASC as a members' club, means that volunteers willing to become members of the committee may sometimes only be identified at the AGM and as such advanced notice of the election of specific members may not always be practical.

The Committee has the right to co-opt members on to the committee to assist it with specific projects or requirements or as temporary membership before an election can take place at an AGM.

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SUB-COMMITTEES

The Directors may create sub-committees to address specific tasks either on a permanent or ad hoc basis. The permanent Sub-Committees will be:-

- Audit Committee; and
- Due Diligence Committee

Membership of sub-committees will be determined by the Directors

CONFLICTS OF INTEREST

Declarations of interest must be made when appropriate as a topic is discussed at either a Directors or Committee meeting. Such declarations are vital at the time of appointing the members of sub committees especially when involving external organisations.

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ACCOUNTS

- It is noted that the turnover of BASC is not high enough to legally require a formal audit. BASC will operate management controls of finances as follows:-
 - The Treasurer will ensure that bank account records are maintained in an orderly fashion and are supported by documents supporting income and expenditure
 - The Treasurer will provide details of BASC's financial position prior to each committee meeting using the most up to date information available
 - The Accounts for the previous financial year will be approved by the Directors prior to being presented to the Annual General Meeting and prior to the submission to Companies House
 - A suitably experienced member will be appointed by the Audit Committee to examine the Treasurer's records (such person shall ideally not be a member of BASC's committee)
 - Annual Accounts should be prepared in a format suitable for presentation to Companies House. This may be done by the Treasurer if they have experience or by the use of a suitable firm of accountants.

BANK ACCOUNTS

The policy for the operation of BASC's bank accounts will be that:-

- All payments will be made using 'double approval' requiring either two signatories on a cheque or for one signatory to set up an on-line banking transaction and a second signatory to approve the payment
- Signatories will be the Treasurer and nominated Directors including the Chairman and Company Secretary
- The Membership Secretary, the Recruitment Secretary and the organiser of the Annual Dinner or any other event or activity decided by the Directors:-
 - Will maintain their own records of payments received
 - Will have access to view the relevant BASC bank accounts to ensure that payments received are correctly received in to the appropriate bank account
 - Will provide the Treasurer with sufficient detail to explain all transactions

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3. COMMUNICATION

The principal means of communication with members are:-

- The members' magazine Backtrack
- The Annual General Meeting (normally held at the same time as the Members' Dinner Weekend)
- By emails to members
- By encouraging members to meet when the BASC stand is at Athletics events
- By holding Events open to all members
- Publication of appropriate minutes of meetings on the BASC Website

In addition, BASC will arrange appropriate meetings of members at major athletics events both in the UK and overseas.

The Committee will work with other organisations (including The European Athletics Supporters Platform (ESP), British Athletics and approved Travel Partners) to ensure that members are informed about Athletics events both in the UK and overseas.

The Committee will nominate appropriate members to maintain good communications with:-

- British Athletics
- European Athletics
- World Athletics and World Para Athletics
- Commonwealth Games Federations (and the home country Commonwealth Games Federations)
- British Olympic Association and British Paralympic Association
- Major Event Organising Committees
- Travel Partners
- Appropriate domestic competition providers
- Any other organisation appropriate to supporting the objectives of the Club

4. STANDARDS AND CONDUCT

- The Committee will conduct the affairs of the Club in a professional manner in the best interests of members in accordance with the law of England and Wales (including relevant company law).
- Any area of potential or actual conflict of interest must be declared to the Committee when any topic being discussed involves a conflict and the Committee member shall not vote in respect of such matter.
- All members of the Committee must abide by decisions of the majority and take all such steps as are necessary or desirable to give effect to such decisions and Committee members are expected to adhere to the principles of collective responsibility.
- All members of the Committee will respect the views of other Committee Members and conduct themselves in a professional manner avoiding all personal conflicts in matters involving the Club (Directors or Committee meetings or any other occasion when acting as a representative of the Club).
- The Committee, collectively or as individual members, shall not act in any way that will or may bring the Club into disrepute.
- The Committee shall maintain in force, bank mandates which require that any cheque issued by the Club or electronic payment from any Club accounts must be authorised by two Directors.
- Where payments are to be made to a member of the Committee for expenses incurred in their duties, the payment must be approved by a Director who will not be one of the signatories or authorisers of the banking transaction.

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- A Committee Member must not arrange for or accept any undue or improper favours from third parties which would compromise them carrying out the requirements of their membership of the Committee in the best interests of members.
- Directors and Committee Members acknowledge that whilst most matters discussed at Directors or Committee are made public to members, some discussions are strictly confidential, and all Directors or Committee Members shall keep all such discussions or information strictly private and confidential.
- Only persons authorised by the Directors may act as spokespersons for the Club.
- Where a Director or Committee Member is delegated to make arrangements with other organisations (e.g. in arranging ticketing) that Director or Committee Member will ensure that all Directors are kept informed at all times and no arrangement shall be made with a third party without the Directors being informed. This applies whether a formal commitment is created between BASC and a third party or where BASC acts as a link between third parties.
- All money collected by the Club must be either forwarded to the Treasurer for entry into the Club's Bank Account or deposited in the Club's Bank Account with the consent of the Treasurer and a receipt provided to the Treasurer as soon as reasonably practicable.
- The Club may pay any reasonable expenses which Committee Members properly incur in connection with their attendance at meetings or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Club.
- An expenses policy will be maintained defining what expenses may be claimed by Committee Members or those acting on behalf of the committee and defining the procedure for approving and paying of expenses.
- When hospitality to events is offered to the Committee, it should only be accepted if it furthers the objectives of the Club for the benefit of Members and attendance at such events will be approved in advance by the Committee.
- When accepting hospitality, Committee members (and their partners where appropriate) will:-
 - Recognise that their acceptance of hospitality is to ensure that good relations are maintained between the Club and the organisation offering the hospitality;
 - Actively network to develop relationships with third parties for the benefit of the Club and its Members;
 - Ensure that their conduct reflects positively on the Club
 - Respect their position and not solicit photographs with or autographs from athletes or other "personalities" unless this is generally available to all hospitality attendees
 - Not accept hospitality which is accompanied by any other benefit other than is offered to VIP Guests – specifically accommodation in order to be at the event unless approved by the Committee
- Where obtaining press or photographic accreditation at an event is offered to the Committee Members
 - It should only be accepted where there is a genuine reason – e.g. by the editor of Backtrack for the preparation of articles for Backtrack;
 - Such accreditation will only generally be given to the editor of Backtrack except in exceptional circumstances for which Committee agreement will be necessary.
 - The Committee Member must not (unless specifically approved in advance by the Committee) take any advantage afforded by such accreditation that is not available to general attendees at the event including without limitation:-
 - **Seats in any provided media stand;**
 - **Access to the mixed zone;**
 - Access to booking of hotel rooms in the media hotel (whether or not the Committee Member pays for such rooms);
 - Use of media transportation;
 - Taking advantage of any food or beverages available for consumption by the media

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5. Policies and Processes

The Club will maintain Policies that govern its activities and may implement policies at any time. Such policies require acceptance by a majority of the Directors in office at the time before implementation and shall be reviewed annually.

The policies of the Club are:-

- Director and Committee Conduct Policy (This Governance Policy);
- Privacy Policy (including GDPR);
- Social Media Policy;
- Expenses and Travel Policy;
- Audit Committee Policy
- Due Diligence Policy
- Approved Providers Policy