
Board Code of Conduct

1. Introduction

- 1.1 This code of conduct (the Code) provides board members with guidelines as to the standards and behaviours that the British Mountaineering Council (**BMC**) expects from the board of directors (individually and collectively) (**the Directors**) when acting on behalf of, or representing, the BMC.
- 1.2 This Code should be read in conjunction with:
- (a) any role descriptions for Directors;
 - (b) the BMC's articles of association (**the Articles**);
 - (c) the BMC's policies and procedures covering conflicts of interest, anti-money laundering and anti-bribery, the declaration, acceptance and refusal of gifts and hospitality;
 - (d) the BMC's vision, purpose and values;
 - (e) the Code for Sports Governance; and
 - (f) the memorandum of understanding between the Board and Members' Council.
- 1.3 It is the responsibility of each Director to ensure that they are familiar with, and comply with, all the relevant provisions of this Code.
- 1.4 It is recognised that, with the exception of the CEO, the Directors are all non-executives and they are all volunteers. As such, and in recognition that they give up their time freely, all the Directors should be trying to operate on the principles of good judgement, common sense and trust. This Code should only be called upon if someone abuses those principles.

2. Why we have a Code of Conduct

- 2.1 The board of the BMC (**the Board**) has ultimate responsibility for all actions carried out by staff and committees and volunteers throughout the BMC's activities. This responsibility includes the stewardship of the BMC's resources.
- 2.2 The Board is therefore determined to ensure the BMC inspires confidence and trust amongst its members, staff, partners, supporters, funders and suppliers by demonstrating integrity and avoiding any potential or real situations of undue bias or influence in decision making and in dealings with staff, members, volunteers and other stakeholders.
- 2.3 The BMC is a member-led organisation, so greater engagement is expected than for a company with shareholders, or a director-owner company. Accordingly, the Board needs to conduct themselves in a manner that includes corresponding consideration of our members' wishes and involve themselves in a range of membership forums.

3. Standards of Conduct

- 3.1 Directors are required to adhere to the highest standards of conduct in the performance of their duties. This Code respects and endorses the seven principles of public life set out by the Nolan Committee

and all Directors are expected to perform their duties in accordance with them. The seven principles are:

- (a) selflessness
- (b) integrity
- (c) objectivity
- (d) accountability
- (e) openness
- (f) honesty
- (g) leadership

3.2 In addition, the BMC requires Directors to perform their duties in accordance with the vision, purpose and values of the BMC. Directors are encouraged to:

- (a) value fellow Directors, even when there are differences in opinion;
- (b) treat the BMC's employees and volunteers with respect and in accordance with the BMC's policies;
- (c) be mindful of conduct which could be deemed to be unfair or discriminatory;
- (d) conduct themselves in a manner which reflects positively on the BMC when attending external meetings or any other events;
- (e) consider sustainability in its widest context, the environment in which we operate, the way in which we engage with it and the BMC itself; and
- (f) learn from the past but look to the future in order to protect the BMC's activities for the future generations.

3.3 All Directors are expected to understand, agree and promote the BMC's Equality and Diversity Policy in every area of their work. The Board's activities should not prejudice any part of the community on the grounds of age, disability, sex, gender reassignment, pregnancy and maternity, race, nationality, religion or belief, or sexual orientation. Any actual or perceived prejudicial action, views or comments shall be investigated and dealt with in line with the complaints procedure set out in the Appendix and could result in the individual being removed from office.

4. Responsibilities of Directors

4.1 The Board should represent the interests of the BMC taken as a whole. Each Director owes his/her duty to the BMC and not to any individual, organisation or constituency that appointed/elected them.

4.2 Directors must act in accordance with the law and regulations affecting the BMC, and must have regard to their legal duties as set out in the Companies Act 2006, namely:

- (a) to act within their powers;
- (b) to promote the success of the BMC for the benefit of its members as a whole;
- (c) to exercise independent judgement;
- (d) to exercise reasonable care, skill and diligence;
- (e) to avoid conflicts of interest;
- (f) to not accept benefits from third parties;

- (g) to declare any interest in proposed transactions or arrangements.

4.3 In fulfilling their general roles and responsibilities individual Directors:

- (a) must adhere to the BMC's rules and policies, including the Articles, any standing orders and bye-laws, and support its objects;
- (b) must comply with any statutory requirements relating to the office;
- (c) must make every effort to meet administrative requirements of the office within a reasonable timescale given the voluntary nature of the role;
- (d) must fulfil their duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of the BMC;
- (e) must not harass, bully or act inappropriately towards or discriminate towards others. Such behaviour is not consistent with what is expected of Directors and will not be tolerated;
- (f) should contribute to the work of the Board in order for it to fulfil its role and functions as defined in the Articles and legislation;
- (g) should respect the principle of collective decision-making and corporate responsibility, meaning that once the Board has made a decision this should be supported by all Directors, personal criticisms of the Board and its decisions, externally, will not be tolerated;
- (h) should recognise that their role is a collective one and that any task or function delegated to an individual Director or committee of the Board does not relieve the other Directors of the responsibility for that task or function;
- (i) should act collectively in seeking formal paid professional advice on behalf of the Board, with one or more Directors authorised to draft the instruction requesting the advice;
- (j) should support and assist the CEO, where applicable;
- (k) should respect the structure of the BMC and the relationship between the Board, the Members' Council and the Senior Leadership Team in the pursuance of agreed directives. No Directors have the authority to line manage any members of staff bar the Chair to whom the CEO reports; and
- (l) should be held accountable to BMC members for their decisions and actions.

5. Conflicts of interest

- 5.1 The Board has a legal obligation to act in the best interests of the BMC, and in accordance with the Articles, and to avoid situations where there may be a potential, real or perceived conflict of interest.
- 5.2 Directors should not exert any influence to garner any preferential treatment for themselves or their family, or other connected persons or organisations. Directors should be aware of, and act in accordance with, the BMC's policy and procedures on identifying and managing conflicts of interest.
- 5.3 Upon appointment, and at least annually, Directors are required to complete a declaration of interest form. This document must be updated when a material change occurs. A register of interests will be maintained by the Company Secretary.
- 5.4 Failure by a Director to declare an interest, real or perceived, could result in the complaints process at of the Appendix being instigated by the BMC. Depending on the circumstances and severity of the conflict, this may result in the individual being removed from office.

6. Stakeholder engagement

- 6.1 Directors are accountable to a range of interested parties for their actions and as such, decision making and governance issues should be as transparent as possible, except for when confidentiality is required or there is likely to be a breach of the BMC's data protection policy.
- 6.2 Directors are accountable to the membership. In order to demonstrate their accountability to the BMC's wider community, Directors are encouraged to attend events and provide opportunities to meet, talk and listen to the members, partner organisations and the public, in order to best understand their views and concerns.
- 6.3 Directors should be fully aware of their representative functions and should not become personally involved in those operational matters that should rightly be handled by the appropriate member of staff. Directors are advised to act as a conduit for forwarding public comments and concerns to the appropriate staff member when presented with a complaint from a member, volunteer or other stakeholder.
- 6.4 Social media is a public forum and the same considerations, including the provisions of this Code, apply as would to speaking in public. When engaging with social media Directors should at all times respect confidentiality, financial, legal and personal information.
- 6.5 When any personal social media accounts used by Directors make reference or link to their role as a Director, they should take care to ensure that it is clear in what capacity they are acting.

7. Meetings

- 7.1 Directors have a responsibility to attend meetings of the Board. When this is not possible they should submit an apology to the Chair and Company Secretary in advance of the meeting. Directors are expected to attend for the duration of each meeting.
- 7.2 Repeated absence from Board meetings without good reason established to the satisfaction of the Board could result in the individual Director being removed from office, in accordance with the Articles.

8. Confidentiality

- 8.1 All Directors are required to respect the confidentiality of the information to which they are exposed as a result of their membership of the Board. All Directors, when dealing with difficult and confidential issues, are required to act with discretion and care in the performance of their role.
- 8.2 Directors should only speak to the media with the express permission of the CEO. In situations concerning potential whistleblowing matters, Directors are encouraged to adhere to the BMC's whistleblowing policy to resolve the matter, in the first instance.
- 8.3 Any allegations of breaches of confidentiality will be investigated under the complaints process at the Appendix and could result in the removal of any Director involved in such a breach, in accordance with the Articles.

Appendix

To follow

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