



## Code of Conduct for FRA Committee and Sub-committee Members

### The Fell Runners Association Limited – Articles of Association

The FRA Articles of Association govern the activities of The FRA Ltd, a Private Company Limited by Guarantee, including the conduct of its Directors (e.g. Articles 57-59, "Conflict of Interests"), in terms of the Companies Act 2006. They were originally signed on behalf of The FRA Ltd on 7<sup>th</sup> December 2011 and can be viewed on the FRA website. This note supplements the Articles, and includes the Director's responsibilities as defined by the Companies Act (see Appendix 1).

### Conduct of FRA Executive Committee members

Members of the FRA Executive Committee ("the Committee") are expected to conduct themselves at all times in a manner commensurate with the role and to safeguard the reputation of the sport and the Committee. In particular, Committee members should always remain respectful both to other Committee members and everyone involved in the sport, and be aware of their responsibilities regarding external communication, especially social media.

The basic expectations of *all* Committee members are detailed in the document "FRA Committee Members: Generic duties and responsibilities" (available on the FRA website). In particular, **proficient management of emails and effective communication with other Committee members (especially the Chairman and Secretary) are essential requirements.**

Committee members must, on joining the Committee, inform the Chairman and General Secretary of any personal interests which could, in certain circumstances, conflict with the interests of the FRA. These will be recorded internally and referred to whenever a potential conflict emerges. Should a new and relevant personal interest subsequently arise, or if a topic arises on which a Committee member realises he/she has an undeclared personal interest, this must be declared immediately.

The remit of the Disciplinary, Review and Appeals Sub-committee includes consideration of the conduct of Executive Committee members.

### Executive Committee Meetings

The schedule of Executive Committee meetings is usually arranged at the first meeting after the AGM for the following year. Meetings are held at least four times a year, at locations which balance the distance to be travelled by committee members as fairly as possible.

**Executive Committee membership implies attendance at all Committee meetings** to ensure full consideration of Committee business, but occasional written apologies from members who are

unable to attend will be accepted. The dates of meetings should be circulated well in advance to ensure that Committee members can keep the dates free. In accordance with the Articles, members who are not in attendance at meetings for a period of 12 months can have their membership terminated.

The Secretary is responsible for issuing agendas and producing minutes for the full Executive Committee. The agenda normally includes standard items (e.g. Committee members' reports), items specific to the time of year (e.g. plans for AGM), matters arising from the last meeting and any new matters raised by Committee members.

**All Executive Committee members will be asked to supply a short written report prior to each meeting** (rarely more than one page is required). This should be requested by the Secretary well in advance; the deadline will be at least a week before the meeting. Committee members should also be asked whether they wish to add any items to the agenda; if so, they should provide brief written details. The agenda and members' reports should be circulated several days before the meeting; the agenda should include sufficient detail to allow proper consideration of matters beforehand.

The Chairman of the Executive Committee determines the management of meetings, which should be conducted in a courteous and respectful manner.

Decisions, after all issues have been considered, are normally reached by consensus (although votes may be taken; Articles 52 and 53 refer). The Secretary will record any decisions made, including identifying the officer who is responsible for any subsequent action.

The Secretary is responsible for transferring decisions and actions to the Executive Committee's "task tracker" (as of 2019, Trello is used). **It is the responsibility of individual Committee members to update their tasks and comment on their assigned tasks regularly** to ensure that their status is clear to the Chairman, Secretary and other relevant Committee members.

The actions of Executive Committee members are subject to agreement of the full Committee, except where decisions have been delegated. Where necessary, such agreement should be sought through reports to the Committee and consultation with the FRA Chairman.

Membership of the Executive Committee implies public support for Executive Committee decisions. If your personal view differs, it should remain private.

## Sub-committees

Sub-committees exist to consider matters within their Terms of Reference which will have been agreed by the Executive Committee. These roles may be routine (e.g. Championships) or task-specific (e.g. Disciplinary, Review and Appeals). Membership of the sub-committees is reviewed and agreed at least every 12 months, normally at the first Executive Committee meeting after the AGM. Sub-committee members are named in the FRA Handbook and on the FRA website. Sub-committees may (and usually will) include FRA members who are not on the Executive Committee.

Each Sub-committee will have a Chairman appointed by the Executive Committee; this will normally be a full member of the Executive Committee. The Chairman of each sub-committee is responsible for administering the sub-committee, ensuring that meetings are conducted appropriately and

respectfully, arranging for minutes to be taken and reporting to the Executive Committee and FRA Chairman as requested.

Individual Officers and other Committee members may have specified roles that are in many ways similar to those of sub-committees.

The actions of sub-committees are subject to agreement of the full Executive Committee, except where decisions have been delegated. Such agreement is normally dealt with through reports to the Committee via the sub-committee chairman.

### Confidentiality of Committee Minutes

The status of Committee minutes was agreed at the meeting held on 2<sup>nd</sup> December 2012. Minute 19.2 records that the then Secretary confirmed:

"...that members were legally entitled to minutes of members' meetings. That position did not apply to meetings of the Committee (directors by any other name). It was agreed that the primary purpose of the minutes produced for the Committee was as a record of the meeting for those who attended and an indication of future actions required by Committee members. The content could be taken out of context by anyone who had not been present. In addition, the General Secretary spent time summarising the content of meetings of the Committee in a manner different from formal meetings for publication three times each year in *The Fellrunner*. The meeting felt that transparency obligations to the members were perfectly well served by this mechanism. It was agreed that minutes of Committee meetings would not be shared with members generally, and extracts from minutes only in exceptional circumstances."

In other words, **the minutes of committee meetings must remain confidential**. By extension, this general principle also applies to Committee papers but exceptions, which are in the interest of the work of the Committee, may be made after consultation with the Chairman.

Members of sub-committees should note that the principle of confidentiality also applies to sub-committee business, at least until the matter has been processed by the Executive Committee or is in the public domain, e.g. on the FRA website.

### Media

As a long-standing principle, **the FRA Committee does not co-operate with the media where that will bring publicity to the sport**. Exceptions may be made and examples include the death of Bill Smith and the Buttermere Sailbeck tragedy where co-operation was in the best interests of fell running. If you think there is a case for an exception, then **you should consult with the Chairman before making any comment to media organisations**. (This principle was supported by members in the survey carried out in 2016.)

The FRA website contains the following statement:

"Fell running is perhaps unique amongst sports in that it does not seek to attract ever greater numbers of participants. The reason for this policy is that we have to balance our sporting interests with the impact on the environment. The sad fact is that the hills of Britain

simply will not cope with ever increasing pounding of feet. Protecting the environment is one of our primary aims. We continually liaise with agencies and landowners over access and racing over environmentally sensitive areas. The Fell Runners Association will continue to protect your interests in these and many other matters.”

The spring 2012 *Fellrunner* included an article by the then FRA Chairman entitled “The FRA and the Media” which developed the FRA approach and also considered matters specific to FRA members.

## Committee Members’ Expenses

Article 42 states:

“The Committee Members shall be paid all reasonable and proper out of pocket travelling and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or committees of the Executive Committee or general meetings or otherwise in connection with the discharge of their duties (subject to such receipts or other appropriate evidence of such expenses being provided), but shall otherwise be paid no remuneration.”

Mileage rates (etc) are as agreed by the Committee. **Members must only claim expenses to which they are reasonably entitled.** Reimbursement may be arranged via the Treasurer.

The provision to pay expenses extends to sub-committee members and occasionally other individuals who assist the FRA Committee, at the discretion of the Chairman and Treasurer.

The term "remuneration", as used in Article 42 above, means "remuneration for performing the duties or role of a member of the Executive Committee". This does not prevent the FRA from entering into a contract with a Committee member who has the requisite skills and experience to deliver a necessary professional service where the alternative would be to employ an external provider, and where the FRA is satisfied that the Committee member will provide the best outcome in terms of quality and value for money. Any such contract requires the agreement of the Treasurer and either the Chairman or Secretary and should be communicated to the Committee. Committee members who are the subjects of such contracts must comply with the requirements of Articles 57-59 ("Conflicts of Interest").

## Finance

Accounts are published annually and relate to a financial year. The Committee does not agree a formal budget allocation for routine activities but major expenditure requires prior approval, possibly at Committee level (this does not apply to routine expenses covered by Article 42 above). All items of £1,000 or over require the approval of the Treasurer and either the Chairman or Secretary. Authority levels, including named bank signatories, have been defined. **Members should contact the Treasurer for advice where in doubt.**

*Original: Madeleine Watson (Chair), agreed by the FRA Committee on 7<sup>th</sup> December 2014.*

*Reviewed and amended in 2017 by Nick Harris (Chairman) and in 2019 by Neil Talbott (Secretary) and Charmian Heaton (Chairman). Last updated 14<sup>th</sup> September 2020.*

## Appendix 1 - Companies Act 2006: A director's duties

Rules concerning a company's directors can be found in the Companies Act 2006, Part 10: A Company's Directors (paragraphs 154 to 259), as linked below.

<https://www.legislation.gov.uk/ukpga/2006/46/part/10>

A director's general duties are detailed in Part 10, Chapter 2 (paragraphs 170 to 177) and state that: "The general duties are based on certain common law rules and equitable principles as they apply in relation to directors...".

In summary, the duties of a company director include:

- a duty to act within powers
- a duty to promote the success of the company
- a duty to exercise independent judgment
- a duty to exercise reasonable care, skill and diligence
- a duty to avoid conflicts of interest
- a duty not to accept benefits from third parties
- a duty to declare interest in proposed transaction or arrangement.

Additionally, a director of a company must:

- act in accordance with the company's constitution, and
- only exercise powers for the purposes for which they are conferred.

For more information, please see the text of the Companies Act (as linked above) and the separate document entitled "FRA directorship and liability", available (via the FRA Secretary) to current or aspiring Committee members.