



# WEIGHTLIFTING WALES

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### Board Terms of Reference / Code of Conduct

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#### 1. Core Values

1.1 The Board of Weightlifting Wales must at all times:

- 1.1.1 observe the highest standards of impartiality, integrity and objectivity.
- 1.1.2 act in line with the [Nolan Principles](#)
- 1.1.3 be accountable and give value to the Members and it's stakeholders for its activities.
- 1.1.4 engage in a partnership with Weightlifting Wales's senior management team.
- 1.1.5 ensure that it supports the interests of its members.

1.2 The Board will at all times act in accordance with Weightlifting Wales Articles of Association. These Terms of Reference highlight key provisions and procedures but must always be read subject to the Articles.

#### 2. Roles and Responsibilities

2.1 The Articles set out the responsibilities of the Board. The Board shall have the following roles in relation to Weightlifting Wales, its operating divisions and key stakeholders:

- 2.1.1 developing and implementing the Weightlifting Wales strategy.
- 2.1.2 ensuring that the best interests of the sports are represented internationally, including as an associate member of the International Weightlifting Federation.
- 2.1.3 Ensuring an appropriate level of Governance. In accordance with Sports Wales Governance and Leadership Framework, the Board is responsible for:
- 2.1.4 establishing the vision, mission and values for approval by Weightlifting Wales members.
- 2.1.5 delegating authority to management to implement policy and strategy.
- 2.1.6 monitoring and evaluating the implementation of strategic and operational plans and policies.

2.2 The Board shall have the following further responsibilities and will report to the Members annually including, but not limited to:

- 2.2.1 develop and review the Strategic, Operational and Performance Plans of Weightlifting Wales on an on-going basis, at a minimum annually and communicate the Plans to interested stakeholders as and when requested.

- 2.2.2 review Governance and Self-Assurance requirements in accordance with good practice
- 2.2.3 ensure the integrity of financial information and financial controls and systems of risk management, reviewing them in accordance with good practice.
- 2.2.4 review of budgets and financial information to be published, as per statutory regulations, at least annually.
- 2.2.5 regular review of banking, audit and insurance arrangements, at least annually.
- 2.2.6 review the internal controls both financial and other.
- 2.2.7 scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting on their performance, at least annually.
- 2.2.8 account to Weightlifting Wales stakeholders and Members for the performance of the Federation and report at least annually;
- 2.2.9 ensure that the long-term wellbeing of the organisation is foremost, particularly in terms of succession planning and the retention of key staff and personnel.
- 2.3 The Board shall commit to:
  - 2.3.1 Undertake an externally facilitated evaluation of the Board at least every four years, or at the request of Sport Wales; and
  - 2.3.2 agree and implement a plan to take forward any actions resulting from the evaluations.

### 3. Standards

- 3.1 All Directors must:
  - Follow the Code of Conduct for the Board which is set out Appendix 1 to these Terms of Reference.
  - Follow the Conflicts of Interest Policy which is set out in the Appendix 2 to these Terms of Reference.
  - Comply with these Terms of Reference, and ensure they understand their duties, rights and responsibilities, and that they are familiar with the function and role of Weightlifting Wales and any relevant regulations.
  - Not misuse information gained in the course of their service for personal gain or for political purpose, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses or other organisations.

### 4. Composition & Election

- 4.1 There will be a minimum of 3 Directors and a maximum of 12. The Board will have a Chair, a Senior Independent Director and a Welfare and Safety Lead.
- 4.2 The composition and appointment of the Directors will be managed in accordance with the Articles.

### 5. Operation/Attendance

- 5.1 The Board will meet as frequently as the Chair deems necessary, but at least quarterly.
- 5.2 Seven clear days' notice will normally be given of a Board meeting in accordance with the Articles.
- 5.3 The Board may meet either in person, by telephone or by video conference.
- 5.4 In addition to the Directors, meetings will usually be attended by the SDM Other individuals may attend at the invitation of the Chair.
- 5.5 The quorum for Board meetings will be three Directors eligible to vote on the relevant business. The Board may from time to time at its discretion fix a greater quorum.

- 5.6 Directors shall declare any interests they may have in business to be discussed and will not be able to vote or count in the quorum in relation to any decision to be taken in relation to that interest.
- 5.7 Decisions (sometimes known as resolutions) will be made by majority vote. In the event of equal votes, the Chair will have casting vote. Decisions will be recorded in the minutes of the meeting at which the decision is taken.
- 5.8 Minutes will be made of each meeting and once the minutes have been approved, they will be published on the Weightlifting Wales website.
- 5.9 As directed by the Chair, the Board has powers to obtain external professional advice and invite third parties to attend and contribute to meetings of the Board.
- 5.10 Directors are expected to regularly attend meetings of the Board and any Committees to which they are appointed, as well as attend events at which it is reasonable to expect them to be present.

## 6. **Obligations under the Companies Act 2006**

- 6.1 All Directors are required to meet their obligations under the Companies Act 2006 and to comply with both their statutory and company law duties.
- 6.2 They are required to prepare accounts each year that give a true and fair view of the Company's affairs and of the surplus or deficit for that period.
- 6.3 Directors are also responsible for:
  - 6.3.1 keeping proper accounting records that disclose with reasonable accuracy, at any time, the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985;
  - 6.3.2 safeguarding the assets of the company and taking reasonable steps to prevent and detect fraud and other irregularities;
  - 6.3.3 fulfilling duties of good faith, skill and care in the governance of the company, and in ensuring this applies in all operations of the company.
- 6.4 Directors have collective responsibility for the operation of Weightlifting Wales. They must:
  - 6.4.1 engage fully in collective consideration of the issues, taking account of the full range of relevant factors, including any guidance available;
  - 6.4.2 have a strong commitment to Weightlifting Wales and knowledge and experience of operations and be constructive within the context of a formal strategy/business plan;
  - 6.4.3 respond appropriately to complaints;
  - 6.4.4 ensure that the Board does not exceed its powers or functions.

## Appendix 1 – CODE OF CONDUCT FOR BOARD DIRECTORS

This code of conduct applies to all Directors of Weightlifting Wales.

### Introduction:

This Code has been established to set out the standards of conduct to which Weightlifting Wales Board of Directors must adhere in the performance of their duties. Weightlifting Wales also requires that this Code binds members of its committees. Each Board and committee member has an obligation to know, understand and comply with the policies contained in the Code and the values upon which they are based.

This Code of Conduct:

- establishes an agreed set of ethical principles to guide Directors in their business conduct;
- is designed to promote and maintain confidence and trust in the Board of generally; and
- seeks to prevent the development or acceptance of unethical practices.

### General Principles

Board Members should observe the highest standards of honesty, fairness, integrity and confidentiality.

The principal fiduciary duties which the Board members shall seek to adhere to are:

1. to act in good faith in what the Board member considers to be the interest of Weightlifting Wales;
2. to act honestly and responsibly in relation to the conduct of the affairs of Weightlifting Wales;
3. to exercise his or her powers only for the purposes allowed by law;
4. not to benefit from or use the Weightlifting Wales's property, information or opportunities for his or her own or anyone else's benefit unless as permitted by law or authorised by the Board;
5. not to agree to restrict the Board member's power to exercise an independent judgment;
6. to avoid any conflict between the Board member's duties to the company and the Board member's other interests unless the Board member is released from his or her duty to the Weightlifting Wales in relation to the matter concerned; and
7. to exercise the care, skill and diligence which would be reasonably expected of a person in the same position with similar knowledge and experience as a Board member. A Board member may be held liable for any loss resulting from their negligent behaviour.

To ensure this, they should adhere to the following principles:

### Obligations

- Fulfill all regulatory and statutory obligations imposed on Weightlifting Wales.
- Adhere to the Governance Code for Sport.
- Do not engage in unethical, illegal or criminal activities.

- Ensure that there are adequate controls in place to prevent fraud, irregularities or misreporting including compliance with prescribed procedures in relation to expense reimbursement procedures.
- Use all reasonable endeavours to ensure that they attend Board Meetings.

### **Conflict of Interest**

In the interests of proper standards of conduct, the activities of the Board and its committees must always be conducted in an objective manner and be seen to be so conducted.

A conflict of interest may arise where a board member's relationships, interests (including business, professional and / or employment interests) or attitude influences or might be perceived as influencing his / her decision in relation to a matter or being in conflict with the objectives and activities of the Board. Any interests of a member's family or other connected persons of bodies which could involve a conflict of interest should also be disclosed.

The disclosure of a conflict of interest or potential conflict of interest will be recorded in the minutes of the meeting at which it is considered.

Where it is relevant in any matter that arises, each Director will keep the Board Secretary advised of all relevant changes in their circumstances so as to ensure that these disclosures are up-to-date at all times. This information is held in a Register of Interest/Loyalty and is accessible only by the Chairperson, Chief Operating Officer and the Head of Governance and Compliance/Business Support Officer.

Further guidance can be found in Weightlifting Wales Conflict of Interest/Loyalty Policy.

### **Integrity and Fairness**

Directors should be (and be seen to be) selfless and objective. They are required to adhere to the highest standards of personal and professional integrity. In particular directors:

- Take decisions solely in terms of public interest. Directors will not act for personal gain or for the benefit of family and friends.
- Decide issues objectively on their merits.
- Participate in Board activities vigorously but also ethically and honestly at all times.
- Ensure the company conducts its business fairly.
- Comply with employment and equal status legislation within Weightlifting Wales.
- Value customers and treat all customers equally and encourage all staff to do likewise.

### **Loyalty**

Board and committee members must acknowledge their responsibility to be loyal to Weightlifting Wales and fully committed in all its business activities while mindful that the organisation itself must at all times take into account the interests of its stakeholders.

### **Work/external environment**

- Promote the development of a culture of 'speaking up' whereby staff can raise concerns regarding serious wrongdoing in the workplace without fear of reprisal.
- Place highest priority on promoting and preserving the health and safety of employees.
- Ensure that community concerns are fully considered.
- Minimise any detrimental impact of the operations on the environment.

### **Information/Confidentiality**

- Support the provision of access by Weightlifting Wales to general information relating to company activities in a way that is open and that enhances its accountability to its membership.
- Not inappropriately discuss or transmit any information, either internally or externally, which may affect, harm, or concern Weightlifting Wales.
- Return board/confidential information to Weightlifting Wales when they are no longer on the Board.
- Respect the confidentiality of sensitive information held by Weightlifting Wales This would constitute material such as:
  - Commercially sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring)
  - Personal information
  - Information received in confidence by Weightlifting Wales.
  - Comply with relevant statutory provisions relating to access to information (e.g. Data Protection)
- Board and committee members are required to sign Weightlifting Wales Confidentiality Statement.

### **Gifts and Benefits**

A director must not obtain personal advantage from any person dealing with the Company. In particular a director must not accept any gifts, or inducements where the value of such could make it appear that the person giving the gift is attempting to influence the director to gain advantage. Any such gifts or inducements received should be returned tactfully with the request that no gifts be forwarded in future.

### **Failure to comply with the Code:**

Where any Board member becomes aware of any event, circumstance or conduct which might constitute a breach of this Code of Conduct they are required to bring this to the attention of the Chairperson. Failure to do so may itself constitute a breach of this Code of Conduct.

The question as to whether a member of the Board has acted in breach of the Code shall be determined by the Chairperson of Weightlifting Wales in the absence of agreement. Where the member wishes to appeal the determination or a failure by the Chairperson to determine the matter, it shall be referred to the Board for determination.

### **Review:**

This document will be reviewed on an annual basis.

I have read and agree to abide by the above Code during my tenure of office as a Board or committee member of Weightlifting Wales.

### **\*Important – All those involved with WW must abide by UKAD rules\***

- *All those involved in Weightlifting Wales are be deemed to have made him/herself familiar with, and hereby agrees to be bound by the UK Anti-Doping Rules and to submit to the authority of UK Anti-Doping and any other appropriate body in the application and enforcement of those Rules.*
- *All those involved in Weightlifting Wales agree to cooperate fully with any World Anti-Doping Code compliant anti-doping investigations or proceedings, whether conducted by UK Anti-Doping or any other competent body.*

## Appendix 2 – CONFLICTS OF INTEREST POLICY

This policy is designed to protect the organisation from consequences of decisions being made because there was a conflict of interest.

### Definition:

*Conflicts of interest may arise where an individual's personal, business or family interest and/or loyalties conflict with those of the organisation.*

Such constraints may create problems; they could for instance:

- Inhibit free discussion
- Result in decisions or actions that were not in the interest of the organisation; or
- Risk the impression of the organisation

It is important to recognise that it is natural for conflicts of interest to occur, and the objective of this policy is to manage rather than prevent them from happening.

In addressing any Conflicts of Interest, the individual must:

1. Act in the best interest of the organisation
2. Comply with the organisations governing documents
3. Declare any potential conflicts of interest upon appointment as a Board member and at the start of each Board meeting if items of the agenda may present a conflict
4. Not take part in or vote on any issues where their conflict of interest may influence their input

### Procedure for handling conflicts of interest

Board members, staff or sub-committee/group members of Weightlifting Wales have a duty to declare all conflicts of interest (whether actual or potential) at the first available opportunity. All declarations of interest should be made at Board meetings, not at meetings of its sub-committees.

Any Board member, staff or committee member who has a financial interest in a matter under discussion, or has any interest in the matter under discussion, which creates a danger of bias i.e. the interest affects the organisation which they represent should declare the nature of the interest and withdraw from the room, unless they have permission from the Chairperson to speak. The person concerned should be told what decision was reached.

A Board, staff or sub-committee/group member who has any other interest, which does not in the opinion of a clear majority of the rest of the Board members present at a meeting, create a danger of bias but which might reasonably cause others to think it could influence their decision, the Board, staff or sub-committee/group member should declare the nature of the interest. However, they may remain in the room, participate in the discussion, and vote if they feel this to be appropriate.

The Chairperson should be consulted about the procedure for handling conflicts of interest, particularly if there is any doubt about any aspect of this Policy.

If a Board, staff or sub-committee/group member fails to declare an interest that is known to the Head of Governance and Compliance/Business Support Officer or the Chairperson, then they will declare that interest.

Any approval of conflicts of interest must be recorded on the minutes. The report will record the nature and extent of the conflict, an outline of the discussions and the actions to be taken to manage the conflict.

**Duality of Interest**

Conflicts can arise between a Board, staff or sub-committee/group member's duty to Weightlifting Wales and some another public obligation or Board / sub-committee/group membership of another organisation. This may be defined as duality of interest: that is, the Board staff or sub-committee/group member may have divided loyalties but does not stand to gain financially. Where such duality exists, the Board, staff or sub-committee/group member should declare it, and is expected to act in the best interests of Weightlifting Wales.

If a Board, staff or sub-committee/group member is appointed by, represents, or is a member of another body, they must remember that their duty to Weightlifting Wales still overrides all other obligations. If irreconcilable conflict arises, a Board, staff or sub-committee/group member may have to avoid taking part in decisions of the Weightlifting Wales Board, or may have to resign from one or other position.

**Recording of Conflicts of Interest**

All declarations of conflict of interest, whether actual or potential, must be recorded in the minutes of Board meetings. Declarations of interest should be recorded by the Head of Governance and Compliance/Business Support Officer in a register maintained for this purpose. Board, staff or committee members must notify the board of any relevant changes in their interests when they happen. These should be recorded in the register.

**Data Protection**

The register will be accessible only by the Chairperson, Chief Operating Officer and the Head of Governance and Compliance/Business Support Officer.

The information provided will be processed in accordance with data protection principles as set out in them. Data Protection Act 1998/2003.

Data will only be processed to ensure that the Board Members and officials act in the best interests of Weightlifting Wales. The information provided will not be used for any other purpose.