

## **Duties and responsibilities of Council Members / Directors of British Skydiving (British Parachute Association Ltd)**

### **Introduction**

This document is intended to provide guidance and advice to new Council Members (and a reminder to existing Council Members) to help in the new session.

### **Background**

The Council (Board of Directors) is ultimately responsible for the decisions and actions of British Skydiving but it cannot and should not do everything. The Council is required by statute or the Articles of Association (our governing instrument) to make certain decisions but, beyond this, it needs to decide which other matters it will make decisions about and which it can and will delegate.

Council members (Directors) delegate authority but not ultimate responsibility, so the Council implements suitable financial and related controls and reporting arrangements to make sure it oversees these delegated matters. The scheme of delegation will relate to officers, employees and Council Committees and through them, volunteers. Council members also identify and assess risks and opportunities for the organisation and decide how best to deal with them, including assessing whether they are manageable or worth taking.

The Council has a key impact on whether the organisation thrives. The tone the Council sets through its leadership, behaviour, culture and overall performance is critical to British Skydiving's success. It is important to have a rigorous approach to Council recruitment, performance and development, and to the Council's conduct. In an effective team, Council members are in a safe environment to suggest, question and challenge ideas and address, rather than avoid, difficult topics.

### **Programme of activity**

For Council Members, the workload starts immediately after the AGM at the first Council meeting of the new year. This document is intended for those who are elected/appointed to Council to give an insight into the mechanics of Council and the duties and responsibilities on you as a Director. If you are forearmed with the knowledge of your duties and responsibilities, your input will not only be more advised, but most importantly, more effective. You will also get more satisfaction from the time you devote to British Skydiving business.

### **Accountability**

Please note that the formal rules governing the operation of the Council, as the Board of Directors of BPA Ltd, are set out in our governing instrument, our Articles of Association, and as company law dictates. Please familiarise yourself with the Articles of Association, downloadable from the 'About us' page of the British Skydiving website. You should also familiarise yourself with the British Skydiving Exposition and Schedule of Approval by the Civil Aviation Authority, downloadable from the same webpage. This is a key document relating to British Skydiving's responsibilities for the operation of the sport with particular reference to safety.

Being a Council member means you are now a Director of British Parachute Association Ltd trading as British Skydiving. As we are a company limited by guarantee; your financial liability is limited to the nominal sum of £1. However, company directors have a duty to carry out their responsibilities with due diligence and in some circumstances, Directors may be personally liable if this is not the case. There is nothing to worry about as long as your actions as a Director are responsible and in good faith. British Skydiving, like any organisation, has the potential to go under if poorly managed - please respect the fact that the current system has evolved over time.

In essence, your role on Council is to develop **policy**, ie long-term processes that affect the future. The execution of these decisions is the function of British Skydiving staff or other delegated persons. Please do not try to get involved in the day-to-day running of the organisation or its HQ.

Council Members/Directors owe their duties to two separate bodies; their primary duty is owed to the company as they are directors and that is a statutory duty; and as Council members they owe a duty to the members to represent their best interest. So it must be made clear that although acting in the best interest of British Skydiving is often also in the best interest of its members, sometimes this may not be the case and in such circumstances Directors must endeavour to balance their duties and, in any event, their fiduciary duties are paramount. An example is when we are debating whether to increase membership fees or not.

The Companies Act 2006 places statutory duties on Directors. It sets out the role of a Director as follows:

- to act within their powers;
- to promote the success of the company for the benefit of its members as a whole and having regard to (amongst other matters) the long-term effect of their decisions, the interests of employees and the impact on the community and environment;
- to exercise independent judgment;
- to exercise reasonable care, skill and diligence;
- to avoid conflicts of interest [*see Article 52, reproduced on page v*]
- not to accept benefits from third parties; and to declare interests in proposed transactions or arrangements.

British Skydiving Directors are asked to take part in a one-day training workshop for directors of sports associations, which is a public course arranged through the umbrella body for sport, the Sport & Recreation Alliance.

### **The Council - Qualification and removal**

- (1) A Member of the Council must be (i) eligible to be a company director under the Companies Act 2006 and other relevant legal provisions in force at the time; and (ii) eligible to be a Council Member in accordance with our Articles of Association.
- (2) Provision for removal of a Council Member is set out at Article 15.
- (3) Any Council member ceasing to meet the qualification criteria shall automatically cease to be a member of Council.

### **The Principles of Good Governance for Sport & Recreation**

British Skydiving is signed up to the [Principles of Good Governance for Sport and Recreation](#).

### **Election to Council and January Meeting of the Council**

At the January Meeting of Council, immediately following the AGM, elections to various Offices of British Skydiving will take place, as well as our representatives on various external organisations. The agenda for the meeting details the nominations that year, and the procedure to be followed in making a nomination.

Every Council Member will be expected to offer to serve on one or more of the main Committees of Council.

The role of the Committee is to be 'the subject matter expert' in their designated operational areas, in doing so they will develop for approval by the Council policies which address issues within their area of activity as set out in the terms of reference Council has given the Committee. Upon approval by Council of such recommendations, the Committees work with the Executive (the COO and his team) to implement and review the effectiveness of such policies. Reporting back to Council the impact of the policy and/or making recommendation to Council on future implementation or revision.

A new committee structure is being introduced from 2020. This is to provide more efficient and effective support in delivering Council's Strategic Plan for British Skydiving.

- **Safety & Training Committee (STC):** Chair from Council who must be an Advanced Instructor; the remainder of places are allocated to every CI from an Affiliated Parachute Training Organisation. The Riggers is a subcommittee of STC. The Pilots' and Display Teams Specialised Interest Groups are sponsored by STC.
- **Finance Committee:** Chaired by the Treasurer, the Finance Committee recommend policy to Council on financial matters, including membership subscription rates and investment policy (financial, performance, human resources, etc). The IT Strategy Group reports to the Finance Committee.
- **Member Development Committee (MDC):** covers all aspects of members' journeys within our sport - including coaching, training and development pathways, including liaison with STC on the development of new ratings and qualifications. MDC champions diversity, inclusivity and access to, and progression in, our sport. The Drop Zone Owners' and Operators' Specialist Interest Group is sponsored by MDC.
- **Élite Performance Committee (EPC):** Competitions will be covered by the new Élite Performance Committee which will be responsible to Council for British Skydiving's domestic competitions - the British Open Nationals, the UK Skydiving League and our Grand Prix - plus selection and co-ordination of our International Delegations to World and other International Meets. The Judges' Specialised Interest Group is sponsored by EDC. Responsibility for the successful programme of Skills Coaching Roadshows now comes under MDC.

The composition of each committee is set out in its terms of reference. The composition of each committee (except STC) is agreed by a meeting of the chairs of all committees with the COO.

The quorum of each Committee is defined as the minimum number of voting members who need to be present to make the proceedings of that meeting valid, including any votes. The quorum for each Committee is set out in its terms of reference (please refer to the appropriate Form, downloadable from the British Skydiving website).

After the January meeting of the Council, Council meetings are normally held quarterly, usually in the evening starting at 18:00. Meetings of other committees are held on days and at times to suit the annual business cycle of each committee, and to meet the need of each committee to report to Council by way of minutes, augmented by supporting papers where necessary.

It is often possible for many but not all meetings for committee members to take part by a video service such as Microsoft Teams. Some committee meetings may be entirely virtual. The arrangements for virtual participation are at the discretion of the chair of the committee.

Additional meetings of the Council may be called from time to time as required to discuss specific items of business.

### **The calendar, membership and financial years**

One of the points that new Council members in previous years have asked us to point out in this introduction is that British Skydiving has three different years, as follows:

1. the calendar year, 1 January to 31 December
2. the membership year, 1 April to 31 May
3. the financial year, 1 July to 30 June.

### **Council and Committee papers**

Council and Committee agendas and supporting papers are issued in advance of meetings and are available by British Skydiving SharePoint, accessible by your British Skydiving e-mail. Alerts are issued when agendas etc are published. Draft minutes are circulated in due course after meetings. For Council and Committees except STC and its Riggers' Subcommittee, electronic approval of minutes is sought so that the minutes can be published on the British Skydiving website ahead of the next meeting.

There is so much information in current circulation that it is difficult to know it all. You are therefore advised not to try and solve all problems yourself. The membership, however, sees you as the provider of an answer to each and every question they have, it's too hard to be all things to all people. Regard your role to the membership as a starting point for their inquiries: not an answer centre. You can find out whose area of specialisation the question belongs to, by asking the Chair or Secretary of the relevant

committee. If you do not know who that is, speak to the Chair or Secretary of your Committee: he or she will advise! A short 'phone call or e-mail normally answers all points.

British Skydiving HQ is a source of massive help, but please remember that staff have their own workloads and need to get on with them. Tony Butler is the Chief Operating Officer. Staff work for British Skydiving not because they are overpaid or under-worked, but because there is a friendly atmosphere - don't destroy it. If you have any qualms with the staff, mention it to either Tony Butler or the Council Member who is the Staff Liaison Officer (whom the staff choose themselves).

## **British Skydiving's mission, vision and values**

British Skydiving's mission aims to be fit for the future as an expert, world-class organisation providing services and support for people experiencing the exhilaration of British Skydiving and to promote, encourage and enable participation in our sport.

Our vision is to secure skydiving as a safe, enjoyable and accessible sport for all.

As a membership body, our culture is to ensure that our members and those who support them are treated, and treat each other, with respect, integrity and consideration. We will be guided on our member-centric behaviour by our four primary organisational values:

- Commitment to excellence
- Honesty and openness
- Respect, integrity and trust
- Building our knowledge

## **British Skydiving strategy**

Our published strategic plan sets out our goals for the period 2018-22, which determine our activities by providing a clear strategic focus and outcomes.

## **British Skydiving Directors' and Officers' code of conduct**

As Directors and/or Officers of British Skydiving, you are required to behave in a manner that befits to your status as a Director or Officer of governing body of our sport. Your conduct should set a good example to others and not bring British Skydiving into disrepute.

Any allegation of a material breach of this Code should be made in writing in accordance with British Skydiving's disciplinary and grievance procedures (Form 256)

### **Integrity and honesty**

You must not place yourself in situations where your honesty and integrity may be questioned, should not behave improperly, and on all occasions, you should avoid the appearance of such behaviour.

As a Director and/or Officer of British Skydiving, it is essential that you act honestly and with propriety. Your duties to the membership and the wider public shall be carried out in a manner that preserves and enhances member and public confidence in your integrity and that of British Skydiving.

### **Duty to uphold the law**

You should uphold the law and, on all occasions, act in accordance with the trust that the membership is entitled to place in you.

### **Respect for others**

You should promote equality by not unfairly or unlawfully discriminating against any person, and by treating people with respect, regardless of their race, age, religion, gender, sexual orientation or disability. All colleagues have a right to be treated with dignity and respect.

## Impartiality

As part of the international skydiving community, British Skydiving respects the varied cultures, beliefs and backgrounds of fellow elected members, the wider membership, staff, and colleagues in kindred and partnership organisations and Directors and Officers are expected to treat all with tolerance, impartiality and act with integrity at all times.

## Discretion & confidentiality

You should exercise the utmost discretion at all times with regard to member details/information and the activities of British Skydiving.

As a Director and/or Officer of British Skydiving you will, at times, be party to confidential information and you are expected to maintain such confidentiality at all times. The provisions of the **Data Protection Act 2018, including the General Data Protection Regulation (GDPR)**, apply with regard to personal data with which you may be entrusted during the course of your duties.

## Conflicts of interest

In accordance with **Article 52**, whenever a Director has a personal, financial or material interest, whether directly or indirectly in a matter to be discussed at a meeting and whenever such a person has an interest in another unincorporated or corporate body whose interests are reasonably likely to conflict with those of the Association in relation to a matter to be discussed at a meeting, notwithstanding matters relating to the terms of business of the Association, he or she must:

- (a) declare an interest before the discussion begins on the matter;
- (b) withdraw from that part of the meeting unless expressly invited by the Chair of the meeting to remain;
- (c) not be counted in the quorum for that part of the meeting;
- (d) withdraw during the vote and have no vote on the matter.

## British Skydiving property

British Skydiving's property, assets and resources should be used with the utmost care guarding against waste and abuse. British Skydiving services and supplies or facilities should not be used for personal gain.

## British Skydiving logo

Please be aware that British Skydiving has an established policy on the use of its logo. The policy is set out in **Form 263 - Policy on use of the British Skydiving logo**.

## Gifts, etc

Unless gifts and gratuities are of no significant value then they should be checked with the Chair, eg an (inexpensive) bottle of wine or box of chocolates at Christmas is fine, but tickets to a major international event are not! Reasonableness and common sense should prevail - if in doubt, please ask!

## Illness, absence or holidays

If you are a Director, and where this may therefore impact on Council/Committee business, please ensure you inform the Chair and Secretary of any long-term illnesses, absences or holidays if you are not contactable. It would be helpful if you could also inform them of when you are back.

## Signing documents

Do not sign any documents on behalf of British Skydiving unless this has been agreed by Council and you have the authorisation to do so. If in doubt, don't.

## British Skydiving's Code of Conduct for all volunteers

This code, set out as **Form 303**, applies to all volunteers, including Directors / Council Members, who will be asked to sign to agree to abide by it. This includes British Skydiving's social media policy.

## Conduct at meetings

Directors are expected to attend the AGM and Council meetings. If for any reason you cannot attend, please inform the Secretary as soon as possible.

The object of the meeting is to make **policy decisions** as smoothly as possible. A long meeting is wearing on all concerned and leads to a poorer quality of debate.

The Chair, or their nominee, will lead the meeting and discuss only those matters on the agenda. If you wish for something to be included in the agenda, please contact the Chair and the Committee Secretary in good time before issue of the agenda. See **Form 280 - Council & committee protocols**. If you wish to initiate an item for discussion, please prepare the item for discussion by supplying an appropriate briefing paper (however short). It is much easier to discuss an issue fairly and thoroughly if all Council/Committee Members have had time to consider it beforehand. The chance of getting new ideas accepted is also higher. Supporting papers ideally go out with the agenda or, where this is not possible, at least a few days before the meeting.

Meetings always aim to start on time. If you are unable to attend (or will be late), please let the Secretary know so there is no waiting around. You can then also register your proxy vote on any matters on the agenda.

### Rules for proxy voting

A vote by proxy is the right of a voting Member of the Council of British Skydiving, or one of its Committees, to exercise their vote when they are unable to attend the meeting on any motion, which, from the agenda, or papers for, the meeting they know, or may reasonably expect, will arise.

The absent Member has the right to appoint the Chair of the meeting as their proxy to cast their vote at the meeting. The vote must be made in writing, which includes fax, and by e-mail from a recognised or verifiable e-mail address of the voting Member. The Chair of the meeting is then duly obliged to cast the absent Member's vote in accordance with his or her written instructions.

During the meeting, views will be taken for consideration in turn. If you want to make a point, indicate to the Chair and you will be invited to make your contribution.

When a decision needs to be made, a member will propose a motion; this needs a seconder. If there is not general agreement with the motion, an alternative motion can be proposed; if there is a seconder to this, the alternative motion (counter proposal) will be voted on first.

There are three possible ways to vote: for the motion, against the motion or to abstain from voting. If a vote is tied, the Chair has a casting vote which, by custom and practice, will normally be to maintain the status quo.

Council normally supports any properly taken decision of its advisers: whether this be its Committees, professional staff or specialist professional advisers. It is better if there is a unanimous vote as it demonstrates the agreement of Council. If you do not agree, make your thoughts known during the discussion and they will be answered. However, as soon as a decision is made, it is the official decision of the entire Council, and collective responsibility applies.

Sandwiches and non-alcoholic beverages are normally provided at most meetings.

## Events

When attending any and all events as a British Skydiving Director/Council Member, Directors must not wear branded uniform or attire other than that of British Skydiving or its sponsors.

## Travel expenses

Council Members may claim the current British Skydiving mileage allowance for attendance at meetings of the Council and the Committee/s of which you are a member. Voluntary attendance at other meetings is not normally reimbursed unless cleared by the Chair of Council or the COO beforehand. Council Members travelling to or from outside the UK to attend meetings may claim travel expenses at standard British Skydiving rates for travel in the UK only, to or from the port of disembarkation/embarkation. You cannot claim any expenses for attendance at the AGM (except for the independent directors).

**Form 143(c), Council Expenses Claim Form** is available electronically on request from the Finance Manager, and paper copies are in the 'agendas and minutes' folder which is kept on a side table at each meeting. Expenses incurred before the end of the financial year on 30 June should be claimed during the financial year in which they were incurred.

When considering making a claimable journey, you should try to minimise the cost to British Skydiving and consider car sharing or public transport if this would be more efficient. Please note hotel costs, meals and the purchase of items of equipment that should go through the normal British Skydiving purchase and authorisation procedures must not be claimed via expenses. Any expenses outside normal Council meeting mileage claims should be approved in advance in writing by the relevant budget holder.

### **Procedure for approval of invoices/expense claim forms for payment**

- 1 All invoices/expense claim forms for payment need to be authorised by the relevant Committee Chair or recognised budget manager of the Committee before payment can be made. The Committee Chair is responsible for keeping to the allocated budget in each accounting period.
- 2 Any invoices/expense claim forms for judging will be approved by the Judges' Co-ordinator, and these, including invoices/expense claim forms of the Judges' Co-ordinator, ultimately authorised by the relevant Committee Chair or nominated budget manager.
- 3 Any invoices/expense claim forms relevant to Coaching Roadshows will be authorised by the relevant Committee Chair or nominated budget manager, on confirmation that the event took place with the appropriate coaches taking part.
- 4 All invoices/expense claim forms will need to be authorised by Tony Butler, COO, in addition to the relevant Committee Chair or nominated budget manager.
- 5 The budget holder should be aware of any expense outside normal expenses guidance before it is incurred.
- 6 The usual method of payment will be by bank transfer to the sort code and account number submitted on the form, or as already held in British Skydiving's records.
- 7 Only those incurring an expense may claim for its reimbursement.

### **No smoking or vaping policy on British Skydiving premises**

Please do not smoke or vape anywhere in British Skydiving HQ. Please switch off mobile phones and pagers to avoid distractions.

### **Use of e-mail addresses on the British Skydiving domain:**

[firstname@britishskydiving.org](mailto:firstname@britishskydiving.org) or [your.name@britishskydiving.org](mailto:your.name@britishskydiving.org)

As a matter of good practice every Director should use their British Skydiving email address when emailing in their capacity as a British Skydiving Director / Council / Committee Member. This will set clear boundaries and alleviate/reduce risks of breach of confidentiality (including possible data breach that may typically require our Compliance Officer to notify the Information Commissioner's Office) and other potential breaches associated with differentiating between acting in personal or organisational capacity.

Please remember that you are using an official channel of communication of British Skydiving, and use this consideration to guide the content that you write as a Director of the company. For personal communications in connection with your candidature in the Council elections, you should not use your official British Skydiving email address.

Users are requested to set up Multi-Factor Authentication (MFA) on their British Skydiving email accounts, which also give access to British Skydiving's Office 365 platform whose apps include SharePoint, by which Council and Committee papers are distributed. MFA is important for security. British Skydiving's IT contractors Computerlink (Leicester) Ltd can assist users in setting up MFA.

Whenever using a British Skydiving email address, please use British Skydiving footer. Please note that quoting the company registration details is a legal requirement.

## E-mail footer

*Your name*

*Your designation*



0116 278 5271

**[britishskydiving.org](http://britishskydiving.org)**

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*Commitment to excellence - Honesty and openness - Respect, integrity and trust - Building our knowledge*

Please note that any views expressed in this email may be those of the originator and do not necessarily reflect the position of British Skydiving. British Skydiving is the trading name of British Parachute Association Limited. VAT Reg No: 239 4696 20. A company Limited by Guarantee. Registered in England & Wales No: 875429. Registered office: 5 Wharf Way, Glen Parva, Leicester LE2 9TF.

## **Finally... elected members please remember to renew your Membership by 1 April**

(This paragraph does not apply to independent directors.) As a Member of Council and a Director of British Skydiving, please remember to set a good example by making sure that you renew your membership in time for 1 April, the start of the new membership year. If you have not renewed by 1 April, you are no longer a Member of British Skydiving, and therefore of course you lose all your rights and privileges as a Council Member, until you renew. HQ will remind you if you forget, but the responsibility is yours and yours alone, so please make a diary note now! It really isn't worth the hassle of renewing late - it's something that must be done, so please be quick off the mark and set a shining example to your colleagues on Council and to the membership as a whole!

## **Duties and responsibilities of Members of Council / Directors of British Skydiving (British Parachute Association Ltd)**

I confirm that I have read and understand the Articles of Association and this document (Form 178) and will do my utmost at all times to discharge my duties and obligations as an elected Member of Council and therefore Director of British Skydiving diligently and to the best of my ability, and to uphold the British Skydiving Directors' and Officers' code of conduct.

Name \_\_\_\_\_

Date of joining Council  
(usually date of AGM  
at which elected) \_\_\_\_\_

Signature \_\_\_\_\_

Date \_\_\_\_\_