

**Code of Conduct for Members of the
Board of Directors, Members of Advisory Boards
and Members of Standing Committees**

- 1.1 The behavior and actions of Board Members of Badminton England will be governed by the principles set out in this Code of Conduct. It is the responsibility of each Board Member to ensure that s/he is familiar with, and complies with, all the relevant provisions of the Code.

Although this Code of Conduct refers specifically to the Board of Directors throughout, save for the provisions of Clause 5.4 (which sets out the legal requirements of being a Director), all other provisions of this Code of Conduct apply equally to Members of Badminton England's Advisory Boards and Standing Committees mutatis mutandis and should be read accordingly.

2. KEY PRINCIPLES

- 2.1 The key principles upon which this Code of Conduct is based are as follows:

Selflessness

Board Members should take decisions solely in terms of the interests of Badminton England. Board Members should not do so in order to gain financial or other material benefits for themselves, their families or their friends.

Integrity

Board Members should not place themselves under any financial or other obligation to outside individuals or organizations that might, or might be perceived to, influence them in the performance of their role and/or duties.

Objectivity

In carrying out the business of Badminton England, including awarding contracts and recommending individuals for rewards and benefits, Board Members should make choices on merit.

Accountability

Board Members are accountable for their decisions and actions to the other Board Members and Badminton England's stakeholders and must submit themselves to whatever scrutiny is appropriate for their role or office.

Openness

Board Members should be as open as possible about the decisions and actions that they take. However Board Members should restrict information dissemination:

- a) if instructed to do so for good reason; and/or
- b) because the information is commercially sensitive; and/or
- c) if dissemination could cause reputational harm to Badminton England, its Board (or any member of it) or any member(s) of its staff.

Honesty

Board Members have a duty to declare any private interests relating to their role and/or duties and to take steps to resolve any conflicts arising in a way that protects the interests of Badminton England. Board Members shall be honest in any representations made to or on behalf of Badminton England.

Leadership

Board Members should promote and support these principles by leadership and example.

- 2.2 These principles should inform the actions and decisions of Board Members.

3. GENERAL CONDUCT

Use of Badminton England funds (whether they be public or not)

- 3.1 Board Members have a duty to ensure the safeguarding of all funds and the proper custody of

assets whether funded by Badminton England, sponsors, stakeholders or from the public purse (collectively the “funds”).

- 3.2 Board Members must carry out their fiduciary obligations responsibly – that is, take appropriate measures to ensure that Badminton England uses resources efficiently, economically and effectively, avoiding waste and extravagance (and where designated for a particular purpose, solely for that purpose).

Allowances

- 3.3 Board Members must comply with the decisions of the Board regarding remuneration, allowances and expenses. It is the individual responsibility of Board Members to ensure compliance with all relevant HM Revenue and Customs’ requirements concerning payments, including expenses.

Gifts and Hospitality

- 3.4 Board Members must not accept any gifts or hospitality which might, or might reasonably appear to, compromise their personal judgement or integrity or place them under an improper obligation.
- 3.5 Board Members must never canvass or seek gifts or hospitality.
- 3.6 Board Members must comply with the rules set by Badminton England on the acceptance of gifts and hospitality. Board Members should inform the Chief Executive (or Chairman) of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in the register in line with the policy set by Badminton England.
- 3.7 Board Members are responsible for their decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring Badminton England into disrepute.

Use of Official Resources

- 3.8 Board Members must not misuse Badminton England resources (including, but not restricted to, facilities, equipment, stationery, telephony and other services) for personal gain or for political purposes. Use of such resources must be in line with Badminton England’s rules on their usage.

Use of Badminton England Information

- 3.9 Board Members must not misuse information gained in the course of their Board Membership for personal gain or for other purposes. Board Members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.
- 3.10 Unless given specific authority to do so, Board Members must not disclose any information which is confidential in nature or which is provided in confidence. This duty continues to apply after Board Members have left the Board. Board Members should exercise proper discretion on matters directly related to their role as a Board Member and recognise that certain activities may be incompatible with their role as a Board Member of Badminton England.
- 3.11 In their official capacity, Board Members should be even-handed in all dealings with political parties.
- 3.12 Board Members should, at all times, remain conscious of their responsibilities and exercise proper discretion. Board Members should inform the Chairman and/or the Chief Executive if they feel that circumstances arise which may compromise their role with Badminton England or which may, potentially, bring Badminton England or badminton more generally into disrepute or otherwise harm the reputation or commercial interests of Badminton England.

4. BOARD MEMBERS’ INTERESTS

- 4.1 Board Members must ensure that no conflict arises, or could reasonably be perceived to arise, between their role and/or duties and their private interests – financial or otherwise.

- 4.2 Board Members must comply with Badminton England rules on handling conflicts of interests. As a minimum, these will require Board Members to declare publicly any private interests which may, or may be perceived to, conflict with their role as a Badminton England Board Member (in general, when considering what interests should be declared, Board Members should ask themselves whether a member of the public, acting reasonably, would consider that the interest in question might influence the Board Member's words, actions or decisions).

If so affected the Board Member will be required to remove themselves from the discussion or determination of matters in which they have a financial interest. In matters in which they have a non-financial interest, Board Members should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias. (These are common law provisions).

- 4.3 It is the Board Member's responsibility to ensure that s/he is familiar with Badminton England's rules on handling conflicts of interests, that they comply with these rules and that their ISO 500 declaration (or equivalent) is accurate, honest and up to date.

5 RESPONSIBILITIES AS A BOARD MEMBER

- 5.1 Board Members should play a full and active role in the work of Badminton England. Board Members should fulfil their duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of Badminton England.
- 5.2 Board Members should be diligent in discharging their duties to Badminton England and must acquire and maintain a broad knowledge about the business of Badminton England and the environment in which it operates so far as it affects Badminton England's direction, status, and sustainability.
- 5.3 Board Members should deal with the affairs of Badminton England fairly, efficiently, promptly, effectively and sensitively, to the best of their ability. Board Members must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.
- 5.4 Board Members must comply with any statutory or administrative requirements relating to their role as a Director of Badminton England (it should be noted that in the case of a body incorporated under the Companies Act, Board Members will also be subject to the duties of directors under company law).
- 5.5 Board Members should respect the principle of collective decision-making and corporate responsibility. This means that, once the board has made a decision, Board Members should individually and collectively support that decision.
- 5.6 Board Members must not use, or attempt to use, the opportunity provided by their role and/or duties with Badminton England to promote their personal interests or those of any connected person, firm, business or other organisation.
- 5.7 Board Members should aim to attend all Board meetings.

6 RESPONSIBILITIES TOWARDS EMPLOYEES

- 6.1 Board Members will treat any staff employed by Badminton England with courtesy and respect. It is expected that employees will show Board Members the same consideration in return.
- 6.2 Board Members will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.

7 BREACHES OF THE CODE

- 7.1 Badminton England requires all Members of the Board to adhere to this Code of Conduct, as a way of providing tangible evidence of their commitment to professionalism and probity. Members of the Board who breach the Code may be subject to disciplinary action by Badminton England (if the nature of the breach requires it, this may include the instigation of legal proceedings).

