



UKA Board of Directors – Code of Conduct

Adopted by a resolution of the Board passed on 18th October 2022

This Code of Conduct applies to all executive and non-executive directors (Directors) of UK Athletics Limited (UKA) as appointed from time to time in accordance with the Articles of Association (Articles) of UKA.

1. Directors of UKA are expected to uphold the duties imposed on them by the Articles, by law and by relevant regulatory bodies. They are also expected to act within the powers conferred upon them by the Articles. The final page of this Code of Conduct gives a summary of Directors' principal powers and duties.
2. Directors are expected to devote sufficient time and energy to their responsibilities in order that they are fully prepared for and participate in Board meetings.
3. Directors shall act on a fully informed basis in good faith with due diligence and care, acting in the best interests of UKA at all times and avoiding bringing UKA into disrepute. Due consideration will always be given by Directors to the interests of UKA's Members (as defined in the Articles), staff and other stakeholder groups.
4. Directors must not promote the interests of any outside body or interest when acting as a Director. Unless authorised by the Board, Directors must not put themselves in a position where their personal interests or loyalties conflict with their duty to act in the best interests of UKA. Where there is a conflict, Directors will immediately declare the conflict and ensure the conflict is either avoided or authorised and managed effectively in accordance with UKA's Articles and Regulations (as defined in the Articles). A failure by a Director to declare a conflict may be considered to be a breach of this Code of Conduct.
5. Directors must act with probity and prudence, taking professional advice as needed.
6. Directors must ensure that they have a clear understanding of the scope of their authority as set out in the Articles and act within it. Directors must also understand which matters are reserved for the Board.
7. Directors must continually monitor the effectiveness of the Board, seeking to act in accordance with established best practice at all times and seeking to improve continually all aspects of the operation of the Board.
8. Directors must conduct themselves, and be seen to conduct themselves, with the highest professional and ethical standards at all times and respect and promote diversity.
9. Directors are expected to engage actively in discussion, debate and voting at meetings, contributing positively, listening carefully and challenging sensitively. All proceedings and discussions are confidential and are not for disclosure to, or discussion with, any third parties unless prior written agreement has been given by the Chair of the Board.
10. Directors are responsible for reaching joint decisions (even if a vote is needed to finalise a matter). Directors are jointly responsible for those decisions and are



expected to support fully the decisions of the Board once made, and to reflect only the agreed position to any third party.

11. Should the exceptional position arise that a Director is unable to actively support any decision, they must discuss the matter with the Chair of the Board and remain silent on the matter with third parties.
12. All documents provided to or presented to Directors in relation to Board meetings are strictly confidential. These items are made available to Directors on a confidential basis for use within the meeting to which they relate. They cannot be used in whole or in part, in any other context and are not for disclosure to, or discussion with, any third parties unless prior written agreement has been given by the Chair of the Board.
13. Directors should make every effort to attend all meetings of the Board. If however, for a good reason they are not able to attend they should make every effort to ensure they review the meeting papers and provide their views and comments to the chair of the meeting.

Directors' Principal Powers and Duties

The Articles describe the powers and duties of the Directors. These are supplemented by a number of general duties imposed by common law, and more detailed statutory duties set by the Companies Act 2006.

These general duties as defined by the Companies Act are as follows and apply equally to Executive and Non-Executive Directors and relate to statutory and compliance duties:

Statutory

- Act within powers – you must act in accordance with the company's constitution, and only exercise your powers for the purposes for which they were given
- Promote the success of the company – you must act in the way you consider, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole
- Exercise independent judgment – you must exercise independent judgment and make your own decisions.
- Exercise reasonable care, skill and diligence – you must exercise the same care, skill and diligence that would be exercised by a reasonably diligent person
- Avoid conflicts of interest – you must avoid a situation in which you have, or could have, an interest that conflicts, or may conflict, with the interests of the company.
- Not accept benefits from third parties – you must not accept a benefit from a third party given because you are a director or because you do (or do not do) anything as a director.
- Declare interests in proposed or existing transactions or arrangements with the company If you are in any way, directly or indirectly, interested in a transaction or arrangement with the company, you must declare the nature and extent of that interest to the other directors.

Compliance

- to keep proper accounting records and produce annual accounts which give a true and fair view.
- to ensure a general meeting is held at least once in every calendar year as UKA's annual general meeting and ensure the business stipulated by statute and in the



Articles is conducted at that meeting.

- to provide information about themselves as required by law; and
- to ensure changes in the administrative arrangements of UKA are filed in a timely manner at Companies House.

This Code of Conduct may be amended from time to time by the Board.

I, insert name, agree to abide by the UK Athletics Board Code of Conduct. I agree that a breach of this Code of Conduct may result in procedures being put in motion that may result in my being asked to resign from the Board and (if appropriate) compensate UKA for any losses it may suffer as a result of such breach. If I wish to cease being a Director of UKA, I will inform the Chair of the Board in advance in writing, stating my reasons for leaving.

Print name:

Sign:

Capacity: Executive Director // Non-Executive Director // Observer (Circle as appropriate)

Date: