

TRUSTEE CODE OF CONDUCT

Version 1.0 | December 2022

An orange line graphic that starts at the bottom left, rises to a peak, dips slightly, rises again to a higher peak, and then descends towards the bottom right.

**MORE SPORT,
LESS INJURY**

1 INTRODUCTION

- 1.1 This Code of Conduct is applicable to all Trustees of Podium Analytics (“Podium”). Its purpose is to provide Trustees with clear guidelines as to their standard of behaviour, responsibilities and best practice. Trustees are both charity Trustees and company directors with duties under company law.
- 1.2 The most important duties of charity Trustees are summarised in the Charity Commission’s leaflet CC3 – The Essential Trustee (<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>).
- 1.3 This Code does not summarise Trustees’ legal duties but is consistent with them.
- 1.4 This Code will also apply to members of all committees whether or not they are Trustees of Podium.
- 1.5 The terms “should” and “must” are used interchangeably in this Code.

2 GENERAL

- 2.1 Trustees have a duty to act in the best interests of Podium and to promote, for the public benefit, the objects for which Podium has been established. Trustees should refer to Podium’s Articles of Association for details of Podium’s purposes and the powers that it has to achieve these objects.
- 2.2 All Trustees must:
 - 2.2.1 act within the law and within Podium’s Articles of Association, abide by its policies and procedures, and have regard to applicable Charity Commission’s guidance at all times;
 - 2.2.2 support the objects and mission of Podium and ensure that everything that Podium does is with the purpose of achieving its objects;
 - 2.2.3 act with honesty, probity and prudence, and take professional advice on any issue where the Trustees do not have expertise themselves;
 - 2.2.4 be active and make their skills, experience and knowledge available to Podium;
 - 2.2.5 develop and maintain a sound and up-to-date knowledge of Podium and how it operates;
 - 2.2.6 use Podium’s resources responsibly; and
 - 2.2.7 accept their responsibility for ensuring that Podium is well run.

3 MANAGING INTERESTS

- 3.1 Trustees must not put themselves in a position where their personal interests conflict with their duty to act in the interest of achieving Podium’s purposes.
- 3.2 Trustees must not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence, or be seen to influence, them in the performance of their role as Trustee.
- 3.3 Trustees must not gain an advantage, financial or otherwise, or benefit for themselves, their family, their friends or any other person or organisation that they are connected to as a result of their Trusteeship, unless specifically authorised by the Charity Commission or in Podium’s Articles of Association.

- 3.4 Where any potential for conflict of interest arises it should be disclosed and managed in accordance with the process set out in Podium's Conflicts of Interest Policy. Trustees should note that they have specific legal obligations where potential or actual conflicts arise, and that these obligations do not only relate to their own interests but also to those of people or businesses connected to them.
- 3.5 All Trustees must fill in Podium's Declaration of Interests Form.
- 3.6 Trustees must comply with Podium's Trustee Acceptance of Gifts and Hospitality Policy to avoid giving the impression that gifts or hospitality are influencing their judgement.

4 REPUTATION

- 4.1 Trustees should conduct themselves in a manner which does not damage or undermine the reputation of Podium, and should not personally take part in any activity which conflicts with Podium's objects.
- 4.2 Trustees should avoid actual impropriety and seek to avoid any appearance of improper behaviour.

5 ACCOUNTABILITY

- 5.1 Trustees are accountable for their decisions and actions to key stakeholders. These include the public, funders, members, beneficiaries and the Charity Commission and any other applicable regulator.
- 5.2 Trustees must be able to demonstrate that Podium is complying with the law and that it is well run and effective, as well as complying with statutory accounting and reporting requirements.

6 JOINT DECISION MAKING AND RESPONSIBILITY

- 6.1 Trustees should make decisions together and take joint responsibility for them. No Trustee or group of Trustees acting alone may speak for, or take action on behalf of, Podium unless specifically authorised by the Board to do so.
- 6.2 A Trustee should accept that Podium makes decisions by a collective process within the Board, and respect and implement those decisions even where they do not reflect the individual's views.
- 6.3 Trustees should not undermine the collective principle by making public statements that conflict with the collectively agreed policies and principles, or which bring Podium into disrepute.

7 MEETINGS

- 7.1 Trustees must:
- 7.1.1 strive to attend all Board and other meetings and appointments and give apologies in advance if unable to attend;
 - 7.1.2 prepare fully for all meetings, including reading papers;
 - 7.1.3 actively engage in discussion, debate and voting (when appropriate) in meetings, maintain a respectful attitude towards others, and contribute in a considered and constructive way, listening carefully and challenging sensitively;
 - 7.1.4 participate in collective decision-making and, as noted above, accept a majority decision of the Board;
 - 7.1.5 accept the authority of the Chair (or the chair of the meeting) to run meetings; and
 - 7.1.6 abide by the Board's governance procedures and practices.

8 CONFIDENTIALITY

- 8.1 Trustees shall ensure that confidential material, and in particular sensitive and confidential material about individuals, is handled in accordance with the duty to maintain their confidence and in accordance with legal requirements.

9 OPENNESS

- 9.1 Trustees should maintain an atmosphere of openness throughout Podium to promote the confidence of the public, members, staff and any regulators in Podium.
- 9.2 Trustees must be as open as possible about their decisions and the actions that they take and restrict information only when it is confidential or in the best interests of Podium to do so.

10 RELATIONSHIPS WITH OTHERS

- 10.1 Trustees should work considerately, sensitively and respectfully with all those they come into contact with at Podium, or on behalf of Podium, should respect diversity and different roles and boundaries, and avoid giving offence.
- 10.2 Trustees should seek to support and encourage all those they come into contact with at Podium.
- 10.3 Trustees must recognise that they have delegated the management and direction of staff to the Chief Executive and that, save in exceptional circumstances, directions, control and discipline of staff is a matter for the Chief Executive, and that individual Trustees should not criticise, direct or otherwise interfere with the management of staff. However, it is recognised that Trustees, as a normal part of their role, may need to communicate with staff and obtain information from them.
- 10.4 Where any matter arises which concerns a Trustee as a result of communications with staff or volunteers, Trustees should raise it, not with the staff member or volunteer concerned, but with the Chief Executive or with the Chair.

10.5 Trustees should not make public comments about Podium to the media or in any other public forum (including on social media) without the prior knowledge and approval of the Chair or Chief Executive.

11 IMPROVING GOVERNANCE

11.1 Trustees must:

11.1.1 actively contribute towards improving the governance of the Board, participating in induction and training, and sharing ideas for improvement; and

11.1.2 help to identify good candidates for Trusteeship where necessary.

12 BREACH OF THIS CODE OR OTHER WRONGDOING

12.1.1 A Trustee who becomes aware of any possible breach of this Code or any other wrongdoing should raise that breach or wrongdoing with the Chair, or where the Chair is involved or appears to be involved, raise it with the other Trustees.

12.1.2 The Trustee should not disclose such breach or wrongdoing to any other party unless legally obliged to, or unless there are reasonable grounds to believe that evidence of the breach or wrongdoing might otherwise be destroyed.

12.1.3 Substantial breach of any part of this Code may lead to procedures being put in motion that may result in a Trustee being required to leave their post. Any such procedures must be carried out in accordance with Podium's Articles of Association and any other relevant policies.