



Duties and responsibilities of Members of BPA Council / Directors of BPA 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) is ultimately responsible for the decisions and actions of the Association but it cannot and should not do everything. The Council is required by statute or the Association's governing documents 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. Council members also identify and assess risks and opportunities for the Association 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 Association thrives. The tone the Council sets through its leadership, behaviour, culture and overall performance is critical to the Association'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 feel it is safe 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 BPA 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 the BPA's governing instrument, its Articles of Association, and as company law dictates. Please familiarise yourself with the BPA's Articles of Association, downloadable from the 'About us' page of the BPA website. You should also familiarise yourself with the BPA Exposition and Schedule of Approval by the Civil Aviation Authority, downloadable from the same webpage. This is a key document relating to BPA'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. As BPA Ltd is 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. BPA Ltd, 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 the BPA staff or other delegated persons. Please do not try to get involved in the day-to-day running of the Association 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's 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 the BPA 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 placed new 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 [*this is a new, wide-ranging duty*];
- to exercise independent judgment;
- to exercise reasonable care, skill and diligence;
- to avoid conflicts of interest [*see BPA Article 52, reproduced on page v*]
- not to accept benefits from third parties; and to declare interests in proposed transactions or arrangements.

BPA Directors are asked to take part in a one-day training course 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 BPA Council Member in accordance with the BPA Articles of Association.
- (2) Provision for removal of a Council Member is set out at BPA 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

BPA is signed up to the Principles of Good Governance for Sport and Recreation.

<https://www.sportandrecreation.org.uk/governance/the-principles-of-good-governance>

Election to Council and January Meeting of the BPA Council

At the January Meeting of Council, immediately following the AGM, elections to various Offices of the BPA will take place, as well as BPA 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' (SME) on relevant topics, in doing so they will develop for approval by the Council policies which address issues within their area of specialism. Upon approval by Council of such recommendations, the Committees shall work with the Executive (COO and his team) to implement and review the effectiveness of such policies in addressing the issue to which the policy seeks to address. Reporting back to Council the impact of the policy and/or making recommendation to Council on future implementation or revision.

Subject to review by Council, the Committees of Council are currently:

- **Safety & Training Committee (STC):** Chair from Council who must be an Advanced Instructor; the remainder of places are allocated to every CCI in the BPA. The Riggers' Subcommittee is a subcommittee of STC. The Pilots' and Display Teams Specialised Interest Groups come under STC.

- **Development Committee:** basically the strategic and tactical progression for the development of the sport and the future benefit of the membership. The Drop Zone Owners' & Operators' Specialised Interest Group comes under the Development Committee.
- **Communications Committee:** communication to and from the membership and the wider world by all channels: the BPA Magazine, websites, BPA e-Newsletter, social media, membership surveys, etc.
- **Competitions Committee:** covers everything from the rules and locations for Grand Prix and National domestic competitions to selecting and supporting teams to represent Great Britain at World Championships. There is a lot more than meets the eye to this committee, which includes a representative for each of the competition disciplines (including FS, CF, CP, Speed, Wingsuiting, Classics and Artistics) and of the judges. The Judges' Specialised Interest Group comes under the Competitions Committee.

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 BPA Form).

Each Committee will have Council representations as voting members, and the Committee Chair shall be a member of Council. Each Committee shall not contain more than 50% of Council with the entitlement to vote. This is so that no single Committee may dominate the Council, for example by approving spending plans on its own, which might be possible if any Committee had an outright majority of Council Members as voting members of the Committee. If more than 50% of the Members of Council wish to serve on a particular Committee, a ballot shall be held to allocate the voting places. All other members of Council may attend any Committee meeting as an observer and speak but not vote, or propose or second motions.

Volunteers from the membership who are not Council Members may serve as a member of a Committee (except STC), with a vote.

After the January meeting of the Council, Council meetings are normally held every two months, usually in the evening starting at 18:00. Meetings of the Communications Competitions and Development Committees are normally held on the same day as Council meetings, during the afternoon. Please note that some Committee times may overlap. Meetings of the Safety & Training Committee are held on different evenings, normally more than a week before a meeting of the Council. Additional special meetings of the Council may be called from time to time as required to discuss particular 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 BPA 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. There is an annual BPA Action Plan for Communications, Competitions and Development, normally broken down into a number of individual targets for each Committee that runs for each financial year.

'Council post'

Some Fridays, especially in the two weeks before a meeting, you will receive what we still call 'Council post'. These are documents sent by e-mail (we try to send agendas and supporting papers together where possible, with where necessary a second tranche of supporting papers a week later. This should make it easier for you, but plans for a document sharing system should make it easier.

Online document sharing systems are likely to be trialled for Council/committee papers soon. Please review the content of your weekly Council post regularly as it is easy to get behind the flow and then the time to do something can run out before the next meeting. You will receive the minutes and agendas for all meetings as well as papers specific to any particular area of responsibility or portfolio you may have.

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 that particular 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.

BPA 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 at the BPA 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 BPA Council Member who is the Staff Liaison Officer (whom the staff choose themselves).

BPA Directors' and Officers' code of conduct

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

Any allegation of a material breach of this Code shall be communicated in writing to the Chair of the relevant BPA body (Council, STC, Competitions, Development or Communications Committee or Riggers' Subcommittee). You should also ensure that you notify the Chair in writing of any significant violation of this code by another member to whom this code of conduct applies. Any such written notification should be within 6 months of when the alleged misconduct first occurred or first came to light, and providing the Director / Officer is still in office. In the case of an alleged breach of this Code by the Chair, it should be reported to the Chief Operating Officer and the Vice Chair.

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 the BPA, 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 the BPA.

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, the BPA 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 the BPA.

As a Director and/or Officer of the BPA 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 1998 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.

BPA property

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

BPA logo

Please be aware that the BPA has an established policy on the use of its logo. The policy is set out in BPA Form 263 - Policy on use of the BPA 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 BPA unless this has been agreed by Council and you have the authorisation to do so. If in doubt, don't.

BPA Code of Conduct for all volunteers

This code, set out as BPA Form 303, applies to all volunteers, including Directors / Council Members, who will be asked to sign to agree to abide by it.

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 the Association, 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.

Travel expenses

Council Members may claim the current BPA 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 BPA Chair beforehand. Council Members travelling to or from outside the UK to attend meetings may claim travel expenses at standard BPA 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).

When considering making a claimable journey, you should try to minimise the cost to the BPA 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 BPA 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 approved by the Discipline Rep, but ultimately authorised by the relevant Committee Chair or nominated budget manager.
- 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 BPA records.
- 7 Only those incurring an expense may claim for its reimbursement.

No smoking policy on BPA premises

Please do not smoke anywhere in BPA HQ. This also applies to electronic cigarettes. Please switch off mobile 'phones and pagers to avoid distractions.

Use of e-mail addresses on the BPA domain: firstname@bpa.org.uk or your.name@bpa.org.uk

As a matter of good practice every Director should use their BPA email address when emailing in their capacity as a BPA Director / Council / Committee Member. This will set clear boundaries and alleviate/reduce risks of breach of confidentiality 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 BPA Ltd, and use this consideration to guide the content that you write as a Director of the company. For personal communications in connexion with your candidature in the Council elections, you should not use your official BPA email address.

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

E-mail footer

Please note that any views expressed in this email may be those of the originator and do not necessarily reflect the position of British Parachute Association Ltd.

Registered office: British Parachute Association Ltd, 5 Wharf Way, Glen Parva, Leicester LE2 9TF Tel: 0116 278 5271 Fax: 0116 247 7662 www.bpa.org.uk A company limited by guarantee Registered in London no 875429 VAT Reg no 239 4696 20

Finally... 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 the BPA, 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. Online renewal through the BPA website is available for most members without ratings to sign off. Also, renewal forms are circulated as an insert to the February issue of *BPA Skydive the Mag* and may be downloaded from the BPA website from the beginning of that month. If you have not renewed by 1 April, you are no longer a Member of the BPA, 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 has to 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 BPA Council / Directors of BPA Ltd

I confirm that I have read and understand the BPA Articles of Association and this document (BPA 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 BPA Ltd diligently and to the best of my ability, and to uphold the BPA Directors' and Officers' code of conduct.

Name _____

Date of joining Council _____

Signature _____

Date _____