

**Basketball England**

(Company Number 01429756)

***Elected Directors - Roles & Responsibilities***

Appointment to the Executive Board as an Elected Director of Basketball England carries with it considerable responsibility. Basketball England is a company limited by guarantee and directors must make decisions in the best interests of the company and its members.

**Common Law Duties:**

* **Declaration of Interest (Fiduciary Duty):** Each director must act in accordance with what he or she believes to be in the best interests of the company. Directors must not place themselves in a position in which there is a conflict between their duties to the company and their personal interests. Each director is required to declare any interest that may cause a conflict in making a decision in the best interests of the company at every board meeting.
* **Duty of Skill and Care:** Directors are required to exercise *"such care as an ordinary person might be expected to take on their own behalf".* The degree of skill expected is *"such a degree of skill as may reasonably be expected from a person with (the director’s) knowledge and experience".* The law accepts that directors may make errors of judgement and they will not be liable for such errors provided that due care was exercised in the decision-making process.
* **Code of Conduct:** Each director shall sign and agree to the Basketball England Directors Code of Conduct and Ethics on an annual basis.

**Specific Statutory Duties:**

* **Duty to Prepare Accounts:** The directors of every company must ensure that accounts are prepared in each 12-month accounting period, presented to the company (membership) in general meeting and delivered to the Registrar of Companies.
* **Service Contracts:** Copies of all director service contracts must be kept at the registered office of the company or its principal place of business.
* **Employees:** Directors must take into consideration the interests of all employees of the company when exercising their discretion in conducting the affairs of the Company.
* **Articles of Association:** All directors should familiarise themselves with their obligations as covered by the company's Articles of Association.
* **Disclosure & Barring Service:** All directors are required to complete a DBS check at the time of appointment.
* **Safeguarding:** Each director shall receive safeguarding training specific to the Executive Board.

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**Specific Skills Required/ Person Specification:**

* Must have a genuine interest in basketball and a firm knowledge of all aspects of the game including personal experience in basketball activities and serving the membership.
* Must have the time and capacity to attend all board meetings and contribute fully to meetings and the decision-making process.
* Must be willing to undertake assignments as part of a committee and complete appropriate reports to the board.
* Committed to driving the sport forward and working with other people in sport – moving the sport in a positive direction
* Along with other Board members, contribute to preparation of business strategies and overall financial plan for the sport
* Must be willing to represent the board and Basketball England at events, meetings with stakeholders and external partners.
* Strong financial background is required
* A good working knowledge of the new Code for Sports Governance .
* Holding the CEO to account for the running of Basketball England whilst equally supporting the CEO and staff
* Must have the ability to communicate effectively and be committed to equality and inclusivity.
* Must be able to demonstrate a fair and balanced approach to all aspects of governance.

*Basketball England is fully committed to equality in terms of opportunity and open access. This includes commitment to protecting and tackling discrimination and ensuring that no employee, applicant, volunteer or member receives less favourable treatment on the grounds of the protected characteristics of age, sex, race (including colour, nationality, ethnic or national origins), disability, religion or belief, sexual orientation, marriage and civil partnership, gender reassignment, pregnancy and maternity.*

**The Executive Board - Terms of Reference:**

* Directors are fully accountable members of the Executive Board and are expected to adhere to the powers and duties of the Executive Board as set out in Articles 32 to 63 of the organisation's Memorandum & Articles of Association.
* Each director is a member of Basketball England (Article 8a) and four directors are required for there to be a quorum for a board meeting (Article 34).
* Board meetings are generally held every two/three months.



**Primary Duties:**

* To establish policies, procedures and strategies regarding the governing of Basketball England's operations.
* To set the strategic direction and priorities for the organisation.
* To identify and manage risks.
* To employ, manage and work with the Chief Executive.
* To monitor and evaluate organisational achievements.
* Each director should apply the level of skill and judgement that may reasonably be expected of a person with his or her knowledge and experience.
* Directors with special skill and knowledge are expected to apply that skill and knowledge to matters that come before the Board.

**Personal Attributes and Skills:**

Every director should ideally also have the following abilities:

* To prepare for, attend and contribute to board meetings by reading all board meeting documents prior to meetings in order to contribute to the analysis and decision making and actively debating the issues.
* To see the big picture and the implications and impact on issues in the broader sense.
* To distinguish between the separate but complementary roles of governance and management.
* To understand the position of the organisation in its markets and its relationship to key stakeholders.
* To look beyond the short-term and ensure that the board adopts a longer-term strategic approach to increasing basketball participation in England.
* Possess significant knowledge of the fundamental elements of the game including participation, talent development, coaching, officiating and volunteering.
* To remain objective and measured under pressure.
* To participate actively and harmoniously, respecting and valuing the contributions of others and contributing to effective teamwork.
* To promote equality of opportunity and have the ability to positively influence change within the basketball community.

**Purpose and Function:**

Basketball England's purpose is to serve its members' interests and the Executive Board is directly accountable to its members. Directors have a responsibility to ensure that the culture of the organisation reflects this purpose. They must be sensitive to the need to meet this responsibility to members in an impartial way as between members.

A prime function of the Executive Board and its directors is to provide leadership and governance for the sport of basketball in England. In doing so the directors should promote, by example, the values identified by the Committee on Standards in Public Life (the Nolan Committee) as follows:

* **Selflessness:** Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
* **Integrity:** Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
* **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders or public office should make choices on merit.
* **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
* **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
* **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
* **Leadership:** Holders of public office should promote and support these principles by leadership and example.