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**A Code of Conduct for Mountain Training UK & Ireland’s Board of Directors**

**Overall purpose**

The purpose of this code of conduct is to provide Directors with clear guidelines as to the expected standard of behaviour, responsibilities and good practice in fulfilling their obligations to Mountain Training UK & Ireland (MTUKII).

The code of conduct expands on the Articles of Association for Mountain Training UK, which details the legal role of the Directors, their powers, and how individuals can be disqualified.

**Role of Directors**

MTUKI provides Directors with guidance outlining their specific role and responsibilities. In fulfilling their general roles and responsibilities Directors must:

* act in the best interests of MTUKI at all times, taking professional advice where necessary.
* contribute to the work of the board in order for MTUKI to fulfil its objects as defined in the Articles of Association.
* recognise that their role is a collective one and be aware that any task or function delegated to an individual Director or Board committee does not relieve the other Directors of the responsibility for that task or function. This concept of collective responsibility constitutes your fiduciary duty under company law.
* support and assist the executive staff, where appropriate.

**Eligibility to serve**

A Director must not be disqualified from acting as such and must provide a fit and proper person declaration at the time of appointment.

**Conflicts of interest**

The board of Directors has a legal obligation to act in the best interests of Mountain Training UK & Ireland, and in accordance with the Articles of Association, and to avoid situationswhere there may be a potential, real or perceived, conflict of interest.

Upon appointment, and at least annually, Directors are required to complete a declaration of interest form. This document must be updated when a material change occurs. A register of interests will be maintained. Declaration of interests is a standing item on all meeting agendas and Directors are expected to declare any interests that arise in response to each meeting agenda.

**Standards of conduct**

Directors are required to adhere to the highest standards of conduct in the performance of their duties. This code of conduct respects and endorses the seven principles of public life promulgated by the Nolan Committee and all Directors are expected to perform their duties in accordance with them. The seven principles are: **Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership**

In addition, MTUKI requires Directors to perform their duties in accordance with the vision, mission and values of the organisation. Directors are encouraged to:

* value the opinions and perspectives of fellow Directors, even when these differ from one another
* treat the staff within the Mountain Training network with respect and in accordance with the policies laid out in the various staff handbooks
* be mindful of conduct which could be deemed to be unfair or discriminatory
* conduct themselves in a manner which reflects positively on MTUKI at all times.

**Meetings**

Directors have a responsibility to attend four meetings of the board and three meetings of the Council per year. When this is not possible they should submit an apology to the Company Secretary in advance of the meeting. Directors are expected to attend for the duration of each meeting.

Non-attendance of three consecutive Directors’ meetings will result in the Director being deemed to have resigned their position, unless the grounds for absence are regarded as satisfactory by the Board.

Formal minutes are taken at each meeting. Minutes are confidential to the Board of Directors and the Chief Executive Officer. Minutes signed by the Chair are deemed evidence of decisions taken by the Directors.

**Confidentiality**

All Directors are required to respect the confidentiality of the information they are exposed to as a result of their membership of the board of MTUKI. All Directors, when dealing with sensitive and confidential issues, are required to act with discretion and care in the performance of their role.

**Ceasing to be a Director of MTUKI**

Directors must continue to comply with the qualifications required to hold a Director position throughout their period of tenure, as defined in the Fit and Proper Person declaration. Any changes that would render the Director ineligible to serve must be forwarded to the Chair.

Directors may resign their office ahead of their three-year tenure by writing to the Chair and Company Secretary.

The confidentiality requirements referred to above continue to apply after the Director leaves office.

**Disciplinary**

In acting in the role of Director individuals are expected to always adhere to the code of conduct. However, should instances arise when an individual does not uphold the principles of the organisation, they will be dealt under the same disciplinary and capability procedures that Mountain Training UK apply to staff with the Chair and Chief Executive Officer dealing with the disciplinary. See staff handbook for the disciplinary policy.