

ACTIVE PARTNERS TRUST ("APT")

a company limited by guarantee: 10876876

CODE OF CONDUCT FOR THE APT BOARD OF DIRECTORS

This Code of Conduct was approved by the Board of Directors
on 30 October 2017 under the powers contained
in Articles 24.1 and 29.1 of the Articles of Association dated 20 July 2017

1. General Duties of Company Directors

As Directors of a company limited by guarantee, the APT Board will have particular regard to the general duties of directors as set out in Part 10, Chapter 2 of the Companies Act 2006:

“A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -

- (a) the likely consequences of any decision in the long term;*
- (b) the interests of the company's employees;*
- (c) the need to foster the company's business relationships with suppliers, customers and others;*
- (d) the impact of the company's operations on the community and the environment;*
- (e) the desirability of the company maintaining a reputation for high standards of business conduct; and*
- (f) the need to act fairly as between members of the company.”*

2. The Seven Principles of Public Life ('Nolan Principles')

As a body in receipt of substantial public funds, Board Directors of APT will also be mindful of the Nolan Principles:

- **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 of 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 interests.
- **Leadership:** Holders of public office should promote and support these principles by leadership and example.

3. The Code for Sports Governance

As a body subject to the October 2016 Code for Sports Governance, Board Directors of APT will also commit to meet the following behavioural Requirements of the Code:

- The Board of APT shall maintain and demonstrate a clear division between the Board's management and oversight role and the executive's operational role (**Requirement 1.1 C**);
- All APT Directors must act in the best interests of the organisation, and in a manner consistent with their legal duties (**Requirement 1.2**);
- The Board of APT shall foster openness and debate amongst Directors (**Requirement 1.21 A**);
- All APT Directors are required to act at all times, with integrity, in a forthright and ethical manner and in accordance with APT's policy on management of conflicts of interest (**Requirement 4.4**); and
- The Board of APT shall undertake that the organisation exhibits honesty, integrity and competence in financial matters (**Requirement 5.2**).

4. Commitment to Board Behaviours

In carrying out his/her role as a Board Director of APT, each individual makes a commitment to:

- comply with all his/her obligations as a company director as required by law, by the Company's Memorandum and Articles of Association, and by decisions approved in General Meetings of the Company;
- place on the agenda for meetings of the Board or Committees of the Board any matter relating to the Company's business that the Director considers should be discussed;
- challenge and contribute to the development of strategy constructively;
- be willing to take direction and advice from the Chair, whilst also feeling confident enough to challenge and listen to alternative views;

- bring to the meetings a strategic perspective, vision and the ability to work positively within a team;
- ensure that s/he understands the views of major funding partners and stakeholders;
- ensure that s/he is consulted upon and receives adequate information in a timely fashion about the finances, proposed strategy plans and activities that may have a material effect on the Company;
- ensure that s/he has access to such key managers, service providers and/or professional advisors of APT as may be required to enable the Board Member to perform his/her duties;
- obtain independent professional advice at APT's expense if s/he consider that this is required in order to enable him/her to discharge his/her duties as a Director, provided that s/he first obtains the permission (not to be unreasonably withheld) of the Board;
- provide a Declaration, in a form agreed by the Board, that the individual meets the criteria to be considered a Fit & Proper Person to hold the position of a Director on the APT Board; and
- disclose immediately any personal interest in any activity of APT and take no further part in any Board and/or Committee discussion of the matter, in accordance with APT's Articles of Association and its Policy on Managing Conflicts of Interest.

5. Commitment to Board Activities

In carrying out his/her role as a Board Director of APT, each individual makes a commitment to:

- attend all Board meetings called during the year, unless prevented by exceptional circumstances;
- attend the Annual General Meeting and other General Meetings of the Company as may be necessary;
- act as a member of such APT Committees as the Board shall decide;
- carry out, to the best of the individual's abilities, any responsibilities allocated by the Board to the Board Member in his/her position as a company director of APT;
- undertake, as requested by the Board and to the extent of his/her agreed level of availability, specific tasks inside or outside the Company to further the presentation of APT and its objectives; and
- notify the Board of outside appointments and interests, in compliance with APT's Policy on Declarations of Interests, and (for as long as s/he remains an APT Director) only accept such outside appointments as shall be agreed by the Board to be compatible with APT's demands on the Director's time, and not detrimental to the interests of the Company.

6. Commitment to Developing Skills & Experience

In carrying out his/her role as a Board Director of APT, each individual makes a commitment to:

- participate in a comprehensive, formal and tailored induction;
- ensure that s/he understands as fully as possible:
 - the business of APT and its services;
 - the environments in Derbyshire and Nottinghamshire in which APT operates;
 - the roles of APT staff and service providers;
 - APT's organisation, structure and methods of working;
- seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant;
- participate in an annual exercise to evaluate the individual and collective effectiveness of the APT Board; and
- follow up on such training and/or development as may be identified through the annual evaluation.

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