

How do I become a Director of Snowsport England?

Directors' Duties

The following is a summary of the various duties that apply to directors.

Directors' duties can be divided between statutory duties and general duties, although there is an element of overlap.

The board meet approximately 6 times a year, three of these meetings will be in conjunction with Council.

Each board member is assigned to one of the management sub committees

- Coaching
- Schools
- Freestyle
- Nordic
- Alpine Race

Additionally board members can be given the role of PR and Marketing or Finance, depending on their expertise.

The main board roles are:

- To represent the stakeholders.
- Provide development, strategic direction and leadership.
- Provide accountability.
- Provide HR and financial stewardship.
- Risk management.

1. Appointment and Removal

- a) The appointment of a director must be for the benefit of the company as a whole and not for any ulterior purpose.
- b) A director voting as a member is not restricted by conflict of interest and duty.
- c) Directors can be removed by ordinary resolution of the directors before expiration of the office notwithstanding anything in the Articles or any agreement between the company and the director.

2. Duty of Care

- a) Directors owe their duty to the company, not the members, but regard should be given to the interests of shareholders, employees and creditors, with the latter only when close to, or actually, insolvent.
- b) Directors must exhibit a degree of skill reasonably expected from a person of his knowledge or experience, but members have no right to expect a standard of

management which may be of the highest quality. If a director has special knowledge relevant to the company's business he is bound to use it for the benefit of the company.

- c) A director is not liable for irregularities of which he had no knowledge, unless a "reasonable man" would have been suspicious; in the absence of grounds for suspicion, a director is justified in trusting some other official to perform duties honestly.
- d) A director will be liable, however, if any person concerned in the management of a company of it can be shown that he has ".....been guilty of any misfeasance or breach of any fiduciary or other duty in relation to the company". This covers breach of duty of skill and care.
- e) Directors are liable for all damage sustained by the company as a result of breach of duty by the members of the Board in carrying out their functions. Individuals may escape liability if they prove no fault is personally attributable to them; the converse may also be true.
- f) A director is not bound to give continuous attention to the affairs of the company, nor to attend all meetings, although he ought to do so whenever reasonably able to do so.

DIRECTORS' CODE OF PRACTICE

1. Before election, appreciate the duties and responsibilities of being a director and sign acceptance of these, and willingness to sign Code of Practice if elected.
2. Upon initial election as a director, complete Form 288a for registration at Companies House, make full declaration of interest of self and family for presentation at first Board meeting, and sign acceptance of Directors' Code of Conduct.
3. Attend as many Board meetings and any other meetings at which director(s) involved, as possible.
4. Ensure register of interests is kept up-to-date, announcing any new ones at the next possible Board meeting.
5. Partake fully in discussions at Board and other meetings, by voicing opinion on all subjects and allowing others to do so, within constraint of time and context of meeting.
6. Use any relevant special knowledge for the benefit of ESC.
7. Propositions of the Board, whether unanimous or by majority, become formal decisions of the Board.

Such decisions should not therefore be challenged after agreement, nor attempts be made to change them before the next meeting or by unanimous agreement in writing.

8. All Board business should be kept confidential until released into public knowledge by the publishing of the minutes or other approved means.

Any unauthorised breaches of confidentiality to members, public or press will be treated as a breach of duty of care.

If there is any doubt, or need, as to disclosure of information, this should be cleared with the President or Chief Executive/Secretary.

9. Knowledge gained as a director must not be used to further their own interest, business or personal, unless fully declared.

Nominations to become a Director.

Nominations may only be made by affiliated Full Members (i.e. a members' Ski Club, Educational Establishment, or a Voluntary or Statutory Organisation).

All nominations should indicate the name of the (fully paid up) affiliated Full Member making the nomination and should be accompanied by written consent from the nominee. A nomination will only stand if it is seconded by another affiliated Full Member.