

west lothian leisure
XCITE

***Standing Orders, Operating Guidelines
and Code of Conduct***

West Lothian Leisure is a company limited by guarantee registered in
Scotland (SC 543017) and a Scottish Charity (SC 27470)

FOR SPORT - FOR HEALTH - FOR LIFE



XCITE



www.westlothianleisure.com
www.facebook.com/xcitewestlothianleisure

CONTENTS

	<u>Page</u>
Introduction	3
Interpretation	3
1. Duties and Powers of the Board	4
2. Secretary	4
3. Treasurer	4
4. Health and Safety Director	4
5. Selection of Directors and Term of Office	4
6. Meetings	5
7. Register of Directors Interests	5
8. Directors that are Employees	5
9. Minutes	5
10. Publication of Minutes and Papers	6
11. Standing Sub Committees	6
12. Financial Control	7
13. Appointment of the Chief Executive	7
14. Copies and Amendments	7
Appendix 1 – The Role of the Chief Executive	8
Appendix 2 – The Role of the Chair	8
Appendix 3 – The Role of the Secretary	9
Appendix 4 – The Role of the Treasurer	9
Appendix 5 – The Role of the Health and Safety Director	10
Appendix 6 – Audit and Finance Sub Committee Remit	10
Appendix 7 - Board Code of Conduct	11 to 17

Standing Orders and Operating Guidelines

INTRODUCTION

This document, in its initial form, was adopted by the Board of Directors on 29 March 2017, and supersedes the previous version which related to when West Lothian Leisure (WLL) was structured under the Co-operative and Community Benefit Societies Act 2014. This document amplifies and supports the Articles of Association of the company. It also seeks to lay down a basis for a reasonable understanding of the respective duties, responsibilities and powers of the Board, its Chair and other Directors, its Sub Committees, the Chief Executive and other employees. This document should be read in conjunction with the Articles of Association.

INTERPRETATION

In this document, unless the context otherwise requires, the following expressions have the following meanings:

“the Act” means the Companies Act 2006

“the Board means the Board of Directors (also referred to as Trustees or non-executive Directors)

“Executive Management” means the Chief Executive

“Senior Management Team” means the Directors of Operations, Human Resources, Business Development and Head of Finance and Administration

“Operational Management” means the Senior Management Team and subordinate staff

“Articles” means the Company’s Articles of Association approved by the Board

“Company” means the Company Limited by Guarantee registered under registered in Scotland (SC 543017 and Scottish Charity (SC 27470) known as West Lothian Leisure, also referred to as “the Organisation” or “the Charity”

“The Council” is West Lothian Council who are sole members of the company.

Words importing only the neuter gender include the masculine and feminine genders and vice versa. Words importing only the masculine gender include the feminine gender and vice versa

1. DUTIES AND POWERS OF THE BOARD

- 1.1 The Board has a duty to strategically manage the organisation and to ensure it provides suitable and efficient sports, physical activity, health improving, leisure and cultural services for the community it serves.
- 1.2 The Organisation has various powers including powers to make charges, acquire, hold and dispose of property, provide facilities; supply goods and services; employ staff; borrow and invest money; raise funds; accept gifts and otherwise facilitate the achievement of the objects of the organisation.
- 1.3 It is the duty of the organisation to keep proper audited accounts.
- 1.4 The Board shall, at its meetings, focus on strategic issues and through its policy setting and decision making role, set the framework within which the Chief Executive operates. The role description of the Chief Executive is appended to these Standing Orders as Appendix 1.

2. SECRETARY

- 2.1 The role description of the Secretary is appended to these Standing Orders as Appendix 3.

3. TREASURER

- 3.1 The role description of the Treasurer is appended to these Standing Orders as Appendix 4.

4. HEALTH & SAFETY DIRECTOR

- 4.1 In addition to the Office Bearers referred to in the Articles the Board has determined that they shall, from their number, appoint a Health & Safety Director at each Annual General Meeting (AGM). The role description of the Health and Safety Director is appended to these Standing Orders as Appendix 5.

5. SELECTION OF DIRECTORS AND TERM OF OFFICE

- 5.1 The process for selecting Directors is set out in the Articles. In addition to this any process for selecting Independent Directors will be open and transparent, fair and equitable, be consistent with the Organisation's equality policy and meet the needs of the Board at that time.
- 5.2 That the term of office for Directors will be as follows:
 - (i) West Lothian Council Directors will be appointed by West Lothian Council serving for the term of the administration of the Council (see clause 7.12 of the Articles);
 - (ii) The Trade Union Director can serve for up to 3 years (see clause 7.13 of the Articles) but will be eligible for reappointment. There is a preference that the Trade Union Director is a member of staff;
 - (iii) Independent Directors can serve for up to 5 years (see clause 7.11 of the Articles) but will be eligible for reappointment. Independent Directors are to be representative of (but not limited to), sport, culture, facility users / customers, academia and the business community.
 - (iv) Up to one employee of WLL can be appointed as an Employee Director for up to 3 years, selected by a ballot of all WLL employees.

Article 11.1 states that the Chairperson shall not be a Council Director. There is a strong preference that the Chairperson is an Independent Director, so that they are independent from any organisation.

The Board should determine whether Directors are independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, a Director's judgement. In doing so guidance should be taken from the UK Corporate Governance Code.

6. MEETINGS

In addition to the provisions of the Articles, the Board have determined that the following supplemental provisions will apply:-

- 6.1 No business other than as disclosed on the agenda shall be transacted at a meeting unless, as a matter of urgency, it is agreed by a majority of the votes of the Directors present and voting on the question. The agenda and appropriate papers will be issued 7 to 14 days prior to meetings.
- 6.2 The validity of any meeting of the Board shall not be affected by any vacancy amongst the Directors, or by any defect in the nomination or appointment of a Director.
- 6.3 At meetings of the Board the Chair is responsible for preserving order, ensuring every member has a fair hearing and deciding on all matters of order, competency and relevancy. The ruling of the Chair on these matters can be over-ruled by a vote of two thirds of the Directors present.
- 6.4 If any member of the Board disregards the authority of the Chair or displays obstructive or offensive conduct, that member may be suspended for the remainder of the meeting, if it is agreed by a majority of the votes of the Directors present and voting on the question.
- 6.5 In addition to the power to adjourn conferred upon the Chair, the Board may agree, if it is agreed by a majority of the votes of the Directors present and voting on the question, to adjourn any meeting to such time as the majority may then determine and the provisions of the rules governing meetings adjourned by the Chair will apply mutatis mutandis.
- 6.6 In relation to article 18.2.3 (of the Articles of Association) if a Director is not able to be in the place of a meeting but notifies their intention to join the meeting, suitable communications will be put into place (e.g. speaker phone, skype). In such a case that Director(s) can count towards the quorum.

7. REGISTER OF DIRECTORS INTERESTS

- 7.1 The Secretary to the Board shall maintain a Register of Directors interests. It is the responsibility of Directors of the Board to ensure that all relevant information is disclosed and to promptly notify the Secretary to the Board of any changes. That Register is open for inspection by any member of the Board. (See page 15).

8. DIRECTORS THAT ARE EMPLOYEES

- 8.1 Directors of the Board who are also employees of the Organisation (including if appropriate the Secretary) shall, unless invited to remain by a resolution of the other Board Directors present, withdraw from that part of any meeting of the Board at which the appointment, promotion, conduct, suspension, dismissal, retirement, or terms and conditions of employment of any employee of the Organisation is to be considered but will be deemed to form part of the quorum of any such meeting even during the withdrawal.
- 8.2 Any member of Operational Management who may be in attendance shall, unless invited to remain by a resolution of other Board Directors present, withdraw from that part of any meeting of the Board at which the appointment, promotion, conduct, suspension, dismissal, retirement, or terms and conditions of employment of any member of Operational Management is to be considered.

9. MINUTES

- 9.1 At every meeting of the Board the minutes of the last meeting shall be taken as the first agenda item, except in cases where the Directors present decide otherwise, and if agreed to be accurate, shall be approved by the Chair of the meeting as a true record.

10. PUBLICATION OF MINUTES AND PAPERS

- 10.1 Subject to any direction that the Chair may give to the Secretary to exclude publication of items that the Chair determines to be of a confidential or sensitive nature that should not be published the Secretary to the Board shall ensure that a copy of:

- A
- (i) the agenda for every meeting of the Board;
 - (ii) the draft minutes of every such meeting, if they have been approved by the Chair of the meeting;
 - (iii) the approved minutes of every such meeting;
 - (iv) any report, document or other paper considered at any such meeting shall in each case as soon as possible, be made available at the Organisation's Head Office at Xcite Bathgate Leisure Centre, Balbardie Park, Torphichen Road, Bathgate, to any person wishing to inspect them.
- B The Secretary to the Board shall also ensure that a copy of the latest revenue account and balance sheet of the organisation that has been laid before the members in AGM including a report made thereon by the auditor, is available at the registered office of the organisation, that being Xcite Bathgate Leisure Centre, Balbardie Park, Torphichen Road, Bathgate, West Lothian EH48 4LA.

- 10.2 In addition to the provisions of Clause 10.1 there may be excluded from any item required to be made available under paragraph 10.1 above, any material relating to:

- (i) a named person employed or proposed to be employed by the Organisation;
- (ii) any matter which by reason of its nature the Board is satisfied must be dealt with on a confidential basis.

11. STANDING SUB COMMITTEES

- 11.1 In addition to the provisions of the rules governing sub-committees, the Board has determined that the Chair and any other members of the Board may attend any meeting of any Sub Committee and count towards the quorum and vote.

- 11.2 A Sub Committee may include persons who are not Board members but such persons shall not be entitled to vote at meetings of a Sub Committee.

- 11.3 The Board shall set up an Appeals Sub-Committee for the purposes of and in accordance with the provisions of the Organisation's Employee Handbook

- 11.4 In addition to the rules of the Organisation governing sub-committees the Board has determined that there shall be set up an Audit and Finance Sub-Committee to review and monitor all of the Organisation's activities, policies and procedures, in relation to corporate governance compliance. The Audit and Finance Sub-Committee shall make recommendations to the Board. The remit of the Audit and Finance Sub-Committee is appended to these Standing Orders as Appendix 6.

- 11.5 The Board shall appoint a Chair and members for each Sub Committee at its Annual General Meeting. Normally appointments shall be for a period of one year.
- 11.6 Each Sub Committee shall determine the frequency of its meetings and the dates of its meetings.
- 11.7 Each Sub Committees shall advise the Board on any matters as the Board may from time to time remit to them.
- 11.8 Minutes of meetings of Sub Committees of the Board shall be presented to the first available meeting of the Board.
- 11.9 The Quorum of Sub-Committees shall be three.

12. FINANCIAL CONTROL

- 12.1 All disbursements of cash equal to or greater than £600,000 shall be made by cheque or other written instrument signed by the Chief Executive (or in his absence by an authorised nominee) plus one member of the Board.
- 12.2 All disbursements of cash less than £600,000 shall be made by cheque or other written instrument signed by the Chief Executive (or in his absence by an authorised nominee).

13. APPOINTMENT – CHIEF EXECUTIVE

- 13.1 Upon any determination to appoint a Chief Executive, or upon a vacancy in the Chief Executive's post, the Board shall convene an Appointment Sub-Committee consisting of at least three members, of whom one shall be the Chair of the Board and who shall act as Chair of the Appointment Sub-Committee. All recommendations of the Appointment Sub-Committee shall be referred to the Board for decision.
- 13.2 The Chief Executive shall not be involved in the decision for the appointment of his/her successor.
- 13.3 The Appointment Sub-Committee shall make arrangements for recruiting and selecting the successful candidate. These arrangements shall include, preparing a description of the post, advertising the vacancy, determining criteria for short-letting and making arrangements for interviewing and assessing candidates.
- 13.4 If the Appointment Sub-Committee is unable to agree on a candidate to be appointed, they may make arrangements for repeating the appointment process with or without re-advertising the post.
- 13.5 The pay and terms and conditions of employment of the Chief Executive shall be determined by the Board.

14. COPIES AND AMENDMENTS

- 14.1 A copy of this document shall be given to every Board member and shall be available, upon request to the Secretary to the Board, to any member of staff of the Organisation.
- 14.2 Any proposed amendments to the Articles, Standing Orders, Operating Guidelines or Code of Conduct must be approved by 6 or more Directors.

APPENDIX 1 – THE ROLE OF THE CHIEF EXECUTIVE

The role is to be responsible for the activities of the Organisation and for the management of the facilities, property and employees subject to the direction of the Board and to support the Chair, office bearers and members of the Board in their decision-making processes and advice on matters relating to Charity and Company Law.

It is for the Chief Executive to determine, within the budget and in consultation with the Board, the staff complement, both full-time and part-time, which is required for the purposes of the Organisation.

All staff appointments shall be made in accordance with procedures approved by the Board.

Upon the creation of any new post or upon the occurrence of a vacancy or expected vacancy in any non-temporary post other than an Executive Management post, the Chief Executive shall make arrangements for determining a job description for the post, a person specification, advertising the post, determining criteria and procedures for short listing applicants, nominating an appointment group consisting of at least 3 persons to interview the short listed candidates and, if appropriate to do so, appoint one of the candidates interviewed.

The Chief Executive has general responsibility subject to any arrangements made by the Board for:

- (i) determining the duties and responsibilities to be allocated to and performed by members of staff, including their hours of work and their work location;
- (ii) determining the grading of staff appointed according to the scale of grades currently applicable in relation to employment with the Organisation;
- (iii) recommending the exercise of any discretion of the Board with respect to the remuneration to be paid to staff;
- (iv) operating staff development and appraisal policies.

All staff are to be appointed to specific posts in the Organisation, on such terms and conditions of service as the Board may determine in negotiation or consultation with the appropriate Trade Union or other recognised body representing staff interests for bargaining purposes.

The Chief Executive shall agree the agenda for each Board meeting with the Chair. If in doubt whether a matter should be taken to the Board for a decision the Chief Executive will raise the matter with the Chair who will decide whether the decision can be taken by the Chief Executive, by the Chair, collectively by the Chair and Chief Executive or by the Board.

A fuller list of the duties of the Chief Executive are shown in the Job Description for the post.

APPENDIX 2 – THE ROLE OF THE CHAIR

The Chair is responsible for preserving order, ensuring every member has a fair hearing and deciding on all matters of order, competency and relevancy at meetings of the Board.

The Chair shall be the main point of contact on the Board for the Chief Executive.

The Chair shall be kept informed by the Chief Executive of all matters that may affect the strategic management of the Charity, or materially affect the operations of the Organisation. The Chair shall report such information to the other members of the Board, as appropriate.

The Chair shall act as one of the Organisation's main authorised signatories for financial and other transactions.

The Chair shall be the Spokesperson for the Board, and shall consult other members of the Board and the Chief Executive in fulfilling this role as far as is practical.

The Chair shall carry out his duties in compliance with the Organisation's rules and the law.

APPENDIX 3 – THE ROLE OF THE SECRETARY

The Secretary shall put in place arrangements to ensure:-

- 1) the proper calling of Annual General and General meetings by issue of an agenda and appropriate papers, 7 to 14 days prior to the meeting
- 2) the proper recording of discussions and decisions on all items of business in the Organisation's minutes
- 3) the approval and custody of the Organisation's minutes
- 4) the submission of the Organisation's annual accounts and the Auditor's report on the Organisation's annual accounts to the Financial Conduct Authority, OSCR and any other relevant body

The Secretary shall be responsible for the custody of the Seal of the Organisation.

The Secretary shall act as one of the Organisation's main authorised signatories for financial and other transactions.

The Secretary shall carry out his/her duties in compliance with the Organisation's Articles, Standing Orders and the law.

APPENDIX 4 – THE ROLE OF THE TREASURER

The Treasurer shall put in place arrangements to ensure:-

- 1) the custody of all funds, securities, valuable papers and other assets of the Organisation.
- 2) the establishment and maintenance of a satisfactory system of control of the Books of Account, cash holdings and all receipts and remittances of the Organisation.
- 3) the deposit of all cash in accordance with the provisions of these Standing Orders
- 4) the preparation and submission, every two months, to the Board an interim revenue account of the Organisation from the beginning of the current year to the end of the preceding month and a balance sheet of the Organisation as at the end of such month
- 5) the preparation and submission to the Auditor of such financial reports and returns as the Auditor may require
- 6) the keeping of a copy of the latest balance sheet for the time being, including a report made thereon by the auditor, always available at its registered office.

The Treasurer shall report, or arrange for a report to be made, to every General Meeting of the Organisation.

The Treasurer shall act as one of the Organisation's main authorised signatories for financial and other transactions.

The Treasurer shall carry out the duties in compliance with the Organisation's rules and the law.

APPENDIX 5 – THE ROLE OF THE HEALTH AND SAFETY DIRECTOR

The Health and Safety Director shall hold office until replaced at the next AGM. The Health and Safety Director may resign office at any time by giving notice in writing to the Secretary of the Board. Resignation from such office will not in itself be resignation as a Director. At the first meeting following the resignation the Board shall appoint a new Health and Safety Director from amongst their number to hold office until the next AGM.

The Health and Safety Director shall:-

- 1) act as the Board's health and safety champion
- 2) ensure that health and safety is considered in all Board decisions
- 3) consider the Health and Safety implications of any report presented to the Board and make any necessary recommendations to improve the Health and Safety of employees, customers and contractors

APPENDIX 6 – AUDIT AND FINANCE SUB-COMMITTEE REMIT

The primary purpose of the Audit and Finance Sub Committee is to scrutinise the financial performance of the Organisation, review governance and internal control systems, monitor risk, maintain an appropriate relationship with the Organisation's Auditors and regularly review the Organisation's pension provision. Any concerns or recommendations should be made to the Board.

Within that overall purpose the responsibilities of the Audit and Finance Sub Committee shall include the following:

- To regularly scrutinise the management accounts and financial performance of the Organisation and highlight any areas of concern to the Board
- To keep under constant and at least annual review the effectiveness of internal control systems
- To regularly review the Organisation's risk register and highlight any high risks to the Board with recommended actions for mitigation
- To ensure the Organisation's assets are protected including the maintenance of adequate insurance cover, and make appropriate recommendations to the Board
- To notify the Board of any incidence of fraudulent activity
- To regularly review the governance of the Organisation (including the Articles, Standing Orders and Code of Conduct) and make any necessary recommendations for improvement to the Board
- To approve the annual audit plan
- To appoint external auditors, subject to ratification by the Board
- To discuss with the external auditor, before the audit commences, the nature and scope of the audit
- To review the annual financial statements before submission to the Board considering:-
 - any material changes in accounting policies and practices
 - major judgemental areas
 - material adjustments resulting from the audit
 - the quality of the Organisation's financial forecasting and budget information
 - compliance with accounting standards

- To discuss problems and reservations arising from any interim and final audit, and any matters the external auditors may want to discuss (in the absence of management if necessary).
- To review the external auditors management letters and management's response, and to submit them to the Board for consideration
- To consider matters arising from any internal audit report and make recommendations on any necessary actions to the Board
- To review (at least annually) the Organisation's pension provision to ensure that it remains fair for employees and affordable for the Organisation. This will include a review of:
 - The levels of employee and employer contribution into the Organisation's defined contribution Pension Scheme
 - Our compliance with relevant legislation
- Any other matters that the Board wishes to delegate to the Audit and Finance Sub Committee for further consideration or scrutiny

APPENDIX 7 - BOARD CODE OF CONDUCT

1. INTRODUCTION

1.1 This code is intended as a guide for Board Directors,

- (i) to indicate the standards of conduct which are expected of them;
- (ii) to enable them to understand their obligations in carrying out their duties and;
- (iii) to assist them in their relationship with other Director of the Board and the Chief Executive.

The Code is therefore aimed at promoting effective and well-informed Organisation governance. It is not intended to be a definitive or authoritative statement of the legal implications of Board Trusteeship.

1.2 In addition to this Code, Directors are recommended to familiarise themselves with the following documents, copies of which will be supplied to them in an induction pack on appointment;

- (i) The purpose and objects of the Organisation (as set out in the Articles).
- (ii) The Organisation's current Vision and Business Plan, Annual Report and Financial Statements;
- (iii) Information on the role of Directors of the Board
- (iv) The Standing Orders, Operating Guidelines, Code of Conduct and Articles.

1.3 This is not an exhaustive statement. Directors wishing full details will find descriptions in the source documents listed above. If necessary, the Secretary to the Board is empowered to take legal advice. However, ultimate responsibility for the appropriateness of conduct of any member of a corporate body and for any act or omission in that capacity rests with the individual member.

1.4 This Code applies to the Board, all Sub Committees, advisory groups, working parties or other bodies to which Directors may be appointed.

2. DUTIES AND RESPONSIBILITIES

- 2.1 Directors of the Board owe a fiduciary duty to the Organisation. This means that they must show loyalty and trust and must act in good faith and in its interest. Directors must conduct themselves honestly, diligently and, subject to collective responsibility under section 5 of this Code, independently of any obligation or commitment that they may have to another person or body.
- 2.2 Any decisions Directors take at meetings of the Board or its Sub Committees must have regard to the interest and benefit of the Organisation as a whole and not for any improper purpose, sectional interest or personal motive. The “benefit of the Organisation” can be taken to mean, first and foremost, the interests of its customers and other clients of the Organisation’s services, the safeguarding and administration of the Organisation’s funds.
- 2.3 Directors are appointed in a personal capacity, not as “representatives” or “delegates” of any external body, and are not in law bound by any mandate given by others. This applies equally to any member nominated by an external body or appointed by an election procedure.
- 2.4 Directors are required to observe the responsibilities given to the Board within the legislation governing the operation of the Organisation. The duties of the Directors under the Charities and Trustee Investment (Scotland) Act 2005 are as follows:-
- (1) A member must, in exercising functions in that capacity, act in the interests of the charity and must, in particular—
 - (a) seek, in good faith, to ensure that the charity acts in a manner which is consistent with its purposes,
 - (b) act with the care and diligence that it is reasonable to expect of a person who is managing the affairs of another person, and
 - (c) in circumstances capable of giving rise to a conflict of interest between the charity and any person responsible for the appointment of the charity trustee—
 - (i) put the interests of the charity before those of the other person, or
 - (ii) where any other duty prevents the member from doing so, disclose the conflicting interest to the charity and refrain from participating in any deliberation or decision of the other Trustees with respect to the matter in question.
 - (2) The Directors of a charity must ensure that the charity complies with any direction, requirement, notice or duty imposed on it by virtue of this Act.
 - (3) Subsections (1) and (2) are without prejudice to any other duty imposed by enactment or otherwise on a member in relation to the exercise of functions in that capacity.

- (4) Any breach of the duty under subsection (1) or (2) is to be treated as being misconduct in the administration of the charity.
 - (5) All Directors must take such steps as are reasonably practicable for the purposes of ensuring -
 - (a) that any breach of a duty under subsection (1) or (2) is corrected by the member concerned and not repeated, and
 - (b) that any member who has been in serious or persistent breach of either or both of those duties is removed as a member.
- 2.5 In the transaction of the Board's business, Directors must have regard to the different, but complementary, responsibilities given to the Chief Executive as the Organisation's Chief Executive. It is the Board's function to decide strategic policy and overall direction and to monitor the performance of the Chief Executive. It is the Chief Executive's role to implement the Board's decisions, and to manage the Organisation's affairs within the budgets and framework determined by the Board.
- 2.6 Directors must ensure that they are responsible for the proper use of income derived from all sources, such as from West Lothian Council, NHS, Creative Scotland and **sportscotland**.
- 2.7 In their work for the Board, Directors must utilise such skills as they possess and exercise such care and diligence as would be expected from a reasonable person in the circumstances. This is particularly relevant when functions are delegated to a Sub Committee of the Board or to an individual. Directors of any Sub Committee must be careful to act within the terms of reference of any Sub Committees on which they serve.
- 2.8 The Chair shall raise any conduct issues with any Director. The Chair has the right to raise any conduct issues of Council Directors with the Chief Executive of the Council.

3. POWERS

- 3.1 Directors are responsible for taking decisions which are within the powers given to the Board. The main pieces of relative legislation are the Companies Act 2006 and the Charities and Trustee Investments (Scotland) Act 2005
- 3.2 Any member who believes that the Board is likely to exceed its powers by taking a particular decision must refer to the Secretary to the Board for advice.

4. PERSONAL INTEREST

- 4.1 Like other persons who owe a fiduciary duty, trustees must seek to avoid putting themselves in a position where there is a conflict either actual or potential between their personal interests and their duties to the Board. In particular, they must not allow any conflict of interest to arise, which might interfere with the exercise of their independent judgement.
- 4.2 Directors must disclose to the Board any financial interest, which they have, or may have, in:
- (i) the supply of work or goods to or for the purposes of the Organisation;
 - (ii) any other contract or proposed contract concerning the Organisation;
 - (iii) any other matter relating to the Organisation.
- 4.3 An interest does not have to be financial for the purposes of disclosure. If it is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement, then the interest, financial or otherwise, must be reported to the Secretary to the Board and be fully disclosed to the Board before the matter giving rise to the interest is considered.
- 4.4 Conflicts of interest may also exist for Directors involved in the appointment of new Directors to the Board. Such conflicts of interest must be disclosed at the earliest opportunity to the Secretary to the Board who will decide if that Director is able to participate in the appointment process. In the event that the conflict of interest involves the Secretary, the Secretary will raise the matter with the Chair who will decide.
- 4.5 Directors must not participate in the discussion on a matter giving rise to conflict of interest. On no account must trustees vote in relation to any such matter.
- 4.6 Council Directors on the board do not have to declare an interest solely because they are a Councillor or Member of another Devolved Public Body. They have been appointed to the West Lothian Leisure board by West Lothian Council under the provisions of article 7 of West Lothian Leisure Articles of Association.
A Council Director (in common with other Directors on the board) must disclose any direct or indirect pecuniary or other interest in relation to an item of business to be transacted at a meeting of West Lothian Leisure's board, or a sub-committee board, before taking part in any discussion on that item.
Where an interest is disclosed under the above terms the onus is on the member declaring the interest to decide whether, in the circumstances, it is appropriate for that member to take part in the discussion of, or voting on the item of business.
- 4.7 Directors must not accept gifts, hospitality or benefits of any kind from a third party which might be seen to compromise their personal judgement or integrity. Offers of such gifts, hospitality or benefits must be referred to the Secretary to the Board, who will advise trustees as appropriate.
- 4.8 The Secretary to the Board maintains a Register of Directors' Interests, which is open for inspection by any member of the Board. Directors are responsible for routinely disclosing such relevant business interests, financial or otherwise, which they or, so far as they are aware, their spouses or partners, children or other close relatives may have. Directors must also inform the Secretary to the Board whenever their circumstances change and any interests are acquired or lost. Guidance on the Register is as follows:-

REGISTER OF DIRECTORS' INTERESTS - GUIDANCE NOTES

Any interest, financial or otherwise, which is likely or would, if publicly known, be perceived as being likely to interfere with the exercise of a member's independent judgement must be disclosed to the Board. The interest will then be recorded in the "Register of Directors' Interests" which is maintained and held by the Secretary to the Board.

That Register enables Directors to disclose relevant business interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Board's decision making processes. That Register is open to public inspection.

It must be emphasised that individual Directors are in the best position to decide what business interests are relevant and must be disclosed. However, Directors may find it helpful to consider whether any particular interest must be disclosed by reference to the following headings, which are set out as a guideline. Board Directors are also invited to provide the same information, if known, in respect of close family Directors.

Category of Interest	Information to be Provided
Paid Employment	Name of Employer
Self Employment	Names of customers accounting for a significant proportion of individual or company income, that is over 10%.
Directorship of Commercial Companies	Names of Companies
Significant Shareholdings	Names of Companies in which a member owns a significant proportion of issued share capital, that is over 5%.
Elected Offices	Names of Authorities
Public Appointments (paid or unpaid)	Names of Bodies or Organisations

5. COLLECTIVE RESPONSIBILITY

- 5.1 The Board operates by trustees taking consensus or majority decisions at quorate meetings (i.e. 6 or more for a Board of 11). Therefore, a decision, even when it is not unanimous, is a decision taken by the Directors collectively and each individual member has a duty to stand by it. This applies whether or not the member was present at the meeting of the Board, when the decision was taken. If the Chair considers a matter to be of such importance that a majority vote of a quorate meeting is not sufficient to pass the matter, the Chair can exercise discretion to seek agreement from the majority of Trustees.
- 5.2 Board Directors are collectively responsible for carrying out the fiduciary duties required of the Organisation.
- 5.3 Although collective responsibility is the expected norm, circumstances may arise when a member has a duty to dissent from a decision taken by the Board or a Sub Committee and, if authorised, raise the matter with the Committee/Board agreement of the other trustees to have the disagreement recorded in the minutes. A Director also has the right to consult the Chair of the Board or Sub Committee when it next meets. In exceptional circumstances of a serious nature, a Director can discuss with the Secretary to the Board the calling of a special general meeting and, if appropriate, request the Secretary to the Board to circulate the member's views in advance of the special general meeting to the other trustees.

6. CONFIDENTIALITY

- 6.1 Because of the Board's public accountability, Directors must ensure that as a general principle, any person has access to information about the proceedings and decisions of the Board. Accordingly, agendas, minutes and other papers relating to meetings of the Board or its Sub Committees are normally available for public inspection in the Organisation's Head Office at Xcite Bathgate Leisure Centre, Balbardie Park, Torphichen Road, Bathgate after they have been approved for publication by the Chair. Minutes of Board meetings will be posted on the charity's website after they have been approved as an accurate record by the Board.
- 6.2 There will be occasions when the record of discussions and decisions will not be made available for public inspection, for example, when sensitive issues are considered, individuals named, or for other good reasons. The records of such excluded items are kept confidentially by the Secretary to the Board and are circulated in confidence to those trustees entitled to receive them.
- 6.3 It is important that the Board and its Sub Committees have full and frank discussions in order to take decisions collectively. To do so, requires trust between Directors and a shared corporate responsibility for decisions. Directors must keep confidential any matter which the Chair or the Directors of the Board or of any Sub Committee, are satisfied must be dealt with on a confidential basis.
- 6.4 Directors shall adhere to the Media Relations Policy. They shall not make statements relating to the proceedings of the Board or its Sub Committees to the press or media or, at any public meeting without first having obtained the approval of the Chair. In the absence of the Chair it would normally be appropriate to discuss the matter with the Chief Executive. Directors must understand and accept that it is not ethical to criticise, canvass or reveal the views of other trustees, which have been expressed at meetings of the Board or its Sub Committees.

- 6.5 The Organisation recognises that the internet provides unique opportunities to participate in interactive discussions and to share information on particular topics using a wide variety of social media, such as Facebook, Twitter, blogs and wikis. However, Directors' use of social media can pose risks to the Organisation's confidential and propriety information, and reputation, and can jeopardise its compliance with legal obligations. To minimise these risks Directors are expected not to use social media in a way that breaches confidentiality, legal obligations or damages the reputation of the Organisation or its Directors or employees.

7. ATTENDANCE AT MEETINGS

- 7.1 Whilst it is understood that many Directors have numerous other commitments, a high level of attendance at meetings of the Board is expected so that Directors can fully understand the functioning of the Organisation and can perform their functions effectively. Directors who are unable to attend meetings are expected to tender apologies and to inform the Secretary to the Board if they are likely to be unavailable for an extended period.
- 7.2 In the event of regular non-attendance at meetings of the Board a Director can cease to be a member of the Board. After three successive non attendances or three non-attendances in a 12 month period, the Chair will meet with the Director to discuss their attendance and make a recommendation to the Board.

8. BOARD TRAINING AND DEVELOPMENT

- 8.1 Directors are encouraged to obtain a good knowledge of their duties and responsibilities by participating in the Board induction programme and in training events, which are held from time to time.
- 8.2 To promote a culture, which encourages continuous improvement of Organisation governance, trustees are invited to carry out a regular collective evaluation of the performance of the Board. This may take the form of a written report addressing the functioning, procedures and quality of decision-making with recommendations of how improvements could be achieved in the future.
- 8.3 All new Directors will be required to participate in an induction led by the Chair.

XCITE



www.westlothianleisure.com

www.facebook.com/xcitewestlothianleisure