



Board and Directors' Roles and Responsibilities

Scottish Fencing Ltd (SF) is a company limited by guarantee and governed by the Companies Act 2006. The Act sets the legal framework within which the Company, the Board and the Directors must operate. The Board is responsible for everything which Scottish Fencing does and fulfilling all obligations placed on the company by law and by **sportscotland**, in particular in relation to public funding.

The Board's role is to:

- determine the strategic direction of fencing in Scotland;
- oversee the activities of staff and volunteers in pursuit of the objects of promoting fencing in Scotland;
- maintain ethical standards and all legal obligations;
- safeguard the well-being of everyone fencing in Scotland.

Directors' Responsibilities

The Companies Act places duties on all Directors to:

- act within SF's constitution, that is the Articles of Association and any Bye-laws and policies agreed by the Board;
- promote the success and interests of SF;
- exercise independent judgement, and reasonable care, skill and diligence in all they do as a Director;
- avoid situations which could lead to a direct or indirect interest which may conflict with the interests of SF;
- declare any interest they may have in any proposal, transaction, or arrangement of SF;
- not accept any benefit from anyone as a result of being a Director or for doing, or not doing anything as a Director.

These duties are set out in full in Sections 170-177 of the Act.

There is a specific SF Code of Conduct for Directors which sets out nine key principles which must guide Directors' behaviour: selflessness, integrity, objectivity, accountability, openness, honesty, leadership, public service and respect.

Roles

All Directors are expected to:

- attend Board meetings – about 10 per year – to contribute to strategy development and collective decision-making;
- attend General Meetings when they occur;

- bring ideas and solutions to grow the sport, deliver SF strategy and maintain an active fencing scene in Scotland;
- take responsibility for a portfolio of activity and lead on that portfolio on behalf of the Board, bringing issues to the Board for decision when they judge it necessary;
- read papers and respond to issues between Board meetings;
- take part in Board training as requested;
- abide by the codes of conduct and governance standards set by Scottish Fencing and **sportscotland**;
- act as an ambassador for the sport in all discussions, and as a champion for Scottish Fencing in conversations with members, volunteers, stakeholders and potential members;
- be visible to the membership.

There are specific job descriptions for the Chair of the Company and the President, which are additional roles assigned to particular Directors, and for the Finance Director, who must be an appointed Independent Director. Otherwise, the Board assigns portfolios to individual Directors in line with their skills and experience. Within their portfolio each Director oversees activity and takes decisions on behalf of the Board.

Board Portfolios

The current portfolios and their specific responsibilities (2022) are:

Clubs, Club Development and Participation

- focus on clubs, club development, and pathways into clubs;
- build West of Scotland development plan;
- lead Swordmark assessment panel;
- work with Equalities on attracting members from diverse background.

Community Change

- participation within Community Engagement area of *Forging the Future* strategy;
- support the SF *Changing Lives* programme for clubs.

Equalities and Diversity

- lead development and implementation of Equalities Strategy;
- co-ordinate progress and achievement of Equality Standard for Sport;
- deliver Equalities action plan;

Events

- direct and oversee the organisation of the Scottish Open, Scottish Championships and other major competitions;
- build Competitions and Calendar groups.

Governance

- ensure SF complies with all statutory requirements;
- monitor and review SF policies and procedures;
- keep accurate Policy Register, present updates and changes to the Board;
- manage Board training;
- manage AGM and election processes;
- ensure Company Secretary duties carried out timeously.

HR

- lead on SF's HR policies and procedures, support SF staff with recruitment and retention of employees and volunteers;
- oversee communications to members, clubs and stakeholders .

People Development

- align coaching qualifications to CIMPSA;
- build Coaching group;
- maintain Referee Pathway;
- contribute to strategy for educating and attracting volunteers.

Performance

- recruit and work with athletes, team managers, squads, high performance areas;
- oversee selection, ensuring compliance with SF policies and procedures;
- review selection processes regularly and implement updates;
- aim to reinstate or access performance support from **sportscotland** in long term;
- lead the development of a Talent Development Programme;
- liaise with BF to understand their pathway and its impact on Scottish athletes.

Safeguarding (with an active Safeguarding Officer)

- ensure safeguarding remains a focus for the Board, and SF Safeguarding policy and practice remains legally compliant and fit for purpose;
- act as a conduit for Safeguarding issues from the Board to the Safeguarding Officer and vice versa;
- act as the main contact on the Board for all safeguarding issues from the membership, and work with Safeguarding Officer to ensure they are resolved;
- maintain own training and promote training to the Board;
- liaise with Safeguarding Officer and Operations Manager to ensure SF meets conditions of **sportScotland** investment.