

GOVERNANCE HANDBOOK



Centre for Sport
& Human Rights

CLIFFORD
CHANCE

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1. INTRODUCTION

The Centre for Sport and Human Rights is a human rights organisation for the world of sport. It is engaged in ground-breaking and vital work to make sport safe, responsible, accountable and a force for social good.

The Centre's governance is critical to the success of its mission. Beyond just being effective, a vital element of the Centre's remit is to hold all actors in the world of sport, including those more powerful and influential, to account. This includes promoting the very highest standards of governance across the organisation. As a key part of this, the Board of Directors lend the Centre their energy, expertise and insight to help uphold the human rights of the millions of people and communities who participate in and are impacted by sport across the globe.

Together, the Advisory Council, Founding Institutions, Members, Permanent Observers, Directors, Staff, Special Advisors, and the alliance that supports the Centre, are a team of world-leading experts, decision makers and professionals collectively committed to the Centre's mission. The Centre is unique in having as Permanent Observers the key international standard bearers for human rights – the International Labour Organisation ("ILO") and Office of the UN High Commissioner for Human Rights ("OHCHR") – with roles for both recognised in the Articles of Association.

The Centre was founded in 2018 as the outcome of an unprecedented process of multi-stakeholder engagement and remains multi-stakeholder in character, working closely with the Members, Permanent Observers, and the Advisory Council, all of whom are committed to the [Sporting Chance Principles](#).

As well as upholding and promoting the Sporting Chance Principles, the Centre works to:

- Prevent human rights violations linked to sport;
- Strengthen access to effective remedies that are available for those who experience human rights abuses linked to sport; and
- Harness opportunities to promote human rights in sport that contribute to positive impacts and benefits for all.

This collective action starts from within the Centre itself and includes Directors and Staff, uniting in directing all our efforts and resources to these vital tasks.

2. PURPOSE OF THIS HANDBOOK

The purpose of this Handbook is to explain the Centre's governance and accountability structures, and set out the roles and responsibilities of Directors, as well as the values everyone associated with the Centre is expected to uphold and how they relate to its governance.

This Handbook will be reviewed and updated at least annually, with any material changes notified to the Board. It will be published on the Centre's website for the sake of transparency and to promote sharing good practice in governance across the world of sport. We welcome ongoing feedback and suggestions for improvements to the Handbook.

This Handbook should be read alongside the Centre's [Articles of Association](#) in Switzerland and the UK, the [Code of Conduct](#) and the [Policy Handbook](#) to ensure that Director's legal powers and responsibilities are understood and carried out effectively. All Centre governance documents are available to Directors through a secure online document store, which also contains the other relevant documents Directors need and through which management will share information to conduct the business of the Board. Details of how to access the store will be provided to Directors separately.

This Handbook is not in itself a policy of the Centre, and any information or obligations specified in relevant policy and governance documents will always take precedence.

The Centre's Code of Conduct prevails over any other policy or rule and includes policies relating to behavioural standards, safeguarding, inclusion and diversity, non-discrimination, bullying, sexual exploitation, abuse, harassment, conflicts of interest, bribery, and fraud. The Code of Conduct is intended to encapsulate what we believe to be the best practice and most transparent approach to all these issues and we want to ensure everyone involved in the Centre understands it and that it is implemented without hindrance by other documentation.

3. APPROACH TO GOVERNANCE

Governance of the Centre is rooted in the collective values that define its work. We endeavour to be:

- **Trustworthy** - we are competent, reliable, open, honest, transparent, accountable and sincere in our actions;
- **Legitimate** - we continually seek to broaden the authenticity of our work and the participation and engagement of, and accountability to, rights holders and affected groups. Our work is rooted in international human rights standards, draws on research and evidence, and is recognised and supported by global leaders and key institutions in the field of human rights;
- **Innovative** - we are ambitious, agile and constantly raising the bar by challenging the status quo, looking for opportunities for systemic change, improving current practices and advancing new ideas;
- **Collaborative** - we believe strength lies in working collectively as distinct and diverse individuals, and in seeking to work with and through others and organisations and as part of a global team and broader movement;
- **Enabling** - we seek to nurture a people-centred, values-based and impact-led working culture of change, and to build strength in others.

The Centre strives to exemplify these values by adhering to the highest standards in its governance structures, processes and conduct as well as through its accountability structures. This is particularly important to sustain the trust of rights holders and other stakeholders, particularly in view of the Centre's multi-stakeholder approach. It is also a source of legitimacy and a means to promote good governance standards throughout the world of sport. By implementing quality governance systems and sharing lessons learned openly, the Centre demonstrates its commitment to innovation, collaboration and enabling growth and change - for the Centre, for its stakeholders, its beneficiaries and for the world of sport as a whole.

Overall, the transparent and effective governance of the Centre is an end in itself and an important contribution toward its mission. By modelling good practice, the Centre itself, and those with governance responsibilities in particular, can be powerful ambassadors for raising standards and establishing effective tools to remedy problems as they relate to human rights.

4. CORPORATE STRUCTURE

The Centre for Sport and Human Rights refers to two entities - the parent or controlling entity incorporated in Switzerland and the operating entity incorporated in the United Kingdom. The Directors serve on the boards of both entities.



Figure 1 : Structure of the Centre

The parent entity is an Association incorporated in the Canton of Geneva under the name "Centre for Sport and Human Rights" (known as "**CSHR Association**") and registered with the Geneva Register of Commerce.

CSHR Association has been established by eight Founding Institutions, namely:

- the International Labour Organisation;
- the International Trade Union Confederation;
- the International Organization of Employers;
- the Swiss Federal Department of Foreign Affairs;
- the Commonwealth Games Federation;
- Human Rights Watch;
- the World Players Association;
- the Institute for Human Rights and Business.

Seven of the Founding Institutions are formally Members of CSHR Association, while the ILO are, along with OHCHR, Permanent Observers with

a right to attend meetings of the Members. By developing the statuses of Founding Institution and Permanent Observer, UN agencies are able to play a formal and foundational role in the establishment and governance of the Centre as an international non-governmental organisation. Their participation in this way speaks to the importance that the ILO and OHCHR attach to the work of the Centre.

The Members must meet at least once a year at the annual General Meeting of Members ("**GMM**") and may meet otherwise at an extraordinary General Meeting if requested by at least 20% of the Members. Additional Members may be admitted in the future by the process specified in CSHR Association's Articles.

CSHR Association holds no funds or assets itself and exists to provide oversight to the operational entity of the Centre which has been incorporated as a non-profit company in the United Kingdom under the name "Centre for Sport and Human Rights Limited" (known as "**CSHR Charity**") which is registered as a charity (Charity Number: 1187647; Company Number: 11422595), regulated by the Charity Commission of England and Wales.

CSHR Charity was incorporated on 19 June 2018 and initially functioned as a wholly-owned subsidiary of the Institute for Human Rights and Business ("**IHRB**"). Upon the formation of CSHR Association, IHRB handed over control of CSHR Charity to CSHR Association. CSHR Association is now the sole Member of CSHR Charity, meaning that the relationship between the entities is as parent and subsidiary.

Both CSHR Association and CSHR Charity have aligned purposes and the same Board of Directors. CSHR Charity, as the operating entity, already holds contracts in place with employees and consultants, for office space, and contracts with accountants, auditors, insurers, payroll services, human resources consultants, professional advisers, legal advisers, website providers, and others, as well as owning and controlling the intellectual property developed since incorporation (including the brand of the Centre).

This structure has the following benefits:

- The Centre's controlling entity is incorporated in Geneva, the international centre of human rights, by a diverse group of Founding Institutions including the Government of Switzerland, and close to key players and governing bodies in Lausanne and throughout Switzerland;
- The Centre's funds can be held by a regulated charity under the oversight of the UK Charity Commission ensuring that the Centre's funds are always used for charitable purposes to the benefit of beneficiaries;

- The stringent regulations applied to UK charities and the oversight by the Charity Commission makes UK charities attractive to donors and participants.

In practice, the Centre's Board meets three to four times per year and conducts back-to-back Board meetings of both entities (see below Meetings & Business of the Board).

5. ACCOUNTABILITY STRUCTURE

Within the legal structure of the Centre, there are different elements with different responsibilities and points of accountability between them. These are summarised in Figure 2.

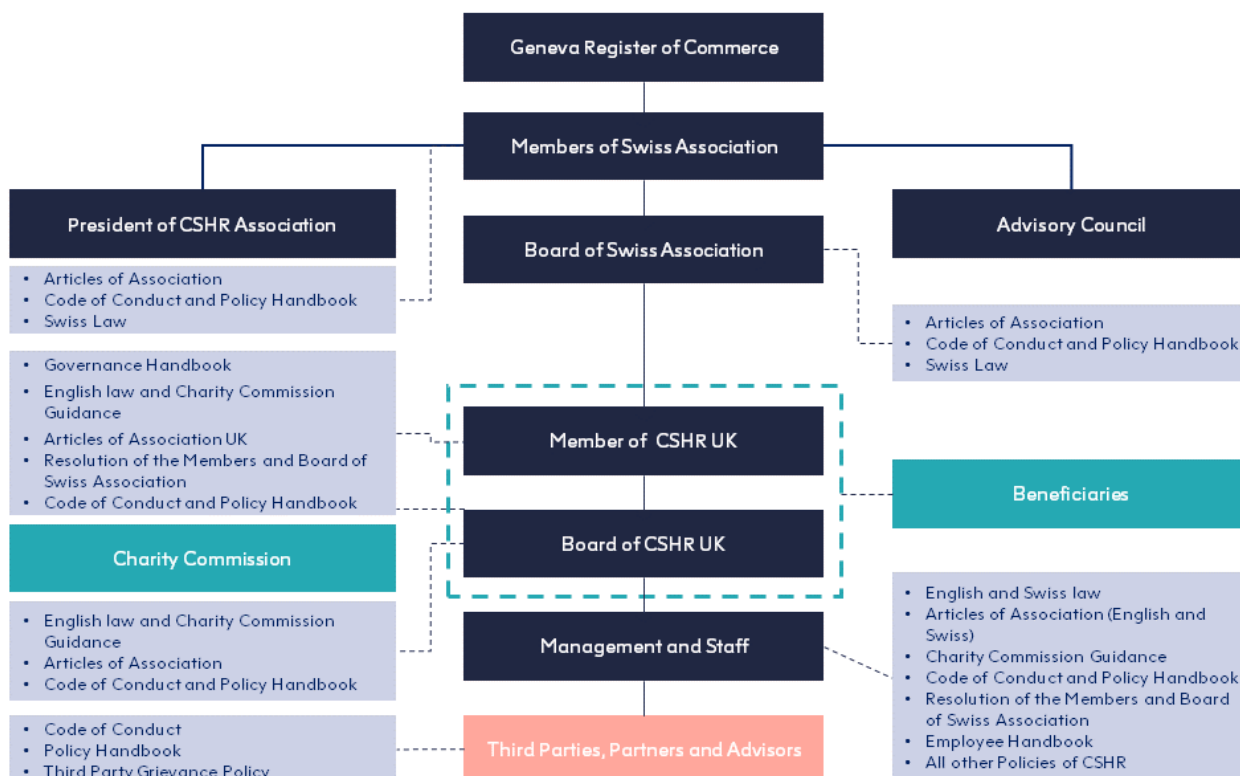


Figure 2: Accountability Structure of CSHR

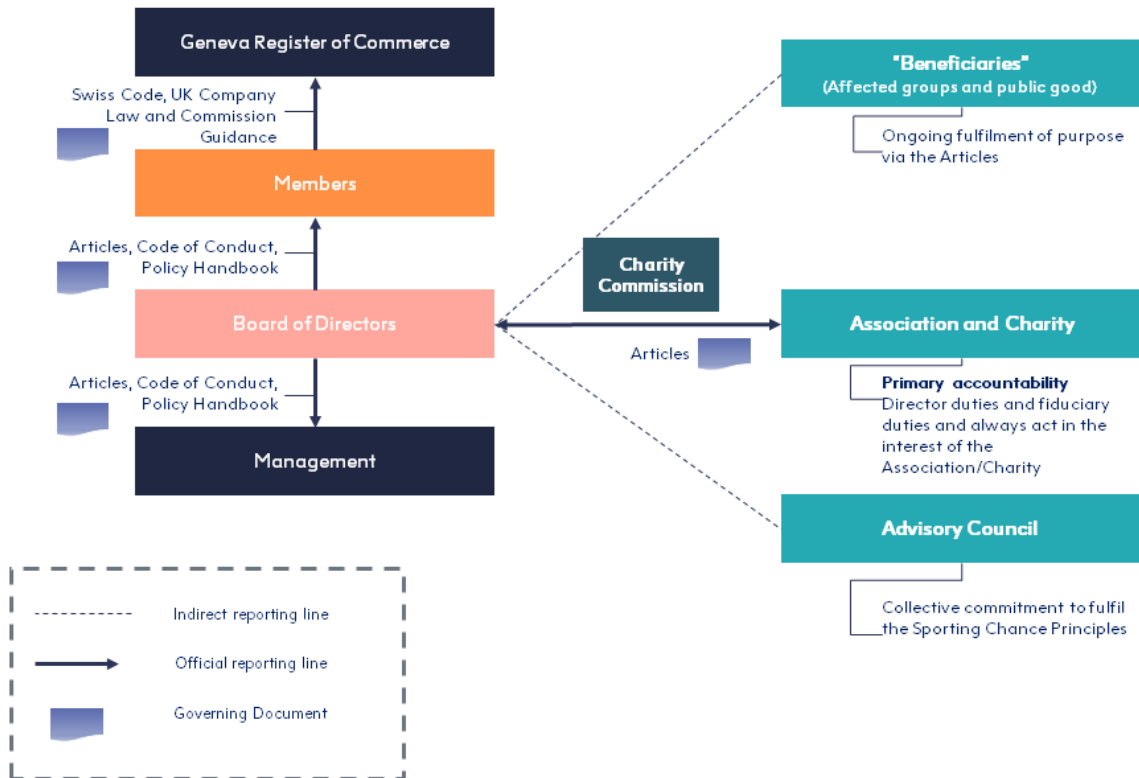


Figure 3: Accountability of Directors

The relationships between different elements of the Centre are defined by the document or documents indicated in the diagrams, all of which are available for detailed reference by the Board in the secure online board document store under Key Documents.

In summary, the Board is responsible primarily to the Centre itself and must always act in the best interest of the Centre (including both CSHR Association and CSHR Charity). The Board is accountable to the Members of CSHR Association, and the beneficiaries of the CSHR Charity as defined in the respective Articles of Association and regulated by the Swiss Civil Code, the Companies Act 2006 and the UK Charity Commission.

The Directors should also consider their accountability and the Centre's accountability to the Advisory Council. Whilst this is not a legal accountability, the Directors are entrusted to consider reputational impact and risk to the participants of the Advisory Council.

The CEO is accountable to the Board, a relationship that is defined by the Articles of Association, the Centre's Code of Conduct and the Policy Handbook, and which is addressed in more detail in the next section.

6. THE ROLE OF THE BOARD

The role of the Board is to provide advice, guidance and oversight of the management of the Centre in line with its statutory and fiduciary responsibilities; and to provide a point of accountability for the CEO on behalf of the Members and of the beneficiaries of the Centre's work in pursuit of the Centre's mission.

The Directors are responsible first and foremost to the Centre itself and must always act in its best interests and in accordance with its Articles. The partnership between the Board and the executive leadership of the Centre's management team depends on a clear and shared understanding of how their roles and spheres of responsibility relate to each other.



Figure 4: Board Functions Working Through Management

(adapted from Tricker, B. (2012) *Corporate Governance: Principles, Policies and Practices*. 2nd edn. Oxford: OUP, p. 174)

The partnership between the Board and executive is also rooted in the Centre's values, especially by demonstrating mutual trust, working collaboratively and seeking to enable one another to achieve impactful change.

Directors should have a positive vision for the development of the organisation and its mission within the context of the Centre's multi-stakeholder approach and commitment to collective action.

Directors should collaborate as a Board and with management to share their invaluable expertise and experience that will provide guidance and foster effective overall decisions about the direction of the organisation. The management of the Centre is committed to enabling the work of Directors by providing information as needed and managing the Centre responsibly and effectively, knowing that an effective Board will in turn enable the leadership and staff of the Centre to maximise the impact of their expertise, talents and capacities.

Further guidance is available from the Charity Commission in its guidance document **The essential trustee: what you need to know, what you need to do** which the Commission requires you to read upon becoming a trustee.

6.1 Legal scope of the Centre's activities

The Centre's purpose is to **advance a world of sport that fully respects and promotes human rights**. Directors must ensure that the Centre is always working towards this purpose.

The Articles of Association for both CSHR Association and CSHR Charity are fully aligned and include the following relevant provisions:

- CSHR Association: Article 3, Achievement of Purpose; and
- CSHR Charity: Article 3, Mission; and Article 4, Objects.

The effect of these provisions is that the Centre may pursue activities and dedicate resources towards **promoting human rights within the world of sport throughout the world** by all or any of the following means:

- monitoring abuses of human rights;
- obtaining redress for the victims of human rights abuse;
- relieving need among the victims of human rights abuse;
- research into human rights issues;
- providing technical advice to government and others on human rights matters;
- contributing to the sound administration of human rights law;
- commenting on proposed human rights legislation; raising awareness of human rights issues;

- promoting public support for human rights;
- promoting respect for human rights among individuals and corporations and other organisations and enterprises;
- international advocacy of human rights; and
- eliminating infringements of human rights.

These are intentionally wide to provide appropriate scope of potential action, and are consistent with the recommended objects for a human rights organisation prescribed by the UK Charity Commission. While the Centre's strategy is much narrower and more specific, this list demonstrates the limits of what the Centre has authority to do, and therefore the limits of what Directors can authorise the Centre to do. At no point should the Centre be conducting activities that are not consistent with at least one of these means of achieving its purpose. The Centre's legal advisers are always available to answer any queries from Directors about the legally permitted scope of the Centre's activities.

6.2 Powers of Directors

The Board has the specific power to appoint the CEO and regulate the duties and responsibilities of that role. To ensure the confidence of the Board and the mutual trust described above, Directors are responsible for managing and assessing the performance of the CEO, and for the recruitment of any future CEO.

In addition to the power to appoint and supervise the CEO of the Centre, the Directors have a number of other specific legal powers to enable them to undertake their role.

When the Board needs additional specialist knowledge or recommendations in relation to a particular question, the Directors can set up sub-committees to assist them, provided that they are regularly monitored and reviewed; Directors may also request specialist advice from legal, financial or other appropriate advisors.

While Directors are of course not paid, both Swiss and English law allow that Directors be reimbursed reasonable expenses incurred while acting in that capacity. While Directors or people connected to them are generally not permitted any other financial benefit from the Centre, there are some exceptions to this in relation to CSHR Charity and English law to give Directors more flexibility to support income generation and fundraising. These are specified in the CSHR Charity Articles of Association at Article 5.4.

6.3 Responsibilities of Directors

Directors have specific responsibilities to perform in the laws governing the Centre. These duties are listed in full in Appendix 1, relating to both Swiss and

English law. Other specific responsibilities defined by the Centre's policies and Code of Conduct are listed for ease of reference in Appendix 2.

Among the statutory duties may be highlighted responsibilities of Directors common to both Switzerland and the UK, which include:

- (a) ***ensuring the submission of accurate financial statements to the relevant regulatory bodies;***

The Centre is obliged to produce reports and accounts that reflect current commercial and financial position. The consequent reporting and auditing requirements are also crucial to ensure the Centre's reputation for transparency and credibility.

- (b) ***upholding the reputation of the Centre at all times;***

Directors may be authorised by the Members to represent the Centre privately and publicly, but with the expectation that Directors will do so with the highest regard for its reputation and credibility. If disagreements or issues arise within the Centre, Directors should make every effort to resolve them internally before sharing them publicly.

- (c) ***supporting the objectives of the Centre;***

In the case of the Centre, this means committing to the promotion of human rights in sport generally and specifically to support the Sporting Chance Principles.

- (d) ***undertaking their duties to the best of their judgment and abilities;***

Directors have the ability to minute any disagreement against decisions of the Members if a Director does not believe that a decision is in the best interest of the Centre.

- (e) ***acting with openness, honesty, accountability and transparency and maintaining the integrity of the Centre;***

Besides observing the laws and rules governing the Centre and acting honestly in general, Directors engage with fellow Directors openly and ensure parity of information for meetings. This precludes, for example, agreeing a certain position with some Directors ahead of time on the basis of information not everyone has had access to or discussions to which not everyone was party.

- (f) ***observing confidentiality while acting as a Director and afterwards.***

Human rights can be life threatening and the work of the Centre is vital to ensure that breaches of human rights do not prevail. The Centre works consistently to ensure a safe environment based on trust between all participants. As such, all Directors must observe

confidentiality whilst acting in the position of Director, and after this role has ended. Especially given the often sensitive and even life-threatening nature of some human rights work, it is vital that the Centre's Directors do not disclose any information outside of the Centre in their dealings. If Directors become aware that confidentiality, or any other article, policy or rule is in breach, they must notify the CEO as soon as possible.

6.4 Conflicts of Interest

One important principle runs throughout all aspects of Director responsibilities and activities: statutorily and constitutionally as its legal fiduciaries, **Directors must always act in the best interest of the Centre.**

Naturally, the wide experience and networks individuals have in the worlds of sport, human rights and business are important to the Centre and will continue to involve Directors in other organisations in various roles; and this may give rise to actual or perceived conflicts of interest.

To maintain transparency and credibility, it is important that effective measures are in place to manage these conflicts. All Directors should familiarise themselves with the Articles relating to conflict of interests (CSHR Association Article 46 and CSHR Charity Article 7) and understand the key steps necessary to identify and manage them.

Directors must each, for example, declare any direct or indirect interest that they hold or could hold in a proposed transaction of the Centre which would conflict with the Director's duties, or the Centre's interests. Failure to do so would be a breach of a duty. It is the role of the Board collectively to consider whether any disclosed information from a Director amounts to a conflict; and if a majority of the Board feel a conflict has arisen or could arise in relation to a specific issue, the Director in question cannot be part of the decision-making process on it in any way and will not count towards the quorum.

To assist this process and for the sake of transparency and credibility, actual or potential conflicts of interest must be recorded effectively. As well as minuting the discussion of any potential conflicts at Board meetings, the Centre maintains an up-to-date Register of Interests to ensure that all Directors have visibility of as much relevant information as possible. Directors will be asked to provide relevant information on interests on a regular basis, but should also take the initiative to inform management of any new interest arising in the meantime.

Directors should note that a benefit to a Director permitted under the Centre's Articles - for example, the reimbursement of expenses - does not constitute an interest in the way meant here. Directors also do not need to share confidential information from outside the Centre, provided all conflicts are properly reported and dealt with in accordance with the Articles.

Where in doubt, we encourage all Directors to err on the side of caution and disclose any interests.



7. RISK MANAGEMENT

The Centre takes proactive approach to risk management at all levels.

With respect to the liabilities of Directors, Directors are able to delegate executive action to the management of the Centre and to seek advice from professionals or create expert subcommittees to make recommendations. Notwithstanding the overall expectation that Directors will perform their duties with care and diligence, potential liabilities can occur.

To mitigate any risks to Directors personally and to the Centre that might possibly arise, therefore, a robust approach to risk management includes:

- maintaining and regularly reviewing the Centre's Risk Management Framework (including policies and Risk Register), which will be available for review by the Board as part of its regular review cycle;
- a comprehensive and progressive set of documentation clarifying the responsibilities and expectations of anyone working for or with the Centre, available through the Code of Conduct and the Policy Handbook;
- using regulated professional services of high standing to provide necessary expertise and advice on financial, legal and other matters, including to comply with regulatory requirements such as external audits;
- employing subject experts with world-leading knowledge of best practice and current issues in the areas of work in which the Centre is engaged;
- working collaboratively with a wide range of internationally-renowned and respected organisations.

Directors will also have access to legal advice to ensure appropriate visibility of and advice on any potential strategic and operational risks. The risk management of the Centre has previously been overseen by the Board of IHRB and the outgoing Board of CSHR Charity, who in each case have been obliged at the point of ceding control to satisfy themselves and the UK Charity Commission that the management of the Centre was sound.

By the nature of its work, the Centre cannot entirely avoid certain types of risk to its reputation or in certain other areas: human rights abuses are rooted in imbalances of power, and challenging the powerful can never be entirely free of risk. These risks can be effectively managed, however, and do not include legal or regulatory risks, the avoidance of which the Centre is entirely committed to.

As the Centre's fiduciaries, the Directors can request information and/or take professional or other expert advice on a particular issue that may concern

them, make recommendations about how the Centre manages risk generally or in specific instances, and, ultimately in the remote case of such a serious difference, request the leadership of the Centre to take a particular course of action that the Board feels is necessary to meet its responsibilities.

In addition to managing and mitigating risks in this way, Directors are indemnified against any liabilities arising from their roles as Directors to the extent permitted under Swiss and English law by insurance purchased by the Centre. This insurance does not protect Directors in the case of gross negligence, fraud or criminal liabilities. A copy of the policy will be available in the online document store.

8. MEETINGS & BUSINESS OF THE BOARD

To ensure that Directors are able to fulfil their roles responsibly and that the partnership between the Board and the executive management of the Centre is as productive as possible, watchwords for managing the business of the Board are **efficiency** and **effectiveness**.

Through the secure online Board document store, Directors will have access at any time to the core documents and information necessary to fulfil their roles, as well as to regular updates and ongoing items for information between Board meetings.

Board meetings are structured to clearly identify standing items, items for approval by the Board - clear decision points following any necessary previous information and/or discussion - and items for discussion where Directors can shape the development of the Centre's approach to a particular issue or question. As an example, a model Board meeting agenda is included in the online document store. The Board can, of course, direct further details of the organisation of its meetings as well as specific topics it wishes to consider as needed.

There are some small differences in the exact format of Board meetings prescribed in Swiss and English law. These are in the relevant Articles of Association and Directors can ask for them to be clarified at any time. For the sake of simplicity, it is proposed that Board meetings are managed technically as back-to-back meetings of the Boards of both CSHR Association and CSHR Charity but practically as one meeting that ensures compliance with the requirements of both jurisdictions.

Board meetings should be held at least three times a year, although quarterly meetings are planned currently. Any Director may call a meeting of the Board. Meetings may be in person or virtual as long as the participants can communicate effectively with each other. At least 50% of the Directors must be present or attending virtually for the meeting to be quorate.

Each Director has one vote at each Board meeting. Directors are able to appoint a Chairperson of the Board, normally for an initial 12-month period, who will normally chair each board meeting. If voting on a particular issue is tied, the Chairperson has the casting vote. If the Directors become unhappy with the Chairperson or wish to change the role's occupancy at any time for any reason, they are free to revoke the appointment at any time based on a majority decision.

Directors are able to adopt resolutions outside of formal meetings by way of written resolutions. For these decisions to be made, more than half of the Directors must express their written consent to the passing of the resolution. The Chairperson of the Board must ensure an appropriate record of the adoption of written resolutions is kept to ensure their integrity.

9. KEY CONTACT

This Handbook has been developed as a starting point for Directors as they begin their work with the Centre and to publicly communicate the Centre's approach to governance. Directors and any other interested party are encouraged to raise questions or comments at any time to

James Brown, Operations & Governance Manager
james.brown@sporhumanrights.org

James is the primary point of contact in organising meetings and managing the business of the Board. Please contact him with any queries in the first instance.

APPENDIX 1 DUTIES OF DIRECTORS IN SWITZERLAND AND ENGLAND

All Directors have the following constitutional duties **in respect of the Swiss Association,**

- 1.1 Each Director shall perform their duties with due care and in the best interest of the Association, in particular in accordance with any applicable law, these Articles, any rules and policies adopted by the GMM and the any rules and policies adopted by the Board of Directors and applicable to the members of the Board of Directors.
- 1.2 In particular, each Director shall, at all times:
 - (a) ensure the Association is carrying out its purpose (as set out in these Articles) and acts for the public benefit and no other purpose;
 - (b) subject to (a) above, always acts in the best interest of the Association or where this is not possible, declare a conflict of interest;
 - (c) ensure that they are accountable to the Association and not to stakeholders, donors, patrons, Members or any other person;
 - (d) manage the Association's finances responsibly, including ensuring that assets are used only for public benefit and for the Association's purpose and to not over-commit the Association;
 - (e) ensure the Association is accountable.

All Directors have the following statutory duties **in respect of the English Charity,** taken from the Companies Act 2006.

s.171 Duty to act within powers

s.171.1 A director of a company must—

- (a) act in accordance with the company's constitution, and
- (b) only exercise powers for the purposes for which they are conferred

s.172 Duty to promote the success of the company

s172.1 (1) 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.

s.172.2 (2) Where or to the extent that the purposes of the company consist of or include purposes other than the benefit of its members, subsection (1) has effect as if the reference to promoting the success of the company for the benefit of its members were to achieving those purposes.

s.172.3 (3) The duty imposed by this section has effect subject to any enactment or rule of law requiring directors, in certain circumstances, to consider or act in the interests of creditors of the company.

s.173 Duty to exercise independent judgment

s.173.1 (1) A director of a company must exercise independent judgment.

s.173.2 (2) This duty is not infringed by his acting—

- (a) in accordance with an agreement duly entered into by the company that restricts the future exercise of discretion by its directors, or
- (b) in a way authorised by the company's constitution.

s.174 Duty to exercise reasonable care, skill and diligence

s.174.1 (1) A director of a company must exercise reasonable care, skill and diligence.

s.174.2(2) This means the care, skill and diligence that would be exercised by a reasonably diligent person with—

- (a) the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions carried out by the director in relation to the company, and
- (b) the general knowledge, skill and experience that the director has.

s.175 Duty to avoid conflicts of interest

s.175.1 (1) A director of a company must avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the company.

s.175.2 (2) This applies in particular to the exploitation of any property, information or opportunity (and it is immaterial whether the company could take advantage of the property, information or opportunity).

s.175.3 (3) This duty does not apply to a conflict of interest arising in relation to a transaction or arrangement with the company.

s.175.4 (4) This duty is not infringed—

- (a) if the situation cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (b) if the matter has been authorised by the directors.

s.175.5 (5) Authorisation may be given by the directors—

- (a) where the company is a private company and nothing in the company's constitution invalidates such authorisation, by the matter being proposed to and authorised by the directors; or
- (b) where the company is a public company and its constitution includes provision enabling the directors to authorise the matter, by the matter being proposed to and authorised by them in accordance with the constitution.

s.175.6 (6) The authorisation is effective only if—

- (a) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director, and
- (b) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted.

s.157.7 (7) Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

s.176 Duty not to accept benefits from third parties

s.176.1 (1) A director of a company must not accept a benefit from a third party conferred by reason of—

- (a) his being a director, or
- (b) his doing (or not doing) anything as director.

s.176.2 (2) A "third party" means a person other than the company, an associated body corporate or a person acting on behalf of the company or an associated body corporate.

s.176.3 (3) Benefits received by a director from a person by whom his services (as a director or otherwise) are provided to the company are not regarded as conferred by a third party.

s.176.4 (4) This duty is not infringed if the acceptance of the benefit cannot reasonably be regarded as likely to give rise to a conflict of interest.

s.176.5 (5) Any reference in this section to a conflict of interest includes a conflict of interest and duty and a conflict of duties.

s.177 Duty to declare interest in proposed transaction or arrangement

s.177.1 (1) If a director of a company is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the company, he must declare the nature and extent of that interest to the other directors.

S177.2 (2) The declaration may (but need not) be made—

- (a) at a meeting of the directors, or
- (b) by notice to the directors in accordance with—
 - (i) section 184 (notice in writing), or
 - (ii) section 185 (general notice).

s.177.3 (3) If a declaration of interest under this section proves to be, or becomes, inaccurate or incomplete, a further declaration must be made.

s.177.4 (4) Any declaration required by this section must be made before the company enters into the transaction or arrangement.

s.177.5 (5) This section does not require a declaration of an interest of which the director is not aware or where the director is not aware of the transaction or arrangement in question. For this purpose a director is treated as being aware of matters of which he ought reasonably to be aware.

s.177.6 (6) A director need not declare an interest—

- (a) if it cannot reasonably be regarded as likely to give rise to a conflict of interest;
- (b) if, or to the extent that, the other directors are already aware of it (and for this purpose the other directors are treated as aware of anything of which they ought reasonably to be aware); or

- (c) if, or to the extent that, it concerns terms of his service contract that have been or are to be considered—
 - (i) by a meeting of the directors, or
 - (ii) by a committee of the directors appointed for the purpose under the company's constitution.



APPENDIX 2

RESPONSIBILITIES OF DIRECTORS REQUIRED BY THE CENTRE'S CODE OF CONDUCT & POLICIES

Code of Conduct

- Obligation to ensure compliance with the Code of Conduct at all times. This obligation prevails over any obligation to comply with any other of the Centre's policies or guidance including this Handbook. (1.2, 2.3).
- Obligation to act in accordance with the purpose and spirit of the Code of Conduct and challenge any behaviour that does not adhere to the values enshrined within. (3.1).
- Act with professionalism, fairness and integrity in all duties (3.3) which will promote/enhance public confidence in the individual and the Centre. (3.5) This includes acting in the best interest of the Centre. (3.6).
- Obligation to notify the Centre of any incident that damages property, reputation or any other Relevant Person of the Centre. (3.6) .
- Obligation to follow the Code of Conduct's safeguarding policy acting in a way that will protect children and vulnerable adults both online and offline, in order to prevent them from physical or emotional harm, or sexual exploitation, and adhere to relevant law and regulations surrounding this. This includes a duty to inform the Centre of any civil or criminal proceedings of any nature pending in any respect of any allegations concerning any type of harm to a child or children or vulnerable adults. (4.1, 4.2, 4.3, 4.4, 4.5).
- Obligation to promote inclusivity and equality within the Centre including challenging any discriminatory behaviour. (5.1-5.9).
- Must not harass, sexually harass, or bully any employee/volunteer of CSHR directly or indirectly. This includes a duty to actively challenge or record any such behaviour if they witness it. (6.1/6.5/6.6/6.7).
- Duty to avoid engaging in any activity that could be an actual or potential conflict of interest (7.2). Duty to report a conflict of interest if there is one present (7.1/7.2) and to obtain prior authorisation from the Chairperson of the Board of Directors if you wish to partake in any activity that could be an actual/potential conflict of interest. (7.4).
- Must not promote any political, religious, or personal financial interests whilst in your professional capacity, and should not use any resources of CSHR for private purposes without permission. (7.8/7.9).
- Must not accept or pay, either directly or indirectly, anything that could amount to a 'bribe' or preferential treatment if not in accordance with laws. All gifts over 50 CHF or hospitality received in connection to the role should be declared. (8).

- Obligation to safeguard all data and confidential information appropriately, unless told to disclose it by law. (9).
- Duty to report any actual or suspected breaches of the code and engage with the investigation fully with integrity, honesty, and confidentiality. (10).

Policy Handbook:

- Obligation to take a human rights based approach to the Centre's programmes and activities. This includes an obligation to identify and mitigate any adverse human rights impact caused by the operations of the Centre or in connection with the Centre's business relationships. (2.4)
- Obligation to be familiar and follow all requirements set out in the Code of Conduct and the Policy Handbook when safeguarding children and vulnerable adults including following the nine basic requirements set out in General Comment No12 to the UN Convention on the Rights of the Child (3).
- Obligation to use social media in accordance with the Centre's behavioural standards and treat others and the Centre with respect online. (4.6/4.7). Directors must not provide references for other individuals on social or professional networking sites. (4.11).
- Power to authorise donations from any new donor exceeding 100,000 CHF in a given calendar year that is not from an existing member of the Advisory Council. (5.3.5).
- Power to authorise any disbursement or contract with a value exceeding 100,000 CHF or for any multi-year agreements a value of 50,000 CHF (other than employment contracts and consultancy agreements). (6.2).
- Obligation to seek suppliers fairly, honestly, and with attention to the quality of the product and the impact on the environment and society. (8.2)
- Check travel advice/medical conditions before travelling overseas, which you can refuse to do on reasonable grounds. (9.1/9.4/9.6)
- Power to approve external recruitment without prior advertising. (10.3)
- Obligation to maintain confidentiality (12).
- Obligation to select appropriate meeting venues. (13.1).
- Obligation to adhere to GDPR regulations (14.5) and power to exercise any GDPR rights (14.22).
- Obligation to use IT equipment responsibly and legally to prevent data corruption and ensure privacy to files, as well as keeping the equipment secure (15.3, 15.6, 15.7). This includes a prohibition against forwarding CSHR's

emails to a personal address and setting a password to all CSHR devices (15.11, 15.19).

- Power to raise a concern under the UK Public Interest Disclosure Act 1998 and the Complaints and Grievances Procedure. (16.5).
- Obligation on the Chairperson of the Board of Directors to review any potential wrongdoing of the Chief Executive and report their findings to the Board of Directors, following a complaint against the Chief Executive. (16.6).
- Obligation to declare gifts or hospitality over the value of 50 CHF if connected to your role as a Director of the Centre. (18.1)
- Duty to comply with the Centre's anti-bribery and corruption policy and all applicable local laws and regulations. (19).
- Duty to report any concerns about criminal activity with the Chief Executive or Deputy Chief Executive. (20.2).

CONTACT

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CLIFFORD
CHANCE



Centre for Sport
& Human Rights