



Trustee Code

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UKSA Arctic Road West Cowes, Isle of Wight PO31 7PQ

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Trustee Information

Purpose

The Trustee Code provides a framework to support, guide and ensure effective and enjoyable trusteeship at UKSA. The Trustee Code sets out the principles that trustees are expected to uphold, their main responsibilities and how the UKSA Executive Team can help support you in fulfilling your responsibilities.

Principles

The UKSA principles for trusteeship should underpin your actions and behaviours whilst a member of the UKSA Board.

- **Selflessness** - trustees should act solely in terms of public benefit and should not gain personally from any decisions or actions as a trustee.
- **Integrity and honesty** - trustees should not place themselves under any financial or other obligation to outside individuals and should declare any potential conflicts of interest.
- **Objectivity** - in carrying out the business of the charity, trustees should make choices based on merit.
- **Accountability** - trustees should be open about the decisions they make and be willing to submit themselves to whatever scrutiny is appropriate to their role.

Responsibilities of Trustees

As a trustee these are your main responsibilities:

1. **Vision and Strategy:** The UKSA Executive Team (CEO and Directors) is responsible for setting the vision and strategy gaining the input and approval of the Board of Trustees. The Trustees monitor the delivery of this strategy at a strategic level by working with the Executive Team.
2. **Values:** All the trustees 'live' the UKSA values and support the Executive Team's efforts to embed them across the organisation.
3. **Assessing impact:** The trustees ensure that UKSA has identified its beneficiaries and witness, first-hand, UKSA's charitable work to ensure it is having the desired social impact.
4. **Expertise:** Trustees share their skills and experience by regularly attending board meetings, sub-committees and working groups and in contributing to constructive debates. Trustees also use their skills and experience to support the Executive Team directly where appropriate.
5. **Finance:** The trustees are responsible for protecting the assets and resources of UKSA. This will be done by ensuring that there is a robust system of internal controls in place, being closely involved in financial budgeting and by agreeing an appropriate level of financial reporting with the Executive Team.
6. **Funding:** The trustees help UKSA maximise its diverse funding streams. They support UKSA in ensuring all activities are profitable to support charitable activities. Trustees will also oversee the acquisition of high-value contracts and support UKSA's fund-raising activities.
7. **Governance and risk:** The trustees are responsible for ensuring the structure of sub-committees is fit for purpose and agreeing levels of delegated authority with the Executive Team. Trustees also ensure appropriate governance is in place to identify and manage risk.
8. **Legal requirements:** The trustees are directors of the charity for the purposes of the Companies Act 2006 and are responsible for making sure UKSA is compliant with relevant legislation and that it adheres to the purpose and objects set out in its Memorandum of Association.
9. **CEO:** The trustees appoint the CEO and work closely with the CEO to provide constructive feedback on his/her management of the organisation.
10. **Ambassadors:** Trustees act as ambassadors for UKSA by raising our profile and introducing us to mutually beneficial networks.
11. **Performance:** Trustees are responsible for supporting the Chair in reviewing the Board's performance as frequently as the Board considers appropriate but at least every three years.

Responsibilities of Executive Team

The Executive Team also have a number of core responsibilities. Understanding these Executive Team responsibilities will enable trustees and the board to maximise their effectiveness. Therefore, the Executive Team will:

- Conduct day to day operations across UKSA. This will allow the trustees to focus on organisational performance and governance.
- Provide trustees with an overview and details of budgets and strategic plans, report on financial matters to the board and any relevant subcommittee.
- Lead and engage staff to deliver strategy and performance within budget.
- Ensure adherence to UKSA's Health & Safety and Safeguarding Policies, and lead on the management of risk across the charity.
- Strive to meet the needs of our beneficiaries daily and transform their lives for the better, providing opportunities for trustees to witness this transformation first-hand.
- Handle press enquiries and consult with the Chair should Board input be required.
- Scrutinise the financial viability of all activity, providing updates to trustees where appropriate.
- Lead by example when it comes to UKSA's values so that they can embed these values across the organisation.
- Provide regular updates to the Board and relevant sub-committees so trustees can monitor progress towards UKSA's strategic objectives and its annual budget and five-year plan.
- Provide the trustees with timely and accurate information on social impact.
- Work in partnership with the Board to ensure that it fulfils all its statutory and legal responsibilities.
- Invest time, money and other resources in order to help support and further develop good governance.
- Build long-term relationships with stakeholders.
- Provide the Board with the necessary administrative support to govern well.

How the Executive Team Communicates with Trustees

- Four quarterly governance meetings plus the subcommittee meetings each year
- Strategy days on an ad hoc basis in addition to the governance meetings
- Weekly, or otherwise as agreed call between the Chairman and CEO
- Quarterly written update from the CEO to the Board

This communication structure will be reviewed annually.

Trustee Responsibilities

- Appoint and develop the CEO
- Acting as external ambassadors
- Review of board performance
- 'Live' UKSA values
- Set risk policy and take legal responsibility
- Resolve conflicting interests
- Manage governance
- Ensure financial viability

Organisational Leadership

- Setting strategy
- Agreeing Budget
- Assessing impact on beneficiaries
- Sharing advice and expertise
- Fundraising activities
- Long-term profitability of organisation
- Governance and risk
- Legal requirements

Executive Responsibilities

- Conduct and oversee day to day operations across UKSA.
- Detailed financial scrutiny and viability of all activities and products
- Implement and deliver the strategy
- 'Live' UKSA values and engage staff to do the same.
- Meet needs of beneficiaries on a daily basis.
- Build long-term relationships with stakeholders.
- Regular monitoring of key activities and performance against budget.
- Respond to press enquiries.
- Manage risk and compliance of all activities

Breach and non-performance

Transparency in dealing with alleged breaches of this code is important. UKSA has adopted the following procedure:

- Possible or suspected breaches of the code should be reported to the Chair in the first instance who will investigate the complaint or issue. Where the Chair is in breach this should be reported to the Vice Chair who will investigate the complaint or issue
- The Chair may elect to bring the circumstance to the Board for discussion and consideration
- If needed, an appropriately balanced panel of three trustees will be appointed who will investigate the complaint
- The Chair, or Vice Chair, has a duty to take reasonable and appropriate steps to establish the facts and ensure that the trustee against whom the allegation has been made is given a fair opportunity to put their case in writing or in person. The trustee will also be entitled to be accompanied by a colleague or friend to any meeting or panel that is convened
- The panel will notify its conclusions and any recommendations for action to the Board
- There is no right of appeal
- Where possible issues will be resolved by private discussion with, and guidance from, the Chair, or Vice Chair; on occasions it will be appropriate for the Chair to provide formal guidance which will be communicated in writing
- For major or persistent breaches of the code a trustee may be removed from office
- To inform and deal with breach or non-performance, all parties will adopt accepted best practice in line with UKSA trusteeship principles (shown on page 3).

About UKSA

Charitable Purpose

UKSA's objectives are set out in its Memorandum of Association. The Charity is established: -

1. To advance the education and physical, mental and spiritual development of children (or young persons under the age of 25) by providing or assisting in providing facilities for training in sailing and seamanship for those who have need of such facilities by reason of poverty or social or economic circumstances (so that they may grow to full maturity as individuals and members of society.)
2. To provide or assist in the provision of facilities for the recreation and other leisure time occupation of the general public, and in particular facilities for water sports and outdoor activities in the interests of social welfare and with the object of improving their conditions of life.
3. To advance the education of the public in all aspects of maritime activities and in particular in matters relating to
 - (a) the promotion of personal safety
 - (b) the prevention of accident
 - (c) navigation
 - (d) engineering
 - (e) seamanship
 - (f) stability and construction of boats
 - (g) communication at sea
 - (h) maritime law
 - (i) business and interpersonal skills
4. To promote community participation in healthy recreation through the provision of sailing facilities

General Overview

UKSA Purpose

UKSA inspires and supports children & young people to broaden their horizons through our life enhancing water-based activities, education and training for careers at sea.

What We Do

We provide adventures for children and train professional career students to work within the growing global maritime sector each year. We support our students to believe in themselves by providing a hand up not a handout. Our professional education, mentoring and training pathways create exciting long-term maritime career opportunities empowering our students to succeed for themselves, their communities and society.

We have a 3.5-acre site in Cowes, providing on site food and accommodation for up to 270 learners at any one time, and we have ambitious plans to increase impact and widen involvement in the coming years.

We love what we do, have a passion for sharing it and want to inspire as many people as we possibly can through our work.

You can find out more about UKSA and our training programs on our website www.uksa.org

Our Values

Our values are for all of our stakeholders – our young people, professional students, visitors, employees, volunteers and supporters alike:

- Challenge, have fun and smile
- We take care of ourselves, those around us and this place
- Be part of who we are and help others do the same
- Tell the truth, hear the truth, act truthfully
- "If not you, who? If not now, when?"

Executive Summary

UKSA provides life changing opportunities, from developing essential life skills in children and young people, through launching careers in watersports and yachting, to providing the advanced professional training required in the maritime industry.

We are a youth, education and maritime training charity based in Cowes on the Isle of Wight and founded in 1987 by Noel and Sylvia Lister specifically to educate and enrich the lives of young people. This ethos continues to be the bedrock of UKSA 's commitment to offer life changing experiences as well as training leading to genuine job opportunities and career enhancement.

We aim to remove both financial and social barriers to enable a young person from any background to achieve the best version of themselves and gain life changing experiences, qualifications and employment. All our initiatives are designed to enhance confidence and life skills, and build aspirations, to help children and young people to realise their potential and successfully prepare for life's transitions.

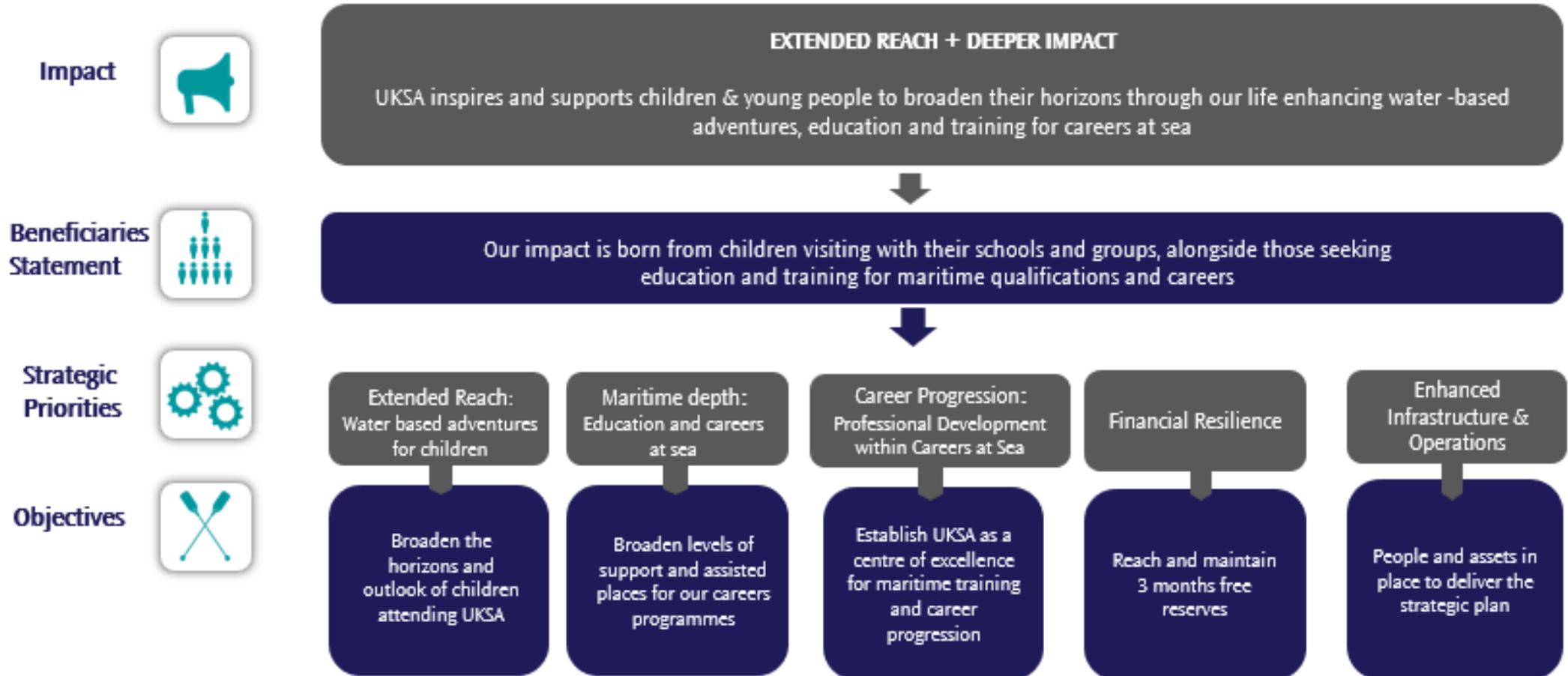
Before the global pandemic in 2019/20 UKSA welcomed 10,507 individuals, an increase of 20% from 18/19, with Schools and Groups in particular seeing a 24% increase year on year. In 2022/23 we anticipate that we will back to more normal operating levels, and we hope to exceed the volumes and impact that we have previously achieved.



Strategic Vision 2020 – 2025

In May 2020, the Board agreed a new impact led strategy. The new strategy focuses on extending UKSA's reach and achieving deeper impact for young people and communities who would most benefit from UKSA's work and programmes. The board have set 5 key strategic priorities and objectives for the Charity:

UKSA IMPACT LED STRATEGIC APPROACH



Governance and Structure

The charity:

UK Sailing Academy (UKSA) is a registered charity. The charity is controlled by its governing document, a deed of trust, and is also a company limited by guarantee, and not having a share capital. UKSA is administered by a Board of trustees. The trustees are directors, for the purposes of the Companies Act 2006. The trustees do not receive any payment for their services.

Our founders:

UKSA was founded by Noel and Sylvia Lister, in 1987. Their aim was, and remains, to introduce as many young people as possible to the inspiration and challenge of sailing that had done so much to enrich their own lives. They and their family and foundations have been key supporters of UKSA

Patron:

HRH The Princess Royal.

Our trustees are:

Kevin George - Chair of Trustees
Richard Stokes CBE – Vice Chair
Samantha Axtell
Ole Bettum
Marc Giraudon
Sir Anthony Greener
David Lister MBE
Claire Locke
Debra Price

The trustees appoint the Chief Executive. The Board of trustees holds regular meetings at UKSA with the Executive Team to discuss strategy and the major issues affecting the charity, as well as assessing performance. Reports are made to the Board with regard to financial performance, health and safety, legal and statutory compliance, key operational issues and strategic planning. Decisions made at these meetings are enacted by the Executive Team, who are responsible for the day to day running of the company.

Sub-Committees and Working Groups

The Board of Trustees delegates some of its functions and powers to sub committees for the better performance of its functions and to ensure full engagement of trustees in detailed management of key areas of the business. The sub-committees that are currently active are:

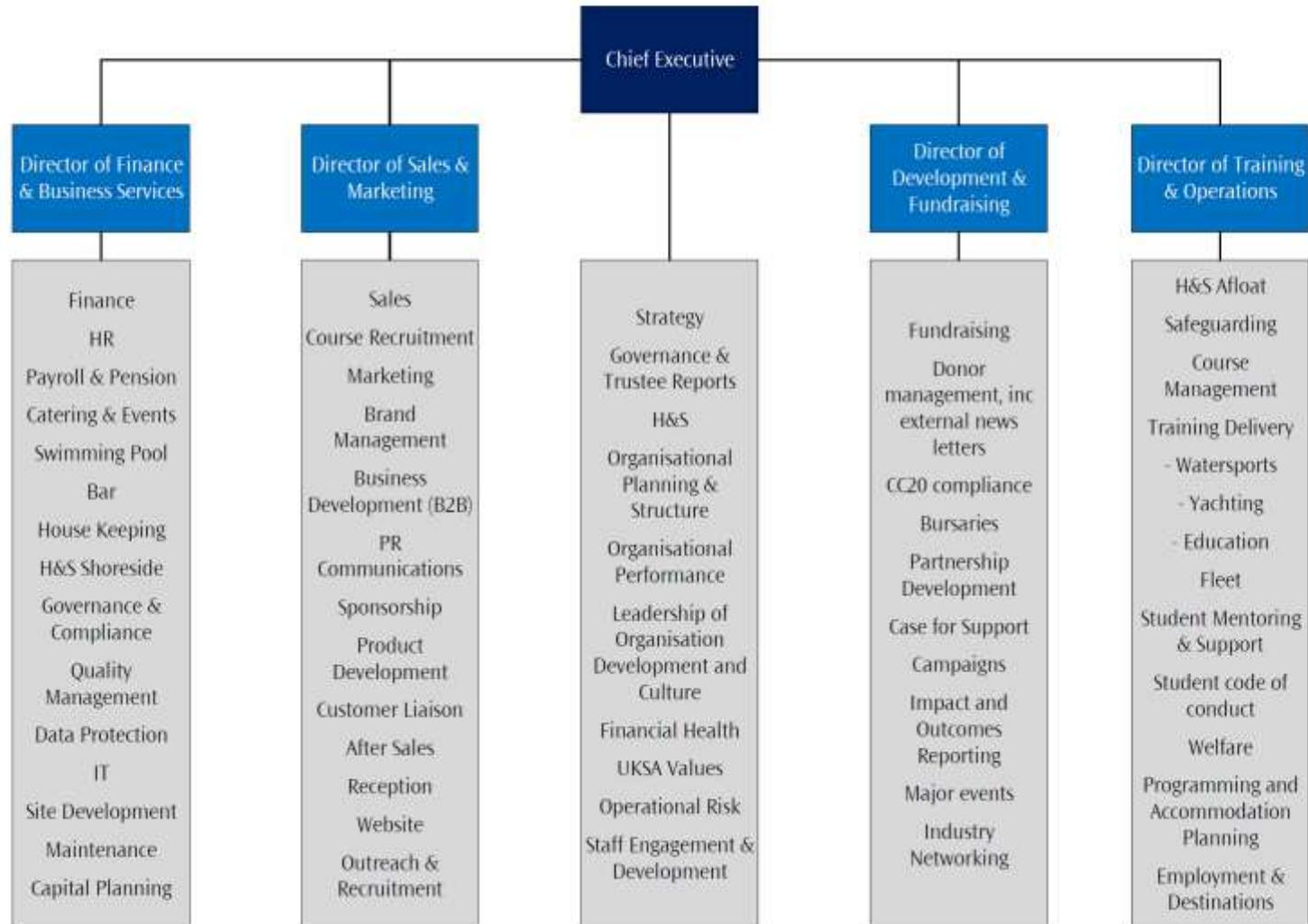
- Finance Sub Committee
- Capital Development Sub Committee
- Operational Risk Sub Committee
- Future Fundraising & Business Development Sub Committee
- Pay & Remuneration Sub Committee

The Board has also appointed a lead Trustee to advise the board of Trustees on UKSA compliance to the Charities Commission code and the Trustees guide to good governance. This role will also continually review UKSA's governance structure, performance of the board and report to the Chair of Trustees and main board on an annual basis as a minimum

The Executive Team is:

Ben Willows	Chief Executive
Julia Hutchison	Director of Sales and Marketing
Simon Hamilton	Director of Finance and Business Services
Amy Sweeting	Director of Development and Fundraising
Chris Frisby	Director of Training and Operations

A chart showing the key areas of responsibility for the Executive Team, is set out below:



Charity and Company details

UKSA receives a high level of monitoring from numerous national governing bodies and statutory authorities and strives to ensure the very best working practice for the organisation.

Our registered charity number is 299248 and further information concerning our charity can be found on the Charities Commission website www.charity-commission.gov.uk.

UK Sailing Academy Ltd is a Company Limited by Guarantee, registered in England and Wales, company number 02251024, and has a wholly owned trading subsidiary UKSA Trading Ltd, company number 6276835. All members of staff are employees of the parent company.

Policies

Equal Opportunities and Dignity at Work Policy

UKSA is an equal opportunities employer and welcomes diversity amongst its employees and trustees.

We are committed to a comprehensive policy of equal opportunities in employment in which individuals are selected and treated on the basis of their relevant merits and abilities without regard to race, religion or belief, colour, sex, age, national origin, disability or sexual orientation and are given equal opportunities within the company. Our equal opportunities policy applies equally to our customers and students.

We are committed to creating a work environment free of harassment and bullying, where everyone is treated with dignity and respect.

The Equal Opportunities and Dignity at Work Policy will be applied to any recruitment exercises the trustees or board undertake such as the appointment of new trustees or CEOs.

Safeguarding Policy

We welcome over 10,000 students each year to UKSA to take part in on the water activities which are usually fully residential. It is important that we have a 'Safeguarding Policy' in place and all employees and trustees are aware of what that means to them. It is the policy of UKSA to safeguard children and young people ("participants") taking part in UKSA activities and training from physical, sexual or emotional harm. The Policy also applies to vulnerable adults.

UKSA has adopted appropriate recruitment policies and procedures, and the issue of safeguarding young people is covered in the organisation's risk assessment and operating procedures. All paid staff and third-party workers and volunteers considered to be employed or involved in a regulated activity and who carry out their duties on UKSA premises or at other locations where UKSA activities are taking place are subject to an enhanced or standard disclosure from the Disclosure and Barring Service (DBS) and employment is conditional on this requirement being satisfied.

As a trustee, you will be expected to adhere to the Safeguarding Policy whilst on-site. The Board of Trustees will also be informed of any safeguarding incidents and will support the Executive Team in this area as part of their responsibility to manage risk.

Health and Safety Policy

UKSA is committed to providing adequate control of the health and safety risks arising from its work activities and undertakes to provide a safe working environment.

When trustees are on-site, they have legal responsibilities to take care of the health and safety of themselves and others. You must not interfere with anything provided to safeguard your or other's health and safety, and you must report all health and safety concerns to an appropriate person.

Overall and final responsibility for health and safety rests with the Chief Executive.

Day-to-day responsibility for ensuring that the health and safety policy is put into practice is delegated to the Director of Training and Operations (for water and training activities) and Head of Facilities and Hotel Services (for site, buildings and vehicles). However, all managers and staff have a health and safety responsibility and there are formal monthly meetings to discuss and agree actions.

Any substantial health and safety incidents/risks will be brought to the attention of the Board as part of their responsibility to manage risk. Also, where possible, trustees should share their expertise or observations as part of their responsibility to ensure UKSA meets legal requirements.

Data Protection Policy

UKSA processes certain information about trustees to allow it to effectively carry out its business, for example, implementing health and safety requirements, and to aid fundraising activities. UKSA will process personal data held about you according to the Data Protection Act 2018 (the Act) and General Data Protection Regulations 2018 (GDPR). The Act and GDPR require all organisations which process personal information to comply with eight important principles regarding privacy, purpose, accuracy and disclosure. The Act and GDPR also allow people to find out what personal information is held about them by making a subject access request.

Any substantial data protection incidents/risks will be brought to the attention of the Board as part of their responsibility to manage risk. Also, where possible, trustees should share their expertise or observations as part of their responsibility to ensure UKSA meets legal requirements.

If you require detailed guidance on any of the policies above, please contact the Executive PA.

EXPENSES GUIDELINES

For Trustees of UKSA

When travelling for UKSA on business, trustees may be reimbursed costs as follows

Fuel used in own vehicle	Claimable at 45p per mile AA route finder or similar to provide mileage guideline
Foot Passenger ferry	May be booked through UKSA Reception on account for Red Funnel Receipts will be reimbursed for Wightlink travel
Parking	Where unavoidable to incur charges receipts will be reimbursed. NOTE parking fines are disallowed and will not be refunded nor will fines for other motoring offences
Other public transport	Use most economic method – receipts will be reimbursed for hi-speed/catamaran/train/bus/underground etc
Flights	Book through UKSA
Accommodation	Overnight accommodation may be provided at UKSA for stays in Cowes, by pre-arrangement. For travel on other business receipts will be reimbursed – the guideline is up to £100 per person per night (£140 per night in London). Where overnight accommodation is arranged with friends/family a £20 per night allowance is provided.
Meals & Entertaining	Receipts should be provided for subsistence while on UKSA business; when entertaining on behalf of UKSA please use reasonableness as a guide – wine with an evening meal is acceptable but as a charity we do not wish to promote the image of "expense account" dinners. An expenses claim must be completed giving the reason for the entertainment, party numbers and a full detailed receipt attached (a credit card receipt is insufficient).
Non-allowable expenditure	UKSA will not reimburse for newspapers/magazines/room service charges/laundry/dry-cleaning/hotel phone or TV bills/tips

Claim forms will be provided. Completed and signed forms, with receipts, should be forwarded to the Executive PA.

Expense claims are subject to internal and external audit, and any dispute will be referred to the Chair of Trustees.

Trustee Code Declaration

I shall uphold the trustee principles, responsibilities and confirm I understand the role of the Executive Team in the running of UKSA.

Additionally, I agree to the following:

1 Law and policies

- 1.1 I will not break the law or go against charity regulations in any aspect of my role of trustee.
- 1.2 I am not disqualified by law from acting as a charity trustee or a company director and I will sign an annual declaration that I continue to be eligible to act as a trustee.
- 1.3 I will abide by UKSA's policies.

2 Conflicts of interest

- 2.1 I will always strive to act in the best interests of the organisation.
- 2.2 I will declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises.
- 2.3 I will submit to the judgment of the Board and co-operate fully regarding potential conflicts of interest.

3 Person to person

- 3.1 I will not break the law, go against charity regulations or act in disregard of organisational policies in my relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone I come into contact within my role as trustee.
- 3.2 I will strive to establish respectful, collegial and courteous relationships with all I come into contact within my role as trustee.

4. Protecting the organisation's reputation

- 4.1 I will not speak as a trustee of this organisation to the media or in a public forum without the prior knowledge and approval of the CEO and Chair.
- 4.2 When prior consent has not been obtained, I will inform the Chair or CEO at once when I have spoken as a trustee of this organisation to the media or in a public forum.
- 4.3 When I am speaking as a trustee of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views.
- 4.4 When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it.
- 4.5 I will respect organisational, Board and individual confidentiality.
- 4.6 I will take an active interest in the organisation's public image, noting news articles, books, television programmes and the like about the organisation, about similar organisations or about important issues for the organisation.

5. Personal gain

- 5.1 I will not personally gain materially or financially from my role as trustee, nor will I permit others to do so as a result of my actions or negligence.
- 5.2 I will document expenses and seek reimbursement according to procedure.
- 5.3 I will not in my role as a Trustee accept gifts or hospitality without prior consent of the Board.
- 5.4 I will use organisational resources responsibly, when authorised, in accordance with procedure.

6. In the boardroom

- 6.1 I will strive to at all times to comply with the Trustee Code of conduct and live up to the trust placed in me by UKSA.
- 6.2 I will strive to attend all Board meetings, giving apologies ahead of time to the Chair if unable to attend.
- 6.3 I will study the agenda and papers sent to me prior to the meeting and will inform the Chair and Executive Team of any suggested changes in good time before the meeting.
- 6.4 I will honour the authority of the Chair and respect his or her role as meeting leader.

- 6.5 I will engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making my voice heard.
- 6.6 I will accept a majority board vote on an issue as decisive and final.

7. Enhancing governance

- 7.1 I will participate in induction, training and development activities for trustees.
- 7.2 I will continually seek ways to improve Board governance practice.
- 7.3 I will strive to identify good candidates for trusteeship.
- 7.4 I will support the Chair in developing his/her leadership skills.
- 7.5 I will support the CEO in his/her executive role and, in developing his/her leadership skills along with my fellow Board members.

8. Confidentiality

- 8.1 I will not disclose to any person any confidential information about the activities of UKSA.
- 8.2 I will return to UKSA all documents, drawings, software and any other records including private notes in relation to UKSA when I leave the charity.
- 8.3 I will securely store all information related to UKSA and its business activities.

9. Leaving the Board

- 9.1 I understand that substantial breach of any part of this code may result in my removal from the trustee Board.
- 9.2 Should I resign from the Board I will inform the Chair in advance in writing, stating my reasons for resigning. Additionally, I will, if asked, participate in an exit interview.

Signed as agreed by: Date:

PRINT NAME _____