



## DIRECTOR'S PROTOCOLS



## The UK Asbestos Training Association – ‘Excellence in Asbestos Training’

UKATA is a leading authority on asbestos training, a **not for profit** association established in 2008 with a set purpose in mind: to be recognised as the asbestos industry’s most eminent training association.

UKATA is instantly recognised and respected for the exacting standards in asbestos training delivered by its Members in accordance with current HSE Legislation.

UKATA is committed to both maintaining and improving higher standards of asbestos training through ongoing monitoring of UKATA-approved training providers.

The success of UKATA has been driven by industry, who acknowledge that the standards delivered by UKATA Members offers assurance that delegates have received quality training from a provider who has proven competency at the highest level.



## Table of Contents

<b>1.0 Background</b>		
1.1	Exercise of Powers	4
1.2	Personal Conflicts	4
1.3	Business Judgements	4
1.4	Dedication of Time	4
1.5	Obligations to the Association	4
1.6	Bound by Board Decisions	4
<b>2.0 Mission, Vision &amp; Values</b>		
2.1	Our Mission	4
2.2	Our Vision	4
2.3	Our Values	4/5
<b>3.0 Code of Conduct</b>		
3.1	Loyalty to the Company	5
3.2	No Release of Information	5
3.3	Use of Information	5
3.4	Attendance at Board Meetings	5
3.5	Apologies	5
3.6	Prior Consideration of Board Papers	5
3.7	Raising Matters of Concern	5
3.8	Frank and Open Discussions	5
3.9	Directors' Resignations	5
3.10	Bound by Collective Decisions	5
3.11	Competition Law	5
3.12	Notification of Conflicts of Interest	5
3.13	Disclosure of Material Benefits	5
3.14	Working Groups	5
3.15	Participation in Management	5
3.16	Goodwill and Harmony	5
3.17	Additional Information	5
3.18	Representing the Association	5/6
3.19	External Advice	6
<b>4.0 Meeting Procedures</b>		
4.1	Scheduled Board Meetings	6
4.2	Additional Meetings Called by a Director	6
4.3	Seven Day Protocol	6
4.4	Meeting Times and Format	6
4.5	Agenda	6
4.6	Any Other Business (AOB)	6
4.7	Task Schedule and Company Registers	6
4.8	Board Papers and Proposed Resolutions	6
4.9	Distribution of Board Papers	6
4.10	Electronic Copies of Board Papers	6
4.11	Notification of Conflicts	7
4.12	Minutes	7
4.13	Confirmation of Minutes	7
4.14	Confidentiality of Board Discussions and Papers	7
4.15	Access to Board Papers	7
4.16	Board Working Groups	7
4.17	Official Spokesman	7
4.18	Formality of Meetings	7
4.19	Quorum	7
4.20	Casting Votes	7
4.21	Chairman to Preside	7
<b>5.0 Director's Conflict of Interest Policy</b>		
5.1	Introduction	7
5.2	Conflict of Interest	7
5.3	Types of Conflict of Interest	7/8
5.4	Examples of Conflict of Interest	8
5.5	Disclosing Conflict of Interest	8
<b>6.0 The Role of a Director</b>		
6.1	Background	8
6.2	Director Attributes	8
6.3	Responsibilities	8/9
6.4	Time Commitment	9
<b>7.0 The Role of the COO</b>		
7.1	Duties	9
7.2	Accountability	9
7.3	Responsibilities	9/10
<b>8.0 The Role of the Chairman</b>		
8.1	Background	10
8.2	Chairman Attributes	10
8.3	Chairing the Board	10
8.4	Leadership and Responsibilities	10
8.5	Board Direction	10/11
8.6	Time Commitment	11
<b>9.0 The Role of the Vice Chairman</b>		
9.1	Background	11
9.2	Vice Chairman Attributes	11
9.3	Responsibilities	11
9.4	Time Commitment	11
<b>10.0 The Role of Treasurer</b>		
10.1	Background	11
10.2	Treasurer Attributes	11
10.3	Responsibilities	11/12
10.4	Time Commitment	12
<b>11.0 Financial Management Policy</b>		
11.1	Introduction	12
11.2	Authority	12
11.3	Responsibility	12
11.4	Financial Transactions with Insiders	12
11.5	Director Expenses	12
11.6	Budget	12/13
11.7	Asset Protection	13
<b>12.0 Equality &amp; Diversity Policy</b>		
12.1	Introduction	13
12.2	Commitment as an Employer	13
12.3	Commitment as a Service Provider	13
12.4	Policy Statements	13/14
<b>13.0 Whistle Blowers Policy</b>		
13.1	Introduction	14
13.2	Qualifying Disclosures	14
13.3	The Procedure	14
13.4	Investigation	14/15
13.5	Retention	15
13.6	Treatment by Others	15
<b>14.0 Director Background Check Policy</b>		
14.1	Introduction	15
14.2	Background Checks Conducted	15
14.3	Payment for Background Checks	15
14.4	Opportunity to Respond to Background Check	15
14.5	Confidentiality	15
<b>15.0 General</b>		
15.1	Distribution	15
15.2	Acknowledgement	15
15.3	Does Not Include All Items of Concern to Directors	15
15.4	Review	15

## Director's Protocols

The following are the protocols ("Director's Protocols") of UK Asbestos Training Association Limited ("UKATA" or "the Association"). The Director's Protocols may only be varied by a resolution of the Board of Directors.

### 1.0 Background

#### 1.1 Exercise of Powers

A Director must exercise his powers and discharge his duties honestly and in good faith, in the best interests of the Association, and for a proper purpose.

#### 1.2 Personal Conflicts

A Director has a duty to notify other Directors of a material personal interest when a conflict arises. Similarly, a Director must not:

- a) use improperly his position to gain advantage for himself or someone else, or
- b) cause detriment to the association; or,
- c) misappropriate the association's assets for himself.

Although there are certain situations where a Director does not need to give notice of a conflict to other Directors, the principle remains: it is wise not to let a conflict go unrecorded. Generally, the details of the notification of material personal interests must be recorded in the minutes of the meeting.

#### 1.3 Business Judgements

A Director is expected to exercise an appropriate degree of care and diligence when making business judgments. To do this, and to meet the equivalent duties at common law and in equity, a Director needs to:

- a) make the judgment in good faith for a proper purpose;
- b) inform himself about the subject matter of the judgment to the extent he
- c) reasonably believes to be an appropriate level;
- d) believe, rationally, the judgment is in the best interests of the association; and,
- e) not have a material personal interest in the subject matter of the judgment.

When making business judgments, a Director is entitled to rely on information and professional or expert advice by others, including working groups of Directors on which the Director does not serve. If he does rely on this information, the Director should:

- a) reasonably believe that the employees, experts or professionals are competent to
- b) provide the information to be relied upon; and,
- c) make an independent assessment of the advice received.

#### 1.4 Dedication of Time

A Director will dedicate sufficient time to the affairs of the Association to enable him to properly discharge his duties.

### 1.5 Obligations to the Association

A Director owes his obligations to the Association as a whole, and not to any entity which may have nominated him, or to any other individual or group.

### 1.6 Bound by Board Decisions

A Director is bound by decisions of the Board. Unless otherwise agreed by the Board, powers have not been delegated to any individual Director, and decisions must therefore be made collectively.

## 2.0 Mission, Vision & Values

### 2.1 Our Mission

UKATA's mission is to remain at the forefront of asbestos training and awareness.

We are committed to both maintaining and improving higher standards of asbestos training through ongoing monitoring of UKATA-approved training providers.

Inclusivity is at our core. It is through this that we ensure that we positively influence standards and related asbestos legislation.

Our staff are central to our mission. We actively invest in their training and development to enable them to advise and assist members. Through this, we continue to both maintain current standards and strive to raise asbestos training standards and industry awareness.

### 2.2 Our Vision

Our vision is to be the leading authority on asbestos training in the UK.

To achieve our vision, we will:

- a) Continue to gatekeep the quality of the standards which have been established to ensure that UKATA remains both trusted and respected by members, industry, employees and individuals.
- b) Actively market UKATA across all communication channels in order to raise awareness and attract new members to enable us to expand the reach of UKATA-approved asbestos training.
- c) Continue to work within the guidelines of current legislation as an absolute minimum but seek to positively influence asbestos legislation in order to ensure that the UK has the highest standards of asbestos safety.
- d) Collaborate within the industry in order to forge effective, mutually beneficial partnerships which will enable us to develop new, inclusive ways of working.

### 2.3 Our Values

Committed to our members: We are dedicated to delivering on our promises, remaining focused on high standards and ensuring they are adhered to.

Working collaboratively: We actively develop partnerships to enable us to exceed the needs of our members, industry stakeholders and the general public.

Acting with integrity: We are always honest, open and inclusive. People respect and trust us as a leading authority on asbestos.

Never standing still: In order to continue to successfully gatekeep industry standards we must be one step ahead in our knowledge of legislation to maintain the UKATA standard of excellence.

### **3.0 Code of Conduct**

#### **3.1 Loyalty to the Company**

Directors recognise their duty of loyalty to the Association and the UKATA Board. They agree to act honestly and with integrity at all times, and, outside the boardroom, to support the letter and the spirit of all Board decisions.

#### **3.2 No Release of Information**

Directors agree that information obtained as a result of their position on the Board of Directors should not be released except as decided by the Board as a whole. Board agendas, papers, minutes, and discussions are confidential to the Board. If a Board member acts in breach of the duty stated in this paragraph, the Board reserves its right to seek such legal or equitable relief as it thinks fit, including injunctive relief, to protect confidentiality.

#### **3.3 Use of Information**

Directors have a duty not to use information obtained as Directors for the benefit of themselves or any person or persons linked to them.

#### **3.4 Attendance at Board Meetings**

Directors have a right and duty to consider properly all matters brought to the Board. If unable to attend a meeting, Directors will therefore telephone the Chairman in advance to offer their advice on all important matters on the agenda.

#### **3.5 Apologies**

Directors unable to attend a Board meeting should notify the Company Secretary as soon as practicable, and may nominate their alternate to attend in their stead.

#### **3.6 Prior Consideration of Board Papers**

Directors will give proper consideration to the Board papers and other relevant information before each Board meeting.

#### **3.7 Raising Matters of Concern**

Directors have a right and a duty to raise matters of serious concern at Board meetings. In order that such matters can be discussed properly, it is important that a Director with such a concern mention it to the Chairman in time for the matter to be added to the agenda.

#### **3.8 Frank and Open Discussions**

Directors are expected to be frank and open in Board meetings and to question, request information, and raise issues. They recognise that where disagreements occur every effort should be made to resolve the issue and to avoid dissension.

#### **3.9 Directors' Resignations**

Directors who resign may state the basis for any disagreement with the Board, but agree not to rehearse publicly the arguments of other Board members.

#### **3.10 Bound by Collective Decisions**

Directors who remain on the Board are bound by the collective decisions of the Board and may be legally liable for them.

#### **3.11 Competition Law**

The Association expects Directors to comply with and act in accordance with applicable competition legislation when dealing with each other, members or members of the public, and act lawfully and with integrity always.

#### **3.12 Notification of Conflicts of Interest**

Directors will notify the Chairman of any actual or potential conflict as soon as they are aware of it (if possible before the beginning of the meeting at which the issue is likely to be raised). Such Director will withdraw from any discussions relating to the matter, unless invited to remain, following a unanimous resolution by the other Directors.

#### **3.13 Disclosure of Material Benefits**

Directors will disclose to the Board all other material benefits received from the Association by them, or their relatives or associates. All contracts between Directors and the Association should also be disclosed.

#### **3.14 Working Groups**

Directors understand that serving on working groups can impose a considerable burden and agree to share it as equitably as possible.

#### **3.15 Participation in Management**

Directors are to refrain from participating in the day-to-day management of the Association, making representations or agreements on its behalf, or influencing management, advisors or consultants, unless the Director receives specific delegation from the Board.

#### **3.16 Goodwill and Harmony**

Directors agree that, in the interests of the concord and effectiveness of the Board and the Association as a whole, they will conduct themselves with goodwill and will always seek to maintain harmony.

#### **3.17 Additional Information**

Directors have the right to obtain promptly information necessary for them to discharge their duties. Directors recognise that questions and requests involving a substantial amount of work may disrupt management; accordingly, if a question to senior management cannot be answered without special work it will be put in writing and directed through the Chairman.

#### **3.18 Representing the Association**

Directors may be asked to represent the Association at speaking engagements and meetings. Representing the

Association must be agreed with the COO prior. Directors recognise that they are representing the Association only and must always act in the capacity as a Director of the Association and not their respective companies.

Speaking engagements: any presentation materials displayed during a speaking engagement must be reviewed and agreed by the COO and must be branded by the Association.

Meetings: attendance at meetings must be arranged through the Association's office. All meetings attended by Directors will be recorded on the Attendance Register and any travel arrangements will be organised by the Company Secretary.

Directors must provide a feedback report to the Company Secretary within 7 business days.

### 3.19 External Advice

If one or more Directors wish to obtain special advice, the matter should be raised with the Chairman who will normally arrange for it to be provided. Outside specialist advice obtained at the Association's expense is advice to the Board as a whole.

## 4.0 Meeting Procedures

### 4.1 Scheduled Board Meetings

The Board meets approximately four times through the year, as scheduled.

### 4.2 Additional Meetings Called by a Director

A Director may call a meeting from time to time as needed, upon giving not less than seven business days' notice. These may be formal meetings, telephone meetings, or informal meetings in the nature of a discussion to reach general agreement or on a matter requiring a resolution.

### 4.3 Seven Day Protocol

As time is limited during board meetings, it may be agreed by Directors to circulate a proposal or multiple proposals to all Directors electronically, for a decision within seven days.

Furthermore, during the interim between Board Meetings, a Director may submit a proposal to the Company Secretary. The Chairman and COO will discuss the proposal and ensure that protocols have been adhered to prior to circulating the proposal to all Directors electronically, for a decision within seven days.

All proposals will be prepared by the Company Secretary and issued via [7dayprotocol@ukata.org.uk](mailto:7dayprotocol@ukata.org.uk) from the UKATA office.

Such a proposal can only be made by a Director and shall require one Director to second and the remaining Directors to agree/object/abstain within seven days. If a Director does not respond within the timescales this shall be deemed as acceptance of the proposal.

The decision to accept or reject a proposal will be based on a majority consensus.

### 4.4 Meeting Times and Format

Meetings normally commence at 9:30am and, at the invitation of the Chairman, may involve selected staff, and on occasion may be followed by an in-camera session for Board members only. Meetings usually conclude by 2:30 pm.

### 4.5 Agenda

The agenda for meetings is first developed by the Company Secretary in collaboration with the COO. A draft agenda is sent to the Chairman for his approval, prior to inclusion in the papers distributed to all Directors.

### 4.6 Any Other Business (AOB)

Each Board agenda is to include an item entitled Any Other Business, providing the opportunity for Directors to raise additional matters for consideration by the Board. Any such request should first be submitted no later than 9am on the day of the Board meeting to the Company Secretary.

The Chairman and COO will discuss the item and ensure that protocols have been adhered to prior to deciding to include (or exclude) the item under Any Other Business for Board discussion.

### 4.7 Task Schedule and Company Registers

Each Board agenda will also include:

- a) A rolling list of items requiring action (Task Schedule). The Company Secretary is responsible for updating the Task Schedule and the COO will report thereon to the Board at each meeting.
- b) A schedule of all major contracts entered into by senior management of the Association since the previous Board meeting (Contract Register).
- c) A register of all potential or actual risks to the Association (Risk Register). Directors may raise additional items identified as a risk to the Association and this will require Board discussion and a collective agreement prior to adding to the register.

### 4.8 Board Papers and Proposed Resolutions

Board papers should include at the beginning the proposed resolution (if any); should be written succinctly, follow a consistent format, and clearly identify the issues.

### 4.9 Distribution of Board Papers

Board papers are to be finalised and distributed electronically by the Company Secretary at least 5 business days before the Board meeting. A Director may request that hard copies be sent to them by Registered Post.

### 4.10 Electronic Copies of Board Papers

When a meeting has ended, directors may hand their papers to the Company Secretary for destruction. If requested, electronic copies of all Board papers will be provided by the Company Secretary to each Director on a disc at the end of each calendar year.

#### 4.11 Notification of Conflicts

Directors are required to notify the Board at the beginning of each meeting of any items either on the agenda or which may be discussed, any potential conflicts of interest on a personal or professional level-real or that may be perceived-that may interfere with their fiduciary obligations to the Association. The disclosing Director is required to absent himself from all discussions relating to the matter, except with the unanimous agreement of all other Directors present.

#### 4.12 Minutes

The Company Secretary shall be required to take written minutes of the meeting, except in-camera sessions. A draft of the minutes shall be submitted by the Company Secretary to the COO within two working days of the meeting, for approval. They are finalised by the Chairman and then distributed by the Company Secretary to all Directors with a request that they be approved for signing by the Chairman.

#### 4.13 Confirmation of Minutes

The Chairman will then sign a copy of the minutes for filing in the Company's record, together with all relevant Board papers, within one month of the meeting.

#### 4.14 Confidentiality of Board Discussions and Papers

All Board papers and all discussions of the Board-both formal and informal-are confidential. Board papers, including the minutes, remain confidential unless released in accordance with the Board's decisions, or otherwise under the authority of the Chairman.

#### 4.15 Access to Board Papers

Board members, past and present, may access a copy of any paper from the official records for any Board meeting at which they were/are a member.

-----  
*The minutes shall include the following statements:*

##### Notice of Meeting

*The chairman noted the directors agreed that appropriate notice of the meeting had been given to all directors and that a quorum of directors, each of whom is entitled to vote and be counted in a quorum, was present, as required by the Constitution.*

##### Conflict of Interest (assuming none has been notified)

*The chairman confirmed that no board member, nor anyone else present at the meeting, had declared a conflict of interest with respect to the matters to be discussed at the meeting.*

-----

#### 4.16 Board Working Groups

Working Groups designated by the Chairman may be formed to address specific issues, such as Audit, Finance, Remuneration and Appointments, and Special Projects.

#### 4.17 Official Spokesman

The Chairman is the official spokesperson for the Board and is the only member of the Board authorised to issue public statements on behalf of the Board concerning its

decisions or deliberations. The COO may undertake this function with the concurrence of the Chairman.

#### 4.18 Formality of Meetings

The Board meetings are formal occasions and will be conducted as such. Dress is to be proper business attire; the meetings will start on time and end as nearly as practical to the scheduled time; and all mobile telephones, tablets and laptops are to be switched off or placed on silent, unless agreed by the Chairman prior to the meeting.

#### 4.19 Quorum

The quorum for the transaction of business at a meeting of Directors may be fixed from time to time by the Directors and, unless otherwise fixed, shall be five Directors. Clause 8 in the Articles of Association refers.

#### 4.20 Casting Votes

Subject to the Articles of Association, in the case of an equality of votes, the Chairman of the meeting has a second or casting vote in addition to the Chairman's initial vote.

#### 4.21 Chairman to Preside

The Chairman is to preside at all meetings of the Board. At any meeting of the Board at which the Chairman is not present, the Vice Chairman or a member elected by and from the members present is to preside.

### 5.0 Director's Conflict of Interest Policy

#### 5.1 Introduction

Directors have an obligation to act in the best interests of the Association, and in accordance with the Association's governing document. Staff and volunteers have similar obligations. The purpose of this policy is to help inform the Board of Directors about what constitutes a conflict of interest, assist the Board of Directors in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Directors as described below.

#### 5.2 Conflict of Interest

Board members have a fiduciary duty to conduct themselves without conflict to the interests of the Association. In their capacity as Directors, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of the Association.

A conflict of interest is a transaction or relationship which presents or may present a conflict between a Director's obligations to the Association and the Director's personal, business or other interests.

#### 5.3 Types of Conflict of Interest

For the purposes of identifying the types of conflict of interest that may arise and whose existence may entail a material risk of damage to the interests of the Association or the membership, a reference to:

- a) a Conflict of Interest is a situation in which a person has an Interest (defined below) which may compromise that person's obligations to UKATA or to any other person or body with which UKATA has a relationship (e.g. industry stakeholders, trade associations and suppliers). A Conflict of Interest includes perceived and potential conflicts as well as actual conflicts of interest. A perceived conflict of interest is one which a reasonable person would consider likely to compromise objectivity. A potential conflict of interest is a situation which could develop into an actual or perceived conflict of interest;
- b) an Interest is a financial or non-financial interest involving the Person, or a Connected Person (defined below). A financial interest refers to anything of non-trivial monetary value including but not limited to salary, commission, consultancy fees, contractual interest, discounts, property and royalties. A non-financial interest refers to any non-financial benefit or advantage including but not limited to access to privileged information or services, property or intellectual property rights and enhancement of a career, education or professional reputation;
- c) a Connected Person is anyone with whom the individual in question has a relationship which is likely to appear to a reasonable person to influence the individual's objectivity including but not limited to close family, their partner and close personal friends.

#### 5.4 Examples of Conflict of Interest

Examples of conflict of interest include, but are not limited to:

- a) A Director who is related to a member of staff and there is decision to be taken on staff pay and/or conditions;
- b) A Director works in partnership with a member company and there is a decision to be made by the Board that may affect the members membership of the Association.
- c) A Director who is also on the Board or committee of another organisation that is competing for the same work as the Association.
- d) A Director who is likely to make a financial gain, or avoid a financial loss, at the expense of the Association;
- e) A Director who receives or will receive from a person an inducement in relation to a service provided to the Association, in the form of monies, goods or services.

#### 5.5 Disclosing Conflict of Interest

All conflicts of interest are not necessarily prohibited or harmful to the Association. However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board members - with the interested Board member(s) recused from participating in debates and voting on the matter - are required.

All actual and potential conflicts of interests shall be disclosed by Board members to the Chairman through the annual disclosure form and/or whenever a conflict arises.

The disinterested Directors of the Board shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any) using the scoring system below:

Score	Action
0	The disclosed conflict of interest has been discussed by the board of directors and a decision agreed that no conflict exists.
1	The disclosed conflict of interest has been discussed by the board of directors and a decision agreed that a conflict does exist and what (if any) subsequent action is appropriate.
2	The disclosed conflict of interest has been discussed by the board of directors and a decision agreed that a conflict does exist, and the board member must not seek improperly to influence a decision on the matter and the director will be required to leave during any discussion or voting.

The Chairman shall inform the Director of such determination and action. The Board of Directors shall retain the right to modify or reverse such determination and action and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.

On an annual basis, all Directors shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form (Annex B). All completed forms shall be provided to and reviewed by the Chairman and COO, as well as all other conflict information provided by Directors.

## 6.0 The Role of a Director

### 6.1 Background

Directors have a responsibility to understand the environment in which the Association is operating and to lead the Association in fulfilling its purpose as effectively as possible with the resources available.

### 6.2 Director Attributes

The Director shall have:

- a) A commitment to, and a clear understanding of the mission of the Association.
- b) Knowledge of meeting procedures, governance policies and by-laws of the Association.
- c) An ability to commit the time required to fulfil the responsibilities described.

### 6.3 Responsibilities

Directors shall:

- a) Determine how the association will carry out its mission through long and short-range planning.
- b) Adopt an annual budget and provides fiscal oversight.
- c) Develop other board members.
- d) Evaluate its performance and overall performance of the Association in achieving the mission.



- e) Establish policies for the effective management of the Association.
- f) Understand and promote the Association's mission.
- g) Be familiar with the Association's plans, policies, and operations.
- h) Be assured that management succession is properly being provided.
- i) Attend board meetings and appropriate working group meetings.
- j) Actively serve on at least one working group and offer to take on additional project work.
- k) Complete assigned tasks in the timescales prescribed.
- l) Review agenda and supporting documents prior to Board meetings.
- m) Participate in events, activities, regional meetings and exhibitions.
- n) Keep current on asbestos news, legislation and training standards.
- o) Annually review the performance of the Board and take steps to improve its performance.
- p) Strictly adhere to conflict of interest policies.
- q) Strictly adhere to confidentiality policies.

#### 6.4 Time Commitment

Directors shall:

- a) Attend and actively participate in at least 75% of board meetings (4 board meetings per year, approximately 4-5 hours in length).
- b) Attend and actively participate in working group meetings and related work (1-3 hours per month as determined by the working group).
- c) Attend and actively participate in the annual general meeting (approx. 1-2 hours).
- d) Attend events such as exhibitions, regional meetings and speaking engagements (2 events per year recommended).
- e) Attend new board member orientation (approx. 1-2 hours).

*N.B. The office of a Director shall be vacated if a Director is absent without permission of the Directors from all Directors' meetings for 4 consecutive months.*

### 7.0 The Role of the COO

#### 7.1 Duties

The COO is required to:

- a) Carry out all work in a professional, diligent and skilful manner.
- b) Work both as part of a team and individually where appropriate.
- c) Comply with and observe all lawful directions and instructions issued by the Association.
- d) Present himself professionally according to the Association's policies.
- e) Serve faithfully the Association and use his utmost endeavours to protect and promote the interests, good name and reputation of the Association at all times.
- f) Communicate and not withhold from the attention of the Board any business opportunity or advantage of which he becomes aware because of, or in the course of, his employment.

- g) Refrain at all times during his employment from engaging in any conduct, or entering into any arrangement or agreement with any person, firm or company, which may in any way:
  - conflict with, or prevent him in any way from performing his duties and responsibilities exclusively in the interests of the Association;
  - compete with the business of the Association or assist any other person, firm or company to do so; and/or,
  - appropriate, infringe or diminish the value of any Intellectual Property Right of the Association.

#### 7.2 Accountability

The COO is:

- a) Accountable to the Board and reports to the Board through the Chairman.
- b) Expected to exercise an appropriate degree of care and diligence when making a business judgement:
  - making the judgement in good faith for a proper purpose;
  - informing himself about the subject matter of the judgement to the extent he reasonably believes to be an appropriate level;
  - believing, rationally, the judgement is in the best interests of the Association; and,
  - not having a material personal interest in the subject matter of the judgement.

#### 7.3 Responsibilities

The COO is required to:

- a) Establish good, professional relationships with management and employees, consultants, industry stakeholders, partners and major service providers, the Association's banks and other lenders, brokers, analysts, fund managers, government and regulatory authorities, auditors, and legal counsel.
- b) Lead the development of a strategic plan, and, after its approval by the Board, ensure its subsequent implementation.
- c) Ensure that operations meet all quantitative, financial, safety and environmental targets.
- d) Monitor all new projects to ensure they meet their capital, timing and operational parameters.
- e) Protect the Association's assets at all times.
- f) Promote occupational health and safety as a priority in all aspects of the Association's business.
- g) Develop financial, reporting, and other systems and procedures that facilitate effective management.
- h) Produce for the Board accurate, timely, and clear information to enable the Board to monitor the Association's performance and take sound decisions.
- i) Manage all risks that have the potential to destroy value, and/or damage the Association's image or reputation.
- j) Establish a high-performance team and organisational culture that reflects an outstanding and successful Association.
- k) Create and maintain a positive image and reputation of the Association with all members and industry stakeholders.
- l) Develop and manage the relationships with the membership and industry stakeholders.

- m) Establish sound relationships with the media.
- n) Maintain at all times a commitment and loyalty to the Association and its interests, remaining bound by all decisions of the Board and directions of the Chairman.

## 8.0 The Role of the Chairman

### 8.1 Background

The Chairman is responsible for leading and managing the Board; to be the guardian of members' interests, and to exercise the Association's responsibilities in respect of the employment of the COO.

The Chairman needs to have an excellent working relationship with the COO who is responsible for the management of the association. The Chairman and the COO will agree and document a working relationship and will regularly review the operation of that relationship.

The role of the Chairman is not defined in legislation. However, as a result of recent court decisions, a legal view is emerging that the Chairman's role carries additional responsibilities involving leadership, governance, and proper management of meetings.

The Chairman should seek to ensure that the Board is creative, future-oriented, and strategic, but also aware of its monitoring and compliance roles. The Chairman is responsible for ensuring that the Board receives the information it needs.

### 8.2 Chairman Attributes

The Chairman shall have:

- a) A commitment to, and a clear understanding of the mission of the Association.
- b) Knowledge of meeting procedures, governance policies and by-laws of the Association.
- c) Credibility in the industry and outside.
- d) Leadership and chairing skills.
- e) An ability to commit the time required to fulfil the responsibilities described.

### 8.3 Chairing the Board

The Chairman shall:

- a) Convene all meetings of the Board.
- b) Arrange meetings with the Directors or the COO to enable thorough preparation in advance of Board discussion.
- c) Finalise the agendas in liaison with the COO and Company Secretary.
- d) Ensure Directors receive accurate, timely, and clear information to enable them to monitor the Company's performance and take sound decisions-allowing sufficient time for complex or contentious issues.
- e) Ensure appropriate matters are brought before the Board for information, deliberation, and decision, including matters which other Directors may wish to raise.
- f) Ensure that discussions effectively address the matters before the Board and the critical issues (if any) facing the Association.

- g) Set the style and tone of Board discussions, promoting effective decision-making and constructive debate.
- h) Foster a climate of openness, common purpose and debate where contributions from all members are encouraged and valued.
- i) Chair Board meetings-always seeking consensus-with a commitment to clear and unambiguous decisions.
- j) Encourage a culture which upholds the highest standards of integrity and probity.
- k) Promote occupational health and safety as a priority in all aspects of the Association's operations.
- l) Ensure the minutes properly record Board decisions and the business conducted at the meeting.

### 8.4 Leadership and Responsibilities

The Chairman shall:

- a) Lead the Board in exercising its responsibilities and to manage Board meetings and the business of the Board generally, efficiently and impartially.
- b) Enforce rules of conduct as they apply to the Board and its individual members.
- c) Ensure processes are in place to assess the efficiency of the Board.
- d) Be the guardian of the interests of the members by ensuring that the Association pursues its agreed objectives.
- e) Develop a productive, ongoing relationship with the COO, acting as an advisor.
- f) Take the lead in ensuring that the COO is aware of the Board's expectations in terms of performance and information, and that the strategies and actions agreed by the Board are effectively implemented by the COO.
- g) Ensure appropriate relationships exist between individual Directors and the senior management team, and that Directors do not direct or instruct management, other than through the COO.
- h) Deal with any grievances against the COO in accordance with the Association's grievance procedure.
- i) Preside over the AGM, any general meetings and major social functions, including the preparation of an annual statement from the board (board or governance report) for presentation at the AGM and inclusion in the annual report.
- j) Represent the Company in the wider public domain, including as spokesman in matters that have a significant bearing on the Association's activities.
- k) Oversee, and where appropriate participate directly in, the relationship between the Association and its membership, attending meetings with members as may be required.

### 8.5 Board Direction

The Chairman shall:

- a) Assume responsibility for the direction and effectiveness of the Board.
- b) Monitor and review the adequacy of the information presented to the Board for decision making.
- c) Obtain further information which members of the Board consider necessary for decision making by the

- Board, including obtaining external advice or the making of independent enquiries.
- d) Ensure the timely dissemination of information relevant to the Board's deliberations.
  - e) Oversee the establishment and operation of Board working groups, including their composition, terms of reference and effectiveness.
  - f) Ensure the Board has defined its role and relationship with management to enable both to function efficiently and effectively.
  - g) Arrange for regular reviews of both the Board's and the COO's performance.
  - h) Build an effective and complementary Board whose capability is appropriate for the scale, complexity, and strategic positioning of the Association. Initiate change and planning for succession in Board appointments, subject to Board and membership approval, as required.
  - i) Consider requests from a Director or the Directors collectively or from a working group of the Board for obtaining independent advice and make the necessary arrangements for the provision of that advice, including authorising payments for the advice and/or services provided.
  - j) Ensure compliance with the Articles of Association, Rules of Membership, Code of Good Governance and all other policies and procedures.

#### 8.6 Time Commitment

In addition to the time commitment required for the role of a Director, the Chairman shall provide a further commitment which in normal circumstances will average two days a month.

### 9.0 The Role of the Vice Chairman

#### 9.1 Background

The Vice Chairman works to ensure the Board of Directors adheres to the goals and objectives of the strategic and business plans. The Vice Chairman works in conjunction with the Chairman and COO to evaluate the performance of the Board of Directors and working groups.

#### 9.2 Vice Chairman Attributes

The Vice Chairman shall have:

- a) A commitment to, and a clear understanding of the mission of the Association.
- b) Knowledge of meeting procedures, governance policies and by-laws of the Association.
- c) Leadership and chairing skills.
- d) An ability to commit the time required to fulfil the responsibilities described.

#### 9.3 Responsibilities

The Vice Chairman shall:

- a) Perform the responsibilities of the Chairman during absence or disability of the Chairman.
- b) Work in conjunction with the Chairman and COO to evaluate and measure the performance of the Board of Directors and working groups against the goals and objectives of the Association's Strategic Plan.
- c) Maintain relationships with the membership and staff.

- d) Assist the Chairman as appropriate in the performance of his/her duties whenever required.
- e) Represent the Association and carry out assignments at the request of the Chairman.

#### 9.4 Time Commitment

In addition to the time commitment required for the role of a Director, the Vice Chairman shall provide a further commitment which in normal circumstances will average one day a month.

### 10.0 The Role of Treasurer

#### 10.1 Background

The Treasurer will offer guidance to the Board of Directors and COO in ensuring good fiscal planning, decision-making and oversight at a governance level.

#### 10.2 Treasurer Attributes

The Treasurer shall have:

- a) A commitment to the Association's mission and strategic directions.
- b) An understanding of, and experience with, good financial management and reporting practices.
- c) An appreciation of the kind and level of financial information needed at a Board level to support decision making.
- d) An ability to commit the time required to fulfil the responsibilities described.

#### 10.3 Responsibilities

The Treasurer shall:

- a) Oversee the development of financial policies and their review by the Board.
- b) Assist in the preparation of the annual budget and its presentation to the Board for review.
- c) Ensure that the appropriate monthly or quarterly financial statements are reviewed by the Board.
- d) Ensure that the Board regularly monitors the Association's financial performance and alerts it to any important discrepancies between planned and actual figures.
- e) Ensure that the Association maintains the appropriate financial books and records and that these are accurate and up-to-date.
- f) Ensure that government tax filings and remittances are submitted on a timely basis.
- g) Ensure that payroll and other liabilities are settled in a timely manner.
- h) Ensure that excess funds and reserves are properly held and reinvested back into the membership.
- i) Verify that grants and service delivery contracts are accounted for.
- j) Recommend to the Board the need for a review or renewal of the auditing services provided.
- k) Assists the COO and Chairman with the development and presentation of the annual report.
- l) Present or co-present the Association's financial report and recommend appointment or reappointment of auditor at the Annual General Meeting.

- m) Endeavour, along with the COO, to keep the Board informed of important financial events, trends, and issues relevant to the Association.

#### 10.4 Time Commitment

In addition to the time commitment required for the role of a Director, the Treasurer shall provide a further commitment which in normal circumstances will average one day a month.

### 11.0 Financial Management Policy

#### 11.1 Introduction

The purpose of financial management in the operation of all activities is to fulfil the Association's mission in the most effective and efficient manner and to remain accountable to stakeholders, including members, partners, employees, and the community. In order to accomplish this, the Association commits to providing accurate and complete financial data for internal and external use by the Board of Directors.

#### 11.2 Authority

The Board of Directors is ultimately responsible for the financial management of all activities. The Treasurer is authorised to act on the Board's behalf on financial matters when action is required in advance of a meeting of the Board of Directors:

- a) The COO is responsible for the day-to-day financial management of the Association. The Board authorises the COO to hire and supervise staff and independent consultants, pay bills, receive funds, and maintain bank accounts.
- b) The COO is authorised to settle invoices up to the value of £10,000. Invoices for amounts greater than £10,000 shall require approval of the Treasurer or Chairman.
- c) The COO is authorised to enter into contracts for activities that have been approved by the Board of Directors as a part of budgets or plans. The Board of Directors must authorise any contracts outside of these parameters and all contracts with a financial value greater than £2,000.
- d) The COO is authorised to manage expenses within the parameters of the overall approved budget, reporting to the Treasurer on variances and the reason for these variances.

#### 11.3 Responsibility

The COO shall:

- a) Report the financial results of the Association's operations according to the schedule established by the Treasurer, but at least quarterly.
- b) Pay all obligations and file required reports in a timely manner.
- c) Make no contractual commitment for bank loans, corporate credit cards, or for property leases or purchases without specific approval of the Board.
- d) Record fixed assets with purchase prices greater than £500 as capital assets in accounting records.
- e) Depreciation of capital assets will not exceed five years for furniture and equipment or three years for computer and other technology equipment.

- f) Obtain competitive bids for items or services costing in excess of £2,000. Selection will be based on cost, service, and other elements of the contract.

#### 11.4 Financial Transactions with Insiders

No advances of funds to employees, officers, or directors are authorised. Direct and necessary expenses including travel for meetings and other activities related to carrying out responsibilities shall be reimbursed.

In no case shall the Association borrow funds from any employee, officer, or director of the association without specific authorisation from the Board of Directors.

#### 11.5 Director Expenses

The following travel arrangements must be organised by the Company Secretary:

Hotel: Standard hotel accommodation will normally be arranged (inc. breakfast, evening meal and a drink) through the Association's business account with Premier Inn or other reasonable hotel accommodation.

Train Travel: Standard class train travel will normally be arranged through the Association's business account with Trainline or other reasonable train travel;

Flight Travel: Standard or economy flight travel will normally be arranged through the Association's business account with Flybe or other reasonable flight travel;

Car Hire: Mid-sized or compact vehicles will normally be arranged through the Association's business account with Avis or other reasonable car hire. Directors will be reimbursed for any fuel costs associated with renting a vehicle.

Expenses including travel for meetings required as part of their responsibilities as a Director shall be reimbursed at £0.45 per mile on the first 10,000 miles (£0.25 per mile on each additional mile over 10,000).

The following list includes examples of non-reimbursable expenses: personal travel insurance, personal reading materials, childcare, toiletries, cosmetics, or grooming products, expenses occurred by spouses, children, or relatives, in-room telephone, movies or video games, sporting activities, shows, etc. This list is not exhaustive.

Directors must submit a Director Expenses Claim Form (Annex C) to the Company Secretary (with receipts) within 30 days from the date the expenses were incurred. All expense claim forms are authorised by the COO and payment made to the Director within 7 days of receipt.

Directors who attend meetings, conferences and exhibitions on a voluntary basis, not agreed by the Association or required as part of their responsibilities as a Director, will not be entitled to reimbursement.

#### 11.6 Budget

In order to ensure that planned activities minimise the risk of financial jeopardy and are consistent with Board-approved priorities and long-range goals, the COO shall:

- a) Submit operating budgets to the Treasurer in time for reasonable approval by the Board of Directors prior to each fiscal year;

- b) Use responsible assumptions and projections as background, with the general goal of an unrestricted surplus.

### 11.7 Asset Protection

In order to ensure that the assets of the Association are adequately protected and maintained, the COO shall:

- a) Insure against theft and casualty losses to the Association and against liability losses to the Board of Directors, staff, or the Association itself to levels indicated in consultation with suitable professional resources.
- b) Plan and carry out suitable protection and maintenance of property, building, and equipment.
- c) Avoid actions that would expose the Association, its Board of Directors, or its staff to claims of liability.
- d) Protect intellectual property, information, and files from unauthorised access, tampering, loss, or significant damage.
- e) Receive, process, and disburse funds under controls that are sufficient to maintain basic segregation of duties to protect bank accounts, income receipts, and payments.

## 12.0 Equality & Diversity Policy

### 12.1 Introduction

The Association is an equal opportunities employer, committed to equality of opportunity and to providing a service and following practices which are free from unfair and unlawful discrimination.

The COO has particular responsibility for implementing and monitoring the Equality and Diversity in Employment Policy and, as part of this process, all personnel policies and procedures are administered with the objective of promoting equality of opportunity and eliminating unfair or unlawful discrimination.

All directors, employees, officers or self-employed contractors whether part time, full time, voluntary or temporary, will be treated fairly and with respect.

Equality of opportunity, valuing diversity and compliance with the law is to the benefit of all individuals in the Association as it seeks to develop the skills and abilities of its people. While specific responsibility for eliminating discrimination and providing equality of opportunity lies with management, individuals at all levels have a responsibility to treat others with dignity and respect.

### 12.2 Commitment as an Employer

The Association strives to create an environment in which individual differences and the contributions of the Association's staff are recognised and valued. Every director, employee, officer or self-employed contractor is entitled to a working environment that promotes dignity and respect to all. No form of intimidation, bullying or harassment will be tolerated.

- a) Training, development and progression opportunities are available to all employees.

- b) Equality in the workplace is good management practice and makes sound business sense.
- c) The Association will review all employment practices and procedures to ensure fairness.

### 12.3 Commitment as a Service Provider

The Association aims to provide services to which all customers/clients are entitled regardless of age, disability, gender reassignment, marriage and civil partnership, pregnancy or maternity, race, religion or belief, sex or sexual orientation, offending past, caring responsibilities or social class. Ensuring that services are delivered equally and meet the diverse needs of our service users and customers/clients by assessing and meeting the diverse needs of our customers/clients.

- a) This policy is fully supported by senior management and has been agreed with employee representatives.
- b) This policy will be monitored and reviewed annually.
- c) The Association has clear procedures that enable our customers/clients, candidates for jobs and employees to raise a grievance or make a complaint if they feel they have been unfairly treated.
- d) Breaches of the Association's equality and diversity policy will be regarded as misconduct and could lead to disciplinary proceedings.

### 12.4 Policy Statements

#### Age

The Association will:

- ensure that people of all ages are treated with respect and dignity;
- ensure that people of working age are given equal access to our employment, training, development and promotion opportunities; and
- challenge discriminatory assumptions about younger and older people.

#### Disability

The Association will:

- provide any reasonable adjustments to ensure disabled people have access to our services and employment opportunities;
- challenge discriminatory assumptions about disabled people; and
- seek to continue to improve access to information by ensuring availability of loop systems, braille facilities, alternative formatting and sign language interpretation.

#### Race

The Association will:

- challenge racism wherever it occurs;
- respond swiftly and sensitively to racist incidents; and
- actively promote race equality in the Association.

#### Gender

The Association will:

- challenge discriminatory assumptions about women and men;
- take positive action to redress the negative effects of discrimination against women and men;

- offer equal access for women and men to representation, services, employment, training and pay and encourage other organisations to do the same; and
- provide support to prevent discrimination against transsexual people who have or who are about to undergo gender reassignment.

#### Sexual Orientation

The Association will:

- take account of the needs of lesbians, gay men and bisexuals; and
- promote positive images of lesbians, gay men and bisexuals.

#### Religion of Belief

The Association will:

- ensure that employees' religion or beliefs and related observances are respected and accommodated wherever possible; and
- respect people's beliefs where the expression of those beliefs does not impinge on the legitimate rights of others.

#### Pregnancy or Maternity

The Association will:

- ensure that people are treated with respect and dignity and that a positive image is promoted regardless of pregnancy or maternity;
- challenge discriminatory assumptions about the pregnancy or maternity of our employees; and
- ensure that no individual is disadvantaged and take account of the needs of our employees' pregnancy or maternity.

#### Marriage or Civil Partnership

The Association will:

- Ensure that people are treated with respect and dignity and that a positive image is promoted regardless of marriage or civil partnership;
- challenge discriminatory assumptions about the marriage or civil partnership of our employees; and
- ensure that no individual is disadvantaged and take account the needs of our employees' marriage or civil partnership.

#### Ex-offenders

The Association will:

- prevent discrimination against our employees regardless of their offending background (except where there is a known risk to children or vulnerable adults).

#### Equal Pay

The Association will:

- ensure that all employees, male or female, have the right to the same contractual pay and benefits for carrying out the same work, work rated as equivalent work or work of equal value.

## 13.0 Whistle Blowers Policy

### 13.1 Introduction

Directors, officers, employees and volunteers must report any known or reasonably suspected improper conduct or incident in relation to the Association, including any questionable internal accounting controls or potential violations of the law.

### 13.2 Qualifying Disclosures

Certain disclosures are prescribed by law as "qualifying disclosures". A "qualifying disclosure" means a disclosure of information that the Director, officer, employee or volunteer genuinely and reasonably believes is in the public interest and shows that the Association has committed a "relevant failure" by:

- a) committing a criminal offence;
- b) failing to comply with a legal obligation;
- c) a miscarriage of justice;
- d) endangering the health and safety of an individual;
- e) environmental damage; or
- f) concealing any information relating to the above.

These acts can be in the past, present or future, so that, for example, a disclosure qualifies if it relates to environmental damage that has happened, is happening, or is likely to happen. The Association take any concerns that you may raise relating to the above matters very seriously.

The Employment Rights Act 1996 provides protection for workers who 'blow the whistle' where they reasonably believe that some form of illegality, injustice or breach of health and safety has occurred or is likely to occur. The disclosure has to be "in the public interest". The employee whistle-blowers policy can be found in the employee handbook.

### 13.3 The Procedure

In the first instance you should report any concerns you may have to the Chairman who will treat the matter with complete confidence. If you are not satisfied with the explanation or reason given to you, you should raise the matter with the appropriate official organisation or regulatory body.

Any report should be made in writing to the Chairman and marked 'recipient only'. The contact information for the Chairman of UKATA is as follows:

Postal Address: The Chairman, UKATA, Office 2, Markham Vale Environment Centre, Markham Lane, Markham Vale, Chesterfield, S44 5HY.

If you do not report your concerns to the Chairman you should take them direct to the appropriate organisation or body.

### 13.4 Investigation

The Association will ensure that suitable guidance is available to anyone who receives a report and that appropriate procedures are in place for investigating and tracking reports. The Association will ensure that every report will be promptly and thoroughly investigated. The actions taken by the Association with respect to a particular report will depend upon the nature of the report. The report may be investigated internally by senior management, by the Directors or an appropriate working group of the Board of Directors, or be referred to the police and/or the appropriate regulatory authorities.

All information reported and disclosed during the course of an investigation will remain confidential and made

available only on a need to know basis, except as necessary to conduct the investigation and to take any remedial action, and subject to any applicable law (that can compel disclosure in some circumstances). All Directors, officers, employees and volunteers have a duty to cooperate in the investigation of reports of Improper Activity.

If, at the conclusion of its investigation, the Association determines that Improper Activity has occurred, the Association will take effective remedial action commensurate with the severity of the offence. This action may include disciplinary action against the accused party up to and including termination, and reporting to police and/or regulatory authorities. The Chairman will report annually to the Board on reports received and the status of outstanding investigations.

Subject to any legal constraints, the Association will provide the complainant with appropriate information about the outcome of any investigation within a reasonable period of time (except in cases where the report was sent anonymously).

### 13.5 Retention

All documents related to the reporting, investigation, and enforcement of this Policy will be kept in accordance with the Association's applicable policies and applicable law.

### 13.6 Treatment by Others

This Policy is intended to encourage and enable Directors, officers, employees and volunteers of the Association to raise serious good faith concerns without fear of adverse consequences to them by virtue of raising those concerns. Accordingly, the Association will not carry out or, to the fullest extent reasonably within its power, permit any retribution or retaliation of any kind against any individual for submitting any report in good faith.

## 14.0 Director Background Check Policy

### 14.1 Introduction

The Association will conduct background checks on all Directors and proposed Directors to ensure compliance with the Articles of Association and to protect the safety, health and security of the Association's employees, property and other assets from waste, fraud and abuse.

Information discovered through the background check process will be used solely for the purpose of evaluating suitability to be appointed as a Director of the Association and will not be used to discriminate on the basis of race, colour, religion/creed, sex/gender, age, sexual orientation, gender identity/expression, national origin, genetic information, marital/familial status, disability, military, veteran status, or any other protected status.

### 14.2 Background Checks Conducted

Directors and proposed Directors must give consent prior to the Association conducting any background checks. The Association will normally conduct the following three checks:

- a) consumer check<sup>1</sup> to ensure that the Director or proposed Director is not bankrupt and to verify identity;
- b) register of disqualified directors<sup>2</sup> to ensure that the individual is not a disqualified director; and
- c) basic DBS<sup>3</sup> check to identify any risk from convictions for safety and security reasons.

#### Notes:

<sup>1</sup> We use Experian to conduct a consumer check on UK individuals, using the edited voters roll.

<sup>2</sup> We use Companies House disqualified directors register to search details of directors disqualified by the courts and the Insolvency Service.

<sup>3</sup> We use Personnel Checks to conduct a Basic Disclosure which searches criminal history to identify any convictions, both spent and unspent, cautions, warnings and reprimands.

### 14.3 Payment for Background Checks

The Association shall pay the cost for background checks conducted.

### 14.4 Opportunity to Respond to Background Check

If a proposed Director is denied appointment as a Director because of information obtained through a criminal background check, the person shall receive written notice of the reasons for denial or dismissal and shall have an opportunity to respond to the reasons.

### 14.5 Confidentiality

Information about background check results is confidential and may only be disclosed as provided in applicable law.

## 15.0 General

### 15.1 Distribution

All Directors as at the date of adoption have received a copy of these Director's Protocols, and all prospective new Directors will also need to acknowledge receiving a copy prior to their appointment.

### 15.2 Acknowledgement

Each Director understands the obligations placed upon them as a Director, generally, and through these Director's Protocols, specifically.

### 15.3 Does Not Include All Items of Concern to Directors

Directors acknowledge that these Director's Protocols do not contain instructions on all matters with which they must be concerned.

### 15.4 Review

Directors agree to review these Director's Protocols at least once per year.

