

Board of Trustees

Terms of Reference

1. Purpose of the SB Board

To provide leadership and develop policy on behalf of Sport Birmingham (the County Sports Partnership for Birmingham). As a company limited by guarantee with charitable status the new board is made up of Directors who are also Trustees as well as a limited number of ex-officio members.

The new Board of Trustees will act as the governance for the Trust, and a separately constituted 'Community Sport' model will bring together senior representatives from relevant sectors as a forum (this group will have its own separate Terms of Reference).

2. Functions of the SB Board

- To establish a clear vision and strategic direction
- To monitor and evaluate performance against vision and strategic direction
- To be responsible for the performance of the trust and its corporate behaviour
- To establish and monitor the organisation's finances and contractual obligations
- To ensure the trust complies with all legal and regulatory requirements
- Act as a guardian of the trust's assets, both tangible and intangible, taking all due care over security, deployment and proper application
- To hold the trusts Director accountable for the achievement of the organisation's goals
- Ensure the trust operates in a collaborative and partner orientated fashion
- To reflect annually on the Boards performance

3. Membership of the Board

The Board will comprise of up to 12 independent trustees (independent being defined as someone who is free from any close connection with the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be independent even if they are a member of the organisation and/or play the sport) and the recruitment will be based on a range of core competences as assessed through a skills matrix (see Annex 1). Detailed information regarding the role of trustees is to be found at the Charities Commission website <http://www.charitycommission.gov.uk>

The Board will also include representation from Sport Birmingham Senior Management Team, the Chief Executive and Operations Director. Sport England will also be invited to attend Board meetings as required.

1. Responsibilities of SB Board

- To comply with agreed policies and governance procedures.
- To act reasonably and prudently in all matters relating to the Trust and in its long-term interest.
- To protect all resources belonging to the Trust, for instance by ensuring that there are adequate financial controls and risk assessments.
- To act in the best interests of partners and the public as a whole and to avoid conflicts of interest, particularly where they involve financial transactions.
- To adopt the Nolan Committee's 'Seven Principles of Public Life', prepared by the Committee on Standards in Public Life in 1994. These principles should be followed in all aspects of BSPAP Executive Board members involvement and activity (see *Annex 2*).

2. Governance Arrangements

The proposed governance arrangements for the meetings are set out below:

- **Frequency of meetings** - The SB Board will meet quarterly, or more frequently as agreed and necessary. Meetings will be scheduled 12 months in advance. Additionally, board members will be required to attend one annual planning workshop and provide (on average) 2 hours per month to act as advocates for the trust. (See *Annex 3*).
- **Operating Arrangements** – The Chair SB of the Board, in conjunction with the Partnership CEO, will be responsible for setting the agenda. The agenda and supporting papers will be circulated a minimum of one week prior to any meetings. Standing items will include declarations of interest, quarterly financial report, and performance progress report (See *Annex 4*). Minutes will be taken by the Finance & Administration Officer and circulated a maximum of two weeks after the meeting has taken place.

There will be 4 Sub-Committees reporting to the board, comprising of a selection of board members and staff members; each Sub-Committee will meet in between Board Meetings (i.e. Four times per annum), other than the Nominations SC, which will meet as required but stand at least once per annum and each Sub-Committee will bring forward recommendations for the Board ahead of each meeting and no later than the issue of the agenda; the four committees are:

- Commercial Working Group
- Governance, Finance & Audit
- HR
- Nominations

- **Quorum** - For the SB Board to be quorate and where it wishes to make a decision on behalf of the SB Board, it will require a minimum of one third Board members present to include either the Chair or Vice-Chair of the respective committee.
- **Voting** - It is presumed that the SB Board will generally operate by consensus but in the event that a vote is necessary, each SB Board member will have one vote and the Chair will have the casting vote or in their absence the Vice-Chair who is acting as the Chair for the meeting. Ex officio attendees and specialist advisers will not be given a vote.
- **Deputies** - There is an expectation that SB Members will attend the scheduled meetings unless there are exceptional circumstances. Deputies will not be appropriate and not be permitted.
- **Conflicts of interests** - All members of the SB Board will endorse and comply with the policies and procedures set out in the Charities Commission link: <http://www.charitycommission.gov.uk/trustees-staff-and-volunteers/trustee-board/conflicts-of-interest/>
- **Performance Reporting** - The SB Board will annually report to partners through an Annual Report/Review. This will detail the performance delivery of the partnership's previous year's activity, and an Action Plan that sets out targets and activities for the next 12 months.
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- **Change of SB Terms of Reference** - The terms of reference of the SB Board will be reviewed bi-annually

6. Appointment process for Chair and SB Board Members

- A Director may sit on the board for a maximum of two terms of 4 years, enabling the board to recruit the right skills at the right time to suit the strategic objectives of the organisation. Thereafter, a minimum of a full-term length (i.e., 4 years) must elapse before a director may then be eligible to stand as a director for the organisation again.
- The Chair will be an independent appointment, externally recruited based upon identified skills in accordance with the strategic objectives of the organisation.
- The Vice Chair will be elected from appointed members of the board.
- The Nominations Committee will stand as required and oversee the recruitment of appropriately skilled and experienced trustees

7. Role of the Chair and Vice Chair

Chair

The role of the Chair is to provide leadership and support to the SB Board members in overseeing the delivery of the vision and strategy (and its related priorities), along with enabling them to fulfil their responsibilities with respect to the governance and strategic direction of the organisation. The Chair will oversee the recruitment, and on-going appraisal, of all members of the Board.

The Chair will work with the Trust Management Team to help shape the objectives and goals in accordance with agreed governance arrangements and any legal and regulatory requirements; the main responsibilities include:

- **Strategic leadership:** Leading the SB Board to develop strategic plans for the Partnership and to gain support and agreement from stakeholders. Ensuring SB Board decisions are acted upon.
- **Management of meetings:** Liaising with the Partnership CEO to draft agendas for SB Board meetings. Ensuring that business is covered efficiently and effectively, and that sufficient time is allowed for discussion of issues and decision-making. Ensuring that SB Board members receive accurate, timely and clear information to enable them to make sound decisions, monitor effectively and provide advice to promote the success of the Partnership.
- **Facilitation:** Leading and guiding agreement and decision-making by the SB Board and the negotiation of agreed outcomes.
- **Member induction and development:** Play a key role in supporting the induction and development of individual board members, with a view to enhancing the SB Board's overall effectiveness as a team. Inspiring SB Board members and encouraging them to use their influence and expertise in the advancement of the Partnership.
- **Communication:** Working through the Partnership CEO, being the Partnership's primary spokesperson to communicate Partnership policy and decisions clearly to stakeholders.
- **Advocacy:** Acting as the leading advocate for the Partnership and encouraging support and investment from member agencies. Representing the Partnership to partners and at appropriate events.

The Chair must guide the SB Board in recognising areas of staff responsibility in order to avoid unnecessary interference in operational matters.

Vice Chair

The role of the Vice Chair is to act as the Senior Independent Director supporting the Board Chair in matters related to above, and deputising for the Chair as required. The Vice-Chair will fulfil all responsibilities of a board member as listed below, and in addition will;

- Take responsibility for conducting the annual appraisal of the Chair of the Board

8. Role of SB Board Members

The SB Board member will have strategic understanding, a fresh perspective and objectivity acquired through their experience and through their relative distance from day-t-day matters; this is a basis for challenging and adding to the experience of the management team of the Trust and encouraging stronger business performance.

The main roles of the SB Board members are:

- **Strategy development:** Actively and constructively contributing to and challenging development of the Partnership's strategic plan.
- **Decision-making:** Ensuring that, in reaching a decision, the SB Board takes into account any relevant guidance issued by regional and national agencies as well as recommendations from Partnership officers. The Board of Trustees will work collaboratively with Sport England over decisions that directly relate to the core specification.
- **Delegated authority:** Ensuring that the SB Board operates within the limits of its delegated authority. SB Board members do not have any individual delegated authority.
- **Financial scrutiny:** Ensuring that administrative and other systems of financial control are rigorous and constantly maintained, monitored and developed.
- **Working Collaboratively:** Ensuring that the partnership and its partners promote co-operative and actively undertake joined up working.
- **Risk management:** Ensuring that risk management systems are robust and effective so that major risks are identified and appropriately managed.
- **Policy setting and endorsement:** Setting policy and ensuring that operational management of the Partnership is carried out in accordance with the policies and procedures of the Partnership and its host agency.
- **Overseeing results:** Ensuring the delivery of planned results by monitoring and evaluating performance against agreed strategic objectives and targets.

9. Induction and Development for SB Executive Board members

- SB Board members have a responsibility to learn about their roles, to keep abreast of current developments in the sector and to keep their skills up to date.
- There is a documented Induction process including 1:1 meeting with the CEO and the provision of essential reading/documentation
- All governance documents will be made available to any new Board members and support provided to engage them in current partnership working – this will include a meeting with the Board Chair and Partnership CEO.
- The Partnership will support Board development within available resources.

10. Evaluating SB Executive Board Performance

In line with good practice, an evaluation of SB Board performance will be carried out on an annual basis to enable the SB Board to examine its efficiency and decision-making processes. An annual review of performance will:

- Demonstrate to staff and partners that the Partnership is committed to maintaining high standards in every area of activity.
- Provide an opportunity to identify and address the SB Board's strengths and weaknesses.
- Enable the SB Board to better fulfil its functions.

Evaluation of performance will be carried out in these outlined ways:

- **Internal review:** An annual self-assessment, with SB Board members
- **External Assessment:** A triennial external assessment from an independent business or trusted and impartial member of another partnership or national stakeholder undertaking a more formal evaluation and providing feedback to the SB Board for discussion.

Annexes:

Further useful documentation for reference can be found at the following address:

<http://www.charitycommission.gov.uk/trustees-staff-and-volunteers/>

Annex 1: The Seven Principles of Public Life

Selflessness: Board members should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity: Board members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, Board members should make choices on merit.

Accountability: Board members are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate.

Openness: Board members should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty: Board members have a duty to declare any interests (either private or in relation to any other official or public role they may have) relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership: Executive Board members should promote and support these principles by leadership and example.

Annex 2: Standing Items for Board Meetings (Agenda)

1. Present, Apologies, Declarations of Interest
2. Minutes of Last Meeting / Matters Arising
3. Business Report
4. Sub-Committee Reports
 - a. HR
 - b. Governance, Finance & Audit
 - c. Commercial Working Group
 - d. Nominations (if required)
5. Finance
6. AOB
7. Date of Next Meeting

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