



# Get Berkshire Active Board of Directors TERMS OF REFERENCE

## INTRODUCTION

The Board of Directors is the governing body of GBA and is ultimately responsible for everything that the organisation does.

It is important therefore that the Board of Directors has written terms of reference in order to give a structure to its work. These indicate what is expected of it and describe the role and responsibilities of the Board.

## THE DIRECTORS' PLACE WITHIN GBA

GBA is a **Company Limited by Guarantee** and that has a legal framework. Information on what constitutes 'a Company limited by guarantee' can be found [here](#). GBA is also a registered Charity. The structure of GBA consists of 3 principal elements:

- Its members.
- The Board of Directors.
- The Executive Team.

A company limited by guarantee must have at least one member and at least one director. Members and Directors can be the same person/people. In GBA's case our members and directors are one and the same and so each board member is both a member of the company and a director of it (and indeed a Trustee of the Charity).

The role, functions and composition of the Board of Directors is explained in more detail below. The Board's role is principally strategic, with its primary focus being on the direction of the organisation.

The Board of Directors delegate the day to day running of GBA to the paid executive team.

## GOVERNANCE

Governance is the term used for matters with which directors must deal personally, as opposed to those that they can delegate to staff. GBA adopts the following good governance practice on all Board related matters in order to build and maintain the confidence of directors and the key partners with whom GBA engages.

### **INSTITUTE ON GOVERNANCE'S DEFINITION FOR GOOD GOVERNANCE:**

"The process by which stakeholders articulate their interest, their input is absorbed, decisions are taken and decision-takers are held to account."

### **PRINCIPLES OF GOOD GOVERNANCE:**

- Accountability of decision makers to stakeholders.
- Participation so that all stakeholders are represented when decisions are taken.



- Responsiveness of the organisation to its stakeholders.
- Transparency about the information on which decisions have been based, the decisions themselves, and the way those decisions are implemented.

Directors will be requested to sign a Code of Conduct (see appendix 1) embracing the following principles (established by the Committee on Standards in Public Life) as a model of good practice for director's conduct:

- **Integrity:** directors should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their duties
- **Objectivity:** in carrying on business (including making appointments, awarding contracts, or recommending individuals for rewards or benefits) directors should make choices on merit
- **Accountability:** directors are accountable for their decisions and actions and must submit themselves to whatever scrutiny is appropriate to their office
- **Leadership:** directors should promote and support these principles by leadership and example.

## THE CODE OF GOVERNANCE FOR SPORT

In addition to the above good principles of governance GBA have committed to meeting Level 3 of the New UK Sport / Sport England [Code of Governance for Sport](#).

## THE ROLE OF THE BOARD OF DIRECTORS

The Board's main roles are to:

- Clarify and develop GBA's vision and strategy.
- Support the CEO and professional staff to develop and agree GBA's long-term or strategic plan.
- Develop and agree GBA's policies.
- Ensure that all GBA's activities are within the law.
- Ensure that all the activities it manages and pursues fall within the ambit of its aims and objectives.
- Ensure accountability as required by law and to others such as funders, 'donors', beneficiaries, staff, volunteers and the general public.
- Ensure accountability to the Registrar of Companies as required by law.
- Ensure that GBA has adequate resources to deliver the roles and functions that it is required to do.
- Ensure that GBA's property, assets and other resources are protected and managed effectively.
- Agree the budget and monitor financial performance.
- Monitor Company and wider Partnership work programmes and services.
- 'Champion' the work of GBA.
- Embed equality into all work and functions of the Board and take responsibility for addressing inequalities.
- Annually review performance.
- Establish procedures for recruitment, support, appraisal, staff remuneration and for dealing with disciplinary matters.



In order to carry out this role the Board must:

- Meet as often as is necessary for the proper administration GBA. This will normally be quarterly.
- Be prepared to seek additional professional assistance and other expert advice where necessary.

Directors must also be prepared to give the necessary time to:

- Read board papers.
- Attend board meetings.
- Keep themselves informed about GBA's activities.
- Keep up to date with regulations recommended good practice, employment law, charity law (if/when applicable) and other legislation as appropriate.
- Attend key public events related to the successful running of GBA (minimum of 2 per year)

## **SKILLS AND EXPERIENCE OF DIRECTORS**

Directors will, collectively, need to bring and/or acquire skills and experience in the following areas:

- Strategic planning.
- Financial management.
- Marketing and promotion.
- Influencing decision makers.
- Sports policy and development.
- Local government and the wider public sector.
- Legal matters such as employment and health and safety.
- Recruitment and personnel management.
- Setting targets, monitoring and evaluating performance.
- Education (FE and HE).

## **MEMBERSHIP OF THE BOARD**

The Board should comprise of influential people able to assist GBA Chief Executive and staff to gain access to useful people and organisations.

Directors are to be appointed by a publicly advertised open and competitive recruitment process to ensure both independence and the right mix of skills and experience are represented on the Board.

The organisation is committed to the principles of equality and diversity and will ensure that its Board of Directors reflects the diversity of the population in which it operates. It will openly encourage applications from diverse groups, including but not limited to: BAME, disabled, LGBT and those from all faiths or none. It is committed to gender parity and will aim for a 50:50 gender mix and ensure this never falls below 1/3<sup>rd</sup> from either gender. Members). A skills matrix will be used in director selection and the Board should ensure that there is a reasonable balance between the skills and sectors on the Board at any one time.



Board membership should aim to reflect wherever possible, the diversity of Berkshire and promote equality of opportunity.

GBA seeks membership from local businesses and other corporate bodies as the company's activities are relevant to many of them. Corporate bodies can include local authorities, NHS Trusts, universities and colleges.

## **TERM OF OFFICE**

A director may serve for a maximum of 9 continuous years. All Directors shall retire in accordance with the provisions of Articles 35 and 36.

At each annual general meeting, any Director who has by the date of that annual general meeting served for three years since his or her last appointment as a Director shall retire from office.

At the end of his or her term of office, a Director may be re-appointed for a further term of office save that a Director shall not hold office for more than three successive terms (not more than 9 continuous years in total). When a director has completed their maximum term (9 continuous years) at least four continuous years must elapse before they can be eligible to stand as a director again.

## **BOARD COMPOSITION**

The Board will usually consist of between 6 and 12 directors, with no fewer than 6 and no more than 12. Board meetings will be quorate when there are a minimum of 4 directors present.

The Board of Directors will include the following Officers:

- The Chair
- Senior Independent Director
- Chair of the Finance & Governance Committee
- Safeguarding Champion
- Equality and Diversity Champion

Day to day management and operational matters do not need to be handled personally by directors as they can be delegated to (and via) GBA professional paid staff.

## **APPOINTMENT OF DIRECTORS AND OFFICERS**

It is the responsibility of the Board of Directors to decide the criteria for the selection and appointment of directors and officers by reference to the type and range of skills, knowledge and experience that directors believe to be required for the effective governance of GBA.



The officers GBA shall be selected annually by the Board at their first meeting after the Annual General Meeting. The selected officers will serve until the first Board meeting after the following Annual General Meeting.

The Board will also comprise of 2 self-selected members: The Chief Executive Officer of GBA and the GBA FD.

## **INDUCTION OF NEW DIRECTORS**

The induction of new members to the Board of Directors will be the collective responsibility of the Board of Directors with the assistance of the Chief Executive.

## **TRAINING FOR DIRECTORS**

Directors have a responsibility to learn about their roles and to keep their knowledge and skills up-to-date. GBA will support directors by providing a comprehensive induction programme and then training and development on an on-going basis with periodic review and forward planning. The training should reflect the requirements of the Partnership, particularly GBA's responsibility to equality, and the needs of the individual directors.

## **EVALUATING BOARD PERFORMANCE**

Evaluating Board performance as well as individual members including the Chair is important to:

- demonstrate to staff (and partners) that the Partnership is committed to maintaining high standards in every area of activity
- provides an opportunity to identify and address the Board's strengths and weaknesses
- enables the Board to better fulfil its functions.

The Board will therefore undergo an annual self-assessment survey. When appropriate the board will also be subject to external review and audit (such as Quest or independent audit determined by SE)

## **CONFLICTS OF INTEREST**

It is critical that the Board is aware of the implications of conflicts of interest among individual directors. Directors should declare personal interests in matters discussed by the Board that could subvert GBA's objectives, cause its assets to be abused and/or engender a perception that could have an adverse effect on GBA.

## **STAFF AND CONTRACTORS**

The day to day management of GBA is delegated to the Chief Executive and paid staff. The scope of delegated authority includes the day to day management of all financial, administrative and operational services to ensure that the aims and objectives of the organisation are successfully achieved.

All staff are to have job descriptions and person specifications for their position so that



they are clear on what they may do and how they are allowed to operate. Services delivered by means of contracted support must be clearly specified and the basis and terms upon which such support is provided must be appropriate and transparent.

This delegation of authority does not relieve the Board of Directors of the need to take personal responsibility for governing GBA or the obligation to act together when taking decisions affecting the organisation. The Board remains legally responsible for all activities of the organisation, including matters delegated to staff.

## **MEETINGS**

The Board will meet 4 times a year. In addition, the Annual General Meeting will be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.

An agenda for each meeting will be sent out at least a week in advance of each meeting. As appropriate, written reports for discussion should accompany the agenda. Minutes of meetings will be formally recorded and be made available across the partnership, unless the Board identifies a reason for confidentiality, which shall be recorded in the minutes.

Board meetings provide the formal means for directors to come together to exercise their responsibilities to GBA. The way these meetings are run contributes greatly to the effectiveness or otherwise of the Board. The function of these meetings is to:

- receive information.
- consult directors on their opinions and feelings.
- discuss important policy issues.
- make decisions.
- review or ratify previous decisions.

Directors are to make an effort to attend all Board meetings. If for any reason a director is unable to attend s/he should give his/her apologies and let the Chairman have any views or comments on the agenda items before the meeting. Directors are liable for decisions made even if they do not attend the meeting.

The Board will make decisions by consensus. Where this is not possible, decisions shall be made by a simple majority vote, at the discretion of the Chairman. Both should be clearly recorded in the minutes.

In addition to Board meetings, directors are requested to attend 1 development session per year and 2 Partnership events per year e.g. Berkshire School Games and the GBA Awards.

## **BOARD SUB GROUPS**

The Board may establish sub groups from time to time to consider and implement strategy and policy of GBA. These groups will be set up dependent upon the level of expertise required and will be determined on a needs basis by the Board.

## APPENDIX 1

### Get Berkshire Active

### DIRECTOR CODE OF CONDUCT

This Code of Conduct was taken from NCVO's publication 'Best Behaviour: Using Board member codes of conduct to improve governance practice.'

As a director of GBA, I promise to abide by the fundamental values that underpin all the activities of this organisation. These are:

- 1.1 **Accountability**  
Everything GBA does will be able to stand the test of scrutiny by partners, the public, the media, stakeholders, funders, Government agencies and the courts.
- 1.2 **Integrity and honesty**  
These will be the hallmarks of all conduct when dealing with colleagues within GBA and equally when dealing with individuals and institutions outside it.
- 1.3 **Transparency**  
GBA strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, funders and Government agencies

Additionally, I agree to the following points:

- 1.4 **Law, mission, policies**  
I will not break the law or go against financial regulations in any aspect of my role of director. I will support GBA's vision, aims and objectives and consider myself its guardian. I will abide by organisational policies.
- 1.5 **Conflicts of interest**  
I will always strive to act in the best interests of the organisation. 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. I will submit to the judgment of the board and do as it requires regarding potential conflicts of interest.
- 1.6 **Person to person**  
I will not break the law, go against financial regulations or act in disregard of organisational policies in my relationships with fellow directors, staff, volunteers, members, service recipients, contractors or anyone I come into contact with in my role as a director. I will strive to establish respectful, collegial and courteous relationships with all I come into contact with in my role as director
- 1.7 **Protecting the organisation's reputation**  
I will endeavour to not speak as a director of this organisation to the media or in a public forum without the prior knowledge and approval of the Chief Executive or Chair. When prior consent has not been obtained, I will inform the Chair or Chief Executive at once when I have spoken as a director of this organisation to the media or in a public forum. When I am speaking as a director of this organisation, my comments will reflect current organisational policy even when these do not agree with my personal views. When speaking as a private citizen I will strive to uphold the reputation of the organisation and those who work in it. I will respect organisational, board and individual confidentiality. 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.

1.8 Personal gain

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

1.9 In the boardroom

I will strive to embody the principles of leadership in all my actions and live up to the trust placed in me by GBA. I will abide by board governance procedures and practices. I will strive to attend all board meetings, giving apologies ahead of time to the Chair if unable to attend. I will study the agenda and other information sent to me in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting. I will honour the authority of the Chair and respect his or her role as meeting leader. 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. I will accept a majority board vote on an issue as decisive and final. I will maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or board to speak of it.

1.10 Enhancing governance

I will participate in induction, training and development activities for directors. I will continually seek ways to improve board governance practice. I will strive to identify good candidates for Board membership and appoint new directors on the basis of merit. I will support the Chair in his/her efforts to improve his/her leadership skills. I will support the Chief Executive in their executive role and, with my fellow directors, seek development opportunities for this person.

1.11 Leaving the board

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

Signed:

Name:

Signed on behalf of GBA

Date