



## Terms of Reference: Board

### Purpose & Role

The purpose of The Board is to:

- set the organisation's vision, values and standards.
- set the organisation's strategic aims.
- ensure that the necessary financial and human resources are in place for the organisation to meet its objectives.
- review management performance.
- provide entrepreneurial leadership of the organisation within a framework of prudent and effective controls which enable risk to be assessed and managed.
- constructively challenge corporate decision making.
- ensure consideration is always given to ethics, safeguarding, welfare and equality, diversity and inclusivity (EDI).

### Objectives

The objectives of The Board are to:

- develop proposals on strategy.
- scrutinise the performance of the executive in meeting agreed goals and objectives.
- scrutinise the integrity of financial information.
- put in place financial controls and systems of risk management that are robust and defensible.
- appoint and where necessary, remove directors and ensure that appropriate succession plans are in place.

## Board Composition

The Board will be composed of up to twelve members, with at least 30% of either gender.

At each Annual General Meeting, the members of the organisation shall nominate up to four individuals to represent the members on the Board. These individuals will be appointed as Representative Non-Executive Directors of the company.

Joining the Representative Non-Executive Directors on the Board will be up to seven individuals appointed as Independent Non-Executive Directors. One of these individuals will be appointed as Chair of the company, and another will be appointed as Senior Independent Director.

The Chief Executive of the company sits on the Board of the company in an ex-officio capacity.

## Board Skills Matrix

All Board members will provide skills, experience and knowledge which contribute to meeting the current Board Skills Matrix, which consists of skills including:

- Corporate governance
- Management and leadership
- Structures, controls and sports politics
- Organisational development
- Alternative dispute resolution
- Equality and Diversity

In addition, independent directors will provide skills, experience, and knowledge in at least one of the following areas:

- Education and training
- Finance and accounting
- Human resource management
- Marketing, communication and business development
- Information technology
- Sport ethics and welfare
- Strategic planning

The Nominations Committee will be responsible for recruitment to the Board and for ensuring that the Board Skills Matrix is reviewed on an annual basis.

## **Board Sub-Committees**

Directors may be appointed to Board sub-committees depending on their skills and experience. These committees meet quarterly, or as required, and update the Board on progress made, or make recommendations to the Board, as per the agreed delegated authority.

The Board sub-committees are:

- Audit and Risk Committee
- Marketing and Service Development Committee
- Nominations Committee
- Panel Appointments and Review Committee

## **Ethics**

Public confidence in the integrity and independence of the company is of paramount importance.

All matters concerning Sport Resolutions business that have ethical or integrity considerations shall be referred to the Board by the Chief Executive. The Board must discuss, consider and make determinations in relation to any such referrals, applying the highest ethical standards to any decisions made.

## **Diversity**

The Board, including through its various sub-committees, should always consider equality and inclusivity in its discussions, actions and decision making. The Board will appoint an Equality Champion to ensure that equality and diversity is considered at all times.

## **Safeguarding, EDI and Welfare**

The Board will nominate one director to hold the position of Safeguarding Champion, one director to hold the position of EDI Champion, and one director to hold the position of Welfare and Safety Champion. These individuals are responsible for ensuring that safeguarding, equality, diversity, inclusion and welfare are considered by the Board in all discussion, debate and decision-making.

As per the Director's Code of Conduct, directors shall comply with the Sport Resolutions Safeguarding Policy and Sport Resolutions' EDI Policy.

### **Board Effectiveness**

A Board evaluation will be undertaken on an annual basis so that directors may provide anonymous feedback on the performance of the Board and suggest improvements which could be made. The Chair of the company will review the performance of each director on an annual basis and will meet with each director individually.

At least every fourth year an independently facilitated Board evaluation will be undertaken.

### **Time Commitment**

The Board will meet four times each year. Directors are expected to attend all meetings. If a director fails to attend three consecutive meetings, the Board may revoke the appointment unless such absence is authorised by the Board.

### **Term**

Directors will be eligible for appointment for a maximum of two terms of four years. Appointments will be staggered, to ensure the long-term stability of the Board. The Chair is expected to commit at least 20 days to the work of the Board each year. Other members are expected to commit 10 days each year.

### **Remuneration**

The independent Chair of the Board is paid for 20 days each year. Other members of the Board serve as volunteers, without remuneration, save for reasonable travel expenses to attend meetings. Members may, however, be reimbursed for expenses incurred as a result of carrying out duties of the Board provided that such expenditures have been pre-approved by the Chair.

### **Experts and Invited Guests**

The Board may from time to time require staff, experts, or other representatives to attend meetings as presenters, advisors or observers. The Chair will approve such invitations in advance.