



## Management Board: Terms of Reference

### Background

In order to provide for effective leadership of Sport Resolutions, the directors of the company decided to establish a small and focussed Management Board (“The Board”) to oversee the running of the business. The Board is composed of a mix of representatives of member organisations and of independent directors, led by an independent Chair. This was established in 2007 and was revised in 2011, following a decision of the Board at its meeting on 6 October 2011. Members of the Board, its Chair and Senior Independent Director, are elected by the Annual General Meeting (AGM) at which all directors of the company have a vote. The AGM has powers to appoint and remove directors from the Management Board.

### Purpose & Role

The purpose of The Board is to:

- Set the organisation’s vision, values and standards in consultation with the member organisations.
- Set the organisation’s strategic aims, ensure that the necessary financial and human resources are in place for the organisation to meet its objectives, and 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

### Objectives

The objectives of The Board are to:

- develop proposals on strategy in consultation with the member organisations
- scrutinise the performance of the executive director in meeting agreed goals and objectives and monitor the reporting of performance.

- 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.

### **Membership, Composition and Meetings**

The Board will be composed of up to eleven members, of whom at least 30% shall be female. Three members of the Board will be elected at the AGM from the nine representative member directors, up to seven will be independent directors and one will be the appointed Chief Executive. The Board will appoint one of the independent directors as Chair. 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 and business development
- Information technology
- Sport ethics and welfare

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.

The Board will nominate one of its members to hold the positions of Safeguarding Champion and Equality Champion.

The Board will meet four times each year. The Board will undertake an annual review of its effectiveness and every fourth year will complete an independently facilitated review of its progress and strategy.

Members are expected to attend all meetings. If a member fails to attend three consecutive meetings, the Board may revoke the appointment unless such absence is authorised by the Board.

A majority of Board members must approve any decision of the Board and the independent Chair of the Board shall have the casting vote in case of deadlock. A quorum of the Board shall be a majority of the appointed members (50% plus 1).

Board papers will arrive at members' chosen address at least one week in advance of all meetings.

### **Term**

Non-Executive 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.

Last review (date)	September 2020
Reviewed by (name)	Audit & Risk Committee
Next review and approval due (date)	September 2022