 <b>YOUTH SPORT TRUST</b>	<b>Terms of Reference</b>	Document Number: YSTBToR01
	Youth Sport Trust (YST) Board	Document Owner: F&G Director Version number: 6 Updated: April 2020 Review by: March 2022

## 1. Purpose


The purpose of the Board is to lead, direct, monitor and control the activities of the Youth Sport Trust (YST) so that its mission and objectives can be achieved; and to formulate corporate strategy, ensuring that the YST is guided by a common set of objectives and values. The terms of reference are approved by the Board.

## 2. Terminology

YST is a company limited by guarantee as well as a registered charity. As a limited company it has directors and members – the directors are also the trustees of the charity, for the purposes of the Charity Act, and members are the same people as the trustees/directors. For the purposes of clarity, these individuals will be referred to as ‘directors’.

## 3. Composition and attendance

- 3.1. The Board shall comprise of non-executives - a Chair and a number of directors - and shall not exceed twelve in total, with a minimum of six.
- 3.2. The role of the Chair and Chief Executive shall not be exercised by the same individual.
- 3.3. Appointment of directors is carried out by the Nominations, Governance and Remuneration (NGR) Committee:
  - 3.3.1. Appointment of directors will be made through an open and publicly advertised recruitment process.
  - 3.3.2. Directors will be subject to a skills-based recruitment with focus on competency, experience and suitability.
  - 3.3.3. The Chair of the Board is appointed by the NGR Committee with the Board’s approval.
  - 3.3.4. YST has a strong commitment to ensure that there is a gender parity and diversity generally on the Board.
  - 3.3.5. At least 25% of the Board shall be independent\*, non-executive directors.
  - 3.3.6. There shall be a ring-fenced ‘seat’ on the Board for the Chair of YST’s Youth Board, who shall be appointed as an ex officio director for the duration of their term of office.
- 3.4. The Board shall appoint one of its independent, non-executive directors to be the Senior Independent Director (SID), with responsibilities as set out below (from the UK Code for Sports Governance):
  - 3.4.1. providing a sounding board for the Chair;
  - 3.4.2. serving as an intermediary for the other directors when necessary;
  - 3.4.3. acting as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or the organisation’s management fail to resolve the matter or in cases where such contact is inappropriate; and
  - 3.4.4. leading on the process to appraise the Chair’s performance.
- 3.5. The Board shall appoint one of its independent, non-executive directors to be the Equality and Diversity Champion, with responsibilities for offering advice and feedback to YST, providing updates to the Board and ensuring that equality and diversity is considered by the Board when taking decisions.

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- 3.6. Excluding the exception covered under clause 3.3.6 above, Board directors will initially be appointed for a period of three years and will be eligible for re-appointment for a further two periods of three years to a maximum term in office of nine years.
- 3.7. A Board director may at any time resign his or her position by notice in writing to the Chair of the Board.
- 3.8. The Board may from time to time identify independent advisers who can provide expert advice and knowledge to help the Board fulfil its duties. Independent advisers will be appointed for a specified period depending on the requirements of the Board.
- 3.9. The Chief Executive, as the Board's principal adviser on the discharge of its functions and who is accountable to the Board, will normally attend all Board meetings, as will the Executive Directors. Depending on the business being discussed at a Board meeting, other YST staff may be invited to attend.

#### **4. Quorum and meetings**

- 4.1. The quorum for the Board meetings shall be four Board directors including the Chair.
- 4.2. The Board shall meet five times per year and all directors must attend at least three meetings per year, including mandatory attendance by all directors (unless there are exceptional circumstances) at the Annual General Meeting (usually held in June) and the Board "awayday" meeting or retreat (usually held in November).
- 4.3. One AGM will be held every year and this will normally be in the Summer.
- 4.4. In accordance with section 45(4) of the Articles, any director shall count towards the quorum and be able to participate in meetings by telephone, video conference or other electronic means.
- 4.5. In exceptional circumstances, Board meetings, including the AGM, may be partially or entirely held by telephone, video conference or other electronic means.


#### **5. Minutes**

- 5.1. The minutes of Board meetings shall be circulated to all directors of the Board and to nominated recipients as soon as practicable after the meeting.

## **Duties**

#### **6. Strategic Direction**

- 6.1. The Board shall work in partnership with the Chief Executive and other senior staff to ensure that:
  - 6.1.1. there is regular review of the need for the Youth Sport Trust and for the services it provides or could provide, and regular review of strategic plans and priorities;
  - 6.1.2. the Youth Sport Trust has a clear vision, mission, set of values and strategy;
  - 6.1.3. annual and operational plans and budgets, and the income generation/fundraising strategy support the vision, mission and strategic plan;

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- 6.1.4. the view of key partners, customers and consumers are regularly sought and considered in developing strategy and delivering services, and that efforts are made to identify and seek the views of potential future key partners, customers and consumers; and
- 6.1.5. there is regular review of the external environment to identify changes that might affect the Youth Sport Trust (political, financial, educational, partnerships, competition).

## **7. Performance Management**

- 7.1. The Board is responsible for the performance of the Youth Sport Trust, for its impact upon beneficiaries and other stakeholders and for its corporate behaviour by:
  - 7.1.1. Agreeing the mechanisms for measuring the Youth Sport Trust’s impact and progress towards its vision, mission and strategic objectives, business plans and annual budgets, and regularly considering reports on the Youth Sport Trust’s performance;
  - 7.1.2. Ensuring there are policies and position statements to direct key areas of the charity’s operation;
  - 7.1.3. Ensuring there are quality and service standards for major areas of delivery and that these are met;
  - 7.1.4. Ensuring that major risks to the Youth Sport Trust are regularly identified and reviewed and that systems are in place to mitigate, minimise and manage these risks;
  - 7.1.5. Ensuring there are processes for directors, staff and partners to report activity which might compromise the effectiveness of the Youth Sport Trust;
  - 7.1.6. Employing and holding the Chief Executive to account for the management and administration of the charity, with regular feedback on his/her performance; and
  - 7.1.7. Ensuring the Youth Sport Trust has effective employment policies and processes in place to recruit, train and develop staff and consultants.

## **8. Finance and Assets**

- 8.1. The Board acts as the guardian of the charity’s finances and other assets by:
  - 8.1.1. monitoring the financial position and performance of the organisation against an annually approved budget and a four year (minimum) financial forecast;
  - 8.1.2. ensuring that the Youth Sport Trust’s financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded;
  - 8.1.3. acting reasonably and prudently in all matters in relation to the Youth Sport Trust and always in the interests of the charity;
  - 8.1.4. ensuring there is an effective income generation/fundraising strategy in place;
  - 8.1.5. being accountable for the solvency of the Youth Sport Trust; and
  - 8.1.6. ensuring that intangible assets such as organisational knowledge and expertise, intellectual property, the Youth Sport Trust’s brand, good name and reputation are recognised, used and protected.

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## 9. Compliance

- 9.1. The Board acts as the overseer of the charity's compliance by:
- 9.1.1. Ensuring, with professional advice as appropriate, that the Youth Sport Trust complies with all constitutional, legal, regulatory and statutory requirements;
  - 9.1.2. Ensuring that the Youth Sport Trust complies with health and safety, safeguarding and welfare standards as regards its staff and volunteers when staging events; and
  - 9.1.3. Understanding and complying with the constitution and rules that govern the Youth Sport Trust.

## 10. Governance

- 10.1. The Board has a duty to ensure that:
- 10.1.1. The Charity complies with all Charities Commission regulation and any other regulation (e.g. the UK Code for Sports Governance);
  - 10.1.2. The Youth Sport Trust has a governance framework that is appropriate to a charity of its size/complexity, stage of development and its charitable objects, and reflects the diversity of its users;
  - 10.1.3. The framework (10.1.2 above) is regularly reviewed, along with the Board's performance; *The Board performance (including that of its committees) will be reviewed annually by the Senior Independent Director (SID) and Chair. In addition to this, there will be review of the performance by an external body, every four years.*
  - 10.1.4. In consultation with the Chief Executive, the Board has the mix of skills and expertise it requires to govern the Youth Sport Trust well, and that the Board has access to, and considers, relevant external professional advice and expertise;
  - 10.1.5. Major decisions and policies are made by the directors acting collectively, and that Board decisions are recorded in writing through the minutes;
  - 10.1.6. The Board's delegated authority is recorded through terms of reference for board committees and job descriptions, and that reporting procedures back to the Board are recorded in writing and complied with;
  - 10.1.7. The responsibilities delegated to the Chief Executive are clearly expressed and understood and directions given to him/her come from the Board as a whole;
  - 10.1.8. There is a systematic, open and fair process for the recruitment of directors and the Chief Executive;
  - 10.1.9. All Board directors receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective);
  - 10.1.10. Board directors have a code of conduct and comply with it, and that there are mechanisms for the removal of directors who don't abide by the terms of reference; and
  - 10.1.11. In carrying out the above duties, professional advice is taken when necessary, and the advice received is recorded.

## 11. Other

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- 11.1. The Board shall review the procedures in place for the proportionate and independent investigation of Whistleblowing allegations and concerns, and that appropriate follow up action is taken, following any investigation.

## Committees

The Board may delegate any of its powers or discretions to committees. Any such committee must consist of three or more directors of the Main Board.

The Main Board currently has two committees, each with its own Terms of Reference:

- 12. Nominations, Governance and Remuneration (NGR) Committee:** This committee has three core responsibilities:

- 12.1. it leads the recruitment process of the Chair, CEO and Board directors;
- 12.2. it oversees and monitors YST's governance framework and board membership; and
- 12.3. It determines the remuneration of Senior Leadership Team members and provides guidance on annual increments for YST staff.

- 13. Audit Committee:** This committee has responsibilities under the categories of 'Financial Reporting', 'Internal Controls and Risk Management Systems' and 'External Audit'.

## Board Member Conduct, Conflict and Confidentiality

14. Board directors are required to follow the Code of Conduct for Board directors of YST as outlined in Appendix I.


## Schedule of Matters Reserved for the Board

15. The Schedule of Matters reserved for the Board are outlined in Appendix II and the delegated authority is shown in the document titled Delegation of Authority (Appendix III).

### \* Independent

A person is independent if they are free from any close connection to 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. Examples of a 'close connection' include:

- (A) they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;
- (B) they are or have within the last four years been an employee of the organisation; or
- (C) they have close family ties with any of the organisation's directors or senior employees.

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### Amendment Log

<b>Date</b>	<b>Change</b>	<b>Made by</b>	<b>Approved by</b>
Nov 2017	First Issue	Surinder Sihra	Ali Oliver
30.03.18	Amendments in accordance with UK Code for Sports Governance	Janette Massey	Surinder Sihra
20.06.18	Addition of clause 3.5	Janette Massey	Surinder Sihra
27.11.18	Clause 4.2 updated to include minimum and mandatory attendance requirements for directors Numbering updated.	Janette Massey	Surinder Sihra
08.03.19	Clause 3.3.6 added re position for Chair of Youth Board and clause 3.6 revised accordingly	Janette Massey	Surinder Sihra
28.04.20	General review: added review date, clause 4.2 meeting frequency reduced to five, clauses 4.4 and 4.5 added.	Janette Massey	NGR Committee