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**Introduction**

Active Sussex is the brand name of the Sussex County Sports Partnership Trust, which operates as an Active Partnership, the only countywide organisation for sport and physical activity recognised by the national body Sport England.

Encompassing the counties of East & West Sussex, as well as the City of Brighton & Hove, Active Sussex is a partnership of public, private and voluntary sector organisations who collectively are committed to increasing participation in sport and physical activity across the county, adding value by working together.

Active Sussex’s Board has been formed to independently oversee, scrutinise and guide the work of the Trust, make decisions where appropriate, and ensure good governance of the Trust. The Board also oversees delivery of the emerging 2018-21 Strategic Framework for Sport and Physical Activity for the county. The Active Sussex executive team has the job of coordinating this work. The Strategy will focus primarily on how increased participation in sport and physical activity can enhance the lives of Sussex residents, and as a priority will focus on the following priority groups:

1. People living in areas of socio-economic disadvantage and/or on low income
2. Older adults, and those with life-enduring disability
3. Children and young people

The Trust also works to support other relevant networks to improve opportunities, to attract funding/investment for sport, including facilities and to improve coordination, networking and partnership working across the sector in Sussex.

**Terms of Reference**

**Board Composition**

The recently published UK Code of Sports Governance requires that a Board shall be of an appropriate size to:

A. meet the Requirements of the organisation;
B. have the appropriate balance of skills, experience, independence and knowledge;
C. manage changes to its composition (including that of its committees) without undue disruption;
D. promote an open dialogue amongst the directors.

An appropriate Board size allows for full and frank discussions amongst all directors, while balancing the need to have varying and diverse opinions, achieved by a membership with a balance of skills, experience, independence and knowledge.
Active Sussex’s governing document allows for a maximum of 12 trustees (Article 11) on its Board. The Trust considers that this number to be an appropriate size to manage changes to its composition, and that of its sub-committees. All trustee appointment terms are documented by letter of appointment which are kept on file, and the Trust maintains a schedule of trustee appointments which is updated upon appointment or resignation of any trustee.

In accordance with its governing document, one third of its trustees (up to four) must stand down each year. This is a minimum of one trustee from each Committee (to prevent disruption to organisational governance) plus a further trustee. The schedule of appointments informs the Trust who is due to step down from each sub-committee, and when, and trustees are recruited annually to fill any gaps. Hence succession planning is in place.

1. **Board Aims, Objectives and Principles**
   - To set the values, strategic direction and policy of Active Sussex
   - To respond to local, regional and national influences, including the representation of Active Sussex and physical activity on all relevant local, regional and national policy and strategy consultations
   - To advocate for sport and for Active Sussex
   - To ensure Active Sussex is fit for purpose
   - To advise on the annual business plan and associated budget, and receive performance management information
   - To scrutinise the Trust’s governance, risk management, financial management, strategy implementation and delivery team (Active Sussex Team) performance
   - To account to Sport England for the performance of the delivery team (Active Sussex professional staff) and the allocation, use and management of its grant funding
   - To manage the Active Sussex Board and senior staff recruitment process

These aims and objectives will support and complement the outcomes highlighted in the Government Strategy **Sporting Future: A New Strategy for An Active Nation (December 2015)**, where sport will be assessed in its contribution in Sussex to:
   - Physical wellbeing
   - Mental wellbeing
   - Individual development
   - Social/community development
   - Economic development

In addition, the Board’s aims and objectives will also seek to complement and contribute to local strategic priorities and stated outcomes for physical activity in Sussex

2. **Remit of the Board**

2.1 The Board is the overall Governing Body of the Sussex County Sports Partnership Trust. It is an independent Board which makes decisions where appropriate and provides good governance of the Trust.
2.2 The Board will take responsibility for setting the strategic direction of the Trust, monitoring and evaluating the effective delivery of the Trust’s objectives and being accountable for the achievement of key targets and outcomes

2.3 It is the Board’s responsibility to ensure that these aspects of the Trust’s business are maintained and improved to the satisfaction of partners and funders through transparent and planned processes

2.4 The clear separation of the Board (the Governing body) and the staff (the Trust’s workforce) is fundamental to good governance of the Trust. Day-to-day management of the Trust is not a Board function, and authority is delegated for achieving the strategic outcomes, together with the necessary authority to make decisions in a specified range of activities to the Chief Executive Officer

2.5 Within this, specific roles will include:

**Strategic Leadership & Planning**
- Providing clear direction for sport and physical activity in the county through the production of a Trust strategy and annual business plan strongly communicated in order to motivate, inspire and drive the team and their partners
- Providing implementation leadership
- Promoting the Trust’s vision, aim and core values

**Advocacy**
- Advocating the benefits of sport and physical activity and Active Sussex locally, regionally and nationally
- Recognising and celebrating success in the Trust
- Securing resources for sport and the work of Active Sussex

**Trust Building**
- Opening doors for sport and physical activity and for the Trust
- Encouraging collaboration
- Valuing and supporting people to achieve the Trusts goals
- Engaging stakeholders in a consistent and managed way to ensure commitment and satisfaction

**Accountability**
- Ensuring implementation and continuous improvement of Trust strategies and business plans with a customer/client-centred approach
- Reporting on performance
- Assuming responsibility, both moral and legal, for the actions of the Trust and its resources (financial and non-financial)

**Good Governance**
- Ensuring the Trust meets appropriate standards of governance

**Risk Management**
- Maintaining the Trust risk register and reviewing it on a quarterly basis
In addition to having and using a risk management and internal control system (as in section 14 below), together with the Trust's regular systems reviews, the Board (assisted by the Governance & Audit Committee) will stand back and annually take a fresh look at their risk system or framework as a whole, and review its effectiveness at meeting the aims for which it was established.

The same action (separately) will be undertaken for the Trust's internal control systems or framework.

These will both be documented in the Board Terms of Reference (TORs).

2.6 Positions are non-executive and not salaried. Out of pocket expenses will be paid where appropriate. Members may choose to resign from office at any time, by formally writing to the Chair.

3. Responsibilities and remit of the Chair

3.1 The main duties of the Chair (supported by the Vice-chair) should include:

- Defining the overall direction of the work of the Trust, setting targets and agreeing a business plan
- Providing strategic leadership to the Active Sussex Board, chairing its regular meetings and bringing together a diverse range of interests and skills to work together on a common agenda
- Ensuring Board decisions are acted upon
- Supporting and appraising the work of the Chief Executive
- Representing the Board to stakeholders at appropriate events

3.2 The main responsibilities of the Chair include:

- **Setting the agenda**: The agenda should take full account of the issues and the concerns of all Board members. Agendas should be forward looking and concentrate on strategy and developing the Trust, rather than focusing on management issues
- **Ensuring that Board members receive accurate, timely and clear information**: to enable the Board to make sound decisions, monitor effectively and provide advice to promote the success of the county
- **Managing Board meetings**: to ensure that sufficient time is allowed for discussion of issues, and where appropriate, arranging informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that Board members have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision making
- **Regular Liaison with the Chief Executive of the Trust**: to stay engaged and up to date
- **Member Development**: taking the lead in inducting and developing individual Board members, with a view to enhancing the Board’s overall effectiveness as a team
- **Member Engagement and Mobilisation**: Encouraging active engagement by all
members of the Board. Setting tasks for members to assist in the achievement of the Board’s goals

- **Performance Assessment:** Providing an annual assessment of performance of the Active Sussex Board and its’ individual members

### 4. Responsibilities of Board Members

**4.1** Board members should use their specific skills, knowledge, experience and networks to promote sport and physical activity, improve the impact of the Trust and help the Board reach sound decisions

**4.2** Sound judgement is central to the Board member’s role. The objectivity and fresh perspective acquired through their relative distance from day-to-day matters, combined with experience acquired elsewhere, is the basis for challenging the accepted thinking of the Trust and encouraging stronger performance

**4.3** The main responsibilities of the Board include:

- **Strategy development:** Actively and constructively contributing to and challenging development of the Trust’s strategic plan
- **Decision-making:** Ensuring that, in reaching a decision, the Board takes into account any relevant guidance issued by regional and national agencies as well as recommendations from Trust officers
- **Delegated authority:** Ensuring that the Board operates within the limits of its delegated authority. Individual 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
- **Risk management:** Ensuring that risk management systems are robust and defensible so that major risks are identified and appropriately managed
- **Policy setting and endorsement:** Setting policy and ensuring that operational management of the Trust is carried out in accordance with the policies and procedures of the Trust
- **Overseeing results:** Ensuring the delivery of planned results by monitoring and evaluating performance against agreed strategic objectives and targets

**4.4** Responsibilities of Active Sussex Board members include a duty to:

- Comply with agreed policies and governance procedure
- Act reasonably and prudently in all matters relating to the Trust and in its long term interest
- Protect all resources belonging to the Trust, for instance by ensuring that there are adequate financial controls and risk assessments
- Act in the best interests of the public as a whole and to avoid conflicts of interest,
particularly where they involve financial transactions

- Act collectively since no individual can bind his or her fellow Board members, unless specifically authorised to do so

5. **The Role of the Chief Executive (CEO)**

- The role of the CEO is to implement the Active Sussex Board’s strategies and policies, and to develop, nurture and deliver effective working relationships with key agencies and partners within the county, region and nationally as appropriate
- The CEO has responsibility for the overall organisation, management and staffing of the Trust and for its procedures on financial and other matters, including conduct and discipline of staff
- The CEO is the accounting officer for the Trust and is responsible to the Board for the resources under his/her control. The essence of the role is a personal responsibility for the propriety and regularity of public finances for which he or she is answerable; for prudent and economical administration; for avoidance of waste and extravagance; and for the efficient and effective use of all resources under their charge

6. **Membership, quorum and voting**

6.1 The Board will consist of a minimum of six and a maximum of 12 Members, including:
- An Independent Chair openly appointed
- A further minimum of two Independent Board Members who will be appointed by the Chair
- Remaining Board members will be openly recruited non-executive directors appointed by the Board
- Two “ex officio” individuals, namely:
  - The CEO
  - The minute taker

6.2 Membership of the Board will be for a term of three years, with the opportunity to be considered for reappointment for a further two terms of three years each. In line with current best practice, the maximum length of service allowed by any Member will normally be limited to a maximum of three terms of three years

6.3 The openly appointed Board Members will be recruited based on their skills, experience and knowledge in addition the Board will seek diversity in its membership, reflective of Sussex’s population (e.g. in terms of age, ethnic background, social class and life experiences, gender and disability). Equality is crucial and expertise in this area will need to be secured within the Board membership
6.4 The CEO is the only Executive Director and will not have voting rights. All other Board Members have voting rights, one per member.

6.5 The Chair of the HR & Nominations Committee will coordinate an Annual Board Evaluation process. They will also be a sounding board and provide additional support for other Board Members and staff who may wish to raise a specific concern or issue.

6.6 At least five voting members must be present to represent a quorum.

6.7 Normally the Board will operate by consensus and only when required will vote by a show of hands. In these circumstances voting will be by simple majority. In the result of a tied vote the Chair will have the casting vote (having not voted in the original round of votes).

7. Meeting procedures

7.1 Official records must be kept of all formal meetings of the Active Sussex Board. These will include:

- The names of all those present and any apologies for absence
- All resolutions, decisions and any declarations of interest reported at the meeting
- All appointments made at the meeting
- Details of the establishment of any committees together with their terms of reference
- Minutes of the meetings will be posted on the Active Sussex website (excluding items of confidentiality)

7.2 The CEO will appoint a member of the Active Sussex senior staff team to act as secretariat at meetings.

7.3 The Board may invite representatives from other organisations as observers to attend its meetings, or meetings of its committees. Such individuals may contribute to discussions but are not permitted to vote at meetings.

8. Declaration and conflicts of interests

8.1 All Board members (and any ex-officio staff members present) will be required to make an annual declaration of any interests, personal (including financial) or prejudicial, relating to the work and activities of the Board or the Trust.

8.2 At the start of each Board meeting or as soon as possible, members will declare any interests in respect of any items of businesses being considered.

8.3 A conflicted member shall withdraw from that part of the meeting unless expressly invited by the Chair to remain to participate in the discussion. In the event of the Board having to decide upon a question in which a member has an interest, the conflicted member shall not be counted in the quorum for that part of the meeting. All decisions will be made by vote, with a simple majority required. Conflicted members shall not vote on matters affecting their own interests.
9. **Frequency of meetings**
9.1 The Active Sussex Board will meet quarterly and at least four times per year
9.2 The Committees also meet every three months

10 **Committee Chairs and Ambassadors**

The Board can appoint any of its members, with appropriate delegated authority, to chair committees. These include:

- Business Development
- Governance & Audit
- Human Resources & Nominations

In addition to this, the Board can appoint trustees to champion the minimum operating standards of:

- Equality
- Safeguarding

10.1 The Board can create other Board Champion roles, Committees, task and finish or other groups as necessary to further its work and responsibilities. Each should have its own terms of reference and agreed levels of delegated authority and be able to make recommendations to the Board. These should be led by a Board member and could include specialists or representatives of other organisations. Any decisions or actions taken by a Committee, task and finish or other group should be reported to the next meeting of the Board for information and, if necessary, ratification.

10.2 Active Sussex currently has three Committees: Business Development, Governance & Audit and Human Resources & Nominations, whose terms of reference can be found in Appendix IV.

10.3 Active Sussex currently has one Ambassador, appointed for advocacy duties at relevant events around the county.

11 **Code of conduct**

11.1 There is an agreed code of conduct for Board members which ensures that the highest personal standards are observed at all times. As a trustee of Active Sussex, (s)he must promise to abide by the fundamental values that underpin all the activity of this organisation. These are:

**Accountability**

Everything Active Sussex does will be able to stand the test of scrutiny by the public, the media, charity regulators, members, stakeholders, investors, Parliament and the courts.
Integrity and honesty
These will be the hallmarks of all conduct when dealing with colleagues within Active Sussex and equally when dealing with individuals and institutions outside it

Transparency
Active Sussex strives to maintain an atmosphere of openness throughout the organisation to promote confidence of the public, stakeholders, staff, charity regulators and Parliament

Additionally, they must agree to the following points:

Law, mission, policies
- Not break the law or go against charity regulations in any aspect of the role of trustee
- Support the mission and consider themselves its guardian
- Abide by organisational policies

Conflicts of interest
- Strive to act in the best interests of the organization
- Declare any conflict of interest, or any circumstance that might be viewed by others as a conflict of interest, as soon as it arises
- Submit to the judgment of the board and do as it requires regarding potential conflicts of interest

Person to person
- Not break the law, go against charity regulations or act in disregard of organisational policies in relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone they come into contact within trustee role
- Strive to establish respectful, collegial and courteous relationships with those come into contact within role as trustee

Protecting the organisation's reputation
- Not speak as a trustee of to the media or in a public forum without the prior knowledge and approval of the CEO or Chair
- When prior consent has not been obtained, inform the Chair or CEO at once spoken as a trustee to the media or in a public forum
- When speaking as an Active Sussex trustee, comments will reflect current organisational policy (even when these do not agree with personal views)
- When speaking as a private citizen, strive to uphold the reputation of the organisation and those who work in it
- Respect organisational, board and individual confidentiality
- 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
Personal gain

- Not personally gain materially or financially from their role as trustee, nor permit others to do so as a result of actions or negligence
- Document expenses and seek reimbursement according to procedure
- Not accept substantial gifts or hospitality without prior consent of the Chair
- Use organizational resources responsibly, when authorised, in accordance with procedure

In the boardroom

- Strive to embody the principles of leadership in all actions and live up to the trust placed in them by Active Sussex
- Abide by board governance procedures and practices
- Strive to attend all board meetings, giving apologies ahead of time to the Chair if unable to attend
- Study the agenda and other information sent in good time prior to the meeting and be prepared to debate and vote on agenda items during the meeting
- Honour the authority of the Chair and respect his or her role as meeting leader
- Engage in debate and voting in meetings according to procedure, maintaining a respectful attitude toward the opinions of others while making their voice heard
- Accept a majority board vote on an issue as decisive and final
- Maintain confidentiality about what goes on in the boardroom unless authorised by the Chair or Board to speak of it

Enhancing governance

- Participate in induction, training and development activities for trustees
- Continually seek ways to improve board governance practice
- Strive to identify good candidates for trusteeship and appoint new trustees on the basis of merit
- Support the Chair in his or her efforts to improve his or her leadership skills
- Support the CEO in their executive role and, with fellow board members, seek development opportunities for him/her

Leaving the board

- Understand that substantial breach of any part of this code may result in removal from the Board of Trustees
- In resigning from the Board, inform the Chair in advance in writing, stating the reasons for doing so

11.2 You have the right as a Trustee to:

- Equal status and voting rights with all the other Trustees
- An induction programme and induction pack to help you get involved in the Board and familiarise yourself with the organisation
- Receive training relating to any area of the Boards work
- Raise any concerns about the organisation, its work or operations
11.3 The Trust operates a policy governing personal relationships arising in connection with the Trust’s work and activities. This policy refers to the Trust’s employees, workers, volunteers, trustees and external partners. Please see Appendix X for full policy.

12 Equality and Safeguarding

12.1 EQUALITY

The Board will be responsible for the development and implementation of the Active Sussex Equality Policy Statement:

Active Sussex is committed to stopping discrimination and will treat people with dignity and respect. It will promote equal opportunities in both the employment and management of staff, and in the delivery of its services. In managing the services, it provides Active Sussex will promote equal opportunities across all its work

Purpose of the Policy: Active Sussex identifies that certain sections of the community have been affected by past disadvantage and discrimination and may be denied the opportunity to participate equally and fully in sport and physical activity at all levels.

This policy has been produced to:

- Ensure that all sectors of the community have the opportunity to participate in sport and physical activity in any role and at any level
- Ensure no employee, job applicant or person using or seeking to use the services and activities of Active Sussex is unfairly discriminated against (either directly or indirectly, on any grounds)
- This includes on the grounds of their race, colour, ethnic or national origin, religious belief, political opinion or affiliation, sex, marital status, sexual orientation, gender reassignment, age or disability

Principles: The Active Sussex equality policy is based upon the following principles:

- All persons have the right to participate in and enjoy sport in any role and at any level
- All personnel involved in sports development are responsible for creating an open and friendly environment for everyone wishing to participate in sport
- Discriminatory behaviour will not be tolerated within the Trust and all allegations and incidents of discrimination or other such unfair treatment will be taken seriously and responded to swiftly in accordance with Active Sussex policies and procedures
- All staff employed by Active Sussex will be expected to:
  - Comply with this policy and other policies that relate to equality of opportunity
  - Avoid any form of discrimination or encourage others to discriminate against any other member of staff, service user or others connected with Active Sussex
  - Positively refrain from the harassment, victimisation, abuse or intimidation of any member of staff, service user or others connected with the organisation
Inform Active Sussex management or the staff of Active Sussex partner organisations if they witness any form of discrimination in the normal course of their work (either involving staff or service users, or others connected with the organisation)

All members of the Active Sussex Full Board have a duty to conduct themselves and make decisions in relation to the statement and policy

12.2 SAFEGUARDING

The Board will be responsible for the development and implementation of the Active Sussex Safeguarding Policy Statement and is committed to promoting the safety and welfare of children and young people engaged in sporting activities locally. It aims to contribute to safeguarding by:

- Committing to the Child Protection in Sport Unit’s Safeguarding Framework
- Implementing and demonstrating best safeguarding practice when core staff, delivery staff, helpers or volunteers, are providing services, activities and programmes
- Working with partners to establish and implement agreed, consistent minimum safeguarding standards for sports activities locally
- Requiring those individuals or organisations that are funded or commissioned to provide any services to effectively address safeguarding requirements
- Maximising its influence to promote safeguarding practice and principles within its wider partnership roles and relationships

Safeguarding compliance is monitored by the Chief Executive and reported via the HR & Nominations Committee and the lead Trustee for safeguarding, to the Full Board of Trustees on a quarterly basis. The Board of Trustees endorses these aims and supports Active Sussex in this work and the development of an implementation plan.

Active Sussex fully recognise our moral and legal responsibilities under The Children Act 2004 and are committed to working collaboratively in line with Working Together to Safeguard Children (HM Government, 2018) guidance to provide a duty of care for children and young people, to safeguard their welfare and to protect them from abuse.

Active Sussex will work in partnership to ensure that children and young people irrespective of age, gender, disability, race, ethnic origin, nationality, colour, parental status, religious belief, class or social background, sexual preference or political belief, are able to take part in sport (as a participant or volunteer) in a fun, safe environment and are protected from harm or abuse.

Active Sussex will ensure that all incidents of suspicious poor practice and allegations of abuse should be taken seriously and responded to swiftly and appropriately in accordance with disciplinary procedures or, where necessary, through referral to statutory agencies. It is the responsibility of the child protection experts to determine whether or not abuse has taken place but it is everyone’s responsibility to report any concerns. Policies can be found on our website.

Confidentiality should be upheld in line with the Data Protection Act 1998 and Human Rights Act 1998.
13 Accountability and reporting

The Trust is a company limited by guarantee and a registered charity. As such, there are financial regulations we must comply with and these are detailed in this document. The Trust’s internal financial accounting system is managed through a software package known as Xero.

Authorised signatories

The authorised signatories to the Trust’s bank account are the:

- Chair of the Trust
- Members of the Trust’s Governance & Audit Committee
- Chief Executive
- Finance Officer
- General Administrator

All budget holders are asked to comply with the following company policy:

13.1 Expenditure

a) All purchases for goods and services must be notified to the Trust’s Finance Officer, and authorised by the budget holder. Staff are not permitted to originate orders direct from a supplier without providing the purchase order, or relevant authorisation from a budget holder. This includes orders for University catering or room hire.

b) Orders up to the value of £499.99 can be authorised by the budget holder and the order placed through the Finance Officer.

c) Any orders of £500 or more must be authorised by the budget holder and either the Chief Executive, or Strategic Relationship Manager.

d) Any orders exceeding £2,000 must be authorised by the budget holder and the Chief Executive. These are also subject to the requirement of section (f) below.

e) Any order exceeding £5,000 must be authorised by the Chief Executive and a Trustee who is also an authorised signatory (currently Anthony Davy, Brian Clark, Tanya Woodward, and Stephanie Maurel as the Trust’s Independant Chair).

f) Three competitive quotes for the provision of these goods under any order exceeding £2,000 must be obtained before an order is authorised for placement.

g) Any contract exceeding £50,000 should be brought to the attention of the Chair by the Chief Executive, and reviewed by the Governance & Audit Committee from a risk perspective. Signing authority should be in accordance with financial regulations.
h) Electronic authorisation by email is required by Managers, CEO and Trustees (according to the levels identified above). Once the proof and authorisation for expenditure has been received by the Finance Officer, (s)he will save the email trail and accompanying invoice (for audit purposes) to Xero.

i) Company credit cards are issued to the Chief Executive, General Administrator and to one of Strategic Relationship Managers to enable purchase of essential business services (train tickets, administrative supplies) by telephone or online. All receipts must be retained and provided to the Finance Officer for reconciliation against the company credit card statement. The limit across all cards is a total of £6,000.

13.2 Payments

a) All payments for goods and services will be made by direct payment facilities (BACS) via the Trust’s online banking system. This is under dual control. In the exceptional circumstance that a cheque is required, the cheque will be issued in line with guidance given in section 1 (b to e) above.

b) Online payments of any value are under dual control. However, the Finance Officer must check before submitting an online payment, that the invoice has been correctly authorised and checked (see 2d below), and the goods and services have been received. Payment can only be made against a Delivery Note and the Final Invoice must be checked for accuracy (in case the goods received differ from the goods ordered) and any discrepancy clarified before payment is submitted for final verification by the Chief Executive.

c) Invoices for online payments in excess of £2,000 must be physically authorised by the Chief Executive, following sight and signature of the invoice.

d) All requests for payment must be checked by the budget holder and passed to the Finance Officer within two days of receipt.

e) Petty cash payments (up to £50 only) can be made against receipts.

f) Payment of grants from any funded programmes to an external delivery organisation must be:
   ● Authorised as set out in section 1 above
   ● Paid against valid expenditure receipts
   ● Paid into that organisation’s bank account. The bank account must have two or more signatories. Grants must never be paid into an individual personal bank account. This is to protect the Trust (and the external organisation) from claims of wrongful payment or misappropriation of funds.
13.3 **Income**

a) All income must be lodged with the Finance Officer, and coded to the designated account on Xero

b) A **receipt** must be provided for all income received in respect of course or events registration fees (cash/cheques)

c) All cheque or postal order income must be made payable to **Active Sussex**, and addressed to our registered office

d) Any **cash** received via the post must be counted and receipted under dual cover (i.e. by two people)

e) As the Trust is registered for VAT, its **VAT registration number** must be quoted on all invoices that the Trust issues

13.4 **New Business Proposals**

New business proposals requiring the use of reserves, temporary or permanent, over **£25,000** should be referred to a member of the Governance & Audit Committee (for risk review) and the Business Development Committee (for business case review). The Chief Executive may sign following review.

13.5 **Salaries, Travel & Subsistence**

a) Salaries will be paid on the last working day of each month.

b) Travel and subsistence claims must be authorised and submitted to the Finance Officer by the 7th day of each month.

c) The Finance Officer will pass these to the Trust’s payroll administrator and the claim amount will be added to your monthly salary payment. The payment will be detailed on your payslip.

13.6 **Independent External Audit**

You should also be aware that is the responsibility of the Trust’s Governance & Audit Committee to review these policies and that our auditors will conduct an annual audit to test for compliance with these regulations
Sussex County Sports Partnership Trust

Board Governance Handbook

Appendices
Appendix I - Role Description & Person Specification (Chair)

Title
Chair to the Sussex County Sports Partnership Trust Board

Eligibility
The Chair to the Trust Board should work and/or reside in the geographical county of Sussex

Remuneration
This is a non-salaried position. Travel and other reasonable expenses will be reimbursed

Location
Trust meetings may be held throughout the County

Term
To be reviewed after two years

Time Commitment
- Induction training
- c. Four Board meetings annually
- c. Two Trust events annually including AGM
- Chair to represent the Trust on working groups, conferences and events
- Regular contact with the Board Members, Chief Executive and core staff of the Trust

Purpose
- Provide strategic leadership and be a visible role model/public face of the Trust
- Help make the board a high performing team
- Help ensure the Trust is ‘fit for purpose’
- Extend the network, influence and resources of the Trust
- Support the Trust Board members (trustees), Chief Executive and Trust staff.

Role of the Chair
- Lead advocate for physical activity and sport in Sussex
- Champion for the Trust across all partnership networks
- Promote the Trust vision
- Provide inspirational leadership to the Board and all partner agencies
- Contribute to board performance and management through effective chairmanship
- Ensure effective governance of the Board
- Set strategic goals within the business plan and ensure that effective monitoring is in place to evaluate progress towards achieving those goals

- Support the planning, development and implementation of partnership work in accordance with the vision aims and objectives of the Trust
- Ensure that the Trust is ‘fit for purpose’
• Ensure the media and all partners are kept updated on key developments within the Trust
• Support and respect the roles of the Chief Executive and the Trust staff

Other duties:
In addition, the Chair of the Board will be expected to use specialist skills, knowledge and experience in ways to advance and support the work of the Board and of Active Sussex

Person specification
• Commitment to the Trust
• Willingness to devote the necessary time and effort
• Strategic vision
• Good, independent judgement
• A strict sense of confidentiality
• Ability to think creatively
• Willingness to speak their mind
• Understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship
• Ability to work effectively as a member of a team
• Understanding Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
• Leadership skills
• Experience of committee work
• Tact and diplomacy
• Good communication and interpersonal skills
• Impartiality, fairness and the ability to respect confidences

In most circumstances it would also be desirable for the Chair to have knowledge of the type of work undertaken by the Trust and a wider involvement with the voluntary sector and other networks.

Expectations
The Chair will be expected to be able to make the following time commitments in order to fulfil their duties:
• Chairing four half-day meetings per year, including AGM, to be held in Sussex
• A maximum of one day per year (may be split into two half-day sessions) for Board induction, development and review sessions
• Additional time commitments which may be necessary effectively to fulfil their role as Chair of the Board (e.g. meeting with the Trust Director to plan Board meetings, recruitment of new Trustees)
Appendix II - Role Description & Person Specification (Board Member)

Title
Trustee, Sussex County Sports Partnership Trust

Eligibility
Trustees should work and/or reside in the geographical county of Sussex (or adjoining counties)

Remuneration
These are non-salaried positions. Travel and other reasonable expenses will be reimbursed upon request

Location
Board of Trustee meetings and Active Sussex events may be held throughout the County, but typically meetings are held at the University of Brighton (Falmer campus)

Term
Trustees are appointed for a period of 3 years and are eligible for reappointment at the end of that term. A maximum of three consecutive terms is permitted

Time Commitment
- Induction training (0.5 day)
- 4 x Board meetings annually (2 hours per meeting)
- 1 x annual Board Away Day
- 2 x Active Sussex events annually, including the Annual General Meeting (up to 2 days)
- Represent the Trust on working groups/conferences/events (1 day)
- 4 x working group meetings annually (2 hours per meeting)

Purpose
- Provide strategic leadership and be a visible role model for the Trust
- Help make the board a high performing team
- Help ensure the Trust is ‘fit for purpose’
- Extend the network, influence and resources of the Trust
- Champion a discrete portfolio, thematic area or aspect of the business plan or committee
- Support the Chair, Chief Executive and the Strategic Management Group

Statutory duties of a Trustee
- To ensure that the Trust complies with its governing document, Charity law, company law and any other relevant legislation or regulations
- To ensure that the Trust pursues its objects as defined in its governing document
- To ensure the Trust uses its resources exclusively in pursuance of its objects
- To contribute actively to the Board of Trustees’ role in giving firm strategic direction to the Trust, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
● To safeguard the good name and values of the Trust
● To ensure the effective and efficient administration of the Trust
● To ensure the financial stability of the Trust
● To protect and manage the property of the Trust and to ensure the proper investment of the Trust's funds
● If the Trust employs staff, to support the Chair in the recruitment of the Chief Executive and in the monitoring of his or her performance

Responsibilities
● Advocate for sport and physical activity in Sussex
● Champion for Active Sussex within their own sector and its networks
● Promote the Active Sussex vision for sport and physical activity in Sussex
● Provide a two-way network of communication between partners within their own sector its associated networks and Active Sussex
● Contribute to effective board performance and management
● Set strategic goals within the business plan and ensure that effective monitoring is in place to evaluate progress

Person specification
● Commitment to the Trust
● Willingness to devote the necessary time and effort
● Strategic vision
● Good, independent judgement
● A strict sense of confidentiality
● Ability to think creatively
● Willingness to speak their mind
● Understanding and acceptance of the legal duties, responsibilities and liabilities of Trusteeship
● Ability to work effectively as a member of a team
● Understanding of Nolan's seven principles of public life: selflessness, integrity, objectivity, accountability, openness, honesty and leadership
● Tact and diplomacy
● Good communication and interpersonal skills
● Impartiality, fairness and the ability to respect confidences

Expectations
Trustees will be expected to be able to make the following time commitments in order to fulfil their duties:
● Attendance at four half-day meetings per year, including AGM, to be held in Sussex
● A maximum of one day per year (may be split into two half-day sessions) for Board induction, development and review sessions
● Additional time commitments which may be necessary to effectively fulfil their specific role on the Board
Appendix III Role Description & Person Specification (Board Member: Vice Chair & Senior Independent Director)

This role is a voluntary non-executive director on the Board of Active Sussex. The Vice-chair will support the Chair as principal point of contact between the Board and the Chief Executive. It is a senior leadership position with a focus on (i) corporate development and sport strategy, and (ii) act as the Trust’s nominated Senior Independent Director

Eligibility
Vice-chair should live or work within Sussex.

Remuneration
This is a non-salaried position. Travel and other reasonable expenses will be reimbursed

Location
Trust meetings will be held at the University of Brighton, Falmer campus and occasionally there will be a need to attend regional/national meetings

Term
To be reviewed after an initial 3-year appointment, but subject to a maximum of three consecutive terms

Purpose of Role
- With the Chief Executive and Chair, lead the development of the business plan and strategy
- To provide oversight of the business plan and strategy and monitor progress towards strategic goals
- To act as the Trust's Senior Independent Director
- To support the Chief Executive and the Strategic Management Group
- To maintain a high performing Board
- Ensure the Trust is ‘fit for purpose’, has wide stakeholder support and achieves continuous improvement
- A leadership role in making sure that the Board plays its part in ensuring appropriate governance systems and structures are in place.

Main duties of the Vice-chair
- Oversight of the Trusts’ business development and sports strategy
- With the Chief Executive, to be an advocate for Active Sussex by supporting the creation of a clear purpose, a vision of success, supportive values and an engaging business strategy
- As an independent director, who is appointed by the Board to act as Senior Independent Director, responsibilities include:
  1. providing a sounding board for the chair;
  2. serving as an intermediary for the other directors when necessary;
  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
  4. leading on the process to appraise the chair’s performance.
• Support the Chief Executive in securing financial income from commercial and other sources by encouraging financial investment from partner agencies, commercial organisations and other
• Deputise for the Chair as required
• Work with the Chair to achieve the points above

For the avoidance of doubt, the following duties will remain with the Chair Role

• Ensure that the appropriate oversight, governance, management and financial control of the Trust is in place through agreed policies and processes
• Present the Business Plan and Annual Report to partners and stakeholders
• To maintain a high performing Board ensuring induction, appraisal and on-going development
• To be the official representative of Active Sussex at high profile stakeholder events and meetings

Duties of the Chairperson

• Lead advocate for physical activity and sport in Sussex
• Champion for Active Sussex across all partnership networks
• Promote the Active Sussex vision
• Provide inspirational leadership to the Board and all partner agencies
• Contribute to board performance and management through effective chairmanship
• Set strategic goals within the business plan and ensure that effective monitoring is in place to evaluate progress to achieving those goals
• Support the planning, development and implementation of partnership work in accordance with the vision aims and objectives of Active Sussex
• Ensure that Active Sussex is ‘fit for purpose’
• Ensure the media and all partners are kept updated on key developments within Active Sussex
• Support and respect the roles of the Trust Board, the Chief Executive and Active Sussex staff

Time Commitment:
• As a minimum, preparation for and attendance at:
• An induction training event
• Quarterly meetings of the Board Annual partnership events such as the Annual General Meeting and annual awards dinner
• Other partner meetings or events such as conferences and launches
• Occasional local and national meetings with Sport England and the Active Partnerships Network
• plus:
• Regular contact with other Board Directors, the Chair, Chief Executive, and staff of the Trust
• Regular contact with stakeholders and influencers throughout Sussex.
Person Specification – Vice-chair of Active Sussex

Essential Experience, Skills and Knowledge
● Leading and managing a multi-agency partnership or business
● A high-profile role in the commercial, public, charitable or voluntary sectors
● Understanding of how commercial funding can be secured to support community sport and physical activity
● Involvement in (or detailed understanding of) the development of sport and physical activity including the relevant local, regional and national government policy
● Strategic /business planning
● Managing change in a politically sensitive environment
● Ability to build constructive relationships
● Ability to motivate and inspire others
● Understanding of organisational development and planning for business growth
● High level communication and negotiation skills
● Ability and willingness to act as an advocate for sport to a broad audience.

Personal Qualities
● Publicly respected
● Commercially astute
● Well connected with networks of influence
● Passion for sport and physical activity
● Pragmatic
● Influential
● Objectivity
● Discretion

Last updated: 31/03/20 (GFG)
Appendix IV – Terms of reference for Board Committees

Governance & Audit Committee Terms of Reference

A Introduction

This document sets out terms of reference for an Audit Committee of a company (the Sussex Trust Trust) seeking to comply with the requirements of the UK Corporate Governance Code, as appropriate to a smaller company.

It reflects the UK Corporate Governance Code as revised in April 2016 (the ‘Code’) and the updated FRC Guidance on Audit Committees (the ‘FRC Guidance’), also published in April 2016. The Code is applicable for financial periods beginning on or after 17 June 2016.

These terms of reference also reflect the requirement for the company to comply with the Sport England Code for Sports Governance (issued 31st October 2016).

B Terms of Reference

1 Membership

1.1 The committee shall comprise at least two members as required by Code provision C.3.1 for smaller companies. Members of the committee shall be appointed by the board, on the recommendation of the ad hoc nomination committee in consultation with the chairman of the audit committee.

1.2 All members of the committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience and with competence in accounting and/or auditing. As a smaller company the chairman of the board may be a member of the committee but not the chair thereof.

1.3 Only members of the committee have the right to attend committee meetings. However, the financial accountant and external audit lead partner will be invited to attend meetings of the committee on a regular basis and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary. This will include members of the HR & Nominations Committee who may be invited to attend, where there is an agenda item of common interest. Non-members attending will not affect quorum and would not have any voting rights.

1.4 The board shall appoint the committee chairman. In the absence of the committee chairman
chairman and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.

2 **Secretary**

The company secretary, or his or her nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues.

3 **Quorum**

The quorum necessary for the transaction of business shall be two members.

4 **Frequency of meetings**

4.1 The committee shall meet at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.

4.2 Outside of the formal meeting programme, the committee chairman, and to a lesser extent the other committee members, will maintain a dialogue with key individuals involved in the company’s governance, including the board chairman, the chief executive, the finance director, the external audit lead partner and the head of internal audit.

5 **Notice of meetings**

5.1 Meetings of the committee shall be convened by the secretary of the committee at the request of any of its members or at the request of the external audit lead partner or head of internal audit if they consider it necessary.

5.2 Unless otherwise agreed by the committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members at the same time.

5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6 **Minutes of meetings**

6.1 The secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.
6.2 Draft minutes of committee meetings shall be agreed with the committee chairman and then circulated promptly to all members of the committee, unless it would be inappropriate to do so in the opinion of the committee chairman.

7 Annual general meeting

The committee chairman should attend the annual general meeting to answer member questions.

8 Duties

The committee should have oversight of the group as a whole and, unless required otherwise by regulation, carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole.

8.1 Financial reporting

8.1.1 The committee shall monitor the integrity of the financial statements of the company, including its annual report, interim management statements and any other formal statements relating to its financial performance, and review and report to the board on significant financial reporting issues and judgements which those statements contain having regard to matters communicated to it by the auditor.

8.1.2 In particular, the committee shall review and challenge where necessary:

8.1.2.1 the application of significant accounting policies and any changes to them;
8.1.2.2 the methods used to account for significant or unusual transactions where different approaches are possible;
8.1.2.3 whether the company has adopted appropriate accounting policies and made appropriate estimates and judgements, taking into account the external auditor’s views on the financial statements; and
8.1.2.4 all material information presented with the financial statements, including the strategic report and the corporate governance statements relating to the audit and to risk management.

8.1.3 The committee shall review any other statements requiring board approval which contain financial information first, where to carry out a review prior to board approval would be practicable.

8.1.4 Where the committee is not satisfied with any aspect of the proposed financial reporting by the company, it shall report its views to the board.

8.2 Narrative reporting
Where requested by the board, the committee should review the content of the annual report and accounts and advise the board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for members and other stakeholders to assess the company’s performance, business model and strategy and whether it informs the board’s statement in the annual report on these matters that is required under the Code.

8.3 Internal controls and risk management systems

The committee shall:

8.3.1 keep under review the company’s internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems; and

8.3.2 review and approve the statements to be included in the annual report concerning internal control, risk management and the viability statement.

8.4 Compliance, whistleblowing and fraud

The committee shall:

8.4.1 review the adequacy and security of the company’s arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;

8.4.2 review the company’s procedures for detecting fraud;

8.4.3 review the company’s systems and controls for the prevention of bribery and receive reports on non-compliance;

8.5 External audit

The committee shall:

8.5.1 Consider and make recommendations to the board, to be put to shareholders for approval at the annual general meeting, in relation to the appointment, re-appointment and removal of the company’s external auditor;

8.5.2 Develop and oversee the selection procedure for the appointment of the audit
firm, ensuring that all tendering firms have access to all necessary information and individuals during the tendering process;

8.5.3 If an external auditor resigns, investigate the issues leading to this and decide whether any action is required;

8.5.4 Oversee the relationship with the external auditor. In this context the committee shall:

8.5.4.1 approve their remuneration, including both fees for audit and non-audit services, and ensure that the level of fees is appropriate to enable an effective and high-quality audit to be conducted; and

8.5.4.2 approve their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;

8.5.5 assess annually the external auditor’s independence and objectivity taking into account relevant UK law, regulation, the Ethical Standard and other professional requirements and the group’s relationship with the auditor as a whole, including any threats to the auditor’s independence and the safeguards applied to mitigate those threats including the provision of any non-audit services;

8.5.6 satisfy itself that there are no relationships between the auditor and the company (other than in the ordinary course of business) which could adversely affect the auditor’s independence and objectivity;

8.5.7 agree with the board a policy on the employment of former employees of the company’s auditor, taking into account the Ethical Standard and legal requirements, and monitor the application of this policy;

8.5.8 Monitor the auditor’s processes for maintaining independence, its compliance with relevant UK law, regulation, other professional requirements and the Ethical Standard, including the guidance on the rotation of audit partner and staff;

8.5.9 Monitor the level of fees paid by the company to the external auditor compared to the overall fee income of the firm, office and partner and assess these in the context of relevant legal, professional and regulatory requirements, guidance and the Ethical Standard;

8.5.10 assess annually the qualifications, expertise and resources, and independence of the
external auditor and the effectiveness of the external audit process, which shall include a report from the external auditor on their own internal quality procedures;

8.5.11 seek to ensure coordination of the external audit with the activities of the internal audit function;

8.5.12 evaluate the risks to the quality and effectiveness of the financial reporting process in the light of the external auditor’s communications with the committee;

8.5.13 develop and recommend to the board the company’s formal policy on the provision of non-audit services by the auditor, including approval of non-audit services by the committee and specifying the types of non-audit service to be pre-approved, and assessment of whether non-audit services have a direct or material effect on the audited financial statements.

8.5.14 The policy should include consideration of the following matters:

8.5.14.1 threats to the independence and objectivity of the external auditor and any safeguards in place;
8.5.14.2 the nature of the non-audit services;
8.5.14.3 whether the external audit firm is the most suitable supplier of the non-audit service;
8.5.14.4 the fees for the non-audit services, both individually and in aggregate, relative to the audit fee; and
8.5.14.5 the criteria governing compensation.

The committee shall further:

8.5.15 meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and, at least once a year, meet with the external auditor without management being present, to discuss the auditor’s remit and any issues arising from the audit

8.5.16 discuss with the external auditor the factors that could affect audit quality and review and approve the annual audit plan, ensuring it is consistent with the scope of the audit engagement, having regard to the seniority, expertise and experience of the audit team;

8.5.17 review the findings of the audit with the external auditor. This shall include but not be limited to, the following:
8.5.17.1 a discussion of any major issues which arose during the audit;
8.5.17.2 the auditor’s explanation of how the risks to audit quality were addressed;
8.5.17.3 key accounting and audit judgements;
8.5.17.4 the auditor’s view of their interactions with senior management; and
8.5.17.5 levels of errors identified during the audit;

8.5.18 Review any representation letter(s) requested by the external auditor before they are
signed by management;

8.5.19 review the management letter and management’s response to the auditor’s findings and
recommendations; and

8.5.20 review the effectiveness of the audit process, including an assessment of the quality of the
audit, the handling of key judgements by the auditor, and the auditor’s response to
questions from the committee.

9 Reporting responsibilities

9.1 The committee chairman shall report formally to the board on its proceedings after
each meeting on all matters within its duties and responsibilities and shall also
formally report to the board on how it has discharged its responsibilities. This report
shall include:

9.1.1 the significant issues that it considered in relation to the financial statements
(required under paragraph 8.1.1) and how these were addressed;

9.1.2 its assessment of the effectiveness of the external audit process (required
under paragraph 8.6.10), the approach taken to the appointment or
reappointment of the external auditor, length of tenure of audit firm, when a
tender was last conducted and advance notice of any retendering plans; and

9.1.3 any other issues on which the board has requested the committee’s
opinion.

9.2 The committee shall make whatever recommendations to the board it deems
appropriate on any area within its remit where action or improvement is needed.

9.3 The committee shall compile a report on its activities to be included in the
company’s annual report. The report should include an explanation of how the
committee has addressed the effectiveness of the external audit process; the
significant issues that the committee considered in relation to the financial statements and how these issues were addressed, having regard to matters communicated to it by the auditor; and all other information requirements set out in the Code.

9.4 In compiling the reports referred to in 9.1 and 9.3, the committee should exercise judgement in deciding which of the issues it considers in relation to the financial statements are significant, but should include at least those matters that have informed the board’s assessment of whether the company is a going concern and the inputs to the board’s viability statement. The report to shareholders need not repeat information disclosed elsewhere in the annual report and accounts but could provide cross-references to that information.

10 Other matters

The committee shall:

10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required;

10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

10.3 give due consideration to relevant laws and regulations, the provisions of the Code and the requirements of the Listing Rules, Prospectus Rules and Disclosure Guidance and Transparency Rules sourcebook and any other applicable rules, as appropriate;

10.4 be responsible for oversight of the internal and external auditors;

10.5 oversee any investigation of activities which are within its terms of reference;

10.6 work and liaise as necessary with all other board committees, taking particular account of the impact of risk management and internal controls being delegated to different committees; and

10.7 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board.

10.8 monitor the company’s compliance with the Sport England Code of Sports Governance to
ensure tier 3 standards are maintained to secure funding.

11 Authority

The committee is authorised to:

11.1 seek any information it requires from any employee of the company in order to perform its duties;

11.2 obtain, at the company’s expense, independent legal, accounting or other professional advice on any matter it believes it necessary to do so;

11.3 call any employee to be questioned at a meeting of the committee as and when required; and

11.4 have the right to publish in the company’s annual report, details of any issues that cannot be resolved between the committee and the board.

Revised SM/AD/14Dec17
Appendix V – Terms of reference for Board Committees

Human Resources & Nominations Committee

A  Introduction
This document sets out terms of reference for the Nominations Committee of a company (the Sussex Trust Trust) seeking to comply fully with the requirements of the UK Corporate Governance Code, as appropriate to a smaller company. It sets out the additional non-executive duties for trustees in respect of the Sussex County Sports Partnership Trust human resources.

These terms of reference also reflect the requirement for the company to comply with the Sport England Code for Sports Governance (issued 31st October 2016).

B  Terms of Reference

1  Membership

1.1 The committee shall comprise at least three directors. A majority of the members of the committee shall be independent non-executive directors.

1.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the chief executive, the human resources lead officer and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

1.3 Appointments to the committee are made by the board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the committee.

1.4 The Board shall appoint the Committee Chair who shall be the Chair of the Board. In the absence of the Committee Chair and/or an appointed Independent Non-Executive Director Deputy, the remaining members present shall elect another Independent Non-Executive Director to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair or participate in the committee meeting when it is dealing with the matter of succession to the Chair.

2  Secretary

The company secretary or his or her nominee shall act as the secretary of the committee.
3 Quorum

The quorum necessary for the transaction of business shall be two, both of whom must be independent non-executive directors.

4 Frequency of meetings

The committee shall meet at least four times a year and otherwise as required.

5 Notice of meetings

5.1 Meetings of the committee shall be called by the secretary of the committee at the request of the committee chairman.

5.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed, shall be forwarded to each member of the committee, any other person required to attend and all other non-executive directors, no later than five working days before the date of the meeting. Supporting papers shall be sent to committee members and to other attendees as appropriate, at the same time.

6 Minutes of meetings

6.1 The secretary shall minute the proceedings and resolutions of all committee meetings, including the names of those present and in attendance.

6.2 Draft minutes of committee meetings shall be circulated promptly to all members of the committee. Once approved, minutes should be circulated to all other members of the board unless in the opinion of the committee chairman it would be inappropriate to do so.

7 Annual general meeting

The committee chairman should attend the annual general meeting to answer any shareholder questions on the committee’s activities.

8 Duties

The committee should carry out the duties below for the Trust, major subsidiary undertakings and the group as a whole, as appropriate.
The committee shall:

8.1 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the board and make recommendations to the board with regard to any changes.

8.2 give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the board in the future. The full procedure for this is documented in Section 12 below.

8.3 keep under review the leadership needs of the organisation, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace.

8.4 ensure that robust employment policies, procedures and processes (to include grievance and disciplinary) are in place, noting that the Trust’s professional advisors will be retained to support the Trust in this area.

8.5 To ensure that a staff pay, pensions and grading framework is in place, developed in line with prevailing market and/sector forces.

8.6 To ensure the Trust is protected from financial risk or claim associated with the Trust’s HR policies and practices.

8.7 keep up to date and fully informed about strategic issues and commercial changes affecting the company and the market in which it operates.

8.8 be responsible for identifying and nominating for the approval of the board, candidates to fill board vacancies as and when they arise.

8.9 before any appointment is made by the board, evaluate the balance of skills, knowledge, experience and diversity on the board, and, in the light of this evaluation, prepare a description of the role and capabilities required for a particular appointment. In identifying suitable candidates, the committee shall

8.9.1 use open advertising or the services of external advisers to facilitate the search
8.9.2 consider candidates from a wide range of backgrounds
8.9.3 consider candidates on merit and against objective criteria and with due regard for the benefits of diversity on the board, including gender, taking care that appointees have enough time available to devote to the position.
8.10 for the appointment of a chairman, the committee should prepare a job specification, including the time commitment expected. A proposed chairman’s other significant commitments should be disclosed to the board before appointment and any changes to the chairman’s commitments should be reported to the board as they arise.

8.11 prior to the appointment of a director, the proposed appointee should be required to disclose any other business interests that may result in a conflict of interest and be required to report any future business interests that could result in a conflict of interest

8.12 ensure that on appointment to the board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside board meetings

8.13 review the results of the board performance evaluation process that relate to the composition of the board

8.14 review annually the time required from non-executive directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties

8.15 work and liaise as necessary with all other board committees.

The committee shall also make recommendations to the board concerning

8.16 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chairman and chief executive

8.17 suitable candidates for the role of Senior Independent Director

8.18 membership of the audit and remuneration committees, and any other board committees as appropriate, in consultation with the chairman of those committees

8.19 the re-appointment of any non-executive director at the conclusion of their specified term of office having given due regard to their performance and ability to continue to contribute to the board in the light of knowledge, skills and experience required

8.20 the re-election by members of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the company’s articles of association, having due regard to their performance and ability to continue to contribute to the board
in the light of the knowledge, skills and experience required and the need for progressive refreshing of the board (particularly in relation to directors being re-elected for a term beyond six years)

8.21 any matters relating to the continuation in office of any director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract

8.22 the appointment of any director to executive or other office

9 Reporting responsibilities

9.1 the committee chairman shall report to the board on its proceedings after each meeting on all matters within its duties and responsibilities

9.2 the committee shall make whatever recommendations to the board it deems appropriate on any area within its remit where action or improvement is needed

9.3 the committee shall produce a report to be included in the company’s annual report about its activities, the process used to make appointments and explain if external advice or open advertising has not been used. Where an external search agency has been used, it shall be identified in the annual report and a statement made as to whether it has any connection with the company

9.4 the report referred to in 9.3 above should include a statement of the board’s policy on diversity, including gender, any measurable objectives that it has set for implementing the policy, and progress on achieving the objectives.

10 Other matters

The committee shall:

10.1 have access to sufficient resources in order to carry out its duties, including access to the company secretariat for assistance as required

10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members

10.3 give due consideration to laws and regulations, the provisions of the Code and the requirements of the UK Listing Authority’s Listing, Prospectus and Disclosure and Transparency Rules and any other applicable rules, as appropriate
10.4 arrange for periodic reviews of its own performance and, at least annually, review its constitution and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the board for approval.

11 Authority

The committee is authorised by the board to obtain, at the company’s expense, outside legal or other professional advice on any matters within its terms of reference.

12 Recruitment and Succession Planning

As required by the UK Code of Sports Governance, the Trust’s process for recruitment and succession planning is provided below:

Recruitment of trustees
Active Sussex operates an open recruitment process for all trustees. When vacancies become evident by resignation of a trustee either during or at the end of term, or if a skills gap is identified, then the procedure is approved by the Board for activation;

Individual Trustee – the HR & Nominations Committee form the Nominations Panel (NP). This will comprise the Chair of the Board (who will also chair the NP), an independent trustee and the Chief Executive.

Independent Chair - the HR and Nominations Committee form the Nominations Panel. This will comprise the Senior Independent Director (who will also chair the NP), an independent trustee and the Chief Executive.

1. The advert, role description and person specification is drafted and checked by the Trust’s employment law advisors prior to public circulation to ensure compliance with employment law. The recruitment pack is advertised with a clear statement that the Trust is an equal opportunities employer, welcoming applications from all parts of the community. The Trust uses digital based recruitment, and the recruitment pack advertised with a wide variety of Sussex, regional and national agencies and sectors (within and beyond sport, some specialist if that is what is being sought, e.g. accountancy, marketing, HR or law).

2. All applicants must be eligible to become a Trustee, as per Charity Commission guidance and are asked to declare the same as part of the application process. Application is by CV and covering letter.
3. Prospective candidates are assessed and scored against a selection criterion, and the 
trustee skills matrix. Up to 5 candidates may be shortlisted for interview by the 
Nominations panel.

4. Subject to successful references, successful candidates are notified in writing of an offer of 
appointment and asked to accept in writing. The initial term of appointment offered is 
three years.

5. Upon acceptance, new Trustees are provided with a copy of the Charity Commission 
guidance CC3 ‘The Essential Trustee’ and induction is put in place within one month of 
appointment.

6. All new appointments and resignations are updated on the Charity Commission and 
Companies House websites.

7. New appointments during the year to be ratified at the following AGM

Succession plans for orderly appointment of Trustees and key Senior Management Positions

Trustees and key Board positions

As documented above, all trustee appointment terms are documented by letter of appointment 
which are kept on file. The Trust maintains a schedule of trustee appointments which is updated 
upon appointment or resignation of any trustee. In accordance with its governing document, one 
third of its trustees (up to four) must stand down each year. To prevent any disruption to ongoing 
organisational governance during the recruitment period, this is a minimum of one trustee from 
each Board Committee, plus a further trustee. The schedule of appointments informs the Trust 
who is due to step down from each sub-committee, and when, and trustees are recruited annually to fill any gaps. Hence succession planning is in place.

In the event of the resignation of a key trustee from a committee (e.g. chair of Governance & Audit, 
or HR & Nominations Committee), the Trust is able to ensure its governance is not compromised, 
as the governing document allow for trustees to appoint an interim meeting chair to continue 
business. Appointments to Committees are skills based, so the Trust can ensure there is adequate 
succession/cover whilst recruitment is taking place.

Key Senior Management Positions
The Trust is funded in the main by Sport England and the award period typically follows a 4-year 
cycle. All staff employment contracts are aligned to the respective external funding source, 
therefore the Trust maintains a register of all staff contract start and end dates, as well as the 
associated notice period. Should there be a significant period of time between departure of a 
Senior Management Positions

The Trust is funded in the main by Sport England and the award period typically follows a 4-year 
cycle. All staff employment contracts are aligned to the respective external funding source, 
therefore the Trust maintains a register of all staff contract start and end dates, as well as the 
associated notice period. Should there be a significant period of time between departure of a 
senior member of staff, and the replacement, then business critical work is identified and 
allocated to the most appropriate senior officer as an interim measure only. The Chair or Senior 

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Independent Director will have additional oversight, if the post in question is the Chief Executive.

Recruitment process:
Working to a 4-8 week timeframe, the Trust has a robust process in place (see below) to recruit replacements in the event of an unexpected resignation.

1. Written notice received
2. Notice acknowledged by the Trust and notified to the HRNC and staff
3. Recruitment package (advert, application form, role description and person specification) drafted and approved by HRNC, including timescales for application open/close, short listing and interview
4. Interview panel and dates confirmed
5. Recruitment pack released for public advertisement, including local regional and national media/partners
6. Applications close and short listing process begins
7. Short-listed candidates notified and interviewed no less than 10 days after interview invitation date
8. Candidates interviewed. Successful candidate notified verbally and references taken up
9. Subject to two clear references, the successful candidate is offered an employment contract to include start and end date, and details of remuneration, contractual working hours, and place of work, annual leave and notice periods. P45/6 requested and payroll administrator contacted.
10. Unsuccessful candidates notified and written feedback provided
11. Unsuccessful application paperwork retained for 6 months only, and destroyed thereafter
12. Successful candidate starts work, subject to induction and a three month probationary period.

Rev. 27.11.17/SM/HRNC
Appendix VI – Terms of reference for Board Committees

Business Development Committee

A. Introduction

This document sets out the terms of reference for the Business Development committee, which is a sub-group of the Board of Trustees. It is established for the purpose of providing strategic oversight, growing and developing business relationships and providing appropriate guidance to the Trust’s senior executive team relating development of the organisations relationships with corporate and other wider partners with the aim of:

1. raising the profile of the work of the Trust through events, marketing and communications
2. providing oversight and guidance for the Trust and its delivery partners
3. generating additional revenue for the Trust

The Business Development Committee is a discretionary committee of the Trust, and not mandated as a result of compliance with the UK Code for for Sports Governance (issued 31st October 2016).

B. Terms of Reference

1. Membership

1.1 The committee shall comprise at least two members, who shall be appointed by the board, on the recommendation of the nomination committee in consultation with the Chair of the Board.

1.2 All members of the committee shall be independent non-executive directors at least one of whom shall have recent and relevant professional experience and competence in the areas of marketing, communications, CSR and sponsorship, charitable fundraising, events, business development and growth.

1.3 Only members of the committee have the right to attend committee meetings. However, relevant members of the Trust’s professional staff will be invited to attend meetings of the committee on a regular basis, and other non-members may be invited to attend all or part of any meeting as and when appropriate and necessary. This will include members of the Governance & Audit Committee who may be invited to attend, where there is an agenda item of common interest. Non-members attending will not affect quorum and would not have any voting rights.

1.4 The Board shall appoint the committee chairman. In the absence of the committee chairman and/or an appointed deputy at a committee meeting, the remaining members present shall elect one of themselves to chair the meeting.
2. **Secretary**

The company secretary, or his or her nominee, shall act as the secretary of the committee and will ensure that the committee receives information and papers in a timely manner to enable full and proper consideration to be given to issues. Typically, this will be one of the Trust’s Strategic Relationship Managers; supported also by the PR & Communications Officer.

3. **Quorum**

The quorum necessary for the transaction of business shall be two members.

4. **Frequency of meetings**

4.1 The committee shall meet at least four times a year at appropriate intervals in the financial reporting and audit cycle and otherwise as required.

4.2 Outside of the formal meeting programme, the committee chairman, and to a lesser extent the other committee members, will maintain a dialogue with key individuals involved in the company’s business development, including the board chairman, the Chief Executive/senior team and the Finance Officer.

5. **Notice of meetings**

5.1 Meetings of the committee shall be convened by the secretary of the committee at the request of any of its members.

5.2 Unless otherwise agreed by the committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the committee no later than **five working days** before the date of the meeting. Supporting papers shall be sent to committee members at the same time.

5.3 Notices, agendas and supporting papers can be sent in electronic form where the recipient has agreed to receive documents in such a way.

6. **Minutes of meetings**

6.1 The secretary shall minute the proceedings and decisions of all meetings of the committee, including recording the names of those present and in attendance.

6.2 Draft minutes of committee meetings shall be agreed with the committee chairman and then circulated promptly to all members of the committee, unless it would be inappropriate to do so in the opinion of the committee Chair.

7. **Annual general meeting**

The committee Chair should attend the annual general meeting to answer member questions.
8. **Duties**

The responsibility of the committee is to have non-executive oversight of the Trust’s business development, linked to its 2018-23 strategy outcomes and as directed by the Board.

The committee has the following duties:

1. To ensure a robust marketing and communications strategy is in place (and data protection compliant)
2. To ensure the work of the Trust is advocated and to raise its profile across the public, private and voluntary sector in Sussex, and regionally/nationally where appropriate
3. To provide constructive oversight and challenge with regard to maximising the value of charitable funds invested and proactively looking for new funding streams from the public and private sectors to support the work of the charity and wider Sussex community
4. To agree an appropriate Events strategy
5. Review and oversee quarterly strategic indicators

8.1 **Financial review**

The committee shall review new opportunities relating to large scale events or business propositions.

9. **Reporting responsibilities**

The committee chairman shall report formally to the board on its proceedings after each meeting on all matters within its duties and responsibilities and shall also formally report to the board on how it has discharged its responsibilities. This report shall include:

1. the significant issues that it considered in relation to new business and major events changes (i.e. new sponsorship).
2. any other issues on which the board has requested the committee’s opinion.

10. **Other matters**

The committee shall:

10.1 have access to sufficient information in order to carry out its duties.
10.2 be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;
10.3 work and liaise as necessary with all other board committees, taking particular account of the impact of risk management and internal controls being delegated to different committees; and
10.4 arrange for periodic reviews of its own performance and in line with the board’s review processes.
11. Authority

The committee is authorised to:

11.1 seek any information it requires from the designated secretary/ SRM.

11.2 request any employee to attend a meeting of the committee as relevant to the agenda, for example the Chief Executive, another SRM or the Events Officer. The request to be made via secretary/ SRM
Appendix VII - Personal Liability

Although any legal proceedings initiated by a third party are likely to be brought against Active Sussex, in exceptional cases civil, or in certain cases, criminal, proceedings may be brought against a Chair or other individual board members. For example, a Board member may be personally liable if he or she makes a fraudulent or negligent statement, which results in loss to a third party. Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

However, the Government has indicated that individual Board members who have acted honestly, reasonably, in good faith and without negligence will not have to meet out of their own personal resources any personal civil liability which is incurred in execution of purported execution of their board functions. Active Sussex hereby indemnifies its Board members against legal proceedings brought against them personally in execution of their board duties, provided they have acted in accordance with this paragraph. Active Sussex ensures that Board Members are provided with Indemnity Insurance.
Appendix VIII - Declaration of Interests Form

I, ........................................ as trustee of Active Sussex have set out below my interests in accordance with the organisation’s conflicts of interest policy.

<table>
<thead>
<tr>
<th>Category</th>
<th>Please give details of the interest and whether it applies to yourself or, where appropriate, a member of your immediate family, connected persons or some other close personal connection</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current employment and any previous employment in which you continue to have a financial interest</td>
<td></td>
</tr>
<tr>
<td>Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority membership, tribunals etc.</td>
<td></td>
</tr>
<tr>
<td>Membership of any professional bodies, special interest groups or mutual support organisations</td>
<td></td>
</tr>
<tr>
<td>Investments in unlisted companies, partnerships and other forms of business, major shareholdings (e.g. more than 5% of issued capital) and beneficial interests</td>
<td></td>
</tr>
<tr>
<td>Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last 12-months</td>
<td></td>
</tr>
<tr>
<td>Do you use, or care for a user of the organisation’s services?</td>
<td></td>
</tr>
<tr>
<td>Any contractual relationship with the charity or its subsidiary</td>
<td></td>
</tr>
<tr>
<td>Any other conflicts that are not covered by the above</td>
<td></td>
</tr>
</tbody>
</table>

To the best of my knowledge, the above information is complete and correct. I undertake to update as necessary the information provided, and to review the accuracy of the information on an annual basis. I give my consent for it to be used for the purposes described in the conflicts of interest policy and for no other purpose.

Signed:  
Position:  
Date:  

A ‘Register of Interests’ will be held by the Active Sussex General Administrator
Appendix IX - Matters Reserved for the Board

<table>
<thead>
<tr>
<th>SUBJECT</th>
<th>RESERVED FOR THE BOARD</th>
<th>DELEGATED TO THE CHIEF EXECUTIVE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Corporate Governance</td>
<td>Consideration and approval of the Governance framework, including Principles of Good Governance, Governance Document, Delegated Powers, and Hosting agreement.</td>
<td>Responsibility for all matters of organisational structure below the level of CEO. Able to delegate authority to other staff.</td>
</tr>
<tr>
<td>Strategy</td>
<td>● Determining the overall strategic direction of the organisation.</td>
<td>● Preparation of the Strategic Plan and subsequent annual service plans (these can be reviewed by Board upon request)</td>
</tr>
<tr>
<td></td>
<td>● Consideration and support for forming formal strategic partnerships with other organisations.</td>
<td>● Recommendations to the Board for formal strategic partnerships with other organisations</td>
</tr>
<tr>
<td>Functions, powers and</td>
<td>Strategic principles governing operational policy relating to the exercise of the organisation’s function, powers and discretions.</td>
<td>Responsibility for exercise of all the organisation’s legal and administrative powers and discretions in furtherance of statutory functions, subject to escalating any high risk/high impact issues in line with the risk management strategy.</td>
</tr>
<tr>
<td>discretions (Legal and</td>
<td></td>
<td></td>
</tr>
<tr>
<td>administrative)</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Corporate Plans and Budgets</td>
<td>Consideration and approval of the organisation’s plans including Financial Plans and Annual Budgets</td>
<td>Preparation of Corporate Plans and Annual Budgets in line with the Strategic Plan, ensuring early consultation with the Board.</td>
</tr>
<tr>
<td>Annual Report &amp; Accounts</td>
<td>● Approval of Annual Report and accounts, in conjunction with the Accounting Officer.</td>
<td>● Drawing up the Annual Report for Board approval</td>
</tr>
<tr>
<td></td>
<td>● Offering scrutiny to the budgets on a quarterly basis.</td>
<td>● Drawing up the Annual Accounts for Board approval</td>
</tr>
<tr>
<td></td>
<td></td>
<td>● Drawing up quarterly budgets reports to the Board</td>
</tr>
<tr>
<td>Performance Management</td>
<td>Determination and approval of arrangements for performance management and consideration of regular monitoring reports.</td>
<td>To keep the Board informed of progress in achieving performance objectives and to advice of any significant variance from the approved Operating Plans and Budget.</td>
</tr>
<tr>
<td>------------------------</td>
<td>----------------------------------------------------------------------------------------------------------------</td>
<td>-------------------------------------------------------------------------------------------------</td>
</tr>
<tr>
<td>Risk Management</td>
<td>Approval of the Risk Management Strategy and consideration of reports.</td>
<td>To maintain the risk management systems and to provide the Board with assurance on its ongoing effectiveness.</td>
</tr>
<tr>
<td>HR Issues</td>
<td>Appointment of the CEO Approval of significant changes to overall staff structure/employment.</td>
<td>The structure of the Management Team, subject to Board approval. All appointments and other HR issues.</td>
</tr>
<tr>
<td>Communication Issues</td>
<td>Approval of communication plans in relation to matters of major public, political or reputation significance.</td>
<td>Drawing up and implementation of communication plan Providing quotes for press releases Identifications of significant issues to be considered by the Board.</td>
</tr>
<tr>
<td>Board Administration</td>
<td>The cycle of Board meetings, the composition of Board agendas and approval of minutes of Board meetings. Enable the process of identifying areas where the Board may be assisted by further education and training. Board member recruitment and succession planning to the Board.</td>
<td>Ensure the Board can function properly through provision of an effective Board Secretariat. To make recommendations for the cycle of Board meetings, and for the composition of agendas for meetings. To prepare draft minutes and maintain efficient overall arrangements for the administration of the Trust. To provide necessary support and resources for Members to maintain and develop their skills and knowledge.</td>
</tr>
</tbody>
</table>
Appendix X - Relationships at Work Policy

This policy governs personal relationships arising in connection with the Trust’s work and activities.

For the purpose of this policy, ‘personal relationship’ means any emotional or romantic relationship which goes beyond the normal accepted boundaries of the professional sphere. This includes formal, family relationships (for example, where people are married or living together). It also includes less formal situations (for example, where the parties consider that they are “seeing each other” or “going out together”).

For the purpose of this policy ‘staff’ means the Trust’s employees, workers, volunteers, trustees and externals partners.

These definitions are not intended to be exhaustive.

This policy applies to all personal relationships between staff. Given the sensitive nature of personal relationships, all staff are required to use common sense in assessing whether or not this policy is relevant to them.

The Trust respects the right of all staff to a private life. The Trust also understands that many people meet their partners at work or in connection with voluntary activities and that personal relationships between staff are inevitable. For the avoidance of doubt, this policy is not intended to prohibit staff from having personal relationships with other staff members. It is intended to set out guidelines for their conduct and to provide a framework for such relationships to be dealt with sensitively, consistently and fairly.

Purpose of this Policy

In many cases a personal relationship between staff will not interfere with work or the performance of other activities or duties. However, sometimes a personal relationship will be or become problematic because it adversely impacts other members of staff or negatively affects business efficiency. Personal relationships can be particularly problematic where they involve members of the same team or are between people of differing levels of seniority.

This means that personal relationships are potentially a legitimate concern for the Trust. In issuing this policy, the Trust seeks to address the following, non-exhaustive, issues which may arise where there is a personal relationship in connection with the Trust’s work and activities:

- lack of transparency in relation to workplace matters;
- risks to the confidentiality of business information;
- legal risks regarding discrimination or harassment;
- potential conflicts of interest of those involved in personal relationships;
- actual or perceived bias regarding recruitment, promotion, rostering, annual leave allocation, appraisals, discipline and grievance and other operational matters where staff in a personal relationship are also in direct reporting or subordinate relationships;
- potential for negative effect on general public perception of fairness, objectivity and impartiality;
- embarrassment for other members of staff;
- fear of favouritism by other members of staff;
- general adverse impact on team dynamics and reduction in team morale;
- outputs may be disrupted in the event of relationship breakdown; and
- impact on HR department or management resources and increased legal risks in the event of a
relationship breakdown.

Management Guidelines

Where a manager becomes aware that a member of staff is in a personal relationship with another member of staff, they are required to treat this sensitively and, as far as possible, in confidence. Most personal relationships should not have a significant impact on the workplace, efficiency of work or performance of other Trust-related activities or duties. However, managers need to recognise their responsibility to all staff and to the needs of the Trust’s operation. No action should be taken simply because a member of staff is in a personal relationship with another member of staff. Only if there is an issue or risk as outlined above should action be considered.

Managers will know that they must not discriminate against staff on various protected grounds. They should particularly consider the characteristics of sex, sexual orientation and age before taking any action as a result of a personal relationship. For example, it should not be assumed that the more junior person in a couple will be transferred out of a team, department, division or office, as this could be indirect discrimination.

Managers should be aware that any conduct directed towards a member of staff for personal reasons may be unwanted and that, in some circumstances, this could amount to unlawful harassment for which the Trust could be liable. The Trust will take any complaints or grievances (formal or informal) very seriously and investigate these without delay. Managers should escalate any complaints of this nature to the HR Lead or HR & Nominations Committee Chair as soon as possible.

Any information regarding personal relationships is confidential and likely to be protected under data protection laws. Managers are reminded about their data protection obligations under the law and the Trust’s Internal Data Protection Policy, including ensuring the security of such information.

Managers are also reminded that the Trust has a duty to protect the health and safety of its staff and that this includes mental health. If a manager has health concerns or other concerns regarding the impact of a personal relationship on a member of staff they should bring this to the attention of the HR Lead or HR & Nominations Committee Chair without delay.

Given the highly sensitive nature of personal relationships, managers should seek the assistance of the HR Lead or HR & Nominations Committee Chair before dealing with any issues which may arise. They should ensure that a formal note is taken of any meetings to discuss personal relationships.

Conduct of those in Personal Relationships

Any members of staff who are in a personal relationship are expected to conduct themselves with the highest professional and ethical standards whilst working for or performing duties for the Trust at all times in respect of such personal relationship. This means being considerate of the feelings of other members of staff and being discrete in any discussions regarding their private life. Public displays of affection are inappropriate in the workplace and during the performance of Trust-related activities and duties.

The Trust’s equipment and resources are provided for Trust-related purposes only. Any inappropriate use in furtherance of a personal relationship will be treated as a disciplinary matter.

Where the personal relationship involves those in a direct or indirect reporting line or in manager/subordinate roles, both parties are required to disclose this by informing their manager, in confidence, as soon as reasonably practicable. While there is no formal requirement for staff who are not also in manager/subordinate relationship to disclose any personal relationship, they should consider whether it may be appropriate to inform their manager in any event or whether, having regard to their general duties of good faith towards the Trust, they do so in relevant circumstances. For example, if there is a risk of conflict of
interest or perceived conflict of interest arising.

As a matter of policy, staff who are in personal relationships should not also be in manager/subordinate roles in the workplace. Where such a personal relationship arises, both parties are required to inform the HR Lead or CEO, in confidence, as soon as reasonably practicable. The Trust will then liaise with those involved to agree a plan to minimise the impact of the personal relationship on the Trust’s business. This is likely to involve transferring one or both members of staff from their current role. If this is not possible for operational reasons, then the Trust will consider putting in place appropriate safeguards to ensure transparency and fairness.

Failure to disclose a personal relationship as required by this policy will be treated as a disciplinary matter and, subject to investigation, could result in disciplinary action, up to and including dismissal, where the staff concerned are employees. For non-employed staff, failure to disclose a personal relationship as required by this policy could result in the termination of your relationship with the Trust.

**Discrimination, Harassment and Other Policies**

All staff are reminded that they are subject to the Trust’s policies on equality and diversity, discrimination and harassment, confidentiality and data protection and that a breach of these policies may result in disciplinary action, up to and including dismissal or the termination of your relationship with the Trust, depending on the nature of your role and engagement.

The Trust is committed to behaving in a way that is fair and equal. Nobody will be disadvantaged, discriminated against or otherwise subjected to detriment because they are in a personal relationship. Any member of staff who has concerns about their treatment should raise this informally with the HR Lead in the first instance (if appropriate).

The Trust will not tolerate any form of harassment of staff and will take any allegations extremely seriously. Staff are reminded to consider their legal obligations towards other members of staff. These may be especially pertinent at the beginning or end of relationship, when professionalism and discretion will be partially important.