



# Sussex County Sports Partnership Trust Board Governance Handbook

First created November 2017

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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 its current strategy for sport and physical activity in the county. The Active Sussex executive team has the job of coordinating this work.

The Active Sussex Strategy sets out how the Trust aims to address inequality and tackle inactivity by empowering everyone to move more in a way that works for them, providing health and wellbeing benefits. To achieve this the Trust will focus on understanding Places and People, having robust Leadership and Governance, and ensuring it is driven by Insight and clear Communications. Details on how the Trust will do this can be found in our strategy.

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.

In this document references to directors and trustees are used interchangeably.

## **Terms of Reference**

### **Board Composition**

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

1. meet the Requirements of the organisation;
2. have the appropriate balance of skills, experience, independence and knowledge;
3. manage changes to its composition (including that of its committees) without undue disruption;
4. 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.

In line with the UK Code of Sports Governance, the Articles of Active Sussex provide that the number of trustees shall be not less than six nor more than 12 (unless otherwise determined by ordinary resolution). The Trust considers 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 the Articles of Active Sussex, one third of trustees (or the number nearest to one third) must retire from office each year at the AGM. The trustees to retire shall be those who have been longest in office since their last appointment. The Trust plans for this to be a minimum of one trustee from each Sub-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.

### **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 endorsed Sport England strategy **Uniting the Movement: Our 10-year vision to transform lives and communities through sport and physical activity (January 2021)**, where the main focus is tackling inequalities that exist in our sector. Five key issues are prioritised nationally, and can also be reflected locally in Sussex:

- Recover and reinvent
- Connecting communities
- Positive experiences for children and young people
- Connecting with health and wellbeing
- Active environments

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.

### **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 of the Board 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's 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.

### 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 directors. Agendas should be forward looking and concentrate on strategy and developing the Trust, rather than focusing on management issues
- **Ensuring that directors 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 directors 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 directors, with a view to enhancing the Board's overall effectiveness
- **Member Engagement and Mobilisation:** Encouraging active engagement by all

- directors. Setting tasks for directors 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 directors

### Responsibilities of Directors

- 4.1 Directors 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 role of each director. 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
  - **Good governance:** Ensuring that in reaching decisions, the Trust complies with all governance controls and delegated authorities
  - **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 directors 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
  - No one director on the Board may have the unfettered ability to take a decision.

## 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 their control. The essence of the role is a personal responsibility for the propriety and regularity of public finances for which they are 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.

## Membership, quorum and voting

- 6.1 The Board will consist of a minimum of six and a maximum of 12 directors, including:
  - An Independent Chair openly appointed
  - A Senior Independent Director (also acting as Vice-Chair) appointed by the Chair
  - Remaining directors are openly recruited non-executive directors appointed by the Board
  - Up to 3 co-opted individuals based on skill gaps, as and when required
- 6.2 Appointment to 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 director will normally be limited to a maximum of three terms of three years (nine years).
- 6.3 The openly appointed directors will be recruited based on their skills, experience and knowledge in addition the Board will seek diversity in its membership, (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 Each director has one vote. Any co-opted individuals will not have voting rights.
- 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 directors and staff who may wish to raise a specific concern or issue.
- 6.6 The quorum for a meeting of the Board shall be one half of the total number of directors (or, if this is not a whole number, then the quorum shall be the next whole number that is greater than one half of the total number of directors). A director shall not be counted in the quorum when any decision is made about a matter upon which that director is not entitled to vote.



- 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.

### **Meeting procedures**

Official records must be kept of all formal meetings of the Active Sussex Board. These will include, without limitation:

- 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

- 7.1 The Chief Executive will appoint a member of the Active Sussex senior staff team to act as secretariat at Board meetings, noting that the General Administrator (GA) is the standing Secretary to the Board. In the absence of the GA, the Chief Executive will record the minutes of the Board meeting.
- 7.2 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.

### **Declaration and conflicts of interests**

- 8.1 All directors (and any ex-officio individuals 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 (see appendix X).
- 8.2 At the start of each Board meeting or as soon as possible, directors will declare any interests in respect of any items of business being considered.
- 8.3 A conflicted director 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 on which a director has an interest, the conflicted director 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 directors shall not vote on matters affecting their own interests.

### **Frequency of meetings**

- 9.1 The Active Sussex Board will meet quarterly and at least four times per year.
- 9.2 The Committees meet quarterly.

## Committee Chairs, Lead Directors and Ambassadors

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

- Strategy Progress & Growth
- Governance & Audit
- Human Resources & Nominations

In addition to this, the Board can appoint directors to lead in:

- Welfare & Safety
- Equality, Diversity & Inclusion

Appendix VII sets out the roles and responsibilities for the Lead Directors of these areas, including maximum length of term and reappointment.

- 10.1 The Board can create other Lead Director 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 director 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: **Strategy Progress & Growth, Governance & Audit** and **Human Resources & Nominations**, whose terms of reference can be found in Appendix V to Appendix VII.
- 10.3 Active Sussex may appoint an Ambassador, who is appointed for advocacy duties at relevant events around the county.

## Code of conduct

- 10.4 There is a code of conduct for directors which ensures that the highest personal standards are observed at all times. Each director of Active Sussex, must undertake 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, directors agree to the following points:

#### **Law, strategy, policies**

- Comply with all applicable laws and regulations
- Support the strategy
- Abide by organisational policies

#### **Conflicts of interest**

- Strive to act in the best interests of the Trust
- 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 judgement of the Board and do as it requires regarding potential conflicts of interest

#### **Person to person**

- Strive to establish respectful, collegial and courteous relationships with fellow trustees, staff, volunteers, members, service recipients, contractors or anyone else they come into contact within their director role

#### **Protecting the Trust's reputation**

- Not speak as a director 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, promptly inform the Chair or CEO once spoken as a director to the media or in a public forum
- When speaking as an Active Sussex director, 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 Trust and those who work in it
- Respect organisational, Board and individual confidentiality
- Take an active interest in the Trust's public image, noting news articles, books, television programmes and the like about the Trust, about similar organisations or about important issues for the Trust

#### **Personal gain**

- Not personally gain materially or financially from their role as director, nor permit others to do so as a result of actions or negligence
- Document expenses and seek reimbursement according to the Trust's policy
- Not accept substantial gifts or hospitality unless in accordance with the Trust's

#### Anti-Corruption & Anti-Bribery Policy

- Use the Trust's resources responsibly, when authorised, in accordance with policy

#### **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 board papers 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 their 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 training and development activities for directors
- Continually seek ways to improve board governance practice
- Strive to identify good candidates for trusteeship and appoint new directors on the basis of merit
- Support the Chair in their efforts to improve their leadership skills
- Support the CEO in their executive role and, with fellow directors, seek development opportunities

#### **Joining the Board**

- Provide at least two references
- Participate in an induction and relevant training (such as Safeguarding)
- Meet the executive team
- Utilise the buddy system

#### **Leaving the Board**

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

#### 10.5 You have the right as a director to:

- Equal status and voting rights with all the other directors
- 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 Board's work and remit
- Raise any concerns about the Trust, its work or operations

10.6 The Trust operates an appropriate operational policy governing personal relationships arising in connection with the Trust's work and activities. Directors should act to ensure the same level of integrity that is expected of staff, including openly declaring and managing relationships where there may be a conflict of interest (see appendix X).

## Equality and Safeguarding

### 12. 1 EQUALITY, DIVERSITY & INCLUSION

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

Active Sussex is committed to anti-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 sex, age, disability, gender reassignment, race, sexual orientation, religion or belief, marriage and civil partnership, and pregnancy and maternity.

**Principles:** The Active Sussex 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 directors have a duty to conduct themselves and make decisions in relation to the statement and policy, to embed, encourage and support effective and inclusive governance practices throughout its operations and structures.

Equality compliance is monitored by the Chief Executive and reported via the operational Equality Lead and the Lead Director: Equality, Diversity & Inclusion.

The Board shall maintain and regularly review the Trust's Diversity and Inclusion Action Plan (DIAP), at least once annually. The ambitions set out in the plan shall be centred on the Trust committing to achieving greater diversity in all its activities, on its Board and senior leadership team, as well as cascading this ambition to the partnership network.

## **12.2 WELFARE & SAFETY**

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 all people engaged in sporting activities locally. It aims to contribute to safeguarding by:

- Committing to the Child Protection in Sport Unit's (CPSU) Safeguarding Framework
- Committing to the Ann Craft Trust (ACT) Safeguarding Framework
- Developing and implementing policy and procedures with guidance from both CPSU and ACT and in line with the statutory safeguarding agencies in Sussex
- 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 operational Safeguarding Leads and the Lead Director: Welfare & Safety to the Board on a quarterly basis. The Board endorses these aims and supports Active Sussex in this work and the development of any implementation and action plans.

Active Sussex fully recognises 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. The Trust also fully accepts our moral and legal responsibilities under The Care Act 2014 and the Mental Capacity Act 2005.

Active Sussex will work in partnership to ensure that everyone 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 safeguarding 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.

## **Accountability and reporting**

### **FINANCIAL REGULATIONS POLICY**

The Trust is a company limited by guarantee and a registered charity. As such, there are financial regulations the Trust 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 financial signatories to the Trust's **bank account** are the:

1. Chair of the Board;
2. Directors of the Trust's Governance & Audit Committee;
3. Chief Executive and Head of Operations
4. Finance Officer; and
5. Business Administrator

#### **Internal Signatories**

The Head of Operations and all Strategic Relationship Managers (in post for two years or longer) are internal authorised signatories for the purposes of:

- Expenditure approvals;
- Travel & subsistence;
- Sport England award documentation; and
- Internal budget transfers (see below)

### Internal Budget Transfers

Internal budget transfers from restricted or designated budgets should be authorised by the budget holder and the Chief Executive (or in the absence of the Chief Executive, the Head of Operations). Where the Chief Executive is the budget holder, the internal transfer must also be authorised by the HOO or another authorised signatory from sections 1 or 2.

Internal budget transfers from Operational Reserves must be authorised by the Chief Executive and a director of the Governance & Audit Committee.

All budget holders must comply with the following company policy:

#### 13.1 Expenditure – in order to ensure financial control:

- a) All purchases for goods and services **must be notified to** the Trust's Finance Officer. Staff are not permitted to originate orders directly 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) Individual or aggregated orders (i.e. to the same payee) up to the value of **£499.99** can be authorised by the budget holder and the order placed through the Finance Officer.
- c) Individual or aggregated orders of **£500** or more must be authorised by the budget holder and either the Chief Executive or Head of Operations.
- d) Individual or aggregated orders exceeding **£2,000** must be authorised by the budget holder and the Chief Executive (Head of Operations, in absence). These are also subject to the requirement of section (f) below.
- e) Any Individual or aggregated orders exceeding **£5,000** must be authorised by the Chief Executive (Head of Operations, in absence) and a Trustee who is also an authorised signatory.
- 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 (Head of Operations, in absence), 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, Chief Executive, Head of Operations and directors (according to the levels identified above). Once the proof and authorisation for expenditure has been received by the Finance Officer, the email trail and accompanying invoice (for audit purposes) will be saved to Xero.
- i) Trust credit cards are issued to the Chief Executive, Head of Operations and Business Administrator to enable purchase of essential business services (train tickets, administrative supplies, etc) by telephone or online. All receipts must be retained and provided to the Finance Officer for reconciliation against the 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 (Head of Operations, in absence).
- c) Invoices for online payments in excess of **£2,000** must be authorised by the Chief Executive (or in the absence of the Chief Executive, the Head of Operations), following sight and signature of an electronic invoice in accordance line with section 4h above.
- 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:
  - o Authorised as set out in section 1 above;
  - o Paid against valid expenditure receipts; and
  - o Paid into that organisation's bank account. The bank account must have two or more signatories. Grants must never be paid into an individual or personal bank account. This is to protect the Trust (and the external organisation) from claims of wrongful payment or misappropriation of funds.
- g) Be vigilant and aware of invoice fraud (where a fraudster impersonates a supplier and submits an invoice that is fraudulent, or sends a letter asking you to change the bank account details you hold for a genuine supplier). In both cases the bank account data they provide will be for a fraudster rather than for the genuine supplier. You should call your normal contact at the supplier and ask them to reconfirm their bank account details in writing, on their letterhead and signed by a director.

## 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 the Trust's 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 the Chair of the Governance & Audit Committee (for risk review) and the Chair of the Strategy Progress and Growth Committee (for business case review). The Chief Executive may sign following its 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 7<sup>th</sup> 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 it is the responsibility of the Trust's Governance & Audit Committee to review these policies and that the Trust's auditors will conduct an annual audit to test for compliance with these regulations.

*First drafted 18 September 2017/SM*

*V8 - updated: Governance & Audit Committee (14 03 2022)*

*Reviewed: Governance & Audit Committee (13 03 2023)*

*Due for review: Governance & Audit Committee (11 03 2024)*



Sussex County Sports Partnership Trust  
Board Governance Handbook

Appendices

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

<b>Title:</b>	Chair to the Sussex County Sports Partnership Trust Board
<b>Eligibility:</b>	Willing and eligible to act as trustee based on the Charity Commission: Declaration of Eligibility and Responsibility (Appendix IV)
<b>Remuneration:</b>	This is a non-salaried position. Travel and other reasonable expenses will be reimbursed
<b>Location:</b>	Trust meetings may be held throughout the County
<b>Term:</b>	To be reviewed after two years

### Time Commitment

- Induction training
- c. Four Board meetings annually
- c. Two Trust events annually including AGM
- One annual Board away day
- 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.

### 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 recruitment of the Chief Executive and in the monitoring of his or her performance.

### **Role of the Chair**

- Lead advocate for physical activity and sport in Sussex
- Champion for the Trust across all partnership networks
- Promote the Trust's vision
- Provide inspirational leadership to the Board and all partner agencies
- Contribute to board performance and management through effective chairship
- 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)

*Last updated: 22/03/2021 (GFG)*

*Statutory duties of a Trustee added for consistency - July 2022 (GFG)*

## Appendix II - Role Description & Person Specification (Board Member)

<b>Title:</b>	Trustee, Sussex County Sports Partnership Trust
<b>Eligibility:</b>	Willing and eligible to act as trustee based on the Charity Commission: Declaration of Eligibility and Responsibility (Appendix IV)
<b>Remuneration:</b>	These are non-salaried positions. Travel and other reasonable expenses will be reimbursed upon request
<b>Location:</b>	Board of Trustee meetings and Active Sussex events may be held throughout the County, but typically meetings are held virtually or at the University of Sussex (Falmer campus)
<b>Term:</b>	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)
- c. Four Board meetings annually (2 hours per meeting)
- c. Two Active Sussex events annually, including the Annual General Meeting (up to 2 days)
- c. Four sub-committee meetings annually (2 hours per meeting)
- One annual Board Away Day
- Represent the Trust on working groups/conferences/events (1 day)

### 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 their performance

### **Role of a Trustee**

- 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 (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 a 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:** Willing and eligible to act as trustee based on the Charity Commission: Declaration of Eligibility and Responsibility (Appendix IV)
- Remuneration:** This is a non-salaried position. Travel and other reasonable expenses will be reimbursed
- Location:** Trust meetings will be held either virtually or at the University of Sussex, 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 Trust's 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 Chair**

- 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 chair ship
- 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: 22/03/2021 (GFG)

## Appendix IV - Trustee Declaration of Eligibility and Responsibility

Trustees of charities in England and Wales should complete and sign the Charity Commission's 'Charity trustee: Declaration of Eligibility and Responsibility' form to confirm their eligibility to be a trustee. Your response will be classed as Private and Confidential and will only be held in line with Data Protection regulations.

By completing and signing the **Trustee Declaration of Eligibility and Responsibility** form, you declare that you:

- are willing to act as a trustee of the the Sussex County Sports Partnership (SCSP) Trust;
- understand the Sussex County Sports Partnership (SCSP) Trust purposes (objects) and rules set out in its governing document;
- are not prevented from acting as a trustee because you:
  - have an unspent conviction for one or more of the offences listed [here](#)\*
  - have an IVA, debt relief order and/or a bankruptcy order
  - have been removed as a trustee in England, Scotland or Wales (by the Charity Commission or Office of the Scottish Charity Regulator)
  - have been removed from being in the management or control of any body in Scotland (under relevant legislation)
  - have been disqualified by the Charity Commission
  - are disqualified company director
  - are a designated person for the purposes of antiterrorism legislation
  - are on the sex offenders register
  - have been found in contempt of court for making (or causing to be made) a false statement
  - have been found guilty of disobedience to an order or direction of the Charity Commission

\* [https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment\\_data/file/820804/Disqualification\\_Reasons\\_Table\\_v2.odt](https://assets.publishing.service.gov.uk/government/uploads/system/uploads/attachment_data/file/820804/Disqualification_Reasons_Table_v2.odt)

*You are advised that under the provision of the Rehabilitation of Offenders 1974 (Exceptions) Order 1975 as amended by the Rehabilitation of Offenders Act 1974 (Amendment) 1986, you should declare all convictions (including spent convictions).*

If anything should arise from the above statements, please speak to the Chief Executive as soon as possible to discuss before completing the form.

Please also provide a conflict of interest statement if necessary:

Name:

Signed: \_\_\_\_\_

Date: \_\_\_\_\_

## Appendix V – Terms of reference for Board Committees

### Governance & Audit Committee

#### Introduction

This document sets out terms of reference for a governance & audit committee of a company (the Sussex County Sports Partnership Trust (the '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 July 2018 (the 'Code') and the FRC Guidance on Audit Committees (the 'FRC Guidance'), published in April 2016. The Code is applicable for financial periods beginning on or after 01 January 2019.

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 and revised in December 2021).

References to the Board are to the board of directors of the Trust.

#### 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 chair of the 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 chair 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 Human Resources & 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 will not have any voting rights.

1.4 The Board shall appoint the Committee chair. In the absence of the Committee chair 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 their 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**

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

Outside of the formal meeting programme, the Committee chair, 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 chair, 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 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 chair 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 of the Trust to answer member questions.

## **8. Duties**

The Committee should carry out the duties below for the Trust.

### **8.1 Financial reporting**

- 8.1.1 The Committee shall monitor the integrity of the financial statements of the Trust, 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 Trust 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 Trust, 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 Trust'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 keep under review the Trust's internal financial controls systems that identify, assess, manage and monitor financial risks, and other internal control and risk management systems; and 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 Trust'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 Trust's procedures for detecting fraud;
- 8.4.3 review the Trust's systems and controls for the prevention of corruption and 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 members for approval at the annual general meeting, in relation to the appointment, re-appointment and removal of the Trust'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, ethical standards and other professional requirements, 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 Trust (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 Trust's auditor, taking into account any ethical standards 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 ethical standards, including the guidance on the rotation of audit partner and staff;

8.5.9 monitor the level of fees paid by the Trust 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 ethical standards;

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 Trust'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
- 8.5.17.4 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 chair 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 Trust'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 trust is a going concern and the inputs to the Board's viability statement. The report to members 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 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;
- 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 Trust's compliance with the Sport England Code of Sports Governance to ensure tier 3 standards are maintained to secure funding; and
- 10.9 review and update the Trust's internal policies, rules and procedures to ensure they reflect best practice.

## **11 Authority**

The Committee is authorised to:

- 11.1 seek any information it requires from any employee of the Trust in order to perform its duties;
- 11.2 obtain, at the Trust'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 Trust's annual report, details of any issues that cannot be resolved between the Committee and the Board.

*Revised SM/AD/14Dec17*

*Last reviewed & updated: G&AC 14 March 2022*

*Due for review: G&AC 11 March 2024*

## Appendix VI – Terms of reference for Board Committees

### Human Resources & Nominations Committee

#### Introduction

This document sets out terms of reference for the Human Resources & Nominations Committee of a company (the Sussex Trust Trust - the '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 matters.

These terms of reference also reflect the requirement for the company to comply with the Sport England Code for Sports Governance (issued 31<sup>st</sup> October 2016 and revised in December 2021).

References to the Board are to the board of directors of the Trust.

#### 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 in consultation with the chair of the Committee 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.

1.5 The Board shall appoint the Committee chair. In the absence of the Committee chair 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.

## **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 chair.

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 chair it would be inappropriate to do so.

## **7 Annual general meeting**

The Committee chair should attend the annual general meeting to answer any member questions on the Committee's activities.

## **8 Duties**

The Committee should carry out the duties below for the Trust.

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 Trust, 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 Trust, both executive and non-executive, with a view to ensuring the continued ability of the Trust to operate effectively;
- 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 claims 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 Trust 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 chair, the Committee should prepare a job specification, including the time commitment expected. If a proposed chair has other significant commitments, they should be disclosed to the Board before appointment and any changes to the chair'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; and
- 8.15 work and liaise as necessary with all other Board committees.
- 8.16 The Committee shall also make recommendations to the Board concerning;
  - 8.16.1 formulating plans for succession for both executive and non-executive directors and in particular for the key roles of chair and Chief Executive;
  - 8.16.2 suitable candidates for the role of Senior Independent Director;
  - 8.16.3 membership of the Governance & Audit Committee, and any other Board committees as appropriate, in consultation with the chair of those committees;
  - 8.16.4 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;



- 8.16.5 the re-election by members of directors under the annual re-election provisions of the Code or the retirement by rotation provisions in the Trust'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);
- 8.16.6 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 Trust subject to the provisions of the law and their service contract; and
- 8.16.7 the appointment of any director to executive or other office.
- 8.17 ensure that the organisation complies with the duty to inform Sport England of any appointment process being carried out by the organisation in relation to:
1. any directors; and
  2. the Chief Executive Officer;
- and that the Nom Com shall permit Sport England to observe any such process.

## **9 Reporting responsibilities**

- 9.1 The Committee chair 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 Trust'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 Trust.
- 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 Trust'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**

The Trust operates an open recruitment process for all directors. 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. If the Senior Independent Director is applying for the role and therefore not on the NP, then the independent trustee will chair the NP.

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/director, as per Charity Commission guidance (See Appendix IV - Charity trustee: Declaration of Eligibility and Responsibility) and are asked to declare the same as part of the application process.
3. Application is by CV and covering letter or by using a de-biased recruitment platform.
4. Prospective candidates are assessed and scored against a selection criterion, and the trustee preferable skills set. Up to 5 candidates may be shortlisted for interview by the NP.
5. 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.
6. 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.
7. All new appointments and resignations are filed with the Charity Commission and Companies House.
8. New appointments during the year to be ratified at the following AGM.

### **Succession plans for orderly appointment of Trustees and key Senior Management 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 Articles, 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 mainly 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 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 the payroll administrator contacted.
10. Unsuccessful candidates notified and written feedback provided
11. Unsuccessful application paperwork retained for 6 months only, and destroyed thereafter
12. The successful candidate starts work, subject to induction and a three month probationary period.

Rev. 27.11.17/SM/HRNC

Updated: 22.03.2020/GFG/HRNC

Rev. 26.09.2022/DW

Updated: 24 October 2023 (SM) - section 8.17 added as per the Code

## Appendix VII – Terms of reference for Board Committees

### Strategy Progress and Growth Committee

#### Introduction

This document sets out the terms of reference for the Strategy Progress & Growth Committee (SPGC), which is a sub-group of the Board of Trustees.

It is established for the purpose of providing strategic oversight of progress against the Trust strategy for 2023-28, including any communications, marketing and events approaches developed to support the overarching strategy at development and review stages.

It is also tasked with providing support as required to aid the process of seeking additional project funding as needed for activities which fall outside organisational budgets, with the agreement of the Trust.

The SPGC is a discretionary committee of the Trust, and not mandated as part of compliance with the UK Code for Sports Governance (issued 31<sup>st</sup> October 2016 and revised in December 2021). However, it is tasked with the oversight of the annual Stakeholder Engagement Strategy and reports to the Board, as per section 3.3 of the Code.

#### 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 communications, marketing, events, fundraising, and/or strategic performance.

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. Non-members attending will not affect quorum and would not have any voting rights.

1.4. The Board shall appoint the committee Chair. In the absence of the committee Chair 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.

## **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 chair, and to a lesser extent the other Committee members, will maintain a dialogue with key individuals involved in the Trust's business development and sport strategy, including the Board chair, 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 chair 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 or a delegated member of the committee in their absence should attend the annual general meeting to answer member questions.

## **8. Duties**

8.1. The responsibility of the committee is to have non-executive oversight of the Trust's 2023-28 strategy progress, as directed by the Board, to include oversight of communications, marketing and events strategies developed to support the overarching strategy at development and review stages.

8.2. It is also likely that, over time, additional funding will be required to support projects that are not currently within budget given the nature of the funding received. With that in mind, and given the required expertise of the committee, it will retain responsibility for relationship building and supporting the process of seeking funding for these activities on a strategic level and an ad hoc basis as required.

8.3. The committee has the following duties:

- a) To oversee progress against the Trust strategy for 2023-2028 and review actions on a quarterly basis to check progress against these, with specific focus on two areas as identified by the operational team each year.
- b) To oversee the development and progress of a robust marketing, communications and events approach to support the wider strategy of the Trust for 2023-2028, and to feed into this strategy during its development and review as appropriate.
- c) 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.
- d) To provide support in suggesting sources of additional project funding for activities which support the Trust strategy for 2023-2028 (and successful activities performed or funded by the Trust) where funding for such activities sits outside current budget)
- e) To have oversight of the annual Stakeholder Engagement strategy, reporting outcomes and recommended actions to Board as per section 3.3 of the Code

## **9. Reporting responsibilities**

The committee Chair or a delegated member of the committee in their absence 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:

- a) the significant issues that it considered in relation to performance against the Trust strategy for 2023-2028, including any issues relating to the communications, marketing and events strategy for the same
- b) any issues it has considered requiring the need for additional project funding.
- c) and any other issues on which the board has requested the committee's opinion.

## **10. Other matters**

The Committee shall:

- 9.1 have access to sufficient information in order to carry out its duties;
- 9.2 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;
- 9.3 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
- 9.4 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; and
- 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.



Created: 28 July 2008  
Revised: 9 October 2014 (SM)  
Revised: 14 Dec 2017 (AD/SM)  
Revised: 20 August 2019 (SM)  
Revised: 08 October 2019 (RD)  
Revised: 09 January 2020 (AW)  
Revised: 26.09.2022/DW  
Updated: 20 April 2023 (Committee)  
Updated: 24 October 2023 (SM) - section 8.3 added as per the Code

## Appendix VIII – Lead Director Roles

### Lead Director Responsibilities

The following responsibilities underpin each of these roles:

- To provide high level leadership on the theme/key work area.
- To promote and help raise the profile of the work area with partners.
- To act as subject matter expert within the designated role.
- To act as the Executive Board's single point of contact for all matters relating to the development of the role.
- To be an advocate for the implementation of best practice in the specific work area across the partnership network and to encourage innovative new ways of working.
- To support the lead executive officer(s) in the preparation of policies and action plans relating to the area of work.
- Wherever possible, and appropriate, to attend relevant meetings, seminars, task and finish groups organised by the Trust in order to champion the work area. Where appropriate this could include chairing or speaking at events.
- To share information and communicate progress/issues, in the designated work area, to Executive Board colleagues and Active Sussex staff, and encourage others to share information and knowledge on the subject across the partnership network.
- To ensure that there is an appropriate level of knowledge transfer to core Active Sussex staff.
- To ensure that the relevant Active Sussex officer is provided with information for each board meeting in a timely manner.

## Lead Director: Welfare and Safety

### Context

The UK Code of Sports Governance (the Code) was revised in December 2021, the result of which publicly funded sports organisations are required to appoint a Welfare and Safety Lead Director on their boards in response to heightened concerns around welfare and safety in sport and physical activity. The information below is cited from Section 4.7 of the Code.

*Requirement 4.7 states that all Board Directors have a duty towards the welfare and safety of the organisation's employees, members and any other people for whom it is responsible.*

*The Board must have clear oversight of all aspects of welfare and safety, including but not limited to **safeguarding** (adults and children), **mental health and wellbeing** (including psychological safety), **anti-doping and integrity issues**. This oversight should be considerate of establishing a culture, across the organisation, where welfare and safety is paramount. It should be noted this Requirement is not intended to encompass all responsibilities related to health and safety, in particular with respect to property and facilities. The Board should consider how best these aspects are managed.*

*It is important that each Board Member has appropriate understanding of welfare and safety issues relevant to their organisation. A training needs analysis should be conducted [by Active Sussex] which considers previous knowledge of the Board i.e. through practical experience or training. Knowledge gaps should then be filled by undertaking relevant training.*

*The Trust may appoint the welfare and safety lead Director from within its current Board membership or, when a vacancy arises, look to openly recruit an individual with specialist knowledge and expertise.*

*While an individual Director should be appointed to lead in this area, the Board is ultimately responsible for the welfare and safety of its members and people and any decisions made in this regard.*

### Role Description for the Lead Director: Welfare and Safety

1. To promote the adoption of best practice with regards to welfare and safety of children, young people, and adults at risk in sport.
2. To ensure that welfare and safety is given appropriate consideration during the Trust's decision-making and policy.

### Scope

To have responsibility for checking and challenging the Board on decisions that affect welfare and safety across the organisation and will be able to support the executive staff for issues in that area.

The Lead Director may also play a role in offering a direct route for raising any welfare and safety concerns from people for whom the organisation is responsible. The additional responsibilities will include:

- Advocate at a senior level; partnership working within safeguarding and child protection and adult services.
- Work to support the relevant executive officer(s) to develop greater support and integration from the statutory child protection and safeguarding organisations in the county.
- To consider the issues surrounding welfare and safety when funding application policies, strategies or action plans are presented to the Executive Board.
- Keep Board members informed of partnership welfare and safeguarding work via quarterly reports.
- Attendance at meetings and training events where appropriate.
- To support and mentor Active Partnership staff involved in this work area.

### **Term**

The designated Lead Director/Trustee for Welfare and Safety will hold this post for a maximum term of three years.

## Lead Director: Equality, Diversity & Inclusion

### Context

The UK Code of Sports Governance (the Code) was revised in December 2021, the result of which publicly funded sports organisations are required to have a detailed and ambitious Diversity and Inclusion Action Plan (DIAP) that is reviewed and agreed with Sport England to increase the level of diversity and inclusion not only on boards, but also on their senior leadership teams and across their organisation and structures. The information below is cited from Section 2 of the Code.

*Requirement 2.1 states organisations shall publish clear ambitions to ensure its leadership represents and reflects the diversity of the local and/or national community (as appropriate). These ambitions shall be centred on each organisation committing to achieving greater diversity in all its forms on its Board and senior leadership team, as well as where possible cascading this ambition in line with Requirement 4.1.*

*Requirement 2.2 states organisation shall create a Diversity and Inclusion Action Plan which, among other things, shall:*

- a. identify actions needed to achieve, support and then maintain the ambitions laid out in 2.1, including how these will be reviewed;
- b. demonstrate a strong and public commitment to promoting, embedding and advancing diversity and inclusion on the board, senior leadership team and beyond;
- c. be published on the organisation's website, with an annual update; and
- d. be agreed with UK Sport and/or Sport England.

*Requirement 2.3 states the Board shall maintain and regularly review the Diversity and Inclusion Action Plan (DIAP), on at least an annual basis.*

Although there is no requirement for Boards to appoint a Lead Director in this area, the Trust sees the benefit of appointing a lead to provide high level leadership and guidance in this area alongside the lead executive officer and act as the Executive Board's single point of contact.

While an individual director will be appointed to lead in this area, the Board is ultimately responsible for this area of work and any decisions made in this regard.

### Role

To promote the adoption of Trust's Equality Policy and ensure the Trust meets the equality standards set out in the Code of Governance for Sport and any other adopted standards.

## **Scope**

- Advocate at a senior level; partnership working within local authorities, public health, community voluntary sector and community sport sector.
- Work to support the lead executive officer to develop greater support and integration of any equality standard requirements.
- Have oversight of the Trust's Diversity and Inclusion Action Plan (DIAP) as per the 'Code' requirements.
- Chair any internal Equality, Diversity and Inclusion Steering Group.
- To consider the issues surrounding equality when funding application policies, strategies or action plans are presented to the Executive Board.
- Keep Board members informed of the Trust's work in this area.
- Attendance at meetings and training events where appropriate.
- To support and mentor Active Partnership staff involved in this work area.

## **Term**

The designated Lead Director/Trustee for Equality, Diversity & Inclusion will hold this post for a year term with the opportunity to be considered for reappointment to a maximum of three consecutive terms in a row.

## **Appendix IX - 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 they make 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 or 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 X - 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.

<p><b>Category</b></p>	<p><i>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</i></p>
<p>Current employment and any previous employment in which you continue to have a financial interest</p>	
<p>Appointments (voluntary or otherwise), e.g. trusteeships, directorships, local authority membership, tribunals etc.</p>	
<p>Membership of any professional bodies, special interest groups or mutual support organisations</p>	
<p>Investments in unlisted companies, partnerships and other forms of business, major shareholdings (e.g. more than 5% of issued capital) and beneficial interests</p>	
<p>Do you use, or care for a user of the organisation’s services?</p>	
<p>Any contractual relationship with the charity or its subsidiary</p>	
<p>Gifts or hospitality offered to you by external bodies and whether this was declined or accepted in the last 12-months</p>	
<p>Any other conflicts that are not covered by the above</p>	

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. **A ‘Register of Interests’ will be held by the Active Sussex Business Administrator**

Signed:

Position:

Date:



## Appendix XI - Matters Reserved for the Board

SUBJECT	RESERVED FOR THE BOARD	DELEGATED TO THE CHIEF EXECUTIVE
<b>Corporate Governance</b>	Consideration and approval of the governance framework, including principles of good governance, Governance Document, Delegated Powers, and Hosting agreement.	Responsibility for all matters of organisational structure below the level of CEO. Able to delegate authority to other staff.
<b>Strategy</b>	<ul style="list-style-type: none"> <li>● Determining the overall strategic direction of the organisation.</li> <li>● Consideration and support for forming formal strategic partnerships with other organisations.</li> </ul>	<ul style="list-style-type: none"> <li>● Preparation of the Strategic Plan and subsequent annual service plans (these can be reviewed by board upon request).</li> <li>● Recommendations to the Board for formal strategic partnerships with other organisations.</li> </ul>
<b>Functions, powers and discretions (legal and administrative)</b>	Strategic principles governing operational policy relating to the exercise of the organisation's function, powers and discretions.	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.
<b>Corporate Plans and Budgets</b>	Consideration and approval of the organisation's plans including financial plans and annual budgets	Preparation of financial plans and annual budgets in line with the Strategic Plan, ensuring early consultation with the Board.
<b>Annual Report &amp; Accounts</b>	<ul style="list-style-type: none"> <li>● Approval of Annual Report and Accounts, in conjunction with the Accounting Officer.</li> <li>● Offering scrutiny to the budgets on a quarterly basis.</li> </ul>	<ul style="list-style-type: none"> <li>● Drawing up the Annual Report for Board approval.</li> <li>● Drawing up the Annual Accounts for Board approval.</li> <li>● Drawing up quarterly budgets reports to the Board.</li> </ul>
<b>Performance Management</b>	<ul style="list-style-type: none"> <li>● Determination and approval of arrangements for performance management and consideration of regular monitoring reports.</li> <li>● Discussion of, and engagement with, stakeholder proposals and concerns where required.</li> </ul>	<ul style="list-style-type: none"> <li>● To keep the Board informed of progress in achieving performance objectives and to advise of any significant variance from the approved operating plans and budget.</li> <li>● To keep the Board informed of any significant issues in the operation of the organisation.</li> </ul>

<b>Risk Management</b>	Approval of the risk management strategy and consideration of risk register.	<ul style="list-style-type: none"> <li>● To maintain the risk management systems and to provide the Board with assurance on its ongoing effectiveness.</li> <li>● To advise the Board and Audit &amp; Governance Committee as to material changes thereto.</li> <li>● Escalation of issues for consideration by the Board in accordance with the risk management strategy.</li> </ul>
<b>HR Issues</b>	<ul style="list-style-type: none"> <li>● Appointment of the CEO.</li> <li>● Approval of significant changes to overall staff structure/employment.</li> </ul>	<ul style="list-style-type: none"> <li>● The structure of the Management Team, subject to Board approval.</li> <li>● All appointments and other HR issues.</li> </ul>
<b>Communication Issues</b>	Approval of communication plans in relation to matters of major public, political or reputation significance.	<ul style="list-style-type: none"> <li>● Drawing up and implementation of communication plans.</li> <li>● Providing quotes for press releases.</li> <li>● Identifications of significant issues to be considered by the Board.</li> </ul>
<b>Board Administration/ Secretariat</b>	<ul style="list-style-type: none"> <li>● The cycle of Board meetings, the composition of Board agendas and approval of minutes of Board meetings.</li> <li>● Enable the process of identifying areas where the Board may be assisted by further education and training.</li> <li>● Board member recruitment and succession planning to the Board.</li> </ul>	<ul style="list-style-type: none"> <li>● Ensure the Board can function properly through provision of an effective company secretariat.</li> <li>● To make recommendations for the cycle of Board meetings, and for the composition of agendas for meetings.</li> <li>● To prepare draft minutes and maintain efficient overall arrangements for the administration of the Trust.</li> <li>● To provide necessary support and resources for members to maintain and develop their skills and knowledge.</li> </ul>

v1/18July2019/SM

## Revisions to the handbook

Date	Revisor	Description of Revision
18.07.19	SM	Matters reserved for the board updated
09.01.20	AW/GFG	Business Development Committee ToR updated
31.03.20	GFG	Role Description & Person Specification (Board Member: Vice Chair & Senior Independent Director) updated
27.08.20	SM/GFG	Accountability and reporting - Financial Regulations updated (V5)
27.08.20	GFG	Board Champions role & terms included
27.08.20	GFG	Updates to 6.1 (bullet point 2), 7.2, 10.3 and 11.3
22.03.21	GFG	Section 12.2: Safeguarding - slight amend to reference adults and include ACT framework Section 13: Accountability and reporting Appendix I, II & III - Trustee Eligibility New Appendix IV - Trustee Declaration of Eligibility and Responsibility Appendix VI - HR & NC ToR - recruitment process Appendix X - Declaration of interest revision
30.07.21	GFG	Section 13: Accountability and reporting - updated policy on internal transfer authorisations and change of practice to permit electronic authorisation of invoice payments
06.04.22	GFG/BC	Section 13: Accountability and reporting - Payments clause g) Appendix V - GAC ToR - Code changes Amended Chairman to Chair
24.01.23	DW/SM/ GFG	General updates to the handbook to align with other policies and wording Updates referencing ex-officio members Appendix V, VI, VII - Updates to Terms of Reference Section 10 & Appendix VIII - Change from Board Champions to Lead Directors
27.04.23	MP	Appendix VII - replacing it with new ToR for the Strategy Progress and Growth Committee (formerly Business Development)
28.11.23	DW	General updates to reflect amendments to the Articles.