

Board Roles and Responsibilities

This policy is a mandatory policy for all trustees to ensure that trustees at all times, act with integrity, in a forthright and ethical manner and in accordance with the [Active Humber Conflicts of Interest Policies](#) and procedures. It outlines the matter reserved for the board and those delegated to the Active Humber CEO.

1. Active Humber Charity Board

- 1.1. The Active Humber Board Members will act as members and trustees of the charitable company and as such will have responsibility for all charity matters including charity development, resource management and performance. In addition to making decisions, the Board must also provide leadership, take account of partners' and stakeholders' interests and be accountable for decisions made.
- 1.2. Each board member is required to sign the [Charity Commission - Trustee Declaration](#) as evidence to the organisation they are of good character and a fit and proper person to be a trustee of the organisation.
- 1.3. Specific functions of the Board:

Leadership	<ul style="list-style-type: none"> • promoting Active Humber's vision, aim and core values • developing the Active Humber strategy and business plan • providing leadership to put the above into effect
Decision Making	<ul style="list-style-type: none"> • allocating resources • monitoring & evaluating progress against strategy outcomes • ensuring risk is managed appropriately
Accountability	<ul style="list-style-type: none"> • monitoring & evaluating performance • reporting on performance • assuming responsibility, both moral & legal, for the actions of Active Humber • financial and other resources

- 1.4. The board's functions are strategic: setting goals within the business plan, monitoring and evaluating progress towards achieving those goals; and being accountable for the final outcomes.
- 1.5. Day-to-day management of Active Humber 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 CEO.
- 1.6. The clear separation of the board (the controlling mind) and its staff (the organisation's workforce) is fundamental to good governance.

- 1.7. The composition of the Active Humber Board is described in the Articles of Association and is summarised as:
 - 1.7.1. A chair appointed for a term of four years for no more than two consecutive terms.
 - 1.7.2. Up to ten further representatives, in addition to the chair, as the board may from time to time appoint; such appointments are to be based upon relevant experience, skills, knowledge and personal qualities.
 - 1.7.3. The CEO who does not have voting rights.
- 1.8. The representatives will draw upon knowledge, experience and expertise from a range of relevant areas which may include but is not limited to: PE and School Sport, Sports Equality, Voluntary Sport, Business, Charity and Finance. Reasonable travel expenses will be available for members.
- 1.9. The nomination and selection of Vice-Chair, Senior Independent Director, Safeguarding Director and Welfare Director is at the discretion of the board members.
- 1.10. The board meeting will require at least three members to be present for it to be deemed quorate. Members may choose to resign from office at any time by formally writing to the chair.
- 1.11. The board may invite representatives from other organisations as observers to attend its meetings, or meetings of its committees. Such individuals are not permitted to vote at meetings.
- 1.12. The board can appoint any number or type of sub groups to advise it, or carry out any of its functions.
- 1.13. **Attendance**

It is the role of the Chair of the Board to identify appropriate behavioural standards at meetings; the board may choose to deprive members of their membership of the board in writing if any member has, without the permission of the chair, been absent from three meetings of the board to the extent that it inhibits their ability to provide a valid contribution.
- 1.14. **Procedures for Meetings**
 - 1.14.1. The board will meet on a quarterly basis, which are scheduled 12 months in advance. From time to time further meetings may be called to discuss important or urgent issues.
 - 1.14.2. 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.¹

¹ NB the Chair will not vote in the original round of votes and will only have the casting vote.

- 1.14.3. Official records must be kept of all formal meetings of the board. These will include:
- 1.14.3.1. the names of all those present and any apologies for absence
 - 1.14.3.2. all resolutions, decisions and any declarations of interest reported at the meeting
 - 1.14.3.3. all appointments made at the meeting
 - 1.14.3.4. details of the establishment of any Sub-groups of the Board together with their terms of reference
- 1.14.4. The board delegates to the relevant Sub-Group to ensure that each policy and procedure on the register is reviewed at least every four years to ensure compliance with current legislation and industry best practices and to inform the board as necessary of any changes that the board is recommended to make.

2. Sub-Groups

The Sub-Group have delegated authority from the board to make decisions on specific topics. Each groups' delegated authority will be specific to the group and therefore the terms of reference for each group will be unique. All Terms of Reference will be held in a central file for access by the board when required.

3. Delegations of Authority

- 3.1. The Active Humber Financial Manual will be adhered to always. Delegated authority from the board is required for the following activities:
- 3.1.1. authority to enter into a spending commitment on grants, goods and services, and on gifts and hospitality
 - 3.1.2. approval of applying for and accepting external grants and other awards
 - 3.1.3. authorisation of electronic transfer of funds

	Funding Agreements with Partners	Goods and Services	Accepting of Grants and other external funding
Board	Over £100,001	Over £100,001	Over £100,001
Chair of the Board/ Finance Member / CEO ²	£30,000 to £100,000	£30,000 to £100,000	£30,000 to £100,000

² Decisions may be required between the quarterly meetings. Where this is the case the three members listed may make a decision and report it to the next available meeting.

CEO	Up to £30,000	Up to £30,000	Up to £30,000
Active Humber Officer	Up to £10,000	Up to £10,000	Up to £10,000

3.2. Delegations of Authority - Non-Financial

Subject	Reserved to the Board	Delegated to the CEO
Corporate Governance	<p>Consideration and approval of the various governance documents that Active Humber have to work within the guides of.</p> <p>Consideration and approval of all matters linked with the Code for Sports Governance Tier 3.</p>	<p>Responsibility for all matters of the organisational structure below the level of CEO</p> <p>Able to delegate authority to other staff</p>
Strategy	<p>Determining the overall strategic direction of Active Humber.</p> <p>Consideration and approval of the Active Humber Strategic Plan and subsequent annual service plans.</p> <p>Consideration and support for forming formal strategic partnerships with other organisations.</p>	<p>Preparation of the Active Humber Strategic Plan for consideration and approval by the board, ensuring early consultation with the Board.</p> <p>Recommendations to the Board for formal strategic partnerships with other organisations.</p>
Functions, powers and discretions (Legal and administrative)	<p>Strategic principles governing operational policy relating to the exercise of the Active Humber function, powers and discretion.</p>	<p>Responsibility for exercise of all Active Humber'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.</p>
Corporate Plans and Budgets	<p>Consideration and approval of the Active Humber Plans including Financial Plans and Annual Budgets.</p>	<p>Preparation of Corporate Plans and Annual Budgets in line with the Active Humber Strategic Plan, ensuring early consultation with the board.</p>
Annual Report & Accounts	<p>Approval of Annual Report and accounts.</p> <p>Offering scrutiny to the budgets on a quarterly basis.</p>	<p>Drawing up the Annual Report for board approval.</p> <p>Drawing up the Annual Accounts for board approval.</p> <p>Drawing up quarterly budgets reports to the board.</p>

Subject	Reserved to the Board	Delegated to the CEO
Performance Management	Determination and approval of arrangements for performance management and consideration of regular monitoring reports.	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.
	Discussion of, and engagement with, stakeholder proposals and concerns where required.	To keep the board informed of any significant issues in the operation of Active Humber.
Risk Management	Approval of the Risk Management Strategy and consideration of reports.	<p>To maintain the risk management systems and to provide the board with assurance on its ongoing effectiveness.</p> <p>To advise the board and audit committee as to material changes thereto. Escalation of issues for consideration by the board in accordance with the Risk Management Strategy.</p> <p>The board has the overall responsibility for risk and controls and their management and review and that they may delegate the day to day operation of the systems to the CEO.</p>
HR Issues	Appointment of the CEO.	The structure of the Management Team, subject to board approval.
	Approval of significant changes to overall staff structure/ employment	All appointments and other HR issues.
Communication Issues	Approval of communication plans in relation to matters of major public, political or reputation significance.	<p>Drawing up and implementation of communication plans.</p> <p>Providing quotes for press releases.</p> <p>Identifications of significant issues to be considered by the board.</p>
Board Administration	The cycle of board meetings, the composition of the board agendas and approval of minutes of board meetings.	Ensure the board can function properly through provision of an effective Board Secretariat.
	Enable the process of identifying areas where the board may be assisted by further education and training.	To make recommendations for the cycle of board meetings, and for the composition of the agendas for meetings.

Subject	Reserved to the Board	Delegated to the CEO
	Board member recruitment and succession planning to the board.	<p>To prepare draft minutes and maintain efficient overall arrangements for the administration of the Active Partnership.</p> <p>To provide necessary support and resources for members to maintain and develop their skills and knowledge.</p>

- 3.3. The board delegates to its Finance and Audit Committee the review, monitoring and development of the Risk Register and [Internal Control](#) policy and procedures at each of its meetings. The committee will inform the board as necessary of any changes that the board are recommended to make. The board irrespective of this will at least annually undertake a full review of the Risk Register and the Internal Control policy and procedures.

4. Roles and Responsibilities

- 4.1. The chair is responsible for leadership of the board, ensuring its effectiveness on all aspects of its roles and for setting its agenda. The chair is pivotal in creating the conditions for overall board and individual board member effectiveness and works to ensure the development of constructive relationships between board members and the core team.
- 4.2. The chair will be recruited through an open appointment process. If within this time a majority of members agree to propose a vote of no confidence in the chair then, following confirmation in the vote they will be removed from the position.

4.3. The Role of the Senior Independent Director

- 4.3.1. The Senior Independent Director will provide a sounding board for the chair as well as leading on the process to appraise the chair's performance. They will serve as an intermediary for other directors where necessary.
- 4.3.2. They will also act as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or senior management fail to resolve the matter or where such contact is inappropriate.

4.4. The Role of the CEO

- 4.4.1. The role of the CEO is to implement Active Humber strategies and policies as set by the board, and to develop, nurture and deliver effective working relationships with key agencies and partners.
- 4.4.2. The CEO has responsibility for the overall organisation, management and staffing of Active Humber and for its procedures on financial and other matters, including

conduct and discipline of staff. These will be carried out in accordance with Active Humber procedures.

- 4.4.3. The CEO is the budget manager for the company 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 his or her charge.

4.5. The Role of Board Members

- 4.5.1. Board members bring with them their personal and professional knowledge, expertise and experience to support Active Humber to achieve its key objectives to increase participation and widen access to sport and active recreation across the area.
- 4.5.2. Each board member brings a fresh perspective and objectivity to Active Humber that seeks to encourage and foster a strong organisational performance, based on innovation, creativity and equality.
- 4.5.3. Each board member is required to sign the Charity Commission - Trustee Declaration as evidence to the organisation they are of good character and a fit and proper person to be a trustee of the organisation.
- 4.5.4. All Trustees signed the Charity Commission Trustee Declaration on appointment.
- 4.5.5. There may be additional roles that Board Members may have such as Chair, Senior Independent Director, Welfare and Safeguarding Director and other Board Champions as required. These roles are described and shared with each member.

4.6. General Duties of Board Members

- 4.6.1. Board members are expected to act reasonably and prudently in all matters relating to the organisation and in its long-term interest. In practice this means that board members need to be aware of the issues affecting the Active Humber, the network and the sector in general, though they are not expected to have expert knowledge.
- 4.6.2. If a board member states they have expertise in a given area, they will be expected to act with a higher duty of care in the context of that expertise.
- 4.6.3. Board members have a duty to protect all the resources belonging to Active Humber or that are directed through Active Humber.
- 4.6.4. Board members have a duty to protect Active Humber's reputation and its intellectual property such as branding and databases.
- 4.6.5. When board members sit down at the meeting table, all outside interests have to be left outside, or at least they must be properly managed. The first duty as a board member, whilst at the table, is to Active Humber and by inference to the public of the Humber area. Inevitably, board members have a wide range of interests in

private, public and professional life, and those interests might, on occasions, conflict. Members have a general responsibility to avoid such conflicts of interest, especially where they involve financial transactions. When there are conflicts of interest then this must be declared at the start of the meeting and the member will not be allowed to take part in the discussion or vote on the issue.

- 4.6.6. Board members are jointly and severally responsible for the activities of the board and must act together. No board member acting alone can bind his or her fellow board members, unless specifically authorised to do so.

5. Conduct

- 5.1. A code of conduct for board members ensures that the highest personal standards are observed at all times. The board will accept the Nolan Committee's "Seven Principles of Public Life". These principles should be followed in all aspects of board members' involvement and activity.
- 5.2. Selflessness: Board members should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- 5.3. Integrity: Board members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in their performance of their duties.
- 5.4. Objectivity: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, board members should make choices on merit.
- 5.5. Accountability: Board members are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is available.
- 5.6. Openness: Board members should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- 5.7. Honesty: Board members have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- 5.8. Leadership: Board members should promote and support these principles by leadership and example.

6. Review

- 6.1. This policy will be reviewed at least every four years, or more often as required, to ensure compliance with current laws and regulations