



GOVERNANCE AND STANDARDS COMMITTEE

TERMS OF REFERENCE

Constitution

The Trustees have established a sub-committee known as the Governance & Standards Committee (GSC) with terms of reference as set out within this document.

The Trustees have the power to amend the terms of reference and/or withdraw any or all powers of the Committee or at its sole discretion dissolve the Committee at any time. Any changes proposed to the terms of reference by the Committee must be approved by the Trustees.

The Trustees will regularly review the terms of reference and may amend them from time to time.

The Trustees may at any time remove, replace or add to the membership of the Committee.

The remit of the GSC covers policies and procedures related to

- Board & Company,
- Human Resources,
- Equality diversity & Inclusion,
- Health & Safety,
- Digital & GDPR,
- Welfare and Safeguarding,
- Environmental & Social Governance
- and wider Governance matters.

The GSC will also act as the Board Nominations Committee when required.

Purpose

The GSC shall be accountable to the Trustees and shall discuss matters of governance when the need arises and make recommendations to the main Board when appropriate.

Conduct, Behaviours and values

Ethics and compliance

Board and Company

Ensure the Company is compliant with Company and Charitable law and the Code of Sports Governance.

Human Resources

- People Plan
- HR policies and [procedures
- Remuneration

The FAC on behalf of the board will determine a formal, documented, and approved procedure for determining remuneration to provide assurance to Directors and employees that decisions are made on a consistent basis, and that remuneration decisions are in line with equal pay legislation. The remuneration policy is designed to support performance, encourage the underlying financial health of the organisation and promote sound risk management.

- The FAC will on an annual basis review the organisational pay policy as to levels of remuneration for staff and trustees and will advise the Board on any decisions it may wish to make in this area.
- The FAC will be consulted by the CEO on any proposed changes to the staffing structure to ensure the proposed changes meet the needs and financial state of the organisation. The FAC will advise the board on these matters as to what best to do.

The FAC will ensure any remuneration (if any) paid to each of its Directors (except for members of the senior management team who are Ex Officio Directors); and details of any gifts and/or hospitality received by Directors is published in the annual accounts and/or on the website.

Equality, Diversity and Inclusion

The accountability for managing the Charity's equality policy, standards and plan remains with the Board, the regular overseeing of Charity work in this area is delegated to the GSC.

Health & Safety

Digital and GDPR

The accountability for managing the Charity's digital, media and GDPR policy, standards and plan remains with the Board, the regular overseeing of Charity work in this area is delegated to the GSC.



Welfare and Safeguarding

The accountability for managing the Charity's welfare and safeguarding policies, standards and plan remains with the Board, the regular overseeing of Charity work in this area is delegated to the GSC.

Environment & Social Governance

Other standards

The Board may request the GSC opinion where it feels actions or improvements are needed on any aspects of governance and standards, the GSC will investigate the issue and report back findings as well as possible solutions to the main Board.

Nominations

Ensure that the Board and its committees have the appropriate balance of skills, experience, independence and knowledge to enable them to discharge their duties and responsibilities fairly.

- Regularly review the structure, size and composition of the Board and make recommendations to the Board with regard to any changes.
- Give consideration to succession planning for directors and senior executives, taking into account the challenges and opportunities facing the company, and the skills and expertise needed on the Board in future.
- Review, on an annual basis, the Board Skills Matrix and make recommendations to the Board with regard to any changes.
- Be responsible for identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise.
- Review and approve of all Board job adverts and job descriptions ahead of any position being advertised.
- Prior to any appointment being made, to evaluate the diversity of the Board and to consider any current diversity targets or KPI's

Review the results of the annual Board Evaluation and recommend to the Board any suggested improvements or suggestions arising from this process.



- Recommend to the Board ahead of the AGM all appointments to be made at the AGM.
- To lead on the interview process for all Board recruitment and to interview candidates.

Entering into legal agreements

The CEO will normally deal with the signing of legal agreements on behalf of Active Humber and will seek appropriate legal advice as necessary to execute that duty to ensure that Active Humber is properly safeguarded. The CEO may seek advice from the board member who leads on legal matters but should do so in a manner which does not in any way compromise the professional standards that those offering legal advice have to comply with. The CEO in seeking advice from the board member should identify who the parties are to the proposed agreement to the board member but not any more information. The board member will then inform the CEO if they are able to offer advice. If not, the CEO will then seek advice from another appropriate legal expert. The CEO should report to the Governance and Standards committee on any legal advice given as appropriate e.g. signing a lease, etc.

Authority

The GSC may only make decisions if it has been given the delegated authority to do so on behalf of the board in matters in relation to governance, equality, safeguarding and other standards. If the GSC does not have the delegated authority it will be expected to consider any relevant reports and make recommendations to the Board.

The GSC is authorised by main Board to;

investigate any activity that falls within its terms of reference.

- use appropriate resources to complete required tasks such as obtaining external professional advice and inviting external advisors to meetings if required.
- delegate tasks to the Operational Team where appropriate.

The GSC will review the various matters of governance and standards at its four meetings a year in the broad sequence below subject to the needs of the board

- Meeting 1 - Code of Sports Governance Principle 5, Policies and Processes, and the Active Humber Equality policy and Health & safety policy



- Meeting 2 - Code of Sports Governance Principle 1 Structure, Principle 4, Standards, Active Humber Company, Board, Governance policies
- Meeting 3 - Code of Sports Governance Principle 3 Communications, Active Humber Operational policies.
- Meeting 4 - Code of Sports Governance Principle 2 People, Active Humber HR policies

Membership

All members of the GSC and its Chair shall be appointed by the main Board. The GSC may recommend potential members for consideration by the Board.

The GSC will comprise of; at least two members, a minimum of one member must also be Trustees on the main Board; the appointed Chair of the GSC must be a Trustee of the main Board; and the Chief Executive Officer and other appropriate Active Humber staff members e.g., safeguarding lead.

The Chair of the main Board shall not be a member of the GSC.

Trustees will remain members of the GSC if they remain Trustees of the Company unless they resign or are removed by the Board. Members who are not Trustees will have the same length of service as the main Board - two consecutive terms of three years with no reappointment within three years.

Any agenda item where a member has a conflict of interest or potential conflict of interest should declare such interest at the beginning of the meeting. At the discretion of the Chair the member may be asked to leave the meeting or not to participate in the discussion or vote.

The members should have skills appropriate to satisfy the purposes of the GSC. These include a competent knowledge and understanding of the sector as well as a member who has recent and relevant financial experience.

Where appropriate the GAC may appoint a third party to support the core function of Active Partnership without prior consultation with the board if it is deemed appropriate.

All members will be inducted on recruitment to the GSC. This induction will cover roles and responsibilities of the GSC members and the purpose of the GSC. Training will be provided to members when required.

Meetings

A meeting of the GSC will be deemed to be quorate if at least one member and one of the nominated Operational Team are in attendance.

The schedule of meetings will be determined by the schedule of Board meetings, but the sub-committee will seek to meet within the six to two weeks prior to every



Board meeting. The meetings will take place in person, by telephone or virtual electronic means with additional meetings called as required.

If the Chair is not in attendance a Trustee present will chair the meeting.

The Chair will be responsible for reporting how the GSC has discharged its duties to the remaining Trustees at the main Board meeting. This will include;

- any significant issues considered in relation to governance and standards and how these issues were addressed.
- any additional issues the Board has requested investigation or further details of.

The GSC will record its decisions and report at the next board meeting as to the decisions taken and those items needing the approval of the Board.

External Guidance

If the GSC becomes aware of an issue which is not covered in this Terms of Reference, guidance can be sought from the following documents/ websites;

A Code for Sports Governance (UK Sport and Sport England) -

https://www.sportengland.org/funds-and-campaigns/code-sports-governance?section=tier_3_-_requirements_with_commentary

FRC Guidance for board and board committees (specifically specific guidance on 'Audit Committees' and Risk Management, Internal Control and Related Financial and Business Reporting') - <https://www.frc.org.uk/Our-Work/Corporate-Governance-Reporting/Corporate-governance/UK-Corporate-Governance-Code/Guidance-for-boards-and-board-committees.aspx>