

# ACTIVE PARTNERS TRUST ("APT")

a company limited by guarantee: 10876876

## TERMS OF REFERENCE FOR THE ACTIVE DERBYSHIRE PANEL

**These Terms of Reference were approved by the Board of Directors on 30 October 2017 under the powers contained in Articles 24.1 and 30 of the Articles of Association dated 20 July 2017**

### 1. Definitions

Throughout these Terms of Reference:

- "independent" has the meaning defined in the October 2016 Code for Sports Governance<sup>1</sup> and any amended or subsequent versions of the Code.
- "resident" is defined as meaning resident in the relevant county by reason of domicile, business or employment.
- "Local Authority Funding Partner" is defined as meaning a borough, city, county and/or district local authority, from within the county of Derbyshire, which contributes to a collective sum of over £40,000 each year by way of funding for the activities of the charity under the terms of a Funding Partner Agreement.

### 2. Panel Status

The Active Derbyshire Panel:

- is established by the Board of Directors as a committee of the charity
- has relevant authority delegated by the Board for the Panel to carry out its functions
- is required to observe the requirements of the Articles of Association of the charity in discharging the Panel's duties

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<sup>1</sup> The current October 2016 definition in the Code for Sports Governance is:

*"Independent - a person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport.*

*Examples of a 'close connection' include:*

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

### **3. Panel Composition**

The Active Derbyshire Panel is composed of the following eight positions:

- 1 resident Independent Board Director from Derbyshire as the Panel Chair
- 2 Local Authority Funding Partner Board Directors from Derbyshire
- 1 non-director Panel Member who is a councillor or officer from a Local Authority Funding Partner in Derbyshire
- 2 resident non-director Panel Members from Derbyshire
- 2 resident non-director Independent Panel Members from Derbyshire.

The quorum for a meeting of the Panel is at least three Panel Members, of which:

- at least two must be Directors
- at least one must be an Independent Director or a non-director Independent Panel Member
- at least one must be a Local Authority Funding Partner Director or a Local Authority Funding Partner non-director Panel Member

### **4. Panel Responsibilities**

The Active Derbyshire Panel oversees the activities carried out by the charity's delivery staff team in Derbyshire, including:

- reviewing, and making recommendations to the Board of Directors on:
  - delivery strategies
  - business plans
  - operational plans
  - annual budgets
- monitoring progress, against the criteria agreed by the Board of Directors, of:
  - operational plans
  - annual budgets
- providing regular progress reports on these matters to the Board of Directors

The Active Derbyshire Panel meets at least four times a year to conduct business.

### **5. Recruitment of Non-Director Panel Members**

#### Non-Director Panel Members

One non-director Panel Member is openly recruited by the Board of Directors from the councillors and/or officers of the Local Authority Funding Partners in Derbyshire.

Two resident non-director Panel Members are openly recruited by the Board of Directors from within Derbyshire.

These three non-director Panel Members are recruited on a skills and experience basis, to bring knowledge and expertise in one or more of the following fields:

- education
- health
- recreation
- sport
- physical activity
- leisure
- workforce development
- community development and/or
- volunteering

#### Non-Director Independent Panel Members

The resident non-director Independent Panel Members are openly recruited by the Board of Directors from within Derbyshire, on a skills and experience basis, to bring knowledge and expertise to the Panel in one or more of the following fields:

- business;
- finance
- law;
- marketing;
- communications; and/or
- governance

#### Terms of Office for Non-Director Panel Members

A non-director Panel Member or Independent Panel Member may, if so appointed by the Board of Directors, serve up to a maximum of three terms of three years each.

A non-director Panel Member or Independent Panel Member who has served the maximum number of terms will only be eligible for re-appointment after at least four years has elapsed.