

ACTIVE PARTNERS TRUST ("APT")

a company limited by guarantee: 10876876

TERMS OF REFERENCE FOR THE ACTIVE NOTTS 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 Governance¹ and any amended or subsequent versions of the Code.
- "resident" is defined as meaning resident in Nottinghamshire by reason of domicile, business or employment.

2. Panel Status

The Active Notts 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

¹ 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 Notts Panel is composed of the following eight positions:

- 1 resident Independent Board Director from Nottinghamshire as the Panel Chair
- 2 resident Board Directors from Nottinghamshire
- 3 resident non-director Panel Members from Nottinghamshire
- 2 resident non-director Independent Panel Members from Nottinghamshire.

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 non-independent Director or a non-director and non-independent Panel Member

4. Panel Responsibilities

The Active Notts Panel oversees the activities carried out by the charity's delivery staff team in Nottinghamshire, 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 Notts Panel meets at least four times a year to conduct business.

5. Recruitment of Non-Director Panel Members

Non-Director Panel Members

The resident non-director Panel Members are openly recruited by the Board of Directors from within Nottinghamshire, on a skills and experience basis, to bring knowledge and expertise to the Panel 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 Nottinghamshire, 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.

END