

ACTIVE PARTNERS TRUST ("APT")

a company limited by guarantee: 10876876

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

**These Terms of Reference were approved by the Board of Directors
on 30 October 2017 under the powers contained
in Articles 24.1 and 29.1 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 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. Board Status

All individuals appointed onto the Board of Directors are simultaneously:

- directors of the company under company law and registration with Companies House
- trustees under charitable law and regulation by the Charity Commission for England & Wales
- voting members of the company

The Board is required to observe the requirements of the Articles of Association of the charity in discharging the Board'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. Board Responsibilities

The Board of Directors has strategic and oversight responsibility for the whole company, including:

- setting the charity's overall
 - vision
 - mission
 - strategy
 - risk tolerance
- reviewing and approving the charity's overall:
 - policies
 - strategic plans
 - long term finances
 - operational business plans
 - annual budgets

4. Board Conduct of Business

The Board of Directors meets at least four times in each year to conduct business.

In conducting its business, the Board of Directors seeks to:

- take balanced and objective decisions in the interests of the Company as a whole;
- make clear what powers the Board reserves for itself and what it has delegated to staff and/or Committees;
- include on the Board meeting agenda reports from all Committees and all matters reserved for Board consideration;
- ensure that all matters discussed and agreed by the Board are properly minuted and recorded;
- ensure that the Board is consulted about and receives adequate information in a timely fashion about any matter which would have a material effect on APT; and
- ensure, in the interests of transparency, that appropriate information about APT, its strategies, finances, policies and activities is made available to partners and stakeholders via the website and/or other publication methods.

The Board of Directors, led by the Chair (or, with regard to the Chair, by the Senior Independent Director), evaluates the effectiveness of the Board's conduct of business each year. Such evaluation takes into account:

- both the individual and collective effectiveness of the Board of Directors;
- the current matrix of the knowledge, skills and experience requirements for the APT Board;
- adherence to the APT Board Code of Conduct;
- follow-up from the action plan generated by the previous year's annual evaluation; and Requirement 4.2 of the October 2016 Code for Sport Governance

to involve external facilitators in the evaluation process at least once every four years.

In meeting obligations under Articles 8 and 9 of the Company's Articles of Association regarding the management of conflicts of interest and loyalty as part of Board business, the Board adheres to the following procedures:

- Declarations of Interests of individual Directors are kept in a Register by the APT Chief Executive;
- each Director is required to review and, where necessary, update his/her Declaration of Interests at least once each year and whenever there is a material change to those interests;
- the Board of APT reviews the Register of Interests at least once each year for mutual information and understanding;
- APT Board discussions on the management of any conflict of interest are usually led by the Chair; and
- where the conflict under discussion relates to the Chair or a connected person, the APT Board discussions are usually led by the Senior Independent Director.

5. Board Composition

The Board of Directors is composed of the following ten director positions:

- 1 Independent Chair of the Board of Directors
- 1 resident Independent Director from Derbyshire, who chairs the Derbyshire Oversight Panel
- 1 resident Independent Director from Nottinghamshire, who chairs the Nottinghamshire Oversight Panel
- 2 Local Authority Funding Partner Directors who are councillors or officers of the Local Authority Funding Partners in Derbyshire;
- 2 resident Directors from Nottinghamshire
- 3 Independent Non-Executive Directors

The Board may co-opt temporarily up to two further directors, either independent or not, if there is a need for specific additional skills and experience on the Board in particular circumstances.

The Board appoints one of the Independent Non-Executive Directors to be the Senior Independent Director, who carries out the responsibilities² set out for this position in the Code for Sports Governance.

The quorum for a meeting of the Board of Directors is at least one half of the Directors in office, of which quorum:

² The current October 2016 definition in the Code for Sports Governance is:

The Senior Independent Director has responsibilities including (but not limited to): leading on the appraisal of the Chair's performance; and acting as an alternative point of contact when the normal channel through the Chair is inappropriate (for example, when the Chair has a conflict of interest).

- at least one quarter must be Independent Non-Executive Directors
- at least one quarter must be from Derbyshire
- at least one quarter must be from Nottinghamshire

6. Recruitment of Directors

Non-Independent Directors

Non-independent Directors are openly recruited by the Board of Directors from within Derbyshire and Nottinghamshire, on a skills and experience basis, to bring knowledge and expertise to the Board in one or more of the following fields:

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

Independent Directors and Independent Non-Executive Directors

Resident Independent Directors are openly recruited by the Board of Directors from within Derbyshire and Nottinghamshire.

Independent Non Executive Directors are openly recruited by the Board of Directors from within, or from outside, Derbyshire and Nottinghamshire.

Resident Independent Directors and Independent Non-Executive Directors are recruited on a skills and experience basis, to bring knowledge and expertise to the Board in one or more of the following fields:

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

END