

Terms of Reference

Governance & Finance Committee

Great Britain Wheelchair Rugby



TERMS OF REFERENCE

GOVERNANCE & FINANCE COMMITTEE

1. Authority

- 1.1. The Governance & Finance Sub Committee (GFSC) was established by the Board of Trustees (BOT) of Great Britain Wheelchair Rugby Ltd (GBWR) in accordance with the delegation powers in clause 38 of the company's previous 28 December 2006 Articles of Association, and as noted in the minutes of the BOT meeting on 1 June 2011.
- 1.2. The Governance & Finance Committee (GFC) now operates in accordance with the delegation powers set out in Clause 9 of the company's 21 November 2017 Articles of Association:

The Charity shall have the following committees:

9.1.1 Governance and Finance Committee;

9.1.2 Remuneration Committee; and

9.1.3 such other committees as the Board thinks fit.

9.2 Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by the Board.

9.3 The Board may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

9.4 The quorum for meetings of any sub-committee formed pursuant to the provisions of the Articles shall be three or such other number as the Board may from time to time decide.

1.3. The Governance & Finance Committee exercises the authority required of an audit committee by the October 2016 Code for Sports Governance.

1.4. The Terms of Reference of the GFC have been approved by the Board of Trustees and noted in the company's minute book; and are subject to BOT review every two years.

2. Composition

2.1. The chair and members of GFC are appointed annually by the BOT, usually following the GBWR Annual Board Strategy Away Day usually held in January each year.

2.2. The GFC comprises a minimum of three Independent Non-Executive Directors/Trustees (who have relevant skills and experience in governance, legal, audit, accounting, risk management and/or compliance matters) and the Chief Executive of GBWR. (In the event that the Chief Executive is unable to attend a GFC meeting, s/he may request another member of the GBWR Senior Management Team to attend instead.)

2.3. The GFC may recruit, through an openly advertised process, an additional independent, non-trustee Committee Member who brings skills, knowledge and experience relevant to the work of the GFC. The appointment of any such independent, non-trustee Committee Member shall be subject to approval by the BOT.



Terms of Reference

Governance & Finance Committee

Great Britain Wheelchair Rugby



- 2.4. Three members of the GFC, including at least one Independent Non-Executive Director/Trustee, constitute a quorum.

3. Responsibilities

- 3.1. To assist the Board of Trustees to ensure that GBWR exhibits honesty, integrity and competence in financial matters;
- 3.2. To ensure that the legal and regulatory principles of financial reporting - e.g. UK Generally Accepted Accounting Practice; and Reporting by Charities: Statement of Recommended Practice (SORP) - and internal control are adequately applied (including reviewing and, if and when delegated the relevant authority by the BOT, approving GBWR's Annual Report & Financial Statements and GBWR's Annual Return to the Charity Commission);
- 3.3. To ensure an appropriate relationship with GBWR's appointed external auditors, including meeting with such external auditors at least once a year without the Chief Executive or other member(s) of the GBWR Senior Management Team being present;
- 3.4. To monitor the preparation of annual budgets and the periodic reporting of results against budgets for GBWR to the Board of Trustees;
- 3.5. To identify, and to support the BOT, the Chief Executive and the Senior Management Team to manage, risks to the business of GBWR, through the media of a risk register and business continuity plan, operating under GBWR's risk management policy;
- 3.6. To ensure that the terms and conditions of award of any Sports Councils' grant funding, and of official recognition of the company as a national governing body by the Sports Councils, are properly observed; in order to mitigate the risk to the company in these respects;
- 3.7. To facilitate GBWR's responses to any management auditors commissioned by the Sports Councils;
- 3.8. To monitor changes to legislation (e.g. Companies Acts) and regulation (e.g. Charity Commission for England & Wales requirements) and, where necessary, to prompt implementation within GBWR of relevant compliance measures and/or changes to the company's constitutional documents;
- 3.9. To review applications by Wheelchair Rugby clubs in Great Britain to become, or to remain, affiliated to GBWR and to make recommendations to the BOT regarding acceptance of such applications;
- 3.10. To review periodically (e.g. by reference to the Sport England/UK Sport "Things to Think About" self-help governance tool) the corporate and operational structure of GBWR (including the composition of the BOT with regard to its skills matrix, diversity and independent members, as well as its appointment and induction processes) to ensure that the company remains fit for purpose and follows good practice;
- 3.11. To monitor the rolling review of GBWR's company policies and to make recommendations to the BOT for updating and amending such policies;

Terms of Reference

Governance & Finance Committee

Great Britain Wheelchair Rugby



- 3.12. To review annually the effectiveness of the risk management and internal control systems of GBWR in order to maintain a level of reasonable assurance, and to report relevant findings and recommendations to the BOT; and
- 3.13. To support the Chief Executive, staff, players and volunteers of GBWR in implementing relevant governance and risk management actions.

4. Functions

- 4.1. The GFC meets at least once a year, and more frequently as necessary, to review and take decisions on matters within its TOR, which are then recorded in GFC minutes.
- 4.2. Minutes of GFC meetings (excluding any confidential matters recorded, as and when necessary, in any confidential annex) are published on the GBWR website.
- 4.3. The GFC may only incur expenditure on behalf of the company within budget amounts previously agreed by the BOT.
- 4.4. The chair of the GFC, or – in his/her absence – another GFC member, reports on GFC activities back to each meeting of the BOT. This includes, as and when appropriate, recommendations from the GFC for decisions that need to be taken at BOT level or which relate to matters reserved for the BOT.

END

This version of the GFC Terms of Reference was approved by the GBWR Board of Trustees on 30 January 2018.