

Terms of Reference

Board of Trustees

Great Britain Wheelchair Rugby



BOARD APPROVAL:	SEP 18
CURRENT REVIEW:	SEP 18
NEXT REVIEW:	SEP 20

TERMS OF REFERENCE

BOARD OF TRUSTEES

GREAT BRITAIN WHEELCHAIR RUGBY LIMITED ("GBWR" OR "THE COMPANY" OR "THE CHARITY")

1. Introduction

- 1.1. Great Britain Wheelchair Rugby Limited was registered with the Charity Commission as a charity No: 1074061 in February 1999 and with Companies House as a company limited by guarantee Company No: 06108379 in February 2007. The Company remained dormant until September 2010 when the process of transferring assets from the unincorporated association to the limited company was completed.
- 1.2. GBWR adopted certain amendments to the company's Articles of Association ("the Articles") on 21 November 2017, and references to numbered Articles in these Terms of Reference ("TOR") are, unless otherwise stated, references to those in the amended Articles of Association.

2. Authority

- 2.1. The Board of Trustees ("BOT") draws its authority from the Articles which authorize it to manage the business of the company and to exercise, on behalf of the members, all the powers of the Company which are not otherwise reserved by the membership in general meeting.
- 2.2. The BOT will operate at all times in accordance with the Articles, notwithstanding the provision of these Terms of Reference ("TOR"). In any instance where there is deemed to be a conflict between the Articles of Association and these TOR, the Articles will have precedence.

3. Board Composition

- 3.1. The BOT will comprise a minimum of six Trustees and will be subject to a maximum of twelve. Trustees will be appointed by the Board or elected by the voting membership of GBWR (as the case may be):
 - in accordance with Article 20; and
 - in accordance with the Elections Regulations for the Elected Directors established by the BOT under Articles 19 and 26; and
 - subject to their satisfying the requirements of both company and charity law in respect of eligibility.
- 3.2. A Trustee will be appointed or elected as an individual and not as a representative of an organisation or interest. A Trustee may not appoint an alternative nor anyone to act on his/her behalf at Board meetings.

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- 3.3. In accordance with Article 21 of the company the maximum period of office for a Trustee prior to him/her retiring or offering him/herself for re-appointment or re-election (as the case may be) is 3 years. A Trustee may serve for a maximum of three consecutive terms (unless appointed as Chair, in which case one further term of three years may be permitted by the Board), and must then stand down for at least four years before being eligible to be appointed, elected or co-opted to the BOT. In exceptional circumstances, including but not limited to a need for continuity of skills and experience on the Board, the Board may at its discretion allow any Director to be appointed or elected (as the case may be) to hold office for one additional year beyond his/her maximum of terms in office.
- 3.4. GBWR will maintain a register of Trustees which includes their personal details, together with a register of their business interests. This is to satisfy Article 17 of the company regarding conflicts of interest.
- 3.5. The BOT shall appoint one of its independent non-executive directors to be the Senior Independent Non-Executive Director ("Senior INED"). The Senior INED shall carry out the responsibilities set out in the Code for Sports Governance and such other responsibilities as the BOT may delegate from time to time.

4. Statutory Responsibilities

- 4.1. Trustees are responsible for directing the affairs of the company and ensuring it is solvent, well managed and delivering the charitable outcomes for those it was set up to benefit.
- 4.2. Compliance – Trustees must:
- ensure the Charity complies with charity law and with the requirements of the Charity Commission for England and Wales as regulator;
 - ensure the Charity prepares reports on what it has achieved and annual returns and accounts as required by law;
 - ensure that the Charity does not breach any of the requirements, regulations or rules set out in its governing documents and that it remains true to its charitable objects;
 - comply with the requirements of other legislation and other regulators (if any) which govern the activities of the Charity; and
 - act with integrity and avoid any personal conflicts of interest or misuse of Charity funds or assets which may benefit them personally.
- 4.3. Duty of Prudence – Trustees must:
- ensure the Charity is and will remain solvent;
 - use charitable funds and assets reasonably and only to further the Charity's objects;
 - avoid undertaking activities that might place the Charity's funds, assets or reputation at undue risk; and
 - take special care when investing the funds of the Charity or borrowing funds for the Charity to use.
- 4.4. Duty of Care- Trustees must:
- use reasonable care in utilizing their skills and experience to ensure the Charity is well managed; and
 - consider getting external professional advice where there may be material risk to the Charity.

5. Corporate Responsibilities

- 5.1. Shared and corporate responsibilities of the BOT include:
- setting the vision, mission and objectives of GBWR;
 - setting the values and behaviours of the organisation;



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- agreeing the GBWR Strategic Plan and Annual Business Plan;
- ensuring that adequate resources, both human and financial, are in place to effect the delivery of the plans;
- overseeing the delivery of the plans by the executive team and approving variations to the plans where appropriate;
- receiving regular reports on progress towards achieving plan outcomes and marking these against agreed performance indicators;
- approving the annual budget against the Annual Business Plan;
- monitoring expenditure against budget through the consideration of regular financial reports/management accounts;
- assessing the risks associated with the delivery of the plans and ensuring the prudent management of these;
- safeguarding the assets of GBWR, including its brand, reputation and other associated intellectual property; and
- ensuring the principles of good governance and management are applied to the business of GBWR including:
 - these TOR and Articles;
 - Trustee recruitment, induction, engagement and training;
 - human resources – recruitment; remuneration; performance management; appraisal;
 - internal and external audit requirements;
 - the requirements of statutory and external agencies; and
 - reporting on the above to statutory authorities and partners as required.

6. The Chair

6.1. The individual role and responsibilities of the Chair will include the following:

- Providing leadership to the Board;
- Taking responsibility for the Board's composition and development – overseeing the induction and development of directors;
- Liaising with the GBWR Chief Executive and consulting with fellow Board members to prepare the agenda for Board and members' meetings;
- In liaison with the GBWR Chief Executive, ensuring the timely circulation of proper information for the Board;
- Managing Board and members' meetings effectively;
- Liaising with all Trustees to ensure their effective conduct of their respective remits ;
- Ensuring the Board focuses on its key tasks;
- Managing and resolving conflicts and disputes which may arise within the Board, and more broadly within the company;
- Ensuring that the Board observes its chosen values and behaviours, and engaging the Board in assessing and improving its performance;
- Line-managing the GBWR Chief Executive and otherwise supporting the GBWR Senior Management Team, as appropriate; and
- Authorising any urgent actions to be taken in between Board meetings.

7. Company Secretary

7.1. The Board may appoint a Company Secretary, on such terms as it may see fit, who shall have responsibility for fulfilling the reporting requirements of the Charity Commission for England and Wales and Companies House and such other obligations as may exist from time to time under charity and company law. The Company Secretary may also have further responsibility for compiling and circulating agendas and supporting papers for Board and

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members' meetings, and for ensuring that minutes of such meetings are made and circulated. The Company Secretary need not be a Trustee of the company.

8. Other attendees at Board meetings

- 8.1. The Board may decide from time to time to grant observer status at GBWR Board meetings to any individual whose position warrants them occasionally or regularly attending such meetings. Observer status will be defined as follows:
- attend Board meetings, but not vote;
 - receive the same documentation as Trustees in advance of the meeting;
 - participate in the debate when invited to do so by the Chair, but not seek to influence the outcome;
 - distribute documents with the permission of the Chair; and
 - comply with the rules of the meeting, and the expected behaviours of the Trustees (including in respect of confidentiality).
- 8.2. In addition to the observers, the Board may invite such other parties as it sees fit to attend Board meetings and to contribute to them – including and especially such personnel as are employed or deployed by GBWR to deliver its programmes.

9. Meetings

- 9.1. Meetings will take place as often as is required to conduct the business of the GBWR Board, but will be no less frequently than quarterly. Any Trustee may call a meeting at reasonable notice at any time if s/he believes there is cause to do so.
- 9.2. Consultation regarding the compilation of an agenda for meetings will take place between the Chair, the CEO and fellow Trustees up to ten days' prior to a meeting taking place. An agenda and supporting information will then be circulated for receipt usually no later than five working days in advance of each meeting. The agenda will be agreed between the Chair and the GBWR CEO, and make clear the purpose of each item, e.g., for discussion, decision or information.
- 9.3. In accordance with Article 14, the quorum, without which Board meetings should not take place, shall be set at three Trustees, or at a number which is closest to one-third of the total number of Trustees, whichever is the greater. The quorum shall include at least one quarter independent non-executive directors or a number closest to one quarter of the Trustees present, whichever is the greater.
- 9.4. In the absence of the designated Chair, the remaining Trustees shall agree among themselves which of them should assume the role of chair of the meeting. This temporary arrangement shall pertain only for the duration of the meeting. This role will usually be taken by the Vice Chair, if present.
- 9.5. The Chair, or the chair of the meeting, will request matters to be considered under "Any Other Business" at the start of each meeting. No Trustee may raise any matter under "Any Other Business" that s / he has not notified to the Chair in this way, and for which s / he does not have adequate supporting material.
- 9.6. Decision-making within the Board shall normally be by consensus, and otherwise will be by a simple majority of votes cast by those in attendance – although the preferences of absent Trustees should also be taken into account where these have been expressed in advance of the meeting. Each Trustee will have one vote, with the Chair, or the chair of the meeting, holding the casting vote in the event of a tied issue.
- 9.7. Minutes will normally be circulated within ten working days following the meeting, to allow for scrutiny by fresh memories and for actions to be implemented.

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- 9.8. Board minutes shall comprise a record of decisions taken, actions agreed, and the timeframe for the delivery of those actions. They should also record divergent views in the event that the decisions taken are not unanimous.
- 9.9. The Board should develop behaviour which allows for the early notice of actions which are unlikely to be fulfilled within the timeframe required, including through the reporting relationships described below.
- 9.10. The Board may, if all Trustees agree, be considered to have staged a meeting if a resolution or resolutions are considered by each Trustee individually and separately and approved in writing by a majority.

10. Reporting Relationships

- 10.1. Trustees may be required by the Board to assume responsibility for strategic oversight of areas of GBWR business to which their experience and expertise is especially germane. In the event that Trustees are accorded such strategic oversight responsibility, they may be required to report to the Board on progress within their respective areas.
- 10.2. Reporting to the Board on the executive and operational management of the Company shall usually be undertaken by the Chief Executive. Reporting to the Board shall also be conducted periodically by those members of the GBWR Senior Management Team who have direct responsibility for the delivery of programmes.

11. Sub-Committees

- 11.1. The Board shall, in accordance with Articles 9 and 19, form from within itself such sub-committees as it may require from time to time for the effective conduct of its business. Where such sub-committees are convened:
- Their chairmanship and membership shall be determined by the Board, but need not be restricted only to serving Trustees;
 - They shall have the powers and delegated authority accorded to them by the Board through their terms of reference, and shall conduct their business in the manner prescribed to them by the Board; and
 - They shall be bound to report to the Board in such manner as the Board shall determine.
- 11.2. In particular, the Board may convene from within itself from time to time, and as required, the following:
- A Nominations Committee, charged with the task of identifying and recruiting:
 - Members of the Board of Trustees; and/or
 - Executive personnel through whose services the GBWR Strategic Plan and such other plans as may be required by funding bodies for wheelchair rugby, shall be delivered. Such committee should not include any Trustee who is him / herself a candidate for any such position. The committee will also be concerned with formulating additional recommendations from time to time, as appropriate, and shall also follow such requirements as are set out in the Nominations Committee Terms of Reference & Elections Regulations for Elected Directors.
 - A Governance and Finance Committee, with the purposes of:
 - ensuring that the legal principles of financial reporting and internal control are adequately applied, and for maintaining an appropriate relationship with GBWR's auditors;
 - ensuring that the terms and conditions of award of public funding bodies and/or of commercial sponsors and/or of charitable donors are properly observed, in order to mitigate risk to the company in this respect; and

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- carrying out the tasks designated to an audit committee in the Code for Sports Governance as amended from time to time.
- A Remuneration Committee, charged with:
 - the task of fixing levels of remuneration at levels sufficient to attract, retain and motivate employees of the quality required to run the company successfully and to review remuneration levels on an ongoing basis.In doing so, the Remuneration Committee should have regard to arrangements in other similar organisations and any other relevant factors.

12. Annual Review Meeting

- 12.1. The Board shall undergo a formal process of annual review, led by the Chair, at which the Board considers whether it has demonstrated the aforementioned values and behaviours over the course of the previous year, and what it might do to improve itself in the future. The review shall also examine the performance of the Board both jointly and severally, hold individual Trustees accountable for their contributions, and identify any training needs that may exist. The performance review of the Chair shall be led by the Senior Independent Director.
- 12.2. During this annual review, the following performance indicators should be considered by the Board:
 - The completeness of the strategic and policy framework;
 - The overall fulfilment of strategic goals, and the achievement of performance outcomes;
 - The effectiveness of corporate practices and internal controls;
 - The efficiency of the business in areas such as revenue generation and cost control;
 - The “feel” within the Board of Trustees, i.e., demonstrating its chosen values and behaviours;
 - The mandatory compliance of Trustees and the BOT as a whole with the Board Code of Conduct;
 - The levels of membership and stakeholder approval, as expressed through formal and informal feedback; and
 - The levels of media coverage afforded to wheelchair rugby.

13. Induction of Trustees

- 13.1. New Trustees shall receive a formal letter of appointment. This letter sets out the company’s expectations of the Trustee, and what it will provide in return.
- 13.2. Induction also comprises pre-appointment discussions with existing Trustees, a briefing given at the first Board of Trustees meeting, that new Trustees attend, and a formal session with the Senior Management Team. Formal training can be provided to existing or newly appointed Trustees who request it.

This Version 5 of these BOT Terms of Reference was agreed by the Board of Trustees on 25 September 2018.