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TERMS OF REFERENCE FOR THE

Active Together Board

1. Active Together Board

These terms of reference set out the governance arrangements and key tasks of the Active Together Board. They have been developed and agreed by the Board and are reviewed annually.

1.1 Commitment to Equality and Diversity

The Active Together Board recognises the opportunity it has to advance equal opportunity between persons who share protected characteristics (See 1.4.1) and those who don't and foster good relationships between those groups. The Board recognise its duty through the Equality Act 2010, to act in a manner and make decisions that reduces discrimination, harassment, victimisation, tackle inequality, and other prohibited conduct within the environment it operates within and influences.

1.2 General Role, Functions and Structure:

In addition to making decisions about the work and setting the strategy of Active Together, the Board should provide leadership, take account of partner's interests and is accountable both for its own decisions and the actions of the organisation. It should act as the ultimate decision-making body.

1.3 Role of the Board

The collective overarching role of the Active Together Board shall be:

To ensure the work of the Partnership is planned, developed and implemented to pursue the Partnership's vision, purpose and priorities as defined by the sub-regional Physical Activity & Sport Framework '2022 and Beyond'.

To support the development of the Partnership in such a way that maintains its status as a leading Active Partnership. Advocate and champion the work of Active Together in its constituent local organisations and in the wider community.

To ensure that the adopted core values of the Active Partnership of being Inclusive, Innovative, Inspiring and Inquisitive; and being Customer Focussed drive the decisions that the board take in relation to our work.

1.4 Functions of the Board:

The Board's functions should be strategic: forward thinking, exploring new opportunities and focus on strategy. The Board should formalise priorities, overseeing the development and delivery of a business plan, and monitor and evaluate progress towards achieving those priorities and being accountable for the final outcomes.

Ongoing functions of the Board shall be:

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1.4.1 Leadership:

Adopt, develop, monitor and review the vision, purpose, priorities and outcomes as set out in the sub-regional Physical Activity & Sport Framework '2022 and Beyond'.

Oversee the role and core functions of the Active Together team and ensure they are aligned with local and national strategy and policy.

Oversee the role and core functions of any subsidiary company or charity established to further the ambitions of the Active Together board and partnership.

Influences the work of the Active Partnership network to support the sustainability of local networks for physical activity and sport, supporting partners deliver national policy/investment in local ways.

Advocate Active Togethers long-term commitment to: widening; increasing; sustaining and extending participation in physical activity and sport.

Provide a lead for the Active Together Director and Active Together Core Team and address any relevant performance related issues through a robust performance management framework for the Active Partnership Director.

The Board should work towards ensuring its leadership represents and reflects the diversity of the local community and be committed to achieving greater diversity in all its forms on its Board and senior leadership team. The Board shall have due regard to the need to advance equality of opportunity between persons who share a relevant protected characteristic and persons who do not share it. The Board and SLT should seek to remove or minimise disadvantages suffered by persons who share a relevant protected characteristic as well as encourage said persons to participate in public life. The relevant protected characteristics are:

- Age
- Disability
- Gender reassignment
- Pregnancy and maternity
- Race
- Religion or belief
- Sexual orientation
- Sex
- Marriage and civil partnership

The Active Together Board should work to advance equal opportunity between persons who share protected characteristics and those who don't and foster good relations between those groups.

Where possible support other local organisations with good governance in respect to diversity and inclusion.

1.4.2 Advocacy and Outward Looking:

Represent and consider the interests of the Active Together partnership.

Board Members should use their own networks, to promote Active Together to wider partners and other agencies, particularly local and national agencies.

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To continually consider the changing national and local environments that the physical activity and sport sector operate in and determine the best ongoing strategic direction for Active Together.

To ensure that Active Together is a forward facing, dynamic organisation that can respond to anticipated future priorities and changes in the policy environment.

1.4.3 Innovation, Entrepreneurship, and Sustainability

A key function of the Board will be to find and/or champion innovative and enterprising solutions to ensure sustainability such as: engaging with the private and commercial sector; improving the digital offer and exploring alternative sources of funding. Making national physical activity and sport programmes and policies work in local ways complimentary to local ambitions and aspirations.

1.4.4 Accountability:

The Board will take decisions collectively about the strategic direction of Active Together and seek to influence Active Together key partners to: develop policy and action that builds in (not bolts on) equity; creates safe environments for participation; encourages systems leadership; raises standards; increases resources; supports the green agenda, drives performance improvements and promotes physical activity and sport to all of our communities.

Creates a risk aware environment that drives improvement as opposed to a risk averse culture that might serve to limit progress.

Ensure that a robust performance management system is in place to that enables the Board to monitor the progress made against delivering the strategic priorities of the Active Partnership.

Reporting and where appropriate celebrating key achievements of key partners and stakeholders.

1.4.5 Division of Roles

The roles of Chair and Active Partnership Director shall not be exercised by the same individual. The Board shall delegate authority to the Active Together Director to implement the Active Together Physical Activity and Sport Strategy and Business Plan. The Active Together Director has responsibility for the overall organisation, management and staffing of the partnership and for its procedures on financial and other matters including conduct and discipline of staff. These will be carried out in accordance with host authority procedures.

1.5 Specific Matters Reserved for the Board

1.5.1 Active Together Physical Activity and Sport Framework

The Active Together Board will be responsible for establishing the strategic direction for the Active Partnership. It will ensure that the strategy is based on insight and oversee a robust consultation process and consider its findings. The Board will determine the Active Partnerships vision and agree and approve its strategic priorities.

1.5.2 Active Together Business Plan

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The Active Together Board would delegate authority to the Senior Leadership Team to produce a business plan which would respond to delivering the strategic priorities set out in the Active Together Physical Activity Framework. The Board shall be responsible for approving the business plan and overseeing its delivery.

1.5.3 **Staffing Review**

The Active Together Board supported by the Active Together Director shall, as appropriate be responsible for ensuring that the Active Partnership core team is fit for purpose and be able to deliver the strategic priorities as set out in the Active Together Physical Activity Framework. Should a staffing review be deemed necessary, the Active Together Board would be responsible for leading this process but would be supported by the Active Together Director and host authority.

1.5.4 **Risk Strategy**

The Active Together Board will should maintain risk management and internal control systems, which are regularly reviewed and monitored to ensure they are effective and provide reasonable assurance. It will review risk factors periodically and advise the Senior Leadership Team regarding appropriate mitigating actions.

1.5.5 **Budget and Financial Management**

The Active Together Board supported by the Business Oversight and Audit Committee (BOAC), shall be responsible for overseeing the establishment of annual budgets and the production of 4-year financial projections. The Board shall appoint an independent Board Member or independent Adviser, which specialist knowledge and qualifications to oversee the core teams financial management arrangements. This individual, supported by the Board shall take a lead responsibility for checking and challenging the income and expenditure profile against the agreed annual budget; ensuring best value is achieved and evaluating overall financial performance. The Active Together Board shall be responsible for approving the annual budget.

1.5.6 **Succession and Continuity Planning**

The Board shall maintain a Succession and Continuity Plan in place to ensure orderly appointments to the Board and to key positions within the Active Together Core Team can be made. It is important that there is a clear approach to ensuring gender parity and greater diversity on the Board and to ensure representation by under-represented groups, for example, diverse ethnic communities and people with a disability.

1.5.7 **Policy Review**

Supported by the BOAC and Active Together Director the Board shall maintain an internal control system. The Board shall consider and shape key policies and approve them for use by the Active Together Core Team.

1.5.8 **Appointment of sub-committees**

The Board reserves the right to establish (and wind up) sub-committees to assist it carry out its business. The Board shall maintain a Business, Oversight and Audit Committee and Nominations Committee. It is highly desirable that a qualified accountant to be a member Business, Oversight and Audit Committee. The Nominations Committee should consist of a majority of Independent Board Members and if recruiting a successor to the Chair, be Chaired by an Independent

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Member. Other sub-committees would normally be chaired by a Board Member, but the Board shall be able to co-opt Associate Members and the Active Together Core Team as ex-officio members to support the business of the sub-committee. The Board shall produce a Terms of Reference for each sub-committee established. All sub-committees will be required to update at the Board on progress via regular written or verbal reports. Sub-groups will from time to time have delegated authority to respond to and deal with emerging issues.

1.5.9 Self Review

The Board shall lead an annual review of its own performance. The self-review should be led by the Chair and Vice Chair and should consider how effective it is at performing its role and functions set out in the terms of reference (see 1.3, 1.4 & 1.5).

2 The Membership, Recruitment & Voting Rights

2.1 Membership:

It is anticipated that the make up of the Board Membership will consist of representatives from some or all of the following sectors/organisations:

- Health
- Voluntary
- Local Authority
- Community Safety/Regeneration
- Children Services/Trusts/Schools
- Private/Commercial
- Higher/Further Education
- Professional/Amateur Sport (including National Governing Bodies)
- Equity organisations
- Local communities

Board Members will be appointed on merit and on the basis of their, knowledge, experience, influence, capacity and in line with the skills and diversity required by the Board. Board Members should preferably be representative of the communities they serve and ideally have an interest/knowledge and passion for physical activity and/or sport.

Active Together is committed to achieving a minimum of 40% of each gender represented on its Board – however it is important that Board Members have the necessary skills to carry out the role specified in the job description. There should be a minimum membership of 6 members, but the size of the Board shall not exceed 12 persons.

There are two categories of Board Members – “Representative and Independent”. At least 25% of Board Members must be defined as independent, that is, they are free from any close connection to Active Together. Examples of a ‘close connection’ include:

- They are or have within the last four years been actively involved in the organisations affairs, e.g. as a representative of a specific interest group within the organisation;
- They are or have within the last four years been an employee of the organisation;
- They have close family ties with any of the organisations directors or senior employees.

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Board Members will be identified as per the table in 2.3. Board Members may serve on the Board for a number of consecutive terms, each term being no more than four years in length, up to a maximum of 9 continuous years service.

2.2 Recruitment:

The Board structure should wherever possible, aim to reflect the diversity of Leicestershire, Leicester and Rutland. The Board shall ensure that it recruits new Members following the guidelines set out within its recruitment policy . Should the roles of Chair, Vice Chair, Senior Independent Director or Active Partnership Director become vacant, recruitment of those positions should be led by the Nominations Committee.

At least four continuous years must be spent off the Board before a Member is eligible to return to the Board and that any period off the Board of less than four consecutive years will count as service on the Board.

The Board will have the right to co-opt specialist Associate Members for specific meetings or time periods. Co-opted Associate Members will only be invited at the request of the Active Together Board and will have no voting rights. In addition, the Board shall appoint 2 ex-officio members, namely the incumbent Active Together Director and a representative of the host authority. Ex-officio members will have no voting rights.

In exceptional circumstances, a Board Member may be co-opted onto the Board if it is deemed necessary to ensure that the Board has the skills and/or experience necessary to fulfil its role.

Board Members should deliver the key duties as set out in the Board Member job description (see appendix 4)

2.3 The Board will consist of the following members with voting rights:

Member	Number	Route to Membership	Period of Office
Full voting members			
NON-EXECUTIVE INDEPENDENT BOARD MEMBERS - OPEN RECRUITMENT ROUTE (min 25% of membership)			
Chair (It is not mandatory that the Chair be independent)	1	Via open recruitment (supported by the Nominations Committee)	Initially 4 years. (Max. 9 years in office)
Vice Chairman (It is not mandatory that the Vice Chair be independent)	1	Supported by the Nominations Committee	Initially 4 years. (Max. 9 years in office)
Senior Independent Director	1	Via open recruitment (supported by a Nominations Committee)	Initially 4 years. (Max. 9 years in office)
Independent Members	Min. 2	Via open recruitment appointed by Chairman supported by Active Together Director	Initially 4 years. (Max. 9 years in office)

Member	Number	Route to Membership	Period of Office
REPRESENTATIVE BOARD MEMBERS			
LOCALITY GROUPS	2 to 4	Via Local Sport and Physical Activity Alliances through a network meeting or postal vote	Initially 4 years. (Max. 9 years in office)
Network Groups	2 to 4	Via the Cultural Services Chief Officer Partnership or Network groups and partners that support the work of Active Together	Initially 4 years. (Max. 9 years in office)
EX-OFFICIO MEMBERS – (Non-voting)			
Host Agency	1	Identified by the organisation	As required
Active Together Director	1	Identified by the organisation	As required
CO-OPTED ASSOCIATE MEMBERS AS REQUIRED (Non-voting) – for example			
Sport England	1	Identified by organisation	As required
Others as required/identified to meet gap		As required and agreed by the Active Together Board	As agreed in advance by board

2.4 Chair – (Headline role of)

In addition to the tasks outlined in the Board Member job description, the Chair would be expected to carry out the following functions:

- Lead the Board and provide strategic leadership.
- Ensure that the Board carries out an annual evaluation of its own skills, performance and effectiveness. Undertake an annual evaluation of individual Board Members.
- Ensure that the Active Together Director is subject to annual appraisal in-conjunction with the host authority.
- Ensure that the Board appoints an auditor (or equivalent) to conduct external evaluation of the Boards effectiveness every 4 years.
- To create an environment that fosters open discussion, creates time to consider critical issues and allows collaborative decision making to take place.

2.5 Vice Chair

In addition to the tasks outlined in the Board Member job description, the Vice Chair would be expected to carry out the following functions:

- Provide a sounding board for the Chair to support addressing complex issues.
- In the Chair's absence deputise as Chair at Active Together Board and other relevant Active Together meetings.
- On occasions, deputise for the Chair to ensure that key tasks are completed.

2.6 Senior Independent Director (Headline role of)

In addition to the tasks outlined in the Board Member job description, the Senior Independent Director would be expected to carry out the following functions:

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- Provide a sounding board for the Chair to support addressing complex issues.
- If necessary act as an intermediary between the Chair and other Board Members.
- Act as an alternative contact for stakeholders and partners should the Chair be unavailable.
- Undertake the Chair's annual appraisal.
- On occasions, deputise for the Chair to ensure that key tasks are completed.

2.7 Equity:

Accountability for its equality duty is established at Board level. The Board, in exercising its function is subject to the Equality Act 2010 and in particular the public sector equality duty which mandates public authorities or those fulfilling a public role, to act in a manner/make decisions that eliminates discrimination, harassment and victimisation and other prohibited conduct, advances equal opportunity between persons who share protected characteristics and those who don't and foster good relations between those groups.

Applications for Board Membership will be positively encouraged from all sections of the community and in particular from persons who share a relevant protected characteristic (see 1.4.1) and are often under-represented at a strategic level in physical activity and sports governance roles.

The Board are committed to achieve and maintain the appropriate Equality Standards as a minimum operating level.

Active Together will develop a Diversity and Inclusion Action Plan, which shall set out its commitment to promoting and advancing diversity and inclusion on its Board, Leadership Team and other aspects of the partnerships work. The action plan will be published on the Active Together website alongside annual progress statements.

2.8 Frequency:

The Board will meet formally **at least 3 times a year** (it may need to meet on other occasions to provide authority for the implementation of specific strategic issues or for an extra-ordinary matter). However, there will also be a Business, Oversight and Audit Committee that will take a key role to support operations and financial matters and will meet a minimum of 3 times a year:

Board Members are expected to attend a minimum of 2 of 3 Board Meetings each year. Likewise, Members of the Business, Oversight and Audit Committee are expected to attend a minimum of 2 of 3 meetings each year. Board meetings would typically be held in February, May and October, with the Business, Oversight and Audit Committee meeting held 4 weeks prior to the full Board meeting.

Members of the Board are also expected to attend Board level Continuous Professional Development events and represent Active Together at other events and functions.

2.9 Quorum:

A quorum of 33% of members plus one is necessary to convene a Board meeting (equates to 4 Board members – depending on the number of Board Members serving at the time).

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Should quorum not be achieved, to support the efficient operation of Active Together, the recommendations from the Board meeting will be circulated electronically to Members unable to attend. Board Members will then have 5 working days to approve or otherwise the recommendations from the meeting. A majority of members shall be required to approve any decision. The Chair will have a casting vote if votes are tied. This provision should only be used in exceptional circumstances.

2.10 Voting:

Each full member of the Board shall have one vote; a majority of all voting members present shall be required for any decision. The Chair will have a casting vote if votes are tied.

3 Other

3.1 Delegation of Authority

Delegated authority is required for the following activities:

Authority to enter into a spending commitment on grants, goods and services and on gifts and hospitality above the thresholds outlined below.

Approval of applying for and accepting external grants and other awards above the thresholds outlined below.

	Funding Agreement with partners	Goods and Services	Accepting of Grants and other external funds
Chair of Board / Host Authority	Over £100,000	Over £100,000	Over £100,000
Chair of Board / Host Authority / AT Director	£80,000 to £100,000	£80,000 to £100,000	£80,000 to £100,000
AT Director	Up to £80,000	Up to £80,000	Up to £80,000
SLT	Up to £10,000	Up to £10,000	Up to £10,000

Decisions may be required between the Board meetings. Where this is the case the Chair and Vice Chair supported by the Active Together Director may make a decision and report it to the next available meeting.

3.2 Core Values / Code of Conduct

Board Members should observe the Nolan Committee's "Seven Principles of Public Life:

- **Selflessness:** Holders of public office should act solely in terms of the public interest.
- **Integrity:** Holders of public office must avoid placing themselves under any obligation to people or organisations that might try inappropriately to

influence them in their work. They should not act or take decisions in order to gain financial or other material benefits for themselves, their family, or their friends. They must declare and resolve any interests and relationships.

- **Objectivity:** Holders of public office must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability:** Holders of public office are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness:** Holders of public office should act and take decisions in an open and transparent manner. Information should not be withheld from the public unless there are clear and lawful reasons for so doing.
- **Honesty:** Holders of public office should be truthful.
- **Leadership:** Holders of public office should exhibit these principles in their own behaviour. They should actively promote and robustly support the principles and be willing to challenge poor behaviour wherever it occurs.

In addition, Board Members should observe the following locally determined values:

- **Inclusive:** Board Members demonstrate behaviours that are collaborative and fair. Inclusiveness, openness and transparency will be reflected in the way that business is conducted.
- **Innovative:** Board Members promote practice that is creative, scalable and sustainable.
- **Inspiring:** Board Members display energy and enthusiasm to motivate our communities to move more.
- **Inquisitive:** ... Board Members should not be afraid to ask questions and explore alternative solutions
- **Equity:** The principle of Equality being “Built in and not bolted on” should be reflected in the way that we conduct our business, develop our systems and apply our processes.

3.3 Ways of Working

Board Members should work in the following ways:

Prioritising Inequality: Board Members will channel resources, energy and time to those whose lives will benefit most

Connecting and Collaborating: Board Members will work to develop high value relationships and a common purpose with partner organisations

Putting People and Place First: Board Members will put the community at the centre of their work.

Thinking Long Term: Board Members will commit to investing resources in the right things, in the right place and over time strive to tackle the root causes of barriers together.

3.4 Remuneration/ Volunteer Expenses

These are unpaid positions however travel and other reasonable expenses will be reimbursed within the host authority procedures and members choosing to take up this option.

3.5 Dissolution

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Should resources remain in the event of Active Together being wound up (and after the implementation of the approved Reserves Policy) monies will be returned to key funding partners in line with their contributions. Assets such as PCs, desks, etc should be distributed to key funding partners or alternatively to groups who have aims that are consistent with Active Together.

Signed: _____ **(Chair)**

Date: _____