

	Document History & Version Control Principles	
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TERMS OF REFERENCE FOR THE

Active Together Business, Oversight and Audit Committee

1. Active Together Business, Oversight and Audit Committee

These terms of reference set out the arrangements and key tasks of the Active Together Business, Oversight and Audit Committee. They have been developed and agreed by the Active Together Board and are reviewed every four years. The overarching role of the Business, Oversight and Audit Committee is to provide advice and guidance on Policy, Governance, Finance, Risk Management and Performance Management related issues.

1.1 The purpose and role of the Business, Oversight and Audit Committee shall be to:

- Provide more time for the Full Board to have wider discussions regarding strategic local and national issues.
- Monitor progress against the delivery of the strategic priorities of the Active Together Physical Activity Framework and related business plan. Provide advice and support to resolve specific issues.
- Provide oversight of the Active Together partnerships financial performance and monitor the integrity of its internal financial controls. Receive financial reports. Provide the Board with reasonable reassurance that financial matters are being managed effectively.
- Ensure that an Internal Controls System is maintained and that all policy frameworks are reviewed in a timely manner. Support the Board comply with the UK Code of Sport Governance.
- Make recommendations to the Board in relation to the appointment of a suitably qualified individual/organisation to conduct an external Board Effectiveness review and approve the remuneration – every 4 years.
- Ensure that the internal risk management systems are continually reviewed. Identify and monitor risk and ensure mitigating actions are in place and delivered. Liaise where necessary with the host authority and/or funding partner. Provide the Board with reasonable reassurance that risk is being managed
- Provide a written and verbal report back to full Board, highlighting recommendations and challenge areas.

1.2 Division of Roles

The roles of Chair and Active Partnership Director shall not be exercised by the same individual. The Business, Oversight and Audit Committee will provide a monitoring function to ensure that a clear division of roles exists in practice.

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2. Membership, Recruitment & Decision Making

2.1 Membership and Recruitment:

The Committee structure should wherever possible, aim to reflect the diversity of the Leicestershire, Leicester and Rutland sub-region.

The Board, shall appoint individuals from the main Board or its Advisers to act as Chair and Vice Chair of the Business, Oversight and Audit Committee. The Active Together Chair will appoint Business, Oversight and Audit committee members from within the main board and its advisers, dependent upon their skills, experience and ability to contribute to the groups agenda. It is anticipated that up to 4 Board Members and/or Advisers will serve on the Committee depending on the skills and specialisms required.

The Board will have the right to co-opt Members in an advisory capacity or to fill skills gaps or to support best practice for specific meetings or time periods. Co-opted specialist advisers will only be invited at the request of the Board or Director.

Committee Members should fulfil the functions set in out section 1 to the best of their ability and adhere to the Nolan Committee's "Seven Principles of Public Life" (see section 3). Committee Members will be expected to reaffirm their commitment to comply to the Nolan Principles on an annual basis.

A representative from the host authority shall also be invited to attend the Business, Oversight and Audit Committee. Appropriate Active Together officers will also be members of the group.

Member	Number	Route to Membership	Period of Office
Chair	1	Appointed by the AT Chair	Initially 4 years (Max. 9 years in office)
Vice Chair	1	Appointed by AT Chair	Initially 4 years (Max. 9 years in office)
Committee Members	Up to 2	Appointed by the AT Chair	Initially 4 years (Max. 9 years in office)
Ex-Officio/Professional team members			
AT Senior Leadership Team		Director/Asst Director, others invited as appropriate	As required
Host Authority	1		As required
Co-opted Specialist Advisers (As required)			
Financial	Min 1		As required
Commercial		Identified by the Committee	As required
Marketing		Identified by the Committee	As required

2.2 Decision Making

The Committee shall carry out the roles stated in 1.1 and shall make recommendations to the Active Together Board regarding appropriate courses of action. The committee should provide best practice advice and guidance to the Board, as such the group will work to give the Active Together Board a consensus viewpoint. Where the group cannot agree then the matter should be deferred to the Active Together Board for full board discussion.

Following each committee meeting a written report will be produced and presented to the Active Together Board and the recommendations and "items to note" will be considered.

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

2.3 Commitment to Equality and Diversity

Accountability for equal opportunities is established at Board level and this commitment should be observed at all levels of the organisation. Active Together committing to achieve and maintain the appropriate Equality Standards 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.

2.4 Frequency:

The committee will meet formally at least **3 times a year** (it may need to meet on other occasions to provide guidance and support for specific issues or for an extraordinary matter): The Business, Oversight and Audit Committee would meet up to one month prior to the Active Together Board, normally - January, April and September.

It is essential that members regularly attend meetings, align to a specific portfolio of work but retain a broad understanding of Active Together as a whole. Members should read and interpret papers and therefore be able to provide informed guidance at meetings.

2.5 Quorum:

A quorum of 50% of members including either the Chair or the Vice Chair is necessary to convene a meeting (one of whom must be the Chair or Vice-Chair of the group).

3 Core Values / Code of Conduct

All committee members and advisers should observe the Nolan Committee's "Seven Principles of Public Life":

- **Selflessness** - Members should act solely in terms of the public interest.
- **Integrity** - Members 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** - Members must act and take decisions impartially, fairly and on merit, using the best evidence and without discrimination or bias.
- **Accountability** - Members are accountable to the public for their decisions and actions and must submit themselves to the scrutiny necessary to ensure this.
- **Openness** - Members 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** - Members should be truthful.
- **Leadership** - Members 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.
- **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. Inclusiveness, openness and transparency will be reflected in the way that business is conducted.

- **Dynamic** – Take a lead for specific areas within the Active Together Physical Activity Framework. There is a commitment to stay abreast of portfolio/key work areas by working with Active Together lead officers.
- **Transparency** – Business will be conducted in an open, transparent and dynamic manner, however on occasion the business of Active Together must be confidential – the Chair of the Business, Oversight and Audit Committee will determine the status of any information or reports.

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

- **Inclusive:** Members demonstrate behaviours that are collaborative and fair. Inclusiveness, openness and transparency will be reflected in the way that business is conducted.
- **Innovative:** Members promote practice that is creative, scalable and sustainable.
- **Inspiring:** Members display energy and enthusiasm to motivate our communities to move more.
- **Inquisitive:** Members should not be afraid to ask questions and explore alternative solutions.

3.1 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.

4. Other

- 4.1** The Business, Oversight and Audit Committee operate with the Delegation of Authority parameters as outlined in the Board Terms of Reference 2021. As such the following excerpt is included here to provide members with a clear understanding of Active Together parameters in relation to the groups discussions, dialogue and advice to the Board:

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	£80,000 to £100,000	£80,000 to £100,000	£80,000 to £100,000

/ CSP Director			
L&R CSP Director	Up to £80,000	Up to £80,000	Up to £80,000
Budget Managers	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 CSP Director may make a decision and report it to the next available meeting.

4.2 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.

Signed

(Chair)

(Date)