

Terms of Reference for the Team Beds & Luton Committee (the ‘Committee’)

for

Active Luton (Company No: 05458934) (the ‘Company’)

Adopted by the Board of Trustees of the Company on 17 October 2018

1. Purpose

1.1 The Committee has been established by a resolution of the Board of Trustees of the Company (the ‘**Board**’) for the purposes of running the community sports partnership team BEDS&LUTON (‘**CSP**’) under the auspices of and as an integral part of the Company in accordance with the Board’s power of delegation set out in Article 9 of the Company’s Articles of Association (the ‘**Articles**’) and the provisions on committees set out in Article 10.

1.2 The Committee shall be administered and managed in accordance with these Terms of Reference and with any instructions or guidelines issued from time to time by the Board (provided these do not conflict with relevant provisions of the Articles).

2. Membership

2.1 The Committee shall consist of a minimum of four members and shall at all times include one member of the Board (the ‘**Board Member**’), subject to which the Committee may, in accordance with such resolution, appoint additional members (‘**Ordinary Members**’) [so long as the maximum number of Ordinary Members do not exceed eleven at any time]. [**Source: Articles 10.1.1 and 10.1.2**]. For the avoidance of doubt, the Board Member shall be a non-executive member of the Board.

2.2 The Board may at any time remove a member of the Committee.

2.3 The director of the CSP shall not be the chair of the Committee.

2.4 At least 25% of the members of the Committee at any one time shall be Independent Members, being members of the Committee who are determined by the Committee as being independent, including, but not limited to, him or her having no material or pecuniary connection with the Company and whom an objective outsider would view as independent (which would include being actively involved in the Company’s affairs in the previous four years, being an employee of the Company in the previous four years or having close family ties to the Company’s Trustees or employees or members of the Committee.

2.5 In exceptional circumstances and subject to clause 2.1, the Committee shall have the power at any time to appoint any person to be a member of the Committee to ensure that the Committee has the skills and/or experience necessary to fulfil its role. Any member of the Committee so appointed shall retire from office at the next Annual Retirement Meeting unless reappointed in accordance with clause 2.7.

2.6 Ordinary Members shall be appointed by the Committee following an open, formal, publicly advertised and transparent selection process by the Committee, taking account of the individual’s ability, experience and expertise.

2.7 At every Annual Retirement Meeting following the adoption of these Terms of Reference one third, or the number nearest to one third of the Ordinary Members, being those who have been longest in office since their last appointment or reappointment, must retire from office. Where more than one third of the Ordinary Members have served for the same period of time since their last appointment or reappointment those Ordinary Members shall agree amongst themselves which Ordinary Members shall retire, or in the event that agreement cannot be reached, the decision shall be made by lot. The retirement takes effect at the conclusion of the meeting.

2.8 The Annual Retirement Meeting shall be the meeting of the Committee at which the accounts of the Committee are approved.

2.9 Retiring Ordinary Members may be reappointed by the Committee but an Ordinary Member who has served for three consecutive terms of office must take a break from office and may not be reappointed until the earlier of:

2.9.1 the fourth anniversary of the commencement of his or her break from office; and

2.9.2 the fourth Annual Retirement Meeting following the Annual Retirement Meeting at which his or her break from office commenced.

2.10 A member of the Committee shall cease to hold office if he or she:

2.10.1 becomes incapable by reason of mental disorder, illness or injury of managing his or her own affairs;

2.10.2 is absent from meetings of the Committee for a period of six months and the Committee resolves that his or her office be vacated;

2.10.3 in the case of the Board Member he or she is no longer a member of the Board; or

2.11 resigns in writing (but only if at least four members of the Committee will remain in office when the resignation is to take effect).

3. **Responsibilities**

3.1 **The Committee** has the following responsibilities, as authorised by the Board:

3.2 set and lead the strategic direction and business planning of the CSP;

3.3 oversee the performance of all programmes and projects undertaken by the CSP, together with the supporting staffing structure, and provide strategic direction where appropriate to ensure the successful delivery of these items.

3.4 review the risk register of the CSP on a quarterly basis and outline and agree mitigating actions for implementation by the CSP.

3.5 review, approve and monitor the budget and accounts relating to the CSP activities in consultation with the Board. For the avoidance of doubt, each budget must also be approved by the Board;

- 3.6 regularly review the structure, size and composition (including the skills, knowledge, experience and diversity in accordance with Sport England's Code for Sports Governance) of the Committee and make recommendations to the Committee with regard to any changes;
- 3.7 give full consideration to succession planning for members of the Committee and other senior executives in the course of its work;
- 3.8 ensure that on appointment, members of the Committee receive a full, formal and tailored induction including a written statement of their responsibilities and sign the Company's code of conduct for members of committees.
- 3.9 self-review the performance and effectiveness of the committee on an annual basis and implement self-improvement actions.
- 3.10 support the external review of the committee every four years and the review of policies and procedures in accordance with the agreed schedule.
- 3.11 undertake an annual review of the Director's performance, and oversee any performance related issues, in partnership with the CEO of Active Luton. Such duties to be undertaken by the committee Chair and Senior Independent Non-Executive Director.
- 3.12 represent the CSP at appropriate events and act as an advocate for its work.
- 3.13 **Executive Management** will be responsible for the following matters in relation to the work of the committee:
- 3.14 ensure that the decisions taken by the committee are implemented and incorporated into the day to day operations of the CSP.
- 3.15 oversee the day to day operations of the CSP.
- 3.16 provide for the committee an overview of the performance and outcomes achieved on each project and/or programme and focus particularly on issues of underperformance, and make recommendations to resolve these issue.
- 3.17 understand the strategic priorities of our partners and funders and ensure that these are shared with the committee together with recommendations as to how they are integrated into our work programmes.
- 3.18 make recommendations to the committee on issues relating to the staffing structure required to ensure the successful delivery of all projects and programmes.
- 3.19 provide for the committee timely and accurate financial reporting and budgetary planning together with appropriate analysis and recommendations to enable the committee to discharge their responsibilities in respect of item 3.4.
- 3.20 analyse and evaluate the risk register of the CSP prior to each committee meeting and make recommendations to the committee regarding any mitigating actions on high risk areas.

4. **Meetings of the Committee**

- 4.1 The Committee shall meet at least four times a year.

- 4.2 The quorum necessary for meetings of the Committee shall be four.
- 4.3 The Chair of the Committee shall have the following responsibilities:
 - 4.3.1 to be responsible for leadership of the Committee;
 - 4.3.2 to ensure the efficient and proper conduct of Committee meetings, ensuring that all meetings are quorate and that all members of the Committee are given the opportunity to express their views before any important decision is taken but at the same time to ensure that only those who are eligible to speak and to vote, are invited to do so;
 - 4.3.3 to establish a constructive working relationship with, and ensure that the Committee meets its obligations to, the Board;
 - 4.3.4 to take decisions delegated to the Chair of the Committee;
 - 4.3.5 to ensure that the Committee receives professional advice when it is needed (whilst complying with clause 5.1.3 below);
 - 4.3.6 to be satisfied that the minutes of Committee meetings are approved by the Committee as an accurate and complete record. Once approved, the Chair must sign the minutes for the Committee's records;
 - 4.3.7 to proactively address and manage conflicts of interest among the members of the Committee following the provisions in clause 7;
 - 4.3.8 to guide meetings of the Committee through agenda items in the order they appear (unless modified with the agreement of the meeting), ascertaining the "sense of the meeting" and summing up the general agreement on a particular conclusion.
- 4.4 The meetings and proceedings of the Committee shall otherwise be governed by the Articles of the Company regulating the meetings and proceedings of the Trustees of the Company so far as they apply and are not superseded by any regulations made by the Trustees of the Company in accordance with clause 1.2. **[Source: Article 10.2].**

5. **Obligations**

- 5.1 The Committee shall:
 - 5.1.1 appoint a secretary (the 'Committee Secretary'); **[Source: Article 10.1.3];**
 - 5.1.2 ensure that the Committee Secretary reports regularly to the Board or a representative thereof the deliberations of the Committee, including reporting promptly any resolution passed or taken by the Committee; **[Source: Article 10.1.3];**
 - 5.1.3 not knowingly incur expenditure or liability on behalf of the Company except where authorised by the Board or in accordance with a budget which has been approved by the Board; **[Source: Article 10.1.5];**
 - 5.1.4 comply at all times with such regulations, terms and conditions and mandates to any committee as may from time to time be made or imposed by the Board including a code of conduct for members of committees **[Source: Article 10.1.4].**

6. **Minutes**

6.1 The Committee shall ensure that minutes are made of all proceedings at meetings of the Committee, including the names of the persons present at each such meeting, and any such minute, if purported to be signed by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member of the Committee, be sufficient evidence of the proceedings. [**Source: Article 38.1.3**]

7. **Conflicts of Interest**

7.1 A member of the Committee must declare the nature and extent of:

7.1.1 any direct or indirect material interest which he/she has in a proposed transaction or arrangement with the Committee; and

7.1.2 any direct or indirect interest or any duty which he/she has which conflicts or may conflict with the interests of the Committee or his/her responsibilities to the Committee.

7.2 If a member of the Committee's interest cannot reasonably be regarded as giving rise to a conflict of interest with or in respect of the Committee, he/she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a member of the Committee's interest is likely to give rise to a conflict shall be determined by a majority decision of the other members of the Committee taking part in the decision-making process. Such decision shall be made in the absence of the potentially conflicted member of the Committee.

7.3 If a member of the Committee's interest gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest with or in respect of the Committee, he/she may take part in the decision-making process only to such extent as in the view of the other members of the Committee is necessary to inform the debate and must:

7.3.1 not be counted in the quorum for that part of the process; and

7.3.2 withdraw during the vote and have no vote on the matter.

8. Sub-committees of the Committee

8.1 Subject to these Terms of Reference, the Committee may reasonably sub-delegate any of its powers or functions to any committee on revocable terms.

8.2 The Committee shall maintain as required a nominations committee. A majority of the nominations committee shall be Independent Members and shall be chaired by the chair of the Committee, except when it is dealing with the appointment of a successor to the chair, when it shall be chaired by an Independent Member.

8.3 The finance and audit committee of the Company shall act as the audit committee for the Committee.

8.4 In the case of delegation to such sub committees:

8.4.1 the composition of any committee shall be entirely in the discretion of the Committee and may include such of their number as the resolution may specify;

8.4.2 the deliberations and any resolution passed or decision taken by any sub-committee must be reported promptly to the Committee and, at the Board's request, to the Board;

8.4.3 the Committee shall make such regulations and impose such terms and conditions and give such mandates to any sub-committee as they may from time to time think fit which shall include the purpose/remit of the sub-committee, with details of such arrangements promptly provided to the Board at its request;

8.4.4 no sub-committee shall knowingly incur unbudgeted expenditure or liability on behalf of the committee except where the Committee has obtained prior written approval from the Board; and

8.4.5 the Committee and/or the Board may revoke any delegation in whole or part, or alter its terms and conditions.

8.5 The meetings and proceedings of any sub-committee shall be governed by the provisions of these Terms of Reference so far as they apply and are not superseded by any regulations made by the Board.

9. Review

These Terms of Reference shall be reviewed by the Board every four years.