

Roles and Responsibilities

I The Yorkshire Sport Foundation Board - Role, Functions, and Composition

1.1 Yorkshire Sport Foundation Charity Board

1.1.1 The Yorkshire Sport Foundation Board Members will act as members and trustees of the charitable company and as such will have responsibility for all charity matters including charity development, resource management and performance. In addition to making decisions, the Board must also provide leadership, take account of partners' and stakeholders interests and be accountable for decisions made.

1.1.2 Specific functions of the Board:

Leadership	<ul style="list-style-type: none"> • promoting Yorkshire Sport Foundation's vision, aim and core values • developing the Yorkshire Sport Foundation strategy and business plan • providing leadership to put the above into effect
Decision Making	<ul style="list-style-type: none"> • allocating resources • monitoring & evaluating progress against strategy outcomes • ensuring risk is managed appropriately
Accountability	<ul style="list-style-type: none"> • monitoring & evaluating performance • reporting on performance • assuming responsibility, both moral & legal, for the actions of Yorkshire Sport Foundation • financial and other resources

1.1.3 The Board's functions are strategic: setting goals within the business plan, monitoring and evaluating progress towards achieving those goals; and being accountable for the final outcomes.

1.1.4 Day-to-day management of Yorkshire Sport Foundation is not a Board function, and authority is delegated for achieving the strategic outcomes, together with the necessary authority to make decisions in a specified range of activities to the CEO.

1.1.5 The clear separation of the Board (the controlling mind) and its staff (the organisations workforce) is fundamental to good governance.

1.1.6 The composition of the Yorkshire Sport Foundation Board is described in the Articles of Association and is summarised as:

- A Chair appointed for a term of four years for no more than two consecutive terms.
- Up to 11 further representatives, in addition to the Chair, as the Board may from time to time appoint; such appointments are to be based upon relevant experience, skills, knowledge and personal qualities. The representation of Local Authorities on the Board must be in line with the Articles of Association.
- The CEO who does not have voting rights.

1.1.7 The representatives will draw upon knowledge, experience and expertise from a range of relevant areas which may include: PE and School Sport, Sports Equality, Performance Sport, Voluntary Sport, Business, Charity and Finance. Reasonable travel expenses will be available for members.

1.1.8 The nomination and selection of Vice-Chair and a Senior Independent Director is at the discretion of the board members.

1.1.9 The Board Meeting will require at least two members (or one third of the members if greater) to be present for it to be deemed quorate. Members may choose to resign from office at any time by formally writing to the Chair.

1.1.10 The board may invite representatives from other organisations as observers to attend its meetings, or meetings of its committees. Such individuals are not permitted to vote at meetings.

1.1.11 The board can appoint any number or type of sub groups to advise it, or carry out any of its functions.

1.1.12 The board will strive to represent the community it serves and therefore has committed to achieve gender parity and greater diversity among the members of the Board. This includes a minimum of 30% (rounded up where required) female members. The Board will ensure a statement of intent as well as an action plan and update statement is published on the website. This is to be updated at least annually.

1.2 Attendance

1.2.1 It is the role of the Chair of the Board to identify appropriate behavioural standards at meetings; the Board may choose to deprive members of their membership of the

board in writing if any member has, without the permission of the Chair, been absent from 3 meetings of the Board to the extent that it inhibits their ability to provide a valid contribution.

1.3 Procedures for Meetings

1.3.1 The board will meet on a quarterly basis, which are scheduled 12 months in advance. From time-to-time further meetings may be called to discuss important or urgent issues.

1.3.2 Normally the Board will operate by consensus and, only when required, will vote by a show of hands. In these circumstances voting will be by simple majority. In the result of a tied vote the chair will have the casting vote.¹

1.3.3 Official records must be kept of all formal meetings of the board. These will include:

- the names of all those present and any apologies for absence
- all resolutions, decisions and any declarations of interest reported at the meeting
- all appointments made at the meeting
- details of the establishment of any Network groups together with their terms of reference

2 Working Groups

2.1 The Working Groups have delegated authority from the Board to make decisions on specific topics. Each groups' delegated authority will be specific to the group and therefore the terms of reference for each group will be unique. All Terms of Reference will be held in a central file for access by the Board when required.

2.2 A review of all Working Groups should take place alongside the annual Board evaluation.

3 Delegations of Authority

3.1 Financial

The Yorkshire Sport Foundation Financial Procedures will be adhered to at all times. Delegated authority from the Board is required for the following activities:

¹ NB, the Chair will not vote in the original round of votes and will only have the casting vote.

- authority to enter into a spending commitment on grants, goods and services and on gifts and hospitality
- approval of applying for and accepting external grant and other awards
- signature of cheques, and authorisation of electronic transfer of funds

	Funding Agreements with Partners	Goods and Services	Accepting of Grants and other external funding
Board	Over £100,001	Over £100,001	Over £100,001
Chair of Board / Finance Member / CEO ²	£30,001 to £100,000	£30,001 to £100,000	£30,001 to £100,000
CEO	Up to £30,000	Up to £30,000	Up to £30,000
YSF Senior Manager	Up to £20,000	Up to £20,000	Up to £20,000
Yorkshire Sport Foundation Officer	Up to £10,000	Up to £10,000	None

3.2 Non-Financial

SUBJECT	RESERVED TO THE BOARD	DELEGATED TO THE CEO
Corporate Governance	Consideration and approval of the Governance framework, including Principles of Good Governance, Governance Document, A Code of Sports Governance and Delegated Powers.	Responsibility for all matters of organisational structure below the level of CEO. Able to delegate authority to other staff.
Strategy	Determining the overall strategic direction of Yorkshire Sport Foundation. Consideration and approval of the Yorkshire Sport	Preparation of the Yorkshire Sport Foundation Strategic Plan for consideration and approval of the Board, ensuring early consultation with the Board.

² Decisions may be required between the quarterly meetings. Where this is the case the three members listed may make a decision and report it to the next available meeting.

SUBJECT	RESERVED TO THE BOARD	DELEGATED TO THE CEO
	Foundation Strategic Plan and subsequent annual service plans.	
	Consideration and support for forming formal strategic partnerships with other organisations.	Recommendations to the Board for formal strategic partnerships with other organisations.
Functions, powers and discretions (Legal and administrative)	Strategic principles governing operational policy relating to the exercise of the Yorkshire Sport Foundation function, powers and discretions.	Responsibility for exercise of all Yorkshire Sport Foundation's legal and administrative powers and discretions in furtherance of statutory functions, subject to escalating any high risk/high impact issues in line with the risk management strategy.
Corporate Plans and Budgets	Consideration and approval of the Yorkshire Sport Foundation Plans including Financial Plans and Annual Budgets.	Preparation of Corporate Plans and Annual Budgets in line with the Yorkshire Sport Foundation Strategic Plan, ensuring early consultation with the Board.
Annual Report & Accounts	Approval of Annual Report and accounts, in conjunction with the Accounting Officer. Offering scrutiny to the budgets on a quarterly basis.	Drawing up the Annual Report for Board approval. Drawing up the Annual Accounts for Board approval. Drawing up quarterly budgets reports to the Board.
Performance Management	Determination and approval of arrangements for performance management and consideration of regular monitoring reports.	To keep the Board informed of progress in achieving performance objectives and to advice of any significant variance from the approved Operating Plans and Budget.
	Discussion of, and engagement with, stakeholder proposals and concerns where required.	To keep the Board informed of any significant issues in the operation of Yorkshire Sport Foundation.

SUBJECT	RESERVED TO THE BOARD	DELEGATED TO THE CEO
Risk Management	Approval of the Risk Management Strategy and consideration of reports.	<p>To maintain the risk management systems and to provide the Board with assurance on its ongoing effectiveness.</p> <p>To advise the Board and Audit Committee as to material changes thereto.</p> <p>Escalation of issues for consideration by the Board in accordance with the Risk Management Strategy.</p>
HR Issues	Appointment of the CEO.	The structure of the Management Team, subject to Board approval.
	Approval of significant changes to overall staff structure/employment	All appointments and other HR issues.
Communication Issues	Approval of communication plans in relation to matters of major public, political or reputation significance.	<p>Drawing up and implementation of communication plan.</p> <p>Providing quotes for press releases.</p>
		Identifications of significant issues to be considered by the Board.
Board Administration	<p>The cycle of Board meetings, the composition of Board agendas and approval of minutes of Board meetings.</p> <p>Enable the process of identifying areas where the Board may be assisted by further education and training.</p> <p>Board member recruitment and succession planning to the Board.</p>	<p>Ensure the Board can function properly through provision of an effective Board Secretariat.</p> <p>To make recommendations for the cycle of Board meetings, and for the composition of agendas for meetings.</p> <p>To prepare draft minutes and maintain efficient overall arrangements for the administration of Yorkshire Sport Foundation.</p> <p>To provide necessary support and resources for Members to maintain and develop their skills and knowledge.</p>

4 Roles and Responsibilities

4.1 The Role of the Yorkshire Sport Foundation Board Chair

- 4.1.1 The Chair is responsible for leadership of the Board, ensuring its effectiveness on all aspects of its role and for setting its agenda. The Chair is pivotal in creating the conditions for overall Board and individual Board member effectiveness and works to ensure the development of constructive relationships between Board members and the core team.
- 4.1.2 The Chair will be recruited through an open process. If within this time a majority of members agree to propose a vote of no confidence in the Chair then, following confirmation in the vote they will be removed from the position.

4.2 The Role of the Senior Independent Director

- 4.2.1 The Senior Independent Director will provide a sounding board for the Chair as well as leading on the process to appraise the Chair's performance. They will serve as an intermediary for other directors where necessary.
- 4.2.2 They will also act as an alternative contact for stakeholders to share any concerns if the normal channels of the chair or senior management fail to resolve the matter or where such contact is inappropriate.

4.3 The Role of the CEO

- 4.3.1 The role of the CEO is to implement Yorkshire Sport Foundation strategies and policies as set by the Board, and to develop, nurture and deliver effective working relationships with key agencies and partners.
- 4.3.2 The CEO has responsibility for the overall organisation, management and staffing of Yorkshire Sport Foundation and for its procedures on financial and other matters, including conduct and discipline of staff. These will be carried out in accordance with Yorkshire Sport Foundation procedures.
- 4.3.3 The CEO is the budget manager for the company and is responsible to the Board for the resources under his or her control. The essence of the role is a personal responsibility for the propriety and regularity of public finances for which he or she is

answerable; for prudent and economical administration; for avoidance of waste and extravagance; and for the efficient and effective use of all resources under his or her charge.

4.4 The Role of Board Members

- 4.4.1 Board members bring with them their personal and professional knowledge, expertise and experience in order to support Yorkshire Sport Foundation to achieve its key objectives to increase participation and widen access to sport and active recreation across the area.
- 4.4.2 Each board member brings a fresh perspective and objectivity to Yorkshire Sport Foundation that seeks to encourage and foster a strong organisational performance, based on innovation, creativity and equality.

4.5 General Duties of Board Members

- 4.5.1 Board members are expected to act reasonably and prudently in all matters relating to the organisation and in its long-term interest. In practice this means that Board members need to be aware of the issues affecting the Partnerships, though they are not expected to have expert knowledge.
- 4.5.2 If a Board member states he or she has expertise in a given area, he or she will be expected to act with a higher duty of care in the context of that expertise.
- 4.5.3 Board members have a duty to protect all the resources belonging to Yorkshire Sport Foundation or are directed through Yorkshire Sport Foundation.
- 4.5.4 Board members have a duty to protect Yorkshire Sport Foundation's reputation and its intellectual property such as branding and databases.
- 4.5.5 When Board members sit down at the meeting table, all outside interests have to be left outside, or at least they must be properly managed. The first duty as a board member, whilst at the table, is to Yorkshire Sport Foundation and by inference to the public of South Yorkshire and West Yorkshire. Inevitably, board members have a wide range of interests in private, public and professional life, and those interests might, on occasions, conflict. Members have a general responsibility to avoid such conflicts of interest, especially where they involve financial transactions. When there are conflicts of interest then this must be declared at the start of the meeting and the member will not be allowed to take part in the discussion or vote on the issue.
- 4.5.6 Board members are jointly and severally responsible for the activities of the Board

and must act together. No Board member acting alone can bind his or her fellow board members, unless specifically authorised to do so.

4.6 More in depth role descriptions can be found in the individual Role Descriptions.

5 Conduct

- 5.1 A code of conduct for board members ensures that the highest personal standards are observed at all times. The board will accept the Nolan Committee's "seven Principles of Public Life". These principles should be followed in all aspects of board members involvement and activity with Yorkshire Sport Foundation.
- 5.2 *Selflessness*: Board members should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- 5.3 *Integrity*: Board members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in their performance of their official duties
- 5.4 *Objectivity*: In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, board members should make choices on merit
- 5.5 *Accountability*: Board members are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is available.
- 5.6 *Openness*: Board members should be as open as possible about all the decisions and actions they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- 5.7 *Honesty*: Board members have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- 5.8 *Leadership*: Board members should promote and support these principles by leadership and example.