

## ENGLAND ATHLETICS BOARD

### TERMS OF REFERENCE

#### 1. GENERAL

- 1.1 England Athletics is a private company (registered number 05583713) limited by guarantee incorporated in England and Wales. The Board of Directors of England Athletics (the "Board") is the organisation's governing body.
- 1.2 The Board is responsible for the direction and management of the business of the Company in compliance with the Company's Articles of Association, the Schedule of Matters Reserved for the Decision of the Board, attached as Appendix I to these Terms of Reference, any applicable legislation or regulation and the Company's policies, principles and values.
- 1.3 The Board may exercise all those powers of the Company that are not by legislation, regulation or by the Articles of Association, required to be exercised by the Company at an Annual General Meeting (an "AGM") or an Extraordinary General Meeting (an "EGM").

#### 2.0 MEMBERSHIP

- 2.1 The Board will consist of the Chairperson, two Directors appointed from time to time by the England Council in accordance with Article 81, one Director appointed from time to time by UK Athletics ("UKA") in accordance with Article 25, up to two Directors elected by the Members in accordance with Article 27, the Chief Executive Officer and not less than two nor more than five Non-Executive Directors.
- 2.2 At least 25% of the Board shall be independent as defined by and in accordance with Requirement 1.12 of the Code for Sports Governance.
- 2.3 The Chief Executive Officer shall be an ex-officio member of the Board with full-voting rights.
- 2.4 The Board may request the presence, at any of its meetings, of any Employees of the Company as it may decide.
- 2.5 The Board may also appoint Board observers, which will be non-voting members.

#### 3.0 BOARD MEETINGS

- 3.1 The Board may make, vary or revoke regulations for the conduct of business at its meetings.
- 3.2 The Chairperson of the Company will chair each meeting. In the case of the absence of the Chairperson the members present will elect one of their number to chair the meeting in accordance with Article 51.
- 3.3 The Board will normally meet bi-monthly or as it may otherwise determine.

- 3.4 Directors should make every effort to attend all meetings. Where this is not possible, Directors should explain the valid reason and give suitable notice.
- 3.5 At least one meeting, or part thereof, each year will be held without the Chief Executive Officer being present.
- 3.6 The date and time of any meeting will not be changed without all Directors being given at least one week's notice of the revised date.
- 3.7 A quorum will consist of five Directors. In accordance with Article 53, Directors may be present in person or through any other means of communication in order to count towards a quorum. Directors must be able, fully, to hear and participate in the Board's proceedings.
- 3.8 The content of the Agenda for each meeting shall be drafted by the Board & NED Secretary, in a form agreed from time to time with the Chairperson.
- 3.9 The Agenda and papers for each meeting of the Board will be submitted under the authority of the Chairperson and will be circulated to all Directors at least one week prior to the meeting. Papers not complying with these requirements will not be tabled at the meeting, except in exceptional circumstances and only then after the prior approval of the Chairperson.
- 3.10 Subject to Article 42 and s175 Companies Act 2006, the Chairperson may vote on any issue as a Director. If, having done so, the voting is level; he/she may, if he/she so decides, exercise an additional casting vote to decide the issue in accordance with Article 52.
- 3.11 The Board & NED Secretary or his/her nominee as appointed by the Chief Executive Officer will act as Secretary to the Board. The Board & NED Secretary is responsible for producing Minutes of the Board meetings. The Minutes will be passed to the Chairperson of the Board and circulated to all Directors and appropriate attendees within two weeks unless otherwise agreed.

#### **4.0 DECISIONS TAKEN OUTSIDE BOARD MEETINGS**

- 4.1 For urgent matters that should not be deferred until the next scheduled meeting, the Chairperson or the Senior Independent Director, as appropriate, shall either decide:
  - 4.1.1 To call an extraordinary meeting of the Board to discuss the urgent matter only;  
or
  - 4.1.2 To seek the approval of the other members of the Board via written resolution in accordance with Article 54 and/or a virtual process (e.g., email).
- 4.2 In the case of the calling of an extraordinary meeting, the Chairperson or the Senior Independent Director (as the case may be) shall use their reasonable endeavours to ensure each Director:
  - 4.2.1 Is able to attend the extraordinary meeting of the Board; or
  - 4.2.2 Has provided their view on the urgent matter in advance of the meeting.

## **5.0 BOARD POWERS RESPONSIBILITIES AND DUTIES**

Without prejudice to its power to exercise all those powers of the Company that are not, by legislation, regulation or by the Articles of Association, required to be exercised by the Company at its AGM, the Board has the responsibility for the discharge of all the matters reserved to it in the Schedule of Matters Reserved for the Decision of the Board, attached as Appendix I to these Terms of Reference, as amended by the Board from time to time.

## **6.0 AUTHORITY**

- 6.1 The Board is authorised to seek any information it requires from any Employee of the Company in order to perform its duties.
- 6.2 Following the prior approval of the Head of Finance, which will not reasonably be withheld, a Non-Executive Director is authorised to obtain, at the Company's reasonable expense, external legal or other professional advice on any matters within these Terms of Reference.

## **7.0 DELEGATION**

The conduct of the day-to-day business of the Company will be delegated to the Chief Executive Officer, subject at all times to the Articles of Association, applicable legislation and regulation, Matters Reserved for Decision by the Board, delegation by the Board to its Committees, and the Company's Policies and Procedures.

## **8.0 COMMITTEES AND TASK AND FINISH GROUPS**

- 8.1 The Board may establish Committees of Directors to which it can delegate any part of its responsibilities in accordance with Article 41. Such Committees shall have clear Terms of Reference which will be agreed by the Board. Any revisions to such Terms of Reference must also be approved by the Board.
- 8.2 The Board may also establish Task and Finish Groups to support the Chief Executive Officer and the Senior Leadership Team on matters relating to the operational execution of England Athletics' Strategic Plans. These groups will be advisory in nature only and such groups will normally include both staff and Directors. The Board will draw formal Terms of Reference for each Task and Finish Group.
- 8.3 The Chairperson has the right to attend every Committee meeting or meetings of any Task and Finish Group, except meetings of the Audit & Assurance Committee, which he/she shall attend on an ex-officio basis.

## **9.0 CHANGES IN CIRCUMSTANCES AND OTHER INTERESTS**

- 9.1 Directors will adhere to the Board's Code of Conduct, the Company's Anti-Bribery Policy, the Directors' Conflicts of Interests Policy, a declaration of good character, the Company's Memorandum and Articles of Association and relevant legislation or regulation.
- 9.2 All declarations of conflicts of interest shall be recorded in the Minutes of the meeting and in the Register of Interests of Directors.

- 9.3 All Directors are required to notify the Board & NED Secretary of all other bodies in which they have a significant interest or of which they are an Employee, Director, Partner, Trustee or for which they perform a similar role.
- 9.4 All Directors are required to notify the Board & NED Secretary of any changes in circumstances which may affect their ability to perform their role as a Director of the Company.

## **10. MONITORING**

The Board will:

- a) Review these Terms of Reference and make any necessary amendments, at least once every four years.
- c) Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an on-going basis for all members.

## Appendix 1

### SCHEDULE OF RESERVED MATTERS FOR THE BOARD OF DIRECTORS

The following is a schedule of matters reserved for Board decision and is without prejudice to the powers of the Board set out in the Company's Articles of Association. Matters which the Board considers suitable for delegation are contained in:

- The Terms of Reference for Board Committees and the Terms of Reference of Task and Finish Groups; and
- The Schedule of Delegated Authority which details the authorisation levels of Directors, management and staff.

Where relevant the Board shall seek the recommendation of the appropriate Board Committee prior to making a decision.

#### 1. Strategic and management

- 1.1 Responsibility for the overall strategy of the Company;
- 1.2 Approval of the Company's four-year rolling Business Plan and associated Financial Plan;
- 1.3 Agreement of and changes to the Company's Vision, Mission Statement and Objectives;
- 1.4 Approval of the annual budgets of the company;
- 1.5 Oversight of the operations of the Company ensuring:
  - Competent and prudent management;
  - Sound planning;
  - An adequate system of internal control;
  - Adequate accounting and other records; and
  - Compliance with statutory and regulatory obligations
- 1.6 Review of the Company's performance considering the Company's Strategy, Objectives, Business Plans and budgets and ensuring that any necessary corrective action is taken;
- 1.7 Agreement of Key Performance Indicators used to monitor performance and ensure they remain appropriate;
- 1.8 Approval of any move into material new business and any decision to cease to operate all or any material part of the activities of the Company.

#### 2. Financial reporting and controls

- 2.1 Ensure the Company has sufficient resources to meet its costs and other liabilities as they fall due;
- 2.2 Oversight of the Company's reserves; and
- 2.3 Approval of the annual Director's Report, Strategic Report and Financial Statements for presentation to the members at the Annual General meeting (an "AGM").

### **3. Internal control and risk management**

Ensuring maintenance of a sound system of proportionate internal controls and risk management processes including:

- 3.1 Setting the risk culture of the Company;
- 3.2 Agreement of the risk appetite of the Company;
- 3.3 The approval of the risk framework, risk register and strategic risk management policy;
- 3.4 Determination of the nature and extent of risk the Company is prepared to take in achieving its strategic objectives;
- 3.5 Receiving reports on, and reviewing the effectiveness of, the Company and its risk and control processes;
- 3.6 Receiving six-monthly reports on risk management; and
- 3.7 Approving an appropriate statement on risk for inclusion in the annual Strategic Report.

### **4. Board membership and other appointments**

- 4.1 Determining the size structure and composition of Board in accordance with the Articles of Association;
- 4.2 Ensuring adequate succession planning for the Board and Senior Management;
- 4.3 The appointment or re-appointment of the Chairperson, the Senior Independent Director, Committee Chairperson and Committee members;
- 4.4 The appointment, the removal and the review of the performance of the Chief Executive Officer;
- 4.5 The appointment, the removal and the review of the performance, where appropriate, of the Company Secretary;
- 4.6 The appointment, re-appointment or removal of the external Auditors for approval by the AGM;
- 4.7 The development and implementation of a formal induction programme for Directors;
- 4.8 Determination of and membership of Board Committees and Task and Finish Groups and;
- 4.9 Any motion received by the Board relating to the capacity of a Board Director to fulfil their duties (including a motion of no confidence) should be referred to the Board Secretary for directions.

### **5. Remuneration and employment matters**

- 5.1 Receipt of information on the policy for authorising claims for expenses from the Directors;
- 5.2 Determination of the Remuneration Policy for all Non-Executive Directors and the Chairperson
- 5.3 Determination of the Remuneration package for the Chief Executive Officer and Senior Managers whose base salary exceeds £70,000 is delegated to Remuneration Committee;
- 5.4 The policy for authorising claims for expenses from the Directors.

## **6. Delegation of authority**

- 6.1 The apportionment of responsibilities between the Chairperson and the Chief Executive Officer;
- 6.2 Receiving Minutes and reports from Committees and Task and Finish Groups on their activities; and
- 6.3 The annual review of the Schedule of Delegated Authority.

## **7. Corporate governance**

- 7.1 Ensuring the Company complies with all relevant legislation and regulation;
- 7.2 Undertaking formal and rigorous reviews, maintained in writing, of the skills, performance, and effectiveness. Agreeing and implementing a plan to take forward any actions resulting from the evaluations:
  - 7.2.1 Annually of the Board;
  - 7.2.2 Annually of individual Directors and the CEO;
  - 7.2.3 At least every four years, or at the request of UK Sport/Sport England, an externally facilitated evaluation of the Board;
  - 7.2.4 Bi-annually of the England Council, and Committees;
- 7.3 Determination of the independence of Non-Executive Directors on an annual basis and recommendation for their continuance in office when they are due to be re-elected by Members at the AGM;
- 7.4 The annual review of Board Directors and England Council members related party interests and the Company's Conflicts of Interest Policy to ensure any potential or actual conflicts of interest are managed appropriately;
- 7.5 Authorising conflicts of interest where they are permitted by the Company's Articles of Association or the Code for Sports Governance; and
- 7.6 Approval of the Codes of Conduct for Directors and England Council .

## **8. Member relations**

- 8.1 Approving all matters to be put to the Members at the AGM;
- 8.2 Recommending changes to the Articles of Association to Members at the AGM; and
- 8.3 The determination of the content, format and review of annual consultations with Members and Affiliates.
- 8.4 Discussion of, and engagement with, stakeholder proposals and concerns

## **9. Policies and procedures (beyond financial policies and procedures)**

Approval of policies including:

- Safeguarding including vulnerable adults and child protection;
- Anti-doping;
- Equality, diversity and inclusion (policy and action plan);
- Grievance, discipline and appeals within the sport;
- Code of conduct
- Health and safety;
- Member complaints resolution process;

- Fraud prevention and detection;
  - Anti-bribery
  - Gambling
- Treasury management and investment
- Board and Councillor expenses
- Whistle blowing (external and internal);
- Conflicts of interest;
- Data protection;
  - GDPR data protection (approval delegated to A&A)
  - Information security (Approval delegated to A&A)
  - Privacy Policy and statement (Approval delegated to A&A)
- ICT-strategy, administration, training, support and security
  - ICT policy (delegated to A&A)
  - Pay policy (delegated to Remuneration Committee)
  - Personal Growth & Development Plan policy (Delegated to Remuneration Committee)

## **10. Other**

- 10.1 Approval of the appointment of the Company's principal professional advisers (tax and legal but excluding audit);
- 10.2 Prosecution, defence or settlement of litigation being material to the interests of the Company:
- 10.3 Approval of the overall levels of insurance for the group including director's & officer's liability insurance and indemnification of directors.

Approved by the Board: 21 July 2022