



# GOVERNANCE AND STANDARDS COMMITTEE

## TERMS OF REFERENCE

### Constitution

The Trustees have established a sub-committee known as the Governance & Standards Committee (GSC) with terms of reference as set out within this document.

The Trustees have the power to amend the terms of reference and/or withdraw any or all powers of the Committee or at its sole discretion dissolve the Committee at any time. Any changes proposed to the terms of reference by the Committee must be approved by the Trustees.

The Trustees will regularly review the terms of reference and may amend them from time to time.

The Trustees may at any time remove, replace or add to the membership of the Committee.

### Purpose

The GSC shall be accountable to the Trustees and shall assist the Trustees with the following.

### Governance

The GSC will discuss matters of governance when the need arises and make recommendations to the main Board when appropriate.

### Equality

The accountability for managing the Charity's equality policy, standards and plan remains with the Board, the regular overseeing of Charity work in this area is delegated to the GSC.

### Safeguarding

The accountability for managing the Charity's safeguarding policy, standards and plan remains with the Board, the regular overseeing of Charity work in this area is delegated to the GSC.

### Nominations

To act as the Nominations Committee as and when necessary, leading the process for Board and Senior Management appointments. The Board may appoint additional Directors to the GSC as it sees fit to undertake this role.

## Other standards

The Board may request the GSC opinion where it feels actions or improvements are needed on any aspects of governance and standards, the GSC will investigate the issue and report back findings as well as possible solutions to the main Board.

## Authority

The GSC will not have delegated authority to make decisions in relation to governance, equality, safeguarding and other standards but will be expected to consider any relevant reports and make recommendations to the Board.

The GSC is authorised by main Board to;

investigate any activity that falls within its terms of reference.

use appropriate resources to complete required tasks such as obtaining external professional advice and inviting external advisors to meetings if required.

delegate tasks to the Operational Team where appropriate.

The GSC will review the various matters of governance and standards at its four meetings a year in the broad sequence below subject to the needs of the board

- Meeting 1 – Code of Sports Governance Principle 5, Policies and Processes, and the Active Humber Equality policy and Health & safety policy
- Meeting 2 - Code of Sports Governance Principle 1 Structure, Principle 4, Standards, Active Humber Company, Board, Governance policies
- Meeting 3 - Code of Sports Governance Principle 3 Communications, Active Humber Operational policies.
- Meeting 4 - Code of Sports Governance Principle 2 People, Active Humber HR policies

## Membership

All members of the GSC and its Chair shall be appointed by the main Board. The GSC may recommend potential members for consideration by the Board.

The GSC will comprise of;

at least two members, a minimum of one member must also be Trustees on the main Board;

the appointed Chair of the GSC must be a Trustee of the main Board; and

Executive Officers of the Chief Executive Officer, Deputy CEO and the Finance and Office Manager.

The Chair of the main Board shall not be a member of the GSC.

Trustees will remain members of the GSC if they remain Trustees of the Company unless they resign or are removed by the Board. Members who are not Trustees will have the same length of service as the main Board – two consecutive terms of three years with no reappointment within three years.

Any agenda item where a member has a conflict of interest or potential conflict of interest should declare such interest at the beginning of the meeting. At the discretion of the Chair the member may be asked to leave the room or not to participate in the discussion or vote.

The members should have skills appropriate to satisfy the purposes of the GSC. These include a competent knowledge and understanding of the sector as well as a member who has recent and relevant financial experience.

All members will be inducted on recruitment to the GSC. This induction will cover roles and responsibilities of the GSC members and the purpose of the GSC. Training will be provided to members when required.

## Meetings

A meeting of the GSC will be deemed to be quorate if at least one member and one of the nominated Operational Team are in attendance.

The schedule of meetings will be determined by the schedule of Board meetings, but the sub-committee will seek to meet within the two weeks prior to every Board meeting. The meetings will take place either by telephone or similar with additional meeting called as required.

If the Chair is not in attendance a Trustee present will chair the meeting.

The Chair will be responsible for reporting how the GSC has discharged its duties to the remaining Trustees at the main Board meeting. This will include;

any significant issues considered in relation to governance and standards and how these issues were addressed.

any additional issues the Board has requested investigation or further details of.

## External Guidance

If the GSC becomes aware of an issue which is not covered in this Terms of Reference, guidance can be sought from the following documents/ websites;

A Code for Sports Governance (UK Sport and Sport England) -

[https://www.sportengland.org/media/11193/a\\_code\\_for\\_sports\\_governance.pdf](https://www.sportengland.org/media/11193/a_code_for_sports_governance.pdf)

FRC Guidance for board and board committees (specifically specific guidance on 'Audit Committees' and Risk Management, Internal Control and Related Financial and Business Reporting') - <https://www.frc.org.uk/Our-Work/Corporate-Governance-Reporting/Corporate-governance/UK-Corporate-Governance-Code/Guidance-for-boards-and-board-committees.aspx>