



## Activity Alliance Board Terms of Reference

### Core Duties

1. At all times act in the best interests of the organisation, as well as act with inclusivity, integrity, in an ethical manner and in accordance with Activity Alliance's Conflict of Interest policy.
2. To ensure that Activity Alliance:
  - (a) Complies with its governing document, charity law, company law and any other relevant legislation or regulations
  - (b) Pursues its objects as defined in its governing document
  - (c) Uses its resources exclusively in pursuance of its objects:
3. To be the ultimate decision-making body and accordingly exercise all of the powers of the organisation, contribute actively to the board of trustees' role in giving firm strategic direction to the organisation, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets.
4. To value and draw on the perspectives and contribution of Activity Alliance Members.
5. To safeguard the good name and values of Activity Alliance
6. To take full collective responsibility, respecting confidentiality and valuing the views of fellow Board members and staff
7. To promote, communicate and extend engagement with Members and wider stakeholders.
8. To ensure the effective and efficient administration of the organisation
9. To ensure the financial stability of the organisation and oversee the management of risk.

10. To protect and manage the property of the organisation and to ensure the proper investment of its funds
11. To appoint the Chief Executive Officer and monitor their performance and remuneration
12. To meet sufficiently regularly, either in person or remotely, to discharge their duties effectively and maintain a proper record of their meetings and decisions.
13. To **appoint and** maintain an Audit Committee, and a Nominations Committee, and ensure that:
  - (a) the Nominations Committee shall be majority Independent Non-Executive Directors and if dealing with the appointment of a successor to the Chair, shall be chaired by an Independent Non-Executive Director;
  - (b) ensure all Committees shall report to Board and have clear terms of reference, and
  - (c) establish any other Committees and/or Task and Finish Groups as it sees fit.

Composition and terms of office  
As per the Articles of Association.

#### Other Duties

In addition to the above statutory duties, each trustee should use any specific skills, knowledge or experience they have to help the board of trustees reach sound decisions. This may involve:

- Scrutinising board papers
- Leading discussions
- Focusing on key issues
- Providing guidance on new initiatives
- Hearing specific HR cases
- Supporting the fundraising and communications functions of the organisation
- Retaining an overview and understanding of the work programmes, practices of the CEO, staff and operations generally
- Other issues in which the trustee has special expertise
- Participate in Board committees, working parties and sub-groups as required
- Fulfill an ambassadorial and advocacy role for Activity Alliance at events and whenever other opportunities arise.

Review

Date of review:

Date of next review: