

Activity Alliance Board Terms of Reference

Activity Alliance Board Terms of Reference seek to comply fully with the requirements of the UK Corporate Governance Code (2024). They also comply with the requirements of the Code for Sports Governance issued by UK Sport and Sport England.

The Board will at all times act in the best interests of the organisation, acting with inclusivity, integrity, in an ethical manner and in accordance with Activity Alliance's Conflict and Declaration of Interest Policy.

The Board will at all times act in accordance with the Activity Alliance Articles of Association and Standing Orders.

1. Membership

- 1.1 The Board shall consist of no fewer than seven (7) and no more than twelve (12) Trustees.
- 1.2 The Board will reflect the wider community it serves, with appropriate representation of disabled people and equality principles.
- 1.3 The Board comprises:
 - the Chair.
 - Board nominated Trustees (including the Senior Independent Director – referred to as Senior Appointed Trustee in Article 63.2); and
 - the Member Nominated Trustees.
- 1.4 At least 25% of the Board must be Independent Directors, and no more than 33% may be Member Nominated Trustees. Except for Member Nominated Trustees, all Trustee appointments shall be made through open advertisement and competency-based selection.
- 1.5 Trustees may serve up to nine years on the Board. This can be extended in specific circumstances as per Article 75.
- 1.6 Trustees may claim reasonable expenses incurred while carrying out Board business.
- 1.7 The Board will ensure that collectively its Trustees possess an appropriate and diverse mix of skills, experience, independence, and knowledge to provide effective leadership, strategic oversight, and good governance to the organisation.

2. Secretary

- 2.1 The Board of Trustees may appoint (and remove) any person to act as Company Secretary in accordance with the Companies Act. If a Trustee is appointed to the role of Secretary, they shall not be paid for this specific duty.

3. Quorum and proceedings at the meeting

- 3.1 The quorum necessary for the transaction of the business of the Board shall be 50% of

the Trustees. If a meeting is not quorate, it may continue but any decisions taken must be subject to ratification at the next quorate meeting.

- 3.2 If at any meeting the Chair is not present within fifteen minutes of it starting, the Trustees present may choose one of their number to chair the meeting.
- 3.3 A meeting may be held in person, virtually or hybrid at the discretion of the Chair.

4. Frequency of meetings

- 4.1 The Board shall meet sufficiently regularly, either in person or remotely, to discharge its duties effectively and maintain a proper record of meetings and decisions. This will be no less than 4 times a year.

5. Notice of meetings

- 5.1 Board meetings shall be scheduled in advance where possible, and formal notice of each meeting, including the date, time, venue and an agenda of business to be discussed, shall be issued to all Trustees in a timely manner and normally no later than five working days before the meeting.
- 5.2 Relevant papers should be circulated at the same time to allow Trustees sufficient enough opportunity to review information and discharge their duties effectively. In exceptional circumstances, shorter notice may be given where urgent matters require Board consideration.

6. Minutes of meetings

- 6.1 Accurate minutes shall be taken of all Board meetings, recording the decisions made, actions agreed, and the key points of discussion, as well as the names of those present and in attendance.
- 6.2 Draft minutes shall be circulated to all Trustees after each meeting for comment and approval at the next scheduled meeting.
- 6.3 Once approved, minutes shall be retained as an official record of the Board's proceedings in accordance with the charity's governance and record-keeping requirements.

7. Engagement with stakeholders

- 7.1 Board members shall
 - promote, communicate, and extend engagement with Members and wider stakeholders.
 - represent Activity Alliance as ambassadors and advocates at events and in relevant external settings.

8. Duties

- 8.1 The Board shall
 - 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.
 - pursue its objects as defined in its governing document
 - use its resources exclusively in pursuance of its objects:
 - act as an 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.

- value and draw on the perspectives and contribution of Activity Alliance Members.
- safeguard the good name and values of Activity Alliance
- take full collective responsibility, respecting confidentiality and valuing the views of fellow Board members and staff
- ensure the effective and efficient administration of the organisation
- ensure the financial stability of the organisation and oversee the management of risk.
- protect and manage the property of the organisation and to ensure the proper investment of its funds
- appoint the Chief Executive Officer and monitor their performance and remuneration
- appoint and maintain an Audit Committee, and a Nominations Committee, and ensure that:
 - 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.
 - ensure all Committees shall report to Board and have clear terms of reference, and
 - establish any other Committees and/or Task and Finish Groups as it sees fit.
- Adhere at all times to Conflict and declaration of interest policy.

8.2 Other Duties expected of Trustees:

- Review and scrutinise Board papers and other materials in advance of meetings.
- Lead or contribute to discussions, ensuring an appropriate focus on strategic and material issues.
- Provide considered guidance and challenge in relation to new initiatives and organisational development.
- Participate, where appropriate, in specific HR matters.
- Support the organisation's fundraising and communications.
- Maintain an informed overview of the work of the CEO, staff team and organisational operations.
- Engage actively in Board committees, working groups and sub-groups, as Board champions, or SID as required.

9. Reporting responsibilities

9.1 The Board shall:

- report to the Members at the Annual General Meeting on the organisation's activities, performance, and financial position.
- The Board shall ensure that all statutory and regulatory reporting requirements are met, including the approval and filing of the Trustees' report and Accounts, with the relevant regulators.
- ensure that any serious incidents are reported to the appropriate regulatory bodies in accordance with applicable guidance.
- The Board shall make whatever reports or recommendations it considers appropriate in any area within its remit where action or improvement is required.

10. Other matters

10.1 The Board shall:

- have access to sufficient resources in order to carry out its duties, including access to the company secretariat for advice and assistance as required
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Ensure that a periodic evaluation of the Board's own performance is carried out.
- At least annually, review the Board's skills matrix and terms of reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary for Board's consideration.

Date of review: December 2025

Date of next review: December 2026