

V6: March 2025

Board Handbook

Active Black Country Limited

Company Number 14537800

Registered Charity Number: 1210894

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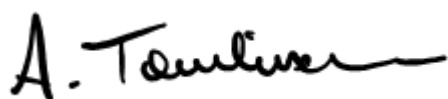
Introduction from the Chair

Thank you for working with us in our aim to achieve our vision of making it easier for communities to be physically active. Our progress would not be possible without the support, expertise, and drive of our Trustees who commit their time to working together with our Chief Executive Officer and Staff Team in striving for an Active Black Country.

Good corporate governance underpins all that we seek to achieve, and this Board Handbook includes the key elements of effective governance to support the work of the Board, in our capacities both as Company Directors and as Charity Trustees, so that we operate in compliance with company law, charity law and regulation, and the 2021 Code for Sports Governance.

This Board Handbook ensures that all Trustees are fully informed of their role and understand the rules, policies, and procedures relating to them effectively carrying out their duties.

I look forward to working with you.



Amanda Tomlinson
Active Black Country Ltd
Board Chair

I declare that I fully understand and accept the information provided to me within the Board Handbook.

I further declare, in signing below, my commitment to carry out my role as a Company Director & Charity Trustee in a trustworthy and diligent manner and abide at all times by the Company's Articles of Association and the Board Code of Conduct.

Signed

Date

Print Name

Our Charitable Objects

Active Black Country Limited (“ABC Ltd”, or “the Company”, or “the Charity”) is the Government and Sport England recognised Active Partnership (“AP”) for the Black Country region, providing the strategic leadership for sport and physical activity across the areas of the Metropolitan Boroughs of Dudley, Sandwell, and Walsall, the City of Wolverhampton, and surrounding areas. In providing a clear vision, the ABC Ltd Board of Trustees enables delivery of the Black Country ABC Strategic Plan – ‘Creating an Active Black Country’.

ABC Ltd is both a company limited by guarantee (registered with Companies House under company number: 14537800) and a charity (registered with the Charity Commission for England and Wales under charity number: 1210894).

As set out in Article 3 of the Company’s 28 October 2024 Articles of Association, the Company’s Objects are for the benefit of the public in the Metropolitan Boroughs of Dudley, Sandwell, and Walsall, the City of Wolverhampton, and the surrounding areas:

- a) to preserve and protect good health including but not exclusively through raising awareness of, and promoting, opportunities for participation in physical activity, sport, and recreation;
- b) to relieve those in need by reason of youth, age, ill-health, disability, financial, or other disadvantage, including but not exclusively through promoting the provision of facilities, services, and infrastructure for, and making grants to facilitate participation in, physical activity, sport, and recreation;
- c) to advance education in the subjects of sport, physical activity, and recreation; including but not exclusively by carrying out and publishing research and through providing training programs, courses, and the development of resources; and
- d) to promote community participation in healthy recreation through the facilitation of community participation in physical activity and recreation, including but not exclusively by the coordination of sporting, recreational and physical activities capable of promoting good health

Our Vision

‘A future Black Country where all ages, abilities and backgrounds are able to be active, move, and play sport’.

Our Values

To achieve its Vision for Active Black Country Limited, the Board of Trustees operates to the following set of core Values:

Overarching Value
Striving for high performance
Freedom with responsibility
Passion
Simplicity
Community focused approach

Our Governance Structure

The Board of the Active Black Country (“ABC”) Partnership (formerly known as the Black Country BeActive Board) was established in September 2016, and operated under a Host Agency Agreement with the Black Country Consortium Ltd (“BCC Ltd”), a company limited by guarantee whose purpose was to champion the urban renaissance aspirations of the Black Country region.

Following a strategic governance review by the Board of the Active Black Country Partnership, Active Black Country Limited was registered with Companies House on 13th December 2022 as a company limited by guarantee under company number: 14537800. The staff, assets, and financial resources, of the ABC Partnership were transferred to ABC Ltd as from 1st May 2023.

Active Black Country Ltd was subsequently registered with the Charity Commission for England and Wales under charity registration number: 1210894 on 11 November 2024. The Company currently operates under the Articles of Association adopted on 28 October 2024.

Our Board Terms of Reference

1) Status and Remit

- a) All individuals appointed onto the ABC Ltd Board are simultaneously:
 - i) the Directors of the Company under company law and registration with Companies House; and
 - ii) the Trustees of the Charity under charitable law and regulation by the Charity Commission for England and Wales.
- b) As set out in Articles 6.3.1 and 23.3, the Trustees of the Company are also the Members of the Company, and thus also exercise the rights and responsibilities of Members as set out in Part B: Company Membership of the 28 October 2024 Articles of Association.
- c) As set out in Article 31.2 the Trustees:
 - i) is to manage the business of the Company; and
 - ii) may exercise all the powers of the Company,unless the Board is subject to any restrictions imposed by the Companies Acts, the Charities Acts, the Articles, or any Special Resolution passed by the Members of the Charity.
- d) As mandated by Requirement 1.1 of the 2021 Code for Sports Governance, the ABC Ltd Trustees is to:
 - i) be the ultimate decision-making body and accordingly exercise all of the powers of the Company;
 - ii) be responsible for setting the strategy of the Company; and is to
 - iii) maintain and demonstrate a clear division between the Board’s management and oversight role and the executive staff’s operational role.
- e) In carrying out their remit, the ABC Ltd Directors, in their capacities as the Trustees of the Charity, will take account of their legal duties under the Charities Acts and of guidance from

the Charity Commission for England and Wales, as the regulatory body for registered charities, to:

- i) ensure all appointed Directors are eligible to be Charity Trustees;
 - ii) ensure the Charity is carrying out its purposes for the public benefit;
 - iii) comply with the Charity's Articles of Association, as its governing document, and the law;
 - iv) act in the Charity's best interests;
 - v) manage the Charity's resources responsibly;
 - vi) act with reasonable care and skill; and to
 - vii) ensure the Charity is accountable.
- f) In carrying out their remit, the ABC Ltd Trustees will take account of their general legal duties under the 2006 Companies Act to:
- i) act within the powers conferred by the Company's Articles of Association;
 - ii) promote the success of the Company;
 - iii) exercise independent judgement;
 - iv) exercise reasonable care, skill, and diligence;
 - v) avoid conflicts of interest;
 - vi) decline benefits from third parties; and to
 - vii) declare an interest in any proposed transaction or arrangement.
- g) In any instance where there is deemed to be a conflict between the ABC Ltd Articles of Association and these Terms of Reference, the Articles will take precedence.

2) Scope and Functions

- a) The principal scope and functions of the ABC Ltd Board of Trustees are to:
- i) drive the strategy and direction of Active Black Country Limited, establishing a clear vision and strategic direction in conformity with the Company's charitable objects and public benefit obligations;
 - ii) provide the strategic leadership and direction for the facilitation of sport and physical activity across the local authority areas of the Metropolitan Boroughs of Dudley, Sandwell, and Walsall, and the City of Wolverhampton (the Black Country) and surrounding areas;
 - iii) advocate, in conformity with Charity Commission regulatory guidance, the role sport and physical activity can play in meeting socio-economic and health outcomes;
 - iv) actively promote and further the work of ABC Ltd through building partnerships in the local communities;
 - v) enable co-operation and collaboration for sport and physical activity across ABC Ltd's stakeholders;
 - vi) monitor and evaluate the Company's performance against its strategic objectives and charitable objects;
 - vii) prudently administer the Company's finances and people resources; and
 - viii) ensure delivery, accountability, and reporting for ABC Ltd's funded programmes, in accordance with the accounting standards set out in the Charities Statement of Recommended Practice (SORP).

3) **Responsibilities**

- a) The Board of Trustees has strategic and oversight responsibility for the whole Company.
- b) Under Article 31.1 of the Company's 28 October 2024 Articles of Association, the Board's functions include:
 - 31.1.1 defining and ensuring compliance with the values and objectives of the Company;
 - 31.1.2 establishing policies and plans to achieve those objectives;
 - 31.1.3 approving each year's budget and accounts before publication;
 - 31.1.4 establishing and overseeing a framework of delegation of its powers to committees and working parties and employees with proper systems of control;
 - 31.1.5 monitoring the Company's performance in relation to its plans, budget controls, and decisions;
 - 31.1.6 the recruitment, selection, and appointment, (and, if necessary, removal) of members of the executive team and other senior employees;
 - 31.1.7 satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety; and
 - 31.1.8 ensuring that appropriate advice is taken on the items listed in Articles 31.1.1 to 31.1.7 and in particular on matters of legal compliance and financial viability.
- c) The Board is to set the Company's:
 - i) vision;
 - ii) mission;
 - iii) strategy; and
 - iv) risk tolerance.
- d) The Board is to review, at least annually, and approve the Company 's:
 - i) strategic plans, including:
 - (1) public benefit strategy;
 - (2) stakeholder engagement strategy;
 - (3) social & environmental strategy;
 - (4) diversity and inclusion plan;
 - (5) long term financial forecast;
 - ii) operational business plans and reporting, including:
 - (1) people resources plan;
 - (2) annual budget;
 - (3) risk register;
 - (4) Annual Return to the Charity Commission for England and Wales; and
 - (5) Annual Report & Financial Statements.
- e) The Board is to review, at least once in every three years, relevant recommendations from the ABC Ltd Audit, Risk & Compliance Committee and to approve the Company 's:
 - i) operational policies, including:
 - (1) safeguarding policy;
 - ii) financial regulations;
 - iii) Board Handbook, including:

- (1) board code of conduct; and
 - (2) management of conflicts of interest;
 - iv) Staff Handbook, including:
 - (1) employment terms & conditions; and
 - (2) health, safety, & welfare provisions;
 - v) risk management procedures.
- f) The Board is to ensure that the Company maintains compliance with:
- i) the legal requirements of the Companies Act 2006;
 - ii) the legal requirements of the Charities Acts, and the regulatory requirements of the Charity Commission for England and Wales;
 - iii) the 2021 UK Code for Sports Governance;
 - iv) the conditions set out in Funding Agreements, as accepted and signed off by the Board;
 - v) all agreed policies of the Company; and
 - vi) the monitoring, auditing, and review processes of the Charity's independent auditors and, where required, of the Company's funders and/or regulators.
- g) The Board is to monitor:
- i) progress against Key Performance Indicators set out in the Company's strategic and operational business plans;
 - ii) the adequacy of the resources, both human and financial, that are in place to effect the delivery of the plans;
 - iii) the adequacy of the induction and training arrangements for the Trustees, Committee Members, and executive Staff with regard to their understanding of the Company's governance policies and operational controls, and to their achievement and/or maintenance of relevant competences and qualifications;
 - iv) the achievement of value for money on all programmes undertaken by the Company; and
 - v) actions to safeguard the assets of the Company, including its brand, reputation, and other associated intellectual property.
- h) Trustees are required to sign up, and adhere, to the ABC Ltd Board Code of Conduct, which includes the Nolan Committee's "Seven Principles of Public Life".

4) Board Composition

- a) The ABC Ltd Board is composed of a minimum of 6 Trustees, and a maximum of 12 Trustees, as follows:
- i) the Independent Chair;
 - ii) the Senior Independent Trustee (SID);
 - iii) up to 9 other Independent Trustees; and
 - iv) 1 Nominated Trustee (the Head of Service of the Black Country Integrated Care Partnership, or their alternative nominee as agreed with, and appointed by, the ABC Ltd Board).

- b) The Board may appoint one of the Independent Trustees, with appropriate skills and experience, to hold the position of Vice Chair.
 - i) If the Vice Chair position is held by the SID then, in the event that the Vice Chair is deputising as the chair of the Board during a prolonged absence of the Chair, the Board is to appoint a temporary Senior Independent Trustee.
- c) The Board is to appoint, from amongst their number, Trustees with appropriate expertise to take on the roles of:
 - i) Board Equality & Diversity Champion
 - ii) Board Safeguarding & Welfare Champion
- d) All Trustee positions are non-executive and not salaried.
- e) In these Terms of Reference, “independent” is defined by reference to the 2021 Code for Sports Governance as being free from any close connection to the organisation and therefore, from the perspective of an objective outsider, being viewed as independent. Examples of a close connection to the Company would include:
 - i) the individual is or has, within the last four years, been actively involved in the Company's affairs;
 - ii) the individual is or has, within the last four years, been an employee of the Company.
 - iii) the individual has close family ties with any of the Company's employees.

5) Board Recruitment & Tenure

- a) Recruitment of Trustees is to be overseen by the ABC Ltd Nominations & Governance Committee, which shall recommend individuals for appointment by the Board using a process that:
 - iv) adheres to the Company's recruitment & selection, and equality & diversity, policies;
 - v) takes account of the knowledge, skills, and experience needed for the Board of Trustees to carry out its responsibilities effectively; and
 - vi) encourages applicants who reflect the diversity, inclusion, and demographics of the Black Country and preferably work or live in the Black Country.
- b) All appointments and re-appointments of Trustees shall be made in compliance with agreed stipulations regarding terms of office as set out in Article 28 of the 28 October 2024 ABC Ltd Articles of Association as follows:
 - i) Trustees will normally be appointed for an initial term of office of up to 3 years;
 - ii) at the expiry of the initial term of office, any Trustee shall be eligible for re-appointment, subject to approval by the Board, for up to 2 further terms of up to 3 years;
 - iii) the Board may shorten a Trustees term of office in order to ensure an orderly staggering of retirements from the Board;
 - iv) on completion of the maximum 9 years' continuous service, a Trustee must stand down for at least 4 years before becoming eligible to be considered for any further term of office;
 - v) any stand-down periods of fewer than 4 years will be counted in the maximum 9 years' continuous service; and
 - vi) in exceptional circumstances, such as a need to maintain continuity of a particular skill set on the Board, a Trustee may be permitted by the Board to serve for a further 1 year term.

- c) As set out in Article 28.5, the Board may permit a Trustee, who is appointed as the Chair after a period of office as a Trustee, to hold office as the Chair for a 4th term of up to 3 years, to a maximum of 12 years' continuous service, inclusive of any prior terms served as a Trustee.

6) Proceedings

- a) The Board is to meet a minimum of 4 times per year, usually at the call of the Chair or, in their absence, of the Vice Chair, with at least 7 days' notice.
 - i) A Board meeting to discuss special urgent business may be called at shorter written notice by at least 2 Trustees.
- b) In-person Board meetings and events are to be held throughout the Black Country region.
- c) Where in-person meetings of the Board cannot take place for whatever reason, Board meetings may be conducted through video conference calls.
- d) Trustees will be expected to make every effort to attend all Board meetings.
- e) Board meeting agendas are to be agreed between the Chair and the CEO, making clear the purpose of each item (for discussion; for decision; or for information), and circulated with appropriate supporting papers usually 5 days ahead of each meeting.
- f) The Chair usually presides at ABC Ltd Board meetings.
 - i) In the event that the Chair is absent for any reason, the Vice Chair is to chair the Board's meeting.
 - ii) In the event that both the Chair and the Vice Chair are absent, the Trustees present are to choose one of their number to chair the Board's meeting.
- g) The quorum for the ABC Ltd Board stipulates at least 4 Trustees, or two-thirds of the Board if greater, must be present in order for business to be transacted, as set out in Article 32 of the 28 October 2024 ABC Ltd Articles of Association.
- h) The Chief Executive Officer (CEO) of ABC Ltd is to be invited to attend all Board meetings, except for any business items where the Board deems that the CEO has a conflict of interest or that the item is confidential to the Trustees alone.
 - i) In the event that the CEO is absent for any reason, they may request another member of the executive Senior Management Team to attend a Board meeting in their place.
- i) The ABC Ltd Board may invite, through the Chair, advisors who are recognised and valued as providing high quality, non-biased, advice to the Board and to ABC Ltd to attend Board meetings. Such advisors do not operate as Trustees and therefore hold no ABC Ltd voting rights.
- j) In conducting its business, the Board of Trustees shall seek to:
 - i) take balanced and objective decisions in the overall interests of the Company;

- ii) make clear what matters the Board reserves for itself and what authority it has delegated to Staff and/or Committees;
 - iii) include on the Board meeting agenda reports from all Board Committees and all matters reserved for Board consideration;
 - iv) appropriately manage any conflicts of interests and/or loyalties that arise during Board meetings by following procedures compliant with Article 39 of the 28 October 2024 ABC Ltd Articles of Association and the relevant regulations of the Charity Commission for England and Wales;
 - v) ensure that all matters discussed and agreed by the Board are properly minuted and recorded (including, where necessary, in a confidential annex);
 - vi) ensure that the Board is consulted about and receives adequate information in a timely fashion about any matter which would have a material effect on ABC Ltd; and
 - vii) ensure, in the interests of transparency, that appropriate information about ABC Ltd, its strategies, finances, policies, and activities is made available to partners and stakeholders via the website and/or other publication methods.
- k) Decision taking is to be usually by consensus. If a vote becomes necessary, such vote is to be by show of hands, with the chair of the Board meeting having a casting vote in the event of a tie.
- l) Minutes will normally be drafted by the CEO, reviewed by the chair of the relevant meeting, and circulated within ten working days following a Board meeting, to allow for identified actions to be appropriately implemented.
- m) All ABC Ltd Trustees are to be entitled to claim travel and accommodation expenses for reimbursement in accordance with the Company's Travel & Expenses Policies.

7) Management of Conflicts of Interest

- a) The Board's obligations for the declaration and management of conflicts of interests and conflicts of loyalties are set out in Articles 38 and 39 of the 28 October 2024 ABC Ltd Articles of Association, which are quoted here:

38. Declaration of Trustees' interests

38.1 *A Trustee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the company or in any transaction or arrangement entered into by the Company which has not previously been declared. In accordance with the Act, the declaration may be made at a Board Meeting or by written notice.*

38.2 *A declaration is not required in relation to an interest of which the Director is not aware or where the Trustee is not aware of the transaction or arrangement in question. For this purpose, a Trustee treated as being aware of matters of which he ought reasonably to be aware.*

38.3 *Any required declaration of interest must be made before the Company enters into the transaction or arrangement.*

38.4 *A Trustee must absent himself or herself from any discussions of the Company Trustees in which it is possible that a conflict will arise between his or her duty to act*

solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

39. Conflicts of interests and conflicts of loyalties

39.1 *If a conflict of interests arises for a Trustee because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Trustees may authorise such a conflict of interests where the following conditions apply:*

39.1.1 *the conflicted Trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;*

39.1.2 *the conflicted Trustee does not vote on any such matter and is not to be counted when considering whether a quorum of Trustees is present at the meeting; and*

39.1.3 *the unconflicted Trustees consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.*

39.2 *In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Trustee or to a connected person.*

- b) In meeting obligations under Articles 38 and 39 of the Charity's Articles of Association, regarding the management of conflicts of interest and loyalty as part of Board business, the Board shall adhere to the following procedures:
- i) In compliance with Requirement 4.4 of the 2021 Code for Sports Governance, the Trustees shall adopt a Board Code of Conduct that, among other things, requires all Trustees to act at all times in the best interests of the Company, with inclusivity and integrity, in an ethical manner, and in accordance with the Company's conflicts of interests policy.
 - ii) Declarations of Interests of individual Trustees are to be kept in a Register by the ABC Ltd Chief Executive Officer;
 - iii) each Trustee is required to review and, where necessary, update his/her Declaration of Interests at least once each year and whenever there is a material change to those interests;
 - iv) Declarations of Interests, relevant to the meeting, are to be an early item on the agendas of all Board and Board Committee meetings;
 - v) the Board is to review the Register of Interests at least once each year for mutual information and understanding;
 - vi) Board discussions on the management of any conflicts of interests are usually to be led by the Chair; and
 - vii) where the conflict under discussion relates to the Chair or a connected person, the Board discussions are usually to be led by the Senior Independent Trustee.

8) Committees, Forums, and Groups

- a) As mandated by Articles 36.1 and 36.2 of the 28 October 2024 ABC Ltd Articles of Association and by Requirement 1.15 of the 2021 Code for Sports Governance, the Board of Trustees is to set the Terms of Reference and approve the Membership of the following Board Committees:
 - i) the ABC Ltd Audit, Risk, & Compliance Committee; and
 - ii) the ABC Ltd Nominations & Governance Committee.
- b) The Board of Trustees is also to set the Terms of Reference and approve the Membership of the ABC Ltd Strategic Investment Committee as a Board Committee.
- c) In order to facilitate the conduct of the Company's business, the ABC Ltd Board may also, as and when necessary, establish, set Terms of Reference for, and approve the Membership of:
 - i) operational committees (with relevant delegated authority);
 - ii) consultative forums; and/or
 - iii) advisory groups.

9) Board Effectiveness Evaluation

- a) The Board of Trustees, led by the Chair (or, with regard to the Chair, by the Senior Independent Trustee) and with the support of the Nominations & Governance Committee, shall evaluate the effectiveness of the Board's conduct of business each year.
- b) Such evaluation is to take into account:
 - i) both the individual and collective effectiveness of the Board of Trustees;
 - ii) the current matrix of the knowledge, skills, and experience requirements for the ABC Ltd Board;
 - iii) adherence to the Board Code of Conduct;
 - iv) follow-up from the action plan generated by the previous year's annual evaluation; and
 - v) Requirement 4.3 of the 2021 Code for Sport Governance to involve external facilitators in the evaluation process at least once every four years.

Our Assurance Framework

The Board works to its Assurance Framework which evidences compliance with Tier 3 of the UK Sport/Sport England "gold standard" for the 2021 Code for Sports Governance. The key features of the ABC Ltd Assurance Framework are:

- The ABC Ltd Board of Trustees has ultimate responsibility for the financial prudence, risk management, and good governance of the Company.
- The ABC Ltd Board sets the Risk Appetite for the Company.
- In meeting these responsibilities, the ABC Board is supported by the:
 - ABC Ltd Audit, Risk & Compliance Committee

- ABC Ltd Strategic Investment Committee
- ABC Ltd Nominations & Governance Committee
- All of these Board Committees have Terms of Reference relevant to their respective functions.
- The day-to-day management of the business of ABC Ltd is delegated to the Chief Executive Officer (CEO) of the Company, who leads the Senior Management Team, thus maintaining an appropriate separation of functions between the Board of Trustees and the Executive Staff.
- ABC Ltd has in place relevant:
 - Financial Management Regulations;
 - Risk Register;
 - Risk Management Policies;
 - Schedule of Delegated Authority & Powers Reserved for the Board; and
 - Register of Trustees Interests;

in order to manage the business of the Company in a prudent manner.

- The ABC Ltd Audit, Risk & Compliance Committee conducts an annual review of the Company's corporate, operational, internal audit, and controls frameworks and makes relevant recommendations to the ABC Ltd Board.
- The Annual Reports & Financial Statements of ABC Ltd are subject to independent audit by a duly appointed External Auditor.
- The ABC Ltd CEO is the Accountable Officer under the terms of relevant System Partner Grant Funding Agreements between ABC Ltd and the English Sports Council (Sport England).
- The ABC Ltd CEO provides updates to the Sport England Tier 3 Governance Factcheck Tracker Schedule for the Company as and when required by the Sports Council.
- In the overall management of the Company's business, ABC Ltd adheres to:
 - the Requirements of the 2021 Code for Sports Governance as published by the Sport England & UK Sport;
 - the legal obligations of the 2006 Companies Act; and to
 - the Guidance of the Charity Commission for England and Wales, as the regulatory body for registered charities.

Board Trustee Role Description

The role of a Trustee is to actively contribute to the development, leadership, and governance of Active Black Country Ltd.

Accountable to:	Chair of the Active Black Country Ltd Board
Responsible for:	<ul style="list-style-type: none">• Setting the vision, mission, and values of Active Black Country Ltd, in accordance with the Company's charitable Objects and alongside fellow Trustees, the Chair, and the ABC Ltd Chief Executive Officer.• Providing the strategic leadership and determining the direction and priorities for sport and physical activity across the Black Country.• Acting, in compliance with Charity Commission guidance, as an advocate for sport and physical activity, focusing on its contribution to public health and economic development for the region.• Holding ABC Ltd Staff to account for their performance and impact across the Company's sport and activity work.• Acting as a "team member" of the Board, contributing to the fulfilment of its Terms of Reference and sharing responsibility for Board decisions.• Contributing towards ensuring that Active Black Country Ltd is fit for purpose and continuously improves.• Providing objective scrutiny and offering an independent perspective, drawing on their outside current and previous experience.
Key Duties:	<ul style="list-style-type: none">• Diligently preparing for and attending at least 80% of Board meetings, making an active contribution to discussions and decision making.• Taking responsibility, for an agreed specific Board function, if required.• Analysing data, intelligence, insight and reports to ensure the delivery of planned results through monitoring and evaluating performance against strategic and operational objectives and the Company's charitable objects.• Appropriately challenging the ABC Ltd CEO for performance against the Towards an Active Black Country Framework.• Overseeing risk, financial, and administrative processes to ensure robust and rigorous systems are continuously scrutinised and managed.• Interpreting issues, challenges, and opportunities faced by the sport and physical activity sector at a national, regional, and local level, and making recommendations for response initiatives.• Setting the priorities, annual resources, and annual programme of key events for Active Black Country Ltd.• Preparing for and attending appraisal meetings on an annual basis.• Attending training events as appropriate and necessary to ensure the achievement of individual personal objectives.• Participating in agreed sub-committees, ad-hoc working groups, and special meetings as required.

	<ul style="list-style-type: none"> • Developing and maintaining good working relationships with Board colleagues, the CEO, stakeholders, and Active Black Country Ltd Staff. • Utilising specialist skills, knowledge, expertise, and experience to support the work and development of Active Black Country Ltd. • Taking appropriate opportunities, as agreed by the Chair and the CEO, to promote, support, and represent the work of Active Black Country Ltd. • Abiding by the Code of Conduct for all Board Trustees.
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Board Trustee Person Specification

Person Specification	<ul style="list-style-type: none"> • Demonstrates high level and broad leadership and management skills, both at a strategic and operational level. • Understands the role of governance in the relevant sector and in a registered charity. • Demonstrates a good understanding of the key aspects of Active Black Country Ltd's activities and has knowledge and skills of at least one of its sector sports areas. • Understands how to translate local, regional, and national policy into beneficial plans. • Demonstrates business acumen, showing a good awareness of commercial principles, best practices approaches, and high-performance delivery. • Demonstrates political awareness and can understand complex issues in a local, regional, and national context. • Can express views, challenge succinctly, listen to others and contribute to discussions effectively to engage, shape, influence and inspire the confidence of colleagues on the Board, the CEO, stakeholders, and ABC Ltd Staff. • Is passionate about increasing participation in sport and physical activity in the Black Country. • Considers all potential conflicts of interest and acts with a high degree of confidentiality, integrity, and probity at all times. • Upholds the values and objectives of Active Black Country Ltd including those for equality and diversity. • Regularly reviews and considers their own contributions, development needs, and those of the Board as a whole.
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Specific Board Functions

The specific Board functions mentioned in the Key Duties Section of the Board Trustee Role Description above may include one or more of the following:

- Vice Chair
- Senior Independent Trustee
- Board Champion for Welfare & Safeguarding
- Board Champion for Equality & Diversity
- Board Champion for Investment & Fundraising
- Membership of the ABC Ltd Audit & Compliance Committee

- Membership of the ABC Ltd Nominations & Governance Committee
- Membership of the ABC Ltd Strategic Investment Committee

Vice-Chair of the Board Terms of Appointment

Title

Non-Executive Independent Vice-Chair of Board.

The role of the Vice-Chair is to carry out a deputising role for the Chair.

Eligibility

A Vice-Chair is to meet the eligibility criteria of an Independent Trustee and should, preferably, either live or work within the Black Country region.

In addition, they must meet the criteria of being independent' which is defined as being free from any close connection to the organisation and therefore, from the perspective of an objective outsider, they would be viewed as independent. Examples of this close connection would include:

- They are or have, within the last four years, been actively involved in the organisation's affairs;
- They are or have within the last four years been an employee of the organisation;
- They have close family ties with any of the organisation's employees.

Remuneration

This is a voluntary non-salaried position. Travel and other reasonable expenses will be reimbursed.

Location

Board meetings and events will be held throughout the Black Country region.

Time Commitment

As a minimum, attendance and preparation should be made for the following, along with the commitment to stand in for the Chair of the Board as required (detailed further below in the Terms of Appointment for the Chair of the Board):

- Induction and training
- A minimum of 4 board meetings annually
- An appraisal meeting event
- 2 special meetings arranged (e.g. strategic planning or to receive Sport England presentations)
- 2 Active Black Country events

Term of Appointment

All appointments and re-appointments will be made in compliance with agreed stipulations in the Company's Articles of Association regarding terms of office.

A Vice Chair will normally be appointed for an initial period of up to 3 years.

At the expiry of the period of office they shall be eligible for re-appointment as Vice Chair, subject to approval by the Board, for two further terms of up to 3 years each.

The overall skills composition of the Board is critical to its effectiveness and therefore we seek to balance the benefits of continuity and tenure against the energy and new ideas that new Trustees bring to the Board. A staggering system directing appointment terms of office is therefore in place to enable this approach per Article 28 of the Company's 28 October 2024 Articles of Association.

End of Term of Appointment/Re-appointment

An individual shall cease to be a Vice Chair and Trustee if they:

- resign in writing to the Chair of the Board;
- are disqualified or removed from office as a Trustee of the Company under any of the provisions of Article-29 of the Company's Articles of Association;
- are expelled from Company Membership by a resolution carried out in accordance with Article 8.1.5 of the Company's Articles of Association by a majority of no less than two-thirds of those Trustees voting of which 21 days' due notice has been given (Grounds for expulsion must be specified in the notice calling the meeting and the individual, or the individual's representative, must be given the opportunity to state their case at the meeting); or
- have exceeded their maximum term of appointment and/or re-appointment under Article 28.2 of the Company's Articles of Association.

Senior Independent Trustee Terms of Appointment

Title

Non-Executive Senior Independent Trustee.

The role of Senior Independent Trustee is to:

- provide a sounding board for the Chair of the Board;
- serve as an intermediary for other Trustees when necessary;
- act as an alternative contact for stakeholders to share any concerns if the normal channels through the Chair or other ABC Ltd contacts fail to resolve the matter or in cases where such contact is inappropriate;
- lead on the process to appraise the Chair's performance.

Eligibility

A Senior Independent Trustee (SID) is to meet the eligibility criteria of an Independent Trustee and should, preferably, either live or work within the Black Country region.

In addition they must meet the criteria of 'being independent' which is defined as being free from any close connection to the organisation and therefore, from the perspective of an objective outsider, they would be viewed as independent. Examples of this close connection would include:

- They are or have, within the last four years, been actively involved in the organisation's affairs;
- They are or have within the last four years been an employee of the organisation;
- They have close family ties with any of the organisation's employees.

Remuneration

This is a voluntary non-salaried position. Travel and other reasonable expenses will be reimbursed.

Location

Board meetings and events will be held throughout the Black Country region.

Time Commitment

As a minimum, attendance and preparation should be made for the following, along with the commitment to stand in for the Chair of the Board as required (detailed further below in the Terms of Appointment for the Chair of the Board):

- Induction and training
- A minimum of 4 board meetings annually
- An appraisal meeting event
- 2 special meetings arranged (e.g. strategic planning or to receive Sport England presentations)
- 2 Active Black Country events

Term of Appointment

All appointments and re-appointments will be made in compliance with agreed stipulations in the Company's 28 October 2024 Articles of Association regarding terms of office.

A Senior Independent Trustee will normally be appointed for an initial period of up to 3 years.

At the expiry of the period of office they shall be eligible for re-appointment as the SID, subject to approval by the Board, for two further terms of up to 3 years each.

The overall skills composition of the Board is critical to its effectiveness and therefore we seek to balance the benefits of continuity and tenure against the energy and new ideas that new Trustees bring to the Board. A staggering system directing appointment terms of office is therefore in place to enable this approach per Article 28 of the Company's Articles of Association.

End of Term of Appointment/Re-appointment

An individual shall cease to be the SID and a Trustee if they:

- resign in writing to the Chair of the Board;
- are disqualified or removed from office as a Trustee of the Company under any of the provisions of Article 29 of the Company's Articles of Association;
- are expelled from Company Membership by a resolution carried out in accordance with Article 8.1.5 of the Company's Articles of Association by a majority of no less than two-thirds of those Trustees voting of which 21 days' due notice has been given. (Grounds for expulsion must be specified in the notice calling the meeting and the individual, or the individual's representative, must be given the opportunity to state their case at the meeting); or
- have exceeded their maximum term of appointment and/or re-appointment under Article 28.2 of the Company's Articles of Association.

Chair of the Board Role Description

In addition to their role as a Trustee, the role of the Chair is to also provide leadership and direction to the Active Black Country Ltd Board. The Chair's aim is to enable the Board to fulfil their responsibilities for the overall governance and strategic direction of Active Black Country Ltd whilst maintaining its vision, mission and values.

Accountable to:	the ABC Board via the appraisal process conducted by the Senior Independent Trustee of ABC Ltd.
Responsible For:	<ul style="list-style-type: none">• Defining the overall direction of Active Black Country Ltd, in collaboration with fellow Board Trustees, stakeholders, the ABC Ltd CEO and Senior Management Team.• Providing strategic leadership to the Board, chairing its regular meetings and bringing together a diverse range of interests and partners to work together on a common agenda.• Ensuring that Board decisions are acted upon, that Active Black Country Ltd is fit for purpose, and that it achieves high performance.• Being the lead advocate for Active Black Country Ltd and representing its Board as its spokesperson, being its public face at appropriate events.• Ensuring that a robust and appropriate governance framework is in place and is regularly reviewed.
Key Duties:	<ul style="list-style-type: none">• Setting the Board's agenda, ensuring it focuses on the key issues, is proactive and strategically focused.• Planning and preparing Board meetings to ensure Trustees receive accurate, timely and clear information enabling sufficient time for consideration of critical issues.• Chairing Board meetings to ensure effective discussion, deliberation, and decision making takes place, with all adequately minuted.• Leading on the proactive management of any conflicts of interests and conflicts of loyalties amongst the Board Trustees.• Leading the timely review of the skills composition of the Board to ensure its overall effectiveness, in collaboration with the Nominations & Governance Committee.• Leading the induction, subsequent appraisals, and development of individual Trustees to ensure their continuing contributions.• Leading the Board's participation in evaluations of the Board's overall effectiveness.• Ensuring that successors are in place within the terms of appointment periods, and ensuring that effective re-appointment criteria are applied and/or recruitment and selection processes are adhered to by the Nominations & Governance Committee.• Encouraging and making sure all Trustees actively engage and participate in Board meetings, taking action where necessary to ensure individuals are appropriately contributing.• Liaising with the Senior Management Team and ABC Ltd CEO, to ensure appropriate effective support is provided to the Board at all times.• Acting as line manager for the ABC Ltd Chief Executive Officer.• Engaging with relevant stakeholders to ensure the best interests of Active Black Country Ltd are represented and upheld at all times.

	<ul style="list-style-type: none"> • Abiding by the Code of Conduct for all Board Trustees.
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Chair of the Board Person Specification

Person Specification:	<ul style="list-style-type: none"> • A proven track record of leading and managing a multi-agency partnership or business. • A proven track record in a high profile leadership and/or management role in the commercial, public, charity, or voluntary sectors. • Involvement and passion in the development of sport and physical activity. • Networking skills and experiences with senior influencers, and capability and willingness to use these for the benefit of ABC Ltd. • Experience of operating within Boards and committee structures and a working knowledge of the governance framework for charities and role of non-executive Trustees in companies. • Experience of strategic working, business planning, and change management review mechanisms. • Experience of public relations and working with the media. • A willingness, together with the appropriate skills and knowledge, to effectively lead the Board. • Understanding and acceptance of the legal duties, responsibilities and liabilities of the stewardship of the Board and abiding by its Code of Conduct. • Good, independent judgement, political impartiality, and the ability to think creatively in the context of the Board's activities and external environment. • Excellent communication and interpersonal skills and the ability to respect the confidences of colleagues. • Balancing tact and diplomacy with willingness to challenge and constructively criticise. • A willingness to devote time to carry out their responsibilities.
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Chair of the Board Terms of Appointment

Title

Independent Chair of the Active Black Country Ltd Board

Eligibility

A Chair is to meet the eligibility criteria of an Independent Trustee and should, preferably, either live or work within the Black Country region.

In addition they must meet the criteria of 'being independent' which is defined as being free from any close connection to the organisation and therefore, from the perspective of an objective outsider, they would be viewed as independent. Examples of this close connection would include:

- They are or have, within the last four years, been actively involved in the organisation's affairs;
- They are or have within the last four years been an employee of the organisation'
- They have close family ties with any of the organisation's employees.

Remuneration

This is a voluntary non-salaried position. Travel and other reasonable expenses will be reimbursed.

Location

Board meetings and events will be held throughout the Black Country region. In addition, there will be a requirement to attend up to 2 regional meetings and 2 national meetings.

Time Commitment

As a minimum, attendance and preparation should be made for:

- Induction and training
- A minimum of 4 board meetings annually
- Two regional and two national meetings
- An annual appraisal meeting
- Completion of appraisal meetings for individual Board members
- Meetings, as required, with the ABC Ltd CEO, and Senior Management Team
- 5 Active Black Country events

Term of Appointment

All appointments and re-appointments will be made in compliance with agreed stipulations in the Company's Articles of Association regarding terms of office.

A Chair will normally be appointed for an initial period of up to 3 years.

At the expiry of the period of office they shall be eligible for re-appointment as Chair, subject to approval by the Board, for two further terms of up to 3 years each. An individual who has served for the maximum 9 years continuously on the Board, as a Trustee or the Chair, may, subject to due consideration and approval by the Board, be appointed or re-appointed as Chair for one additional

term, up to 12 years' maximum continuous service including prior terms, as permitted under Article 28.5 of the Company's 28 October 2024 Articles of Association.

The overall skills composition of the Board is critical to its effectiveness and therefore we seek to balance the benefits of continuity and tenure against the energy and new ideas that new Trustees bring to the Board. A staggering system directing appointment terms of office is therefore in place to enable this approach per Article 28 of the Company's Articles of Association.

End of Term of Appointment/Re-appointment

An individual shall cease to be the Chair if they:

- resign in writing to the Vice Chair or the Senior Independent Trustee;
- are disqualified or removed from office as a Trustee of the Company under any of the provisions of Article 29 of the Company's Articles of Association;
- are expelled from Company Membership by a resolution carried out in accordance with Article 8.1.5 of the Company's Articles of Association by a majority of no less than two-thirds of those Trustees voting of which 21 days' due notice has been given. (Grounds for expulsion must be specified in the notice calling the meeting and the individual, or the individual's representative, must be given the opportunity to state their case at the meeting); or
- have exceeded their maximum term of appointment and/or re-appointment under Article 28.2 of the Company's Articles of Association.

Our Board Code of Conduct

1) Introduction

- a) The Board expects of its Trustees, both individually and collectively, ethical and business-like conduct. This commitment includes proper use of authority and appropriate decorum in group and individual behaviour when acting as Trustees.

2) Required Declarations

- a) Trustees are therefore required to:
 - i) adhere to this Code of Conduct, ensuring it informs your actions and decisions as a Trustee;
 - ii) complete a Fit & Proper Persons Declaration; and
 - iii) complete a Trustee Eligibility Declaration.
- b) Furthermore, Trustees are required to inform the Chair and Chief Executive Officer immediately if they:
 - i) have, or have had, an interest in a company liquidation, receivership or administration of a company;
 - ii) have, or have had, an interest in a registered charity that is, or has been, subject to enforcement action or enforced removal of charitable status by the Charity Commission for England & Wales;
 - iii) been convicted of any offence which is not spent under the Rehabilitation of Offenders Act; and/or
 - iv) have been involved in any activity which undermines public confidence in the Board and/or Active Black Country Ltd.

3) Principles

- a) As a Company & Charity receiving significant public funding from the English Sports Council (Sport England), the key principles, upon which this Code of Conduct is based, are the Seven Nolan Principles of Public Life:
 - i) **Selflessness** - You should take decisions solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for yourself, your family or your friends.
 - ii) **Integrity** - You should not place yourself under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence you in the performance of your official duties.
 - iii) **Objectivity** - In carrying out public business, including awarding contracts and recommending individuals for rewards and benefits, you should make choices on merit.
 - iv) **Accountability** - You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate for your office.

- v) **Openness** - You should be as open as possible about the decisions and actions that you take. You should give reasons for your decisions and restrict information only when the wider public interest clearly demands.
- vi) **Honesty** - You have a duty to declare any private interests relating to your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- vii) **Leadership** - You should promote and support these principles by leadership and example.

4) **Behaviours**

a) ABC Ltd Trustees are expected to:

- i) act at all times with integrity and transparency in the best interests of the Company and its charity beneficiaries;
- ii) be exemplars of the Company's Values;
- iii) foster an environment of open and honest debate;
- iv) adhere to the Company's standards to respect diversity, equality, and inclusiveness; and
- v) demonstrate a clear commitment to the welfare and safety of all participants in the work of the Company.

Under Article 40.2 of the 28 October 2024 Articles of Association of ABC Ltd, the obligations of the Trustees of the Company include:

- 40.2.1 a commitment to its values and objectives (including equal opportunities);
- 40.2.2 an obligation to contribute to, and share responsibility for, Trustee's decisions;
- 40.2.3 an obligation to read papers and to attend meetings, training sessions, and other relevant events;
- 40.2.4 an obligation to declare relevant interests;
- 40.2.5 an obligation (subject to any overriding legally binding requirement to the contrary) to keep confidential the affairs of the Trustees;
- 40.2.6 an obligation to comply with statutory and fiduciary duties, including:-
- 40.2.7 to act in the best interests of the Company;
- 40.2.8 to declare any interests a Trustee may have in matters to be discussed at meetings and not put himself in a position where his personal interest or a duty owed to another conflicts with the duties owed to the Company;
- 40.2.9 to secure the proper and effective use of the Company's property;
- 40.2.10 to act personally;
- 40.2.11 to act within the scope of any authority given;
- 40.2.12 to use the proper degree of skill and care when making decisions particularly when investing funds;
- 40.2.13 to act in accordance with the Articles; and
- 40.2.14 reference to obligations under the general law.

5) **Acceptance of Gifts and Hospitality**

- a) Trustees must not accept any gifts or hospitality which might, or might reasonably appear to, compromise their personal judgement or integrity or place them under an improper obligation.

- b) Trustees must never canvass or seek gifts or hospitality and must comply with the Policy set by ABC Ltd on the acceptance of gifts and hospitality. Trustees are to inform the Chair of the Board and ABC Ltd CEO of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in the Company's register in line with the Policy.
- c) You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring the Board into disrepute.

6) Use of Official Information

- a) Trustees must not misuse information gained in the course of their role for personal gain or for political purpose.
- b) Trustees must not disclose any information which is confidential in nature, or which is provided in confidence, without authority. This duty continues to apply after a Trustee has left the ABC Ltd Board.

7) Employment and Appointments

- a) If a Trustee wishes to take up new employment or appointments during their term of office, they must inform the Chair and the CEO.
- b) On leaving office, a Trustee must comply with any rules agreed with ABC Ltd on acceptance of future employment or appointments.

8) Conflicts of Interests & Conflicts of Loyalties

- a) In compliance with Article 40.2 of the 28 October 2024 ABC Ltd Articles of Association, all Trustees are expected to act at all times:
 - i) in the best interests of the Company;
 - ii) with inclusivity and integrity;
 - iii) in an ethical manner; and in
 - iv) accordance with the Company's conflicts of interest policy.
- b) It is important that all Trustees understand their duties and responsibilities under the Companies Act 2006, and the Charities Acts, as set out in Article 38 (Declaration of Trustees' Interests) and Article 39 (Conflicts of Interests and Conflicts of Loyalties) of the Company's Articles of Association, and comply with the rules of the Board on the management of conflicts of interest, as set out in Section 7 of the Board Terms of Reference in this Handbook. It is the personal responsibility of each Trustee to ensure their compliance as only they themselves will ultimately be aware of any actual or potential conflicts.
- c) Non-compliance and/or failure to declare an interest in an existing transaction or arrangement is seen as a serious breach of a Trustee's duties to the Company and may, in relevant circumstances, be deemed a criminal offence.

- d) Individuals who are deemed by the Chair and the Board to be unable to fulfil their duties effectively as a Trustee, as a result of any such continuing conflicts of interests or conflicts of loyalties, may be asked to resign from the Board.
- e) Details of a Trustee's declared interests may, where required by regulations or statute, be published in the ABC Ltd Annual Report & Financial Statements, which are posted on the ABC Ltd website and therefore open for public inspection.

Where a Trustee considers that disclosure of the details of an interest could lead you, or a person connected to you, being subject to violence or intimidation, and the Chair of the Board agrees, any published version of the ABC Ltd Annual Report & Financial Statements will exclude details of the interest but may state that a Trustee has an interest, the details of which are withheld.

9) Training and Development

- a) Trustees have a responsibility to learn about their role and to keep their knowledge and skills up-to-date. The Board will support them in this by providing them with an induction programme on their initial appointment, and training and development on an ongoing basis, with an annual appraisal by the Chair to discuss their performance and future needs, duly recorded in writing.
- b) Any training undertaken will reflect the requirements of the overall Board and the needs of the individual Trustee.

10) Attendance at Meetings

- a) Trustees are expected to attend Board meetings, Board Committee meetings, events and other meetings as set out, as a minimum, in their Letter of Appointment.
- b) A Trustee who fails to attend all Board meetings held within a period of six consecutive months, without an adequate explanation or prior agreement with the Chair, may, at the discretion of the Board and with a two-thirds majority of those Trustees present and eligible to vote, be asked to relinquish their role on the Board.

11) Equality and Diversity Statement

- a) We adhere to *The Equality Standard: A Framework for Sport*, which has been developed in line with legal responsibilities and requirements set out within the Equality Act 2010, to ensure we achieve continuous improvement in our equality work. We are committed to creating a fair society through the services and programmes we provide, the people we employ and the money we spend.
- b) The Board values diversity and is committed to promoting equality of opportunity for all. In line with Sport England's *A Code for Sports Governance*, we recruit and engage with people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that further the organisation's goals. We demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity on our Board.

- c) We monitor our recruitment and selection practices to fulfil our statutory duty relevant to equality in employment; and to ensure our practices are fair, equitable, and consistent; with the aim of appointing the best person for any role. Recruitment monitoring enables us to take active steps to promote better policy and organisational practice.
- d) We believe that by understanding and responding to the diverse needs of its potential and existing Board, providing an environment which eliminates discrimination in all its forms, as well as positively promoting equality, the Company will attract and retain a motivated and multi-skilled Board to provide a good quality service.
- e) Our aim is to promote and achieve a Board that reflects the Black Country. We encourage applications from under-represented groups and we will pursue a policy of 'positive action' in an attempt to achieve this.
- f) 'Positive Action' refers to measures and initiatives that can be taken to actively encourage individuals from under-represented groups to apply. The selection procedure itself is no different, and is based solely on merit. 'Positive Action' does not seek to remove competition and the Board will recruit and select the best applicants for the role.

APPENDICES

- A. The HM Revenue & Customs Fit & Proper Persons Declaration Form for charity trustees can be found via this link, with relevant guidance notes:

[HMRC Fit and Proper Persons Help Sheet and Declaration Form](#)

- B. The Charity Commission for England and Wales Trustee Eligibility Form can be found via this link:

[Charity Commission Trustee Eligibility Declaration Form](#)

- C. The ABC Ltd Trustee Declarations of Interests Form is appended below.

ABC Trustees – Annual Declaration of Interest

Name:

Year:

Declarations of Interest

In the interests of openness, Active Black Country Trustees are required to register any interest, financial or otherwise, that they or a family member or close associate may have. Interests will be

recorded in a Register which is open to public inspection. The Register enables Trustees to disclose relevant interests in a manner which is open and transparent and demonstrates to the public that such interests have not influenced the Board's decision-making process.

Trustees must also declare any interests in matters relating to Active Black Country Ltd accordance with Article 38 of the 28 October 2024 ABC Ltd Articles of Association.

When completing this form, Trustees are invited to ask themselves whether members of the public, knowing such information, would reasonably conclude that the relevant information might influence his/her judgment in relation to Active Black Country Ltd matters.

The Chair of the Board should be informed whenever circumstances change and interests are acquired or cease.

Nature of Interest	Information to be disclosed
Paid Employment	
Self-Employment	
Charity Trusteeships/partnerships	
Significant shareholdings	
Elected office	
Trusteeships/management of charities or other voluntary bodies.	
Public appointments	
Membership of professional bodies and trade or other associations.	

Membership of other open or closed organisations	
Honorary/unremunerated positions	
Any other interests	
Interests of a family member of close associate:	

I declare that, to the best of my knowledge, the interests listed above are correct and complete.

Signed:

Date:

Gifts and Hospitality

- a. Trustees must not accept any gifts or hospitality which might, or might reasonably appear to, compromise their personal judgement or integrity or place them under an improper obligation.
- b. Trustees must never canvass or seek gifts or hospitality and must comply with the Policy set by ABC Ltd on the acceptance of gifts and hospitality. Trustees are to inform the Chair of the Board and ABC Ltd CEO of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in the Company's Register in line with the Policy.
- c. You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring the Board into disrepute.

I confirm that *I have not received/I have received the following* (delete as appropriate) any gifts, hospitality or benefits in my role as Non-Executive Trustee of ABC Ltd.

List any gifts, hospitality or benefits received here:

.....

.....

.....

Signed:

Date:

Data Protection Act 2018 and Trustees ' Privacy Statement

The Data Protection Act 2018 controls how your personal information is used by organisations, businesses, or the government. The Data Protection Act 2018 is the UK's implementation of the General Data Protection Regulation (GDPR).

Members and Trustees are reminded that the list of Members, list of Trustees, attendance record, register of interests, and the skills audit are, as required by statute, open to public inspection. Trustees also give their consent to their photograph being placed on the governance pages of the website. Consent to this and the release of this information is taken as implicit in signing this declaration.

The Privacy Notice for Trustees is attached to this document as an appendix.

I hereby acknowledge receipt of the Privacy Notice:

Signed:

Date:

Declaration of Eligibility

Trustees are asked to make a declaration of eligibility.

I, the undersigned declare that

- I am not disqualified from acting as a trustee.
- I have not been convicted of an offence involving deception or dishonesty (or any such conviction legally regarded as spent)
- I have not been involved in tax fraud or other fraudulent behaviour including misrepresentation and/or identity theft.
- I have not used arrangements notified under the Disclosure of Tax Avoidance Schemes ("DOTAS") rules in Part 7 Finance Act 2004 in respect of which a reference number has been issued under section 311 of Finance Act 2004, where the arrangements featured charitable

reliefs or which used a charity, and where my tax position has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final.

- I have not used tax arrangements which have been successfully counteracted under the general anti-abuse rules (see Part 5 of Finance Act 2013 or section 10 National Insurance Contributions Act 2014, as enacted or as amended from time to time) where such counteraction has become final.
- I have not been actively involved in designing and/or promoting tax avoidance schemes featuring charitable reliefs or which used a charity, and I am not:
 - a promoter named by HMRC under the Promoters of Tax Avoidance Schemes (POTAS) legislation in Part 5 of Finance Act 2014, or a promoter of any tax arrangements designed or intended to obtain for any person a tax advantage and such tax advantage has successfully counteracted by HMRC under the general anti-abuse rule (see Part 5 of Finance Act 2013 and section 10 National Insurance Contributions Act 2014 as enacted or as amended from time to time) and such counteraction has become final, or
 - a promoter of arrangements notified under DOTAS, in respect of which a reference number has been issued under section 311 of Finance Act 2004, and the tax position of all or any of the users of the arrangements has been adjusted by HMRC to wholly or partly remove the tax advantage generated by the arrangements and such adjustments have become final
- I am not an undischarged bankrupt
- I have not made compositions or arrangements with my creditors from which I have not been discharged
- I have not been removed from serving as a charity trustee, or been stopped from acting in a management position within a charity
- I have not been disqualified from serving as a charity trustee
- I will, at all times, seek to ensure the Company's funds and charity tax reliefs received by this organisation, are used for the charitable purposes of Active Black Country Ltd.

Signed:

Date:

Active Black Country Ltd Privacy Notice

Information for Trustees

Data processor: Active Black Country Limited

Active Black Country Limited collects and processes personal data relating to its Trustees to manage both the company directorships and charity trusteeships. Active Black Country Limited is committed to being transparent about how it collects and uses that data and to meeting its data protection obligations.

What information does Active Black Country Limited collect?

Active Black Country Limited collects and processes a range of information about you. This includes:

- your name, address and contact details, including email address and telephone number, date of birth and gender and National Insurance number;
- details of your qualifications, skills, experience and employment history, including start and end dates, with previous employment and other Directorships or Trustee positions;
- details of your bank account;
- information about your marital status, next of kin, dependants and emergency contacts;
- information about your nationality and country of residence;
- information about any criminal record, or tax avoidance with HMRC;
- Trustee assessments of performance, including appraisals, performance reviews and ratings, training you have participated in, performance improvement plans and related correspondence;
- information about medical or health conditions, including whether or not you have a disability for which Active Black Country Limited needs to make reasonable adjustments; and
- equal opportunities monitoring information, including information about your ethnic origin, health and religion or belief.

Active Black Country Limited collects this information in a variety of ways. For example, data is collected through application forms, CVs or resumes; obtained from your passport or other identity documents such as your driving licence; from forms completed by you when you first become a trustee; assessments and declarations completed annually, from correspondence with you; or through interviews, meetings or other assessments.

In some cases, Active Black Country Limited may collect personal data about you from third parties, such as information from criminal records checks permitted by law.

Data is stored in a range of different places, including Active Black Country Limited's sharepoint, and in other IT systems (including Active Black Country Limited's email system), and where relevant paper-based files.

Why does Active Black Country Limited process personal data?

Active Black Country Limited needs to process data to enable your appointment as a Trustee and Director. This can include the information needed for Companies House or Charity Commission, the completion of a Fit and Proper Person form and declarations of interest.

In other cases, Active Black Country Limited has a legitimate interest in processing personal data during your appointment, for example regarding equality and diversity across the board, and annual skills audit forms.

Processing data allows Active Black Country Limited to:

- maintain accurate and up-to-date records and contact details of all Trustees;
- ensure trustees are complying with relevant policies and procedures;
- operate and keep a records of Trustee's annual appraisals and skills audit; supporting board succession planning purposes;
- operate and keep a record of Trustee attendance and absence for all board and committee meetings;
- maintain and promote equality within the Active Black Country Board.

Where Active Black Country Limited relies on legitimate interests as a reason for processing data, it has considered whether or not those interests are overridden by the rights and freedoms of Trustees and has concluded that they are not.

We may process personal data which has to be disclosed to legal authorities or other parties in certain circumstances, such as to comply with legal obligations.

We may also process personal data in circumstances of extreme emergency where you are incapable of giving your consent. This is in accordance with Article 6.1.d and 9.2.c UK GDPR. In very limited circumstances we may process your personal data with your consent, if we do this, you are able to withdraw that consent at any time by contacting the Data protection lead.

Who has access to data?

Your information will be shared internally, with members performing an administrative or board support function.

Active Black Country Limited may share your data with third parties for the purposes of enforcing its legal rights or discharging legal duties. Active Black Country Limited may share your data with third parties in the context of a business transfer, involving the board of Trustees. In those circumstances the data will be subject to relevant Privacy Notices or confidentiality arrangements.

Active Black Country Limited utilise secure, password protected, IT storage for the access and retrieval of your personal data. Any paper-based files are kept securely in locked cupboards within the office.

How does Active Black Country Limited protect data?

Active Black Country Limited takes the security of your data seriously. Active Black Country Limited has internal policies and controls in place in an effort to ensure that your data is not lost, accidentally destroyed, misused or disclosed, and is not accessed except by its authorised employees in the performance of their duties. For more information please see the Subject Access Request and Data Breach policies.

Where Active Black Country Limited engages third parties to process personal data on its behalf, they do so on the basis of specific instructions, are under a duty of confidentiality and are obliged to implement appropriate technical and organisational measures to ensure the security of data.

For how long does Active Black Country Limited keep data?

Active Black Country Limited will hold your personal data for the duration of your term in office. The periods for which your data is held after the end of your trusteeship is no more than 7 years after the conclusion of your final term in office. This complies with all necessary legal and regulatory requirements.

Your rights

As a data subject, you have a number of rights. The most appropriate rights in a Trustee scenario are:

- access and obtain a copy of your data on request;
- require Active Black Country Limited to rectify incorrect or incomplete data;
- require Active Black Country Limited to delete your data, for example where the data is no longer necessary for the purposes of processing;
- object to the processing of your data where Active Black Country Limited is relying on its legitimate interests as the legal ground for processing; and
- ask Active Black Country Limited to stop processing data for a period if data is inaccurate or there is a dispute about whether or not your interests override Active Black Country Limited's legitimate grounds for processing data.

If you would like to exercise any of these rights or submit a subject access request, please contact the Active Black Country Limited Data protection lead Helen Milanes Tidmarsh in writing. They can be contacted at helen.mt@activeblackcountry.co.uk. If you believe that Active Black Country Limited has not complied with your data protection rights, you can complain to the Information Commissioner.

What if you do not provide personal data?

You have some obligations under your position at Trustee and Board Director to provide Active Black Country Limited with data. In particular, you are required to offer apologies when unable to attend any Board and Committee meetings and will be required to provide any information required for the Charity Commission and Companies House. Failing to provide necessary data may mean that you are unable to exercise any statutory rights.

Certain information, such as contact details, and completion of a Fit and Proper Person form have to be provided to enable your appointment as a Board Trustee and Director. If you do not provide the necessary information, this will hinder Active Black Country Limited's ability to process the appointment.

Automated decision-making

Trustee decisions are not based on automated decision-making.

Complaints

You have the right to complain to the Information Commissioner's Office if you feel Active Black Country Limited has infringed your rights. You can contact them at:

Information Commissioner's Office

Wycliffe House

Water Lane

Wilmslow

Cheshire SK9 5AF

Helpline number: 0303 123 1113