

V3: March 2023

Board Handbook

Active Black Country Limited

Company Number 14537800

revised version 5

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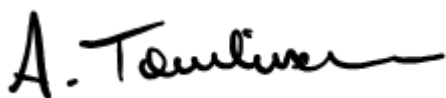
Introduction from the Chair

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 Directors 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 of Directors, so we operate in compliance with the 2021 Code for Sports Governance.

This Board Handbook ensures that all Directors 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 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 Director 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 Objects

Active Black Country (ABC) Limited 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 Directors enables delivery of the Black Country ABC Strategic Plan – ‘Creating an Active Black Country’.

ABC Ltd is a company limited by guarantee and plans to become a registered charity.

The charitable Objects of the Company are:

- (a) the promotion of physical movement, sport, and recreation for the improvement and preservation of good health and well-being, particularly, but not exclusively, of those in need, by reason of youth, age, ill-health, disability, financial or other disadvantage;
- (b) the advancement of education of the public in the subject of sport and physical activity and recreation; including through research, provision of training programmes, courses, and development of resources;
- (c) the promotion of citizenship by developing the capacity and skills of the members of socially and/or economically disadvantaged communities, through participation and/or volunteering in sport, physical movement, and recreation in such a way they are better able to identify, and help meet their needs and to participate more fully in society;
- (d) the promotion of community development through assisting in the provision of facilities and infrastructure for physical movement, sport, physical activity, and recreation for the benefit of the public;
- (e) the advancement of amateur sport and the promotion of community participation in recreation, in particular by the co-ordination of sporting and physical activities; and
- (f) such other charitable purposes which align with the Objects above; for the benefit of the public in the Metropolitan Boroughs of Dudley, Sandwell and Walsall, the City of Wolverhampton, and the surrounding areas.

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 Directors operates to the following set of core Values:

Overarching Value	Defined by
Integrity	<ul style="list-style-type: none">• Striving for high performance• Trusted and Credible• Authentic and Accountable
Inclusive	<ul style="list-style-type: none">• Leadership• Collaborative• Enabling and working through others• Partnerships• Community focused approach and People-led
Passion	<ul style="list-style-type: none">• Enthusiasm• Hard work• Leading
Innovative	<ul style="list-style-type: none">• Entrepreneurial• Dynamic• Visible leadership

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.

Board Members of the ABC Partnership, who are willing and able to take on the responsibilities of company directors and charity trustees, have been progressively appointed to positions on the ABC Ltd Board of Directors by 1st April 2023.

The staff, assets, and financial resources of the ABC Partnership have been transferred to ABC Ltd as from 1st May 2023, and the Company plans to apply for registration as a charity with the Charity Commission for England and Wales.

Our Board Terms of Reference

1) Status and Remit

- a) All individuals appointed onto the ABC Ltd Board of Directors are simultaneously:
 - i) the Directors of the Company under company law and registration with Companies House;
 - ii) the Trustees under charitable law and regulation by the Charity Commission for England & Wales.
- b) The Independent Directors are the voting Members of the Company, with reserved powers:
 - i) to approve any amendments to ABC Ltd's Articles of Association; and to
 - ii) determine the appropriate application or transfer of the Charity's net assets in the event of the dissolution of the Charity;subject to any required approvals from the Charity Commission for England and Wales.
- c) As set out in Article 31.1 of the Articles of Association of Active Black Country Limited (ABC Ltd, or the Company, or the Charity) dated [date], the Board of Directors:
 - i) is to manage the business of the Charity; and
 - ii) may exercise all the powers of the Charity, unless the Directors are subject to any restrictions imposed by the Companies Acts, the Articles, or any Special Resolution passed by the Members of the Company.
- d) As set out in Article 11.1.1 of the Articles of Association of ABC Ltd, the Independent Directors are the only voting Members of the Company.
- e) As mandated by Requirement 1.1 of the 2021 Code for Sports Governance, the ABC Ltd Board of Directors 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.
- f) 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 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.
- g) In carrying out their remit, the ABC Directors, in their capacities as the legal Directors of the Company, 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 interest in any proposed transaction or arrangement.
- h) 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 Directors are to:
- i) drive the strategy and direction of Active Black Country Limited, establishing a clear vision and strategic direction in conformity with the Charity's Objects;
 - 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 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;
 - vii) prudently administer the Company's finances and people resources; and
 - viii) ensure delivery and accountability for ABC Ltd's funded programmes.

3) Responsibilities

- a) The Board of Directors has strategic and oversight responsibility for the whole Company.
- b) The Board is to set the Company's:
 - i) vision;
 - ii) mission;
 - iii) strategy; and
 - iv) risk tolerance.
- c) 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) long term financial forecast;
 - ii) operational business plans and reporting, including:
 - (1) people resources plan;
 - (2) annual budget;
 - (3) risk register; and
 - (4) Annual Report & Financial Statements.
- d) 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.
- e) The Board is to ensure that the Company maintains compliance with:
 - i) the legal requirements of the Companies Acts, the Charities Acts and the regulatory requirements of the Charity Commission for England and Wales;
 - ii) the 2021 UK Code for Sports Governance;
 - iii) the conditions set out in Funding Agreements, as accepted and signed off by the Board;
 - iv) all agreed policies of the Company; and
 - v) the monitoring, auditing, and review processes of the Company's independent auditors and, where required, of the Company's funders.

- f) 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 Directors, 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.
- g) Directors 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 Directors, and a maximum of 12 Directors, as follows:
- i) the Independent Chair;
 - ii) the Senior Independent Director (SID);
 - iii) up to 9 other Independent Directors; and
 - iv) 1 Nominated Director (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 Directors, 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 Director.
- c) As permitted under Article 37 of the ABC Ltd Articles of Association, up to 2 individuals may be co-opted as Independent Directors for temporary periods of up to 1 year, by the Board acting outside of the usual openly-advertised recruitment process, in order to:
- i) fill casual vacancies among the Independent Directors; or to
 - ii) bring specific skills and expertise to the Board that are needed urgently;
- provided that such co-options do not cause the Board to exceed its maximum number of 12 Directors.
- d) Co-opted Independent Directors have the same membership, voting rights, and fiduciary duties as the other Directors.

- i) At the end of their term, they may be invited to apply, subject to the availability of a vacancy and to Board approval, for a full Independent Director term of office.
- e) The Board is to appoint, from amongst their number, Directors with appropriate expertise to take on the roles of:
 - i) Board Equality & Diversity Champion
 - ii) Board Safeguarding & Welfare Champion
- f) All Director positions are non-executive and not salaried.
- g) 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 Directors 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 Directors 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 Directors shall be made in compliance with agreed stipulations regarding terms of office as set out in Article 33 of the ABC Ltd Articles of Association as follows:
 - i) Directors 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 Director 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 Director’s term of office in order to ensure an orderly rotation of retirements from the Board;
 - iv) on completion of the maximum 9 years’ continuous service, a Director 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 Director may be permitted by the Board to serve for a further 1 year term.

- c) As set out in Article 33.4, the Board may permit a Director, who is appointed as the Chair after a period of office as a Director, 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 Director.

6) Proceedings

- a) The Board is to meet a minimum of 4 times per year, at the call of the Chair or, in their absence, of the Vice Chair.
- 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) Directors 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 Directors 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 Independent Directors of the Board must be present in order for business to be transacted, as set out in Article 42 of the 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 Directors 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 Independent Directors and therefore hold no ABC Ltd voting rights.
- j) In conducting its business, the Board of Directors 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 that arise during Board meetings by following procedures compliant with the relevant regulations;
 - 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 Directors 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 8 and 9 of the ABC Ltd Articles of Association, which are quoted here:

8. Declaration of directors' interests

8.1. A director 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 charity or in any transaction or arrangement entered into by the charity which has not previously been declared.

8.1.1. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

9. Conflicts of interests and conflicts of loyalties

9.1. If a conflict of interests arises for a director 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 directors may authorise such a conflict of interests where the following conditions apply:

9.1.1. the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;

9.1.2. the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and

9.1.3. the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.

9.2. 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 director or to a connected person.

9.3. The directors shall adopt a directors' code of conduct that, among other things, requires all directors to act at all times in the best interests of the charity, with inclusivity and integrity, in an ethical manner, and in accordance with the charity's conflicts of interests' policy.

- b) In meeting obligations under Articles 8 and 9 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) Declarations of Interests of individual Directors are to be kept in a Register by the ABC Ltd Chief Executive Officer;
 - ii) each Director 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;
 - iii) Declarations of Interests, relevant to the meeting, are to be an early item on the agendas of all Board and Board Committee meetings;
 - iv) the Board is to review the Register of Interests at least once each year for mutual information and understanding;
 - v) Board discussions on the management of any conflicts of interests are usually to be led by the Chair; and
 - vi) 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 Director.

8) Committees, Forums, and Groups

- a) As mandated by Article 46.1 of the ABC Ltd Articles of Association and by Requirement 1.15 of the 2021 Code for Sports Governance, the Board of Directors 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 Directors 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 Directors, led by the Chair (or, with regard to the Chair, by the Senior Independent Director) 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 Directors;
 - 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 Directors 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 Directors 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 Directors' 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 Strategic 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; and to
 - the Guidance of the Charity Commission for England and Wales, as the regulatory body for registered charities.

Board Director Role Description

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

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 Directors, 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 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.

	<ul style="list-style-type: none"> • 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. • 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. • 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 Directors.
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Board Director Person Specification

<p>Person Specification</p>	<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. • 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.
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	<ul style="list-style-type: none"> • Considers 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 Director Role Description above may include one or more of the following:

- Vice Chair
- Senior Independent Director
- 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

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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 Director 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 Directors

bring to the Board. A rotational system directing appointment terms of office is therefore in place to enable this approach per Article 33 of the Company's Articles of Association.

End of Term of Appointment/Re-appointment

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

- resign in writing to the Chair of the Board;
- are disqualified or removed from office as a Director of the Company under any of the provisions of Article 39 of the Company's Articles of Association;
- are expelled from Company Membership by a resolution carried out in accordance with Article 12.1.4 of the Company's Articles of Association by a majority of no less than two-thirds of those Directors 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 33 of the Company's Articles of Association.

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Senior Independent Director Terms of Appointment

Title

Non-Executive Senior Independent Director.

The role of Senior Independent Director is to:

- provide a sounding board for the Chair of the Board;
- serve as an intermediary for other Directors 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 Director (SID) is to meet the eligibility criteria of an Independent Director 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 Senior Independent Director 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 Directors bring to the Board. A rotational system directing appointment terms of office is therefore in place to enable this approach per Article 33 of the Company's Articles of Association.

End of Term of Appointment/Re-appointment

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

- resign in writing to the Chair of the Board;
- are disqualified or removed from office as a Director of the Company under any of the provisions of Article 39 of the Company's Articles of Association;
- are expelled from Company Membership by a resolution carried out in accordance with Article 12.1.4 of the Company's Articles of Association by a majority of no less than two-thirds of those Directors 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 33 of the Company's Articles of Association.

Chair of the Board Role Description

In addition to their role as a Director, 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.

<p>Accountable to:</p>	<p>the ABC Board via the appraisal process conducted by the Senior Independent Director of ABC Ltd.</p>
<p>Responsible For:</p>	<ul style="list-style-type: none"> • Defining the overall direction of Active Black Country Ltd, in collaboration with fellow Board Directors, 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.
<p>Key Duties:</p>	<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 Directors 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 Directors. • 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 Directors 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, 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 Directors 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. • Abiding by the Code of Conduct for all Board Directors.

Chair of the Board Person Specification

<p>Person Specification:</p>	<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, 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 and role of non-executive Directors.• 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 Director 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 Director 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 33.4 of the Company's 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 Directors bring to the Board. A rotational system directing appointment terms of office is therefore in place to enable this approach per Article 33 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 Director;
- are disqualified or removed from office as a Director of the Company under any of the provisions of Article 39 of the Company's Articles of Association;
- are expelled from Company Membership by a resolution carried out in accordance with Article 12.1.4 of the Company's Articles of Association by a majority of no less than two-thirds of those Directors 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 33 of the Company's Articles of Association.

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Our Board Code of Conduct

1) Introduction

- a) The Board expects of its Directors, 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 Directors.

2) Required Declarations

- a) Directors are therefore required to:
 - i) adhere to this Code of Conduct, ensuring it informs your actions and decisions as a Director;
 - ii) complete a Fit & Proper Persons Declaration; and
 - iii) complete a Trustee Eligibility Declaration.
- b) Furthermore Directors 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) been convicted of any offence which is not spent under the Rehabilitation of Offenders Act; and/or
 - iii) 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 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 Directors are expected to:
 - i) act at all times with integrity and transparency in the best interests of the Company and its 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.

5) Acceptance of Gifts and Hospitality

- a) Directors 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) Directors 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. Directors 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) Directors must not misuse information gained in the course of their role for personal gain or for political purpose.
- b) Directors 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 Director has left the ABC Ltd Board.

7) Employment and Appointments

- a) If a Director 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 Director must comply with any rules agreed with ABC Ltd on ~~your~~ acceptance of future employment or appointments.

8) Conflicts of Interests & Conflicts of Loyalties

- a) In compliance with Article 9.3 of the ABC Ltd Articles of Association, all Directors are expected to act at all times:
 - i) in the best interests of the charity;
 - ii) with inclusivity and integrity;
 - iii) in an ethical manner; and in
 - iv) accordance with the charity's conflicts of interest policy.
- b) It is important that all Directors understand their duties and responsibilities under the Companies Act 2006, as set out in Article 8 (Declaration of Directors' Interests) and Article 9 (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 Director 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 Director's duties to the Company and may 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 Director, 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 Director'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 Director 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 Director has an interest, the details of which are withheld.

9) Training and Development

- a) Directors 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 Director.

10) Attendance at Meetings

- a) Directors 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 Director who fails to attend 3 consecutive Board meetings 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 Directors 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 members, providing an environment which eliminates discrimination in all its forms as well as positively promoting equality, it 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.

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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 Director Declarations of Interests Form is appended below.

ABC Ltd Director Declarations of Interests Form

Name of Board and/or Board Committee:

Name of Individual:

- **IMPORTANT:** Please read the sections on Conflicts of Interests & Conflicts of Loyalties in the ABC Ltd Board Terms of Reference and the ABC Ltd Board Code of Conduct in the Board Handbook before completing this Form. Where relevant, time periods refer to the prior 12 months.
- **NOTE:** A Director must, at the earliest opportunity within 28 days of becoming aware of any change to the interests specified above, provide written notification to the Chief Executive Officer of ABC Ltd.

1) Employment, office, trade, profession, or vocation carried out for profit or gain:

Self

Connected Person(s)

2) Sponsorship received in respect of carrying out duties as a member of any Local Authority, or towards any election expenses:

Self

Connected Person(s)

3) Contracts between myself (or body in which I have a beneficial interest) and ABC Ltd:

Self

Connected Person(s)

4) Address of property or land which is occupied by ABC Ltd and in which I have a beneficial interest.

Self

Connected Person(s)

5) Any directorships or partnerships held in any public limited companies, private limited companies, limited liability partnerships, and/or other corporate legal entities:

Self

Connected Person(s)

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6) Any trustee positions held in any registered or unregistered charities:

Self

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Connected Person(s)

--

7) Any beneficial interest in securities (stocks, shares, bonds, or other financial instruments) of a body that is contracted to provide goods and/or services to ABC Ltd:

Self

--

Connected Person(s)

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Signed: _____

Print Name: _____

Dated: _____