

# ABC Ltd Matters Reserved for the Board & Scheme of Delegations

## Introduction

Active Black Country is a Company Limited by Guarantee and registered as a charity with the Charity Commission for England and Wales (the Charity Commission).

The Schedule of Matters Reserved for the Board & Scheme of Delegation has been developed to clarify the respective responsibilities and powers of the Active Black Country Board of Directors (who are also the Charity's Trustees), committees, and executive officers; to ensure compliance with charity law, other legal requirements and the 2021 Code for Sports Governance.

This Schedule of Matters Reserved for the Board & Scheme of Delegation should be read alongside the ABC Ltd Articles of Association, the Governance Handbook, Terms of Reference for any committees of the board, and role descriptions for Trustees and senior paid staff.

Active Black Country's Schedule of Matters Reserved for the Board & Scheme of Delegation was approved on (xx date) and is subject to review by the Board on an annual basis.

## Governance Framework

The Board of Directors, which is the governing body, is responsible for the overall strategic direction of the charity. The Board delegates the day-to-day running of Active Black Country Ltd to the Active Black Country Chief Executive Officer.

Relevant powers and authority set out in this Schedule are delegated to the specific committees and any individuals unless otherwise directed or agreed by the Board of Trustees. The Board retains the right to revoke, at its sole discretion, any, or all of the powers it delegates. Matters shown in the Board of Directors' column on the Schedule are reserved to the Board.

The Board of Directors ensures the charitable company achieves its objectives, signs off the financial statements and annual report and appoints new Directors.

The Directors' role, in their capacity as the Charity's Trustees, is to ensure compliance with charity and company law, establish strategic direction, manage performance, financial sustainability, and risk. As the only Members of the Charity, the [Independent] Directors are also responsible for agreeing any changes to the Charity's Articles of Association, by a Special Resolution requiring a 75% majority, providing such changes comply with the requirements of the Charities Acts and the regulations of the Charity Commission.

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### Functional Areas

The Schedule of Matters Reserved for the Board & Scheme of Delegation sets out the respective responsibilities of the Board of Directors, Board Committees, and Executive Management in the key functional areas of:

1. Governance
2. Strategic planning
3. Financial Management
4. Risk Management
5. People Resources

### Key

X = Responsibility

VC = Vice Chair

N&G Com = Nominations &  
Governance Committee

ARC Com = Audit, Risk &  
Compliance committee

A = Advisory role

SID = Senior Independent Director

SI Com = Strategic Investment  
Committee

Function	Responsibility	ABC Members	ABC Board	Board Chair	VC/SID	ARC Com	N&G Com	SI Com	ABC CEO
Governance	Establish, review, and amend Company Articles of Association and/or Charitable Objects.	X							A
	Establish governance structure and approval of terms of reference for ABC Board and subcommittees.		X						A
	Appoint & remove Members & Trustees.		X						A
	Approve the annual Governance forward plan		X						A
	Lead on Trustee recruitment.						X		A

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	Lead the annual Board review and appoint external Governance Evaluation every 4 years.						X		
	Approve the annual Governance development plan		X						
	Establish the succession forward plan.						X		A
	Lead & complete the annual Board Member appraisals.			X					
	Lead & complete the annual appraisal of Board Chair.				X				
	Establish & monitor a register of conflict of interests.						X		A
<b>Function</b>	<b>Responsibility</b>	<b>ABC Members</b>	<b>ABC Board</b>	<b>Board Chair</b>	<b>VC/SID</b>	<b>ARC Com</b>	<b>N&amp;G Com</b>	<b>SI Com</b>	<b>ABC CEO</b>
Strategic Planning	To set overall strategic direction, ensuring ABC Ltd meets its charitable purposes and financial sustainability.		X						A
	To set the ambition and direction for the company's approach to equality, inclusion and diversity.		X						A
	To set the strategic direction by reviewing in full and agreeing a strategic plan at least every 3 years.		X						A
	To review the delivery of the strategic plan on an ongoing basis and identify any significant changes to external circumstances which may impact on the viability of the plan.		X						A
<b>Function</b>	<b>Responsibility</b>	<b>ABC Members</b>	<b>ABC Board</b>	<b>Board Chair</b>	<b>VC/SID</b>	<b>ARC Com</b>	<b>N&amp;G Com</b>	<b>SI Com</b>	<b>ABC CEO</b>
Financial Management	Develop Active Black Country financial policies, reserves policy, business plan and					X			A

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	annual budget; including approval of financial delegations & authorisation.								
	Approve Active Black Country financial policies, reserves policy, business plan and annual budget; including approval of financial delegations & authorisation.		X						A
	Ensure ABC assets are used only in accordance with the charity's objectives, and to ensure financial sustainability.		X						A
	Designate named accounting officer.		X						
	Ensure costs are appropriately controlled, approving expenditure in accordance with authorisation limits.					X			A
	Enter into operating leases and/or other legal arrangements.		X						A
	To authorise the opening or closing of bank accounts.		X						A
	Review the content of the Annual Report & Financial Statements of the Charity, and make relevant recommendations to the Board for approval.					X			A
	Approve the Annual Report & Financial Statements, prior to submission to Charity Commission and any other regulatory bodies.		X						A
	Recommend an independent external auditor for appointment.					X			A
	Review periodically the appointment, re-appointment, or removal of the Charity's independent external auditors, and to make relevant recommendations to the Board for approval.					X			A

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	Approve the appointment, or removal of the auditor.		X						
	Submit regular financial management account Information for review by the Board of Directors.					X			A
	Quarterly review of the Financial Management account information.		X						A
	Monitor Financial Management reports and progress against annual budget, make relevant reports to Board.					X			A
	Implement financial procedures & finance policies.								X
	Prepare and present Management Account Information for Board Meetings and prepare annual Trustees report.								X
	Overall management of the organisation's finances, ensuring that resources are utilised efficiently & effectively to deliver the strategic plan.								X
<b>Function</b>	<b>Responsibility</b>	<b>ABC Members</b>	<b>ABC Board</b>	<b>Board Chair</b>	<b>VC/SID</b>	<b>ARC Com</b>	<b>N&amp;G Com</b>	<b>SI Com</b>	<b>ABC CEO</b>
Risk Management	Agree organisational risk appetite through determining & defining the risk thresholds.		X						A
	Provide recommendations to the Board on the Risk Management Policy & Risk Register on an annual basis.					X			
	Approve the Risk Management Policy & Risk Register and review on an annual basis.		X						A
	Monitor, review & respond to risks on a quarterly basis by exception.		X						A

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	Monitor risk register and report to Board when thresholds are exceeded.					X			A
	Managing the implementation of the risk register, identifying & minimising risk and updating the risk register to report to Board & Audit Committee.								X
<b>Function</b>	<b>Responsibility</b>	<b>ABC Members</b>	<b>ABC Board</b>	<b>Board Chair</b>	<b>VC/SID</b>	<b>ARC Com</b>	<b>N&amp;G Com</b>	<b>SI Com</b>	<b>ABC CEO</b>
	Develop and recommend to the Board key organisational policies (such as financial, ABC Ltd pay policy, and HR related policies)					X			A
People	Develop key organisational policies (including financial, ABC Ltd pay policy, and HR related policies) on a rolling basis and make relevant recommendations to the Board.					X			A
	Develop and review the Equality, Diversity and Inclusion Action Plan on a quarterly basis and make relevant recommendations to the Board.					X	X		A
	Consider and approve key organisational policies; including financial, ABC Ltd pay policy, and HR related policies.		X						A
	Develop Board succession and development plan.						X		A
	Approve Member & Director induction programme.		X						A
	Performance Manage the performance of the CEO; including undertaking the annual appraisal.			X					
	Lead on the recruitment of CEO.			X					

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	Approve changes to the Executive structure.		X						A
	Lead on the recruitment of the Executive team.								X