

Governance of North Yorkshire Sport Ltd

Introduction

With the establishment of North Yorkshire Sport Ltd (NYS) a registered charity, it is important that the governance of the business meets the requirements of Sport England and just as importantly underpins the continued sustainability of the business.

The requirements below list the processes that the Board and executive of NYS:

1. Board and Chair Term and Rotation
2. Board members will be appointed by a Nominations Sub-committee of the Board. The Chair will chair the meetings and arrange make up of the sub-committee except where the Chair's position is under consideration when the balance of the Board will appoint a Chair for such purposes. Majority decisions of the Board apply in all cases.
3. At least 25% of Board members will meet the Sport England Code of Governance definition of independent .

A Trustee is deemed not to be independent if:

(A) they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country;

(B) they are or have within the last four years been an employee of the organisation; or

(C) they have close family ties with any of the organisation's directors or senior employees.

4. The Board will be made up of at least 30% of each Gender.
5. The term of Board members is:
 - a. 3 terms of 3 years, a maximum of 9 years continuous service.
 - b. Board members may seek re-election by notification to the Chair not less than 3 months prior to the end of the term.
 - c. Following a period of 9 years continuous service a Trustee must have a minimum 4 year break prior to seeking re-election. If the period is less than 4 years this will be counted as continuous service on the Board when calculating the 9 year maximum term.
 - d. The Chair will propose a rotation for retirement to ensure continuity of skill on the Board.

4. The term of the Chair will be:
 - a. 2 terms of 3 years or a maximum of 6 years
 - b. The Chair may have served as a Trustee before appointment in which case, if their previous service has been 3 years or more they will be required to serve a 4 year break prior to seeking re-election. The maximum time served on the Board must not exceed 9 years including previous continuous service.
5. After the term of a Trustee or Chair has reached the maximum number of terms, he/she must stand down for a minimum period of four years before, if they so desire, seek re-election.
6. The Board would elect the Chairman from Board members but if so decided, may elect to go out to recruitment.
7. The Board might elect not to renew the terms of a retiring member but it would be an exception rather than the rule. Of course any Board member would retain the right to retire from the Board at any time by giving notice to the Chairman.
8. All Trustees are subject to the Disciplinary Process and Conflict of Interest Policy in force and as amended from time to time. Specifically, it would be possible to discipline any Trustee of the Board in the event that 2/3rds of the remaining Board felt that he/she had brought NYS into disrepute or had themselves been alleged to have committed Gross Misconduct.
9. The Chair will require any Trustee to declare an interest at the beginning of a meeting where related business is discussed. The Chief Executive will, once a year, ask members to fill in a Conflict of Interest Declaration which sets out the membership of any other organisation. The register may be inspected by any Board member at any reasonable time.
10. There would be an expectation of Board members attending at least 3 out of the 4 Board meetings per year. The Chairman would deal with any member who has not met this criterion and if concerned that non-attendances were still happening may require, after consultation with the other Board members, to ask the member affected to retire. This rule is for guidance only as a member's attendance may be affected, for example, by poor health that is overcome eventually.
11. The Board will adopt two sub-committees:
 - a. Finance and Risk Management
 - b. Human Resources

There will be three members of each committee with the expectation that they would meet at least twice a year. The Chairman may attend any meeting of the sub-committees but would not have a vote. The Chief Executive and Finance Officer would be invited to attend meetings as appropriate.

Terms of Reference which include purpose, membership, meeting frequency and reporting requirements, will be developed by both sub-committees for approval by the whole Board.

12. The Board will consider and sign off the Risk Register annually by considering a report from the Finance and Risk Management sub-committee. The Board will however, expect the sub-committee in consultation with the Chief Executive to raise any serious (red) concerns as soon as they become known. In addition, any item moving from green to amber or amber to red would be highlighted along with any risk mitigation action.
13. Board members will be assigned a portfolio, independent of the sub-committees.
14. New Board members will be expected to undergo an induction programme.
15. The Chairman is responsible for the management of the Chief Executive and will conduct an annual appraisal, which he will discuss with the HR Committee before and after. Board members will be invited to comment of the Chief Executive's performance before the annual appraisal. The Chief Executive's appraisal will be in March each year after the appraisal (by the Chief Executive) of his staff.
16. The Chairman will also discuss with each Board member annually their contribution to the workings of the Board. The details of the discussions will be kept confidential between the Chairman and the Board member but the Board will review annually its own performance.
17. A financial report will be submitted to the Board at each meeting containing the latest financial figures that will have been prepared by the Finance Officer and discussed prior to the meeting with the Board member responsible for Finance (Pat Doherty).
18. The annual financial report and results will be prepared for the AGM of the Board in October of each year. The Report will be signed by the Chairman after approval by the Board.
19. The Board will consider annually the Financial Procedures of NYS Ltd. and consider any recommendations for improvement.
20. The Chief Executive will, for approval, submit to the Board annually by March at the latest, the Business Plan and associated budget for the next Financial Year.
21. The Board will at its October meeting consider its Long Term Strategic Plan for the next three years and every year thereafter on a rolling basis.
22. The Chief Executive will submit annually to the Board for approval, its Disaster Recovery Plan.