

North Yorkshire Sport Ltd - Matters Reserved for The Board

This document sets out the matters on which decisions must be taken by the North Yorkshire Sport Board (the "Board").

As noted in the Board's Terms of Reference, the North Yorkshire Sport Senior Leadership Team (SLT) have responsibility for North Yorkshire Sport Ltd matters so that reserved matters affecting North Yorkshire Sport Ltd will normally be referred to the Senior Leadership Team (as set out in the "Matters Reserved" for the Senior Leadership Team) rather than the Board and the list of matters set out below should not read so as to mean that decisions on North Yorkshire Sport Ltd matters are reserved for the Board, except as expressly provided for in this document.

There are a number of exceptions where North Yorkshire Sport Ltd matters are not excluded from the matters reserved for the Board:

- Any matter that would or is likely to result in North Yorkshire Sport Ltd operating outside the annual budget agreed by the Board.
- Any matter that would commit North Yorkshire Sport Ltd to expenditure in future years (i.e. beyond the current agreed annual budget).
- Changes to the North Yorkshire Sport Ltd Regulations.
- Any matter where the Senior Leadership Team has agreed that the Board should take the lead across the whole of the company's activities, including Health & Safety, Risk management, Office management and accommodation and Employee-related matters (including remuneration).

The following matters are reserved specifically for the Board:

Strategy and management

- Responsibility for the overall leadership of the organisation and setting the organisations values and standards.
- Approval of the company's strategic aims and objectives.
- Approval of the annual operating expenditure budgets and any material changes to them.
- Oversight of the company's operations ensuring:
 1. competent and prudent management;
 2. sound planning;
 3. maintenance of sound management and internal control systems;
 4. adequate accounting and other records; and
 5. compliance with statutory and regulatory obligations.
- Review of the organisations performance against its strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
- Extension of the organisations activities into new income or activity streams.

Structure

- Major changes to the organisations structure, including, but not limited to acquisitions, joint ventures.
- Changes to the organisations management and control structure.
- Any changes to the organisations legal status.

Financial reporting and controls

- Approval of pre-audited year-end accounts.
- Audit
 - Approval of the annual report and accounts, including the corporate governance statement and Trustees' remuneration report.
- Approval of any significant changes in accounting policies or practices.
- Approval of treasury policies
- Approval of material unbudgeted capital or operating expenditures (outside predetermined tolerances).

Internal controls

Ensuring maintenance of a sound system of internal control and risk management including:

- Receiving reports on, and reviewing the effectiveness of, the organisations risk and control processes to support its strategy and objectives;
- Approving procedures for the detection of fraud and the prevention of bribery;
- Reviewing the self-assurance audit report
- Undertaking an annual assessment of these processes; and
- Approving an appropriate statement for inclusion in the annual report.

Contracts

- Approval of major capital projects
- Contracts which are material strategically or by reason of size, entered into by the organisation in the ordinary course of business, for example bank borrowings and acquisitions or disposals of fixed assets (including intangible assets such as intellectual property)
- Major investments

Communication

- Ensuring a satisfactory dialogue with its partners based on the mutual understanding of the organisations objectives.
- Approval of resolutions and corresponding documentation to be put forward to members at the Annual General Meeting.

Board membership and other appointments

- Review and agree proposed changes to the structure, size and composition of the board, ahead of any Annual General Meeting resolutions.
- Ensuring adequate succession planning for the Board and senior leadership team so as to maintain an appropriate balance of skills and experience within the organisation and on the Board.
- Appointments to the Board, after full and careful consideration of the recommendations by the interviewing panel
- Membership and chairmanship of board committees following full and careful consideration of the recommendations from the Senior Leadership Team
- Appointment or removal of Trustees
- Appointment, reappointment or removal of the external auditor to be put to trustees for approval in general meeting, after full and careful consideration of the recommendation of the Audit, Risk & Governance committee.

Remuneration

- The policy governing all aspect of the remuneration of the Chief Executive after full and careful consideration of recommendations made to it by the Remuneration Committee.
- All matters relating to remuneration of employees of the organisation referred to it by the HR Sub Group
- Setting any annual salary increase for employees of the organisation after full and careful consideration of the recommendation of the HR Sub Group.

Delegation of authority

- The division of responsibilities between the Chair, the Chief Executive [and other Trustees,] should be clearly established, set out in writing and agreed by the Board.
- Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing).
- Establishing board committees and approving their terms of reference, and approving material changes thereto.
- Receiving reports from board committees / Su Groups on their activities

Corporate governance matters

- Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual Trustees, and the division of responsibilities.
- Determining the independence of Trustees in light of their character, judgment and relationships.
- Considering the balance of interests between Trustees, employees and the community.
- Review of the organisations overall corporate governance arrangements.

- Authorising conflicts of interest where permitted by the organisations articles of association.
- Ensuring that the organisation is compliant with UK Sport's Code for Sports Governance.

Policies

Approval of policies, including, but not limited to:

- Code of Conduct;
- Bribery prevention policy;
- Whistleblowing policy;
- Health and safety policy;
- Human resources policies;
- Communications policy

Other

- Approval of the appointment of the organisations principal professional advisers, including legal, accounting and tax advisers.
- Any decision likely to have a material impact on the organisation from any perspective, including, but not limited to, financial, operational, strategic or reputational.
- This schedule of matters reserved for board decisions.

Revised date: 12th January 2018

Adopted by Board: 25th January 2018

Board Review date: January 2019