



BOARD OF DIRECTORS – TERMS OF REFERENCE

These revised Terms of Reference are proposed for approval and adoption by the Board of Directors of the GBDFa in accordance with Clause 18.1 of the Articles of Association, which gives the Board the power to make, vary and revoke Rules and Regulations for the better administration of the Company, including but not limited to such Terms of Reference.

i. Authority

The Board of Directors of GBDFa draws its authority from the Memorandum and Articles of Association of the private company limited by guarantee, which authorise it to exercise on behalf of the members all the powers of the company which are not otherwise reserved to be determined by the membership in general meeting. The Articles of Association, and the requirements of Company Law, shall have precedence over these Terms of Reference in the event of any conflict between the two.

ii. Composition and membership

The Board shall comprise a maximum of eight voting Directors, and a minimum of four. Each of the organisations in full membership of the company shall be entitled to nominate a Director through whatever processes it sees fit, and to remove and replace such Directors also through whatever processes it sees fit, as long as the company is notified in writing of such change. Each full member is required to nominate an individual of high standing within their organisation to serve as a Director, and there shall be no alternate directors appointed by any member organisation.

In the event that the membership of the company is changed or increased, each member shall be entitled to nominate one Director as above. In this event, the maximum number of Directors shall be increased accordingly, and the minimum number shall be equivalent to the number of members.

Following the nomination of Directors by the full members of the company, the Board shall review the skills and experience available to it from within its membership. Having due regard to the overall and ideal balance of skills and experience required by the Board, the Directors may then appoint up to three additional, Independent Directors – this through such processes as the Directors themselves shall determine.

The eighth member of the Board shall be an Executive Director, who is the senior executive officer within the GBDFa. This officer will be a voting director of the company, and carry the same rights and responsibilities as the other Directors.

The period for which each Director holds office shall be the four years of a Paralympic cycle, and Directors shall not normally serve more than two continuous four-year terms – except where a Director becomes disqualified from holding office through circumstances which are described

within the Articles of Association, in which case such Director shall vacate his / her office forthwith.

Each Director consents to his/her personal information being retained by the GBDFFA for the purposes of the lawful, efficient and effective management of the Association's business. Such personal information will be managed in accordance with a Data Protection Policy which shall be updated from time to time, and a Privacy Policy which sets out the rights of Directors in respect of their data.

GBDFFA shall maintain a register of Directors which includes their personal details, together with a register of their business interests. The Board shall maintain a policy which sets out the processes through which a conflict of interests may be identified and managed.

Each Director shall be indemnified out of the assets of the company against all losses or liabilities which they may sustain or incur in or about the proper conduct of the duties of their office.

iii. The Chair

The position of Chair shall be appointed by and from the members of the Board. Board members may nominate themselves for the position of Chair, or be nominated by one or more of their colleagues: in the event that more than one nomination is made, an open ballot shall be staged in which each Board member shall have one vote, and the election shall be decided by a simple majority of votes cast.

The duties of the Chair shall include the following:

- Providing leadership to the Board
- Taking responsibility for the Board's composition and development
- Ensuring proper information for the Board
- Planning and conducting Board meetings effectively
- Getting all directors involved in the Board's work
- Ensuring the Board focuses on its key tasks
- Engaging the Board in assessing and improving its performance
- Overseeing the induction and development of Directors
- Contributing to the line-management of and supporting the executive staff deployed to deliver the GBDFFA programmes, as appropriate

iv. The Vice-Chair

The position of Vice-Chair may be appointed by and from the members of the Board. In the event that a Vice-Chair is appointed, Board members may nominate themselves for the position of Vice-Chair, or be nominated by one or more of their colleagues: in the event that more than one nomination is made, an open ballot shall be staged in which each Board member shall have one vote, and the election shall be decided by a simple majority of votes cast.

The duties of the Vice-Chair shall be primarily to support the Chair in his/her leadership of the Board, and to substitute for the Chair in the event of his/her absence.

v. Company Secretary

The Board may appoint a Company Secretary, on such terms as it may see fit, who shall have responsibility for fulfilling the reporting requirements of Companies House and such other obligations as may exist from time to time under company law. If appointed, the Company Secretary shall have further responsibility for compiling and circulating agendas and supporting papers for Board and members' meetings, and for ensuring that minutes of such meetings are made and circulated.

vi. Treasurer

The Board shall not normally appoint a Treasurer or Finance Director, but shall instead receive financial reports from the executive charged with managing its finances. However, professional qualifications and experience in finance shall be part of the required skill set of the Board and, in the event that this is not fulfilled by one of the Directors nominated by the members of the company, the Board shall ensure that one of the additional, Independent Directors fulfils this requirement.

vii. Observer status

Observer status shall be granted at GBDFFA Board meetings to any individual or organisation (including and especially representatives of associate members) who has a material interest in the business of GBDFFA, and whose attendance at meetings may assist in the conduct and communication of that business. Observer status shall be defined as follows:

- Attend Board meetings, but not vote
- Receive the same documentation as Directors in advance of the meeting
- Participate in the debate when invited to do so by the Chair, but not seek to influence the outcome
- Distribute documents with the permission of the Chair, and through the secretariat
- Comply with the rules of the meeting, and the expected behaviours of the Directors (including in respect of confidentiality)
- Be eligible for co-option to assist in the work of the company, but not be eligible to participate in sub-committees of the Board unless otherwise agreed

In addition to the observers, the Board may invite such other parties as it sees fit to attend Board meetings and to contribute to them – including and especially:

- Such personnel as are employed or deployed to deliver the disability football performance programme
- Representatives of The Football Association who have responsibility for managing the finances and other operational elements of the company
- Representatives of full member organisations whose nominated Directors are unable to attend the meeting

viii. Reporting relationships

The GBDFFA Directors who are nominated by the members of the company will have responsibility for ensuring that appropriate reportage is conducted in respect of the activities of the company to the members whom they represent. The GBDFFA Board may publicise its agendas and minutes

of Board meetings to such members, excepting those items which are agreed by the Board to be of a confidential or sensitive nature.

GBDFA will also provide reports to the British Paralympic Association as per the requirements of the BPA members' handbook.

ix. Responsibilities

In addition to observing and upholding the principles of good governance which are appended to these Terms of Reference, the principal responsibilities of the Board shall be:

1. To set the vision, mission and objectives for GBDFA, as the organisation's clear and driving rationale
2. To set the values and behaviours that are to be associated with all GBDFA's activities
3. To agree strategy and policy for disability football at Great Britain level, and to consider and approve the variation of it where appropriate
4. To agree and monitor the Service Level Agreement with The Football Association for the management and delivery of the performance programme for disability football at Great Britain level
5. To ensure that adequate resources, both human and financial, are in place to effect the delivery of that programme
6. To receive regular reports on the progress of that plan from the designated personnel of The Football Association, and to mark these against agreed performance indicators
7. To stage annual reviews of that plan, and to approve the annual operational plan for the forthcoming year
8. To monitor expenditure against budget, through the approval of annual and quarterly forecasts, and the consideration of regular financial reports/management accounts
9. To assess the risks associated with the delivery of that plan, and to ensure the prudent management of these. The Board will compile and monitor a risk policy and produce and maintain a risk register
10. To liaise with the British Paralympic Association regarding the selection and participation of Great Britain disability teams in the Paralympic Games, and to maintain appropriate policies in regard of the same
11. To safeguard the assets of the GBDFA, namely its brand, reputation and other associated intellectual property
12. To ensure that principles of good governance and management are applied to the business of the GBDFA, including in respect of:
 - a. These Terms of Reference, and/or the Memorandum and Articles of Association
 - b. Directors' recruitment, induction, engagement and training
 - c. Human resources recruitment, remuneration, management and appraisal
 - d. Internal and external audit requirements
 - e. The requirements of external funding agencies, where appropriate

13. To report on the above to external partners from time to time, as required

In addition, individual Board members may be charged with carrying responsibility for specific areas of the company's business, such as may be agreed from time to time and appropriate to their experience and expertise.

x. Meetings

- Meetings will take place as often as is required to conduct the business of the GBDFFA Board, but will normally be staged three times per annum.
- In any event, the Board shall meet no more frequently than bi-monthly. A majority of serving Directors shall be able to call a meeting at reasonable notice at any time if they believe there is cause to do so.
- An agenda and supporting information shall be circulated for receipt no later than five working days in advance of each meeting. The agenda shall be agreed between the Chair and the Company Secretary (or equivalent), and make clear the purpose of each item, e.g., for discussion, decision or information.
- The quorum without which Board meetings should not take place shall be set at the level of the majority, or 50 per cent of current Board members, whichever is the lower – for example, if there are ten directors in total, a quorum shall be five. A quorum shall also require no fewer than 50 per cent of the directors who are representative of the members of the Association
- In the absence of the Chair, the Vice-Chair shall assume the role of Chair. In the absence of both the Chair and the Vice-Chair, or if there is no Vice-Chair, the remaining Directors shall agree among themselves which of them should assume the role of Chair. This temporary arrangement shall pertain only for the duration of the meeting.
- Directors shall be entitled to access Board meetings remotely, for example, through telephone or video conferencing or Skype, and shall be considered to be in attendance if they are doing so.
- Decision-making within the Board shall be by a simple majority of votes cast by those in attendance – although the preferences of absent Directors shall also be taken into account where these have been expressed in advance of the meeting. Each Director shall have one vote, with the Chairman holding the casting vote in the event of a tied issue.
- Draft minutes shall be circulated within five working days following the meeting, to allow for scrutiny by fresh memories and for actions to be implemented. Any changes to these shall be debated and agreed by the full Board at its next meeting.
- The Board may, if all Directors agree, be considered to have staged a meeting if a resolution or resolutions are considered by each Director individually and separately and approved in writing by a majority.
- The Board shall stage an annual effectiveness review through which it considers its performance both jointly and severally over the course of the previous year, and addresses both the skills and competences and the training needs of its members.

xi. Sub-committees

- The Board shall form from within itself such sub-committees as it may require from time to time for the effective conduct of its business. Where such sub-committees are convened:
 - Their chairmanship and membership shall be determined by the Board, but need not be restricted to serving Directors
 - They shall have the powers and authority accorded to them by the Board, and shall conduct their business in the manner prescribed to them by the Board
 - They shall be bound to report to the Board in such manner as the Board shall determine
- The Board shall convene and maintain the following regular committees:
 - A Governance and Finance Committee, to ensure that the principles of good governance are observed and upheld, risks are adequately assessed and managed, and the Association and the Board are constantly subject to a programme of self-improvement:
 - This committee shall also act in lieu of Nominations and Audit Committees, and assume the brief normally held by these committees
 - A Marketing and Communications Committee, to address issues related to the public and media profile of the GBDFFA, and to ensure that positive communications are maintained regarding the Association's business
 - A Paralympic Selection Committee, to agree the athletes to be put forward for nomination to the British Paralympic Association for selection into the Great Britain team for the Paralympic Games

xii. Remuneration of directors

Directors who are representative of members of the association shall normally seek reimbursement for any expenses reasonably incurred in the conduct of their duties from the member organisation concerned, as part of that member's contribution to the operating costs of the Association.

Independent Directors shall be reimbursed for any expenses reasonably incurred in the conduct of their duties, as defined by these Terms of Reference, or in connection with the business of the company.

A Director may be appointed to fulfil an executive or remunerative role within the disability football performance programme – except that, in such event, the Board shall consider whether the best interests of the company shall be served by the replacement of such Director on the Board:

- In the event that the Board agrees that such Director shall be replaced, the Board shall make representation to the member organisation which nominated the Director and request that a replacement be provided
- In the event that the Board agrees that such Director shall not be replaced, the Director shall withdraw from any Board discussion which might reasonably be construed to represent a conflict of interests, including and especially in respect of his/her own

position. In this respect, the Board shall be in its sole discretion the arbiter of what constitutes a conflict of interest

APPENDIX 1: CODE OF CONDUCT FOR BOARD MEMBERS

Commitment to Board Behaviours

In carrying out his/her role as a Board Member of the GBDFFA, each individual makes a commitment to:

- comply with all his/her obligations as a Company Director as required by law, by the Company's Memorandum and Articles of Association, and by decisions approved in General Meetings of the Company;
- place on the agenda for meetings of the Board or Committees of the Board any matter relating to the Company's business that the Board Member considers should be discussed.
- challenge and contribute to the development of strategy constructively;
- be willing to take direction and advice from the Chair, whilst also feeling confident enough to challenge and listen to alternative views;
- bring to the meetings a strategic perspective, vision and the ability to work positively within a team;
- ensure that s/he understands the views of major funding partners and sponsors;
- ensure that s/he is consulted upon and receives adequate information in a timely fashion about the finances, proposed strategy plans and activities that would have a material effect on the Company;
- ensure that s/he has access to such key managers and professional advisors of the GBDFFA as may be required to enable the Board Member to perform his/her duties;
- obtain independent professional advice at the GBDFFA's expense if s/he consider that this is required in order to enable him/her to discharge his/her duties as a Director, provided that s/he first obtains the permission (not to be unreasonably withheld) of the Board;
- disclose immediately any personal interest in any activity of the GBDFFA and take no further part in any Board, Committee and/or Development Group discussion of the matter, in accordance with the GBDFFA Policy on Managing Conflicts of Interest;
- ensure that any concerns that cannot be resolved about the running of the GBDFFA or a proposed action are recorded in the Board minutes; on resignation provide a written statement to the Chair, for circulation to the Board, with regard to any such concerns.

Commitment to Board Activities

- attend all Board meetings called during the year, unless prevented by exceptional circumstances;
- attend the Annual General Meeting and such other General Meetings of the Company as may be necessary;
- act as a member of such Committees and/or Sub-committees of the Board as the Board shall decide;

- carry out, to the best of the individual’s abilities, any portfolio of responsibilities allocated by the Board to the Board Member in his/her position as a Company Director of the GBDFFA;
- undertake, as requested by the Board and to the extent of his/her agreed level of availability, specific tasks inside or outside the Company to further the presentation of the Company and its objectives; and
- notify the Board of outside appointments and interests, in compliance with the GBDFFA’s Policy on Declarations of Interests, and (for as long as s/he remains an GBDFFA Board Member) only accept such outside appointments as shall be agreed by the GBDFFA Board to be compatible with the GBDFFA’s demands on the Board Member’s time, and not detrimental to the interests of the Company.

Commitment to Developing Skills & Experience

- insist on, and participate in, a comprehensive, formal and tailored induction;
- ensure that s/he understands as fully as possible:
 - the business of the GBDFFA and its services;
 - the sport and territories in which the GBDFFA operates;
 - the roles of the staff members involved in managing and delivering the GBDFFA’s strategy;
 - the GBDFFA’s organisation, structure and methods of working; and
- seek continually to develop and refresh knowledge and skills to ensure any contribution to the Board remains informed and relevant.

General Duties of Company Directors

Board Members of the GBDFFA will have particular regard to the general duties of directors as set out in Part 10, Chapter 2 of the Companies Act 2006:

“A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -

- (a) the likely consequences of any decision in the long term,
- (b) the interests of the company’s employees,
- (c) the need to foster the company’s business relationships with suppliers, customers and others,
- (d) the impact of the company’s operations on the community and the environment,
- (e) the desirability of the company maintaining a reputation for high standards of business conduct, and
- (f) the need to act fairly as between members of the company.”

APPENDIX 2: The Seven Principles of Public Life ('Nolan Principles')

As a body in receipt of substantial public funds, Board Members of the GBDFFA will also be mindful of the Nolan Principles:

Selflessness

- Holders of public office should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.

Integrity

- Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.

Objectivity

- In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.

Accountability

- Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.

Openness

- Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.

Honesty

- Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interests.

Leadership

- Holders of public office should promote and support these principles by leadership and example.

APPENDIX 3: Seven Principles of Good Governance for the Sport and Recreation Sector

The GBDFFA Board will also have due regard to the following principles of good governance within the sport and recreation sector which have been agreed by the Sport & Recreation Alliance.

FIRST PRINCIPLE: Integrity

- As guardians of sport and recreation activity, the board should uphold the highest standards of integrity within the organisation and in the wider environment by embedding values and good practice and promoting high ethical standards.

SECOND PRINCIPLE: The Organisation's Vision and Mission

- The board is responsible for identifying and reviewing the values of the organisation and should strive to achieve its vision and mission by creating a strategic plan which is best suited to maintaining the long-term stability of the organisation.

THIRD PRINCIPLE: Leadership and Role of the Board

- Every organisation should have effective leaders and a board which has the right balance of skills and expertise needed for the long-term success of the organization and its growth.

FOURTH PRINCIPLE: Board Structure

- The board must ensure its composition is balanced, inclusive and skilled and reflects the diversity of the community it serves. Appropriate recruitment policies should be adopted to help ensure the right balance of individuals are elected to achieving their mission.

FIFTH PRINCIPLE: Controls and Compliance

- Directors must understand and comply with the legal and regulatory requirements and be aware of their fiduciary duties, financial and risk obligations as part of their role.

SIXTH PRINCIPLE: Accountability and Transparency

- As guardians of the sport, the board is accountable to its stakeholders. To ensure there is an open and transparent culture, boards should engage with the wider sector as often as possible.

SEVENTH PRINCIPLE: Engaging with the Sport and Recreation Landscape

- Directors represent their organisation outside of their boardrooms and therefore must engage and maintain strategic relationships with key stakeholders and other governing bodies.

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