**BOARD TERMS OF REFERENCE**

**Introduction**

Board takes its authority and its responsibilities from two sources:

* The Essential Trustee (CC3) which sets out the Board’s main responsibilities as follows:
	+ To ensure the charity is carrying out its purposes for the public benefit
	+ To comply with the charity’s governing document and the law
	+ To act in the charity’s best interests
	+ To manage the charity’s resources responsibly
	+ To use reasonable care and skill, making use of its collective skills and experience and taking appropriate advice when necessary
	+ To comply with statutory accounting and reporting requirements
* StreetGames’ Memorandum and Articles of Association (its constitution) which sets out who may become a trustee of StreetGames, how trustees are appointed, their powers and how meetings of the Board should be conducted.

**Membership**

The Board is composed of a maximum of 12 elected Trustees and a maximum of 6 other co-opted members. The chair and two vice-Chairs are comprised within the 12 elected Trustee Directors.

The Board meets four times per annum. The company AGM is held once a year.

The board has four sub-committees, the Finance Committee, Fundraising Committee, Audit Committee and the Remuneration Committee. Additionally, the Chairs of the sub-committees meet with the Chair informally, usually 4 times year. There are also non-constituted Advisory Boards with an informal link to the board.

Each Trustee shall serve a fixed term of four years in office. Upon completion of this four year period, each Trustee shall be eligible to be elected by the Trustees to serve one further four year term. If a Trustee has served two consecutive four year terms of office, such Trustee must then stand down for at least four years before becoming eligible to serve again.

**Objectives**

To provide direction and stewardship for StreetGames for the benefit of current and future users, by:

1. Setting the vision, mission and values for the Charity
2. Developing strategy to achieve the charity’s objects, and monitoring and communicating performance.
3. Ensuring that the charity seeks the views of stakeholders and that these views are considered in developing strategy and delivering services.
4. Acting as the guardians of the charity’s assets, both tangible and intangible, taking all due care over their security, deployment and proper application.
5. Ensuring that StreetGames complies with all constitutional, legal and regulatory requirements.
6. Ensuring that the charity’s governance is of the highest possible standard.

**Terms of Reference**

1. **Strategic Direction**

Ensure that StreetGames has a clear vision, mission and strategic direction and is focused on achieving these. To work in partnership with the Chief Executive and other senior staff to ensure that:

1. StreetGames has a clear vision, mission, set of values and strategy, and that there is a common understanding of these by trustees, staff and volunteers.
2. Operational plans and budgets and the fundraising strategy support the vision, mission and strategy.
3. The views of stakeholders are regularly sought and considered, and that efforts are made to identify possible future stakeholders.
4. There is regular review of the external environment for changes that might affect StreetGames (environmental, political, financial, competitive, partnerships, alliances).
5. There is regular review of the need for StreetGames and for the services it provides or could provide, and regular review of strategic plans and priorities.
6. **Performance management**

Be responsible for the performance of StreetGames, for its impact upon stakeholders and for its corporate behaviour:

1. To ensure that StreetGames measures its impact and progress towards its strategic objectives and to regularly consider reports on the charity’s performance.
2. To ensure that there are policies to direct key areas of the charity’s business.
3. To ensure that there are quality and service standards for major areas of delivery and that these are met.
4. To ensure that StreetGames’ values are understood and put into practice, by trustees, staff and volunteers.
5. To ensure that there are processes for trustees, staff and volunteers to report activity which might compromise the effectiveness of StreetGames.
6. To recruit the Chief Executive and to hold him or her to account for the management and administration of the charity.
7. To support the Chief Executive in managing the charity and in meeting his/her annual and longer term objectives.
8. To ensure that StreetGames has effective employment policies and processes in place, to recruit, train and develop staff and volunteers.
9. **Compliance**

Ensure that StreetGames complies with all legal and regulatory requirements:

1. To ensure, with professional advice as appropriate, that StreetGames complies with all constitutional, legal, regulatory and statutory requirements.
2. To understand and comply with the constitution and rules that govern StreetGames, and to review the constitution regularly (at least every three years) to ensure it is fit for purpose.
3. **Prudent management of assets**

To be stewards of StreetGames’ assets, both tangible and intangible, taking care over their security, and how they are used:

1. To ensure that StreetGames’ financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded.
2. To act reasonably and prudently in all matters relating to StreetGames and always in the interests of the charity.
3. To ensure that trustees take professional advice when needed, and record the advice received.
4. To ensure that there is an effective fundraising strategy in place.
5. To be accountable for the solvency of the charity.
6. To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, StreetGames’ brand, good name and reputation are recognized, used and safeguarded.
7. To ensure that the major risks to StreetGames are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks.
8. Maintain proper fiscal oversight of StreetGames. The Board shall receive regular reports and may, at its discretion delegate the detailed work to the Finance Committee and to the Chair of that Committee.
9. **Good governance**

Ensure that StreetGames’ governance is of the highest possible standard:

1. To ensure that StreetGames has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and its charitable objects, and reflects the diversity of is its users.
2. To ensure that Board decisions are recorded in writing by means of minutes.
3. To ensure that the Board’s delegated authority is recorded by terms of reference for board committees, job descriptions for honorary officers, trustees and key staff, and that reporting procedures back to the Board are recorded in writing and complied with.
4. To ensure that the responsibilities delegated to the Chief Executive are clearly expressed and understood.
5. To ensure the Board regularly reviews StreetGames’ governance structure and its own performance, to an agreed programme. Overall Board performance should be externally evaluated, in line with the expectations set out in ‘A Code for Sports Governance’ on a regular basis. The evaluation will also provide an opportunity for Board development.
6. To ensure that major decisions and policies are made by the trustees acting collectively.
7. In consultation with the Chief Executive, to ensure that the Board has on it the skills it requires to govern StreetGames well, and that the Board has access to, and considers, relevant external professional advice and expertise.
8. To ensure that there is a systematic, open and fair procedure for recruitment of trustees and of the Chief Executive.
9. To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective).
10. To ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct.
11. To review its terms of reference every three years or more frequently in the light of experience or changes in governance practice.

**Board Performance**

Performance of Trustees will be subject to an annual appraisal by the Chair of the board.

The Chair’s appraisal is coordinated by the Senior Independent Director who consults all trustees.

**Standing Orders**

At least five clear days’ notice shall be given prior to each meeting.

Documents and reports to be considered at the meeting shall normally be circulated with the agenda.

The Chief Executive, Deputy Chief Executive, Finance Director and Fundraising Director will normally be in attendance at all meetings. The Board may request other staff or external advisors to attend from time to time as required.

If any Trustee has any pecuniary, family or other personal interest, direct or indirect, in any matter and is present at the meeting at which the proposed matter is the subject of consideration, then the Trustee, as soon as practicable, shall disclose that fact and shall not take part in the consideration or discussion of or vote on any question with respect to the matter. The Trustee, if requested by the Chair, shall withdraw from the meeting.

**Appendix 1 - StreetGames Matters Reserved for the Board**

Except in the case of emergency, as set out below, the following matters are to be reserved to the decision of the full Board. No binding decision or commitment on these matters shall be made by any individual trustee, committee, subsidiary company or management without the decision or commitment having been approved in principle by the Board.

**Corporate governance matters**

* Composition of the Board, selection and appointment of the Chair and trustees. These are to be approved by an AGM or EGM;
* Undertaking an annual formal and rigorous review of its own performance, that of its committees and individual trustees;
* Appointment or removal of the Chief Executive and the Company Secretary;
* Ensuring adequate succession planning for the board and senior management;
* Establishing sub committees of the board, approving their terms of reference and their composition;
* Considering the balance of interests between members, employees, stakeholders and the community
* Agreeing the management of trustee conflicts of interest;
* Review of the organisation’s overall governance arrangements;
* Ratify any urgent decisions that fall into the sphere of reserved matters taken by the Chair and Chief Executive and included in the standing agenda item, ‘Chair’s Action’;
* Ratify/reject instances of failure to comply with the schedule of matters reserved for the Board;
* Receive reports on the views of stakeholders; and
* Receive reports from sub committees and consider, approve/reject proposals.

**Strategy and management**

* Responsibility for the overall direction of the charity;
* Approval of the charity’s long-term objectives and strategy;
* Approval of the annual budget and any material changes to it;
* Oversight and scrutiny of the charity’s operations ensuring competent and prudent management~~,~~ an adequate system of internal controls, adequate accounting and other records, compliance with statutory and regulatory obligations;
* Review of performance considering the organisation’s strategy, objectives/performance measures and budgets and ensuring that any necessary corrective action is taken;
* Any acquisition or disposal of any company, business or of the assets/ liabilities of a company or business;
* Any decision to cease to operate all or any material part of the organisation’s business.
* Approval of a reserves policy and target level which reflects the charity’s strategic planning, budgeting and risk management processes

**Structure and capital**

• Major changes to the charity’s corporate structure;

• Changes to the charity’s management and control structure; and

• Any changes to the company’s status as a company limited by guarantee.

**Financial reporting and controls**

* Approval of the annual directors’/trustees’ report and financial statements and their presentation to the AGM;
* Approval of any significant changes in accounting policies or practices;
* Acquisition or disposal of any fixed asset (or collection of fixed assets) having a capital value more than £20,000.
* Any borrowing of money otherwise than within previously approved facilities and limits, any alteration to the terms of existing borrowings or the giving of security for borrowings;
* The lending of money and equipment, provision of credit facilities or any other acceptance of credit risk for a party or the giving of any guarantee or security for the obligations of any party;
* Appointment, re-appointment or removal of the external auditor, tax or accounting advisers, financial advisers, legal advisers or other professional advisers; and
* Establishing or changing authority levels of directors or other management.
* StreetGames UK staff have a delegated authority limit of up to £60,000 for internet banking which must be approved by two from the authorised staff signatories. Any individual payments over £60,000 must have additional written approval from the Chair of the Board. This can take the form of an email.

**Internal controls**

• Ensuring maintenance of a sound system of internal control and risk management including establishing the charity’s appetite for risk, receiving reports on and reviewing the effectiveness of the charity’s annual assessment of these processes and approving an appropriate statement for inclusion in the annual directors’/trustees’ report.

**Contracts**

* All major capital projects;
* All revenue contracts with a value over £60,000 must be signed by the Chair of the Board. In the absence of the Chair he/she may delegate this responsibility to either a Vice-Chair or the Chief Executive Officer.
* Contracts which are material, strategically or because of size and entered into in the ordinary course of business (for example, bank borrowings and material acquisitions or disposals of fixed assets); and
* Contracts not in the ordinary course of business (for example, material loans, major acquisitions or disposals)

**Communication**

• Approval of all resolutions and corresponding documentation to be put to members at a general meeting;

**Remuneration**

• Determining the remuneration policy for the organisation as a whole and the remuneration package of the Chief Executive.

**Delegation of authority**

• The division of responsibilities between the Chair, the Chief Executive and other directors; and

• Approval of terms of reference for sub-committees.

**Policies**

• Establish/review/amend/approve key organisational policies.

**Other**

* Prosecution, defence or settlement of litigation material to the interests of the company;
* This schedule of matters reserved for board decisions; and
* Anything which may attract unusual publicity (favourable or otherwise) or otherwise affect the Company’s public image.

**Matters of Urgency**

Where a decision is required before the next Board meeting on any matter which is otherwise specifically reserved to the full Board under the above schedule, the matter shall be referred to the Chair or, if the Chair is not available, a Vice-Chair or senior non-executive director. The Chair shall, where applicable, consult the Chief Executive and a Vice-Chair or senior non-executive director and shall decide whether the urgency of the matter genuinely justifies a decision before the next regular meeting of the Board and if so:

* Shall, if the urgency of the matter permits and the importance of the matter appears to him/her to justify doing so, either convene a special meeting of the Board, or circulate a written resolution of the Board for signature/written approval (if via electronic mail) by all directors together with the information necessary to enable all directors to form a considered judgement on the matter and on whether an urgent decision is justified.
* May decide the matter as an urgent issue when the urgency of the matter so requires or if the importance of the matter appears to him/her not to justify a special meeting or consulting the full Board (having particular regard to whether he believes that any directors might oppose or would wish to express their views on the decision, having consulted such trustees as he/she thinks fit), and provided that the matter concerned does not, under the Articles of Association or any other legal or formal requirement other than this resolution, require a resolution of the Board.

A matter to be decided as an urgent issue may be approved if so agreed (whether formally or informally) by the Chair (or in his/her absence a Vice-Chair or senior non-executive director) and the Chief Executive (or in his/her absence a senior non-executive director) and any one other director acting unanimously, without the need for a meeting or any other formality other than a written record of the decision and of the trustees approving it. In so acting those trustees shall be a committee of the Board authorised to exercise any of the powers, authorities and discretion of the Board to the extent required by the urgency of the matter as determined by the Chair. The Chair and the Committee shall report to the Board at its next meeting on the decision, the reasons for it and the reasons for taking the decision without consulting the Board.

Where a matter is not reserved to the full Board under the above schedule, and is not actually considered by the Board or a committee of the Board, it may be decided as follows:

• If it involves a transaction having a capital value of £20,000 or more it shall not be decided upon without the written approval of two trustees.

• If it does not fall within the above paragraph it may be decided upon by the Chair or the Chief Executive, or by other trustees or management within the authority limits and rules laid down by the Board.