



British Olympic Foundation

Governance Policy

By signing a copy of this document on their appointment, the Trustees of the Charity indicate that they recognise their responsibilities towards the Charity and agree that this policy records what they perceive to be best practice in its operation.

The principles set out in this policy are complementary to those set out in the Charity's Memorandum and Articles of Association (referred to here as the Charity's 'governing document'). The policy and its schedules will be reviewed regularly (see paragraph 12 below) and amendments made as necessary to ensure it complies with law and good practice, as well as enabling the Charity's work to be carried out effectively and efficiently.

Trustees' Overall Role

1. Trustees carry the responsibility for the overall governance and strategic leadership of the Charity and must act at all times in the interests of the Charity and its beneficiaries. In particular, it is the Trustees' role to:
 - 1.1 ensure that they apply the Charity's assets to further its charitable Objects set out within the governing document;
 - 1.2 maintain appropriate ethical standards for the Charity; and
 - 1.3 oversee the management of the budget, and the performance of the Chief Executive; protect the image and brand; and set the long-term strategy and direction of the Charity.

Trustee Meetings and Administration

2. No Trustee will hold office for more than a maximum of nine continuous years'. Any trustees must then spend at least four continuous years' off the board before being eligible for appointment again. Any period of time off the board of less than four continuous years' will count as service on the board for the purposes of calculating the maximum of nine continuous years' service.
3. The British Olympic Association (BOA) has the right to nominate one Trustee to the Board. The BOA Trustee cannot hold the office of Chair or Vice Chair.
4. The number of Trustees is limited to a minimum of three and a maximum of nine.

5. At least 25% of the Board of Trustees shall be independent non-executive directors. An independent non-executive director is defined as an individual who is independent of management. They should not have a material business relationship with the Charity. They should not receive any remuneration from the Charity other than agreed expenses. They should not have close family ties with advisers, directors or senior employees, should not have significant links with other directors, and should not represent a significant shareholder.
6. The Chair of the British Olympic Association is not eligible to be the Chair.
7. The Chair will chair meetings of the Trustees and is responsible for the leadership of the Board. In the event of a vote being tied the Chair will have a casting vote.
8. Trustee positions will be open and advertised to attract a diverse pool of candidates. Guidelines are set out in Schedule 2.

Delegation to staff and committees

9. As each Trustee is jointly and severally liable, it is important that decisions are taken by the Board as a whole, meeting together in order that they may hear arguments either in favour or against a decision before casting a vote on a proposal.
10. However, it is not possible, nor desirable, for the Trustees to have 'hands-on' involvement in every area of the Charity's activities. As an effective Board, the Trustees must therefore delegate day-to-day management responsibility to the Charity's CEO and employees, except for those matters that are the sole preserve of the Trustees.
11. The Trustees have the power under paragraphs 4.28 and 4.29 of the Charity's Articles to employ or otherwise contract for the services of agents, staff or advisers (upon such terms and conditions as may be thought fit) and to delegate functions to committees, officers and / or employees and other staff of the Charity.
12. The Trustees will delegate the day-to-day management of the Charity, and reserve functions to the Board, on the terms set out in Schedule 1. This is in order that any committees, officers and / or employees of the Charity know their responsibilities and which matters are reserved for the Board.

All acts to be in furtherance of the Charity's objects

13. The Trustees must ensure that the Charity's activities are in furtherance of its Objects:

“3. Objects

The objects of the Charity (the ‘Objects’) are:

- 3.1 the promotion and advancement of public education in sport (which encompasses all aspects of sporting activity and other forms of physical education and recreation) throughout the world including but not limited to:
 - (a) the history and development of sport;*
 - (b) the history, development and structure of local, national and international sporting authorities;*
 - (c) the history and development of sports medicine;*
 - (d) the social, political and economic effects of sport;**
- 3.2 the promotion of health of the public (especially young people), in particular by the provision (and assistance in the provision) of facilities sports coaching and nutritional and other lifestyle advice;*
- 3.3 the promotion of the study of and research into the causes, treatment, avoidance and prevention of any injury, ailment, complaint or disability which arises or may arise from participation in training for any sport, sporting activity or other form of physical education or recreation anywhere in the world and the provision of relief and/or treatment for anyone suffering from such injury, ailment, complaint or disability;*
- 3.4 the promotion of community participation in healthy recreation by providing facilities and opportunities for playing sport, physical recreation or other similar leisure time occupation in particular for those who have a need of such by reason of youth, age, infirmity or disability, poverty or social and economic circumstances;*
- 3.5 the relief of people with physical sensory or mental disabilities by encouraging and facilitating their participation in sporting activities and assisting in the provision of training, facilities and equipment for this purpose; and*
- 3.6 such other exclusively charitable purposes as the Trustees of the Charity may in their absolute discretion determine;*

and in furthering the Objects the Trustees shall observe the principles of Olympism so far as these are not inconsistent with their duties as charity trustees.”

14. The Trustees must ensure that the decisions taken in the running of the Charity, both in relation to reserved and delegated functions, are made intra vires. For this purpose, the powers of the Charity contained in the governing document are set out in Schedule 4.

Annual Review

15. The Trustees shall annually review the Charity's activities as a whole, to ensure that it is fulfilling its charitable purposes effectively and to consider alternative, improved ways of operating.
16. The annual review will use the terms of this governance policy alongside the Charity's governing document as a point of reference.
17. The annual review should assess the following areas:
 - 17.1 Trustees
 - 17.2 Performance
 - 17.3 Mission / Strategy
 - 17.4 Risk (particular areas to consider in the assessment of risk are listed at Schedule 3) and risk management.
 - 17.5 Budget
18. The Trustees shall annually sign a declaration that they have carried out a review in accordance with this policy and keep this declaration with the Charity's official records. A sample declaration is enclosed at Schedule 5.

Internal Financial Controls

19. The Trustees must ensure that the Charity's assets are properly used, its funds are spent effectively and its financial affairs are well managed. Internal financial controls have been put in place to reduce the risk of losses through theft and fraud, bad decisions, human error, management override of controls and unforeseeable circumstances. The Charity's internal financial controls are set out in Schedule 6.
20. The Trustees understand that, under the Finance Act 2010, they must meet the criteria of the 'fit and proper person' test, as individuals who manage the Charity's finances. Each Trustee must read HMRC's basic guidance and sign a separate declaration to this effect prior to taking up their Trusteeship.

Risk Management

- 21. The Trustees must include in their Annual Report a risk management statement confirming that the major risks to which the Charity is exposed, as identified by the Trustees, have been reviewed and that systems have been established to mitigate those risks.

- 22. The Trustees adopt the risk management procedure in the form attached at Schedule 7 and will maintain a risk register in the form attached at Schedule 8.

Signed:

Name:

Date: