



British Olympic Foundation

Schedule 1 - General Terms of Reference for Delegation to Committees and Staff

The Board's Role and Responsibilities

The role and responsibilities of the Board are determined by law and by the Charity's Memorandum and Articles of Association. Further details are set out in the Governance Policy.

There must be at least two Board meetings a year. The quorum is two of the Trustees and the Chair, at the time of writing, is Neil Townshend who is in office for a four-year period from November 2017 or until he resigns by written notice to the Trustees, whichever is earlier. He is then eligible to stand for a further four-year term. Any subsequent Chair shall be elected by Trustees for a four-year term and may be re-elected for a further four year term. The role of Chair is responsible for the leadership of the Board. Decisions are decided by simple majority vote, in the event of a vote being tied the Chair will have a casting vote.

Under normal circumstances all business should be included in the agenda sent with the notice of meeting and no decisions should be taken on matters not included in that agenda. Special procedures apply in the rare case of genuine emergencies.

Committees

The Board may appoint such committees as it considers appropriate. The Terms of Reference and composition of committees are to be determined by the Board and may be varied by it from time to time.

The role of a committee is to undertake detailed work on behalf of the Board, within the Terms of Reference of the committee, either as general work within its remit or as special work commissioned from it by the Board. All major decisions on policy, strategy and expenditure must be referred to the Board, as must any matter where the decision required is the legal responsibility of the Board. A committee may not authorise expenditure unless expressly authorised to do so by the Board and must observe any budget set for it and follow the financial controls and accounting procedures and requirements set by the Board for the charity in general and for committees specifically. A committee must not enter into any legal commitments or incur any financial or other liabilities on behalf of the charity (but may spend within any budget sum allocated to it).

List of Committees

At the time of writing this document the Charity has no committees.

Composition of Committees

Committees shall be composed of at least three people. At least one member of each committee needs to be a current trustee, unless the committee is being established as an 'advisory committee' (see article 10.5 of the Charity's governing document). The terms of reference of a committee may contain additional details as to its composition.

Committee Chair

The Board shall agree the Chair and the terms of reference for each of its sub-committees.

Proceedings of Committees and Reporting

The quorum for meetings of committees is two members. The Chair of the committee shall chair its meetings and shall arrange an alternative Chair, from amongst the committee members, if he/she cannot attend any meeting. Voting shall be by simple majority in the event of an equal vote the Chair shall have a second or casting vote.

Committees shall meet at such intervals, times and places as they may decide.

Committees shall endeavour to meet at least 7 days ahead of any forthcoming Board meeting and the Chair shall provide appropriate information to the Charity's CEO in time for circulation with the relevant Board meeting notice and agenda, including details of any decisions each committee proposes should be considered by the Board and a report of the proceedings at the most recent committee meeting.

All proceedings of committees shall be recorded in writing and copies of the records shall be provided promptly to the Trustees.

Delegation of day to day management to staff

This section highlights key lines of communication and control between the Trustees and members of staff management (the Staff). There is a clear division of responsibility between the Trustees and the Staff, who are responsible for running the Charity's operations. The Staff maintain accountability as follows:

- (a) The Chief Executive is responsible for reporting all relevant issues regarding the Charity to the Trustees.

- (b) Attendance by the Chief Executive and other Staff at Board meetings enables them to report to the Trustees.

It is then the responsibility of the Chief Executive to implement the decisions of the Trustees and report back.

A detailed description of the roles of all Staff and the authority delegated to them is set out below.

Chief Executive (voluntary)

- to lead, in conjunction with the Board, the development of the Charity's strategy;
- to lead and oversee the implementation of the Charity's long and short-term plans in accordance with its strategy;
- to ensure the Charity is appropriately organised and staffed and to have the authority to hire and terminate staff as necessary to enable it to achieve the approved strategy
- to ensure that expenditures of the Charity are within the authorised annual budget of the Charity
- to assess the principal risks of the Charity and to ensure that these risks are being monitored and managed
- to ensure effective internal controls and management information systems are in place
- to ensure that the Charity has appropriate systems to enable it to conduct its activities both lawfully and ethically
- to act as a liaison between staff and the Board

Company Secretary

- Maintaining the company's statutory books, including:
 - a register of present and past directors and secretaries
 - a register of any charges on the Charity's assets
 - minutes of general meetings and board meetings
- Filing annual returns at Companies House
- Filing annual returns at the Charity Commission
- Informing Companies House and the Charity Commission of any significant changes in the Charity's structure or management, for example the appointment or resignation of directors
- Establishing and maintaining the Charity's registered office as the address for any formal communications
- Ensuring the security of the Charity's legal documents, including for example, the certificate of incorporation and memorandum and articles of association
- Deciding on the Charity's policy for the filing and retention of documents
- Advising Trustees on their duties
- Ensuring the Charity's insurance policy is updated and renewed

- Compliance with data protection and health and safety requirements

Project Manager

- Responsible for any projects delivered by the Charity
- Get Set: manage all aspects of the education programme;
 1. Day-to-day relationship with the Foundation’s education agency EdComs.
 2. Key contact for funding and strategic partners and internal commercial & communications teams.
 3. Create and manage athlete appearances programme.
 4. Olympic Day Run for Get Set; manage youth/education element of Olympic Day in the UK. Coordinate with International Olympic Committee & EdComs
- Manage relationship with The National Archives with regard to the London 2012 archives
- Manage relationship with University of East London with regard to the British Olympic archive and various memorabilia

Matters reserved to the Board

Trustees remain responsible for the governance of the charity, although executive management is delegated to the CEO and Staff under the terms of reference set out above. The following is a non-exhaustive list of those matters that the Board of Trustees cannot, or do not intend to, delegate.

Regulations and control

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| 1. | Responsible for providing information, as requested, to the Charity Commission and Companies House where appropriate, and to advise if charity ceases to exist. | 1. | Charities Act 1993 ¹ s3B(1), s3B(3) |
| 2. | Approval of recommendations to change/amend the charity’s governing document, subject to the approval of the Charity Commission. | 2. | Charities Act 1995 s3B(3), s74C(2), s74C(4), s74D(2), s74D(4), Code of Good Governance |
| 3. | Ratify any urgent decisions taken by the Chair and Chief Executive. | | |
| 4. | Approve a scheme of delegation of powers from the | 4. | Charities Act 1993 s82(1), Trustee |

¹ As amended by the Charities Act 2006.

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| | Board to committees and their Terms of Reference. | | Act 2000 s11(1), s11(3), Code of Good Governance |
| 5. | Require and receive the declaration of Trustee interests that may conflict with those of the Charity and determining the manner in which such conflicts will be managed. | | |
| 6. | Require and receive the declaration of interests of staff members that may conflict with those of the Charity. | | |
| 7. | Approve arrangements for dealing with complaints. | | |
| 8. | Adopt/review/amend the organisational, management and control structures, processes and procedures required to further the aims of the Charity's Objects. | 8. | Charities Act 1993 s50(1), s61(2), Code of Good Governance |
| 9. | Receive reports from committees, and agree/ reject any recommendations presented to the board. | | |
| 10. | Establish/review/amend terms of reference and reporting arrangements of all committees of the board, and any ad hoc committees. | 10. | Code of Good Governance |

Appointments/remuneration/discipline

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| 1. | Nominate and elect a Trustee to serve in the positions of Chair and Vice-Chair in accordance with the Governing Policy | 1. | Code of Good Governance |
| 2. | Nominate and elect Trustees to the Board as per the Governing Policy | 2. | Code of Good Governance |
| 3. | Appoint and dismiss committees and individual members of committees that are accountable to the Board. | 3. | Code of Good Governance |
| 4. | Put in place effective procedures for the succession planning of the Board. | 4. | Code of Good Governance |
| 5. | Appoint, appraise and dismiss the Chief Executive officer, where applicable. | 5. | Code of Good Governance |
| 6. | Agree procedures for the effective evaluation of the | 6. | Charities Act 1993 s73A(4), |

Board and individual Trustees, and committees.

s73B(1), s73B(2), Trustee Act 2000
s1(1)

7. To consider and decide on any proposal to remunerate a Trustee, subject to the restrictions of the Charity's governing document and the requirements of the Charities Acts.

Strategic and budgetary matters

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| 1. | Responsible for the overall governance of the Charity, ensuring compliance with the Charity's Objects and relevant legislation. | 1. | Charities Act 1993 s14B(4), Code of Good Governance |
| 2. | Define and agree the strategic aims and objectives of the Charity. | 2. | Code of Good Governance |
| 3. | Approve/amend proposals for the delivery/cessation of delivery of programmes to further the charitable Objects or changes to the Charity's activities. | 3. | Code of Good Governance |
| 4. | Ensuring that trading and other activities do not compromise charitable status. | | |
| 5. | Approve/amend the Charity's policies and procedures for internal control and the management of risk and protection of the Charity's property (including insurance). | 5. | Code of Good Governance |
| 6. | Approve/amend proposals for capital investment/ expenditure, including the spending of capital from an endowment fund. | 6. | Charities Act 1993 s73B(2), s75(3), s75(4), s75A(3), s75A(4), s75B(2), s75B(3), Trustee Act 2000 s4(1), s5(1), s5(2), s11(3) |
| 7. | Approve/amend budgets. | 7. | Code of Good Governance |
| 8. | Approve/reject proposals for the acquisition/ disposal of land/buildings, or change in its use, following the receipt and consideration of professional guidance. | 8. | Charities Act 1993 s36(3), s36(5), Code of Good Governance |
| 9. | Approve fundraising and income generation programmes, including funding applications, service | 9. | Charities Act 1993 s55(3), Code of |

	delivery contracts and transfer of public collection certificates from one trustee to another.		Good Governance
10.	Agree and review investment strategy, in line with relevant policies.	10.	Trustee Act 2000 s4(1), s5(1), s5(2), s11(3), s15(3), Code of Good Governance
11.	Decide on the number, purpose and mandates of bank accounts and other deposit media.	11.	Code of Good Governance
12.	Authorise delegated powers and limitations to the members of staff, where appropriate.		
13.	Decisions relating to court proceedings against or on behalf of the Charity.		
14.	Approval and appointment of the Charity's professional advisers and consultants and to determine their remuneration.	14.	Code of Good Governance
15.	Approval of purchasing Trustee Indemnity Insurance from Charity funds.	15.	Charities Act 199313 s73B(1), s73B(4), s73F(5), Trustee Act 2000 s1(1)
16.	Approve the transfer of Charity property to another charity with substantially similar objects.	16.	Charities Act 199314 s74(2), s74(4), s74(6)
17.	Agree changes to the management of its funds.		

Policies

Establish/review/amend/approve key organisational policies including	Trustee Act 2000 s15(3), Code of Good Governance
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Audit arrangements²

1. Approve the remuneration of external auditors, their reappointment or removal.	1. Companies Act 2006 s485, governing document.
2. Receive and note the annual management letter from the external auditor and agree the proposed course of	

² Often undertaken by an Audit or Finance Committee (although not relevant in the Charity's case)

action.

Reporting arrangements

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| 1. | Receive/present/approve the charity's annual report and accounts. | 1. | Charities Act 1993 s45(1), Companies Act 2006 s414, s415, s433, s444(6), s445(5), s450, Code of Good Governance |
| 2. | File the annual report, accounts with the Charity Commission. | 2. | Code of Good Governance |
| 3. | File the annual report and accounts with Companies House | | |
| 4. | Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices. | 4. | Charities Act 1993 s41(1), s41(3), s42(4), Companies Act 2006 s386, Code of Good Governance |
| 5. | Hold an annual general meeting for members. | 5. | Governing document, Code of Good Governance |

Monitoring

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| 1. | Receive and review such reports as the Board requires from the committees, officers and / or staff relating to the use of such delegated powers, the activities of the organisation in furtherance with the charitable Objects, financial performance of the Charity against agreed budgets and strategy, and meeting the Charity's goals as agreed in the strategic and business plans. | 1. | Code of Good Governance |
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