

## **Active Cumbria Advisory Board – Terms of Reference**

### **1. Name**

The name of the body is the Active Cumbria Advisory Board, hereafter referred to as 'the Board'.

### **2. Office Address**

The office address of Active Cumbria is Cumberland Council, Cumbria House, 107-117 Botchergate, Carlisle, Cumbria, CA1 2RZ.

### **3. Goals of Active Cumbria**

Active Cumbria's purpose is defined as being: -

**'improving lives through physical activity'**

The vision as identified in the current 5-Year Plan covering the period 2021-2026: -

**'everyone in Cumbria is enjoying an active lifestyle'**

Which is underpinned by the following four high level outcomes: -

#### **For Communities:**

- Outcome 1 - Increased levels of physical activity has reduced health and wellbeing inequalities across Cumbria
- Outcome 2 - Increased levels of physical activity has contributed to a reduction in the carbon footprint across Cumbria
- Outcome 3 - Physical activity is recognised as a priority in improving people's lives

#### **For Active Cumbria:**

- Outcome 4 – Active Cumbria is a sustainable, high performing organisation, which is valued by customers and partners.

### **4. Relationship with Cumberland Council**

Active Cumbria is hosted within Cumberland Council, as such, the core team members are bound by all relevant Cumberland Council policies and procedures. Line management support for Senior Manager posts is provided at the appropriate level.

The relationship between Cumberland Council and the Active Cumbria Advisory Board is detailed in the 'Host Authority Roles & Responsibilities (including Agency Agreement)' document, which is contained within Active Cumbria's Constitution documents.

### **5. Function of the Board**

The over-riding functions of the Board of Active Cumbria are to: -

- Ensure clarity of vision, values and strategic direction for Active Cumbria activities;
- Provide oversight, input and challenge;
- Actively promote and further the work of Active Cumbria.

### **6. Accountabilities of the Board**

- Agreeing the strategic direction of Active Cumbria, ensuring appropriate scrutiny of proposed changes in direction or new areas of work is in place;
- Monitoring the achievement of key targets and outcomes as articulated in the Strategic Framework and Annual Service Plan, providing support and challenge as appropriate;
- Supporting the continuous improvement of Active Cumbria through 'championing' a range of work-strands including but not limited to: -
  - Governance
  - Finance
  - Marketing & Communications
  - Safeguarding
  - Welfare & Safety
  - Equality, Diversity & Inclusion
  - Risk Management
- Provide influence, and advocacy for the work of Active Cumbria on a local, regional and national footprint, drawing on individual member's expertise and networks to further the aims of the organisation.

Whilst the Board will take the strategic lead on the above, the day to day management of Active Cumbria is not a Board function and is carried out by the staff employed by Cumberland Council (the host authority) for this purpose.

The Board acknowledges that the Active Cumbria staff has responsibility for carrying out the management and operational functions necessary to achieve the strategic outcomes, together with the necessary authority to make decisions in a range of areas, in accordance with host authority governance arrangements.

## **7. Membership of the Board**

- The Board will consist of 8-12 members. The Board will determine the exact number of members at any one time, ensuring that this remains within the minimum and maximum numbers stated;
- Independent members will be openly recruited, in line with host authority procedures, with appointments made based on the skills and expertise required by the Board;
- A small task and finish group consisting of a maximum of 4 Board members shall be appointed by the Board to oversee the recruitment and selection process. The task and finish group shall make recommendations to the Board for the formal appointment of new Board members;
- A minimum of 50% of Board members will be independent non-executive members;
- The Board will seek to recruit members from a diverse range of backgrounds, and individual members will publicly demonstrate behaviours and actions which promote the work of Active Cumbria to, and encourage applications for Advisory Board membership from individuals from a wide range of diverse backgrounds, representative of the population of Cumbria;
- Positions are non-executive and not salaried, however expenses can be claimed in accordance with a policy approved by the Board.
- The following positions (or identified deputies) will be regarded as attending the Advisory Board meeting in an ex-officio capacity and will serve on the Advisory Board for the duration of them holding that position. Senior Managers will not receive voting rights.
  - Director of Public Health for Cumberland Council
  - Director of Public Health for Westmorland & Furness Council
  - Senior Manager (Development) Active Cumbria
  - Senior Manager (Operations) Active Cumbria

## **8. Term of Office**

- All independent members will serve on the Board for an initial term of office of four years. At the end of the initial term of office a Board member will be eligible for re-appointment, for a further term of four years.

- If after serving on the Board for two terms of four years, an individual will not be eligible to re-apply to serve on the Board for a period of four years.

## **9. Frequency and Notice of Meetings**

- Board meetings will be held on 4 occasions each year, in February, May, September and November.
- Special meetings may be called at any time by the Chair, or by a collective of one third of members. A minimum of two weeks-notice shall be given to members regarding the holding of such a meeting.
- An Agenda and supporting papers will be sent to all Board members five clear days in advance of the meeting.
- Minutes will be circulated to members within 2 weeks of date of the meeting.
- Provision will be made for members to attend all meetings virtually, where it is not possible to attend or meet face to face. Microsoft Teams will be used to facilitate this.

## **10. Quorum**

- A meeting shall be deemed quorate where there is a greater number of independent members in attendance than ex-officio members. In practice this would mean that if all four ex-officio members were in attendance, then at least 5 independent members would need to be present for the meeting to be quorate.
- A meeting may still proceed if the quorum is not reached, however, that meeting will not be able to make binding decisions.

## **11. Decision Making Process**

- At any meeting a resolution put to the vote of the meeting will be decided on a show of hands. A declaration will be made by the Chair confirming the result of the vote, and an appropriate minute will be recorded as evidence, indicating the numbers of votes for or against the resolution;
- Each member attending the meeting shall hold one vote only on each question, and all questions shall be resolved by a simple majority of votes cast;
- In the case of an equality of votes, the Chair shall not have a second or casting vote and the resolution shall be deemed to be lost.
- All independent Board members are voting members, along with the two Directors of Public Health (or their deputies).
- Active Cumbria Senior Managers, as ex-officio members will not be eligible to vote on any matter.
- In the case of a non-quorate meeting, recommendations arising from the meeting will be sent to all members following the meeting with votes cast via email, with the above process being followed.

## **12. Chair of the Board**

- A Chair will be elected from the membership, and will be appointed for a term of four years, and for no more than two consecutive terms;
- The nomination and selection of a Senior Independent Member will be undertaken by the members;
- The Chair will preside at Board meetings; however, in the absence of the Chair, the Senior Independent Member will preside. In the absence of the Senior Independent Member, a Chair for the meeting will be agreed by the eligible voting members present.
- The role of Chair will not be undertaken by the executive officers of Active Cumbria.

## **13. Establishment of Sub-Groups**

- The Board can appoint at any time any number or type of sub groups to advise it, or carry out any of its functions;
- With specific reference to financial assurance matters, the Board shall maintain an on-going Audit Committee made up of a small number of members, with an agreed terms of reference;
- Terms of Reference for any other such Groups to be established by the Chair of the Group, in consultation with the Board.

#### **14. Member Responsibilities**

Specific responsibilities for members are as follows: -

- **Duty of care:** Board members are expected to act reasonably and prudently in all matters relating to Active Cumbria and in its long term interest;
- **Duty to protect the resource of Active Cumbria:** Board members have a duty to protect all the resources belonging to Active Cumbria, for instance by ensuring that there are adequate financial controls, corporate governance and risk assessments in place;
- **Duty to act in the best interests of the public:** The first duty of a board member is to ensure they act in best interests of the public as a whole. Inevitably, Board Members have a wide range of interests in private, public and professional life, and those interests might, on occasion, conflict. They have a general responsibility to avoid such conflicts of interest, especially where they involve financial transactions;
- **Duty to act collectively:** Board Members are responsible for the activities of the board and must act together. No board member acting alone can bind his or her fellow board members, unless specifically authorised to do so.

#### **15. Member Conduct**

The following principles of public life were set out by the Committee on Standards in Public Life (the Nolan Committee) for the benefit of all who serve the public. Members of the Board are expected to uphold these principles in carrying out their work on behalf of the Board.

You must act solely in the public interest and should never improperly confer an advantage or disadvantage on any person or act to gain financial or other material benefits for yourself, your family, a friend, a close associate, an employer or a business carried on by you.

- **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 interest;
- **Leadership:** Holders of public office should promote and support these principles by leadership and example.

## **16. Role of the Chair**

### **Scope**

The role of Chair is pivotal in creating the conditions for an effective Board. In addition, the Chair should be an ambassador for the organisation, providing leadership and direction.

### **Specific Responsibilities**

- Leadership of the Board, ensuring it has an effective composition and efficient operation;
- Facilitate the effective contribution of members, ensure constructive relations between the Board and staff, and oversee the effective appointment of new members;
- Meet regularly with Senior Managers to discuss significant issues and plan the Board agenda;
- Work closely with the Senior Independent Member, and other members to ensure effective discharge of their roles and responsibilities;
- Ensure activities are conducted in accordance with the Active Cumbria Governance Structure; Management System;
- Ensuring that the Board and its members operate in accordance with the relevant codes of conduct for sports organisations in the United Kingdom;
- Lead on an annual evaluation of Board effectiveness, and ensure that an external evaluation of the Board is facilitated every four years or at the request of Sport England. Lead on the implementation of improvement plans arising from such external evaluations;
- Facilitate annual appraisal meetings with Advisory Board members as required;
- Ensure the Board actively participates in the effective development, maintenance and ongoing review of annual budgets and 3 year business plans;
- Ensure that all actions and initiatives taken by the Board follow the agreed strategic direction;
- Ensure delegation of responsibilities to appropriate Board Sub-Groups, operating under agreed Terms of Reference;
- Provide an appropriate balance of motivation and challenge to Senior Managers and staff across the organisation;
- Contribute to the appraisal process for the Senior Managers on an annual basis, which will include as a minimum, a short meeting to discuss performance issues from the previous year, and a discussion regarding future priorities;
- Act as a link between the Board and the Host Authority as appropriate;
- Provide the public face of the organisation to the local community, the sports sector and the wider community.

### **Specific Duties and Tasks**

- Chair meetings of the Board, the Annual Stakeholder Meeting and any Special General Meetings.

### **Measures of Success**

- All Board agendas have been set, taking full account of issues and concerns raised;
- Board meetings have been run efficiently and managed effectively to ensure sufficient time is allowed for discussion of complex or contentious issues;
- There has been effective communication with all stakeholders;
- There is always a balance of appropriate skills maintained on the Board and on Sub-Groups;
- All new members have been properly inducted and continuing development needs met;
- Business performance has been regularly evaluated against Strategy and Service Plan performance metrics.

## **17. Role of the Senior Independent Member**

- Step in for Chair, wherein they will take on the responsibilities of the Chair for that period;
- Be a point of contact for any members who have concerns regarding the Chair. If required, this may be extended to carrying out a review of the Chair.
- To support the Chair on all governance issues.
- To provide an alternative communication channel between the Chair and Senior Managers.

- To provide a point of contact for stakeholders to raise issues and concerns which they feel have not been resolved through normal channels.
- Provide a sounding board for the Chair to discuss confidential issues related to governance, Advisory Board performance and the performance of individual members, and concerns raised by stakeholders or employees.
- Carry out an annual appraisal of the Chair's performance based on direct and confidential feedback from other Advisory Board members.
- Be available as an intermediary for confidential discussions with Advisory Board members who may have concerns which they believe have not been properly considered by the Advisory Board as a whole, or which they feel may not be appropriate to raise in open forum or with the Chair directly.

**18. Resignation from the Board**

- A member may resign from the Board at any time by formally writing to the Chair.

**19. Expulsion from the Board**

- A member may be expelled from the Board for conduct deemed as prejudicial to the organisation by a resolution carried by a majority of at least two-thirds of those members voting at a Board meeting of which due notice has been given in accordance with clause 8, provided that the grounds for expulsion have been specified in the papers calling the meeting. The member whose expulsion is to be considered will be given the opportunity to state their case to the meeting. If on due notice having been served in accordance with clause 8 the member fails to attend the meeting, the meeting may proceed in the member's absence.

**20. Annual Stakeholder Forum**

- An Annual Stakeholder Forum will be held in addition to the normal cycle of Board meetings. The meeting will be held in July each year, and Chair of the Board will preside;
- The Annual Stakeholder Forum will not consider resolutions, nor will there be any requirement for a voting mechanism;
- Notice of the meeting will be published 14 days in advance;
- The purpose of the meeting being to provide a wide range of local stakeholders with in interest in the work of Active Cumbria an opportunity to receive: -
  - A summary of the Annual Report for the previous financial year;
  - A summary of the Financial Report for the previous financial year;
  - Details of the priorities for the coming financial year through the annual Service Plan;
  - An opportunity for further networking with stakeholders.

**Document Review**

<b>Revision</b>	<b>Date Reviewed</b>	<b>Next Review</b>	<b>Prepared</b>	<b>Approved</b>
Rev00	11/18	11/19	RJ	Advisory Board
Rev01	11/19	11/20	RJ	Advisory Board

Rev02	11/20	11/21	RJ	Advisory Board
Rev03	11/21	11/22	RJ	Advisory Board