

BBSA Board Terms of Reference

Board Purpose

BBSA is the National Governing Body of the sports of Bobsleigh and Skeleton in Great Britain and Northern Ireland and is recognised by the International Bobsleigh and Skeleton Federation, British Olympic Association, British Paralympic Association, UK Sport and Sport England. The Board of BBSA (the Board) is responsible for the overall direction, leadership and culture of the sport and for ensuring its effectiveness as a business and as a National Governing Body.

Role of the Board

The Board of BBSA is responsible for:

- Ensuring that the BBSA and the Board operate within the limits of their powers and responsibilities as defined by the Articles of Association
- Setting the values and standards of BBSA and ensuring that the culture of the organisation reflects those values and standards
- Setting and reviewing the vision, mission, strategic aims and objectives of BBSA
- Developing a corporate strategy and a long term financial plan to deliver its strategic aims and objectives
- Ensuring it receives and reviews regular financial information concerning the management of BBSA
- Ensuring that any statutory or administrative requirements for the use of public funds are complied with
- Identifying any significant changes which are likely to impact on the strategic direction of BBSA or on the attainability of its targets, and determining steps to deal with such changes
- Defining the appetite for risk and the framework within which the Board and the Executive team operate
- Demonstrating high standards of corporate governance at all times
- Maintaining oversight of key rules and policies
- Engaging with stakeholders and consulting with them, where appropriate
- Ensuring that the interests of the sport and of BBSA are represented externally as required and identifying opportunities for coordination and cooperation with other bodies to further the sports' aims
- Appointing/removing senior staff
- Provide a support and challenge function to the Executive team as appropriate.

Matters Reserved for the Board

The Articles allow the Board to delegate some responsibilities to other committees, working groups and the Executive Officers, but has identified a number of key decisions which the Board alone is to take. These are known as 'Matters Reserved for the Board'. They are:

Strategy and Management

- Overall leadership of the Company, setting BBSA's values and standards (and thus the

culture within British Bobsleigh and Skeleton) and leading the dissemination of those values and standards within the sport

- Approval of BBSA's strategic aims, objectives and plans;
- Discussion of, and engagement with, stakeholder proposals and concerns
- Reviewing performance in the light of the company's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken

Financial matters and internal controls

- Approval of the annual operating budget and long term financial plan
- Ensuring the necessary financial and human resources are in place for BBSA to meet its objectives
- Approval of:
 - agreements with funding bodies, such as UK Sport and leading and managing the programmes agreed with those bodies
 - commercial sponsorship and other related matters;
 - major procurement contracts above five thousand pounds (£5,000) value
- Approval of financial reports including both interim management statements and annual end of year report and accounts
- Ensuring maintenance of a sound system of internal control and risk management including determining the nature and extent of the principal risks it is willing to take and receiving reports on, and reviewing the effectiveness of, the company's risk and control processes to support its strategy and objectives
- Ensuring the operation of BBSA is conducted in an efficient and appropriate manner and in compliance with all relevant legislation and guidance

Board membership and other appointments

- Changes to the structure, size and composition of the Board
- Appointments to the Board, including the Chair, following the process set out in the Articles
- Establishment of Board committees and agreeing their membership and Terms of Reference
- Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the company and on the Board
- Any other matters which would normally be or are in law the responsibility of the Directors in so far as they relate to the composition of the Board.

Board Composition

The Board shall consist of no less than five and no more than ten Directors including an independent Chairman, Member Representative Director, Independent Directors and Ex-officio Director. Appointment of Directors is made in accordance with the Articles of Association.

The Board will recruit and select the Chairman and Directors, other than the Member Representative Director and Ex-officio Director, dependent upon a skills-based, open and transparent process. The number of Independent Directors on the Board, including the Chairman, shall always be more than a quarter (25%) of the total number of Directors on the

Board.

Directors are appointed for a maximum 3 year term. They may be reappointed for 2 terms but may not sit on the Board for more than 9 years in total, other than in exceptional circumstances as prescribed in the Articles.

All Board Directors will be required to sign the BBSA Board Code of Conduct and Board Declaration of Good Character.

Operation

- A quorum of the Board is five Directors plus the Chair.
- The Board will meet at least four times a year. It will set an annual cycle of meetings with an agenda and frequency as required to fulfil its functions.
- A majority of Board Members must approve any decision by the Board and the independent Chair or Director chairing the meeting shall have the casting vote in case of deadlock.

Board Review and Effectiveness

On an annual basis the Board will assess its effectiveness by:

- All Board members individually completing the BBSA Board skills matrix
- All Board members completing the BBSA Board Related Party form
- A Board effectiveness and member appraisal conducted by the Chair
- AI Chair appraisal conducted by the Senior Independent Director

Board Sub-Committees

As detailed in the Articles, the BBSA Board has the following standing sub-committees, each with agreed Terms of reference:

- Audit Committee
- Nominations Committee
- HR and Remuneration Committee
- Skeleton Performance Management Group
- Bobsleigh Performance Management Group

BBSA Board ToR
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