



## British Bobsleigh and Skeleton Association

### Terms of Reference: Board

Responsible for Review
Full Board

Change History			
Version	By	Date of Approval	Next Review Date
v1	Full Board	04Jun25	Jun26

#### 1. Purpose

The British Bobsleigh and Skeleton Association (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 the 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.

#### 2. Responsibilities

The Chair of the BBSA is responsible for:

- Leadership of the Board through chairing Board meetings, setting the agenda and ensuring effective decision making
- Monitoring the performance of the BBSA against its strategy and targets
- Upholding good governance principles and ensuring the BBSA meets its legal and regulatory responsibilities
- Acting as a key ambassador for the BBSA with stakeholders
- Ensuring the Board maintains independence, avoids conflict of interest and is a role model for transparency and accountability

The Board of the 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 the 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 the BBSA
- Developing a corporate strategy and a long-term financial plan to deliver the strategic aims and objectives of the BBSA
- Ensuring it receives and reviews regular financial information concerning the management of the 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 the 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 Senior Executive Team operate
- Demonstrating high standards of corporate governance at all times through compliance with UK Sport's and Sport England's Code for Sports Governance
- Maintaining oversight of all BBSA rules and policies
- Engaging with stakeholders and consulting with them, where appropriate
- Ensuring that the interests of the sport and of the 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 Senior Executive Team as appropriate

In carrying out their responsibilities the Board shall:

- Seek to promote equality, diversity and inclusion
- Ensure its responsibilities towards the welfare and safety of its staff and athletes are factored into the decisions it makes
- Ensure it factors the impact on stakeholders, wider society and the environment into the decisions it makes and the actions implemented

### **3. Matters Reserved for the Board**

The Articles allow the Board to delegate some responsibilities to other Committees, working groups and the Senior Executive Team (Section 9. Scheme of Delegation), but have identified key decisions which the Board alone is to take. These are known as Matters Reserved for the Board.

Annex 1 details the agreed Schedule of Matters Reserved for the Board.

### **4. Board Composition**

The Board shall consist of no less than five and no more than ten Directors including an Independent Chair, Senior Independent 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 Chair, Senior Independent Director and Directors, other than the Ex-officio Director, dependent upon a skills-based, open and transparent process. The

number of Independent Directors on the Board, including the Chair, shall always be more than a quarter (25%) of the total number of Directors on the Board.

Independent refers to independence from a paid executive role with the BBSA or a similar organisation where there may be a conflict of interest.

Directors may serve on the Board for consecutive terms, each term being no more than four years in length, up to a maximum of nine years continuous service. In the event a Director is subsequently appointed as the Chair or appointed to a senior position within the IBSF while serving as a Director, that Director may continue to serve on the Board for the period of such appointment, subject to a maximum term of twelve years on the Board inclusive of their term prior to such appointment.

When a Director has completed their maximum term, at least four years must elapse before they can be eligible to stand as a Director for the BBSA again.

## **5. Conduct, Conflicts of Interest and Confidentiality**

Upon appointment, all Board Directors will be required to sign the Board Code of Conduct and Board Declaration of Good Character.

Each year, all Board Directors will be required to complete the BBSA Declaration of Interests.

Board Members shall declare any direct or indirect interests that they hold at the commencement of Board meetings. Board members may be required to leave a Board meeting where areas of discussion and decision are conflicted with these interests.

Board Members and attendees of Board meetings should not disclose to any other party the detailed substance of the Board materials or discussions without the prior written consent of the Chair.

## **6. Operation**

The Board will operate on the following basis:

- A quorum of the Board is five Directors plus the Chair
- In the absence of the Chair, the Senior Independent Director will chair the meeting
- The Board will meet in person or virtually 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
- The Board agenda and materials will be circulated at least one week in advance of the meeting and a proper record of all meetings and decisions will be maintained
- All Board papers will include a template detailing the purpose of the report for information, discussion, decision, approval
- A majority of Board Members must approve any decision by the Board and the Chair or Senior Independent Director chairing the meeting shall have the casting vote in case of deadlock

## **7. Board Review and Effectiveness**

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

- All Board members individually completing the Board skills matrix
- All Board members having a performance appraisal conducted by the Chair
- The Chair appraisal being conducted by the Senior Independent Director
- Each Committee undertaking a review of its performance and reporting back to the Board

If any areas for improvement are identified during these reviews, the Board will agree and implement an action plan.

## **8. Board Committees**

As detailed in the Articles, the Board has the following standing Committees each with agreed Terms of Reference:

- Audit & Risk Committee (ARC)
- Nominations Committee (NomCom)
- HR and Remuneration Committee (HRRC)
- Performance Advisory Group (PAG)

## **9. Scheme of Delegation**

The Articles identify several key decisions which the Board alone must take, known as Matters Reserved for the Board as listed in Annex 1. The Articles also allow the Board to delegate some responsibilities and in practice, the BBSA Board exercises its management responsibility through a series of Committees and delegates day to day responsibility to the Senior Executive Team.

Annex 2 details the agreed Scheme of Delegation for the BBSA.

The Delegation Principles are as follows:

- Directors are collectively responsible and accountable for the long-term success of the BBSA and, as such, ultimate accountability rests with the Board, even when authority is delegated
- Committees and individuals with delegated authority must act within their assigned responsibilities and report as required
- Delegation may be revoked or adjusted as needed

## **10. Regular Review**

The Board Terms of Reference and other policies relating to the Board and its Committees shall be regularly reviewed and maintained.

Specifically, the Matters Reserved for the Board in Annex 1 and the Scheme of Delegation in Annex 2, will be reviewed annually to ensure the division of responsibilities between the Board, its Committees and the Senior Executive Team remains appropriate.

## ANNEX 1: Schedule of Matters Reserved for the Board

<b>1 Strategy and Management</b>	
1.1	Responsibility for the overall leadership of the BBSA and setting BBSA's values and standards.
1.2	Approval of the BBSA's strategic aims and objectives and annual business plans.
1.3	Approval of the long-term financial plan and the annual expenditure budgets.
1.4	Periodic review of performance in light of the BBSA's strategic aims, objectives, business plans and financial budgets and ensuring that any necessary corrective action is taken.
<b>2 Structure and Business Activities</b>	
2.1	Major changes to the BBSA's corporate structure and/or activity, including any decision to cease to operate all or any material part of the BBSA's business.
<b>3 Financial Reporting, Internal Controls and Risk Management</b>	
3.1	Approval of the annual operating budget and long-term financial plan.
3.2	Approval of quarterly financial reports and the annual report and accounts including the corporate governance statement.
3.3	Approval of any significant changes in accounting policies or practices.
3.4	Approval of BBSA's investment strategy.
3.5	Approval of the annual Membership subscription and any changes thereto.
3.6	Appointment or removal of the external auditor, following the recommendation of ARC.
3.7	Ensuring the necessary financial and human resources are in place for the BBSA to meet its objectives.
3.8	Ensuring maintenance of a sound system of internal control and risk management including: <ul style="list-style-type: none"> <li>• Approving BBSA's risk management policy, following the recommendation of ARC</li> <li>• Receiving reports on, and reviewing the effectiveness of, BBSA's risk and control processes; and</li> <li>• Approving procedures for the detection of fraud and the prevention of bribery and undertaking an annual assessment of these processes.</li> <li>• Approving material changes to internal controls.</li> </ul>
3.9	Ensuring the operation of the BBSA is conducted in an efficient and appropriate manner and in compliance with all relevant legislation and guidance.
<b>4 Procurement and Contracts</b>	
4.1	Approval of contracts which are <ul style="list-style-type: none"> <li>• material, for example acquisitions of fixed assets above £50k; or</li> <li>• not in the ordinary course of business, for example foreign currency forward contracts.</li> </ul>
<b>5 Board Membership and Appointments</b>	
5.1	Changes to the structure, size and composition of the BBSA Board and its Committees including approval of the Terms of Reference.
5.2	Selection, appointment or removal of the Chair of the Board, the Senior Independent Director, the Chair of Board Committees, the Executive Performance Director and the Company Secretary.
5.3	Ensuring adequate succession planning for the Board and Senior Executive Team to maintain an appropriate balance of skills and experience.
5.4	Appointments to the Board, following the recommendation of NomCom.
5.5	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.
<b>6 Delegation of Authority</b>	
6.1	Approval of the division of responsibilities between the BBSA Board, its Committees and the Senior Executive Team, which should be clearly established, set out in writing and include authority limits (as per this Schedule of Matters Reserved for the Board and Scheme of Delegation - to be reviewed annually).

<b>7</b>	<b>Corporate Governance Matters</b>
7.1	Undertaking a formal and rigorous annual review of its own performance, that of its Committees and individual Directors, and the division of responsibilities.
<b>8</b>	<b>Other</b>
8.1	Discussion of, and engagement with, stakeholder proposals, and concerns.
8.2	Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism.
8.3	Any decision likely to have a material impact on the BBSA from any perspective, including, but not limited to, financial, operational, strategic or reputational.

## ANNEX 2: Scheme of Delegation

**EPD** Executive Performance Director / **DFO** Director of Finance & Operations / **DoC** Director of Communications / **PM** Programme Manager / **OM** Office Manager / **SID** Senior Independent Director / **ARC** Audit & Risk Committee / **HRRC** HR & Remuneration Committee / **PAG** Performance Advisory Group

COMMITMENT	DELEGATED AUTHORITY
<b>Income (Grant funding and Commercial)</b>	
Acceptance of UK Sport Awards (HPAS and IRIS)	Chair, as Accountable Officer (once agreed with EPD/DFO)
Acceptance of awards from other bodies such as Sport England or the British Olympic Association (generally project / equipment specific)	EPD
Partnership agreements	EPD
Commercial contracts (Sponsors, broadcast etc)	Any 2 signatories from DoC, DFO, EPD, Chair
Write off Bad Debts	EPD - up to £500 ARC Chair - over £500
<b>Treasury</b>	
Opening & Closing Bank Accounts	ARC recommends and Board approves Should include any 2 signatories from DFO, EPD, Board Chair, SID, ARC Chair
Amendments to Bank Mandate	ARC recommends and Board approves
Authority to set up Direct Debits	Any 2 signatories from DFO, EPD, Board Chair, SID, ARC Chair
BACS Payments	Dual authorisation: OM and DFO (EPD as back-up)
Placing cash on deposit	ARC recommends investment strategy and Board approves DFO - up to £85k / 1 year term ARC Chair - over £85k / 1 year term
New company payment cards (debit/credit)	DFO recommends and EPD approves for each new user and any variations to normal limits: <ul style="list-style-type: none"> <li>£10,000/transaction EPD, DFO, PMs</li> <li>£3,000/transaction other BBSA staff</li> <li>£1,000/transaction UKSI staff</li> <li>£250/transaction athletes</li> </ul>
Arranging Forward Foreign Currency contracts	ARC recommends and Board approves
Arranging overdrafts or borrowing	NOT PERMITTED
<b>Expenditure (refer to Procurement Policy before making any financial commitment)</b>	
New Lease / Contract commitments Appointment of Contractors (excluding Coach Contractors) Approval of Suppliers (Whole contract costs)	EPD - up to £25,000 within pre-approved budget ARC Chair - £25,000 to £50,000 within pre-approved budget Board Chair - over £50,000 within pre-approved budget and any amount outside pre-approved budget
Purchase invoices relating to WCP activities	PM - up to £10,000 within pre-approved budget DFO - up to £25,000 within pre-approved budget EPD - up to £50,000 within pre-approved budget Board Chair - over £50,000 within pre-approved budget and any amount outside pre-approved budget
Purchase invoices relating to NGB activities, including Marketing; Legal; Communications; Governance; and Membership	OM - up to £250 DoC - up to £1,000 DFO - up to £5,000 within pre-approved budget ARC Chair - over £5,000 within pre-approved budget Board Chair- any amount outside pre-approved budget
Reallocation of budgets across Cost Centres	DFO - £0 to £15,000 EPD - £15,000 to £25,000 Board Chair - over £25,000
Asset disposal / Asset & Stock Write-off	EPD approves up to £1,000 ARC Chair approves over £1,000

Political donations	NOT PERMITTED
<b>Expenses (refer to Expenses Policy for allowable expenses and amounts)</b>	
Board	Board Chair approves for all NEDs SID approves for Chair
Senior Executive Team	Board Chair approves for EPD EPD approves for DFO
Staff	DFO - up to £500 EPD - over £500
Athletes	PMs - up to £250 EPD - over £250
<b>BBSA Staff, HR &amp; Remuneration (including Coach Contractors):</b>	
Staff Appointments Annual or any other pay awards Staff Terminations Individual termination payments (Redundancy, Payment in lieu of notice etc)	EPD - any staff not in the Senior Executive Team (EPD & DFO), provided within the pre-approved budget HRRC recommends and Board approves for the Senior Executive Team or for any payment that falls outside the pre-approved budget
Monthly Payroll	DFO - where no changes EPD - if any variations
Changes to Standard Terms and Conditions of Employment	HRRC recommends and Board approves
Pension scheme changes	HRRC recommends and Board approves
<b>Other Matters</b>	
Appointment of Auditors Approval of annual Financial Statements	ARC recommends and Board approves
Review, Update and Approval of Accounting Policies & Procedures	ARC recommends and Board approves
Internal Controls and Risk Management	ARC recommends and Board approves
Insurance cover levels	DFO recommends and ARC approves
Appointment of Lawyers	EPD / Board Chair as required