



Recommended  
Revisions for  
Tier 3 – July  
2022

# Governing Framework Document

ACTIVE NORFOLK

## Contents

1. Introduction .....	3
2. Remit and structure .....	3
2.1. Background .....	3
2.2. Objectives.....	4
2.3. Partners.....	4
2.4. Legal Status .....	4
2.5. Structure and Governance.....	5
3. The Host Agency .....	6
3.1. Host Agency Powers.....	6
3.2. Host Agency Responsibilities .....	6
3.3. Active Norfolk Obligations to the Host Agency.....	7
4. Staff .....	8
4.1. Director .....	8
4.2 Senior Management Team.....	9
5. The Board.....	9
5.1. Role and remit.....	9
5.1.1. Strategy and direction.....	9
5.1.2. Promote and further work through partnerships.....	10
5.1.3. Oversight, input and challenge .....	10
5.2. Attributes of the Board and its membership.....	10
5.3. Recruitment .....	12
5.4. Member responsibilities and conduct .....	13
5.5. Allowances .....	13
5.6. Gifts and Hospitality.....	13
5.7. The Chair, Vice-Chair, and Senior Independent Board Member .....	13
5.7.1. The Chair .....	13
5.7.2. Senior Independent Board Member (SBIM) .....	14
5.7.3. Vice Chair .....	14
5.8 APPENDIX 1 Code of Conduct and responsibilities for Board Members .....	14
5.8.1. Responsibilities .....	16
5.9. APPENDIX 2 – Finance, Audit and Risk Committee Terms of Reference .....	16
5.9.1. Introduction .....	16
5.9.2. Membership.....	16

5.9.3. Reporting.....17

5.9.4. Responsibilities .....17

5.9.5. Rights.....18

5.9.6. Meetings .....18

5.9.7. Quorum .....18

5.9.8. Resolutions and voting.....18

5.9.9. Terms of reference and committee effectiveness.....18

5.10. APPENDIX 3 – Nominations Committee Terms of Reference.....19

5.10.1. Purpose .....19

5.10.2. Membership.....19

5.10.3. Tasks & Remit.....19

5.10.4. Meetings .....19

5.10.5. Quorum .....20

5.10.6. Resolutions & voting.....20

## 1. Introduction

Active Norfolk is the Active Partnership for Norfolk. The organisation has grown and evolved since it was launched in 2006, with a mission statement of '*working in partnership to harness the power of sport and physical activity to improve lives in Norfolk*'. The mission statement was amended in 2021:

*To pursue a future for Norfolk where being physically active is just what people do. Where financial circumstances, health and ability aren't a barrier to exercise. Where opportunities are designed around individual and community needs and promoted so effectively that everyone knows about them and why they should be involved.*

Active Norfolk is hosted by Norfolk County Council as a mutually beneficial partnership.

A true partnership organisation, Active Norfolk has developed and maintained a close relationship with key stakeholders across the county, from Local Authorities and statutory health bodies, to private sector service providers, as well as a diverse range of organisations across the voluntary and community sector. It has been these partnerships which have been the foundation of a range of collective achievements, and it will be these partnerships, and many new ones, which will ensure the sustainability and future successes of Active Norfolk moving forward.

The work of Active Norfolk is fundamental to many services delivered across public, private and third sector. Active Norfolk is a key advocate for, and a champion of, physical activity across a broad range of social, health and economic outcomes.

The precise focus and direction of the work of the organisation is shaped by the strategy, developed in collaboration with key system partners and is intended to reflect the needs, challenges and opportunities to improve lives through sport and physical activity across the communities of Norfolk. The strategy drives the development of a business plan, which details the work of the team.

This framework describes how Active Norfolk operates, detailing remit, structure, and the roles and responsibilities of the Host Agency, the AN Board, and staff.

## 2. Remit and structure

### 2.1. Background

The Norfolk Sports Alliance became a County Sports Partnership in August 2005, one of 49 in the country. Established by Sport England, County Sports Partnerships were designed to produce strategies for the development of sport and physical activity at a county level and drive up participation levels. Active Norfolk was launched in November 2006 and has generated significant inward investment to support the development of sport and physical activity in Norfolk.

Active Norfolk is a comprehensive partnership representing those organisations who have an interest/responsibility for improved population outcomes which may be achieved through physical activity.

## 2.2.Objectives

Active Norfolk works in partnership with a range of organisations across the county and in different sectors, based on shared ambitions. Active Norfolk supports decision-makers to make sure physical activity is included in any policies and plans which influence how people live their lives, and provides expertise to support physical activity to be integrated and embedded into the work of our partners.

There are four key areas where Active Norfolk aims to bring about change:

1. Physical activity for physical health and mental well-being
2. Active environments
3. Strengthening communities
4. Children and young people

## 2.3.Partners

Active Norfolk has a large and diverse range of partners from across the public, private and voluntary sectors. Many of these organisations could be described within the following categories:

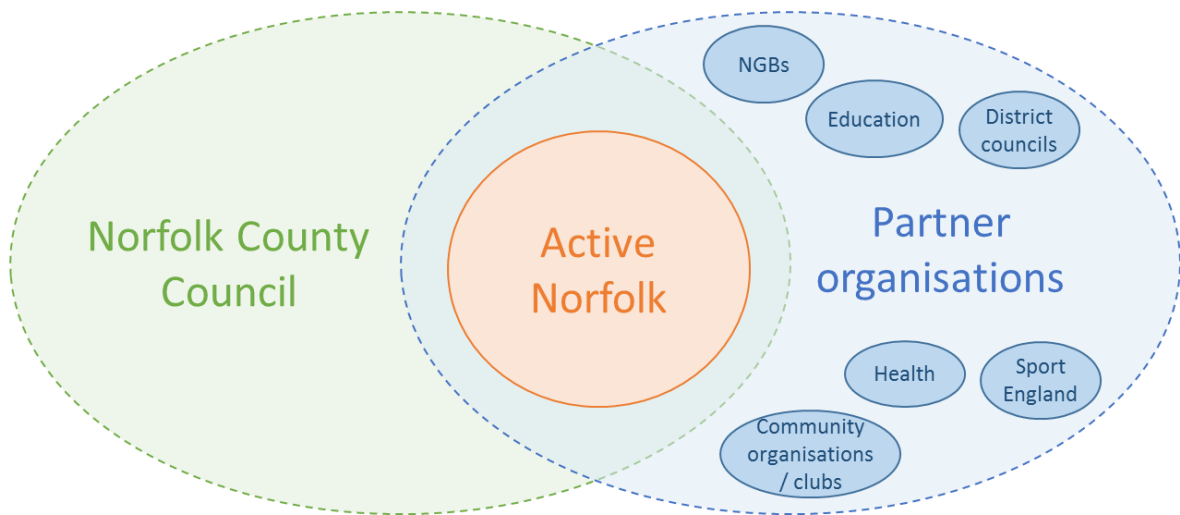
- Norfolk County Council
- City, Borough and District Councils
- Voluntary and community sector organisations
- Education sector
- NGBs and other community sport organisations and clubs
- Sport England
- Statutory and non-statutory health organisations

## 2.4.Legal Status

Active Norfolk is itself unincorporated and is hosted by Norfolk County Council (“the Host Agency”) which, as a legal entity, acts of behalf of Active Norfolk. The scope of this function is detailed in section 3.

## 2.5. Structure and Governance

Active Norfolk maintains a close relationship with its host and partner organisations through both its structure and governance, with regular meetings and defined responsibilities for each body.



### 3. The Host Agency

As an unincorporated body the Active Norfolk requires a legal entity as an accountable body to act on its behalf, known as the Host Agency. This is Norfolk County Council (NCC).

#### 3.1. Host Agency Powers

The relationship between Active Norfolk and Norfolk County Council is set out in the Agency Agreement dated 7 March 2018, which outlines the role and responsibilities of each organisation. This Framework Document forms part of Annex 1 – Reporting & Governance – to that Agency Agreement.

As the accountable body, the Host Agency is empowered and authorised to:

- Apply for awards and accept grants in its own name, terms and conditions of any grant shall be binding on Active Norfolk;
- Repay the Grant if the terms and conditions of the grant are not met;
- Do all such things as are incidental to or may seem conducive to the implementation of programmes.
- The Host Agency shall not be able to override the Board but may have reasonable rights to consultation and constructive challenge as may be appropriate

#### 3.2. Host Agency Responsibilities

The Host Agency will take on the following responsibilities:

1. Statutory responsibilities as the direct employer of the Active Norfolk Director and staff unless otherwise agreed by the Host Agency and the Active Norfolk Board;
2. Provision of human resources/personnel support for the recruitment of the Active Norfolk staff;
3. Day-to-day support and line management of the Director, in partnership with the Chair of the AN Board, and through the Director, the rest of the staff;
4. Provision of IT and access to NCC support services such as data hosting, printing and internal training;
5. Overall financial responsibility for the receipt of any funds for use by Active Norfolk and specifically:
  - a) The establishment of financial monitoring systems, including audit;
  - b) The projection of an annual financial report;
  - c) Periodic financial reports for the appropriate level management group and the Board;
  - d) Comply with or procure compliance by the respective parties of terms and conditions of any grants;
  - e) Through the Director Accounting Officer, maintain an overview of the progress, implementation and management of the programmes;

- f) Maintain the Bank Account and deposit in such account all sums received under the grant, ensuring proper financial procedure is followed.

### 3.3.Active Norfolk Obligations to the Host Agency

Active Norfolk undertakes with the Host Agency that, in relation to the creation or delivery of the programmes for which Active Norfolk is responsible under the terms of this Framework Agreement and relevant Funding Agreements, to comply with the conditions of the grants and:

- a. to comply with the monitoring requirements of all funders;
- b. to indemnify and keep indemnified the Host Agency in respect of all liabilities, costs, claims and demands which the Host Agency may incur or sustain and which in any way relate to or arise from a Board Member's failure to perform his/her obligations under this clause; and
- c. For employees within Active Norfolk to act in accordance with all Norfolk County Council controls, policies and procedures, including: financial, health & safety, data protection, whistle blowing, safeguarding.



## 4. Staff

Active Norfolk appoints a team to provide leadership, facilitate the work of the partnership and manage its operations. All staff are employed by the Host Agency. This includes a Director and senior management team (SMT) with overall responsibility for executive management and leadership of the Active Norfolk and operational staff as required.

### 4.1. Director

The Director is appointed by the Host Agency, in consultation with the Board of Active Norfolk through the Active Norfolk Chair and Sport England, after an open recruitment process.

The role of the Director is to implement strategies and policies as agreed with the Board, and to develop, nurture and deliver effective working relationships with key agencies and partners within the county, region and nationally as appropriate. The Director has executive responsibility for the overall day-to-day organisation, management and staffing of Active Norfolk and for its procedures on financial and other matters, including conduct and discipline of staff. These will be carried out in accordance with the Host Agency procedures.

The Director is the Accounting Officer for Active Norfolk and is responsible to the Active Norfolk Board and the Host Agency for the resources under his or her control. The essence of the role is a personal responsibility for the propriety and regularity of public finances for which he / she is answerable; for prudent and economical administration; for avoidance of waste and extravagance; and for the efficient and effective use of all resources under his or her charge.

The Director may not hold the position of Chair in accordance with 5.7.1

His / her responsibilities include:

- a. Arranging, in collaboration with the Chair, for the appropriate induction and support of Active Norfolk Board Members, ensuring that when Members take up office they are fully briefed on the terms of their appointment, duties and responsibilities
- b. Ensuring complete and accurate advice to the Board in order that it can undertake its functions.
- c. Formulating and recommending strategies and policies to the Board for discussion and decision.
- d. Implementing Board decisions.
- e. Representing Active Norfolk to stakeholders and the general public.
- f. Requiring high standards of propriety of staff, and the efficient, effective and sustainable use of other resources throughout Active Norfolk.
- g. Formulating and recommending, for the Board's approval, the operating plan and budgets to implement the Board's strategic plan.
- h. Accounting for Active Norfolk's operational and strategic performance..
- i. Ensuring the financial health and stability of the organization with the support of the Operations Manager and NCC Finance Officer to produce appropriate financial and budgetary reports.

## 4.2 Senior Management Team

The Senior Management Team (SMT) will consist of all senior managers reporting to the Director in accordance with the structure of the organisation. Additionally a standing invite exists for the Board Chair (or his nominated deputy) to attend any SMT meeting, with a minimum of one weeks' notice to the Director or Operations Manager

The SMT will meet a minimum of twice per month. They are responsible for:

- a) Management of the staff of Active Norfolk against strategic aims and KPIs
- b) Operational and day-to-day decision making of the organisation
- c) Providing relevant operational performance reporting for each Board meeting
- d) Ensuring that the Board remain informed of relevant activities of the organisation
- e) Making proposals and requesting Board approval for key activities involving strategic decisions, significant financial requirements, or changes to staffing and structure.

## 5. The Board

### 5.1.Role and remit

The Board of Active Norfolk exists to:

1. Set the strategy and drive the direction of Active Norfolk
2. Actively promote and further Active Norfolk's work through building partnerships
3. Have oversight of the work of the Director and Senior Management Team, providing input and challenge
4. Have oversight of the governance, financial control and risk management of Active Norfolk's activities

#### 5.1.1.Strategy and direction

- a) The Board will provide clear direction for Active Norfolk's work in line with its objectives, supporting and approving the creation and execution of strategy. The Board will function as the ultimate decision-making body for Active Norfolk and will have relevant delegated authority from the Host Agency to fulfil the Board's strategic responsibilities.
- b) Whilst the Board will take the strategic lead and drive development, day-to-day management of Active Norfolk is not a Board function; and relevant authority is delegated to the Director and Senior Leadership Team for achieving the strategic outcomes, together with the necessary authority to make decisions in a specified range of operational activities.
- c) The Board shall publish clear ambitions through policy and action planning relating to ensuring that Board membership (as well as staff) are diverse and representative of the

demographics of Norfolk and the communities targeted in line with the strategic vision. Additionally there will be a focus on stakeholder engagement and including stakeholders in relevant decision making. This Diversity & Inclusion Action Plan (DIAP) will be the responsibility of the Board and the Senior Management Team and will be reviewed annually through an agreed process.

### **5.1.2.Promote and further work through partnerships**

The Board Members should advocate the benefits of sport and physical activity, as well as that of the work specifically carried out by Active Norfolk, both regionally and nationally. They will also play a part in for recognising and celebrating successes. A key part of a Board Member's role is to draw on their own networks and contacts to advocate for the organisation, supporting Active Norfolk to attract new partners. They will work with the Senior Management Team to ensure partner commitment and satisfaction and encourage collaboration.

### **5.1.3.Oversight, input and challenge**

The Board monitors the effective delivery of Active Norfolk's strategy, objectives and the achievement of key targets and outcomes. It is the Board's responsibility to ensure that these aspects are maintained and improved to the satisfaction of the partners and funders through transparent and planned processes. It is their responsibility to ensure that good governance is carried out across the organisation. This includes ongoing transparency, publication and public disclosure of governance, structure, strategy, activities, and financial position, including an annual update on governance

## **5.2.Attributes of the Board and its membership**

- a) The Board will consist of between 10 and 12 Members. At least 25% of the Board at any time, including the Chair, will be Independent Members. The definition of 'independent'<sup>1</sup> will be that set out in the Code for Sports Governance, published Dec 2021 by Sport England and UK Sport.
- b) There will be 1 Representative Member position held by an Elected Member of Norfolk County Council; That member will be bound by the same terms of service on the Board as indicated in 5.2c
- c) All Members will sit on the Board for an initial period of three years and be eligible for re-appointment, but for no more than 3 terms in total, ie a maximum of 9 years;
- d) Following the completion of Board Members' maximum terms, reappointment is not permitted for a minimum period of 4 years
- e) Should the Chair be appointed from an existing position as a member of the Board, then his prior service is discounted in relation to the period he may serve as Chair.
- f) The Board shall appoint a Chair, through an open recruitment process, who will normally be appointed for three years with a review and possible re-appointment after this period for a

---

<sup>1</sup> A person is independent if they are free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. A person may still be deemed to be 'independent' even if they are a member of the organisation and/or play the sport. Examples of a 'close connection' include: (A) they are or have within the last four years been actively involved in the organisation's affairs, e.g. as a representative of a specific interest group within the organisation such as a sporting discipline, a region or a home country; (B) they are or have within the last four years been an employee of the organisation; or (C) they have close family ties with any of the organisation's directors or senior employees

further two terms only. The Chair's performance will be formally appraised on an annual basis, ideally by SIBM (see 5.7.2 below)

- g) The nomination and selection of candidates, from amongst their number, to be appointed as a Vice-Chair and as a Senior Independent Board Member, is at the discretion of the Board Members;
- h) The Board can appoint any number or type of sub-groups to advise it or carry out any of its functions except those matters reserved for the full Board. Board subcommittees can be altered according to formal decisions made by the board, but are likely to be:
  - Finance, Risk & Audit
  - Nominations
  - Places & Partnerships
  - Strategy & Business Planning
  - Continuous Improvement
- i) For a Board meeting to be quorate, a minimum of four independent Board Members must be present;
- j) Members may choose to resign from office at any time by formally writing to the Chair;
- k) Board Members are expected to act in the best interest of Active Norfolk (not of their respective organisations). Members should be willing to leave 'organisational hats' at the door;
- l) Board recruitment should promote diversity, with at least 30% representation from each gender;
- m) Board positions are non-executive and not salaried; however expenses can be claimed where appropriate;
- n) Members should have a personal commitment to the aims of Active Norfolk, and therefore a belief in the value of sport and physical activity and the need of sports and sporting infrastructure to work together;
- o) Members able and willing to provide the required commitment to the role, attending at least 3 out of 4 Board meetings each year, with other events optional; and
- p) The Board will annually review the risk management framework and internal control systems and their effectiveness, supported by the Finance, Audit & Risk Committee.
- q) Board meetings will be recorded through minute-taking, with all decision-making recorded
- r) Conflicts of interest will be recognised, managed and recorded.
- s) The Board will appoint a designated lead Safeguarding representative to champion compliance and best practice within the organization. The expectation is that this lead will work with the relevant Safeguarding group within the staff body.
- t) Additional Members may be co-opted onto the Board in exceptional circumstances, or in the event that a skills gap is identified, provided that the maximum number of Board Members is not exceeded. Co-opted Members may usually only serve for a period of one year.
- u) The Director and Operations Manager are in receipt of standing invites to all Board meetings. Additional members of the Senior Management Team may be invited at the approval of the Chair

- v) Any Active Norfolk staff attending, including the Director and Operations Manager (and any SMT member as above) attend strictly in an ex-officio capacity and have no voting rights.
- w) Ex-officio members of the Board are not bound by a maximum term of service as defined above in 5.2

As a stakeholder organisation, Board Membership will reflect the make-up of Active Norfolk's work, wherever possible ensuring a geographic representation as well as seeking diversity in its membership (e.g. in terms of age, ethnic background, social class and life experiences, gender and disability). Equity is crucial and expertise in this area will need to be secured within the Board Membership. The Board will assess the Equality & Diversity composition of its Board members annually and report on its findings.

### 5.3. Recruitment

- a) The Board will consist of Independent Members and Members recruited from sectors/organisations relevant to the work of Active Norfolk, in order to provide a broad range of skills, experience, diversity and local knowledge. An openly advertised recruitment process will normally be used to seek applications for Board Membership.
- b) In exceptional circumstances the Board may decide to make an appointment by co-option without an open advertisement e.g. in order to address a specific skills, diversity or experience gap or if an advertisement fails to attract suitable candidate(s).
- c) Appointments will be made in line with the Recruitment and Selection Policy as well as the Equalities in Employment Policy within the Host Agency.
- d) The Nominations Committee will appoint a selection panel drawn from the Board's current membership, and including the Director and / or Operations Manager, to assess applicants and make recommendations to the Board for appointments to vacancies for Board Members.
- e) All new NEDs will complete a structured yet flexible induction programme supported by nominated NEDs and Active Norfolk staff as appropriate.

### 5.4. Member responsibilities and conduct

A description of responsibilities and conduct is held in [Appendix 1](#) of this document.

### 5.5. Allowances

Board Members of Active Norfolk must comply by the rules set by the Board regarding allowances and expenses. Information is provided on induction as a new Board Member.

## 5.6. Gifts and Hospitality

Board Members of Active Norfolk must not accept any gifts or hospitality, in their capacity as a Board Member which might, or might reasonably appear to, compromise their personal judgement or integrity or place them under an improper obligation.

Board Members of Active Norfolk must never canvass or seek gifts or hospitality.

## 5.7. The Chair, Vice-Chair, and Senior Independent Board Member

### 5.7.1. The Chair

The Chair is responsible for leadership of the Board, ensuring its effectiveness on all aspects of its role and for setting its agenda. The Chair is pivotal in creating the conditions for overall Board and individual Board Member effectiveness and works to ensure the development of constructive relationships between Board Members and the staff team. In particular, the Chair has prime responsibility for:

- a) Leading and developing the overall strategic direction of the Board
- b) Ensuring that the Board, in reaching decisions, takes proper account of guidance and process given to them
- c) Ensuring that the Board meets at regular intervals throughout the year; and that minutes of meetings accurately record both the Board's decisions and, where appropriate, the views of individual Board Members
- d) Ensuring that the Board and its Members operate in accordance with the Code of Conduct
- e) Working with the Director to establish and realise the Membership needs of the Board.
- f) Appraising the performance of Members and keeping under review the effectiveness of the Board on an annual basis.
- g) The position of Chair may not be held by the lead officer (Director) of Active Norfolk or any other member of the Senior Management Team.
- h) The Active Norfolk Board must inform Sport England when recruiting for a new Chair, and Sport England reserves the right to an involvement in the recruitment and selection process as they see fit.

### 5.7.2. Senior Independent Board Member (SBIM)

The Board will appoint an SBIM from the Board NEDs whose role at Active Norfolk will be limited to:

- providing a sounding board for the Chair;
- serving as an intermediary for the other Board Members when necessary;
- acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate; and
- leading on the process to appraise the chair's performance

### 5.7.3. Vice Chair

The Board may appoint a Vice Chair to deputise on those occasions when the Chair is unavailable.

## 5.8 APPENDIX 1 Code of Conduct and responsibilities for Board Members

This Code of Conduct is mandatory for all Active Norfolk Board Members. Board Members should be aware of the public nature of Active Norfolk's role, its accountability to Sport England and its stewardship of substantial public funds which demand high standards of conduct in exercising its functions. All Board Members should act at all times, with integrity, in a forthright and ethical manner and in accordance with all Active Norfolk policies. All NEDs must sign the declaration relating to the Director's Code of Conduct upon taking their position on the Board.

Board Members should:

- a) support the vision, mission and objectives of Active Norfolk;
- b) work cooperatively with other members of the Board in the best interests of Active Norfolk;
- c) fully, openly and honestly engage in debate and discussion with other Board Members
- d) acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision is reached, it should be supported by all;
- e) base his or her views on matters before the Board on an honest assessment of the available facts, unbiased by partisan or representative views;
- f) acknowledge that as an individual Board member, he or she has no legal authority outside the meetings of Active Norfolk and its committees;
- g) understand that an individual Board member does not have the right, other than through the Chair, to make statements or express opinions on behalf of Active Norfolk;
- h) resist any temptation or outside pressure to use the position of Board member to benefit himself or herself or other individuals or agencies;
- i) declare openly and immediately any personal or corporate/business conflicts of interest arising from a matter before the Board or its committees or from any other aspect of Active Norfolk's business and responsibilities;
- j) not participate in the discussion of, or vote in respect of, a matter in which he or she has a material conflict of interest;
- k) respect the confidentiality of those items of business which the Board decides from time to time should remain confidential;
- l) take or seek opportunities to enhance his or her effectiveness as a Board member through participation in individual/collective Board Member performance assessment activities and training and development programmes and by increasing his or her own knowledge of Active Norfolk;

- m) give priority as far as practicable to attendance at meetings of the Board and its committees and recognise the very important requirement of promoting proper accountability for the actions and performance of Active Norfolk

The code of conduct is supported by the following principles set out by the Committee on Standards in Public Life (the Nolan Committee) for the benefit of all who serve the public.

- a) 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.
- b) 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.
- c) 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.
- d) 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.
- e) 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.
- f) 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.
- g) Leadership: Holders of public office should promote and support these principles by leadership and example.
- h) Board members should fully, openly and honestly engage in debate and discussion with other Board Members.

### 5.8.1. Responsibilities

- a) Duty of care: Board Members are expected to act reasonably and prudently in all matters relating to Active Norfolk and in its long-term interest.
- b) Duty to protect the organisations resources: Board Members have a duty to protect all the resources belonging to Active Norfolk, for instance by ensuring that there are adequate financial controls, corporate governance and risk assessments. Board Members also have a duty to protect the organisation's reputation and its intellectual property such as branding and databases.
- c) Duty to act in the best interests of the public: Their first duty as a Board Member is to the public, which means they must act in the 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.

- d) 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.

## 5.9. Appendix 2 – Finance, Audit and Risk Committee Terms of Reference

### 5.9.1 Introduction

- a) The Finance, Audit and Risk Committee (the Committee) is a committee of the Active Norfolk Main Board.
- b) The Committee has been established to support the Board in its responsibilities for issues of Finance, Risk and Control by reviewing the comprehensiveness of assurances in meeting the Board's assurance needs and reviewing the reliability and integrity of these assurances.
- c) The Committee is authorised by the Board to seek any information it requires from any employee of Active Norfolk in order to perform its duties.

### 5.9.2 Membership

- a) The Committee should consist of up to five members, three of whom should be Independent Board Members of Active Norfolk, and with the Director (or his/her deputy from the Senior Leadership Team) in attendance.
- b) Board members elected to this committee should ideally be competent in the relevant areas of finance and risk, but the Board reserves the right to approve the election of members who do not necessarily fit closely with this profile but provide other skills, as long as the Board are satisfied that the level of expertise required is present on the committee.
- c) The Committee will be chaired by a nominated Independent Board Member. In the absence of the Committee Chair, the Committee may nominate another Independent Board Member to deputise in his/her absence.
- d) The secretariat function will be provided by a nominated member of the Active Norfolk Senior Leadership Team.

### 5.9.3 Reporting

- a) Where reasonably possible, minutes of each Committee Meeting will be tabled to the subsequent Main Board meeting and, where necessary, the Chair of the Committee will provide a report to the Main Board on any substantive matters of importance and any material issues or concerns.
- b) The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
- c) The Committee will provide the Board with an Annual Report, timed to support finalisation of Active Norfolk's accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

### 5.9.4.Responsibilities

The Committee is responsible for monitoring effective financial performance, effective financial management, and effective risk management of Active Norfolk, and for providing advice and recommendations to the Board on relevant matters, including:

- a) Active Norfolk's financial and internal control policy prior to endorsement by the Board and regularly review those control systems
- b) Quarterly financial statements, reserves policy, budget and cash flow forecasts before submission to the Board
- c) Active Norfolk's compliance with grant conditions from Sport England and other organisations
- d) A half-year review of the risk register before submission to the Board
- e) The strategic processes for Risk, Control and Governance and the Governance Statement;

and, in collaboration with relevant officers of the Host Agency, also including:

- f) The accounting policies, the accounts, and the Annual Report of Active Norfolk, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's Letter of Representation to the external auditors;
- g)
- h) The listing of any remuneration paid to Directors (excepting ex-officio members of Senior Management Team) and also the total amount paid to the Senior Management Team should the total staff count exceed 50 people.
- i) The planned activity and results of both internal and external audit;
- j) The adequacy of management response to issues identified by audit activity, including external audit's management letter;
- k) Proposals for tendering for either Internal Audit services or for purchase of non-audit services from contractors who provide audit services;
- l) The Committee will also periodically review its own effectiveness and report the results of that review to the Board.

### 5.9.5.Rights

The Committee may:

- a) 18. Co-opt additional Committee Members, for a period not exceeding a year, to provide specialist skills, knowledge and experience;
- b) 19. Appoint independent non-Board members for a period of three years, which may be extended for further periods (normally up to three years), subject to the approval of the Main Board;
- c) 20. Procure specialist ad-hoc advice at the expense of Active Norfolk, subject to budgets agreed by the executive staff and Board.

### 5.9.6.Meetings

- a) 21. The Committee will meet at least four times a year. The Chair of the Committee may convene additional meetings as they deem necessary.
- b) 22. The Committee meetings will normally be attended by the Director, and at least once a year by the outsourced Internal Audit supplier and a representative of External Audit.
- c) 23. The Committee may ask any other staff of Active Norfolk, or relevant officers of NCC to attend to assist it with its discussions on any particular matter.

- d) 24. The Committee may ask any or all of those who normally attend but who are not Committee Members to withdraw, to facilitate open and frank discussion of particular matters;
- e) 25. The Board or the Accounting Officer may ask the Committee to convene further meetings to discuss particular issues on which they want the Committee's advice.
- f) 26. Meeting papers will be circulated no later than five (5) working days ahead of each meeting.

### 5.9.7. Quorum

A minimum of three Members of the Committee, plus the Director (or his/her deputy from the Senior Leadership Team) must be present for the meeting to be deemed quorate. Two of these Members must be Independent Members of the Active Norfolk Main Board.

### 5.9.8. Resolutions and voting

- a) 28. Decisions of the Committee shall be taken by consensus and recorded in the minutes of the meeting at which such a decision is taken.
- b) 29. Where a consensus cannot be agreed, the Committee Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote.

### 5.9.9. Terms of reference and committee effectiveness

The Committee's terms of reference and effectiveness will be reviewed at least annually by the Board and the Committee, including a review of membership and relevant skills and any changes considered necessary must be approved by the Board.

## 5.10 APPENDIX 3 – Nominations Committee Terms of Reference

### 5.10.1. Purpose

The Nominations and Governance Committee exercises general oversight concerning matters including making recommendations for key appointments, the structure, composition and effectiveness of the Board and its sub-committees.

### 5.10.2. Membership

1. The Committee has a membership maximum of five and a minimum of three members of which the Board Chair and [Vice Chair] are permanent members.
2. The Committee is to be chaired by a Non-Executive Director nominated by the Board.
3. The Committee can co-opt other members.
4. The Director of Active Norfolk and Operations Manager are permanent invitees to the Committee's proceedings. However, the Committee reserves the right to hold part of the meeting without the Director or Operations Manager.

### 5.10.3. Tasks & remit

5. To identify, consider and make recommendations for nominees to fulfil the role of Chair and Vice Chair/lead NED. Such nominations are proposed to the board for endorsement before ratification by Sport England.
6. To ensure AN has a board with the right competencies, skills, experience, and diversity to assist AN to develop and deliver on its strategy.
7. To oversee the tenure of members of the Board and maintain a record of attendance of members Board at meetings.
8. Regular reviews (carried out in consultation with members of the Board) of the qualities and skills required by members individually and the Board overall to ensure good governance.
9. Selection of new members of the Board to fill vacancies as and when members retire.
10. Oversight of induction and training of Board members, as appropriate.
11. Recommendations on selection of members of the Board to its committees - for approval by the Board.
12. An annual evaluation of the effectiveness of the Board and its Committees
13. Oversight of the declaration of interests, policies and procedures
14. Recommendations from the Nominations Committee relating to all the above tasks, as applicable, are made to the Board for ratification, nomination or approval as necessary.

#### 5.10.4. Meetings

15. The Committee will meet at least four times a year and in advance of each quarterly Board meeting. The Chair of the Committee may convene additional meetings as they deem necessary.
16. The Committee meetings will normally be attended by the Director and Operations Manager.
17. The Committee may ask any other staff of Active Norfolk, or relevant officers of NCC to attend to assist it with its discussions on any particular matter.
18. The Committee may ask any or all of those who normally attend but who are not Committee Members to withdraw, to facilitate open and frank discussion of particular matters;
19. Meeting papers will be circulated no later than five (5) working days ahead of each meeting.

#### 5.10.5. Quorum

20. A minimum of three Members of the Committee, plus the Director or Operations Manager must be present for the meeting to be deemed quorate. Two of these Members must be Independent Members of the Active Norfolk Main Board.

#### 5.10.6. Resolutions & voting

21. Decisions of the Committee shall be taken by consensus and recorded in the minutes of the meeting at which such a decision is taken.
22. Where a consensus cannot be agreed, the Committee Chair may request a vote on a show of hands, in which case each Committee Member shall have one vote.