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Standing Orders

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Contents

1.	INTRODUCTION	4
2.	INTERPRETATION AND DEFINITIONS	4
3.	THE BOARD: APPOINTMENTS TENURE AND ROLE OF BOARD MEMBERS	5
4.	MEETINGS OF THE BOARD	6
5.	NOTICE OF MEETINGS.....	7
6.	AGENDAS, PAPERS, RECORD OF ATTENDANCE AND MINUTES	9
7.	COMMITTEES.....	10
8.	DUTIES AND OBLIGATIONS OF MEMBERS AND SENIOR MANAGERS UNDER THESE BOARD STANDING ORDERS	11
9.	SUSPENSION, VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS	14
10.	EQUALITY & DIVERSITY	14
	Appendix A - STATEMENT CONCERNING MY INTERESTS	16
	APPENDIX B - SCHEDULE OF CATEGORIES OF REGISTRABLE INTERESTS.....	19
	Appendix C – Trustee Job Description & Person Specification	21
	APPENDIX D – Chair Job Description & Person Specification	24
	Appendix E - Code of Conduct for Board Members	28
	Appendix F - Criteria for the approval of observers at SASP Board meetings.....	29

1. INTRODUCTION

- 1.1 These Board Standing Orders set out the basic rules and procedures for the SASP Ltd Board. All Board members and Executive Directors must be aware of them and be familiar with their details.
- 1.2 At any meeting, the Chair of the Board has the final decision on the interpretation of Board Standing Orders.
- 1.3 These Board Standing Orders, as far as they are applicable, apply with appropriate alteration to meetings of any Committee established by the Board.
- 1.4 It is the duty of the Chief Executive of SASP together with the Chair of the Board to ensure that existing Board Members, any Independent Members, and Officers are notified of and understand their responsibilities within the Board Standing Orders, and the Code of Practice for Board Members.
- 1.5 The Board Standing Orders and the Code of Conduct for Board Members will be reviewed regularly. Updated copies will be made available to the whole organisation via SASP Company Data following the completion of any review.

2. INTERPRETATION AND DEFINITIONS

- **“Board”** means SASP Ltd Board, which consists of a Chair and no more than twelve Non-Executive Members. Over 50% of the Board must be Independent Non-Executive Directors.
- **“Board Member”** means any person appointed as a Member of the SASP Board.
- **“Budget”** means a resource, expressed in financial terms, proposed by the Board for the purpose of carrying out, for a specific period, any or all of the functions of SASP.
- **“Chair”** is the person appointed by the SASP Directors to lead the Board and to ensure that it successfully discharges its overall responsibility for the work of SASP
- **“Vice Chair”** is the person appointed by SASP Chair to deputise for the chair in their absence. They may also take on additional responsibilities delegated to them by the chair.
- **“Committee”** means a committee created by the Board with delegated powers or a responsibility to advise the Board in specified areas of business. Committees may consist of or include persons who are not Board Members.
- **“Independent Members”** are persons formally appointed by the Board as members of specific committees. Although they are not Board Members, the Board Standing Orders, and the Code of Conduct for Board Members all apply to them as they do to Board members
- **“Independent Non-Executive Directors”** are members of a company's board of directors who are not part of the executive team. A non-executive director is involved in policy making and planning exercises. 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:

- (i) 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.
- (ii) they are or have within the last four years been an employee of the organisation; or
- (iii) they have close family ties with any of the organisation's directors or senior employees.

- **"Members"** refers to both Board Members and Independent Members.
- **"Officer"** means any person who is an employee of SASP. This includes persons seconded to work within SASP's employee structure and, where appropriate, includes the CEO.
- **"Senior Independent Director"** is the person appointed by the SASP Directors to provide a sounding board for the Chair, serve as an intermediary for the other directors if necessary and act as an alternative contact for stakeholders to share any concerns and lead on the process of appraising the Chair.

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3. THE BOARD: APPOINTMENTS TENURE AND ROLE OF BOARD MEMBERS

3.1 Appointment to the SASP Board

- 3.1.1 The SASP Board of independent directors will comprise of:
 - The Chair.
 - the Senior Independent Director; and
 - up to ten further Non-Executive Board Members
- 3.1.2 Appointments of the Chair and Board Members will be through an application procedure. The Board skills matrix would be used to identify the skills and any other requirements of the post. All Trustees' vacancies will follow an appointment via an open publicly advertised recruitment process. This process need not be used if the whole Board is in agreement if the chair or Senior Independent Director is being appointed from amongst the existing Board.
- 3.1.3 Marketing will be via a range of sources including utilising grass-roots networks to reach under-represented groups where necessary.
- 3.1.4 A Nominations Committee will be created from the Board Directors for each recruitment drive which may be for example as a result of a resignation or the identification of a specific need. The committee will be made up of the Chair and Senior Independent Director along with one or two other Directors to ensure a diverse group with a mix of skills.
- 3.1.5 Applications for a position will be considered initially by the SASP CEO and Chair who will create a long-list and then by the Nominations Committee. At the start of the shortlisting and selection of applicants, the panel will have reviewed the Board Directors' role description and person specification and Board diversity plan.
- 3.1.6 The panel will interview each of the candidates against the same set of pre-agreed questions, selecting the best individual that meets the criteria of the role as Trustee with the right skills to fit any gaps identified.
- 3.1.7 The Chair may appoint a senior Independent Non-Executive Director. The duties of the Senior Independent Director are to meet with other Non-Executive Board Members to

address any issues they wish to raise, to act as a sounding board for the Chair, supporting the Chair in the delivery of the Chair's objectives, and to intervene if necessary to help resolve significant issues on the Board.

- 3.1.8 It is mandatory that the Chair and Senior Independent Non-Executive Director of the Board are non-Executive members.

3.2 Tenure of Board Members

- 3.2.1 Non-Executive Members are appointed for a period of up to two times four years with the exception of the Chair who may serve on the Board for a maximum period of eleven years.
- 3.2.2 The Board may not co-opt additional Members. The Board's Committees may recruit members to add to their expertise and may co-opt up to a maximum of one third of the total number of members of the committee. The tenure of Independent Members of Committees will normally be no longer than two years but may be renewed.
- 3.2.3 When a director has completed their maximum term at least four years must lapse before they are allowed to stand again as a director.

3.3 Resignations and Termination of Board Membership

- 3.3.1 A Board Member, including the Chair, may resign their position on the Board by giving 30 days' notice in writing to the Director.
- 3.3.2 Only the Board Chair can otherwise terminate the membership of a Board Member. If the Chair is satisfied that a Board member is unable, unfit or failing to carry out the duties of the office, or are disqualified from holding office, they may remove the Board member from office by giving him/her notice in writing, stating the reason for the Board Member's removal.
- 3.3.3 After non-attendance at Board meetings for more than two consecutive meetings, the Chair may invite the member to consider whether they wish to continue with their Board membership. Persistent non-attendance at meetings could lead to the Chair proposing to the SASP Board that the appointment be terminated.

3.4 Role of Board Members

- 3.4.1 The role of the Board is to provide leadership to SASP, set its strategic direction and hold the Director to account for the delivery of its objectives.
- 3.4.2 The role of a Board Member is set out in the Role Description of a Board Member at Appendix C, together with the Code of Conduct at Appendix E. These will be reviewed every 4 years.
- 3.4.3 Individual Board Members must act in accordance with the Code of Conduct with particular reference to acting in good faith and in the best interests of SASP.

4. MEETINGS OF THE BOARD

- 4.1.1 The SASP Board will operate in an open and transparent fashion, except where confidentiality necessitates discussions being held in private, or for some other special reason which will be stated in a resolution.

- 4.1.2 Members of the public and press are not admitted to meetings of the Board's Committees, except by specific invitation. However, observers with the permission of the Chair are permitted.

4.2 Convening Meetings

- 4.2.1 Ordinary meetings of the Board will be held at such times and places or virtually as the Board may determine in order to progress its business.
- 4.2.2 The Chair may call a meeting of the Board at any time, provided ten clear working days' notice is given.
- 4.2.3 In cases of emergency, if the Chair judges that the Board's business cannot be delayed giving the ten days' notice, the Chair is able to convene a meeting to deal with special or urgent matters, provided that a majority of Board Members agree. The Chair will use telephone or video conferencing, if possible, to enable as many Board Members as possible to participate in the decision. Only those urgent or special matters may be dealt with at an emergency meeting so called.
- 4.2.4 Meetings of the Board may, if necessary and by order of the Chair, take place by video conferencing or similar means of communication, notwithstanding that the Board Members present may not all be meeting in one particular place, provided that all persons participating in the meeting can hear each other. Participation in a meeting in that manner shall be taken as constituting presence in person at a meeting. The meeting will be deemed to have taken place where the Chair of the meeting is present.
- 4.2.5 If a request for a meeting, signed by at least one-third of the whole number of Board Members, is presented to the Chair, then they must call a meeting within ten clear working days of receiving this request. If the Chair refuses to call a meeting, or if, without so refusing, does not call a meeting within ten working days of receiving the request, those Members who requested may call a meeting themselves.

5. NOTICE OF MEETINGS

- 5.1.1 Before each meeting of the Board, a notice of the meeting, specifying the business proposed to be transacted at it, must be delivered to every Board Member or sent by post or e-mail to the correspondence address supplied by them, at least five clear working days before the day of the meeting. Supporting papers, wherever possible, will accompany the agenda.
- 5.1.2 The accidental failure to give notice to a Board Member or the non-receipt of a duly despatched notice by then will not invalidate the proceedings of a Board meeting.
- 5.1.3 In the case of a meeting called by Board Members in default of the Chair (under Standing Order 4.2.5), the notice must be signed by those Board Members and no business can be transacted at the meeting other than that specified in the notice.

5.2 Chairing Meetings

- 5.2.1 At any meeting of the Board, the Chair if present, will preside.
- 5.2.2 If the Chair is absent, or is disqualified from participating, a Non-Executive Board Member chosen by the Board Members will preside.
- 5.2.3 The decision of the Chair of the meeting on questions of order, relevancy, regularity, and any other matters will be final.

5.3 Quorum for Meetings

- 5.3.1 No business can be transacted at a meeting unless at least 3 of the Board Members are present.
- 5.3.2 If at any time during a meeting a quorum of Board Members is not present then, at the discretion of the Chair, the business may still be discussed by the Board Members present but the decision must be deferred to the next meeting of the Board, unless the Chair of the meeting requires a decision to be made at an earlier date or is able to conduct the business under the provision regarding Urgent Action at 4.2.3. The meeting must then proceed to the next business.
- 5.3.3 If the Chair or any Board Member has been disqualified from participating in the discussion on any matter and/or from voting on any resolution by reason of declaring a conflict of interest, they may not participate in the discussion or vote and will not be counted towards the quorum on that item. Whoever is in the Chair for the item will determine whether the Member may remain at the table during the discussion or whether they should leave the meeting at that point in the interests of open and transparent discussion. Such a position must be recorded in the minutes of the meeting.

5.4 Voting

- 5.4.1 The Board will use its best endeavours to decide all questions by consensus. Where that cannot be achieved, and a vote is necessary, such questions shall be decided by a majority of the votes of the Chair and the Board Members present voting on the question.
- 5.4.2 In the case of an equality of votes, the Chair of the meeting will have a second or casting vote.
- 5.4.3 Voting shall normally be by show of hands. If the matter being voted on is confidential, a paper ballot may also be used if a majority of the Board members present request it. However, where a meeting is held in accordance with Standing Order 4.2.4, the Chair of the meeting shall call the roll of Board Members and each Board Member asked shall, on their name being called, indicate their vote in such a manner that all persons participating can hear it.
- 5.4.4 If any Board Member present so requests, the voting (other than by paper ballot) on any question will be recorded to show how each Board Member present voted or abstained.
- 5.4.5 If a Board Member so requests, their vote will be recorded in the minutes of the meeting by name upon any vote (save those by paper ballot).
- 5.4.6 Board Members absent from a meeting do not have the right of a proxy vote although their written views submitted to the Chair may be entered in the debate at the discretion of the Chair. Absence is determined as at the time of voting on a motion.

5.5 Observers

- 5.5.1 It was agreed that subject to certain criteria being met, observers would be welcome to attend Board meetings. Attendance would be at the discretion of the Chair. The criteria to be used by the Chair for agreeing observer attendance at Board meetings is set out in Appendix F.

5.6 Notices of Motion

- 5.6.1 Any motion proposed must be seconded before it can be considered by the Board.

- 5.6.2** A Board Member desiring to move or amend a motion must send written notification to the Chair at least 10 clear working days before the meeting. The Chair will insert this notice in the agenda for the meeting. This does not, however, prevent any motion or amendment being moved without notice during the meeting on any business mentioned on the agenda.

5.7 Emergency Motions

- 5.7.1 Subject to the agreement of the Chair, and subject also to the provisions below, a Board Member may give written notice of an emergency motion after the issue of the notice of meeting and agenda, up to one hour before the time fixed for the meeting. The notice must state the grounds of urgency. If in order, it will be declared to the Board at the commencement of the business of the meeting as an additional item included in the agenda. The Chair's decision to include the item will be final.

5.8 Withdrawal of Motions

- 5.8.1 A motion, once moved and seconded, may be withdrawn by the proposer with the agreement of the seconder and the consent of the Chair.

5.9 Motion to Rescind a Resolution

- 5.9.1 Notice of a motion to amend or rescind any resolution (or the general substance of any resolution) which has been passed within the preceding six calendar months must bear the signature of the Board Member who gives the notice and also the signature of two other Board Members.
- 5.9.2 When any such motion has been disposed of by the Board, it will not be competent for any Board Member other than the Chair to propose a motion to the same effect within six months. The Chair may do so if they consider it appropriate.

5.10 Motions and Amendments to Motions

- 5.10.1 The mover of a motion has a right of reply at the close of any discussion on the motion or any amendment thereto.
- 5.10.2 When a motion is under discussion or immediately prior to discussion, it is open to any Board Member to move:
- An amendment to the motion.
 - The adjournment of the discussion or the meeting.
 - That the meeting proceeds to the next business.
 - The appointment of an ad hoc committee to deal with a specific item of business.
- 5.10.3 No amendment to any motion will be admitted if, in the opinion of the Chair of the meeting, the amendment negates the substance of the motion.

6. AGENDAS, PAPERS, RECORD OF ATTENDANCE AND MINUTES

6.1 Setting the Board Agenda

- 6.1.1 The Chair will agree the agenda for each meeting of the Board, in consultation with the CEO.
- 6.1.2 Board Members who wish to put forward agenda items should notify the Chair at least 15 clear working days before the meeting. The request must include appropriate supporting information. Requests made less than 10 clear working days before a meeting may be included on the agenda at the discretion of the Chair.

- 6.1.3 In the event that the Chair is not willing to include an item on the agenda of a Board meeting, any Member will be entitled to have a notice of motion included on the agenda, provided this is submitted in writing to the Director at least five clear working days before the meeting.
- 6.1.4 Board agendas will be sent to Board Members at least 5 clear working days before the meeting and supporting papers, whenever possible, will accompany the agenda, but will certainly be dispatched no later than three clear days before the meeting, save in emergency.
- 6.1.5 It is within the discretion of the Chair of a meeting to allow urgent items not on the published agenda to be discussed at the relevant meeting. The reasons for allowing such action should be indicated by the Chair

6.2 Meeting Papers

- 6.2.1 The papers for a meeting will be available to Board Members at least 5 clear working days before a meeting, except in an emergency.
- 6.2.2 The papers for the public Board meetings will be published on the SASP website, subject to appropriate redactions.

6.3 Record of Attendance

- 6.3.1 The names of the Chair and Board Members present at the meeting must be recorded in the minutes.
- 6.3.2 Where a Board member is not present for the whole of the meeting the minutes must indicate for which items the Board Member was present at the time of determination of the item.
- 6.3.3 The names of others "In Attendance" at the Board meeting must also be recorded in the minutes.

6.4 Minutes

- 6.4.1 The minutes of the proceedings of a Board meeting will be drawn up by SASP administration and submitted for agreement at the following Board meeting. Once confirmed as a correct record by the Board at the meeting, the minutes will be signed by the person in the chair at the meeting to which they are submitted. Once signed, the minutes shall be taken as conclusive evidence of the facts stated therein. Any amendment to the minutes must be agreed and recorded in the minutes of the Board meeting at which they are submitted for agreement.
- 6.4.2 The minutes of Board meetings, other than minutes containing confidential information, will be available to the public. The Board will also receive the minutes of its Committees for information. Any Board Member not on a Committee will have a right to consult any confidential minutes of that Committee.

7. COMMITTEES

7.1 Establishment of Committees

- 7.1.1 The Board may delegate authority to its Committees to establish and appoint members to a sub-committee. Any such sub-committee must be chaired by a Member of the Committee and a majority of the sub-committee members must be members of the committee. The Committee shall determine the membership of any sub-committees they establish.

- 7.1.2 The constitution and terms of reference of the Board's Committees, and any sub-committees or joint committees, and any specific executive powers delegated to them, must be approved by the Board.
- 7.1.3 The Board will keep under review the structure and remit of its committees.

7.2 Approval of Appointments to Committees

- 7.2.1 The Board will approve the appointments to each of the Committees which it has formally constituted. Where the Board determines, and Regulations permit, that persons who are neither Board Members nor Officers can be appointed to a Committee, the Committee may proceed to appoint and should inform the Board of any appointments made.
- 7.2.2 The Chairs of the Board's Committees will be appointed by the Board at its first meeting of the financial year. Each Committee Chair will be a Member of the Board and will hold office as Committee Chair for the following year.
- 7.2.3 In the event of there being a vacancy in a Committee chair, a new Chair will be proposed and appointed at the next Board meeting. If the Committee has no Deputy-Chair, the Chair of the Board is authorised to appoint an Interim Chair in cases of urgency.

7.3 Terms of Reference

- 7.3.1 Each Committee of the Board is to have such terms of reference and powers and be subject to such conditions (as to reporting back to the Board), as the Board may decide. Such terms of reference have effect as if incorporated into these Standing Orders.
- 7.3.2 The terms of reference of any sub-committee constituted by a Committee may be proposed by the Committee but must be approved by the Board.

7.4 Resignations and terminations of Committee Membership

- 7.4.1 Independent members of a Committee may resign from the Committee by writing to the Chair of the Committee providing 30 days' notice.
- 7.4.2 The Board may terminate the appointment of any Board or Independent Member to one of its Committees or to the office of chair or deputy-chair of a Committee.

8. DUTIES AND OBLIGATIONS OF MEMBERS AND SENIOR MANAGERS UNDER THESE BOARD STANDING ORDERS

8.1 Register of Interests

- 8.1.1 The CEO of SASP will establish and maintain a Register of Interests to record the interests of the Non-Executive Board Members and Executive Directors.
- 8.1.2 These details will be updated on a regular basis (at least annually). At any time during the year, the CEO of SASP may amend the register to take account of changes recorded in any supplementary statement lodged (not later than 10 clear working days after a statement of interests is lodged).
- 8.1.3 The SASP CEO will write annually to Non-Executive Board Members and Executive Directors reminding them of the continuing requirements of these Board Standing Orders, but

responsibility for registration of interests lies solely with to Non-Executive Board Members and Executive Directors.

- 8.1.4 The SASP Office Manager will ensure that all SASP employees and contractors are reminded of the need to register any interests on appointment and to keep the declaration up to date.

8.2 Timing of Registration

- 8.2.1 Initial registration of interests must not be made later than 21 days after the date of accepting office as a Non-Executive Board Member or Executive Director.
- 8.2.2 Omissions or corrections must be notified to the SASP CEO immediately, if, after lodging a statement, a Non-Executive Board Member and Executive Director becomes aware that they, or any member of his or her family, has a registrable interest in respect of which they has not lodged a statement. This is also the case if they realise that they has an interest which they thought did not need to be registered, but which is in fact later identified as a registrable interest.
- 8.2.3 Changes to interests must be notified to the SASP CEO within 21 days after they have occurred.

8.3 Voluntary Statements

- 8.3.1 A Non-Executive Board Member or Executive Director who has an interest which may be relevant to proceedings of SASP but which is not a registerable interest, may at any time lodge with the SASP CEO, Chair or Office Manager, voluntarily a written statement giving details of the interest, including the date on which the interest was acquired.
- 8.3.2 Non-Executive Board Members and Executive Directors may choose to provide details of any interest which they are not required to register but which they think may be relevant and which they wish to register.

8.4 Interests to be Registered

- 8.4.1 All relevant and material interests, whether pecuniary or non-pecuniary, must be registered.
- 8.4.2 Non-Executive Board Members and Executive Directors need only register at the point of initial registration interests that they have at the date of their acceptance of office. They need not register any interests that they had held before they accepted office but no longer hold.

8.5 Type of Information

- 8.5.1 The Notice of Interests to be Registered form (Appendix A) should be used by Non-Executive Board Members and Executive Directors to register their interests. All statements lodged must contain:
- a) Such details of any registerable interest and such other information as are necessary to identify clearly the nature of the interest and, where relevant, its source.

8.6 Declarations of Interests

- 8.6.1 Non-Executive Board Members and Executive Directors must declare any interests in proceedings being considered by the Board and its committees. Even if a Board Member has already registered an interest, it should still be declared at the appropriate time when participating in proceedings. It might be appropriate for a Member to declare an interest that does not have to be registered; however, having declared this interest, the Member should then register it within 28 days.

8.6.2 In considering whether to declare an interest in proceedings, the Member must consider not only whether they will be influenced, but also whether anybody else might reasonably think that they might be influenced by the interest. The test to be applied is:

“Would the interest prejudice, or could it give the appearance of prejudicing, his or her ability to participate in the proceedings of the Board relating to that matter in a disinterested manner?”

8.6.3 It is the personal responsibility of each Board Member to judge whether an interest requires declaring, but they are advised to err on the side of caution. The interests of a Board Member’s spouse or domestic partner should also be considered in this context.

8.6.4 If there is any doubt about the relevance of an interest, this must be discussed with the Chair or SASP CEO.

8.7 Timing of Declarations

8.7.1 Board Members must declare any interest:

- a) At any proceedings of the Board and its committees, where a matter affecting a declarable interest is considered, or
- b) In other circumstances where they are active in a role other than for SASP.

8.8 Making a Declaration

8.8.1 Where there is an interest that must be declared under these Board Standing Orders, it must be:

- a) At the commencement of the proceedings in response to the formal request from the Chair for the declaration of interests, or
- b) If unaware of the interest at the commencement of the proceedings, as soon as they become aware of the interest.

8.8.2 When an interest is declared, the Board Member is required to make an oral statement declaring the nature of the interest if requested to do so by the Chair.

8.9 Ceasing to Have an Interest

8.9.1 If, after lodging a statement of his or her interests, a Board Member ceases to have an interest detailed in that statement they are encouraged (but are not required to) lodge with the SASP CEO a written statement giving the date on which the interest ceased. These statements will ensure that the Register is kept up to date at all times.

8.10 Effect of Declaring an Interest

8.10.1 Non-Executive Board Members and Executive Directors may speak, but may not vote, on matters in which they have an interest that needs to be declared, unless the interest is considered by the Chair of the meeting to be of such a nature as to disqualify him or her from speaking on the matter and must be reported to the meeting and recorded in the minutes.

8.10.2 Where a Board Member has an interest by reason only of a beneficial interest in securities of a company’s activity in the lesser of £5,000 or 1% of the total value of the company, this does not prohibit the Board member from voting on any question with respect to it, without prejudice to their duty to disclose that interest.

8.11 Recording of Interests in the Minutes

- 8.11.1 At the time Board Members' interests are declared, they must be recorded in the minutes of the meeting. At the start of each meeting Directors will be asked to declare an interest.
- 8.11.2 Any changes in interests must be declared at the next meeting following the change occurring and recorded in the minutes of that meeting.

9. SUSPENSION, VARIATION, AMENDMENT AND APPROVAL OF BOARD STANDING ORDERS

9.1 Suspension of Board Standing Orders

- 9.1.1 Any one or more of the Board Standing Orders may be suspended at any meeting, provided that at least two-thirds of the Board are present, and that a majority of those present vote in favour of suspension.
- 9.1.2 A decision to suspend Board Standing Orders will be recorded in the minutes of the meeting.
- 9.1.3 No formal business may be transacted while Board Standing Orders are suspended.
- 9.1.4 A separate record of matters discussed during the suspension of Board Standing Orders must be made and must be available to the Chair and Board Members.

9.2 Approval, Variation and Amendment of Board Standing Orders

- 9.2.1 These Board Standing Orders and any amendment to them can only be approved if:
- A notice of motion has been given (i.e., at least 10 working days in advance)
 - No fewer than half the total of the Board Members present vote in favour
 - At least four of the whole number of the Chair and Board members appointed are present at the time of the vote

10. EQUALITY & DIVERSITY

10.1 Commitment to Equality and Diversity within the Board and Senior Leadership

- 10.1.1 SASP is committed to the principles of diversity and equality. Diversity is about respecting, understanding and valuing people's differences and making sure everyone is treated in an appropriate way. Equality is about making sure people from all sections of the community have fair and equal opportunities.
- 10.1.2 SASP wish to ensure that this commitment is recognised, and the benefits of equality and diversity are fully embraced through having a diverse and representative Board and senior management team. A diverse Board and leadership will include and make good use of differences in the skills, experience, background, race, gender and other qualities of all.
- 10.1.3 These differences will be considered in determining the optimum composition of the Board and senior leadership and when possible, will be balanced appropriately. All Board and organisational appointments are made on merit, in the context of the skills and experience the Board and organisation as a whole requires to fulfil its responsibilities.
- 10.1.4 In identifying suitable candidates for appointment to the Board and leadership, Trustees and management will consider candidates on merit against objective criteria and with due regard for the benefits of diversity on the Board and senior leadership.

10.2 Measurable objectives

- The Board formally adopt a minimum 30% membership of the Board for each gender.
- The Board will undertake to encourage diversity in the Board, senior leadership and whole organisation, and will audit levels of diversity on an annual basis.

10.3 Review

The Board and leadership will review the Board and senior leadership Diversity targets, which will include an assessment of its effectiveness and any measurable objectives, if set, for achieving diversity on the Board and senior leadership on an annual basis and make recommendations where appropriate. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

10.4 Monitoring and reporting

The Board will report annually on the process it has used in relation to Board and senior leadership appointments where these occur. Such a report will include measurable objectives if set for implementing the policy and progress made towards achieving those objectives.

10.5 Public commitment

The SASP website will display its commitment to diversity as a public statement reflective of the intent of the organisation to pro-actively encourage diversity in the Board and senior leadership as well as other areas.

Appendix A - STATEMENT CONCERNING MY INTERESTS

I

a Board member / Independent member / Executive Director (delete which is not appropriate) of SASP confirm that

EITHER

- I have no interests that are required to be included in the Register of Interests

OR

- I have set out below under the appropriate headings the interests that I am required to include in the Register of Interests, and I have put 'none' where I have no such interests under any heading.

1: Remuneration

Do you hold any positions where you receive remuneration by being:

- employed;
- self-employed;
- the holder of an office;
- a director of a company;
- a partner in a firm; or
- by carrying out a trade, profession or vocation or any other work?

Remuneration includes allowances (such as travel and subsistence).
You do not have to include the remuneration you receive from a pension.

YES / NO* (*delete as appropriate)

If you answered 'yes' please use Guidance in Appendix B to list employers or self-employed interests.

2: Related undertakings

Do you hold any directorships that are not remunerated but the company (or other undertaking) in question is a subsidiary of, or parent of, a company (or other undertaking) in which you hold a remunerated directorship (as described under category 1)?

YES / NO* (*delete as appropriate)

If you answered 'yes', you must give the name(s) of the subsidiary or parent company or other undertaking, the nature of its business, and its relationship to the company or other undertaking in which you are a director and from which you receive remuneration.

3: Contracts

Have

- you, or
 - a firm in which you are a partner, or
 - a company of which you are a director, or
 - a company in which you have shares of a nominal value of
 - a) greater than 1% of the issued share capital of the company or other body;
- or
- b) a nominal value greater than £25,000

made a contract with SASP under which goods or services are to be provided, or works are to be carried out, and which has not been fully discharged?

YES / NO* (*delete as appropriate)

If you answered 'yes', you must give a description of the contract, including its duration but not the amount involved.

Please provide details below.

4: Non-financial interests

Do you have any non-financial interests that may be connected in any way to the work of SASP? It is important to register and describe all relevant interests such as membership or holding office in other public bodies, clubs, societies, and organisations such as trade unions and voluntary organisations.

When answering this question, ask yourself whether a member of the public acting reasonably might consider that any non-financial interests could potentially affect your responsibilities to SASP, or could influence your actions or decision-making.

YES / NO* (*delete as appropriate)

If you answered 'yes', you must list all relevant interests below.

Category 5: Miscellaneous interests

Are there any other interests which you wish to register voluntarily?

YES / NO* (*delete as appropriate)

If you answered 'yes', you must list all relevant interests below.

DECLARATION

I recognise that it is a breach of the Board Standing Orders to:

- (a) provide information that is materially false or misleading or
- (b) omit information which must be given in this notice or
- (c) fail to give further notices, within 21 days of any changes to:
 - (i) Update any information given in this notice or
 - (ii) Declare any interests that I acquire after the date of this notice.

Signature:	
Print Name & Position:	
Date Signed:	

APPENDIX B - SCHEDULE OF CATEGORIES OF REGISTRABLE INTERESTS

This Schedule sets out the categories of interests, which SASP has determined must be registered and which are referred to as Registrable Interests. These categories are listed below with key definitions and explanatory notes designated to help decide what is required when registering interests under any particular category.

CATEGORY 1 - REMUNERATION FROM EMPLOYMENT, TRADE, PROFESSION OR VOCATION

1.1 Statement:

Receipt of remuneration by virtue of:

- Being employed
- Being self-employed
- Being the holder of an office
- Being a director of an undertaking
- Being a partner in a firm or
- Undertaking a trade, profession or vocation or any other work.

1.2 Definitions:

The following definitions apply to this paragraph: -

"Remuneration" includes:

- Any salary or wage
- Any share of profits
- Fee
- Expenses
- Other monetary benefit or benefit in kind (e.g., the provision of a company car or travelling expenses by an employer)
- Remuneration received as a Borough Councillor, Member of Parliament or as a Member of the European Parliament
- Any monies received as a result of being employed, self-employed, etc at any time, for however brief a period, since acceptance of office.

"Remuneration" does not include:

- Any pension.

"Undertaking" means:

- a body corporate, legal entity or partnership or
- an unincorporated association or trust
- carrying on an activity with or without a view to profit.

1.3 Guidance:

1.3.1 When registering employment, the following must be provided:

- The name of the employer
- Details of the nature of its business
- An indication of the nature of the post that they hold in the undertaking.

1.3.2 When registering self-employment, the following must be provided:

- The name of the business
- Details of the nature of the business
- The name of any partnership and the nature of its business.

1.3.3. When registering a directorship, the following must be provided:

- The registered name of the undertaking in which the directorship is held and
- A broad indication of the undertaking's business.

1.3.4 While unremunerated directorships need not be registered under this category, they may be registered under the category of "Related Undertakings." In any event, a declaration in respect of any remunerated or unremunerated directorship affected by any matter considered by SASP must be made.

1.3.5 Where a member undertakes a trade, profession or vocation or any other work, the details of the nature of the work must be provided.

CATEGORY 2 - SPONSORSHIP

2.1 Statement:

Sponsorship by any person.

2.2 Definition:

2.2.1 For these purposes of this paragraph the following definitions apply:

"Sponsorship" means receipt by the Member of any financial or material support on a continuing basis to assist him/her in office.

"Any person" includes individuals, incorporated and unincorporated bodies, trades unions, charities and voluntary organisations.

2.3 Guidance:

2.3.1 A one-off donation or provision of assistance may not fall to be registered as sponsorship, as this is not support on a continuing basis, although a one-off gift or benefit of sufficient value may need to be declared or a gift. Repeated or on-going financial support or other assistance, even if over a short period with defined limits or with breaks in provision of the support, could be considered as sponsorship and must be registered as such.

2.3.2 In respect of any sponsorship agreement the exact details of the support provided, whether it is for a fixed term and whether or not it is provided directly or is paid to an assistant (if that is the nature of the support) must be registered.

CATEGORY 3 - CONTRACTS WITH SASP

3.1 Statement:

Interests in contracts with SASP are registrable.

CATEGORY 4 - MEMBERSHIP OF PUBLIC BODIES

4.1 Statement:

Membership of a body or organisation of a kind specified by SASP is registrable.

4.2 Definition:

Register Memberships of bodies including membership of all public bodies, including but not limited to:

- Any statutory body (e.g., member of a authority or a health body)
- Any quasi-autonomous non-governmental body (e.g., Sport England)
- The governing body of any profession or trade or sport
- A school governing body must be registered.
- Any sports clubs or organisations

Appendix C – Trustee Job Description & Person Specification

JOB TITLE:	SASP Trustee
SALARY:	N/A
TERM:	4 years (optional additional 4 years)
LOCATION:	N/A
HOURS OF WORK:	<i>Part Time</i>
APPOINTMENT:	Appointed through the Nominations Committee

Main Purpose of the Job

SASP is the Active Partnership for Somerset, with a key responsibility for increasing physical activity levels across the whole population of Somerset. Our vision is to increase the health and happiness of the residents within Somerset through physical activity and sport. We work with a wide range of national and local policy makers and organisations to make this a reality.

Summary of Responsibilities and Key Duties of the Job

1. To ensure that SASP:
 - (a) Complies with its governing document, charity law, company law and any other relevant legislation or regulations
 - (b) Pursues its objects as defined in its governing document
 - (c) Uses its resources exclusively in pursuance of its objects
 2. To contribute actively to the board of trustees' role in giving firm strategic direction, setting overall policy, defining goals and setting targets and evaluating performance against agreed targets
 3. Assisting in communications with, and engagement of SASP with stakeholders, valuing and drawing on the perspectives and contribution of our partners and stakeholders.
 4. To safeguard the good name and values of SASP
 5. Take full collective responsibility, respecting confidentiality and valuing the views of fellow Board members and staff
 6. To ensure the effective and efficient administration of the organisation
 7. To ensure the financial stability of the organisation and oversee the management of risk
 8. To protect and manage the property of the organisation and to ensure the proper investment of its funds.
 9. To determine the business strategy and financial/business plan for the charity, in partnership with the other Board members
 10. To appoint the Chief Executive and monitor their performance and remuneration
 11. To Prepare for and attend board meetings and relevant sub-committee meetings (where membership of a sub-committee is included in the role).
- In addition to the above each trustee should use any specific skills, knowledge or experience they have to help the Board make sound decisions. This may include:
- Scrutinising Board papers
 - Leading discussion and focusing on key issues

- Providing advice and guidance on new initiatives or other issues in which the trustee has particular experience

General Information

As a guide, the general time commitment is equivalent to a maximum of one day a month. This could be made up of:

- Conducting a review meeting with the Chief Executive Officer through face to face or telephone contact;
- preparing for and attending meetings of the Board;
- attending and / or representing the Board at events in the county or further afield;
- meeting individual staff to provide specialist advice / experience as appropriate.

The Board meets formally 4 times a year. Meetings are usually held virtually with one extended in person meeting per year at SASP Offices which is usually held as part of the July meeting.

Person Specification

Experience and skills in at least one of the following areas:

- Social entrepreneurialism, including helping charities move to an increasingly mixed funding environment
- Health/physical activity – knowledge of sports / benefits of physical activity, policy and practice
- Fundraising and funding applications – including with government, EU, trusts and/or the private sector
- Finance and general business acumen
- Advocacy – including PR, media and/or broader social campaigning
- HR/Workforce development – employment policy and practice
- Law – charity, employment and financial regulation

And:

- Commitment to SASP and its mission
- Understanding of the legal duties, responsibilities and liabilities of trusteeship
- Willingness to put time and effort into the trustee role
- Commitment to the values of SASP
- Interest in and passion for sport and physical activity and the health issues associated with inactivity - such as obesity

Personal qualities:

- Good, independent judgement
- Impartiality, fairness and confidentiality
- Willingness to speak your mind
- Tact and diplomacy
- Respect for others
- Ability to motivate and inspire others

Specific skills and abilities:

- Strategic thinker
- Creative thinker
- Effective team member
- Excellent communicator and strong interpersonal skills

APPENDIX D – Chair Job Description & Person Specification

JOB TITLE:	SASP Chair of the Board
SALARY:	N/A
TERM:	4 years
LOCATION:	N/A
HOURS OF WORK:	Part Time
APPOINTMENT:	The Chair is appointed by the Board

Main Purpose of the Job

SASP is the Active Partnership for Somerset, with a key responsibility for increasing physical activity levels across the whole population of Somerset. Our vision is to increase the health and happiness of the residents within Somerset through physical activity and sport. We work with a wide range of national and local policy makers and organisations to make this a reality.

The Chair provides strategic leadership to the Board and to the organisation as a whole, working with the Chief executive Officer to ensure that the design of the Board's work supports achieving SASP's outcomes.

The Chair ensures that the Board delivers its key strategic role and provides effective governance of the organisation, securing its viability and sustainability, and looking to maximise its effectiveness, within the scope of its Terms of Reference.

The Chair plays a lead role in shaping the Board's development as a strong team, working in a complementary way with the Chief Executive Officer's leadership of her team, to encourage quality discussions and debate.

The Chair contributes to the promotion and positioning of the organisation with a wide range of external stakeholders.

Summary of Responsibilities and Key Duties of the Job

The role of the Chair is to provide leadership and direction to the Board of Trustees through fulfilling several general functions:

- To ensure the Board sets the organisation's vision, mission, values and standards.
- To enable the Board to fulfil their responsibilities for the overall governance and strategic direction of SASP and in compliance with the Code for Sports Governance.
- To ensure that SASP complies with its governing document, charity law, company law and any other relevant legislation or regulations and that it pursues its objects as defined in the Articles.
- To undertake both of these the Chair will work in partnership with the Chief Executive Officer to optimise the relationship between the Board of Trustees and the staff.

Main tasks

- To lead the Board in ensuring that it fulfils its responsibilities for the governance of the organisation by ensuring that the charity acts in accordance with the Articles and by managing its activities.
- To work in partnership with the Chief Executive Officer helping him or her achieve the mission of the organisation.
- To optimise the relationship between the Board and its staff/volunteers.

Trustees

- In close consultation with the Chief Executive Officer to make recommendations on the composition of the Board, and future Chair of the Board (with a view to succession).

- To work in consultation with the Chief Executive Officer to recruit Trustees with specific/relevant expertise.
- To ensure that the Board annually reviews its structure, role and relationship to staff, and implements agreed changes as necessary.
- To define and keep under review selection and performance criteria for Trustees including an annual appraisal of Trustees.
- With the Chief Executive Officer to ensure that all Trustees receive appropriate advice, training and information relating to their role.

Meetings

- With the Chief Executive Officer to develop appropriate and relevant agendas for meetings.
- To chair meetings of the Board; see that it functions effectively and carries out its duties.
- To monitor the implementation of decisions taken at meetings.

General management

- To ensure that the Board sets strategy and policy objectives in the short, medium and long term in consultation with the Chief Executive Officer and staff.
- To ensure that appropriate resources (personnel, financial, material) are secured in order to achieve agreed goals.
- To monitor progress of the organisation in light of its objectives.

Management of staff

- To support, monitor and review the work of the Chief Executive Officer.
- To comply with current employment and equal opportunities legislation and good practice.
- To lead the recruitment of the Chief Executive Officer.
- To assist (or agree delegation) the Chief Executive Officer with the recruitment of key senior staff.
- To relate the concerns of the Board and other constituencies to the Chief Executive Officer.
- In consultation with the Chief Executive Officer, to agree an annual calendar of meetings of the Board.

Financial management

- To ensure that the organisation's financial dealings are prudently and systematically accounted for, audited and publicly available.
- To ensure that, where appropriate, monies are invested to the greatest benefit of the organisation within the constraints of the law, and to include consideration of the relative risk profile of those investments

Representing the organisation

- To represent and speak on behalf of SASP at appropriate meetings, conferences and events in the county and further afield.

General Information

As a guide, the general time commitment is equivalent to a maximum of one day a month. This could be made up of:

- Conducting a review meeting with the Chief Executive Officer through face to face or telephone contact;
- preparing for and attending meetings of the Board;
- attending and / or representing the Board at events in the county or further afield;
- meeting individual staff to provide specialist advice / experience as appropriate.

The Board meets formally 4 times a year. Meetings are usually held virtually with one extended in person meeting per year at SASP Offices which is usually held as part of the July meeting.

PERSON SPECIFICATION

Knowledge	
1. A good understanding of the evidence base attached to the efficacy of physical activity on improving physical and mental health	Essential
2. An understanding of the barriers preventing people from participating in physical activity and adopting healthy lifestyles.	Essential
3. Establishing and developing partnerships with community groups	Desirable
Skills and Abilities	
4. Able to organise and prioritise effectively	Essential
5. Demonstratable skills in supporting behaviour change	Essential
6. A commitment to equality and diversity in working practices, with the ability to embed this across all aspects of work.	Essential
7. Able to work effectively with computer-based programmes such as Microsoft Excel, PowerPoint and Word.	Essential
8. Ability to travel across multiple sites	Essential
9. Ability to work flexible hours and travel out of area as necessary	Essential
Experience	
10. Experience of using coaching approaches and models or other helping strategies e.g., motivational interviewing	Essential
11. Experience of working in a multi-disciplinary team or a health and social care /community development setting or similar	Desirable
12. Experience of working in physical activity and/or health and well-being	Desirable
Educational	
13. Relevant degree or other relevant qualifications related to health coaching	Essential
14. Register of Exercise professional (REPs) Level 2	Desirable
15. Valid driving licence and access to personal transport	Essential
Work-related Personal Qualities	
16. Good communicator and influencer, able to build rapport with people easily	Essential
17. Able to inspire confidence in others	Essential
18. Operates with integrity and openness	Essential
19. Reflective, self-aware and kind	Essential

Appendix E - Code of Conduct for Board Members

This Code of Conduct is mandatory for all SASP Board Members. Board Members should be aware of the public nature of SASP'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 consistent with their legal duties.

Board Members should:

- support the vision, mission and objectives of SASP;
- work cooperatively with other members of the Board in the best interests of SASP;
- fully, openly and honestly engage in debate and discussion with other Board Members
- acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision is reached, it should be supported by all;
- base his or her views on matters before the Board on an honest assessment of the available facts, unbiased by partisan or representative views;
- acknowledge that as an individual Board member, he or she has no legal authority outside the meetings of SASP and its committees;
- 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 SASP
- resist any temptation or outside pressure to use the position of Board member to benefit himself or herself or other individuals or agencies;
- 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 SASP's business and responsibilities;
- respect the confidentiality of those items of business which the Board decides from time to time should remain confidential;
- 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 SASP;
- 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 SASP.

Appendix F - Criteria for the approval of observers at SASP Board meetings

1. The following criteria will be used:

- Observers make a declaration of interests, particularly where they may be from a representative body.
- Observer attendance would add value to the specific SASP Board discussion/agenda item; or
- Observers represent a significant SASP stakeholder and attendance at the specific SASP Board meeting would benefit these stakeholders.

This list is not exhaustive.

2. The decision of the Chair is final.