



BOARD OF TRUSTEES

Terms of Reference

Release date: December 2024

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Published by:

The Chartered Institute for the
Management of Sport and Physical Activity
Incorporated by Royal Charter
Charity Registration Number: 1144545
www.cimspa.co.uk

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Introduction

In accordance with the statutes for the Chartered Institute of the Management of Sport and Physical Activity (CIMSPA), the Board of Trustees will exercise all such powers of the Chartered Institute under the following Terms of Reference.

Purpose

The Board of Trustees (the Board) is the overarching decision-making body of CIMSPA and accordingly exercises all the powers of the organisation. It has ultimate responsibility for governing the Chartered Institute.

Scope

The Board is responsible for overseeing and controlling the management of CIMSPA, adhering to the Charter and Statutes, and ensuring compliance with all appropriate legal and regulatory governance. The scope of the Board is to fulfil its legal duties, and lead and govern CIMSPA effectively by:

- Acting in the best interests of CIMSPA.
- Setting the strategy
- Managing CIMSPA's resources responsibly
- Implementing appropriate financial controls
- Reviewing and managing CIMSPA's severe risks
- Taking specialist advice when required (e.g. when securing capital investment etc.)

Role and Responsibilities

The role of the Board is to:

- Ensure CIMSPA complies with the provisions within the Charter and Statutes,
- Ensure CIMSPA remains focused on the furtherance of its objects as set out in the Charter and Statutes, and that the whole of its work is for the public benefit.
- Apply the charity's assets exclusively to pursue those objects,
- Agree CIMSPA's vision, mission and purpose in line with the Charter and Statutes, and regularly review these to ensure they remain fit for purpose.
- Develop a strategy to support CIMSPA to achieve its vision, mission and purpose, and ensure progress is monitored against that strategy.

- Comply with charity law requirements and other laws that apply to CIMSPA¹,
- Maintain and demonstrate a clear division between the Board's management and oversight role and the executive's operational role
- Be publicly accountable for the funds and assets it governs.

The Board is collectively responsible and accountable for the long-term success of CIMSPA and has ultimate responsibility for:

- Establishing and approving CIMSPA's long-term strategy, outlining key objectives and how these will be implemented and achieved.
- Annually reviewing CIMSPA's performance against the strategy,
- Agreeing operational plans, regularly evaluating operational results and assessing outcomes and impacts,
- Approving the long-term financial plan and annual budget.
- Periodically reviewing the financial plan and performance against annual budget,
- Identifying the risk appetite to support CIMSPA achieving its strategic objectives,
- Periodically reviewing CIMSPA's severe risks,
- The discussion of, and engagement with, stakeholders including proposals and concerns,
- Overseeing the governance of CIMSPA, ensuring that the organisation is effectively managed
- Identifying areas where the Board may be assisted by further education and/or training,
- Providing support and availability to CIMSPA in the event of a crisis,
- Ensuring that its responsibilities towards the welfare and safety of its members and people (including but not limited to employees, participants and volunteers) are factored into the decisions it makes and shall appoint one of its Trustees to take a lead in this area,
- Ensuring that the impact on stakeholders, wider society and the environment are factored into the decisions it makes and the actions implemented by the organisation,
- Undertaking an individual and collective annual evaluation of each individual Board trustee's skills and performance,
- Undertaking an annual internal evaluation of the Board as a collective (with an external evaluation to take place a minimum of once every four years),
- Reviewing the effectiveness of all sub-committees at least annually, including the continued appropriateness of a sub-committee's delegated powers.
- Establishing new sub-committees for the purpose of the administration and governance of CIMSPA as appropriate, including confirming any delegated powers.
- Setting and championing the values and culture of CIMSPA.

¹ *For example: company law, charity law, health and safety, data protection, bribery and anti-corruption, whistle-blowing legislation and safeguarding of vulnerable groups

Membership

The Board aims to ensure that fellow trustees, sub-committee members and CIMSPA's employees are representative of all sections of the society that they serve. CIMSPA welcomes and embraces the different perspectives, backgrounds, and cultures individuals bring to the organisation and is committed to ensuring its operation reflects this, through inclusive practices that positively promote respect, dignity and equal opportunities for all.

The Board will consist of a minimum of 8 and a maximum of 12 trustees comprising the following:

- Independent Chair, appointed via a formal, vigorous, open and publicly advertised recruitment process, with the appointment being made on merit, in line with the skills required by the Board and in furtherance of the objects of the Institute. A maximum of three members of the Institute elected by the full Members of CIMSPA to act as Elected Trustees.
- A maximum of eight Appointed Independent Trustees, openly recruited, and selected for their specialist knowledge, skills and experience as aligned to the needs of the Board and the organisation.
- Senior independent trustee (a role awarded to an existing Board Trustee with the appointment being made on merit, in line with the skills required by this role and in furtherance of the objects of the Institute).
- Treasurer (a role normally adopted by an existing Board Trustee with the appointment being made on merit, in line with the skills required by this role and in furtherance of the objects of the Institute, but may be built into Appointed or Co-opted Trustee recruitment if necessary)
- In exceptional circumstances the Board may co-opt an Independent Trustee onto the Board to ensure that the Board has the required skills or experience to meet the needs of the Board and the organisation. Co-opted Trustees will still be required to undergo an interview process prior to appointment, and will be entitled to vote on Board matters along with all other Trustees. Co-opted Trustees will normally stand for a period of no more than 12 months.
- The Board may create additional Board roles as they see fit, such as Champions or Leads for specific specialisms. These will normally be awarded to an existing Board Trustee based on a majority vote from the remaining voting members of the Board, but may be incorporated into Appointed or Co-opted Trustee recruitment if necessary.
- The Chief Executive Officer is entitled to attend all Board meetings and to address the Board at these meetings, but shall have no vote and is not considered to be a member of the Board. For the purposes of clarity, the role of Chair and Chief Executive Officer may not be held by the same individual.

Tenure and Elapse

CIMSPA's Board trustees (other than co-opted trustees) are eligible to stand as a Board member for a term of up to three years.

After the first year of the initial term, their position will be reviewed in accordance with the skills matrix, Board composition and Board diversity. At this point, the Board trustee may continue in their position for a further two years, with annual reviews and CPD governing their tenure to complete their initial three-year term. A maximum of three terms of three years may be served, following this format.

Elected Trustees will need to re-stand for election at the end of each three-year term.

Once a Board trustee has completed their maximum term of nine years, at least four years must elapse before they are eligible to stand as a member on any Board or committee for CIMSPA.

In exceptional circumstances, a Chair or Trustee may hold office for a further year.

Quorum

Quorum is one third of the total membership. Where one third does not represent a full person, this will be rounded up to the nearest whole number.

Decisions of the Board shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed. Where a consensus cannot be agreed, decisions will be made by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

Occasionally it may be necessary to make decisions outside of Board meetings. These will be facilitated electronically on the same basis as decisions during meetings, with the decision being recorded in the minutes of the next Board meeting.

Meetings

The Board will meet together at least four times per calendar year for the conduct of business. Attendance at each Board meeting will be recorded, analysed and made publicly available. Where it is not possible or practicable to hold these meetings at SportPark, Loughborough, meetings will be held at an alternative venue or be facilitated via electronic means. Alternatively, a hybrid meeting may be held.



The Board may adjourn meetings and otherwise regulate meetings as it sees fit. The Chair of the Board may (and on the request of one third of members of the Board shall) convene a meeting of the board. The Board can meet 'virtually' in the event of urgent matters that may arise outside of the normal Board annual meeting schedule.

Only members of the Board and the Chief Executive Officer have the right to attend Board meetings. However, other CIMSPA staff may be invited to attend meetings of the Board on a regular basis and other non-members may be invited by the Chair to attend all or part of any meeting as and when appropriate and necessary.

Where the Chair knows they are unable to attend a meeting, the Senior Independent Trustee will assume this role and manage and steer the meeting accordingly. Should neither the Chair or Senior Independent Trustee be able to attend a meeting, a chair shall be nominated from and elected by the remaining voting members of the Board. If the Chair is due to attend a meeting but is not present within 15 minutes after the time appointed for holding the meeting, the members of the Board present shall choose one of their number to be chair of the meeting.

A minimum of 21 days written notice shall be given to every member of each meeting.

Papers for the Board meeting will be circulated not less than five working days before each meeting.

The minutes of each Board meeting shall be made available to the trustees, at the earliest convenience, and an approved, redacted version shall be published on the CIMSPA website.

Board Trustee roles are voluntary, and expenses will be met should a Board member be unable to find a sponsor to support their attendance.

Additional Information

Trustees will be appointed as per the process outlined in the Board, Sub-Committee and CEO Recruitment Policy

Outside of the formal meeting programme, the Board Chair will maintain a dialogue with key individuals involved in the company's governance, including the Chief Executive Officer and the Chief Operating Officer.

CIMSPA's staff team will provide secretariat to the Board meetings and will record all minutes of meetings, actions, decisions made and changes to policy and procedures on behalf of the Board. The Chair of the Board will review draft documents and approve for circulation to the Board of Trustees and public facing copies (where applicable).



The Board shall:

- Have access to sufficient resources in order to carry out its duties, including access to a secretariat for assistance as required.
- Be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members.
- Give due consideration to laws and regulations, CIMSPA's Charter and Statutes Board of Trustees Terms of Reference, Board Members' Code of Conduct and any other applicable rules as appropriate.
- Arrange for periodic reviews of its own performance, review its Terms of Reference to ensure it is operating at maximum effectiveness and recommend any changes it considers necessary to the Board of Trustees for approval.

Delegating authority

Where appropriate the Board may delegate authority to:

- A sub-committee
- A working group
- An individual Board member
- An executive team or team member

All delegations of authority must be agreed by the Board and recorded in full within the minutes of the meeting or the relevant Terms of Reference.

Review

The CIMSPA Board of Trustees' Terms of Reference will be reviewed biennially by the Board, with the next review date in December 2026 unless changes in policy, governance or other circumstances require a review prior to this date. They will then be reviewed biennially in accordance with the Board's annual plan.



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