



British Paralympic
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Matters Reserved for the Board

Introduction

An effective Board controls the business of an organisation but delegates day to day responsibility to the executive management. Even so, a number of matters are required to be or, in the interests of the company, should only be decided by the Board of directors as a whole. It is incumbent upon the Board to make clear what those matters are.

Sub-committees and Delegation

The Board may delegate authority to a sub-committee of the board for a particular aspect of the BPA's work, or delegate authority to a task group or committee whose members need not necessarily all be directors. However, any decisions made by such groups remain the responsibility of the whole Board. The terms of reference and reporting back procedures of any committees, sub-committees or task groups should be laid down in writing and agreed by the Board.

Staff

The day-to-day management of the organisation and all its operations is delegated to employed staff. Decisions made by staff on important matters must be reported to the Board as quickly as possible.

The Board remains legally responsible for all activities of the charity, including matters delegated to staff.

Urgent Matters

It is important to establish procedures for dealing with matters which need to be dealt with urgently between regular Board meetings.

The BPA has set out such a process in the "Board Postal Voting" document, agreed in September 2014.

Schedule of matters reserved for the Board

1. Strategy and management
1.1 Responsibility for the overall leadership of the Company and setting the company's values and standards.
1.2 Approval of the group's strategic aims and objectives.
1.3 Approvals of the annual operating and capital expenditure budgets and any material changes to them.
1.4 Oversight of the group's operations ensuring: <ul style="list-style-type: none"> • competent and prudent management; • sound planning; • maintenance of sound management and internal control systems; • adequate accounting and other records; and • <u>compliance with statutory and regulatory obligations.</u>
1.5 Review of performance in the light of the group's strategic aims, objectives, business plans and budgets and ensuring that any necessary corrective action is taken.
1.6 Extension of the group's activities into new business or geographic areas.
1.7 Any decision to cease to operate all or any material part of the group's business.
2. Structure and capital
2.1 Changes relating to the group's capital structure including reduction of capital, share issues (except under employee share plans), share buy backs [including the use of treasury shares].
2.2 Major changes to the group's corporate structure, including, but not limited to acquisitions and disposals of shares which are material relative to the size of the group (taking into account initial and deferred consideration).
2.3 Changes to the group's management and control structure.
3. Financial reporting and controls
3.1 Approval of the annual report and accounts.
3.2 Approval of any significant changes in accounting policies or practices.
3.3 Approval of treasury policies, including foreign currency exposure and the use of financial derivatives.
3.4 Approval of material unbudgeted capital or operating expenditures (outside pre-determined tolerances).
4. Internal controls

4.1 Ensuring maintenance of a sound system of internal control and risk management including:

- Approving the BPA's risk appetite statements;
- Receiving reports on, and reviewing the effectiveness of, the group's risk and control processes to support its strategy and objectives;
- Approving procedures for the detection of fraud and the prevention of bribery;
- Undertaking an annual assessment of these processes; and
- Approving an appropriate statement for inclusion in the annual report.

5. Contracts

5.1 Approval of major capital projects, and oversight over execution and delivery.

5.2 Contracts which are entered into by the company in the ordinary course of business, for example bank borrowings and acquisitions or disposals of fixed assets (including intangible assets such as intellectual property), as set out in the Financial Regulations (agreed by Board 9 March 2016 as over £100,000).

5.3 Contracts of the company, or any subsidiary, not in the ordinary course of business, for example loans and repayments; major foreign currency transactions; major acquisitions or disposals.

5.4 Major investments, including the acquisition or disposal of interests of in the voting shares of any company or the making of any takeover offer.

6. Communication

6.1 Approval of resolutions and corresponding documentation to be put forward to members at a general meeting.

6.4 Approval of press releases concerning matters decided by the Board.

7. Board membership and other appointments

7.1 Ensuring adequate succession planning for the Board and senior management so as to maintain an appropriate balance of skills and experience within the company and on the board.

7.2 Appointment of appointed directors to the Board.

7.3 Selection of the chief executive officer.

7.4 Membership and chair of Board committees.

7.5 Appointment or removal of the company secretary.

7.6 Appointment, reappointment or removal of the external auditor to be put to the annual general meeting, following the recommendation of the Finance and Audit committee.

7.7 Appointments to boards of subsidiary companies.

8. Remuneration

8.1 Determining the remuneration policy for the executive directors, company secretary and other senior executives.

8.2 Determining the remuneration of the non-executive directors, subject to the Articles of Association and Charity Commission approval.
9. Delegation of authority
9.1 The division of responsibilities between the chair and the chief executive, which should be clearly established, set out in writing and agreed by the Board.
9.2 Approval of the delegated levels of authority, including the Chief Executive's authority limits (which must be in writing).
9.3 Establishing board committees and approving their terms of reference, and approving material changes thereto.
9.4 Receiving reports from Board committees on their activities.
10. Corporate governance matters
10.1 Undertaking a formal and rigorous annual review of its own performance, that of its committees and individual directors, and the division of responsibilities.
10.2 Considering the balance of interests between members, employees, beneficiaries and the wider community.
10.3 Review of the group's overall corporate governance arrangements.
10.4 Receiving reports on the views of the company's members to ensure that they are communicated to the board as a whole.
10.5 Authorising conflicts of interest where permitted by the Articles of Association.
11. Policies
11.1 Approval of policies, including: <ul style="list-style-type: none"> • Conflict of Interest policy; • Anti Corruption and Bribery policy; • Investigation of Public Interest Disclosure (Whistleblowing) policy; • Health and Safety policy; • Equality and Diversity policy • <i>Code of Conduct;</i> • <i>Environment and sustainability policy;</i> • <i>Human resources policy;</i> • <i>Communications policy; and</i> • <i>Corporate social responsibility policy</i> <i>Policies in italics not currently in place.</i>
12. Other
12.1 The making of political donations.
12.2 Approval of the appointment of the group's principal professional advisers.
12.3 Prosecution, commencement, defence or settlement of litigation, or an alternative dispute resolution mechanism material to the interests of the group.
12.4 Approval of the overall levels of insurance for the group including directors' & officers' liability insurance and indemnification of directors.

12.5 Any decision likely to have a material impact on the company or group from any perspective, including, but not limited to, financial, operational, strategic or reputational.

12.6 This schedule of matters reserved for board decisions.

Matters which the Board considers suitable for delegation are contained in the terms of reference of its committees.

In addition, the Board will receive reports and recommendations from time to time on any matter which it considers significant to the group.

Document Owner:
Services

Approved by Board:
Review:

Next Review Date:

Director of Finance & Corporate

12 October 2016

*In line with changes in legislation, BPA
Articles, and other relevant documents
As above*