

## **SOGB Governance Sub-Committee Terms of Reference**

### **Purpose**

The Governance sub-committee is responsible for assisting the Board in discharging its responsibilities for monitoring:

- SOGB's compliance with legal and regulatory requirements from the Charity Commission, other regulatory bodies, and funders
- The long term direction of SOGB, including its objectives and purpose
- Maintenance and guardianship of policies and governance procedures

On behalf of the Board, the sub-committee will scrutinise and review the charity's systems and processes to continuously improve the quality of the services provided and ensure they meet the standards of governance set out in the Charity Governance Code:

<https://www.charitygovernancecode.org/en>

### **Authority**

The Committee is authorised by the Board to:

- Investigate, or cause to be investigated, any activity within its terms of reference
- Obtain, at SOGB's expense, external legal or independent professional advice from such advisers as the sub-committee shall select, who may, at the invitation of the sub-committee, attend meetings as necessary
- Seek any information that it requires from any employee or volunteer of SOGB in order to perform its duties, and require all employees and volunteers to co-operate with any request made by the sub-committee

### **Duties**

The duties of the sub-committee shall be to:

- Monitor the sub-committee structure of the Board which comprises; **i) Governance ii) Audit & Risk iii) Nomination & Remuneration** to ensure that the terms of reference are consistent and coherent and that such mandates are regularly reviewed
- Liaise with the Audit & Risk sub-committee to ensure the Risk Register is maintained and reflects current risk health of SOGB at all times
- Monitor and review SOGB's Articles of Association ("Articles") to ensure they are fit for purpose
- Monitor the operation of the Articles and the implementation of relevant parts by SOGB across all clubs and networks
- Review SOGB's governance practices and policies to ensure best practice and compliance with the Articles.
- Ensure compliance with all legal and regulatory requirements including requirements set out by UK Sport, Sport England, and other relevant regulatory bodies and funders.
- Ensure a Scheme of Delegation is in place, up to date, and ensures that the responsibilities of the Board, sub-committees, SOGB senior leadership team, and wider staff team are clearly explained and monitored.
- Monitor new developments in governance and advise the Board of any significant developments and make recommendations of any changes required

- Ensure there is a regular evaluation of the function of the Board, its sub-committees and the Chair of the Board – including an annual Board Effectiveness Survey to be conducted before, and presented at, the AGM.
- Ensure that Trustees receive requisite training and information in order to carry out their duties effectively
- Produce an annual statement for inclusion in the Charity's Annual Report and Accounts explaining the Charity's use of the Code

### **Membership & Attendance**

The members, including the Chair of the sub-committee, shall be appointed by the Board of Trustees and shall consist of not less than three members. Appointments to the sub-committee shall be for a period of up to two years and be confirmed at each annual AGM. This may be extended for further periods of up to two years, provided the member still meets the criteria for membership of the sub-committee.

A quorum of the sub-committee shall be two members. In the absence of the sub-committee Chair, the remaining members present shall elect one of themselves to chair the meeting. The charity's Company Secretary shall be the secretary of the Committee. Meetings should also be attended by the charity's Chief Executive and Head of Finance.

Other Board members may attend any meeting of the sub-committee and members of Management and any advisers appointed by the sub-committee shall attend, if invited by the sub-committee. The sub-committee can, by agreement of the members, meet without management.

### **Frequency**

The sub-committee shall meet at least twice a year and at any other time as the sub-committee shall see fit. The external auditor, the Chair of the sub-committee or two members of the sub-committee may request a meeting if any of them consider that one is necessary.

### **Notice**

Meetings of the sub-committee shall be called by the Secretary of the sub-committee at the request of the sub-committee Chair. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the sub-committee, and any other person required to attend, no later than five working days before the meeting. Supporting papers shall be sent to sub-committee members and to other attendees as appropriate, with at least the same notice.

### **Minutes of Meetings**

The Secretary of the sub-committee shall ensure that a formal record of sub-committee proceedings and resolutions is maintained. Following approval of the minutes by the Chair of the sub-committee they shall be circulated to all members of the sub-committee.

The Chair of the sub-committee shall report to the Board at regular intervals on the matters it has reviewed, making recommendations when requested or when considered appropriate. Minutes of the sub-committee should be included in the Board papers at the next relevant full Board meeting.

The Chair of the sub-committee shall attend the AGM and answer questions, through the Chair of the Board, on the sub-committee's activities and responsibilities.