BOARD OF TRUSTEES TERMS OF REFERENCE

Vision

We want to be a thriving, financially sustainable organisation that is at the forefront of innovation within the Special Olympics movement and recognised as a leader in driving societal change and inclusion through the power of sport for people with Intellectual and Developmental Disabilities(IDD) in Great Britain.

The Board will guide, govern and strengthen its leadership of Special Olympics Great Britain (SOGB) to create improved organisation performance in the provision of sport and competition to all people IDD whilst ensuring the health, wellbeing, development, respect and dignity of all its members and allowing them to achieve their full potential in life through meaningful inclusion**.**

Core Values

- LEADERSHIP: To lead, motivate and inspire with clear direction, governance and management.
- TRUST: To develop relationships with our members and partners and the community at large which are based on honesty and integrity.
- QUALITY: To attain the highest level of excellence in all aspects of our activities.
- DIGNITY: To respect the rights, dignity and worth of fellow Directors, Athletes, Coaches, Volunteers, Staff, Families and supporters of SOGB.
- COMMUNITY: To continue to promote and change attitudes towards people with IDD.

Membership

The Board shall consist of a minimum of 5 and a maximum of 12 members as defined in the Articles of Association as follows:

- the Chairperson;
- the Vice Chairperson;
- one representative from the Branches;
- one Special Olympics Athlete;
- one close family member of a Special Olympics Athlete (as determined by the Trustees);
- one expert in the field of intellectual disabilities (as determined by the Trustees);
- one expert in the field of sports (as determined by the Trustees); and
- such other persons drawn from business, sport and other areas of relevance and expertise as shall be appointed by the Board, provided that at all times at least 25% of the Board shall be comprised of independent non-executive Trustees.

The Chairperson and Vice-Chairperson shall be appointed by the Board of Trustees.

The Board shall also appoint one of its independent non-executive Trustees to be the Senior Independent Trustee ("**SIT**").

The Board shall ensure that an up-to-date matrix is maintained detailing the skills, experience, diversity, independence and knowledge required of the Board.

Meetings

Attendees shall be the members of the Board. When appropriate and with Board agreement, relevant guests can attend Board meetings on a consultative non-voting basis (for example the Chief Executive, Company Secretary, members of staff).

The Board of Trustees will normally meet four times a year in person. Additionally, the Board shall convene an Annual General Meeting of SOGB's membership.

The quorum for a meeting of the Board may be fixed from time to time by a decision of the Trustees, but it must never be less than three, and unless otherwise fixed it is four or one-third of the total number of Trustees, whichever is the greater.

Trustee out of pocket expenses can be reimbursed on receipt of an official expense claim form and relevant receipts.

(Please refer to SOGB's Articles of Association for full regulations on membership, governance, finance, power and duties, proceedings and appointments).

Function
The Board of Directors (Trustees under the Charities Act; Directors under the Companies Act) are ultimately responsible for, among other things, the following (described in further detail below):

- be the ultimate decision-making body and accordingly exercise all of the powers of SOGB;
- be responsible for setting SOGB's strategy;
- maintain and demonstrate a clear division between the Board's management and oversight role and the Executive's operational role; and
- conducting the affairs and business of the charity in accordance with the charity's governing documents and acting in the charity's best interest only.

As the Board of Directors of a Special Olympics Inc. Accredited Programme, it is also accountable to Special Olympics Inc. for ensuring that its Accredited Programme complies with all the requirements of the Special Olympics General Rules and other uniform standards.

Matters Reserved for the Board
The key focus of the SOGB Board will be on guidance, governance and financial management to enable SOGB to successfully pursue and develop its charitable objectives. In fulfilling those objectives the Board will be responsible for, among other things, the following (described in further detail below):

- approval and continued review of SOGB's strategy;
- approval of SOGB's long-term financial plan and annual budget;
- monitoring delivery of SOGB's strategic plan and objectives;
- periodic review of SOGB's financial plan and performance against annual budget;
- periodic review of major risks faced by SOGB;
- appointment of the Chief Executive;
- approval and review of SOGB's Diversity and Inclusion Action Plan;
- creation of an organisation People Plan and review and discuss on at least an annual basis and ensure the findings and discussions are shared openly with staff and volunteers;
- discussion of, and engagement with, stakeholder proposals and concerns; and
- developing and maintaining a process to identify areas where the Board collectively or as individuals, may be assisted by further education and training.

Strategy, Objectives and Financial Plans
The Board will determine, approve, review (at least annually) and support the implementation of SOGB's strategic direction and objectives. The Board will present a fair and transparent assessment of the organisation's long-term position and future prospects by establishing a strategic plan and making judgements about the longer term financial viability and direction of the organisation. The Board will establish processes to monitor progress against the long-term strategic and financial plans.

The Board will adopt appropriate and proportionate policies and procedures, which shall be reviewed and updated on a rolling schedule, and take all reasonable steps to ensure that these policies and procedures, where appropriate, are communicated to, understood by and followed by its Directors, Employees, Athletes, Coaches and Volunteers.

Risks
The Board will consider, at least annually, emerging issues and risks to the organisation and identify any required remedial action. The Board will establish risk management processes, which are regularly reviewed, to record identified risks and monitor the financial position of the organisation. The Board will set the annual budget, review management accounts, review cash flow forecasts and annually approve the charity's Annual Report and Accounts. The Board's Annual Report should describe the principal risks and how they are being managed or mitigated.

Diversity and Inclusion
The Board will establish a Diversity and Inclusion Action Plan which, among other things, will identify steps to ensuring the Board's leadership represents and reflects the diversity of the community and promotes advancing diversity and inclusion on the Board, senior leadership and beyond. The Diversity and Inclusion Action Plan will be agreed with UK Sport and/or Sport England and reviewed at least annually.

Education and Training
The Board will establish a process to identify areas where it may benefit collectively or individually from further education and training to understand and keep up to date with its ongoing obligations. The Board may, from time to time when it considers it necessary, access or draw on legal expertise to assist it with understanding and complying with applicable regulations (including those which are specific to sport National Governing Bodies) and its legal and regulatory obligations.

Delegation
The Board may delegate (such as through its Scheme of Delegation/Delegation of Authority or through specific resolutions) specific authority or responsibility for particular functions to officers or sub-committees as per the charity's governing documents. The Board will ensure all sub-committees and other groups it delegates authority or responsibility to has an appropriate mechanism to report to the Board and have clear terms of reference agreed by the Board. The Board may establish other sub-committees or groups as it sees fit.

The Board will maintain at least an Audit & Risk Sub-committee, Remuneration and Nominations Sub-committee and a Governance Sub-committee. The Audit & Risk Sub-committee ensures adequacy and integrity of SOGB's financial reporting and internal controls. The Remuneration and Nominations Sub-committee ensures appropriate remuneration and benefits strategies for SOGB's management team and staff and that the Board and it's sub-committees have the appropriate skills, knowledge and experience with which to govern SOGB appropriately. The Board will ensure the Remuneration and Nominations Sub-committee comprises majority independent non-executive Trustees and is chaired by an independent non-executive Trustee. The Governance Sub-committee is responsible for monitoring SOGB's compliance with legal and regulatory requirements and the maintenance and guardianship of policies and governance procedures.

Board Performance and Evaluation
The composition and performance of the Board will be reviewed in 2024 and annually thereafter by the Chairperson, who will carry out an annual appraisal of each Trustee. A nominated Senior Independent Trustee will lead on the annual appraisal of the Chairperson.

The Board will undertake an externally facilitated evaluation of the Board at least once every four years, or at the request of UK Sport or Sport England. The first externally facilitated evaluation of the Board shall be completed by September 2024. The Board will agree and implement a plan to take forward any actions resulting from such evaluation.

Management and Oversight

The Board will ensure it maintains a management and oversight role that does not encroach on the day to day operational role of the Executive Officers of SOGB. As such, the Board's role will be to monitor the organisation and ensure that the Executive Officers manage the business of SOGB within the resources available in such a way as to:

- ensure the welfare and safety of the Athletes;
- protect the health and safety of Employees, Coaches and Volunteers;
- deliver the charitable purpose and strategic objectives SOGB;
- make effective and efficient use of SOGB resources;
- comply with all relevant regulatory, legal and code of conduct requirements; and
- maintain high standards of ethical behaviour, corporate governance and personal conduct in the business of SOGB.

The Board will act as ambassadors on behalf of SOGB, attending its key events and networking with key players/audiences on its behalf, including with stakeholders and elite athletes. The Board will develop a strategy (which will be reviewed at least annually) for engaging with such persons and addressing any proposals and concerns. The Board will promote mutually beneficial relationships between SOGB and the wider community.