Governance Framework

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1 Introduction

The Herts Sports and Physical Activity Partnership is an award-winning organisation that was established in 2003. We are one of the 42 Active Partnerships in England that were created as part of the long-term plan for delivering sport across the nation. Known as HSP, the Partnership is led by a Board of voluntary representatives and has a core team of full and part-time professionals all of whom are passionate about the work carried out by the Partnership. The HSP team works alongside numerous partners from the public, private and voluntary sectors, bringing together expertise, resources, and ideas from all parts of the sports, health and physical activity arena in Hertfordshire and beyond.

With a role as the strategic lead for the development of sport and physical activity within Hertfordshire, the work of HSP is fundamental to many services delivered across the public, private and third sector. HSP is also a key advocate for, and a champion of sport and physical activity for investment and recognition across a broad range of social, health and economic outcomes.
HSP is integral to the local success of the government's community sports agenda, and we are fully committed to ensuring that the Partnership shows system leadership in support of both its strategic objectives, and those within Sport England's 10 year *Uniting the Movement* strategy.

The precise focus and direction of the work of the organisation is shaped by a 5-year Strategy (including a mid-term review), developed in collaboration between stakeholders, the Board and core team. The Strategy informs the Annual Implementation Plan which sets out how the core staff team will deliver the Strategy.

This framework describes how HSP operates, detailing remit, structure, and the roles and responsibilities of the host, Board, and staff team.

As detailed in Herts Sports and Physical Activity Partnership's constitution, HSP will work to promote and develop sport and physical activity in the county for the benefit of all communities on behalf of all member organisations. It will operate at a strategic level to connect organisations working in the sector and seek to change things for the better. It aims to increase participation and develop and deliver sport and physical activity programmes and support people working in sport and physical activity at every level. It will add value to activities already taking place and support the paid and volunteer workforce. It will be an advocate for sporting excellence and participation in the county, and the contribution of sport and physical activity to the economy, health, community cohesion, community development and educational attainment of Hertfordshire.

HSP will be an inclusive, broad-based, outward looking, action orientated umbrella group, representing the interest of all levels of sport and physical activity in the county. It will connect and provide a countywide network of all stakeholders in the sector. Partnership members will be asked to contribute to the priorities of the Partnership where they are able to do so and promote the benefits of sport and physical activity in their local area.

HSP wishes to operate within an equitable context and to ensure positive action is taken to support this. As far as is reasonably practicable, HSP will seek to ensure that its membership, its process and

procedures and work programmes consider the needs of underrepresented groups and will take steps to address any such under-representation.

The Board is committed to reviewing this policy and evaluating its effectiveness on an annual basis.

Our Equality Statement

HSP is committed to equality and operates within a culture and structure that recognises diversity and strives to be fair. Equality in sport is about fairness, justice, and equal access to opportunities. We are aware of the diverse needs of different groups within society and respond positively to eliminate discrimination. Positive action will be used to redress inequalities and to maximise participation. HSP's Equality Policy and Action Plan is published on the HSP website.

2 Remit and structure

2.1 Background

Since the establishment in 2003 of HSP our vision has remained simple and constant

"Working together to encourage more people, to be more active, more often."

The means of doing this and the focus of the initiatives used may vary from year to year or from one strategic period to the next, but our vision is unwavering. The objectives set out below for the Strategic Plan 2022-2027 show where our main focus will be concentrated to ensure we contribute to deliver this vision.

Mission: Working strategically and collaboratively to improve the lives of the people of Hertfordshire, by using the power of sport and physical activity to tackle inequality and disadvantage

Objectives

- Community Sport & Physical Activity Sector - provide opportunities for the people of Hertfordshire to start, continue and thrive in their chosen sport or physical activity.
- Covid Recovery - Support the community sport and physical activity sector and individuals to recover from the impact of the Covid pandemic using sport and physical activity to improve health and wellbeing and community resilience.
- Physical Activity for Health and Wellbeing - Positioning movement, sport, and physical activity at the heart of how we think about people's health and wellbeing in Hertfordshire.
- Sport for Social Change - Use sport and physical activity to enhance the lives of Hertfordshire's residents by supporting community cohesion, social inclusion, economic prosperity, crime and anti-social behaviour reduction, educational attainment, and employability.
- Stronger Communities - Taking a place-based approach to tackling inequalities and reducing inactivity, by concentrating limited resources and empowering local communities from target areas, for maximum impact.
- Active Environments - The development of inclusive and sustainable places and spaces to encourage participation in sport and physical activity for all our residents.

Our partner organisations within the traditional landscape for sport and physical activity include:

- Local Authorities (1/10/100+)
- 12 School Sports Partnerships

- Universities & 4 FE Colleges
- 12 Community Sports Networks
- 18+ Leisure Facility Operators
- 60+ School Sports Facility Operators
- 48 National Governing Bodies of Sport
- 2500+ Sports Clubs
- Professional Sports Clubs
- 23 Coaching Agencies and other Social Enterprises
- 20,000 Coaches
- Voluntary, Community, Faith & Social Enterprise (VCFSE) Sector Organisations Volunteers

To enable the HSP core team to deliver on our priorities, a range of new partnerships have been formed with organisations, including:

Public Sector – Hertfordshire County Council's Children's Services, Hertfordshire Cycling, Hertfordshire Fire and Rescue, Public Health Hertfordshire, Hertfordshire & West Essex ICS, Hertfordshire Constabulary, Hertfordshire Services for Young People, Families First, Hertfordshire Library Service, Hertfordshire Catering Ltd

Voluntary and Community Sector – Charitable Groups and Local Community Organisations, Councils for Voluntary Services, Housing Associations

2.2 Legal status

HSP is itself unincorporated and is hosted by the University of Hertfordshire (UH)("The Host") which acts on its behalf. The scope of this function is detailed in section 3.

2.3 Structure and governance

HSP maintains a close relationship with its host and partner organisations through both its structure and governance, with regular meetings and defined responsibilities for each body. The chart below (5.2.1) shows the formal reporting lines for the HSP Board. The UH Sport and Active Lifestyles Board is a subgroup of the UH Chief Executives Group. It is chaired by the Secretary and Registrar of the University and has representation from a range of UH Strategic Business Units including the Director of Sport and the HSP Partnership Director.

3 The Host

As an unincorporated body HSP requires an accountable body to act on its behalf, known as the 'Host Authority'. This is the University of Hertfordshire.

3.1 Host Authority Powers

As the accountable body, the Host Authority is empowered and authorised to:

- Apply for awards and accept grants in its own name. Terms and conditions of any grant shall be binding on HSP.
- Repay the Grant if the terms and conditions of the grant are not met.
- Do all such things as are incidental to or may seem conducive to the implementation of programmes.

3.2 Host Authority Responsibilities

The Host Agency agrees to provide to the following support:

- Statutory and contractual responsibility as the direct employer of the Partnership Director and any additional staff employed through the Partnership and funded by the Partnership.
- Provision of human resources/personnel support for the recruitment of the core team
- Line management of the HSP Director.
- Access to IT and provision of administrative support for the Director and Team (including telephones, photocopying, and printing services).
- Access to Legal Services
- Provision of access to internal training for the Staff Team
- Provision of appropriate accommodation and office equipment for the Staff Team
- Compliance in accordance with the terms and conditions of the Award.
- Through the HSP Director (or such other nominated individual approved by Sport England) the supervision of the progress, implementation, and management of the Partnership.
- Maintenance of the Partnership's Budget and the undertaking to deposit therein all sums received from Sport England pursuant to the Award.
- To hold the Award on behalf of the Partnership and apply the Award towards the shared expenses incurred by the Partnership in implementing and managing the Partnership as agreed between the Core Funding Partners in writing from time to time.

3.3 HSP Obligations to the Host Authority

The HSP Board through the Director and staff team agree to:

In relation to the creation or delivery of the aims and objectives of the Partnership comply with the terms and conditions of the Awards including (without prejudice to the generality of the foregoing):

- Establishing and maintaining such financial monitoring systems and provide such financial information and reports as may be required by Sport England and other funding agencies pursuant to the terms and conditions of the Award.
- Complying with the monitoring requirements of Sport England and other funding agencies
- Maintaining full and proper accounts and financial records regarding the implementation of the Partnership and providing access to such records to any representative or nominee authorised by the *Host Agency* and/or Sport England upon request.
- Maximising the promotion of the Partnership, Sport England's, and other funding agencies contribution thereto.
- Applying any grant monies received from the *Host Agency* solely towards financing the costs of the Partnership.
- Not issuing any public release or holding any press conference regarding the Award and/or the Partnership without the prior consent of the *Host Agency* and Sport England.
- The production of periodic financial reports for the appropriate level management group.

4 Staff

HSP appoints a core staff team to provide leadership, facilitate the work of the Partnership and manage its operations. All staff are employed by the accountable body. This includes a Director and Senior Leadership Team with overall responsibility for management and leadership of HSP and operational staff as required.

4.1 Director

The role of the Director is to implement strategies and policies as agreed with the Board, and to develop, nurture and deliver effective working relationships with key agencies and partners within the county, region and nationally as appropriate. The Director has responsibility for the overall organisation, management and staffing of HSP and for its procedures on financial and other matters, including conduct and discipline of staff. These will be carried out in accordance with the host agency's policies and procedures.

The Director is the accounting officer for HSP and is responsible to the Board and the host agency for the resources under his or her control. The essence of the role is a personal responsibility for the propriety and regularity of public finances for which he / she is answerable; for prudent and

economical administration; for avoidance of waste and extravagance; and for the efficient and effective use of all resources under his or her charge.

His / her responsibilities include:

a. Arranging for the appropriate induction and support of Board members, ensuring that when members take up office they are fully briefed on the terms of their appointment, duties, and responsibilities.

b. Ensuring complete and accurate advice to the Board in order that it can undertake its functions.

c. Formulating and recommending strategies to the Board for discussion and decision.

d. Implementing Board decisions.

e. Representing HSP to stakeholders and the public.

f. Requiring high standards of propriety of staff, and the efficient, effective, and sustainable use of other resources throughout HSP.

g. Approving the operating plan and budgets to implement the Board's Strategic Plan.

h. Accounting for HSP's performance and expenditure.

4.2 Senior Leadership Team

The Senior Leadership Team will have an operational focus and will be the driver for the implementation of the HSP strategy. This will include the development and delivery of sport and physical activity in Hertfordshire as agreed with the Board.

The Senior Leadership Team will have a wide brief but will include:

- Supporting the development and delivery of the HSP Strategic Plan
- Supporting the co-ordination of the development and delivery of sport and physical activity interventions and projects
- Being a key medium for exchange of views and information amongst the partner organisations on specific projects

A Succession Plan (Appendix 3) outlines the policy for key roles that would have a significant impact within the organisation if the holder were to depart either immediately or in a planned manner.

5 The Board

5.1 Role and remit

The Board of HSP exists to:

1. Drive and monitor the strategy and direction of HSP.
2. Approve the Business Plan including a long-term financial plan and annual budgets.
3. Undertake regular monitoring of the Strategic Plan and objectives.

4. Hold periodic reviews of major risks.
5. Actively promote and further its work through building partnerships
6. Have oversight of the work of the Senior Leadership Team, providing input and challenge
7. Approve and review of the organisation's Diversity and Inclusion Action Plan
8. Engage with stakeholder proposals and concerns.
9. Identify where the Board may be assisted by further education and training.

~~Whilst the HSP Board is given discretion to carry out its remit as outlined above, should it be required, the ultimate accountable body will be the Host – see section 3 above.~~

5.1.1 Strategy and direction

The Board will provide clear direction for HSP's work in line with its objectives, supporting the creation and execution of the strategy. Whilst the Board will take the strategic lead and drive the development of sport, day-to-day management of HSP is not a Board function. Authority is delegated for achieving the strategic outcomes to the core staff team, together with the necessary authority to make decisions in a specified range of activities.

5.1.2 Promote and further work through partnerships.

The Board should advocate the benefits of sport and physical activity as well as that specifically carried out by HSP, both locally and nationally. They will also play a part in recognising and celebrating successes. A key part of a Board member's role is to draw on their own networks and contacts to secure resources for the work of the HSP, opening doors for sport and for HSP to attract new partners. They will work with the Senior Leadership Team to enhance partner commitment and satisfaction and encourage collaboration.

5.1.3 Oversight, input, and challenge

The Board monitors the effective delivery of the Partnership's objectives and the achievement of key targets and outcomes. It is the Board's responsibility to ensure that these aspects are maintained and improved to the satisfaction of the partners and funders through transparent and planned processes. It is also the Board's responsibility to ensure that good governance is carried out across the organisation. It is accountable for the actions of HSP, including finance and risk, in line with the Host Agency agreement.

5.2 Attributes of the Board and its membership

5.2.1 Structure

The HSP Board reports to the 'University of Hertfordshire Sport & Active Lifestyles Advisory Board'.

- The Board is made up of 12 members; consisting of 8 independent and 4 ex-officio members

(Definition: Independent - 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: (A) 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; (B) they are or have within the last four years been an employee of the organisation; or (C) they have close family ties with any of the organisation's directors or senior employees)

- All members may serve on the Board for an initial period of four years and be eligible for re-appointment, but for no more than 2 terms.
- A period of 4 years will need to be elapsed prior to re-appointment.
- The Chair is appointed for a term of four years for no more than two consecutive terms.
- In exceptional circumstances (for example to assist succession planning), a Chair or Board Member may hold office for a further year.
- The Board can appoint any number or type of subgroups to advise it or carry out any of its functions.
- Members may choose to resign from office at any time by formally writing to the Chair.
- Board members are expected to act in the best interest of HSP (not their respective organisation) and members should be willing to leave 'organisational hats' at the door. No one individual on the Board may have the unfettered ability to take a decision.
    - Members should uphold the Safeguarding, EDI and Environmental policies of HSP
    - Members should uphold the Policies and Procedures of the host organisation.
    - Members will be dedicated and focused on carrying out the key roles of the Board.
- Board Members will be selected through open recruitment with a selection process, based on a skills and knowledge matrix, to ensure that the Board is qualified to advise on and govern the diverse work of HSP. This skills and knowledge matrix will include skills, expertise, and influence from across the community, business, education, health, and sports sectors.
- The Board will take all appropriate actions to encourage a minimum of 30% of each gender to serve on the Board.
- The Board is committed to achieving greater diversity generally on its Board, including, but not limited to individuals from ethnically diverse communities, disabled people, those from low-income households, and young people.
- Ex-officio members will be recruited to the Board, representing Public Health Hertfordshire, the Host Authority x 2 (UH), and the Hertfordshire Association of Cultural Officers (HACO).
    - Ex-officio members of the Board will have the same voting rights as independent members but should refrain from voting when they or their represented organisation declares a potential conflict of interest.
    - They will remain appointed to the Board, until such a time that their respective organisations nominate a replacement.
- Positions are non-executive and not salaried; however, expenses can be claimed where appropriate.
- Members should have a personal commitment to the aims of HSP, and therefore a belief in the value of sport and physical activity, and the merit of sport and associated sporting infrastructures working together.
- Members will be influential, experienced individuals who have links and contacts throughout Hertfordshire.

- Members must be able and willing to provide the required commitment to the role, attending at least 3 out of 4 Board meetings each year, with other events optional.
- Members will live or work in Hertfordshire or have a key role or association with an organisation based in the county.
- For a Board meeting to be quorate, four independent Board members are required to be in attendance.
- The Board led by the Chair, will undertake, and maintain in writing an up to date record of, the skills, experience, diversity, independence and knowledge required of its Board.
- The Board led by the Chair, will undertake, and maintain in writing an up to date record of, the effectiveness (performance) of the board.
- The Board led by the Senior Independent Director, will undertake, a regular review of the effectiveness of the Chair.
- The Board led by the Chair, will undertake, and maintain an evaluation of its committees.
- An individual may be co-opted onto the Board if this is deemed necessary to ensure that the Board has the skills and / or experience to fulfil its role.
- An independent member of the Board will be appointed to the role of Equality, Diversity, and Inclusion Lead
- An independent member of the Board will be appointed to the role of Welfare and Safety Lead.

As a stakeholder organisation, membership will reflect the make-up of HSP's work, wherever possible ensuring a geographic representation as well as seeking diversity in its membership e.g., in terms of age, ethnic background, social class and life experiences, gender and disability.

5.3 Recruitment

Board members will be recruited by a Nomination Committee in an open way, both to reflect the need to involve key strategic partners, and in line with equal opportunity procedures within the host authority, bringing necessary skills, expertise, and networks.

A Nomination Committee shall be formed (either on a permanent or ad hoc basis) and most of the members of the Nomination Committee shall be independent members of the Board. It shall be chaired by the Board Chair (except when dealing with the appointment of a successor to the Chair, when it shall be chaired by an independent Board member).

5.4 Member responsibilities and conduct

5.4.1 Responsibilities

1. **Duty of care**: Board members are expected to act reasonably and prudently in all matters relating to HSP and in its long-term interest.
2. **Duty to protect the organisation's resources**: Board members have a duty to protect all the resources belonging to HSP, for instance by ensuring that there are adequate financial controls, corporate governance, and risk assessments. Board members also have a duty to

protect the organisation's reputation and its intellectual property such as branding and databases.

3. **Duty to act in the best interests of the public**: Their first duty as a Board member is to the public, which means they must act in the best interests of the public. Inevitably, Board Members have a wide range of interests in private, public, and professional life, and those interests might, on occasion, conflict. They have a general responsibility to avoid such conflicts of interest, especially where they involve financial transactions.
4. **Duty to act collectively**: Board Members are responsible for the activities of the Board and must act together. No Board member acting alone can bind his or her fellow Board members, unless specifically authorised to do so.
5. **In the interest of integrity of and transparency**: No individual shall be appointed as a Board member until he or she has provided the organisation with a declaration of good character. Members of the Board will also be required to complete a declaration of interests.

5.4.2 Conduct

All members of the Board must agree to act in accordance with the following principles of public life that were set out by the Committee on Standards in Public Life (the Nolan Committee) for the benefit of all who serve the public.

1. **Selflessness**: Holders of public office should take decisions solely in terms of the public interest. They should not do so to gain financial or other material benefits for themselves, their family, or their friends.
2. **Integrity**: Holders of public office should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
3. **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, holders of public office should make choices on merit.
4. **Accountability:** Holders of public office are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate to their office.
5. **Openness:** Holders of public office should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
6. **Honesty:** Holders of public office have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
7. **Leadership:** Holders of public office should promote and support these principles by leadership and example.

5.5 The Chair and Vice-Chair

5.5.1 The Chair

The Chair is responsible for leadership of the Board, ensuring its effectiveness on all aspects of its role and for setting its agenda. The Chair is pivotal in creating the conditions for overall Board and

individual Board member effectiveness and works to ensure the development of constructive relationships between Board members and the core team. The Chair has prime responsibility for:

1. Leading and developing the overall strategic direction of the Board
2. Ensuring that the Board, in reaching decisions, takes proper account of guidance and process given to it.
3. Ensuring that the Board meets at regular intervals throughout the year; and that minutes of meetings accurately record both the Board's decisions and, where appropriate, the views of individual Board members. Any information disclosed shall be fair, accurate and presented in an understandable manner.
4. Ensuring that the Board and its members operate in accordance with the Code of Conduct
5. Ensuring that Board members receive accurate, timely and clear information.
6. Promoting a culture of openness and debate amongst the Board by facilitating the effective contribution of all members and ensuring constructive relations between officers of HSP and Board members
7. Fostering an environment in which Board members feel they can speak out openly: to make suggestions for improvement, point out potential risks, and blow the whistle on malpractice, following all policies and procedures of the host organisation.
8. Managing conflicts of interest
9. Taking a lead on governance matters
10. Setting an example in the values and behaviour they adopt, acting always in line with the Board Members' Code of Conduct as outlined in 5.4.2 of this Governance Framework.
11. Working with the Partnership Director to establish and realise the membership needs of the Board.
12. Annually appraising the performance of Board members and keeping under review the effectiveness of the Board.

5.5.2 Vice Chair

The nomination and selection of Vice-Chair is at the discretion of the Board Members. The Vice Chair's role at HSP will be limited to:

1. Deputising for the Chair, whereby they will take on the responsibilities of the Chair for that period.
2. Be a point of contact for any Members who have concerns regarding the Chair. If required, this may be extended to carrying out a review of the Chair.
3. Undertake the annual review of the Chair's performance.

5.5.3 Senior Independent Board Member

A nominated independent Board member who is appointed as such by the Board, and whose responsibilities include:

1. Providing a sounding board for the Chair.
2. Acting as an intermediary for the other Board members when necessary.

3. Acting as an alternative contact for stakeholders to share any concern if the normal channels of the Chair or the organisation's management fail to resolve the matter of in cases where such conduct is inappropriate; and
4. Leading on the process to appraise the Chair's performance.

5.5.4 President

A President will be appointed by the Board, and the responsibilities of the post holder will include acting as a figurehead for the Partnership and hosting external engagement events as appropriate.

5.6 Safeguarding

Safeguarding is everyone's responsibility, and it needs to be prioritised at Board level. The Board needs to embed safeguarding in all strategic planning. The Board needs to provide strategic direction, risk analysis and leadership to the operational team to fully embed safeguarding into the organisation.

The Board is responsible for identifying a Board safeguarding champion in accordance with the UK Code for Sports Governance.

The Board is responsible for:

- allocating resources for the organisation and the welfare of participants, staff and volunteers should be a priority.
- endorsing policies and procedures, including safeguarding and welfare
- providing scrutiny and challenge to the safeguarding work that is planned and delivered.
- monitoring progress, receive and interrogate updates/reports.

The Board should also maximise its influence across networks by promoting the work it is doing and ensuring that safeguarding is discussed, and its profile maintained.

Board Safeguarding Champion

The role of Board Safeguarding Champion is to lead and inform safeguarding discussion and planning within Board meetings. It is this person's role to ensure the Board prioritise these discussions and resource them appropriately. They are also the link between the lead safeguarding officer and the Board and the link between the strategic direction of safeguarding and the operational work that is being undertaken.

The person in this role should understand the organisation's safeguarding structure and procedures as well as having strategic insight around safeguarding and child protection and safeguarding of vulnerable adults issues. This role includes:

Strategic Leadership

- provide high level leadership of safeguarding work conducted by the Partnership.
- ensure safeguarding is embedded within the work, discussions, and decisions of the Board.
- Ensure that safeguarding is a standing agenda item at Board meetings.
- Leading the Board in the understanding of the governance requirements of the Code as it applies to safeguarding matters.

Operational Support

- Supporting the Partnership to maintain the Safeguarding Standards and embedding good practice.
- Promoting the importance of developing a culture of listening to young people within and through the Partnership's policies, procedures, and services.
- Providing support, check and challenge to the Partnership's safeguarding lead through regular meetings and discussions.
- To receive information, guidance, and suggested changes from the Lead Safeguarding Officer
- To ensure that the organisation has an identified Safeguarding Lead and Deputy.
- To consider safeguarding issues and implications when funding applications, policies, strategies, or action plans are presented to the Board.
- Attendance at meetings and training events where appropriate

Networking and Influence

- Promoting safeguarding at a strategic level to the wider network.
- To help to represent the organisation's approach to safeguarding and raise the profile of this work area with partners and be an advocate for safeguarding across the Partnership and other networks.
- To support the core staff and safeguarding lead / deputy safeguarding lead to develop greater support and relationships with statutory child protection and safeguarding organisations.

Check and Challenge

- Ensure that the Board receives safeguarding training.
- Support and challenge the development and implementation of the safeguarding action plan
- Ensure that updates are presented at the Board and the data is scrutinised and used for planning

5.7 Appendix 1: Nominations Committee – Terms of Reference

1. Role of the Committee

1.1. The Nomination Committee (the Committee) is a Committee of the HSP Main Board.

1.2. The Committee has been established to support the Board in its responsibilities for issues of recruitment and selection of the Board members to meet the agreed Board membership as set out in the Governance Framework

1.3. The Committee is authorised by the Board to seek any information it requires from any employee of HSP to perform its duties.

2. Membership

2.1 The committee shall comprise at least three Board members. A majority of the members of the committee shall be independent members.

2.2 Only members of the committee have the right to attend committee meetings. However, other individuals such as the Director and external advisers may be invited to attend for all or part of any meeting, as and when appropriate and necessary.

2.3 Appointments to the committee are made by the Board and shall be for a period of up to four years, which may be extended for further periods of up to four-years. Provided the Board member still meets the criteria for membership of the Board.

2.4 The Board shall appoint the Committee Chair who should be either the Chair of the Board or an independent member. In the absence of the Committee Chair and/or an appointed Deputy, the remaining members present shall elect one of themselves to chair the meeting from those who would qualify under these terms of reference to be appointed to that position by the Board. The Chair of the Board shall not chair the committee when it is dealing with the matter of succession to the Chair.

3. Responsibilities

The committee will be responsible for:

3.1 An annual review of the skills and knowledge matrix of the Board

3.2 A recommendation to the Board for the appointment of Board members.

4. Secretary

A nominated member of the HSP Senior Leadership Team shall act as the secretary of the committee.

5. Quorum

The quorum necessary for the transaction of business shall be two committee members, both of whom must be independent members although the Chair of the Board should not Chair the Nomination Committee when it is dealing with the appointment of a successor Chair.

5.8 Appendix 2: Audit, Risk and Governance Committee Terms of Reference

Introduction

1. The Audit, Risk and Governance Committee (the Committee) is a Committee of the HSP Main Board.
2. The Committee has been established to support the Board, as and when required, in its responsibilities for issues of Risk, Control and Governance by reviewing the comprehensiveness of assurances in meeting the Board's assurance needs and reviewing the reliability and integrity of these assurances.

3. The Committee is authorised by the Board to seek any information it requires from any employee of HSP to perform its duties.

Membership
4. The Committee should consist of up to five members. Three of whom should be Independent.
5. The Committee will be chaired by a nominated Independent Board member. In the absence of the Chair, the Committee may nominate another Independent Board Member to deputise in his/her absence.
6. The secretariat function will be provided by a nominated member of the HSP Senior Leadership Team

Reporting
7. Where reasonably possible, minutes of each Committee Meeting will be tabled to the subsequent main Board meeting and, where necessary, the Chair of the Committee will provide a report to the main Board on any substantive matters of importance and any material issues or concerns.
8. The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
9. If requested, the Committee will provide the Board with an Annual Report, timed to support finalisation of the accounts and the Governance Statement, summarising its conclusions from the work it has done during the year.

Responsibilities
Where required, the Committee will advise the Board on:
10. The strategic processes for Risk, Control and Governance and the Governance Statement.
11. The accounting policies, the accounts, and the Annual Report of the organisation, including the process for review of the accounts prior to submission for audit, levels of error identified, and management's letter of representation to the external auditors.
12. The planned activity and results of both internal and external audit.
13. The adequacy of management response to issues identified by audit activity, including external audit's management letter.
14. Assurances relating to the corporate governance requirements for the organisation.
15. Proposals for tendering for either Internal Audit services or for purchase of non-audit services from contractors who provide audit services.
16. Anti-fraud policies, whistle-blowing processes, and arrangements for special investigations.
17. The Committee will also periodically review its own effectiveness and report the results of that review to the Board.

Rights
The Committee may:
18. Co-opt additional Members for a period not exceeding a year to provide specialist skills, knowledge and experience.
19. Appoint independent non-Board members for a period of three years, which may be extended for further periods (normally up to three years), subject to the approval of the Board.
20. Procure specialist ad-hoc advice at the expense of the organisation, subject to budgets agreed by the Partnership Director

Meetings

21. The Committee will meet as required. The Chair of the Committee may convene additional meetings as they deem necessary.
22. The Committee meetings will normally be attended by the Director, the outsourced Internal Audit supplier and a representative of External Audit.
23. The Committee may ask any other officials of the organisation to attend to assist it with its discussions on any matter.
24. The Committee may ask any or all of those who normally attend but who are not members to withdraw to facilitate open and frank discussion of particular matters.
25. The Board or the Accounting Officer may ask the Committee to convene further meetings to discuss issues on which they want the Committee's advice.
26. Meeting papers will be circulated no later than five (5) working days ahead of each meeting.

Quorum
27. A minimum of three members of the Committee, plus the Director must be present for the meeting to be deemed quorate. Two members must be independent members of the HSP Board.

Resolutions and voting
28. Decisions of the Committee shall be taken by resolution and recorded in the minutes of the meeting at which such a resolution is passed.
29. Where a consensus cannot be agreed, the Chair may request a vote on a show of hands, in which case each Committee member shall have one vote.

Terms of reference and committee effectiveness
30. The Committee's Terms of Reference and effectiveness will be reviewed at least annually by the Board and the Committee, including a review of membership and relevant skills. Any changes considered necessary must be approved by the Board.

5.9 Appendix 3: Succession Plan

1.0 Introduction and purpose

This policy has been drafted for key roles that would have significant impact within the organisation if the holder were to depart either immediately or in a planned manner. This policy covers the Partnership Director and the Chair of the Board. The desired results of the succession planning are to provide a continuous flow of people to meet the organisation's management needs.

2.0 Procedures for Partnership Director

2.1 Immediate leave

To reduce the impact of the Partnership Director going on unplanned leave (unexpectedly or through illness or personal reasons for a defined period) the organisation will:

- Make sure key documents e.g., Partnership Director's latest report, are up to date and on the shared drive and filed in a way that is understood across the organisation.
- Ensure Senior Leadership Team (SLT) members regularly accompany the Partnership Director to key meetings and keep up to date with strategic developments.
- Agree who deputises for specific areas of work and who is 'the voice' of the organisation.

If the leave continues for a significant time the Board may, in consultation with the University of Hertfordshire's Director of Sport and Director of Human Resources, agree a process to appoint an interim Partnership Director. It is expected that the position will be filled by an internal staff person or persons for a defined period. If at the time no internal person is appropriate, then an external person should be hired.

- Annually the Board shall discuss this with the current Partnership Director to review who on the staff team might be most appropriate and what individuals and/or positions might provide management during a transition or unexpected leave.
- The Board shall review salary compensation and recommend adjustment for increased responsibilities during a transition.
- The Board Chair and other Board members shall take on more of an active oversight role with the organisation.
    - The Board Chair will act as the external spokesperson for the organisation.
    - The UH Director of Sport shall act as the supervisor for the Interim Partnership Director. The Chair should expect to have weekly meetings (face-to face, if possible, virtually if not) with the Interim Partnership Director
    - The Board Chair should prepare a letter to all key funders and stakeholders announcing the Interim Partnership Director and providing an outline of the succession planning timeline and steps.
    - The UH Director of Sport shall meet with the full staff to announce the interim position, the Board role and outline expectations for the transition time frame. If hiring is going to occur, he/she should also outline the succession plan, timeline and steps including staff involvement.
    - The SLT should expect to meet monthly during the transition period.

2.2 Resignation / Dismissal - Appointing New Partnership Director

Partnership Director succession planning should be an ongoing, systematic process using regular appraisals to identify members of the Senior Leadership Team (and staff) that have leadership potential. These potential leaders should be developed through training and mentoring. This planning process can provide an easier transition if the existing Partnership Director leaves.

If the Partnership Director resigns, they will see out their stated three month notice period and during that time:

- They will ensure all documents are filed on the shared drive.
- Keep staff updated on existing projects and planned work.
- Appropriate Strategic Leads will accompany the Partnership Director to meetings with stakeholders and funders.
- The Chair will be kept fully updated around organisational matters.

Supervision

The new Partnership Director will have a six-month probation period. The UH Director of Sport, with the support of the Board Chair will be responsible for monitoring the Partnership Director's progress and will only sign off the probation if they are satisfied that he/she is performing at the appropriate level. If not, UH procedures will be followed.

3.0 Procedure for departing member of the SLT

If the departure is expected to be short-term, the SLT will put measures in place to cover or the senior leader via the existing SLT or through other appropriate staff or associates. If the departure is expected to be long-term or permanent the SLT would plan to make a more permanent cover or re-appointment or potentially use the departure to re-structure the business. If long-erm cover or a re-appointment is deemed the best option, ideally the replacement would be internal. NB. HSP will continuously support the development of staff and their career progression via the UH HR processes in place. If this is not appropriate, then an external appointment would be made. Senior leaders are expected to keep their files up to date on SharePoint to enable good knowledge transfer in the event of a departing officer, immediate or otherwise.

4. Procedures for departing Chair of the Board

4.1 Immediate leave

To reduce the impact of the Chair going on unplanned leave (unexpectedly or through illness or personal reasons for a defined period) the:

- Senior Independent Director should be kept up to date, so they can step in to cover the Chair's duties.
- The Partnership Director should make sure all documents held by the Chair are up to date and on the shared drive.
- Let any key funders and stakeholders aware of the situation.

If the leave continues for a significant period, the Board may agree a process to appoint an interim Chair. It is expected that the position will be filled by the existing Vice -Chair for a defined period. However, if after a review of the Job Description and Person Specification no existing Board member is appropriate then the position will go out to recruitment.

4.2 Resignation or end of term - appointing a new Chair

The Board should undergo regular evaluation utilising the skills audit that will also ask for anyone with interest in being Chair. Any potential Chair should be identified using the evaluation results, the Person Specification and any future development needs that have been identified. If it is felt that the existing Board doesn't have a potential Chair in waiting the Partnership Director, Board and existing Chair may wish to recruit a new Board member with the required potential.

A planned resignation and re-election would normally take place at the Annual General Meeting.

The election of the new Chair will be done by nomination of an individual willing to stand, the Board will then vote by a show of hands.

Following the election, the Board may review the skills audit to identify any resultant gaps. leaves.