



BOARD TERMS OF REFERENCE

REVIEWED SEPTEMBER 2022



Purpose

The Board (the “Board”) or Trustees oversees all affairs of the Dame Kelly Holmes Trust (the “Trust”). The purpose of the Board is to lead, direct, monitor and control the activities of the Trust so that its missions and objectives can be achieved; and to formulate strategy, ensuring that the Trust is guided by a common set of objectives and values.

The Board has the authority to have access to any information or employee of the Trust in the course of undertaking its responsibilities, and to obtain outside legal or other independent advice where required. The Board takes its authority and its responsibilities from two sources:

- The Essential Trustee (CC3) which sets out the Board’s main responsibilities as follows:
 - To ensure the Trust is carrying out its purposes for the public benefit
 - To comply with the Trust governing document and the law
 - To act in the Trust best interests
 - To manage the Trust resources responsibly
 - To use reasonable care and skill, making use of its collective skills and experience and taking appropriate advice when necessary
 - To comply with statutory accounting and reporting requirements
- The Trust’s Memorandum and Articles of Association (its constitution) which sets out who may become a trustee of the Trust, how trustees are appointed, their powers and how meetings of the Board should be conducted.

Objectives

To provide direction and stewardship for the Trust for the benefit of current and future beneficiaries, by:

- Setting the vision, mission and values for the Trust;
- Developing strategy to achieve the Trust objects, and monitoring and communicating performance
- Ensuring that the Trust seeks the views of stakeholders and that these views are considered in developing strategy and delivering services;
- Acting as the guardians of the Trust assets, both tangible and intangible, taking all due care over their security, deployment and proper application;
- Ensuring that the Trust complies with all constitutional, legal and regulatory requirements; and
- Ensuring that the Trust governance is of the highest possible standard.



Responsibilities Concerning Strategic Direction

To work in partnership with the CEO and other senior staff to ensure that:

- The Trust has a clear vision, mission, set of values and strategy, and there is a common understanding of these among trustees, staff and volunteers;
- Operational plans and budgets and the fundraising strategy support the vision, mission and strategy;
- The views of stakeholders are regularly sought and considered;
- There is a regular review of the external environment for changes that might affect the Trust (environmental, political, financial, competitive, partnerships, alliances); and
- There is regular review of the need for the Trust and for the services it provides or could provide, and a regular review of strategic plans and priorities.

Responsibilities Concerning Performance Management

Be responsible for the performance of the Trust, for its impact on stakeholders and for its corporate behaviour:

- To ensure that the Trust measures its impact and progress towards its strategic objectives and to regularly consider reports on the charity's performance;
- To ensure that there are policies to direct key areas of the Trust's business and that these are up to date;
- To ensure that the Trust's values are understood and put into practice, by trustees, staff and volunteers;
- To ensure that there are processes for trustees, staff and volunteers to report activity which might compromise the effectiveness of the Trust;
- To recruit the CEO and hold him or her to account for the management and administration of the charity to deliver high-quality services;
- To support the CEO in managing the Trust and in meeting his/her annual and longer-term objectives.

Responsibilities Concerning Compliance

Ensure that the Trust complies with all legal and regulatory requirements:

- To ensure, with professional advice as appropriate, that the Trust complies with all constitutional, legal, regulatory and statutory requirements;
- To understand and comply with the constitution and rules that govern the Trust, and to review the constitution regularly (at least every three years) to ensure it is fit for purpose.



Responsibilities Concerning Prudent Management of Assets

To be stewards of the Trust's assets, both tangible and intangible, taking care of their security, and how they are used:

- To ensure that the Trust's financial obligations are met and that there are adequate financial controls in place to ensure all money due is received and properly applied, and that all assets and liabilities are recorded;
- To act reasonably and prudently in all matters relating to the Trust and always in the interests of the Trust;
- To ensure that trustees take professional advice when needed, and record the advice received;
- To ensure the financial sustainability of the Trust;
- To ensure that intangible assets such as organisational knowledge and expertise, intellectual property, the Trust's brand, good name and reputation are recognized, used and safeguarded;
- To ensure that the major risks to the Trust are regularly identified and reviewed and that systems are in place to mitigate or minimise these risks;
- Maintain proper fiscal oversight of the Trust, the Board shall receive regular reports and may, at its discretion delegate the detailed work to the Finance and Audit Committee and to the Chair of that Committee.

Responsibilities Concerning Good Governance

Ensure that the Trust's governance is of the highest possible standard:

- To ensure that the Trust has a governance structure that is appropriate to a charity of its size/complexity, stage of development, and charitable objects, and reflects the diversity of its beneficiaries;
- To ensure that Board decisions are recorded in writing by means of minutes;
- To ensure that the Board's delegated authority is recorded by terms of reference for board committees, job descriptions for honorary officers, trustees and key staff and that reporting procedures back to the Board are recorded in writing and complied with;
- To ensure that the responsibilities delegated to the CEO are clearly expressed and understood;
- Overall Board performance should be externally evaluated, in line with the expectations set out in 'A Code for Sports Governance' on a regular basis. The evaluation will also provide an opportunity for Board development;
- To ensure that trustees take collective responsibility for major decisions and policies;
- To ensure that, collectively, the Trustees have the skills required for the Board to fulfil its obligations;
- To ensure that there is a systematic, open and fair procedure for recruitment of trustees and of the CEO;



- To approve and review the Trust’s Diversity and Inclusion action plan
- To ensure that all members of the Board receive appropriate induction on their appointment and that they continue to receive appropriate advice, information and training (both individual and collective);
- To ensure that trustees have a code of conduct and comply with it, and that there are mechanisms for the removal of trustees who do not abide by the trustee code of conduct; and
- To review its terms of reference every two years or more frequently in the light of experience or changes in governance practice.

Signed:	
Name:	Ed Bracher
	Chair of the Board of Trustees
Date:	7 th September 2022
Updated	August 2022
Next Review	August 2024