



## **BRITISH EQUESTRIAN FEDERATION**

### **TERMS OF REFERENCE FOR THE BOARD**

#### **1. The Role of the Board**

- 1.1. The Board is the ultimate decision-making body of the organisation and in the exercise of its powers shall ensure compliance with the Articles of Association, and shall oversee the stewardship, accountability, and leadership of the BEF providing clear sighted counsel on the strategic direction of the BEF and alignment to its vision, values, and purpose.
- 1.2. The Board seeks to balance the interests of the various stakeholders to whom it is responsible in order for the Federation to have a successful and sustainable future true to its purpose and values.

#### **2. The focus of the Board is:**

- 2.1. Creating value for the organisation and its Member Bodies.
- 2.2. Making high quality strategic decisions.
- 2.3. Ensuring that the BEF has an appropriate strategy that is consistent with the purpose of the BEF and overseeing delivery of the strategy by the Executive Team.
- 2.4. Protecting the BEF's brand and reputation
- 2.5. Overseeing good financial and cultural governance (including setting the tone from the top on culture and ethics); and
- 2.6. Ensuring that the BEF has the best possible Executive leadership.

#### **3. Core Values**

- 3.1. The Board of the British Equestrian Federation ("BEF") must, at all times:
  - 3.1.1. observe the highest standards of impartiality, integrity and objectivity in relation to the management of BEF;
  - 3.1.2. be accountable and give value to members and stakeholders for its activities; recognising the impact of its decisions on all stakeholders and balancing their interests impartially and equitably;
  - 3.1.3. champion equality, diversity and inclusion;
  - 3.1.4. engage in a partnership with the BEF's senior management team; supporting and championing a thriving working culture and environment for all staff that encourages personal development, growth, and wellbeing.

#### **4. Standards**

- 4.1. All board members must:
  - follow the Code of Conduct for the Board which is set out Appendix 1 to these Terms of Reference.

- Follow the Conflicts of Interest Policy which is set out in the Appendix 2 to these Terms of Reference.
  - comply with these Terms of Reference, and ensure they understand their duties, rights, and responsibilities, and that they are familiar with the function and role of BEF and any relevant regulations;
  - not misuse information gained in the course of their service for personal gain or for political purpose, nor seek to use the opportunity of service to promote their private interests or those of connected persons, firms, businesses, or other organisations.

4.2. All board members are expected to meet the highest standards of integrity. Each board member will be required to complete a declaration of good character on appointment. A fit and proper purpose assessment will also be performed on all board members as part of the recruitment process. This will, where appropriate, include a DBS check and convictions and identity check. A copy of proof of identity will be retained.

## 5. Powers and responsibilities

- 5.1. The Board is responsible for managing the business of the BEF and may in doing so exercise all powers that are not under either the Companies Act 2006 or the Articles of Association required to be exercised by the BEF Council.
- 5.2. Without prejudice to the generality of the powers of the Board to manage the BEF the Board shall consult with the Council in its advisory capacity on strategy, strategic objectives, the procedure for the appointment of the directors, the skills and competencies required for directors, the creation of committees and working groups and the Internal Regulations (as defined in the Articles).
- 5.3. The Board may from time to time adopt any Internal Regulations not being inconsistent with the Articles or constituting such an addition thereto or alteration thereof as could only lawfully be made by Special Resolution for the conduct and regulation of any of the affairs of the Federation, Board, and its Committees as it shall think fit.

## 6. Composition of the Board and Terms of Appointment

- 6.1. 4.1 Subject to any casual vacancies the Board shall consist of a Chair (who may be required by UK Sport and Sport England to be an Independent Chair under the Code for Sports Governance), 3 Independent Directors, 4 Nominated Directors and 4 Elected Directors. All directors including the Chair will, subject to any transitional provisions be appointed for a term of 4 years and will be eligible to apply for appointment for a further 4 years.

## 7. Roles

The role of the Chair is:

- 7.1. To be responsible for the leadership of the BEF Board and to be accountable for the effectiveness of the Board
- 7.2. To promote the highest standards of corporate and sport governance at Board level and throughout the BEF and its member bodies
- 7.3. To provide effective strategic leadership of the BEF.
- 7.4. To act as a lead representative and strong advocate of the work of the BEF and its member bodies.
- 7.5. To promote a culture of openness, transparency, and respect throughout the BEF and its member bodies.

- 7.6. To ensure that the BEF acts responsibly having due regard to its reputation and that as a national governing body of sport (as defined by UK Sport and the national Sport Councils), the national federation for FEI purposes and as a representative of its members interests, it does the right thing in the right way for its members and wider stakeholders including funding partners, owners, coaches, participants, athletes, employees, volunteers, and customers.
- 7.7. To ensure that the BEF achieves its purposes in accordance with the objects set out in its Articles of Association.
- 7.8. To act as the line manager for the CEO.

**8. The role of a director individually and collectively acting as a Board is:**

- 8.1. To promote the highest standards of corporate and sport governance at BEF Board level and throughout the BEF.
- 8.2. To make an effective contribution to the role of the Board in accordance with their legal and regulatory duties as a director.
- 8.3. To act as a representative and strong advocate of the work of the BEF and its member bodies.
- 8.4. To promote a culture of openness, transparency, and respect throughout the BEF and its member bodies.
- 8.5. To ensure that the BEF acts responsibly having due regard to its reputation and that as a national governing body of sport (as defined by the UK Sport and the national Sport Councils), the national federation for FEI purposes and as a representative of its members interests, it does the right thing in the right way for its members and wider stakeholders including funding partners, owners, coaches, participants, athletes, employees, volunteers, and customers.
- 8.6. To ensure that the BEF achieves its purposes in accordance with the objects set out in its Articles of Association.
- 8.7. In consultation with the BEF Council to establish the vision, mission, and values of the BEF;
- 8.8. To develop the strategic direction of the BEF ensuring that appropriate operational structures and supporting budgets are in place to deliver the strategy.;
- 8.9. To provide direction to the Executive team, monitoring its performance, and holding it to account for the implementation and delivery of the BEF strategy, operational plans and matters delegated pursuant to clause 8 of the Terms.

Full details of specific responsibilities of directors are set out in the Board Director terms of reference.

**9. Operation/Proceedings**

- 9.1. The rules as to the proceedings of the Board are set out in the Articles as supplemented by any Internal Regulations.

In particular:

- 9.2. The Board may (and not less than four times a year shall) meet together for the dispatch of business and shall adjourn and otherwise regulate their meetings in such manner as they may think fit. Save as otherwise provided in the Articles questions arising at any meetings shall be decided by a majority of votes.
- 9.3. The Board Chair shall take the chair at meetings of the Board provided that if the Board Chair is not present the members of the Board attending the meeting may appoint one of their number to take the chair.

- 9.4. The quorum necessary for the transaction of the business of the Board shall be one half of the Members of the Board.
- 9.5. Seven clear days' notice of every meeting of the Board shall be given specifying the place, day, and hour of the meeting, provided always that the Board Chair shall have power at any time in his discretion to convene a meeting at not less than 48 hours' notice and may adjourn the meeting from time to time. Shorter notice than provided for in this Article may be given if all the directors' consent.
- 9.6. At every meeting of the Board a resolution put to the vote of the meeting shall be decided on a show of hands.
- 9.7. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under these Articles for the time being vested in or exercisable by the Board generally.
- 9.8. person may participate in a meeting of the Board or of a committee of directors by telephone video conferencing or other similar equipment provided that throughout the meeting all persons participating in the meeting are able to communicate interactively and simultaneously with all other parties participating in the meeting. A person participating in a meeting in this manner shall be deemed present in person at the meeting and shall be entitled to vote and be counted in the quorum.
- 9.9. Each director shall declare any interest he may have in any business to be considered by the Board and no director may participate in the discussion of or vote in respect of a matter in which they have a conflict of interest.
- 9.10. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of members of the Board, the continuing members of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a general meeting of the Federation but for no other purpose.
- 9.11. A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- 9.12. Each director shall declare any interest he may have in any business to be considered by the Board or any committee of the Board and no director may participate in the discussion of or vote in respect of a matter in which they have a conflict of interest.
- 9.13. The Federation may pay any reasonable expenses which the directors properly incur in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Federation.

## **10. Matters delegated by the Board to the Executive Team**

- 10.1. The Board delegates, while maintaining oversight, the following to the Executive Team:
- 10.2. Development, preparation, and execution of the operational plan underpinning the BEF's strategic goals, operational excellence, financial performance, and fulfilment of regulatory, compliance and legal requirements;
- 10.3. Development and implementation of the Strategy and policies approved by the Board;
- 10.4. Monitoring and maintaining operating and financial performance against budget;
- 10.5. Authorisation of income and expenditure in accordance with the BEF's Financial Regulations Procedures Manual;
- 10.6. Prioritisation and allocation of resources;
- 10.7. Managing the risk profile of the BEF within the Board approved risk management framework; and
- 10.8. Day to day management of the BEF's activities.

## **11. Status**

11.1. Nothing in these Terms of Reference shall be read, interpreted, or construed as seeking to modify, amend or suspend the Articles of Association of the BEF. If there is any conflict between these Terms of Reference and the Articles, then the Articles shall prevail.

**Approved**

**Date: 14 September 2021**

**By: BEF Board**