



Terms of Reference for the Board for British Equestrian Federation (BEF)

Approval

Approved by (role)	Name	Board/ Executive	Date	Date For Review
Board Chair	Joanne Shaw	Board	18/10/17	17/10/18

Terms of Reference for the Board

1. Core Values

- 1.1 The Board of the British Equestrian Federation (“BEF”) must at all times:
- observe the highest standards of impartiality, integrity and objectivity in relation to the management of BEF;
 - be accountable and give value to members and stakeholders for its activities;
 - engage in a partnership with the BEF’s senior management team

2. Standards

- 2.1. 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.
- 2.2. 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.]

3. Powers and responsibilities

- 3.1. 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.
- 3.2. 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.
- 3.2.1. 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.

4. Composition of the Board and Terms of Appointment

Subject to any casual vacancies the Board shall consist of an Independent Chair, 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

5. Roles

The role of the Chair is:

- To be responsible for the leadership of the BEF Board and to be accountable for the effectiveness of the Board
- To promote the highest standards of corporate and sport governance at Board level and throughout the BEF and its member bodies
- To provide effective strategic leadership of the BEF
- To act as a lead representative and strong advocate of the work of the BEF and its member bodies
- To promote a culture of openness, transparency and respect throughout the BEF and its member bodies
- 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 participants, athletes, employees, volunteers and customers.
- To ensure that the BEF achieves its purposes in accordance with the objects set out in its Articles of Association

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

- To promote the highest standards of corporate and sport governance at BEF Board level and throughout the BEF
- To make an effective contribution to the role of the Board in accordance with their legal and regulatory duties as a director
- To act as a representative and strong advocate of the work of the BEF and its member bodies
- To promote a culture of openness, transparency and respect throughout the BEF and its member bodies
- 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 participants, athletes, employees, volunteers and customers.
- To ensure that the BEF achieves its purposes in accordance with the objects set out in its Articles of Association
- establishing the vision, mission and values for approval by the BEF Council;
- designing strategy and structure and supporting budgets for approval by the BEF Council;
- delegating authority to management to implement policy and strategy;

- monitoring and evaluating the implementation of strategic and operational plans and policies and reporting on implementation to the BEF Council.

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

6. Operation/Proceedings

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

In particular:

- 6.1 The Board may (and not less than three 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 these Articles questions arising at any meetings shall be decided by a majority of votes.
- 6.2 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.
- 6.3 The quorum necessary for the transaction of the business of the Board shall be one half of the Members of the Board.
- 6.4 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 of the directors consent.
- 6.5 At every meeting of the Board a resolution put to the vote of the meeting shall be decided on a show of hands.
- 6.6 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.
- 6.7 A 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.
- 6.8 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.

- 6.9 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.
- 6.10 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.
- 6.11 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 shall only be entitled to vote on the relevant matter if his interest only arises by virtue of his holding 3% or less of the shares in a company the shares of which are listed on a recognised investment exchange.
- 6.12 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

7. Status

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 Terms of Reference shall prevail.