

Board Terms of Reference
Last updated: June 2023
Date of next review: June 2025

1. Corporate Structure

- 1.1** UK Sports Institute Limited is a Company Limited by Guarantee and was incorporated in April 2002 as The English Institute of Sport Limited. The name was changed on 27 April 2023 to UK Sports Institute Limited (UKSI).
- 1.2** UK Sport is its sole member.

2. Membership

- 2.1** The Board must be comprised of not less than four and not more than twelve directors, one of whom is the Chair.
- 2.2** UK Sport shall be entitled to appoint three directors to the Board, one of whom shall be appointed as the Chair.
- 2.3** The Board is responsible for appointing all other directors and the Company Secretary, subject to prior approval from UK Sport.
- 2.4** The Board must include a minimum of two directors who are also employees.
- 2.5** At least 25% of the Board shall be Independent Non-Executive Directors.
- 2.6** One Independent Non-Executive Director will be appointed as the Senior Non-Executive Director. This appointment will be made by a decision of the Board after nomination by the Remuneration committee (Remcom).
- 2.7** UK Sport shall have the right to send two Observers to attend meetings of the Board. Each observer shall have the right to attend and speak at meetings but shall have no rights to vote.
- 2.8** The Board may appoint one observer to attend meetings. The observer shall have the right to attend and speak at meetings of the Board but shall have no right to vote.
- 2.9** A non-executive director may serve for a maximum of two four-year consecutive terms. This does not apply to an executive director

3. Responsibilities

- 3.1** The Chair shall be responsible for:
 - 3.1.1** Leading and further developing an effective Board, ensuring it discharges its duties and accountabilities within the Articles.
 - 3.1.2** Promoting high standards of regularity, integrity, propriety and governance.
 - 3.1.3** Bringing the appropriate cultural balance of challenge and support of the executive team and to model this in their own behaviour.
 - 3.1.4** Recruit, develop, support and guide the UKSI Chief Executive Officer (CEO).

- 3.2** The Board shall be responsible for:
- 3.2.1** Providing strategic direction to UKSI and advising the UKSI Senior Leadership Team on strategic planning issues.
 - 3.2.2** Ensuring UKSI is financially managed and resourced appropriately, such activity to include monitoring expenditure and approving budgets, reviewing audit recommendations and approving statutory accounts.
 - 3.2.3** Developing and facilitating strategic relationships with, and influencing, key stakeholders, funders and other external bodies, including government.
 - 3.2.4** Ensuring the UKSI has appropriate systems in place to identify and manage risk.
 - 3.2.5** Ensuring the UKSI has in place appropriate corporate governance policies and procedures.
 - 3.2.6** Ensuring appropriate consideration is given to matters of welfare, integrity and safeguarding.
 - 3.2.7** Maintaining a matrix detailing the skills, experience, independence, knowledge and diversity required across all Board Members.
 - 3.2.8** Establishing committees in accordance with these Terms of Reference
 - 3.2.9** Approving significant organisational policies, including Finance and HR.
 - 3.2.10** Providing advice to UKSI officers in relation to significant operational matters raised at Board meetings.

4. Reserved Decisions

- 4.1** Strategy - Approval of UKSI's purpose, vision and mission.
- 4.2** Corporate Governance – Creation of Board sub-committees, appointment of members and approval of terms of reference.
- 4.3** Corporate Governance – Arrangements for reviewing the Board's performance.
- 4.4** Relationships with other organisations - Approve commercial principles and stakeholder engagement strategy.
- 4.5** Budget - Approval of annual and full cycle budget.
- 4.6** Organisational Performance Management - Agree on high-level KPIs and monitor performance against them.
- 4.7** Risk and Internal Control Management – Approval of risk management strategy and risk appetite.
- 4.8** Annual Report & Audit – Approval of annual report and accounts.
- 4.9** HR Issues – Appoint the UKSI CEO, subject to nomination from Remcom and prior approval from UK Sport.
- 4.10** HR Issues - Approval of overall remuneration principles.
- 4.11** Board Membership and appointment - Appointment of new Board members and extensions to terms of office subject to nomination from Remcom and prior approval of UK Sport.
- 4.12** Board Membership and appointment - Appointment of senior independent director following nomination from Remcom.
- 4.13** Communications – Approval of communication plans of major reputational significance.

- 4.14** Contract and Leases – Approval in line with scheme of delegated authority (as set out in annex 1)
- 4.15** Financial Authority - Approval of financial decisions in accordance with the scheme of delegated authority (annex 1). In addition to agreeing the financial authority limits in accordance with the Finance Memorandum.
- 4.16** Board Administration – Agree cycle of Board meetings and approval of minutes.
- 4.17** Policies – Approval of policies per scheme of delegated authority (annex 1)
- 5. Board Meetings**
 - 5.1** The Board is required to meet at least four times a year;
 - 5.2** The quorum for Board meetings is four directors;
 - 5.3** UKS Chair would be invited to attend at least one meeting per year.
- 6. Conflicts of Interest and Conduct**
 - 6.1** All directors are required to complete a declaration of interests form on appointment and annually thereafter;
 - 6.2** Declarations of interest will be published annually on the UKSI website;
 - 6.3** Any significant conflicts should be discussed with the UKSI Chair;
 - 6.4** At any meeting where a potential conflict arises, the relevant director should abstain from discussions relating to the area of conflict
 - 6.5** Board Members are expected to behave in accordance with UKSI Directors Code of Conduct (annex 2)
 - 6.6** Board Members shall at all times conduct themselves in accordance with the Code of Conduct for Board Members of Public Bodies (as set out at Annex 3).
- 7. Board Induction**
 - 7.1** All new Board members should be provided with copies of the following:
 - 7.1.1** These Board Terms of Reference
 - 7.1.2** Current budget
 - 7.1.3** Risk management strategy
 - 7.1.4** Strategic risk register
 - 7.1.5** Most recent approved statutory accounts and any related audit reports
 - 7.1.6** Recent KPI reports
 - 7.1.7** Organisation charts
 - 7.1.8** Board minutes for last 12 months
 - 7.1.9** UKSI Finance Memorandum
 - 7.1.10** Articles of Association
 - 7.1.11** Guidance on how to claim back travel expenses.

Board Members are encouraged to visit UKSI sites as part of their induction.
Board members will be provided with an overview of the current strategy.

- 8. Terms of Reference**
 - 8.1** These terms of reference should be reviewed and updated on a biennial basis.

**WE CARE.
WE COLLABORATE.
WE INNOVATE.
WE EXCEL.**

Annex 1 – Scheme of Delegated Authority

The Board may delegate authority to a sub-committee for a particular aspect of the UKSI's work. However, any decisions made remain the overall responsibility of the whole Board. The terms of reference and reporting back procedures should be laid down in writing and agreed by the Board.

Subject	Reserved to Board	Delegated to CEO
Strategy	<p>Determining the overall leadership and strategic direction.</p> <p>Consideration and approval of the strategic plan including purpose, vision, mission and values/objectives.</p>	Preparation of the strategic plan for consideration and approval by the Board, ensuring early consultation with the Board.
Corporate governance	<p>Consideration and approval of the corporate governance framework, including the delegated powers, remit and membership of Board committees.</p> <p>Undertaking an annual review of its own performance, that of its committees and individual directors with an externally facilitated assessment every four years.</p>	<p>All matters of organisational structure.</p> <p>Delegation of authority to other staff</p>
Relationships with other organisations	Agreement of commercial principles. Sign off of stakeholder strategy, including decisions about merging or taking over other organisations.	Formation of strategic partnerships in line with commercial principles and stakeholder strategy
Budget	Consideration and approval of annual and full cycle budget and variations in line with financial authority limits (see below)	<p>Preparation of operational plans and annual budgets in line with the strategic plan.</p> <p>Variations to the budget in line with financial authority limits (see below).</p>

Subject	Reserved to Board	Delegated to CEO
Organisational performance management (Mission)	Determination and approval of arrangements for performance management and consideration of regular monitoring reports	<p>Informing the Board of progress in achieving performance objectives and advising of any significant variance from the approved operating plans and budget.</p> <p>Informing the Board of any significant issues in the operation of UKSI</p>
Risk and internal control management	Approval of the risk management strategy and risk appetite and consideration of risk register reports	<p>Identifying significant risks and putting in place appropriate mitigation strategies</p> <p>Providing the Board with regular risk register reports and highlighting material changes</p> <p>Maintaining a register of all internal controls to support the strategy and objectives.</p>
Annual report and audit	<p>Approval of annual report and accounts</p> <p>Consideration of any significant issues raised by auditors</p>	<p>Producing annual report and accounts compliant with all relevant statutory requirements</p> <p>Management of relationship with auditors and addressing any significant issues raised by auditors.</p> <p>Signing annual report</p>
HR Issues	<p>Appointment of the CEO, setting their objectives and remuneration and managing their performance</p> <p>Approval of significant changes to overall HR strategy and policy</p> <p>Review and approval of overall remuneration principles, including annual rates of increase and bonuses.</p>	<p>All staff appointments, terms and conditions of employment and objective setting.</p> <p>Remuneration and performance management issues of all staff below SLT.</p> <p>Recommend remuneration principles.</p>

Subject	Reserved to Board	Delegated to CEO
Board Membership and other appointments	<p>Ensuring adequate succession planning for the Board to maintain an appropriate balance of skills and experience on the Board.</p> <p>Appointment of new Board members and extension of terms of office.</p> <p>Approval of appointment of the Senior Independent Director</p> <p>Approval of appointment of members to Board sub-committees</p>	
Communications	Approval of communication approach in relation to matters of major reputational significance.	Management of all other communications
Contracts and Leases	Review and approve any contract in line with financial authority limits (see table below)	Manage and approve all contracts in line with financial authority limits (see table below)
Financial authority	Determine appropriate financial authority limits for expenditure (see table below for current levels)	Ensure compliance by all staff with financial authority limits
Board administration	The cycle of Board meetings and approval of minutes of Board meetings.	<p>Ensuring there is administrative and logistical support to Board to help schedule meetings.</p> <p>Ensure relevant papers are sent to all Board members in good time for meetings and ensuring minutes of meetings are taken</p>
Policies	<p>Approval of the following specific policies, normally annually:</p> <p>Finance Policies (Asset Management Policy, Credit Card Policy, Delegated Authority Policy, Expenses Policy, Petty Cash Policy, Procurement Policy, Purchasing Policy)</p> <p>Board Conflict of Interest Policy</p>	Undertaking a review of all other organisation policies

Financial Authority Limits (Limits include VAT)

	UKS	Board	CEO / FD
Any Novel or Contentious Spend	Approval before expense incurred	Board advised.	N/A
Contract Commitment (excluding Performance Innovation and Property Lease agreements)	N/A	>250k	Up to 250k
Contract Commitment (Performance Innovation)	N/A	Above 500k	50k -500k
Property Lease (lease total)	Over 100k check with DCMS	Board advised.	Up to 100k
Reallocation of budgets from original purpose (virements)	N/A	>250k	Up to 250k
Partnership agreements (VIK or income) within partnership principles	N/A	>250k	All
Partnership agreements (VIK or income) outside of partnership principles	N/A	All	None
Gifts from UKSI to one individual	N/A	1k	£200
Financial write offs	Over 25k	> 15k and < 25k	Up to 15k
Non-contracted payments to staff	Approval from DCMS	Board advised.	N/A

Note: Chair to approve CEO expenses, CEO to approve FD expenses, FD to approve Chair expenses

Annex 2 – UKSI Directors Code of Conduct

1. Purpose

The purpose of this document is to clearly state UK Sport Institute Limited's (UKSI) expectations of Directors behaviour both within the Board meetings and as Directors of a public body. It should be read in conjunction with the Code of Conduct for Board Members of Public Bodies (Annex 3)

2. Scope

Applies to all Directors, Non-Executive Directors and members of the Senior Leadership Team of UK Sports Institute

3. Professionalism and Ethics

A UKSI Director should: -

- 3.1 Exercise leadership, enterprise and judgement and act honestly, in good faith and in the best interests of UKSI;
- 3.2 Behave in an ethical way and not engage in conduct or behaviours likely to bring UKSI into disrepute;
- 3.3 Respect the truth and act honestly, exercising all their responsibilities as a Director. They should not obtain, attempt to obtain, or accept any bribe or illegal inducement of any sort;
- 3.4 Respect confidentiality and not disclose or make improper use of any information acquired as a Director or disclose any information confidential to the company;
- 3.5 Be consistent, objective and professional in judgement and when making decisions.
- 3.6 Consider the implications on equality, diversity and inclusion on all matters discussed at Board and actively seek to support strategies or activities that will increase the UKSI commitment to Equality, Diversity and Inclusion;
- 3.7 Show a duty of care and diligence in fulfilling the functions and exercising the powers attached to a Director's position;
- 3.8 Support the Board Chair to ensure that the Board is properly constituted and managed and assist the Chair in establishing the vision, aspirations, core purpose and values for the organisation. A Director should set strategy, delegate appropriately to management and be responsible to relevant stakeholders;
- 3.9 Comply with relevant laws, regulations and codes of practice, particular attention should be paid to occupational health and safety, employee relations, equal opportunity for employees, safeguarding and other legislative and regulatory initiatives including the Code of Conduct for Board Members of Public Bodies;

- 3.10 Recognise that the whole Board has responsibility for ensuring the UKSI is financially viable and properly managed and each Director must play their part in achieving this outcome;
- 3.11 Endeavour to make sure that access between the Board and the auditors is open and unimpeded. A Director should be satisfied that the scope of the audit is adequate and that management and any internal auditors have co-operated fully;
- 3.12 Ensure communications with all stakeholders are timely, effective and unbiased, promoting goodwill amongst the high-performance sport community;
- 3.13 Be prepared, if necessary, to express disagreement with colleagues and accept that resignation or dismissal may sometimes be the ultimate consequence of a sustained protest on a matter of conscience or judgment;
- 3.14 Declare any related party interests and not allow personal interests, or interest of any associated person, to conflict with the interest of UKSI. Ensure the integrity of the actions of UKSI by avoiding granting special favours or unfair privileges to anybody or any other entity; and
- 3.15 Use resources responsibly and when claiming expenses do so in line with the UKSI Expenses Policy

4. Board Behaviours

UKSI Directors are expected to:

- 4.1 Aim to attend all Board meetings;
- 4.2 Take accountability for stimulating proactive support, explorations, dialogue and challenge, both in terms of content and behaviour;
- 4.3 Support each other mentor, collaborate, share in the UKSI successes and setbacks ;
- 4.4 Actively listen to each other, do not talk over others, and ensure everybody has an opportunity to fully contribute;
- 4.5 Be open to innovative ideas and think creatively for new solutions;
- 4.6 Be open and responsive to change;
- 4.7 Coach each other to have courageous conversation;
- 4.8 Actively encourage diversity of thought and ideas;
- 4.9 Share opinions internally, but be unified externally;
- 4.10 Optimally use the strengths within the team;and
- 4.11 Personally confront behaviour that does not comply with or is contrary to the code of conduct.

Annex 3 – Code of Conduct for Board Members of Public Bodies

1. Introduction

1.1. As a public office-holder, your behaviour and actions must be governed by the principles set out in this Code of Conduct. It is your responsibility to ensure that you are familiar with, and comply with, all the relevant provisions of the Code.

2. Key Principles of Public Life

2.1. The key principles upon which this Code of Conduct is based are the Seven Principle of Public Life¹. These are:

Selflessness

You should take decisions solely in terms of the public interest. You should not do so in order to gain financial or other material benefits for yourself, your family or your friends.

Integrity

You should not place yourself under any financial or other obligation to outside individuals or organisations that might, or might be perceived to, influence you in the performance of your official duties.

Objectivity

In carrying out public business, including awarding contracts and recommending individuals for rewards and benefits, you should make choices on merit.

Accountability

You are accountable for your decisions and actions to the public and must submit yourself to whatever scrutiny is appropriate for your office.

Openness

You should be as open as possible about the decisions and actions that you take. You should give reasons for your decisions and restrict information only when the wider public interest clearly demands.

Honesty

You have a duty to declare any private interests relating to your public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.

Leadership

You should promote and support these principles by leadership and example.

2.2. These principles should inform your actions and decisions as a Board member.

3. General Conduct

Use of Public Funds

3.1. You have a duty to ensure the safeguarding of public funds² and the proper custody of assets which have been publicly funded.

¹ *Standards in Public Life: First Report of the Committee on Standards in Public Life. Volume 1: Report. CM 2850-I.*

² *This should be taken to include all forms of receipts from fees, charges and other sources.*

- 3.2. You must carry out your fiduciary obligations responsibly – that is, take appropriate measures to ensure that the body uses resources efficiently, economically and effectively, avoiding waste and extravagance. It will always be an improper use of public funds for public bodies to employ consultants or other companies to lobby Parliament, Government or political parties.

Allowances

- 3.3. You must comply with the rules set by the Board and the public body regarding remuneration, allowances and expenses. It is your responsibility to ensure compliance with all relevant HM Revenue and Customs' requirements concerning payments, including expenses.

Gifts and Hospitality

- 3.4. You must not accept any gifts or hospitality which might, or might reasonably appear to, compromise your personal judgement or integrity or place you under an improper obligation.
- 3.5. You must never canvass or seek gifts or hospitality.
- 3.6. You must comply with the rules set by the body on the acceptance of gifts and hospitality. You should inform the Chief Executive (or equivalent) of any offer of gifts or hospitality and ensure that, where a gift or hospitality is accepted, this is recorded in a public register in line with the rules set by the body.
- 3.7. You are responsible for your decisions on the acceptance of gifts or hospitality and for ensuring that any gifts or hospitality accepted can stand up to public scrutiny and do not bring the public body into disrepute.

Use of Official Resources

- 3.8. You must not misuse official resources³ for personal gain or for political purposes. Use of such resources must be in line with the body's rules on their usage.

Use of Official Information

- 3.9. You must not misuse information gained in the course of your public service for personal gain or for political purpose⁴.
- 3.10. You must not disclose any information which is confidential in nature or which is provided in confidence without authority. This duty continues to apply after you have left the Board.

³ This includes facilities, equipment, stationery, telephony and other services.

⁴ Board members who misuse information gained by virtue of their position may be liable for breach of confidence under common law or may commit a criminal offence under insider dealing legislation.

Political Activity⁵

- 3.11. In your public role, you should be, and be seen to be, politically impartial. You should not occupy a paid party political post or hold a particularly sensitive or high-profile role in a political party. You should abstain from all controversial political activity and comply with Cabinet Office rules on attendance at Party Conferences⁶.
- 3.12. On matters directly related to the work of the body, you should not make political statements or engage in any other political activity.
- 3.13. In your official capacity, you should be even-handed in all dealings with political parties.
- 3.14. Subject to the above, you may engage in political activity but should, at all times, remain conscious of your responsibilities as a Board member and exercise proper discretion. You should inform the Chair and/or the parent Department before undertaking any significant political activity.

Employment and Appointments

- 3.15. If you wish to take up new employment or appointments during your term of office, you must inform the Chair and/or the relevant parent Department.
- 3.16. On leaving office, you must comply with the rules of the body on the acceptance of future employment or appointments.

4. Members' Interests

- 4.1. You must ensure that no conflict arises, or could reasonably be perceived to arise, between your public duties and your private interests – financial or otherwise.
- 4.2. You must comply with the rules of the body on handling conflicts of interests. As a minimum, these will require you to declare publicly any private interests which may, or may be perceived to, conflict with your public duties⁷. The rules will also require you to remove yourself from the discussion or determination of matters in which you have a financial interest. In matters in which you have a non- financial interest, you should not participate in the discussion or determination of a matter where the interest might suggest a danger of bias.⁸
- 4.3. It is your responsibility to ensure that you are familiar with the body's rules on handling conflicts of interests, that you comply with these rules and that your entry in the body's register of members' interests is accurate and up-to-date.

5 If you are an MP, Member of the House of Lords, Member of a Devolved Administration or Local Councillor, you are exempt from these requirements – although you should still exercise proper discretion on matters directly related to the work of the body and recognise that certain political activities may be incompatible with your role as a board member.

6 www.cabinetoffice.gov.uk/content/public-bodies-and-appointments

7 In general, all financial interests should be declared. When considering what non-financial interests should be declared, you should ask yourself whether a member of the public, acting reasonably, would consider that the interest in question might influence your words, actions or decisions.

8 These are common law provisions.

5. Responsibilities as a Board Member

- 5.1. You should play a full and active role in the work of the body. You should fulfil your duties and responsibilities responsibly and, at all times, act in good faith and in the best interests of the body.
- 5.2. You should deal with the public and their affairs fairly, efficiently, promptly, effectively and sensitively, to the best of your ability. You must not act in a way that unjustifiably favours or discriminates against particular individuals or interests.
- 5.3. You must comply with any statutory or administrative requirements relating to your post⁹.
- 5.4. You should respect the principle of collective decision-making and corporate responsibility. This means that, once the Board has made a decision, you should support that decision.
- 5.5. You must not use, or attempt to use, the opportunity of public service to promote your personal interests or those of any connected person, firm, business or other organisation.

6. Responsibilities towards Employees

- 6.1. You will treat any staff employed by the body with courtesy and respect. It is expected that employees will show you the same consideration in return.
- 6.2. You will not ask or encourage employees to act in any way which would conflict with their own Code of Conduct.