

ACTIVE DEVON – CONSTITUTION (UPDATED 20/07/2023)

- 1.1 The Active Partnership¹ for Devon shall be known as Active Devon
- 1.2 Active Devon is a not for profit unincorporated association.

Mission, Vision and Priorities

- 2.1 Active Devon's **Mission** is:

To unlock the ability of movement to change lives for the better. We work together with communities and partners to connect, advocate² and enable people to move more.

The **Vision** is:

'Everyone in Devon active for life'.

- 2.2 In pursuing its mission Active Devon will set itself strategic aims and these are, as follows:

- Movement to be a positive experience for all people, whatever their background
- Movement to contribute to reduced societal inequalities
- Increased local commitment to using movement to change people's lives

- 2.3 The aims have been framed having regard to the aspirations of those bodies which have worked together to establish Active Devon and to the policies of Sport England and shall be reviewed from time to time by the Active Devon Board.

Scope

- 3 Active Devon will primarily operate within the boundaries of the geographic county of Devon.

Board

- 4.1 The business of Active Devon shall be conducted by a Board comprising up to 12 Members including a Chair and Vice Chair.

- 4.2 The Board is Active Devon's principal decision making body. It will provide strategic leadership of Active Devon including the approval each year of Active Devon's business plan. This will include:

4.2.1 Deciding upon the overall strategy for Active Devon.

4.2.2 Overseeing the general running of Active Devon.

4.2.3 Agreeing and monitoring the progress of the business plan.

4.2.4 Agreeing the budget annually (1 and 4 year forecasts) and monitoring budget performance.

4.2.5 Identifying key themes of work, guided by the priorities of the business plan.

¹ One of a national network of Active Partnerships in England

² Active Devon uses the term 'advocate' to describe our support for and promotion of the physical activity agenda and benefits of movement, we do not provide formal advocacy for individuals who lack capacity or have substantial difficulty in communicating, or representation for people in legal proceedings.

- 4.3 Acting as a sounding board and providing support and critical challenge to the Chief Executive and core team. The Board shall maintain and demonstrate a clear division between the Board's management and oversight role and the executive's operational role.
- 4.4 The Board will operate in accordance with the principles set out in Appendix 1.
- 4.5 The Board will consist of members recruited from sectors/organisations relevant to the work of Active Devon to provide a broad range of skills, experience and local knowledge. An openly advertised recruitment process will normally be used to seek applications for Board Membership. In exceptional circumstances the Board may decide to make an appointment without an open advertisement e.g. in order to address a specific skills or experience gap or if an advertisement fails to attract suitable candidate(s). A minimum of 25% of the Board's Members will be independent. The definition of 'independent'³ will be that set out in Sport England / UK Sport's Code for Sports Governance, published 2021.
- 4.6 The Board will appoint a selection panel drawn from its current membership and including the Chief Executive to assess applicants and make appointments to vacancies for Board Members and Senior Executives. The panel will not normally include the Chief Executive, where the appointment being considered is that of the Chief Executive.
- 4.6.1 The selection panel shall have a majority of Independent Board Members and if dealing with the appointment of a successor to the Chair, shall be chaired by an Independent Board Member.
- 4.7 A representative from Sport England may attend Board meetings in a non-voting, ex-officio capacity.
- 4.8 The Chief Executive will attend Board meetings in a non-voting, ex-officio capacity and other staff members may do so at the discretion of the Chair.
- 4.9 A Board Member appointed in an Ex Officio capacity may serve on the Board for the duration of their holding the relevant office.
- 4.10 Devon County Council as host and accountable body shall be invited to appoint a representative to Board. Devon County Council's representative on the Board will be subject to the same review as other Board Members.
- 4.11 The Board shall meet a minimum of four times per financial year.
- 4.12 Wherever possible decisions should be reached by consensus; where a consensual decision cannot be reached, a majority vote by show of hands shall decide the issue, all Members-with the exception of ex-officio Members--having a vote, and in the event of a tied vote the Chair having a second or casting vote.
- 4.13 No one individual on the Board may have the unfettered ability to take a decision.
- 4.14 The minimum number of Members needed for a meeting of the Board to start and to continue (a quorum) shall be one third of the whole number of members on the Board. If a quorum is not present or maintained the meeting will be adjourned to a date fixed by

³ 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.

the Chair.

- 4.15 The Board may co-opt additional Members to the Board where they are able to provide specialist skills, knowledge or experience which would enhance the Board's effectiveness and capacity. Co-optees will be invited to join the Board for a specified duration and will have the same responsibilities and voting rights as other Board Members.
- 4.16 The Board will appoint sub-committees as follows, the terms of reference for which are included at appendix 2:
- 4.16.1 A Finance, Governance and Audit Sub-Committee (FGASC). It will be Chaired by the Lead Board Member for Finance and will include the DCC appointed Board Member. The Chair will not be eligible to be a member of the FGASC.
- 4.16.2 A Performance Sub-Committee (PSC)
- 4.17 The Board may establish and mandate other subject specific, short term task groups or sub-committees to consider in more detail, issues of interest and concern to the full Board.
- 4.18 The Board may appoint Board Members as 'Champions' for specific areas of its business such as finance, equality, safeguarding etc. Such roles are only intended to provide additional subject specific support and challenge where a Board Member has specific expertise. They do not imply accountability for the appointed Board Member, nor remove the collective accountability of the Board as a whole.
- 4.19 All reports to and all proceedings of the Board shall be treated as confidential unless and until they become public in the ordinary course of Active Devon's business.
- 4.20 Board Members shall declare a conflict of interest; such a conflict arises when he/she faces a choice between his/her personal interests (or the interests of an individual or organisation with whom the Board Member is, or appears to be, closely involved) and the interests of Active Devon. The Board Member's interests may be:
- a. direct financial interests—e.g. where the Board Member stands to obtain or lose direct financial benefit from a Board decision.
 - b. indirect financial interests—e.g. where a close relative stands to benefit or lose financially from a decision, and the Board Member's finances can be considered to be linked with those of the relative.
 - c. non-financial or personal conflicts—e.g. where the Board Member does not stand to receive any financial benefit or loss from a decision, but continues to be influenced by other factors (such as a close personal friendship).

When a conflict is declared, or otherwise identified, the Chair shall determine the appropriate course of action; if a conflict is confirmed the Board Member will be excluded from voting.

Board Review

- 5.1 There will be a general review of Board membership every year to encourage Board renewal whilst retaining corporate memory. Members will be appointed for a period of three years after which they shall be eligible for re-appointment or re-election for a maximum of two further terms.
- 5.2 The Board shall elect a Chair who will normally be appointed for three years with a review and possible re-appointment after this period for a further one term only. The Chair is

responsible for the leadership of the Board. The Chair's performance will be formally appraised on an Annual basis.

- 5.3 In the event a Board Member is subsequently appointed as the Chair following a period of service as a Board Member, then they may continue to serve on the Board for the period of such appointment, subject to a maximum term of 12 years on the Board inclusive of their term prior to such appointment..
- 5.4 The Board shall elect a Vice Chair who will normally be appointed for three years and shall be eligible for re-appointment thereafter; the Vice Chair shall exercise the powers and duties of the Chair in his/her absence. In the absence of both the Chair and Vice Chair from a meeting of the Board the Members present may appoint a person to preside at that meeting.
- 5.5 The Vice Chair will perform the role of Senior Independent Board Member whose responsibilities include:
- (i) providing a sounding board for the Chair;
 - (ii) serving as an intermediary for the other Board Members when necessary;
 - (iii) acting as an alternative contact for stakeholders to share any concerns if the normal channels of the Chair or the organisation's management fail to resolve the matter or in cases where such contact is inappropriate; and
 - (iv) leading on the process to appraise the Chair's performance.
- 5.6 In exceptional circumstances (for example to assist succession planning), the Chair or a Board Member may hold office for a further year.
- 5.7 When a Board Member has completed their maximum term, at least four years must elapse before they can be eligible to stand as a Board Member for Active Devon again.

General

- 6.1 Devon County Council shall act as Active Devon's Accountable Body in accordance with the terms of a Memorandum of Understanding agreed between Active Devon and Devon County Council.
- 6.2 The Chief Executive of Active Devon shall convene meetings of the Board and shall be responsible for the timely distribution of all relevant documentation to Members including the Minutes thereof. Agendas and reports will usually be circulated at least 6 days before meetings and notes circulated within 14 days.
- 6.3 The day to day management of Active Devon, its staff and its operations, shall be the responsibility of the Chief Executive.
- 6.4 The roles of Chair and Chief Executive shall not be exercised by the same individual
- 6.5 Board Members shall have no power or authority, except where specifically authorised by resolution of the Board, to issue any orders for works goods or services on behalf of Active Devon or to claim by virtue of his /her membership of the Board any right to inspect or enter upon any land or premises.
- 6.6 Active Devon may arrange appropriate insurance and shall indemnify Board Members against personal liability arising from acts or omissions other than an act or omission which the Board Member knew to be unlawful or a breach of the rules and/or policies of Active Devon or as to which the Board Member concerned was reckless whether it was or was not unlawful or such a breach.

Document History	
March 2007	Adopted
22.04.2015	Amended (1) Para 4.11 inserted (2) Document History inserted
16.03.2017	2.1 – Updated Mission 2.2 – Updated Strategic Priorities 4.2 – Updated as per requirements of UK Governance Code for Sport 4.5 – Remit extended to Senior Executives
	4.6, 4.11, 5.4, 5.5, 5.6, 6.4 – Inserted as per requirements of UK Governance Code for Sport 6.1 – Amended Appendix 1 Code of Conduct - updated
14.08.2017	4.4 – added requirement for minimum 25% of Board Members to be independent and associated footnote with Code for Sports Governance definition
07.08.2020	4.6 Changes to specify 'non voting' 4.7 Confirmation CEO to attend Board meetings in non voting capacity 4.9 Removal of period of appointment for DCC representative 4.14 Change from 'Lead Board Member' to 'Subject Champions' 4.18 (c) Additional clarification added Some minor terminology updates, e.g Business plan rather than Delivery plan.
21.07.2022	2.1 amended to reflect AD's update mission statement with footnote added to clarify context of the term 'advocate' 2.2 amended to reflect AD's latest strategic aims 4.2 amended to include wording to make it clear that the Board should maintain a clear division between the Board's management and oversight role and the executive's operational role. 4.5 amended to refer to latest version of the Code 4.6.1 additional term inserted to confirm that the selection panel is required to have a majority of independent non-executive Board Members and in addition if dealing with the appointment of a successor to the chair shall be chaired by an independent non-executive Board Member. 4.14 additional term inserted to confirm that no one individual on the Board may have the unfettered ability to take a decision 4.15 additional wording has been added to clarify that the Chair may choose to adjourn a meeting if the Board is quorate but matters of significance are due to be discussed and/or Lead Board Members are not present to consider topics under their remit. 5.2 amended to include wording that states the 'the Chair is responsible for the leadership of the Board'. 5.3 additional term inserted to confirm that a Board Member that is appointed to the Chair following a period of service as a Board Member may continue to serve on the Board for a maximum term of 12 years inclusive of their term prior to the Chair appointment. Appendix 1 – C additional term inserted that outlines that the Board are required to manage changes to it's composition without undue disruption
20.07.2023	4.16 updated and Appendix 2 added detailing agreed terms of reference for newly established sub-committees 6.2 added definitions to clarify 'timely'

APPENDIX 1

Code of Conduct for Board Members

This Code of Conduct is mandatory for all Active Devon Board Members. Board Members should be aware of the public nature of Active Devon's role, its accountability to Sport England and its stewardship of substantial public funds which demand high standards of conduct in exercising its functions. All Board Members should act at all times, with integrity, in a forthright and ethical manner and in accordance with Active Devon's conflicts policy.

Board Members should:

- a. support the vision, mission and objectives of Active Devon;
- b. work cooperatively with other members of the Board in the best interests of Active Devon;
- c. manage changes to its composition (including that of its Committees) without undue disruption;
- d. fully, openly and honestly engage in debate and discussion with other Board Members
- e. acknowledge that differences of opinion may arise in discussion of issues but, when a majority decision is reached, it should be supported by all;
- f. base his or her views on matters before the Board on an honest assessment of the available facts, unbiased by partisan or representative views;
- g. acknowledge that as an individual Board member, he or she has no legal authority outside the meetings of Active Devon and its committees;
- h. understand that an individual Board member does not have the right, other than through the Chair, to make statements or express opinions on behalf of Active Devon;
- i. resist any temptation or outside pressure to use the position of Board member to benefit himself or herself or other individuals or agencies;
- j. declare openly and immediately any personal or corporate/business conflicts of interest arising from a matter before the Board or its committees or from any other aspect of Active Devon's business and responsibilities;
- k. respect the confidentiality of those items of business which the Board decides from time to time should remain confidential;
- l. take or seek opportunities to enhance his or her effectiveness as a Board member through participation in individual/collective Board Member performance assessment activities and training and development programmes and by increasing his or her own knowledge of Active Devon;
- m. give priority as far as practicable to attendance at meetings of the Board and its committees and recognise the very important requirement of promoting proper accountability for the actions and performance of Active Devon.

APPENDIX 2

Sub-Committee Terms of Reference

Principles for Conduct of Sub-Committees

These principles apply to the conduct and operating procedures of all sub-committees. They are intended to strengthen transparency and awareness for all Board Members, enhance robustness of governance oversight and ensure clear accountability.

1. Any Board Member may attend a meeting of any sub-committee, even if they are not an appointed member of that sub-committee. In exceptional circumstances a Board Member may be excluded from attending a sub-committee meeting, at the discretion of its chair.
2. Agendas, reports and notes for all sub-committees will be circulated for information to all Board members.
3. Agendas and reports will usually be circulated at least 6 days before meetings and notes circulated within 14 days.
4. In discharging their delegated responsibilities, sub-committees will elevate to the Board any matters which they consider significant enough to require the consideration of the Board.
5. Sub-committee Chairs will liaise to ensure that, if relevant, input and consideration from another sub committee or its members is facilitated

Terms of Reference - Finance, Governance and Audit sub-committee (FGASC)

Overall responsibility

To strengthen Board Members' understanding of the business and take delegated responsibility on behalf of the Board for oversight of matters related to financial management, organisational governance and audit.

Main Duties

1. Scrutinising and providing regular check and challenge of matters related to financial management
2. Ensuring that required standards of good governance are in place for Active Devon, including environmental and social governance.
3. Ensuring that an effective audit programme is in place and responded to. This includes:
 - a. Directing internal and external audit processes to ensure that regular audits are carried out across key business areas such as: legal/governance, risk, financial and health & safety. Contributing to these reviews;
 - b. Ensuring alignment and effective liaison between Active Devon and the prevailing internal and external audit arrangements provided by DCC and any other review bodies;
 - c. Discussing any audit concerns directly with the auditors, reporting to the Board as necessary;
 - d. Monitoring audit review outcomes, ensuring that agreed responses are actioned, and advising the Board accordingly.

4. Oversight and review of the following organisational policies, in line with their prevailing review schedules:
 - Constitution (including sub-committee Terms of Reference)
 - MoU with the Accountable Body
 - Risk policy
 - Internal Control Framework
 - Delegations of authority
 - Reserves Policy
5. Investigating on the behalf of the Board anything that threatens or adversely affects the accomplishment of Active Devon's aims and objectives and its compliance with all relevant laws, regulations, policies and its governing instruments;
6. Encouraging a culture within Active Devon whereby each individual feels that they have a part to play in guarding the probity of Active Devon, and is able to take any concerns or worries to an appropriate member of the leadership team or, where necessary, directly to the FGASC Chair and/or the Board's Chair or Vice Chair (ie Senior Independent Board Member).

Composition and reporting

7. The FGASC will consist of no fewer than two Board Members appointed by the Board, and will include the Board's Finance Champion. The Board Chair will not be eligible to be a member of the FGASC.
8. In addition the DCC appointed Board Member will be a standing member of the FGASC.
9. The Board will appoint the FGASC Chair
10. The FGASC will meet no less than four times per year.
11. Where the Chair deems appropriate, the FGASC may reach decisions by email or other similar means
12. The Chief Executive and such other members of staff as the FGASC Chair may require shall be in attendance at meetings.
13. Until otherwise determined by the Board, a quorum shall consist of half of the members of the committee.
14. Members of the FGASC may serve for a term of not more than three years, with potential reappointment for one further term. Term limits will not apply to the DCC appointed Board Member.
15. The FGASC will report back regularly, and at least twice per year to the Board.
1. The FGASC is authorised to obtain appropriate external legal and other professional advice in order to fulfil its responsibility to the Board.
2. The FGASC will operate in accordance with the Principles for Conduct of Sub-Committees

Terms of Reference - Performance sub-committee (PSC)

Overall responsibility

To strengthen Board Members' understanding of the business and take delegated responsibility on behalf of the Board for oversight of matters related to organisational performance and people, welfare & safety¹.

Main Duties

3. Scrutinising and providing regular check and challenge of matters related to:
 - a. Organisational performance, including ensuring that appropriate evaluation frameworks and methodologies are in place to understand performance, drive improvements and enable learning.
 - b. People, welfare and safety, including ensuring effective policy and processes are in place related to safeguarding, mental health and wellbeing and associated integrity issues.
4. Oversight and review of the following organisational policies, in line with their prevailing review schedules:
 - Safeguarding Policy
 - Succession Policy
 - Business Continuity Plan

Composition and reporting

5. The PSC will consist of no fewer than three Board Members appointed by the Board, and will include the Board's Welfare & Safety Champion.
6. The Board will appoint the PSC Chair.
7. The PSC will meet no less than four times per year.
8. Where the Chair deems appropriate, the PSC may reach decisions by email or other similar means.
9. The Chief Executive and such other members of staff as the PSC Chair may require shall be in attendance at meetings.
10. Until otherwise determined by the Board, a quorum shall consist of half of the members of the committee.
11. Members of the PSC may serve for a term of not more than three years, with potential reappointment for one further term.
12. The PSC will report back regularly, and at least twice per year to the Board.
13. The PSC will operate in accordance with the Principles for Conduct of Sub-Committees

¹ 'Welfare and safety' is intended to cover matters such as safeguarding (adults and children), mental health and wellbeing (including psychological safety), anti-doping, and associated integrity issues. It is not intended to encompass all responsibilities related to health and safety, in particular with respect to property and facilities.