

PODIUM ANALYTICS

Board Terms of Reference

Version 2.0 | April 2023



**FOR A SAFER
WORLD OF SPORT**

1 INTRODUCTION

- 1.1 Podium Analytics is a company limited by guarantee and a registered charity, with the purpose to advance health for the public benefit, in particular but not exclusively by collecting, researching and applying data to support the prevention and treatment of sports injuries in children and young adults (“Podium”).
- 1.2 The Board of Trustees is responsible for the overall control of and establishing the strategic direction of Podium Analytics. The Trustees take their authority and responsibility from three sources: (i) the Charities Act 2011, (ii) the Companies Act 2006, and (iii) the Articles of Association.
- 1.3 This Board Charter aims to provide a framework and support the Trustees in the ongoing governance and administration of Podium Analytics.

2 MAIN DUTIES

- 2.1 The overall responsibility of the Board is to provide strategic direction and stewardship for the benefit of the current and future beneficiaries. The main duties which are reserved for the Board are set out below.
- 2.2 **Strategic Direction.** The Board will work in partnership with the Chief Executive and Senior Leadership team to ensure that:
 - There is a regular review of the charitable purpose and that strategic plans and priorities ensure it is meeting its purpose.
 - There is a clear vision, mission, values and strategy, and that there is a common understanding of these across the Trustees, staff and any volunteers.
 - There are agreed annual operational plans and budgets, with a fundraising strategy to support the vision, mission and strategy.
 - The views of beneficiaries and other stakeholders are regularly sought and considered in developing the strategy and delivering the mission.
 - Strategies ensure and incorporate any external environment changes that could affect Podium (for instance political, financial, competitive, partnerships and alliances).
- 2.3 **Performance Management.** The Board are responsible for the performance of Podium by:
 - Agreeing the mechanisms to measure Podium’s impact and progress towards the vision, mission and strategy and regularly report on this.
 - Ensure that the major risks to Podium are regularly identified, monitored and that there are systems in place to mitigate these.
 - Ensure there are policies and position statements to direct key areas of Podium’s operations.
 - Ensure that there are quality and service standards for major areas of delivery and that these are met.
 - Ensure that there is a process for staff, Trustees and volunteers to report activities which could affect Podium’s effectiveness or reputation.
 - Ensure that Podium has effective policies and process to recruit, train and develop staff.
 - Employing and holding the Chief Executive to account for the management and administration of the charity, with regular feedback on their performance.

2.4 Finance Reporting and Controls. The Board acts as the guardian of Podium’s finances by:

- Monitoring the financial position and performance against annually approved budgets and forecasts.
- Ensuring that any financial obligations are met and there are adequate controls in place to ensure monies are received and properly applied, with assets and liabilities recorded.
- Act reasonably and prudently in all matters in relation to Podium and in the interests of the charity.
- Ensure there is an effective income generation and fundraising strategy in place.
- Be accountable for the solvency of Podium.
- Ensure any intangible assets are recognised, used and protected.

2.5 Compliance. The Board is responsible for Podium’s compliance by:

- Ensuring that Podium complies with constitutional, legal, regulatory and statutory requirements (obtaining professional advice as required).
- Ensuring that Podium complies with health and safety, safeguarding and welfare standards as regards its staff and beneficiaries.
- Understanding and complying with any constitution and rules that govern Podium.

2.6 Governance. The Board aims for the highest standard of governance by ensuring that:

- Podium complies with Charity Commission regulation and other regulations which are applicable.
- There is a regularly reviewed governance framework that is appropriate to the size, complexity, charitable purpose which reflects the diversity of its beneficiaries.
- In consultation with the Chief Executive, the Board has a mix of skills and experience to govern the charity well and that the Board has access to and considers, relevant professional advice and expertise.
- Major decisions and policies are made by the Trustees acting collectively and that decisions are recording in writing via the minutes.
- The Board delegated authority is recorded by terms of reference for sub-committees, Trustees and key staff, with an adequate reporting procedure back to the Board recording in writing and complied with.
- The responsibilities delegated to the Chief Executive are clearly expressed and understood..
- There is a systematic, open and fair process for the recruitment of Trustees and the Chief Executive, led by the Nominations Committee.
- All Trustees receive an appropriate induction on their appointment and that they continue to receive adequate advice, information and training as required.

3 MEMBERSHIP AND TERM OF APPOINTMENT

- 3.1 The Board shall comprise of the Chair and at least 25% independent Trustees¹, each on a voluntary basis. The minimum number of Trustees shall be three (3) and the maximum number twelve (12)².
- 3.2 All Trustees (including the Chair) shall be appointed for an initial term of three (3) years, following which they may be reappointed for further terms of three (3) years, with the maximum term being nine (9)³ years.
- 3.3 Notwithstanding the above:
- 3.3.1 in exceptional circumstances, a Trustee (including the Chair) may be re-appointed for a total term exceeding nine (9) years; and
- 3.3.2 where a Trustee is subsequently Chair following a period of service, that individual may serve an additional term up to a maximum total term of twelve (12) years⁴.
- 3.4 Any re-appointment in accordance with 3.3 shall be subject to rigorous review which takes into account the need for progressive refreshing of the Board (with independent advice sought as required) and explained in the Annual Report.
- 3.5 The Board shall appoint one of its independent Trustees to be the Senior Independent Director (SID). The SID shall provide a sounding board for the Chair, serve as an intermediary for other Trustees when necessary, act as an alternative contact for stakeholders to share concerns and lead on the process of appraising the Chair's performance.
- 3.6 The Board shall appoint one of its independent Trustees to be the Equality and Diversity Champion, with responsibility for offering advice and feedback to the Board and organisation and ensuring that equality and diversity is considered by the Board in its decision making.

4 MEETINGS AND QUORUM

- 4.1 The Board shall consist of no less than three (3) Trustees, including the Chair. The role of Chair and Chief Executive cannot be fulfilled by the same individual.
- 4.2 The role of Chair and Chief Executive Officer shall not be fulfilled by the same individual.
- 4.3 The Board shall meet at least six (6) times per year.
- 4.4 Board meetings may be held by technological means and / or individual Trustees may join Board meetings, providing Trustees are able to simultaneously hear each other and / or participate in discussions and attendance will contribute towards the quorum.
- 4.5 The quorum for Board meetings shall be, whichever is greater of:
- 4.5.1 two (2) Trustees; or
- 4.5.2 the number nearest to one-third the total number of Trustees.
- 4.6 The Trustees may set a larger number to be quorum as decided from time to time.

¹ Independent means free from any close connection to the organisation and if, from the perspective of an objective outsider, they would be viewed as independent. Examples of a close connection include: (i) they have close family ties with any of the organisations leadership or senior employees, (ii) hold cross-directorships or has significant links with other Trustees through involvement in other companies or bodies, (iii) has or has had in the last 3 years a material business relationship with the charity, either directly or as a partner, shareholder, director.

² Note: Trustee limit to be added to Articles of Association.

³ Note: term limits are to be added to the Podium's Articles of Association.

⁴ Note: to be added to Articles of Association

- 4.7 The Chief Executive Officer and Finance and Business Operations Director shall attend Board meetings, with other Podium Senior Management and staff invited to attend as required.
- 4.8 Subject to Board approval, a maximum of two observers may be permitted to attend Board meetings, on a non-voting basis, for appointment and succession planning purposes.
- 4.9 Minutes will be taken in all Board meetings (including the Annual General Meeting) and circulated to all Trustees and to recipients as soon as practicable after each Board meeting.

5 DECISION MAKING

- 5.1 Except for any special resolutions, decisions of the Board shall be made by simple majority and all decisions shall be recorded in the minutes. If a consensus cannot be agreed, a simple majority vote shall take with each Trustee having one vote. In the event of a tied vote, the Chair's vote shall count double⁵.
- 5.2 Except for Board meetings, the Board may delegate decisions in accordance with an approved Scheme of Delegation.
- 5.3 When making decisions, Board shall always factor in the values and objectives of Podium.

6 SUB-COMMITTEES AND ADVISORY GROUPS

- 6.1 The Board may delegate responsibilities to sub-committees of two or more Trustees. The current sub-committees are:
 - 6.1.1 Nominations and Remuneration Sub-Committee
 - 6.1.2 Audit and Risk Sub-Committee
- 6.2 The Board may create advisory groups to support the work of the Board and to provide expert input and advice into their decision making. The current advisory groups are:
 - 6.2.1 Research Strategy Advisory Group

7 CONDUCT, CONFIDENTIALITY AND CONFLICT

- 7.1 Trustees shall abide by:
 - 7.1.1 the terms of their Letter of Appointment;
 - 7.1.2 the Trustee Code of Conduct;
 - 7.1.3 the Trustee Conflict of Interest Policy; and
 - 7.1.4 The Trustee Gifts and Hospitality Policy.

⁵ Note: to be added to Articles of Association