



Sport Across Staffordshire and Stoke-on-Trent

CONSTITUTION

EVERYONE MORE ACTIVE MORE OFTEN

1. Organisation

- 1.1 Sport Across Staffordshire and Stoke-on-Trent is a network of local agencies committed to working together to increase the number of people taking part in physical activity and sport. It is hereafter referred to as SASSOT.
- 1.2 **Our Vision**
Everyone more active more often.
- 1.3 **Our Mission**
Working together to create active places and healthy lives through physical activity and sport
- 1.4 SASSOT provides the mechanism to enable partners, stakeholders and communities to work together to achieve a shared vision.
- 1.5 SASSOT operates primarily within the geographical area of Staffordshire and Stoke-on-Trent
- 1.6 SASSOT will develop a long-term Strategy and an Annual Delivery Plan in conjunction with stakeholders and partners. The Strategic priorities will be reviewed as required.
- 1.7 **Values**
SASSOT's Values underpin everything we do, as a Board, Team and as individuals.

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| Integrity | This is our foundation; we will work openly, honestly and sincerely, showing respect and sharing our passion for what we do |
| Purpose | Having clearly articulated goals underpinned by appropriate insight and action |
| Accountability | Owning decision and delivering on promises individually and collectively |
| Collaboration | Drawing on our strengths and those of others, brokering, enabling and influencing for positive results |
| Objectivity | Making informed decisions for the benefit of the local population, based on robust evidence |
| Inclusivity | Actively accessible to all, whilst putting the individual at the heart of what we do |
| Ambition | Committed to excellence and continually improving our services through innovation and creativity |

- 1.8 SASSOT is governed by a voluntary Executive Board which is supported by a number of voluntary Board working sub groups. The day-to-day delivery of SASSOT's strategy is undertaken by a team of paid staff -.
- 1.9 SASSOT will produce an Annual Report for circulation to partners and stakeholders.
- 1.10 SASSOT is currently hosted by Stafford Borough Council. The hosting agreement is agreed and signed by both parties and should not prejudice the ability of SASSOT to undertake its day-to-day operations or achieve its strategic objectives.

- 1.11 SASSOT currently receives funding for the delivery of its Strategy and Annual Delivery Plans from Sport England (currently the primary funder) and a number of local partners.
- 1.12 This reflects the current funding arrangements at the time of writing and is expected to be responsive to changes in circumstances as the need arises in order to secure funding from appropriate stakeholders who can best contribute to the delivery of our Vision whilst maximising the impact of resources on local communities. An up-to-date list of funding partners is maintained on the SASSOT website.
- 1.13 All local funding partners are expected to sign up to a personalised Partnership Agreement outlining the support SASSOT will provide towards achieving shared objectives.

2. Board

2.1 The purpose of the Board is to: -

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| Provide leadership | To provide inspiration, vision and clear direction to SASSOT |
| Provide strategic direction | To be responsible for setting the strategic direction based on intelligence and insight |
| Ensure effective governance | To ensure the Board complies with Tier Three of A Code for Sports Governance |
| Be the decision-making body | To ensure executive decisions are made in a timely manner so as not to adversely affect the organisation |
| Scrutinise the effectiveness of the organisation | To retain an overview of the operation of the organisation, scrutinising effectively as required. |
| Uphold and protect the Values | To ensure behaviours comply with, and decisions are made in line with the values of SASSOT |
| Act collectively in the best interests of SASSOT | To declare interests where appropriate and work together as a Board in the best interests of SASSOT. |
| Provide advocacy and attract additional resources | Board members should be staunch advocates for SASSOT and where appropriate and/or feasible should assist in developing a resource base for the partnership. |
| Ensure equality | To ensure the Board and Organisation is committed to working proactively to ensure equality. To ensure the Board has appropriately diverse membership. |

2.2 The Board will comprise a minimum of seven and not more than 12 members.

2.3 Board members will be appointed to provide the Board with an appropriate range and balance of skills, knowledge, equality and diversity to fulfil and discharge its responsibilities, based on the Board's skills matrix which is reviewed annually.

2.4 At least 25% of Board members shall be independent and appointed through a publicly advertised, open recruitment process, meaning they are independent of any close connection to SASSOT and, from the perspective of

an objective outsider, they would be viewed as independent. Examples of a 'close connection' include:

- a) They are or have within the last four years been actively involved in the organisation's affairs
- 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 Board Members or senior employees

- 2.5 The role of Board members is voluntary and no Board members shall receive any remuneration other than reasonable out-of-pocket expenses. No SASSOT employees shall be appointed to the Board unless this is in an Ex Officio capacity.
- 2.6 The Board has met the requirements of Tier Three of A Code for Sports Governance and follows the requirements set out in that Code, including an annual evaluation of skills and performance, with an external evaluation every four years.
- 2.7 A Governance Statement will be produced annually, summarising any changes to governance policies and procedures, Board and sub group membership and any key work areas of the Board during that year

3 Equality and Diversity

3.1 Diversity Statement

"Sport Across Staffordshire and Stoke-on-Trent will recruit and engage people with appropriate diversity, independence, skills, experience and knowledge to take effective decisions that help us achieve our vision.

SASSOT is committed to ensuring that our Board Membership and Leadership are fully reflective of the diverse communities that we serve, and able to represent the views and needs of these communities."

- 3.2 A target of a minimum of 30% of each gender has been adopted for Board membership and appropriate action will be taken to achieve and maintain this. If 30% of the membership is not a whole number, the number of people will be rounded up.
- 3.3 Additionally, the organisation will demonstrate a strong and public commitment to progressing towards achieving gender parity and greater diversity generally on its Board including but not limited to Black, Asian, minority ethnic (BAME) diversity and disability, to ensure the Board is best able to represent the diverse communities it serves.

4 Board Positions

- 4.1 The Board will include the positions of Chair and Senior Independent Director.
- 4.2 **Chair**
- 4.2.1 The Chair will carry out the duties as set out in the role description for the post.

- 4.2.2 The position of Chair is a voluntary position and the Chair does not receive any remuneration other than reasonable out-of-pocket expenses. The role of Chair shall never be held by a member of paid staff.
- 4.2.3 The Chair is a member of the Board and will count towards the total number of Board members as set out above.
- 4.2.4 The Chair is not directly responsible for the day-to-day management of SASSOT.
- 4.2.5 The Chair shall proactively address and manage conflicts of interest among Board members.
- 4.2.6 The Chair will hold office for a term of three years. After three years they can seek re-election via a Board decision, but can serve no more than three, three-year terms in total.
- 4.2.7 In the event of a vacancy for the role of Chair, the Governance Sub Group will act as the Nomination Committee and will recruit the Chair through a publicly advertised, open recruitment process and recommend a candidate for approval by the Board. If no suitable applications are received, after two attempts to recruit, the Board will elect a Chair from existing Board members.
- 4.3 **Senior Independent Director**
The Chair is supported by the role of Senior Independent Director – a form of Vice Chair, who will be elected by the Board from existing members and who will carry out the duties as set out in the role description for the post.
- 4.4 **Co-opted Members**
- 4.4.1 In exceptional circumstances a Board member may be co-opted onto the Board if this is necessary to ensure that the Board has the skills and/or experience necessary to fulfil its role.
- 4.4.2 A co-opted Board member is one that is temporarily appointed as such by the Board outside of the customary appointment process.
- 4.4.3 Co-opted members will serve as such for no more than 12 months.
- 4.4.4 At the time of appointment the Board will document the reasons for this appointment and determine the co-opted member's voting rights.
- 4.5 **Other Board members**
- 4.5.1 Board members (other than co-opted) will hold office for a term of three years. After three years members who wish to continue their service can seek re-election via a Board decision, but can serve no more than three, three-year terms in total.
- 4.5.2 Once a Board member has served their maximum term (nine years of continuous service), at least four continuous years must elapse before they are eligible to be appointed as a Board member again.

- 4.5.3 In exceptional circumstances (for example to assist succession planning) a Board member may hold office for a further year.
- 4.5.4 If a Board member steps down after less than the maximum term of nine years, then seeks re-election, any period off the Board of less than four continuous years will count as service on the Board, when calculating the maximum term served.
- 4.5.5 In order to ensure effective and timely decisions can be made regarding resources at Board meetings, Stafford Borough Council will allocate a senior officer with relevant authority, experience and skills to sit on the Board.

5 Board Membership

5.1 No individual shall be appointed to the Board unless he or she has provided to the organisation a declaration of good character.

5.2 Individual Board members may also take on specific roles as sub group leads in order to champion a specific theme or piece of work on the Board.

5.3 Personal Responsibilities of Board members

All Board members will be expected to conform with the following: -

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| Duties | Duty to comply with SASSOT's constitution, policies and strategy |
| Duty of Care | Board members are expected to act reasonably and prudently in all matters relating to SASSOT and its long-term interest. |
| Duty to promote openness and debate | Board members are expected to enable an environment that encourages transparency and where debate is encouraged. When those opinions may differ, they will be respected. |
| Duty to protect the organisation | Board members have a duty to protect all the resources belonging to SASSOT by ensuring effective management systems are in place e.g. financial controls, risk register etc. Board members have a duty to protect the organisation's reputation and intellectual property. |
| Duty to act in the best interests of the public | As SASSOT is financed through public money Board members have a responsibility to act in the best interests of the public as a whole. They have a responsibility to avoid conflicts of interest especially when they involve financial transactions. |
| Duty to abide by SASSOT's Code of Conduct | Board members will ensure that they abide by SASSOT's Code of Conduct to ensure that the highest personal standards are observed at all times. |
| Personal Interests | No Board member shall participate in discussions, or vote in response of a matter in which they have a material interest. |
| Personal Liability | Although any legal proceedings initiated by a third party are likely to be brought against the Organisation, in exceptional cases civil, or in certain cases, criminal, |

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| | <p>proceedings may be brought against a Chair or other individual Board member. For example, a Board member may be personally liable if he or she makes a fraudulent or negligent statement, which results in loss to a third party. 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.</p> <p>However, the Government has indicated that individual Board members who have acted honestly, reasonably, in good faith and without negligence will not have to meet, out of their own personal resources, any personal civil liability, which is incurred in execution or purported execution of their Board functions. The Partnership indemnifies its Board members against legal proceedings brought against them personally in execution of their Board duties, provided they have acted in accordance with this paragraph.</p> |
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6 Meetings

- 6.1 The Board will make all the strategic decisions of SASSOT in line with SASSOT's agreed Strategy.
- 6.2 Decisions can only be taken if a meeting is quorate. To be quorate, 50% of named Board members must be in attendance at the meeting. This can include taking part in the meeting via phone, video link, skype etc. As long as the Board member is able to fully take part in the meeting then they will be counted as being in attendance. Deputies are permitted in an observer capacity but will not be allowed to vote (see 6.3 below).
- 6.3 Wherever possible decisions should be reached by consensus. If this is not possible then a majority vote will decide the issue. Each named Board member present during the vote has one vote. In the event of a tied vote the Chair of the meeting will have the casting vote. Proxy votes are not permitted.
- 6.4 The Board will meet a minimum of four times per year. Additional Board meetings may be required when circumstances dictate.
- 6.5 Board members are expected to attend 75% of formal Board meetings during a calendar year, failure to do so may result in the Board member being asked to step down.
- 6.6 Agenda items will be submitted to the Chair at least 14 working days before the meeting.
- 6.7 The agenda and supporting items will be circulated to the Board seven days in advance of the meeting.
- 6.8 Exceptional items will only be accepted at the meeting with the agreement of the Chair.

- 6.9 Standing agenda items will be:-
- Declaration of Interests
 - Financial Report
 - Annual Delivery Plan progress report
 - Risk Management
 - Actions and decisions taken by the Chair, other delegated Board members or any sub group
- 6.10 The Board will maintain a proper record of their meetings and decisions, normally in the form of minutes and associated papers which will be published on the SASSOT website.
- 6.11 **Sub groups**
- 6.11.1 The Board may establish sub groups as required and delegate authority, responsibility and tasks, as appropriate.
- 6.11.2 Any sub group established shall have clear terms of reference specifying the responsibilities and any powers delegated to the sub group, which shall be agreed by the Board.
- 6.11.3 Any sub group established shall maintain a proper record of meetings and decisions.
- 6.11.4 The sub groups will include Groups with a remit to act as an Audit Committee and a Nomination Committee

7 Staffing

- 7.1 The staff are directly managed on a day-to-day basis by the Director.
- 7.2 Staffing levels are dictated by the resources available and are reviewed on a regular basis.
- 7.3 Minor amendments to the staffing structure are implemented and managed by the Director. Substantial changes to core staffing must be approved by the Board.
- 7.4 The Board may engage and manage staff in exceptional circumstances (subject to relevant regulations of the host agency as the employing body)
- 7.5 The Board will delegate responsibility to the Director to manage the day-to-day implementation of the Strategy and Annual Delivery Plan.
- 7.6 The Chair or Senior Independent Director will undertake Personal Development Reviews with the Director
- 7.7 Board members are available to provide support and expertise to the team should the need arise as determined by their individual skills and experience.

8 Finance

- 8.1 SASSOT currently receives funding from the partners listed above. In addition to these SASSOT will seek funding from other potential funders, generate income and sponsorship, contribute funding to, and enter into contract with organisations in furtherance of its Vision and Strategic Priorities.
- 8.2 The Board will agree a long-term financial forecast for SASSOT of four years, progress against which will be scrutinised on a quarterly basis by the Board.
- 8.3 SASSOT will maintain an accurate and up-to-date record of all funding partners and ensure all partners have signed partnership agreements.
- 8.4 SASSOT will operate within the Conditions of Grant attached to the award monies from Sport England and other funders, and within the parameters of the Partnership agreements signed by local funding partners.
- 8.5 SASSOT will produce and publish annual audited accounts.
- 8.6 SASSOT will retain sufficient reserves to cover known liabilities.

9 Review of Constitution

- 9.1 The Board will review the Constitution on an annual basis.
- 9.2 Any proposed alterations to the Constitution will be considered and approved by the Board.

10 Dissolution

- 10.1 If core funding from Sport England ceases, the Board shall immediately convene a meeting to discuss and vote on the options available and, if necessary, dissolution.
- 10.2 If, at the Board meeting, the resolution is carried by two thirds or more of the Board members present at the meeting, subject to the meeting being quorate, the Board shall thereupon, or at such date as shall have been specified in the resolution, proceed to realise the SASSOT's assets and discharge all of its debts and liabilities, subject to formal agreement from Sport England and in line with the terms and conditions of grant.
- 10.3 After discharging all debts, liabilities and re-paying claw back relating to Sport England funding and any other grants, any remaining assets shall be paid or distributed amongst the remaining funding partners in place at the time of dissolution. This will be on a pro-rata basis, calculated according to their overall contribution to SASSOT in the last 12 months. Wherever possible the assets should continue to be used in furtherance of SASSOT's vision.

Authorisation

Adopted at a meeting held on: _____

Signature: _____

Name: _____

(Signature and Name of Chair of SASSOT)

Date: _____

Witnessed:

Signature: _____

Name: _____

Address: _____

Occupation: _____

(Signature and Details of Witness)

Date: _____