

Board Terms of Reference

1 Purpose

The Board is responsible for the management of the company's business in line with its Strategy, Articles of Association, and legal requirements.

2 Authority

Subject to the Articles of Association, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company, except what is specifically reserved to the members.

3 Frequency of Meetings

The Board will meet at least three times per year for formal reporting, and approximately three times for topic specific meetings. Additional meetings will be held as and when required.

4 Membership and Voting

4.1 The Chair shall preside as Chair at every meeting.

4.2 In the absence of the Board Chair and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.

4.3 The Board shall, from time to time, consider its membership and at all times endeavour to achieve sufficient numbers in membership of the Board to provide a balance of coaching, sporting, and commercial experience relevant to pursuing the Objects of UK Coaching.

4.4 The appointment and retirement of Board Members shall be governed by the provisions of the Articles of Association of UK Coaching adopted by a special resolution passed on 15 April 2018.

4.5 The Board shall appoint a Senior Independent Director (SID), having consulted on its nominee with the Nominations Committee.

4.6 The Board will review the appointment of the SID in line with their terms of office renewals and may re-appoint or remove the SID from this position; otherwise the appointment of the SID will lapse when the holder of the position ceases to hold the position of a non-executive director.

4.7 A Diversity, Equity and Inclusion Champion shall be appointed from the Board.

4.8 A Duty to Care (including Safeguarding) Champion shall be appointed from the Board.

4.9 A Sustainability/ESG Champion shall be appointed from the Board.

4.10 The Chair may invite individuals to become members of the Board through an open recruitment process and in full consultation with other members of the Board and the Chief Executive and obtain a formal resolution of the Board so to do.

4.11 Only members of the Board have the right to vote at Board meetings.

4.12 The Board may also invite observers to attend and contribute to its deliberations. Any observers do not have voting rights and are not formally members of the Board.

5 Quorum

A quorum is to consist of three members all of whom are members of the Board.

6 Decision Making

Decisions of the Board must be decided by at least a majority decision. Every member shall have one vote and in the case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote.

7 Other

Review the Committees performance (leading on the process of the Board Committee Effectiveness Review), constitution and terms of reference at least every two years to ensure they are operating at maximum effectiveness and make any changes considered necessary.

Development of a Committee action plan based on the evaluation results
Chair of the Board to lead on the annual Board performance reviews (Senior Independent Director to carry out the Chair of the Board performance review)

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