

Active Kent and Medway

Governance Framework

Version	Date	Reviewed by
v1	25/04/23	LD/GR
V2		
v3		
v4		

Next planned review – April 25

Introduction to Active Kent and Medway

Active Kent and Medway (formerly Kent Sport) is one of 43 Active Partnerships in England. Our principal funders are Sport England and Kent County Council, whose strategies and outcomes set the direction of our work and activity.

Our vision is ‘more people, more active, more often’.

Our mission is to ‘change and improve lives through sport and physical activity’.

To achieve this, we aim to increase participation in sport and physical activity with a focus on encouraging the least active of Kent’s 1.6 million residents to become more active, and through the promotion of the associated personal and public health benefits. We will target resources where need is greatest, especially at those from under-represented groups, including women, older people, people living with a disability or long-term health condition, ethnically diverse communities and people from lower socio-economic groups.

We engage with partners and networks across Kent and Medway – including those in health, adult social care, community safety, housing, and transport as well as governing bodies of sport, clubs, school sports networks and local authorities, to provide opportunities for everyone to get involved in sport and physical activity for enjoyment as well as wider health and social outcomes.

Active Kent and Medway is an unincorporated partnership is directed and guided by an independent board which sets the strategy and oversees, scrutinises and guides the work of the staff team, making decisions where appropriate. It is responsible for the provision of good governance and overseeing delivery of the Strategic for Sport and Physical Activity for Kent and Medway 2023 - 27.

The Strategy focuses on the following key themes:

- **Connecting Communities:** Bringing communities together and harnessing sport and physical activity’s unique ability to make places better to live;
- **Positive Experiences for Children and Young People:** Helping children and young people to enjoy being active and creating the right foundations for a long, active and healthy life;
- **Supporting Sport:** Supporting local organisations to better understand their community and to deliver activities appropriate to people’s needs and motivations.
- **Connecting with Health and Wellbeing:** Working in partnership and enabling everyone to benefit physically and mentally from an active lifestyle
- **Active Environments:** Creating and protecting the places and spaces that make it easier for people to be active.

The Active Kent and Medway staff team helps coordinate this work through an annual operating plan which focuses on ensuring that

- **Organisations who work with those who are less active, are embedding sport and physical activity into their services.**
- **The sport and physical activity sector is inclusive and accessible, and better able to meet the needs of our communities.**
- **New audiences are reached by prioritising resources to tackle inequalities.**

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1. Aims and objectives

- To set the values, strategic direction and policy of Active Kent and Medway.
- To respond to local, regional and national influences, including the representation of Active Kent and Medway and physical activity on all relevant local, regional and national policy and strategy consultations.
- To advocate for sport and for Active Kent and Medway.
- To ensure Active Kent and Medway is fit for purpose.
- To advise on the annual business plan and associated budget, and receive performance management information.
- To scrutinise the Partnership's governance, risk management, financial management, strategy implementation and delivery team (Active Kent and Medway Team) performance.
- To account to Sport England for the performance of Active Kent and Medway and the allocation, use and management of its grant funding, in line with the Host Agency's responsibility as 'Agent' for Sport England funding
- To manage the Active Kent and Medway Board recruitment process.

In addition, the Board's Aims and Objectives will also seek to complement and contribute to national and local priorities and stated outcomes.

2. Roles, responsibilities and remit of the Active Kent and Medway Board

- 2.1 The Active Kent and Medway Board is the overall governing Board of Kent's Active Partnership. It is an

independent Board which makes decisions where appropriate and provides good governance of the Partnership.

- 2.2 The Board will take responsibility for setting the strategic direction of the Partnership, monitoring and evaluating the effective delivery of the Partnership's objectives and being accountable for the achievement of key targets and outcomes.
- 2.3 It is the Board's responsibility to ensure that these aspects of the Partnership's business are maintained and improved to the satisfaction of partners and funders through transparent and planned processes.
- 2.4 The clear separation of the Board (the Governing body) and the staff (the Partnership's workforce) is fundamental to good governance of the Partnership. Day-to-day management of the Partnership is not a Board function, and authority is delegated for achieving the strategic outcomes, together with the necessary authority to make decisions in a specified range of activities to the Partnership Director.
- 2.5 Within this, specific roles will include:
 - **Strategic Leadership & Planning**
 - Providing clear direction for sport and physical activity in the county through the production of a Partnership strategy and annual operating plan, strongly communicated in order to motivate, inspire and drive the team and its partners.
 - Providing implementation leadership.
 - Promoting the Partnerships' vision, aim, core values.
 - **Advocacy**
 - Advocating the benefits of sport and physical activity and the Partnership locally, regionally and nationally.
 - Recognising and celebrating success in the Partnership.
 - Securing resources for sport and physical activity and the work of the Partnership.
 - **Partnership Building**
 - Opening doors for sport and physical activity and for the Partnership.
 - Encouraging collaboration.
 - Valuing and supporting people to achieve the Partnerships goals.
 - Engaging stakeholders in a consistent and managed way to ensure commitment and satisfaction.
 - **Accountability**
 - Ensuring implementation and continuous improvement of Partnership strategies and operating plans with a customer/athlete-centred approach.
 - Reporting on performance.
 - Assuming responsibility, both moral & legal, for the actions of the Partnership and its resources (financial and non-financial).
 - **Good Governance**
 - Ensuring the Partnership meets appropriate standards of governance.
 - **Risk Management**
 - Maintaining the Partnership risk register and reviewing it on a regular basis.
- 2.6 Positions are non-executive and not salaried. Expenses will be paid where appropriate. Members may choose to resign from office at any time by formally writing to the Chair.

3. Roles and responsibilities of the Chair

- 3.1 The main duties of the Chair (supported by the Board) include:

- Defining the overall direction of the work of the Active Partnership, setting targets and agreeing a business plan.
- Providing strategic leadership to the Active Kent and Medway Board, chairing its regular meetings and bringing together a diverse range of interests and skills to work together on a common agenda.
- Ensuring Board decisions are acted upon.
- Supporting and appraising the work of the Director.
- Representing the Board to stakeholders/ at appropriate events.
- Maintaining open and constructive dialogue with Sport England and Kent County Council as Hosting Body

3.2 The main responsibilities of the Chair include:

- **Setting the agenda:** The agenda should take full account of the issues and the concerns of all Active Kent and Medway Board members. Agendas should be forward looking and concentrate on strategy and developing the Partnership, rather than focusing on management issues.
- **Ensuring that Board members receive accurate, timely and clear information:** to enable the Board to make sound decisions, monitor effectively and provide advice to promote the success of the county.
- **Managing Board meetings:** to ensure that sufficient time is allowed for discussion of issues and, where appropriate, arranging informal meetings beforehand to enable thorough preparation for the Board discussion. It is particularly important that Board members have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision making.
- **Regular Liaison with the Partnership Director.**
- **Member Development:** taking the lead in inducting and developing individual Board members, with a view to enhancing the Board's overall effectiveness as a team.
- **Member Engagement and Mobilisation:** Encouraging active engagement by all members of the Board. Setting tasks for members to assist in the achievement of the Board's goals.
- **Performance Assessment:** Providing an annual assessment of performance of the Active Kent and Medway Board and its' individual members.

4. Roles and Responsibilities of Active Kent and Medway Board Members

4.1 Board members should use their specific skills, knowledge, experience and networks to promote sport and physical activity, improve the impact of the Partnership and help the Board reach sound decisions.

4.2 Sound judgement is central to the Board member's role. The objectivity and fresh perspective acquired through their relative distance from day to day matters, combined with experience acquired elsewhere, is the basis for challenging the accepted thinking of the Partnership and encouraging stronger Partnership performance.

4.3 The main responsibilities of the Board include:

- **Strategy development:** Actively and constructively contributing to and challenging development of the Partnership's strategic plan.
- **Decision-making:** Ensuring that, in reaching a decision, the Board takes into account any relevant guidance issued by regional and national agencies as well as recommendations from Partnership officers.
- **Delegated authority:** Ensuring that the Board operates within the limits of its delegated authority. Individual Board members do not have any individual delegated authority.

- **Financial scrutiny:** Ensuring that administrative and other systems of financial control are rigorous and constantly maintained, monitored and developed.
- **Risk management:** Ensuring that risk management systems are robust and defensible so that major risks are identified and appropriately managed.
- **Policy setting and endorsement:** Setting policy and ensuring that operational management of the Partnership is carried out in accordance with the policies and procedures of the Partnership and its host agency.
- **Overseeing results:** Ensuring the delivery of planned results by monitoring and evaluating performance against agreed strategic objectives and targets.

4.4 Responsibilities of Active Kent and Medway Board members include a duty to:

- Comply with agreed policies and governance procedure.
- Act reasonably and prudently in all matters relating to the Partnership and in its long term interest.
- Protect all resources belonging to the Partnership, for instance by ensuring that there are adequate financial controls and risk assessments.
- Act in the best interests of the public as a whole and to avoid conflicts of interest, particularly where they involve financial transactions.
- Act collectively since no individual can bind his or her fellow Board members, unless specifically authorised to do so.

5. The Role of the Partnership Director

- 5.1 The role of the Director is to implement the Active Kent and Medway Board's strategies and policies, and to develop, nurture and deliver effective working relationships with key agencies and partners within the county, region and nationally as appropriate.
- 5.2 The Director has responsibility for the overall organisation, management and staffing of the Partnership and for its procedures on financial and other matters, including conduct and discipline of staff. These will be carried out in accordance with the Host Agency processes and procedures.
- 5.3 The Director is the accounting officer for the Partnership and is responsible to the Board and the Host Agency for the resources under his or her control. The essence of the role is a personal responsibility for the propriety and regularity of public finances for which he or she is answerable; for prudent and economical administration; for avoidance of waste and extravagance; and for the efficient and effective use of all resources under his or her charge.

6. Responsibilities of the Host Agency

- 6.1 The Partnership is unincorporated and as such works closely with an accountable body to act on its behalf. Kent County Council has been appointed to host the Partnership and has agreed to fulfil this function, known as the "Host Agency" up to March 2027.
- 6.2 The Host Agency function includes the following responsibilities:
 - Apply for and accept grants on behalf of the Partnership in its own name (the terms and conditions of any grant shall be binding on the Partnership).
 - Statutory responsibilities / liabilities as the direct employer of the Active Kent and Medway staff (unless otherwise agreed by the Host and Executive).

- Provision of appropriate, in-kind, accommodation and office equipment for the Active Kent and Medway staff as well as other services, e.g. HR, IT, legal, insurance, accounting, audit, etc.
- Overall financial responsibility for the receipt of any Sport England funds for use by the Partnership, as per the Sport England's requirement of Host Agencies. This includes ensuring Sport England funding is only used for the purposes that it is intended.
- Other functions have been delegated to the Board as per sections 15 and 16.
- Maintain one ex officio position on the Board – see section 7.

7. Membership, quorum and voting

7.1 The Board will consist of a minimum of eight and a maximum of 12 Members, including:

- an Independent Chair openly appointed in consultation with Sport England and Kent County Council;
- remaining Board members will be openly recruited independent non-executive directors appointed by the Board;
- two “ex officio” individuals, namely: a representative of the Host Authority and the Active Partnership Director.

Membership of the Board will be for a term of four years, with the opportunity to be considered for reappointment for a second term of a further four years. In line with current best practice, the maximum length of service allowed by any Member will be limited to a maximum of two terms of four years. In exceptional circumstance a Board member may be asked to serve a further 12 months to allow for the recruitment of a suitable replacement. If after serving on the Board for two terms of four years, an individual will not be eligible to re-apply to serve on the Board for a period of four years.

7.2 Board Member vacancies will be advertised openly and Members will be recruited through an open recruitment process. Board Members will be recruited based on their skills, experience and knowledge.

7.4 In addition the Board will seek diversity in its membership, reflective of Kent's population, e.g. in terms of age, ethnic background, social class and life experiences, gender and disability. Equality is crucial and expertise in this area will need to be secured within the Board membership. A minimum of 40% of Board Members will be from each gender (with an aspiration to maintain an equal representation of male and female Board Members)

7.5 The Active Partnership Director is the only Executive Director and will not have voting rights. All other Board Members have voting rights, one per member.

7.6 The Board will elect a Senior Independent Member (SIM) who will act as the Deputy Chair and lead on the Appraisal of the Chair, as part of the overall Annual Board Evaluation process. The Senior Independent Member will also be a sounding board and provide additional support for other Board Members and staff who may wish to raise a specific concern or issue.

7.7 At least five voting members must be present to represent a quorum.

7.8 Normally the Board will operate by consensus and only when required will vote by a show of hands. In these circumstances voting will be by simple majority. In the result of a tied vote the Chair will have the casting vote (having not voted in the original round of votes).

8. Meeting procedures

- 8.1 Official records must be kept of all formal meetings of the Active Kent and Medway Board. These will include:
- The names of all those present and any apologies for absence.
 - All resolutions, decisions and any declarations of interest reported at the meeting.
 - All appointments made at the meeting.
 - Details of the establishment of any sub-groups together with their terms of reference.
 - Minutes of the meetings will be posted on the Active Kent and Medway website (excluding items of confidentiality).
- 8.2 A member of the Active Kent and Medway staff will act as secretariat at meetings.
- 8.3 The Board may invite representatives from other organisations as observers to attend its meetings, or meetings of its committees. Such individuals may contribute to discussions but are not permitted to vote at meetings. In addition, the Board may co-opt a Member onto the Board, where this person has the necessary skills and or experience to ensure that the Board is able to fulfil its role. If a Member is co-opted onto the Board this will be for no longer than 12 months.

9. Declaration / conflicts of interests

- 9.1 All Board members will be required to make an annual declaration of any interests, personal (including financial) or prejudicial, relating to the work and activities of the Board or the Partnership.
- 9.2 At the start of each Board meeting or as soon as possible, members will declare any interests in respect of any items of businesses being considered.
- 9.3 A conflicted member shall withdraw from that part of the meeting unless expressly invited by the Chair to remain to participate in the discussion. In the event of the Board having to decide upon a question in which a member has an interest, the conflicted member shall not be counted in the quorum for that part of the meeting. All decisions will be made by vote, with a simple majority required. Conflicted members shall not vote on matters affecting their own interests.

10. Frequency of meetings

- 10.1 The Active Kent and Medway Board will meet quarterly and at least four times per year. In addition, separate Board strategy meeting will be held annually.

11. Board Champions and Committees

- 11.1 The Board can appoint any of its members, with appropriate delegated authority, to champion, lead or advise the Board and Partnership on any aspect of their responsibilities and activities. These could include:

- Board recruitment (Nomination Committee)
- Finance and Governance (Audit & Governance Committee)
- Safeguarding and Welfare
- Equality, Diversity and Inclusion

Any decisions or actions taken by a Board Champion should be reported to the next meeting of the Board for information and, if necessary, ratification.

- 11.2 The Board can create other Board Champion roles, Committees, task and finish or other groups as necessary to further its work and responsibilities. Each should have its own terms of reference and agreed levels of delegated authority and be able to make recommendations to the Board. These should

be led by a Board member and could include specialists or representatives of other organisations.

Any decisions or actions taken by a Committee, task and finish or other group should be reported to the next meeting of the Board for information and, if necessary, ratification.

12. Code of conduct - See Appendix III for the full Code

- 12.1 There is an agreed code of conduct for Board members, which ensures that the highest personal standards are observed at all times. The Board has adopted the Nolan Committee's 'Seven Principles of Public Life', prepared by the Committee on Standards in Public Life in 1994. These principles should be followed in all aspects of Active Kent and Medway Board members' involvement and activity.
- **Selflessness:** Board members should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
 - **Integrity:** Board members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
 - **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, Board members should make choices on merit.
 - **Accountability:** Board members are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate.
 - **Openness:** Board members should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
 - **Honesty:** Board members have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
 - **Leadership:** Board members should promote and support these principles by leadership and example.

13. Equality

- 13.1 The Board will be responsible for the development and scrutiny of the Active Kent and Medway Equality Policy.

Equality and Diversity Statement

Sport and Physical Activity is an intrinsic part of many local communities, which contributes to the quality of life of many people and fosters community cohesion. It also has the ability to bring people together and to develop teamwork and co-operative skills and can provide a wide range of opportunities for all sections of the community to participate.

As a lead partnership agency and a provider of services for sport and physical activity, Active Kent and Medway and the Active Kent and Medway Board are committed to promoting equality, valuing diversity and combating unfair treatment in sport and physical activity.

We are committed to ensuring that current and potential service users, employees (including volunteer helpers), Board Members and applicants for roles either with Active Kent and Medway or the Board, will not be discriminated against on the grounds of social circumstances or background, gender, gender identity, race, disability, sexuality, age, religion, pregnancy & maternity or marriage & civil partnerships.

The principles of tolerance and understanding and respect for others are central to what we believe. Active Kent and Medway and the Board are committed to progressing towards achieving gender

parity and greater diversity generally on its Board, including, but not limited to, ethnically diverse communities) and disability.

Active Kent and Medway has the following objectives as (a) a lead partnership agency (b) a service provider and (c) an employing body:

(a) Objectives for effective partnership with the community

- Listen and respond to the views of partners and the local community through consultation;
- Work with partner organisations to improve sporting and physical activity opportunities for everyone in Kent and in so doing, provide a sporting environment that is free from discrimination, harassment, violence and that shares and promotes good practice;
- Value and promote the characteristics of tolerance, fairness and individuality in sport and physical activity, whilst recognising and respecting all lifestyles, cultures and religions in Kent.

(b) Objectives for responsive and accessible services

- Provide services accessible to all people in the community;
- Provide clear, meaningful information about our services in ways that are accessible and meet diverse needs;
- Work with partners in consulting with all sections of the community on service needs and provision;
- Monitor take up and evaluate services to ensure they do not discriminate or exclude;
- Aim to achieve the highest level of the equality standard for sport (Advanced), ensuring that our services continuously improve.

(c) Objectives for equal and appropriate treatment in employment

- Aim to employ a workforce that reflects the diverse community of Kent;
- Provide fair access to learning and development opportunities, encourage and support staff in fulfilling their potential;
- Provide a safe, accessible working environment that is free from discrimination, harassment and victimisation;
- Involve and communicate effectively with staff;
- Provide fair and transparent pay and reward systems.

The Active Kent and Medway Board has the following objectives when nominating and recruiting new Board Members:

- Work towards achieving gender parity and greater diversity on the Board through delivery of targets within its Diversity Action Plan;
- Ensure the Board make up is reflective of the local community and based on skills, experience and knowledge;
- Ensure equal and appropriate treatment in nomination and recruitment;
- Provide fair access to learning and development opportunities, ensuring Board Members have a good understanding of their role in promoting equality and valuing diversity.

- 13.2 All members of the Active Kent and Medway Board have a duty to conduct themselves and make decisions in relation to the statement and policy.

14. Accountability / reporting

- 14.1 Kent County Council (KCC), as Host Agency for Active Kent and Medway, will retain overall liability of

the Partnership. KCC is currently the legal signatory for all contracts related to the Partnership.

- 14.2 The Board will conduct regular governance reviews and forward any recommendations to Sport England and its hosting body.
- 14.3 A partner / stakeholder communication strategy and engagement plan will be developed and implemented, to ensure that partners and networks are kept informed. An improvement plan will also be developed and implemented.
- 14.4 The Board will report on the Partnership's financial and operational performance to partners / stakeholders. Active Kent and Medway will manage contracts through relevant service level agreements with partners.

15. Delegations of authority – Financial

- 15.1 The Host Authority financial policies and procedures shall be adhered to at all times.
- 15.2 Kent County Council, as the Host Agency agrees to manage the day to day finances within the Host Agency's policies and procedures. Active Kent and Medway will have a separate bank account from the Host Agency, into which Sport England and other funding generated through the Active Partnership will be paid. In order to comply with delegated authorities the following arrangements have been agreed:
- 15.3 Delegated authority from KCC to the Active Kent and Medway Board is provided for the following:
- Funding agreements with partners.
 - Approval of applying for and accepting external grant and other awards.
 - Authority to enter into a spending commitment on grants, goods and services based on existing / approved budget plans.
- 15.4 The Active Kent and Medway Board has the following authority, in relation to Active Partnership funding and funding generated through the Active Partnership:

	Funding Agreements with Partners	Goods and Services	Accepting of Grants and other external funding
Active Kent and Medway Board	Over £50,000	Over £250,000	Over £250,000
Chair of Board & Partnership Director	Over £25,000 up to £50,000	Over £50,000 up to £250,000	Over £50,000 up to £250,000
Partnership Director	Up to £25,000	Up to £50,000	Up to £50,000

16. Delegations of authority – Non-Financial

- 16.1 Active Kent and Medway Board will work within the legal, policy and operating procedures of Kent

County Council and act within the boundaries and spirit of its delegated powers. The Active Kent and Medway Board will be delegated the following authority by the Host Authority (Host Agency responsibilities are also listed):

SUBJECT	RESERVED TO THE ACTIVE KENT AND MEDWAY BOARD	DELEGATED TO RESPONSIBILITY OF THE DIRECTOR	HOST AUTHORITY RESPONSIBILITY
Corporate Governance	Responsibility to appoint Independent Board Chair, in consultation with Sport England where required, and open recruitment of all Board Members. Consideration and approval of the Governance framework, including Principles of Good Governance, Governance Document, Delegated Powers, and Hosting Agreement.	Responsibility for all matters of organisational structure below the level of Director. Able to delegate authority to other staff.	Approval of Hosting Agreement, outlining the support that the Host Agency will provide the Active Kent and Medway
Strategy	Determining the overall strategic direction of the Partnership. Consideration and approval of the Strategic Plan and the Sport England funded elements of subsequent annual Operational Plans.	Preparation of the Partnership Strategic Plan and operational plans for consideration and approval of the Board, ensuring early consultation with the Board.	Consideration and approval of any KCC funded elements of the Operational Plans
Strategic Partnerships	Consideration and support for forming formal strategic partnerships with other organisations.	Recommendations to the Board for formal strategic partnerships with other organisations.	Facilitate and support relevant strategic partnerships with other Directorates or organisations to support the AP
Functions, powers and discretions (legal and administrative)	Strategic principles governing operational policy relating to the exercise of the Partnership's function, powers and discretions.	Responsibility for exercise of all the Partnership's legal and administrative powers and discretions in furtherance of statutory functions, subject to escalating any high risk / high impact issues in line with the risk management strategy.	Responsibility for providing the legal and administrative powers and discretions framework within which the Partnership will operate.
Corporate Plans and Budgets	Scrutiny and approval of the Partnership's Plans and Annual Budgets, as they relate to Sport	Preparation of Operating Plans and Annual Budgets in line with the Partnership's Strategic	Setting and Approval of KCC Plans and Annual Budgets for sport and physical activity, should

	England and other AP generated funding.	Plan, ensuring early consultation with the Board.	we receive KCC funding.
Annual Report & Accounts	<p>Approval of Annual Report and accounts, in conjunction with the Accounting Officer.</p> <p>Offering scrutiny to the budgets on a quarterly basis.</p>	<p>Drawing up Annual Report for Board approval.</p> <p>Drawing up Annual Accounts for Board approval.</p> <p>Drawing up quarterly budget reports to the Board.</p>	<p>Provide Annual Internal & External Audit.</p> <p>Provide appropriate Financial Systems to support the successful financial operation of the Partnership and facilitate a separate bank account to enable the Partnership to meet the requirements of Funding Awards.</p>
Performance Management	<p>Determination and approval of arrangements for performance management and consideration of regular monitoring reports.</p> <p>The Chair of the Active Kent and Medway Board will lead the performance management reviews of the Active Kent and Medway Director with input from the hosting manager within KCC. In the event of a difference of view between the Active Kent and Medway Chair and the KCC hosting manager, the Active Kent and Medway Chair shall make the final decision.</p>	<p>To keep the Board informed of progress in achieving performance objectives and to advise of any significant variance from the approved Operating Plans and Budget.</p> <p>Supplying information to Sport England and other funding partners.</p>	
Risk Management	<p>Approval of the Risk Management Strategy and consideration of reports.</p> <p>Identify and inform KCC of any key risk to the Active Partnership which could impact upon the Host Agency</p>	<p>To maintain the risk management systems and to provide the Active Kent Board with assurance on its ongoing effectiveness.</p> <p>To advise the Board as to material changes thereto.</p>	<p>Identify and inform the Board and the Partnership of any key risk to KCC which could impact upon the successful operation of the Partnership</p>

		Escalation of issues for consideration by the Board in accordance with the Risk Management Strategy.	
Operational Management		Acquisitions and disposal of services, supplies and equipment. Submit bids, tenders and quotations for external contracts and internal arrangements. Make grants to local groups / organisations within budget. To maintain the independence of the AP through separate brand identity.	Provide appropriate HR, Finance and ICT systems and 'back office' functions to support the successful operation of the Partnership
Human Resources	Appoint the Partnership Director Approval of significant changes to overall staff structure of the Partnership / employment with KCC, keeping KCC informed of any changes that may impact upon the Host Agency	The structure of the Active Kent and Medway Team, subject to Board approval. All appointments and other HR issues.	Provide HR policies
Communication	Approval of communication plans in relation to matters of major public or reputation significance. Responses to consultation papers related to sport and physical activity (from Partnership perspective).	Drawing up and implementation of communication plans. Providing quotes for press releases.	Sharing of communication plans in relation to matters of major public, political or reputation significance. Responses to consultation papers related to sport and physical activity (from KCC perspective).
Board Administration	The cycle of Board meetings, the composition of Board agendas and approval of minutes of Board meetings.	Ensure the Board can function properly through provision of an effective Board Secretariat. To make recommendations for the cycle of Board meetings, and for the composition of agendas for meetings. To prepare draft minutes and maintain efficient	

		<p>overall arrangements for the administration of the Board.</p> <p>To provide necessary support and resources for members to maintain and develop their skills and knowledge.</p>	
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Appendix I - Role Description – Chair

Title

Board Chair.

Eligibility

The Chair should either live or work within Kent (as defined by the Kent County Council and Medway Council area).

Remuneration

This is a non-salaried position. Travel and other reasonable expenses will be reimbursed.

Location

Partnership meetings and events will be held throughout Kent. There will be a need to attend regional and national meetings.

Term

Four years with the opportunity to be considered for reappointment for a second term of four years

Time commitment

As a minimum, attendance and preparation for:

- An induction training event.
- Four meetings of the Board annually.
- An annual Board Strategy Awayday
- Up to Two Partnership events annually.
- Two other partner meetings or events such as conferences, launches, etc.
- Regular contact with the Partnership Director, management team and other Members of the Board.

Other appropriate contributions will be considered and agreed following appointment.

Purpose of role

The main duties of the Chair (supported by other In Board members include:

- Establishing and providing strategic leadership to a high performing Board.
- Defining the overall direction of the work of Active Kent and Medway (the Active Partnership), setting targets and agreeing an annual business plan.
- Being the public face of the Partnership, representing it and the Board to partners / at appropriate events.
- Ensuring that Board decisions are acted upon, that the Partnership is fit for purpose and that it achieves continuous improvement.
- Supporting and appraising the work of the Partnership Director.

Main responsibilities

The main responsibilities of the Chair include:

- **Being the leading advocate for Active Kent and Medway:** encourage member agencies to support, and invest in, the Partnership. Negotiate and influence agreed outcomes, make statements to member agencies, confirm decisions and help communicate policy.
- **Managing the Active Kent and Medway Board:** Providing strategic leadership to a high performing Board, chairing its regular meetings and bringing together a diverse range of interests and partners to work together on a common agenda. Set meeting agendas which take full account of the issues and the concerns of all Board members, are forward looking, and concentrate on strategy and developing the Partnership, rather than focusing on management issues.
- **Ensuring that Board members receive accurate, timely and clear information:** to enable the Board to make sound decisions, monitor effectively and provide advice to promote the success of the county.
- **Managing Board meetings:** to ensure that sufficient time is allowed for discussion of issues, and where appropriate, arranging informal meetings beforehand to enable thorough preparation for Board discussion. It is particularly important that Board members have sufficient time to consider critical issues and are not faced with unrealistic deadlines for decision making.
- **Liaising with and supporting the Partnership Director and other management staff.** Note that formal day-to-day line management of the Director is conducted by the senior officer of the Host Agency.
- **Member Development:** taking the lead in inducting and developing individual Board members, with a view to enhancing the Board's overall effectiveness as a team.
- **Member Engagement and Mobilisation:** Encouraging active engagement by all members of the Board. Setting tasks for members to assist in the achievement of the Board's goals.
- **Performance Assessment:** Leading an annual review of the Board and assessment of performance of individual Board members on request, when they are being considered for reappointment or for appointment to the Board of another public body.
- **Planning and monitoring:** Present the business plan and annual reports to partners.
- **Code of conduct, duties and personal liability:** Abide by the code of conduct for all Board Members.

Person Specification – Chair

Experience

- Proven track record of leading and managing a multi-agency partnership or business.
- Proven track record in a high-profile management role in the commercial, public or voluntary sectors.
- Involvement in the development of sport and physical activity.
- Networked with “key influencers” (individuals and organisations) and capable and willing to use influence to benefit the Partnership.
- Experience of involvement with boards and committees and the governance role of non-executive directors.
- Experience of strategic and business planning and review mechanisms.
- Experience of public relations and working with the media.
- Proven track record in a similar position.
- Proven track record of organisational development and planning for business growth
- Proven track record of working at a high level in one or more of the following:
 - Sport and Culture
 - Voluntary and community sector
 - Professional / performance sport
 - Marketing / Communications
 - Health / Physical activity
 - Education
 - Adult Social Care
 - Youth Sector / Children’s Services
 - Governance / Board development
 - Equity / Social inclusion
 - HR / Workforce development
 - Finance / Sponsorship / Fundraising
 - Business development / Commercial
 - Community development

Knowledge and Skills

- Ability to motivate and inspire others.
- Ability to network and build constructive relationships.
- Understanding of partnership working.
- Knowledge of the sport and physical activity sector.
- Understanding of local, regional and national government policy and networks relating to sport and physical activity.
- Ability to confidently present ideas and arguments and negotiate convincingly.
- Skilled communicator and negotiator.
- Ability and willingness to act as an advocate for sport to a broad audience.
- Understanding and commitment to equal opportunities and valuing diversity.

Personal Qualities

- Public respect.
- Passion for sport and physical activity.
- Independence.
- Influence and personal acumen.
- Objectivity.
- Discretion.
- Well-connected networks

Appendix II - Role Description – Board Member

Title

Board Member.

Eligibility

Board Members should, preferably, either live or work within Kent or have an interest in the development of sport and physical activity for local communities within Kent (as defined by the Kent County Council and Medway Council area).

Remuneration

These are non-salaried positions. Travel and other reasonable expenses will be reimbursed.

Location

Partnership meetings and events will be held throughout Kent.

Term

Four years with the opportunity to be considered for reappointment for a second term of four years

Time commitment

As a minimum, attendance and preparation for:

- An induction training event.
- A minimum of four meetings of the Board annually.
- An annual Board Strategy Awayday
- Up to Two Partnership events annually.
- Act as Board Champion, Chair, or represent the Partnership, on time limited working groups or at conferences and launch events, etc.

Other appropriate contributions will be considered and agreed following appointment.

Purpose of role

The main duties of Board Members should include:

- Providing strategic leadership and being a visible role model for the Partnership.
- Contributing towards making the Board a high performing team.
- Championing a discrete portfolio, thematic area or aspect of the business plan.
- Contributing towards ensuring that the Partnership is fit for purpose and continuously improves.
- Supporting the Partnership's Chair, Director and management team.

Main responsibilities

The main responsibilities of the Board Members include:

- **Strategy development:** Actively and constructively contributing to and challenging development of the Partnership's strategy and business plans.
- **Decision-making:** Ensuring that, in reaching a decision, the Board takes into account any relevant guidance issued by regional and national agencies as well as recommendations from Partnership officers.

- **Delegated authority:** Ensuring that the Board operates within the limits of its delegated authority. Board members do not have any individual delegated authority.
- **Financial scrutiny:** Ensuring that administrative and other systems of financial control are rigorous and constantly maintained, monitored and developed.
- **Risk management:** Ensuring that risk management systems are robust and defensible so that major risks are identified and appropriately managed.
- **Policy setting and endorsement:** Setting policy and ensuring that operational management of the Partnership is carried out in accordance with the policies and procedures of the Partnership and its host agency.
- **Overseeing results:** Ensuring the delivery of planned results by monitoring and evaluating performance against agreed strategic objectives and targets.
- **Contributing to the work of the Board:** Providing effective leadership, contributing to the work of a high performing Board, and being an active team member.
- **Supporting the Chair, other Board Members, Director and other management staff.**
- **Being an advocate for Active Kent and Medway:** encourage member agencies to support, and invest in, the Partnership.
- **Planning and monitoring:** Read and respond to the Partnership's policies, plans, reports and proposals.
- **Code of conduct, duties and personal liability:** Abide by the code of conduct for all Board Members.

Additional notes regarding the Senior Independent Member

Senior Independent Director means an independent director who is appointed as such by the Board, and 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.

The Senior Independent Member (SIM), will not automatically become Chair of the Board, when this vacancy arises (as it will be recruited to on an open basis), and the SIM is subject to the same term of office as all other Board Members

Additional notes regarding Ex Officio Board Members

Eligibility

An **ex officio member** is a member of the Board by virtue of holding another office. There are two ex officio members as follows:

- **Host Agency Representative**
- **Partnership Director, Active Kent and Medway**

Term

Ex officio Board Members will remain as such as long as they remain in post.

Main responsibilities

The Host Agency (Kent County Council) Representative will also be responsible for gathering views and intelligence from its services and teams which can assist the Partnership develop its offer and services, and to also report back on the work of the Partnership.

Person Specification – Board Member

Experience

- Proven track record of being involved in a multi-agency partnership or business.
- Proven track record in a senior management role in the commercial, public or voluntary sectors.
- Involvement in the development of sport and physical activity.
- Networked with “key influencers” (individuals and organisations) and capable and willing to use influence to benefit the Partnership.
- Experience of involvement with Board and committees and the governance role of non-executive directors.
- Experience of strategic and business planning and review mechanisms.
- Experience of generating income and business growth.
- Experience of directing operations and gaining consensus.
- Proven track record of working at a high level in one or more of the following:
 - Sport and Culture
 - Voluntary and community sector
 - Professional / performance sport
 - Marketing / Communications
 - Health / Physical activity
 - Education
 - Adult Social Care
 - Youth Sector / Children's Services
 - Governance / Board development
 - Equity / Social inclusion
 - HR / Workforce development
 - Finance / Sponsorship / Fundraising
 - Business development / Commercial
 - Community development

Knowledge and Skills

- Ability to motivate and inspire others.
- Ability to network and build constructive relationships.
- Understanding of partnership working.
- Knowledge of the sport and physical activity sector.
- Understanding of public sector accountability.
- Skilled communicator and negotiator.
- Ability and willingness to act as an advocate for sport to a broad audience.
- Understanding and commitment to equal opportunities and valuing diversity.

Personal Qualities

- Public respect and well-connected networks
- Passion for sport and physical activity.
- Independence.
- Influence and personal acumen.
- Objectivity.
- Discretion.

Appendix III - Code of Conduct for Active Kent and Medway's Board Members

Introduction

This code applies to all Active Kent and Medway's Board members.

Purpose of the code

To set out the relevant standards expected by Board Members in order to:

- Maintain the highest standards of integrity and stewardship;
- Ensure that the Partnership is effective, open and accountable;
- Ensure a good working relationship with any officer or stakeholder.

Code of conduct

There is an agreed code of conduct for Board Members which ensures that the highest personal standards are observed at all times. The Board has adopted the Nolan Committee's 'Seven Principles of Public Life,' prepared by the Committee on Standards in Public Life in 1994. These principles should be followed in all aspects of Board Members' involvement and activity.

- **Selflessness:** Board Members should take decisions solely in terms of the public interest. They should not do so in order to gain financial or other material benefits for themselves, their family, or their friends.
- **Integrity:** Board Members should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their official duties.
- **Objectivity:** In carrying out public business, including making public appointments, awarding contracts, or recommending individuals for rewards and benefits, Board Members should make choices on merit.
- **Accountability:** Board Members are accountable for their decisions and actions to the public and must submit themselves to whatever scrutiny is appropriate.
- **Openness:** Board Members should be as open as possible about all the decisions and actions that they take. They should give reasons for their decisions and restrict information only when the wider public interest clearly demands.
- **Honesty:** Board Members have a duty to declare any private interests relating to their public duties and to take steps to resolve any conflicts arising in a way that protects the public interest.
- **Leadership:** Board Members should promote and support these principles by leadership and example.

Duties

- **Duty of care:** Board Members are expected to act reasonably and prudently in all matters relating to the Partnership and in its long-term interest. They must comply with agreed policies and governance procedure. This duty of care is extended to the Partnership staff, who should not be placed under undue pressure regarding decision

making, which may lead to fraudulent behaviour or a conflict of interest for Board Members or staff.

- **Duty to protect the organisations resources:** Board Members have a duty to protect all the resources belonging to the Partnership, for instance by ensuring that there are adequate financial controls and risk assessments. Board Members also have a duty to protect the organisation's reputation and its intellectual property such as branding and databases.
- **Duty to act in the best interests of the public:** The first duty of a Board Member is to the public, which means they must act in the best interests of the public as a whole. Inevitably, Board Members have a wide range of interests in private, public, and professional life, and those interests might, on occasion, conflict. Board Members have a general responsibility to avoid such conflicts of interest, especially where they involve financial transactions.
- **Duty to act collectively:** Board Members are responsible for the activities of the Board and must act together. No Board Member acting alone can bind his or her fellow Board Members, unless specifically authorised to do so.

Breach of the Code of Conduct

If a Board member is suspected of breaching this code of conduct the Board Chair must be notified immediately. If the suspected breach relates to the Board Chair, the Senior Independent Member and Host Agency representative must be notified immediately. The Board Chair or the Senior Independent Member and Agency Representative will determine what (if any) further investigation is required and will seek professional advice and support as necessary. Board members found to have breached this code of conduct could receive a verbal or written warning and if deemed necessary, removed from the Board.

Personal Liability

Although any legal proceedings initiated by a third party are likely to be brought against Active Kent and Medway, in exceptional cases civil, or in certain cases, criminal, proceedings may be brought against the Chair or other individual board members. 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.

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 of purported execution of their board functions. Active Kent and Medway hereby 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.

NOTE: Active Kent and Medway will ensure that Board Members are provided with Indemnity Insurance.

Appendix IV

Declaration of Interests

Year/Period:

Name:

1. Company Interests – any relationship with a named company with which Active Kent and Medway, might do business including ownership or part-ownership, major shareholdings, or other beneficial interests such as warrants and options, Directorships, paid employment, consultancy, or close family connection.

2. Self-Employment – names of any client accounting for more than 5% of your total annual earned income.

3. Charities – trusteeships, governorships or employment with any charities or voluntary organisations. Please include any Committee Position held, where applicable.

4. Public Appointments – remunerated or unremunerated

5. Memberships – including membership of sports clubs and organisations, professional or external bodies, trade, or other associations. (Which includes membership of any organisation, lodge, chapter, society, trust or regular gathering or meeting which is not open to members of the public who are not members of that lodge, chapter, society or trust or requires secrecy about its rules, membership, or conduct). Membership of, or activity on behalf of, a recognised trade union or professional society does not constitute such an interest.

6. Close Family Links – specific close family interest in any of the above. The definition of “close” is up to the registrant to decide. It is appreciated that a declaration may be difficult to declare if information is not forthcoming from a family member.

7. Other Interests – anything not covered by the above categories, including any Intellectual Property Rights

I confirm that in carrying out my work on behalf of Active Kent and Medway, the Active Partnership, that the Partnership is free from any conflict of interest arising either from professional or personal relationships or from pecuniary or other interests, except for the areas listed above.

Signature:

Date:

Active Kent and Medway will hold a Register of Interests

Please return this completed form to the Karen Bird, Business Support Officer, Active Kent and Medway, Worrall House, 30 Kings Hill Avenue, Kings Hill, West Malling ME19 4AE

Appendix V

Active Kent and Medway

Declaration of Good Character

Operating with integrity and transparency is a foundation of good governance. The Code for Sports Governance requires Board members to sign a declaration of good character on appointment. Board members of Active Partnerships are required to declare that they are not prevented from acting as a Board Member. Please complete the information below:

I [NAME] _____ declare that:

I am willing to act as a Board Member of the Active Kent and Medway, that I understand and commit to the purposes aims and objectives of Active Kent and Medway and the rules set out in the Governance Framework. In my role as Board member I will act with integrity and abide by the Active Kent and Medway Board Code of Conduct. I have the relevant skills and experience to carry out the role of Board member and am aware of the legal status and requirements relating to Active Kent and Medway.

I declare that I am not prevented from acting as a Board member because I:

- have an unspent conviction for an offence involving dishonesty or deception;
- am currently declared bankrupt (or subject to bankruptcy restrictions or an interim order);
- have an individual voluntary arrangement (IVA) to pay off debts with creditors;
- am disqualified from being a company director;
- have previously been removed as a trustee or Board Member from any organisation by any relevant Commission, Regulator or the High Court due to misconduct or mismanagement

Please also confirm that you:

- are not a member of the Active Kent and Medway's staff
- are not a director of a company which has gone into liquidation
- have not been convicted of a serious criminal offence (in particular, any offence involving dishonesty or imprisonment or in relation to the promotion, formation, management or liquidation of a company)
- have completed a declaration of interest form, identifying any potential conflicts of interest that could preclude you from being involved in discussions or decision making at Board meetings (for example – if you are an employee (at a senior level) or a Board member or director of a contractor or supplier to the Active Partnership).

I declare that:

- the information I have provided is true, complete and correct
- I will comply with my responsibilities as a Board member and with any legislation that the organisation is bound by

Signed: _____

Date: _____

Note: For any role that might also involve contact with or responsibility for children or other vulnerable groups the person must declare that they have undertaken, where required, the necessary checks with the Disclosure and Barring Service.

Please return to: Karen Bird, Business Support Officer, Active Kent and Medway, Worrall House, 30 Kings Hill Avenue, Kings Hill, West Malling, Kent ME19 4AE
karen.bird@kent.gov.uk

APPENDIX 2: Dispute Resolution

Any dispute arising under or in connection with this Agreement shall be dealt with in accordance with the escalation procedure set out below.

STAGE 1

In the event of any complaint or dispute (which does not relate to a funder's right to withhold funds or terminate) arising between the parties to this Agreement in relation to this Agreement shall in the first instance be referred by way of escalation to the AP Lead Officer (Director, Active Kent and Medway) and the KCC Lead Officer who shall use all reasonable skill, care and diligence in working together to try and resolve disputes speedily and to the mutual satisfaction of all involved.

STAGE 2

Where a solution acceptable to both parties is not achieved within twenty (20) working days of a reference under Stage 1 and provided that no right of termination has been exercised, then the parties shall refer the matter to the Active Kent and Medway Board. The Board shall have powers to investigate and make recommendations of its findings within twenty (20) working days of referral from the AP Lead Officer and the KCC Lead Officer (the parties may make representations to the Board but shall not be involved in any decision-making).

Following which, the AP Accountable Officer (Chair, Active Kent and Medway) and the KCC Accountable Officer shall stipulate whether they agree with the Board's recommendations.

STAGE 3

In the absence of agreement under Stage 2, the parties may seek to resolve the matter through mediation under the CEDR Model Mediation Procedure (or such other appropriate dispute resolution model as is agreed by both parties). Unless otherwise agreed, the parties shall bear the costs and expenses of the mediation equally.

KEY CONTACTS (February 2023)

- AP Accountable Officer (Chair, Active Kent and Medway): Graham Razey
- AP Lead Officer (Director, Active Kent and Medway): Liz Davidson
- KCC Accountable Officer : Stephanie Holt Castle
- KCC Lead Officer : Tom Marchant

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