

## Matters Reserved for the Board

The Board has delegated the day to day management of ukactive to the Chief Executive and the Executive management team. This document sets out the list of matters which are to be decided by the Board of Directors as a whole.

### The Board reserves to itself:

#### 1. General enabling provision

- 1.1. Subject to its governing document and relevant legislation, the Board may delegate such matters as it considers appropriate.

#### 2. Regulations and control

- 2.1. Responsible for registering the company and providing further information, as requested, to Companies House where appropriate, or to advise if the company ceases to exist.
- 2.2. Approval of recommendations to change/amend the company's governing document, subject to the approval of the members, where applicable.
- 2.3. Approval of standing orders (by-laws), a schedule of matters reserved for the board and financial reporting for the regulation of its proceedings and business.
- 2.4. Suspension of standing orders (by laws).
- 2.5. Alteration and amendment of standing orders (by-laws).
- 2.6. Ratify any urgent decisions taken by the Chair and Chief Executive
- 2.7. Approve a scheme of delegation of powers from the Board to committees and their terms of reference.
- 2.8. Require and receive the declaration of Director interests that may conflict with those of the company and determining the manner in which such conflicts will be managed.
- 2.9. Require and receive the declaration of interests of staff members that may conflict with those of the company.
- 2.10. Approve arrangements for dealing with complaints
- 2.11. Adopt/review/amend the organisational management and control structures, processes and procedures required to further the aims of the company's objects.
- 2.12. Receive reports from committees, and agree/amend/reject any recommendations presented to the Board.
- 2.13. Establish/review/amend terms of reference and reporting arrangements of all committees of the Board, including any ad hoc committees. These include the Finance & General Purposes committee, the Remuneration committee and the Nomination committee, where appropriate.
- 2.14. Ratify/reject instances of failure to comply with standing orders (by-laws).

#### 3. Appointments / Remuneration / Discipline

- 3.1. Nominate and elect a Director to serve in the positions of Chair and Treasurer, where appropriate.
- 3.2. Appoint and dismiss committees and individual members of committees that are accountable to the Board.
- 3.3. Put in place effective procedures for the succession planning of the Board.
- 3.4. Appoint, appraise and dismiss the Chief Executive officer, where applicable.
- 3.5. Appoint, appraise and dismiss the Company Secretary, where applicable.
- 3.6. Consider, approve/reject proposals from the Remuneration committee regarding salary and benefits of the Chief Executive and other staff, where appropriate.

- 3.7. Agreeing procedures for the effective annual evaluation of the Board and individual Directors, and committees.
- 3.8. Determining the independence of non-executive directors.
- 3.9. To consider and decide on any proposal to remunerate a Director, subject to the restrictions of the company's governing document.

#### 4. Strategic and budgetary matters

- 4.1. Responsible for the overall management and leadership of the company, ensuring compliance with the company's objects and relevant legislation.
- 4.2. Define and agree the strategic aims and objectives of the company, including vision, mission and values.
- 4.3. Approve/amend proposals for the delivery/cessation of delivery of programmes to further the company objects or changes to the company's activities.
- 4.4. Approve/amend the company's policies and procedures for internal control and the management of risk and protection of the company's property (including insurance).
- 4.5. Approve/amend proposals for major capital investment or expenditure in excess of the amounts delegated under the Delegation of Authority policy approved by the Board from time to time. This also includes approval of proposals for Balance Sheet investments.
- 4.6. Approve contractual agreements in excess of the amounts delegated under the Delegation of Authority policy approved by the Board from time to time.
- 4.7. Approve/amend the company's business plans and budgets.
- 4.8. Approve/reject proposals for the acquisition/disposal of land/buildings, or change in its use, following the receipt and consideration of professional guidance.
- 4.9. Agree and review investment strategy, in line with relevant policies.
- 4.10. Approve the number, purpose and mandates of bank accounts and other deposit media.
- 4.11. Authorise delegated powers and limitations to the Chief Executive and other members of the senior management team, where appropriate.
- 4.12. Decisions relating to court proceedings against or on behalf of the company which are material to the interests of the company.
- 4.13. Approval and appointment of the company's professional advisers and consultants and to determine their remuneration.
- 4.14. Approval of purchasing Directors and Officers indemnity insurance from company funds.
- 4.15. Approve the transfer of company property to/from another company with substantially similar objects.
- 4.16. Agree changes to the company's pension scheme or the management of its funds.

#### 5. Policies

- 5.1. Establish/review/amend/approve key organisational policies including:
  - Matters reserved for the Board (this document)
  - Delegation of Authority policy
  - Director code of conduct
  - Director engagement/agreement to serve letter
  - Employment policy
  - Health and safety policy
  - Communications policy
  - Complaints policy
  - Treasury and investments policy

- Reserves policy
- Whistleblowing policy
- Risk management policy
- Corporate social responsibility
- Conflicts of interest policy
- Equal opportunities policy

## 6. Audit

- 6.1. Consideration of the external auditors, in line with legal requirements and those of the company's governing document.
- 6.2. Approval of remuneration of external auditors, their re-appointment or removal, in line with legislation and the requirements of the company's governing document.
- 6.3. Receive and note the annual management letter from the external auditor and agree the proposed course of action, taking into consideration the recommendations of the Finance and General Purposes committee, where appropriate.

## 7. Reporting arrangements

- 7.1. Receive/present/approve the company's annual report and accounts.
- 7.2. File the annual report and accounts with the appropriate regulator.
- 7.3. Establish, maintain and retain appropriate financial reporting arrangements and records and approve any significant changes in accounting policies or practices.

## 8. Monitoring

- 8.1. Receive and review such reports as the Board requires from committees and individuals with regard to the use of delegated powers.
- 8.2. Receive and review such reports from members of the company's staff pertaining to the activities of the organisation in furtherance with the company's objects.
- 8.3. Receive and review reports from the finance function on the financial performance of the company against agreed budget and strategy.
- 8.4. Receive and review reports from the Chief Executive pertaining to meeting the company's goals as agreed in the strategic and business plans.