

The Orienteering Foundation

Board of Trustees - Terms of reference

Purpose and scope

The purpose of the Board of Trustees and the Board Meetings of the Orienteering Foundation (the Charity) is to consider and take decisions in relation to all matters concerning the running of the Charity. This document sets out how the Board of Trustees operates. Requirements of the trust deed are shown as “**Deed**”.

Objectives

Board members act collectively as a board. The Trustees share responsibility for the ensuring that the Charity is operated in accordance with the trust deed, all relevant legislation and in compliance within the requirements of the Charity Commission. The Board of Trustees are responsible for:

- Ensuring the Charity effectively fulfils its statutory duties and meets all aspects of its trust deed and rules including achieving its charitable objectives.
- Determining the overall strategic direction of the Charity and ensuring the availability of resources
- Monitoring all aspects of the administration of the Charity
- Promoting and protecting the Charity’s values, integrity and reputation
- Ensuring high standards of governance that command the confidence of all of the Charity’s stakeholders

Membership

The minimum number of trustees is 3 and there is no maximum number **Deed**. The Board of Trustees of the Charity currently comprises 6 individuals.

The Administrator attends Board meetings and prepares minutes.

The CEO of British Orienteering is invited to attend Board meetings but has no voting rights.

Quorum required at meetings

The quorum is at least one third of the total number of Trustees, currently giving a quorum of 2 Trustees **Deed**.

Conduct of meetings

The following items will be considered during the Board meetings:

- To consider and handle appropriately all conflicts of interest that may become apparent within each meeting
- To consider and approve minutes of the previous Board meeting
- To determine the strategy for the Charity
- To monitor the income, expenditure and other aspects of financial performance of the Charity
- To review grant applications and approve those, or parts of those, that are deemed appropriate for the Charity to support
- To review the effectiveness of the Charity’s administration

- To consider the risk register for the Charity, evaluate the ratings of each risk, the mitigations in place and the sources of assurance that the mitigations continue to be effective. To also identify further steps that the Charity should take to reduce the identified risks
- To delegate matters to Committees and Working Groups, as appropriate, to establish terms of reference for such delegation and to consider and approve any recommendations from the Committees to the Board of Trustees.
- To ensure that each Trustee is provided with suitable training to enable them to carry out their duties as a Trustee.
- To consider other items as required

Committees and Working Groups

There are currently no Committees or Working Groups of the Board of Trustees.

Interdependency

British Orienteering

Chair

The Chair is appointed annually by the Trustees at the first meeting in each calendar year **Deed**.

Secretary to the Board of Trustees

The Secretary to the Board of Trustees is the Administrator

Tenure and Rotation of Trustees

Trustees are normally appointed for a period of 3 years. On retirement they are eligible for re-appointment.

Frequency of meetings

The Board of Trustees will meet at least 3 times per annum and additionally on an ad hoc basis, as and when required.

Meeting packs will be issued by the Secretary at least 7 days prior to the meeting.

Meeting minutes will be circulated for review by the Secretary within 7 days of the meeting and including within the meeting pack for the next meeting.

Voting

Decisions at meetings are made by a majority of those present and voting on the question **Deed**. In the event of equity in the number of votes, the Chair has a casting vote **Deed**.

Amendment

The Board of Trustees will, from time to time, review these terms of reference including its role and responsibilities, composition and frequency of meetings.

Approval

These Terms of Reference were approved by the Board of Trustees on 6 November 2018.