

# Board Responsibilities, Matters Reserved for the Board and Summary Delegated Authorities

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Last Approved by Board: 21/09/2017

## 1. Overview

This document pulls together the BF rules for delegated authority, for the Chair, the CEO, specific committees and other noted volunteers. This document is the definitive statement of delegated authority within British Fencing.

## 2. Board Introduction

In accordance with the Code for Sports Governance the Board is

- A. the ultimate decision-making body and accordingly exercise all of the powers of the organisation;
- B. responsible for setting the strategy of the organisation; and
- C. is responsible for maintaining and demonstrating a clear division between the Board's management and oversight role and the executive's operational role.

The Board will adopt policies and practices that:

- foster openness and debate amongst directors; and
- set out clear expectations with respect to the running of Board meetings and director behaviour.

The constitution of the Board is set out in the Articles of Association and the accompanying Bye-laws

The Board and its committees shall:

- meet sufficiently regularly to discharge their duties effectively; and
- maintain a proper record of their meetings and decisions.

## 3. Board Specific Roles and Responsibilities & Matters Reserved

The Board sets the strategy for the sport, oversees the finances and partnerships, looks after the stakeholders and makes key appointments, including the CEO.

### 3.1 The specific responsibilities exercised by the Board

- a) to approve the rolling 4-8 year strategy for the sport of fencing in Great Britain – with the CEO, and in consultation with Home Countries and other stakeholders
- b) to approve the long term financial plan and annual budget and annual accounts
- c) monitoring delivery of the strategic plan and objectives;

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- d) periodic review of the financial plan and performance against annual budget;
- e) periodic review of major risks;
- f) discussion of, and engagement with stakeholder proposals and concerns; and
- g) a process to identify areas where the Board may be assisted by further education and training.
- h) to ensure that the BF operations led by the CEO matches the strategy and any failures or deviations lead to reassessment and/or remedy
- i) making sure that targets agreed with the executive are achieved and if not that appropriate remedial actions are taken
- j) to appoint the CEO (on the recommendation of the Nominations Committee); monitor and appraise his/her performance and development (see Chair duties below)
- k) to select and appoint the Chair, set his/her remuneration and monitor/appraise his/her performance
- l) to oversee and monitor the BF finances, taking any necessary actions through the AGRC or the CEO as the Accountable Officer
- m) to make an annual report to BF members and stakeholders
- n) to ensure that the values set by the Board – “Excellence, Honesty and Respect” - are upheld properly and consistently, throughout the organisation and so far as possible the sport
- o) to oversee the development and operation of the BF international strategy, and to monitor and assist the work of the President
- p) to work effectively with stakeholders, making sure they achieve their aims and they operate harmoniously with the BF objectives and strategy
- q) to take overall responsibility for the well being of fencing in GB, including its health, growth and development - monitoring and supporting the executive in all its actions to those ends
- r) to care for the public and member perceptions of BF and of fencing in GB, taking necessary steps in communications and PR
- s) to oversee the usage and licensing of the various BF brands, including all commercial rights (decisions on which require Board approval)
- t) to oversee BF contracts and contractual liabilities, making final decisions on who can sign specific contracts on behalf of BF
- u) to oversee the disciplinary process of BF in accordance with the Articles of Association either directly or through delegated authority to a disciplinary committee
- v) to receive reports and recommendations from time to time on any matter which it considers significant to British Fencing

All of the above are MATTERS RESERVED FOR THE BOARD.

### **3.2 Additional Code for Sports Governance Responsibilities**

#### **3.2.1 Diversity (Requirements 2.1–2.3)**

The Board shall

- adopt a target of, and take all appropriate actions to encourage, a minimum of 30% of each gender on its Board; and
- demonstrate a strong and public commitment to progressing towards achieving gender parity

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and greater diversity generally on its Board, including, but not limited to, Black, Asian, minority ethnic (BAME) diversity, and disability.

- 2.2 Ensure that proportionate and appropriate actions are identified and taken to support and/or maintain (as appropriate) the Board approved diversity targets
- 2.3 Ensure that the organisation prepares and publishes on its website information (approved by the Board) about its work to foster all aspects of diversity within its leadership and decision making, including an annual update on progress against the actions

### 3.2.2 Communication

- a) Publicly disclose information on its governance, structure, strategy, activities and financial position to enable stakeholders to have a good understanding of them.
- b) Ensure that any information disclosed shall be fair, accurate and presented in an understandable manner.
- c) Develop and maintain a Communications Strategy defining the strategy for engaging with, and listening to, its stakeholders (including elite athletes where appropriate) which the Board shall contribute to and review at least annually.

### 3.2.3 Integrity

- a) Ensure there is a mandatory directors' code that, amongst other things, requires all directors to act at all times, with integrity, in a forthright and ethical manner and in accordance with their BF's Conflict of Interests policy.
- b) Review the directors' code, terms of reference and other policies of the Board and its committees at least every four years to ensure compliance with current laws.

## 4. Authority delegated to Board sub committees

### 4.1 To the Audit Governance & Risk Committee

The delegated responsibilities of the AGRC Committee are fully documented in the AGRC Terms of Reference and include:

- a) to advise the Board on all matters relating to the annual audit of BF accounts, including the performance of the auditors and their value for money
- b) to analyse annual audits and advise the Board on the lessons for BF and its members, and any implications for budgeting
- c) to assess independent governance audits organised by Sport England and UK Sport and advise the Board on actions needed
- d) to review regularly all aspects of BF's governance including progress made with changes agreed by the Board and advise the Board
- e) to maintain the BF Risk Register on the Board's behalf and advise regularly on any Board or management actions needed
- f) to undertake or recommend to the CEO the undertaking of any necessary risk assessments and advise the Board

### 4.2 To the Nominations Committee:-

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The delegated responsibilities of the Nominations Committee are fully documented in the Nominations Committee Terms of Reference and include:

- a) identifying, assessing and recommending to the Board candidates for appointment as Directors of the Company (including appointments for the Chief Executive, Standing Committee Chairs), giving full consideration to succession planning and the leadership needs of the organisation
- b) making recommendations to the Board as to the policy on the term of appointment of Directors
- c) making recommendations to the Board on the composition of the Nominations Committee and the composition and chairmanship of the Audit Governance and Remuneration Committee
- d) reviewing regularly the structure, size and composition of the Board (including the balance of skills, experience, independence and knowledge of the Directors) and making recommendations to the Board with regard to any changes
- e) reviewing proposals for changes in responsibilities of Board members

### **5. Authority delegated to Chair**

A full description of the Chair Responsibilities is documented separately, and includes the following responsibilities:

- a) managing the annual programme and agendas of Board meetings, and other Board events and activities, making sure these are appropriate, relevant and effective
- b) ensuring the effectiveness of the Board, including how individual directors perform and interact at meetings (see Requirement 4.1 regarding Board evaluation);
- c) ensuring that the directors receive accurate, timely and clear information;
- d) ensuring that adequate time is available for discussion of all agenda items, in particular strategic issues, and that this time is used productively ;
- e) ensuring that Board decisions are executed;
- f) promoting a culture of openness and debate amongst the Board by facilitating the effective contribution of all directors and ensuring constructive relations between executives and directors;
- g) acting as a link between the Board and executive, particularly the chief executive;
- h) taking a lead on governance matters; and
- i) setting an example in the values and behaviour they adopt, acting at all times in line with the mandatory director's code that has been agreed by the Board (see further Requirement 4.4);
- j) proactively address and manage conflicts of interests amongst the directors.
- k) the line management of the CEO, on the Board's behalf
- l) managing stakeholder relations, at Chair and other senior levels, all in consultation with the CEO
- m) providing leadership, consistent with the Board's strategy, and in consultation with the CEO
- n) taking the lead in strategy development and review, for and with the Board, and in consultation with the CEO
- o) monitoring and providing appropriate leadership on matters reserved for the Board

### **6. Authority delegated to the Senior Independent Director**

The Senior Independent Director is an independent director who is appointed as such by the Board, and whose responsibilities include:

- a) providing a sounding board for the chair;
- b) serving as an intermediary for the other directors when necessary;
- c) 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
- d) leading on the process to appraise the chair's performance.

### **7. Authority delegated to the CEO**

The Board has revoked the delegated authority of May 2009, in favour of the policy that the BF CEO is responsible for the day to day management of BF in accordance with the Board's agreed strategy and subject to the matters reserved to the Board, and the delegations to the Chair (above) and to the Committees (above and below).

Specifically, the CEO is the BF Accountable Officer and thus holds full accounting responsibility for all public and stakeholder funds held or managed by British Fencing.

The CEO may delegate some of his/her responsibilities to specific members of her management team, and to staff, but all such delegations must be made known to the Chair; he or she may give advice, but the decisions rest with the CEO. The terms and period of such delegations must be set down in writing and retained in a suitable Head Office file or folder.

For the avoidance of doubt, the Board's delegation of authority to the CEO includes:

- a) to exercise all Board functions on the Board's behalf which are not expressly reserved or otherwise delegated to any other person or committee
- b) to act as the spokesperson for the Association within such framework as agreed by the Board
- c) to authorise all payments that form part of the day to day operational spend up to the pre-approved budgeted amounts. Additionally, the CEO may authorise annually up to £10,000 of non budgeted expenditure (this amount to be reviewed with the Board every two years); Any further significant changes in pre-approved budget expenditure and any additional budget items must be returned to Board for approval
- d) to authenticate documents for legal proceedings
- e) to execute documents to give effect to Board decisions whether or not expressly authorised by such decision
- f) to administer any Sport England Award Agreement
- g) to administer any Youth Sport Trust Award Agreement

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- h) to administer any UK Sport Award Agreement
- i) to oversee the signing, operation and completion of all BF contracts, subject to any delegation make by the CEO (with Board approval where appropriate)

A full description of the CEO Responsibilities is documented separately as part of the CEO Job Description separately.

### **8. Powers delegated to BF Standing Committees**

#### **8.1 To the International Relations Committee**

- a) to advise the CEO and Board on international strategy and policy
- b) to provide briefing on any issues arising from the FIE and other international bodies or groups
- c) to advise the Nominations Committee on international appointments and succession planning
- d) to advise the CEO on the UK Sport grant-aided international relations budget
- e) to help/ advise the CEO and Board on questions and issues arising with respect to the BF's international relations
- f) in consultation with the Rules committee where appropriate, to advise the BF on all proposals tabled for FIE congresses

#### **8.2 To the Rules Committee**

- a) to handle all matters relating to the FIE Rules, including consulting on and putting forward proposals for improvement
- b) to manage rules translation, dissemination, interpretation.

#### **8.3 To the Safety Committee**

- a) to advise the CEO and Board on all aspects of safety, both routine and urgent
- b) to monitor, review and as needed update the BF Safety guidelines and regulations, and promote them
- c) to circulate advice and instructions to clubs, coaches, etc, via BF HQ (and by agreement with CEO) and deal with all queries

#### **8.4 To the Youth Panel**

- a) Represent the views of young people (U23) in fencing to the Board
- b) Facilitate exchange of information and views between the Board, staff and volunteers and young people using appropriate technologies to engage with young people.
- c) Create and maintain a Youth Charter to define the commitments to be made by athletes representing Great Britain (and the related commitments of British Fencing) to ensure that the values of Honesty, Respect and Excellence are upheld
- d) Conduct an annual review of the athletes/young people's code of conduct and to propose changes to the Board
- e) Conduct an annual survey aimed at collecting views of fencers under the age of 23, collate

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results and make resulting proposals to the Board

### **9. Authority delegated to BF Work Groups**

#### **9.1 To the Grow Group**

- a) to oversee the work of the Development Director and his/her team, on behalf of the BF and EF Boards
- b) to monitor, analyse and assess trends in fencing participation, both generally and in specific groups, to aid policy and programme reviews
- c) to advise both Boards on the BF/EF policies for developing participation
- d) to oversee relevant stakeholder relations

### **10. Other Delegated Powers.**

The following delegated powers remain in place:

1. Delegated disciplinary powers to BF officials;  
[http://www.britishfencing.com/uploads/files/delegation\\_of\\_disciplinary\\_power\\_v2.pdf](http://www.britishfencing.com/uploads/files/delegation_of_disciplinary_power_v2.pdf)
2. Delegated powers to Teddy Bourne to act as Electoral Officer for British Fencing Board elections.