

TERMS OF REFERENCE FOR THE BOARD

Board of Directors

The Board means the Directors from time to time of British Fencing elected in accordance with the Articles of Association (“the Articles”) and includes the Administrative Directors.

The Board’s key purpose is to ensure British Fencing’s prosperity by collectively directing the company’s affairs in furtherance of its objects, whilst meeting the appropriate interests of its members and other stakeholders. The objects of British Fencing are set out in the Articles. In the event of any conflict between these terms of reference and the Articles and Bye-Laws of British Fencing then the Articles and Bye-Laws shall have priority.

Board of Directors

Articles 39 – 67 deal with the Directors. There must be between 5 and 14 directors, of whom no more than 12 may be elected and no more than 2 may be additional appointed directors.

Administrative Directors

The Administrative Directors are the President and Honorary Treasurer of the Association. Articles 68 and 69 give the information dealing with the Administrative Directors. They are subject to the same rules of election, disqualification and removal as other Directors and they are eligible for re-election at the end of their term of office. They may not hold any voting position or office of a Home Country Fencing Organisation other than as a member.

Constitution of the Board

The voting members of the Board are the 8 elected members, the President and the Treasurer. The Articles allow for the following to attend but not vote at Board Meetings (unless they are also a Board Member):-

- i) The members of the Executive Group appointed in accordance with Articles 85 – 87 and the Bye-Laws. The Executive Group (in addition to the President and the Treasurer) consists of the Performance Manager, the Technical Manager, the Coaching Manager and the Communications Manager;
- ii) The Chief Executive Officer;
- iii) An athletes’ representative in accordance with Article 89; and
- iv) Duly appointed Home Country Fencing Organisation representatives in accordance with Article 74.

The quorum for Board Meetings is 5 voting members.

Chairing of Board Meetings

In accordance with Article 61, the President shall act as chair of any Board Meeting unless he is not present within fifteen minutes after the time fixed for holding such meeting or is unwilling to act as chair of such meeting. In such cases, the Directors present shall choose one of their number to act as chair of such meeting and the Director so chosen shall chair such meeting.

Responsibilities

1. The Board of Directors shall meet at least quarterly to receive reports from the Chief Executive

Officer and transact such other actions that are proper for the Board.

2. Individual Directors shall:
 - i) Be responsible for the overall policy and direction of British Fencing, in particular the approval of the Strategic Delivery Plan; and
 - ii) Maintain a watching brief over the actions and financial management of the Chief Executive Officer, receiving reports in advance of each Board Meeting.
3. Apart from the Administrative Directors, individual directors shall not promise, authorise, or in any way commit British Fencing to any expenditure or any course of action not approved by the Board.
4. The appointment and dismissal of directors is as laid down in the Articles and Bye-Laws and as regulated by the Companies Act 2006.

Delegation

The Board may delegate such functions as it from time to time deems necessary to either the Chief Executive Officer (in accordance with Article 88) or to such committee or committees as it may from time to time constitute, establish or appoint (in accordance with Article 43).

In accordance with Articles 18 and 19, it may delegate its disciplinary powers and procedures.